



July 26, 2022

To  
The Manager  
Listing Department,  
BSE Limited, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Ref: Scrip Code: 523660 / WATERBASE**

Dear Madam / Sir,

**Sub: Notice of the 35<sup>th</sup> Annual General Meeting (AGM) and Annual Report for the FY 2021-22**

In continuation to our earlier disclosure dated July 18, 2022, and pursuant to Regulation 30 and 34 of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the following:

- Notice for the 35<sup>th</sup> Annual General Meeting of the Company to be held on August 18, 2022, from 12 noon onwards through VC / OAVM
- Annual Report for the FY 2021-22

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the AGM along with the Annual Report are being sent only by email to those Members whose email addresses are registered with the Company / RTA / Depository Participant(s). Additionally, the copy of the said notice and annual report has also been also uploaded on the company's website [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

You are requested to take the information on record.

Thanking you

For The Waterbase Limited

T.B.Srikanth  
Company Secretary & Compliance Officer



**Encl:**

- 35th Annual Report & Notice of AGM

**Registered Office / Factory:**

Ananthapuram Village | T.P. Gudur Mandal | Nellore | Andhra Pradesh | 524344.

**T:** +91 70759 33457 | **E:** info@waterbaseindia.com | **CIN:** L05005AP1987PLC018436








**The  
Waterbase  
Limited**

35th Annual Report 2021-2022

**RIISING WITH  
RESILIENCE**



# What's inside

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We explain who we are, where we operate, our business model and strategies, corporate action and a summary on how we performed.	We explain our approach on ensuring and implementing the best governance practices through the various statutory reports and relevant annexures.	This section contains the Audited Standalone & Consolidated Financial statements along with the auditors' report.
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[www.waterbaseindia.com](http://www.waterbaseindia.com)

Bombay Stock Exchange Limited (BSE Stock Code)	523660
Market Capitalisation	₹ 342 Crores (as on March 31, 2022)
AGM Date & Time	August 18, 2022 from 12 Noon onwards
AGM Mode	Video Conferencing (VC) / Other Audio Visual Means (OAVM)



# Rising with Resilience

At Waterbase, we simply push the bar! Where people see challenges, we persistently look for opportunities. Where people are paralysed with inaction, we pursue growth. Where people stay comfortable with the status quo, we constantly engage in transformation.

It's simply easy to be influenced by unforeseen setbacks and do nothing!

It's simply easy to wait for things to change!

It's simply easy to remain still until the storms have released all of their wrath!

The tough times do seem to last forever, unless they are outlasted. The past few years have been such times for our Industry as well as for the Company

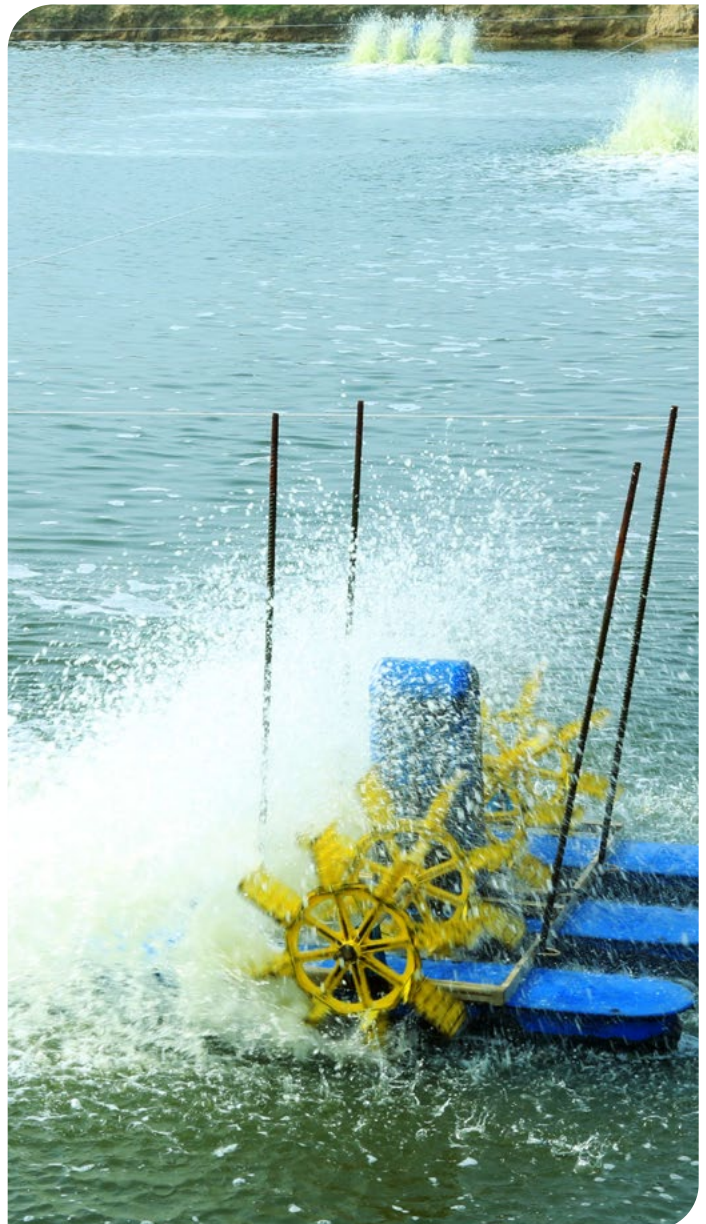
It is challenging, to perform consistently in top-gear in an industry which is always on the edge, due to external factors. A healthy farmer-supplier relation is imperative in an environment which is prone to constant challenges like demand & supply, international prices etc. and ever-rising input costs

However, being at ease has rarely benefited anyone in accomplishing anything meaningful or great.

The quest for changing the course or turning the tide led us to be more persistent and in fact, more focused to define our edge in a competitive industry. We focused on expanding our product portfolio and ensuring growth of healthy shrimps using best in class feed and farm care range of products. To keep abreast to the changing dynamics of our industry, modernising and upgrading our existing processing plant, for expanding our geographical presence, has been timely.

The efforts and strategy we have put in reflects something beyond profitability. It echoes the strong growth we have shown on the revenue front. It displays with assertion that we are Rising with Resilience to meet the coming days successfully.

We believe we have laid a strong foundation for sustained growth in the future – through our patience & perseverance and above all, through our grit on being resilient in the storm!





# ONE COMPANY.

Integrated shrimp aquaculture.

Over the years, the Company has invested in its core: from Hatchery, Shrimp Feed to Processing & Exports.

With the objective to cater entire shrimp value chain.

## Vision

- Leverage the Company's pioneering efforts in innovation and create sustainable solutions in the entire value chain of 'Farm to Fork' to attain market leadership.
- To maximize stakeholder value by consistently exceeding customers' expectations and achieving operational excellence in whatever we do.
- We are fundamentally committed to developing new technologies and imparting best practices for the growth of the sector and its contribution to Indian economy.

## Mission

The Company's mission is to supply products of the highest quality and deliver a superior service to its customers – farmers, shrimp feed dealers, as well as domestic and overseas buyers of processed shrimp.





## Values



**Integrity:** We consistently adhere to ethical and fair practices with the highest degree of transparency and honesty in whatever we do.



**Respect:** We acknowledge and respect differences in each other, and provide a safe, supportive and balanced environment in which all individuals are valued and encouraged to engage in open two-way communication.



**Collaboration:** We constantly leverage collective genius by working together across teams, departments/functions, businesses and with our external partners towards a shared/common goal.



**Innovation:** We demonstrate thought leadership in the markets we play in, constantly striving towards forward thinking solutions for our products, processes and offerings.



**Excellence:** We passionately and consistently work towards developing people and setting high standard of quality in both what we do and the way we do it.



**Ownership:** We take personal accountability to meet business needs, improve our systems and help others improve their effectiveness. We act like owners, treating the company's assets as our own and behaving with the company's long-term success in mind.



**Responsibility:** We commit to developing/maintaining sustainable business practices in order to make a positive difference to our industry, environment and society.

## 10 facts you should know about

### The Waterbase Limited



With more than three and half decades of legacy, the Company was established during 1987.



Led by Mr. Vikramaditya Mohan Thapar as its Chairman, Mr. Ramakanth V Akula as its Chief Executive Officer and aided by a team of professionals in senior management.



Registered Office and Plant at Nellore in Andhra Pradesh and Corporate Office at Chennai.



State of the art shrimp feed manufacturing and shrimp processing facilities.



Strong presence in the States of Andhra Pradesh, and Gujarat. New sales territories being established in the State of Odisha and West Bengal.



The feed plants are accredited with: ISO 9001:2015 and BAP certification. The processing unit complies with EU, USFDA, HACCP and FSSAI standards.



Strong in - house R&D setup and partnership with reputed institutes & agencies for testing and development of eco-friendly aqua feeds.



Key product brands include: Feed - BayWhite Advanced, Vanamax, Maximy Supreme and Tiger XL; Farmcare - Under the Baylife umbrella WhiteKure, Baymin, Prolyf, etc; Hatchery - Baymax; Processed Shrimp - Prize Catch.



Employees strength of 273.



Long-term Credit Rating of CARE A- and Short-term Rating of CARE A2+ with stable outlook.



## From the desk of Chairman

*Dear Shareholders,*

It is always a pleasure to connect with you!

Last year, I spoke to you about our Company's Resiliency and Responsible behaviour during the peak of the COVID-19 pandemic. The steadfast dedication of our employees, who came together to support our customers and provide a consistent supply of products, despite the challenges was commendable. The current year is no different, and I'm happy to report that, despite the challenging external environment especially with high input costs, the company continues to stay resilient and shine in Fy'22 also.

### **Macro Economy and Industry Perspective**

The past financial year was a period of recovery and new uncertainties in equal measure for the Global economies. The period saw a broad-based uptick in investments and demand revival followed by the vagaries of a global commodity shock due to war in Europe and supply chain disruptions in China. These supply-side bottlenecks and a stronger than-anticipated rebound of demand have resulted in major commodities experiencing a significant price surge during the year. Meanwhile subsequent waves of the Covid-19 pandemic continued to jitter governments

and exert pressure on the healthcare systems across the globe.

For India the situation was no different as the economy started witnessing green shoots of recovery post the first wave of Covid19 pandemic. The second wave of the COVID-19 pandemic struck hard right from the beginning of 2021. However, rapid vaccination roll-out by the Government, led to upticks across a range of indicators, including the mobility index, direct tax collections, and electricity demand, reflecting positive levels of economic growth. While demand is yet to fully recover to pre-covid levels and consumer prices continue to increase steeply, RBI used its policy levers to preserve macroeconomic and financial stability while enhancing the economy's resilience.

Talking about the industry, the Indian shrimp market is projected to reach US\$ 12 billion by 2027. India's long coastline and favourable geographical condition offers opportunities for the farming of healthy and disease-free shrimp, which represents one of the key factors impelling the growth of the market. The escalating demand for shrimp products at a global scale and its growing popularity at various regional and international cuisines, along with the rising health consciousness among individuals, is positively influencing the demand for shrimp products in the country. The Government of India has introduced various initiatives to encourage organic shrimp farming practices, thereby



offering lucrative growth opportunities to key players operating in the country. Apart from this, the escalating demand for ready-to-eat food products on account of rapid urbanization, lifestyle changes and higher disposable incomes of individuals are facilitating the consumption of frozen and processed shrimp products in India.

### Looking back at our performance

Although, we were able to mitigate much of the impact of pandemic related challenges on our business, the profitability numbers fail to reflect the true courage and positive initiatives from our side. During the current year our Revenue from Operations jumped by nearly 41% to Rs. 298 Crores but Profit Before Tax declined by nearly 98% to Rs. 36 Lakhs. This decline in profits was largely on account of external environment as rising input costs dented the margins. With inflation rising, the situation is expected to continue for some more time before it plateaus out. However, from the Company side, the management is taking stock of the situation carefully, with stringent cost controls and diversification of product offerings to improve margins. With several initiatives already undertaken, I am confident of soon regaining our growth momentum in terms of profitability.

### Rising with Resilience

The age-old adage 'When the going gets tough, the tough get going' could never find a better proponent than our very own company. In the face of adversity, being challenged by a unfavourable economic environment with rising input costs, we at Waterbase have braced and fortified ourselves, and placed ourselves at a vantage point from where we can not only identify the opportunities but have also positioned ourselves to make good on them. Thereby creating our very own mantra 'Rising with Resilience'.

All of our business moves are underpinned by financial prudence: a strong balance sheet, net cash position, and access to liquidity. This gives us the confidence and ability to weather any storm.

With a clear vision and precise application, we have built a strong foundation that has laid the path to build a sustainable business. By being constantly attentive to the ever-evolving shrimp farmer's needs, we have always endeavoured in creating feed and farm-care products, that not only ensure better yield to farmers, but which are also free from any antibiotics or banned substances, that can harm our end consumer. Armed with best-in-class products with the right balance of cost, quality and technology, we have embarked on a transformational journey of excellence across the value chain in the organization. And not just in manufacturing, but we have also invested in the R&D transformation that will aid the growth of the company in the foreseeable future. Its full implementation will result in faster go-to-market, development and production efficiency, better cost competitiveness and sustainable farming practices.

### Society & Waterbase

Any good business organisation will always evaluate its

“ Waterbase as a company in the aqua culture space continues to focus on practices that ensure environmental sustainability ”

success alongside the progress of the society that it operates in. At the KCT Group, our ethos is that we believe, it is in giving that we shall receive, which is why the CSR initiatives monitored from the Group Level are planned around this theme, to ensure better education, healthcare support and helping the less privileged walk towards a better life, and I am confident we shall continue on this path to make a difference.

Waterbase as a company in the aqua culture space continues to focus on practices that ensure environmental sustainability, especially, in times when aqua farming is increasingly moving towards sustainable farming practices so as to provide the end user a chemical free food experience.

### Sense of optimism

Looking ahead, I believe there is a significant runway for organic growth within our existing business and we will direct as much attention and resources as possible to realizing this value. We are fortunate to have a strong business foundation, proven market leadership, successful products, and a branded, value-added offering that targets the evolving and diverse needs of our farmer friends. And of course, these attributes are supported by the strength of our balance sheet and leverage ratio, which gives us the financial flexibility required to grow even under prolonged headwinds.

With a strong financial flexibility and stability we are exploring opportunities to accelerate growth through investing in shrimp processing & exports and R&D initiatives. We will be extremely prudent as we evaluate potential opportunities to ensure a strong strategic rationale, value upside and alignment with our vision and purpose.

I am extremely grateful to the Board and all our stakeholders for reposing their continued trust in us and for motivating us to keep excelling at what we do.

*Together, we rise.*

With warm regards

**Vikramaditya Mohan Thapar**



## CEO's perspective

“The biggest enablers of an organisation's long-term sustainability and success are its vision and inherent value system. These define its strategic intent and actionable agenda. Our business ethos has always been our major differentiator and assumes even greater significance for a healthy relationship with our business stakeholders in these volatile times.”

*Dear Shareholders,*

### Greetings to you all!!

I hope this letter finds you and your families well and safe as we delve into the third year of the pandemic.

FY'22 turned out to be extremely eventful across nations, business, economy, travel and most importantly, healthcare. The year also marked the revival for Indian economy post pandemic, as GDP growth rebounded strongly from the contraction witnessed in the previous year.

Though we still need to tread with caution as the pandemic continues, the situation seems to be more under control. There are also headwinds in the form of supply chain disruptions, inflation woes, interest rate hikes, and the sharp depreciation of the Indian Rupee, but I remain optimistic about the prospects for Waterbase as we continue to be Resilient and strive to Rise, in the years ahead!

### Financial Performance & Overview

FY22 ended on a mixed note for the Company where Revenues increased by 41% while the Profit after Tax weakened by 98%. The rising input costs and the inability to pass on the cost due to competitive pressures, led to tightening of the margins in the feed business. However, we continued to perform well in the Farm Care range of products and are showing growth in the hatchery business.

Our decision to go all-out with the available capacities in the processing and exports business during FY'22 was timely.

Major modernisation and upgradation work is currently being undertaken to ramp up capacities, whose benefits, I expect, to start reflecting in our performance from H2-FY'23.

The fact that we continue to have zero debt on our books, while we undertake the transformational strategy for all our business verticals, validate the way we have run our business with prudence.

### Rising with Resilience

While the unsettling times challenged and tested the resolve of many an organisations, we at Waterbase find immense pride in our collective Resilience.

In my last communication to you, I had written how despite the raging pandemic, the organization had demonstrated the traits of being Responsible, Resilient and Future Ready. We continue to demonstrate the same, while putting in transformational strategies to excel and RISE.

The grit and tremendous will demonstrated by our people to adapt themselves to the new normal is truly commendable. At the organisational level, we have moved ahead resolutely on our various transformational initiatives which we embarked on over the last few years. FY'22 further reinforced our core strategic approach i.e. of running diverse but related businesses within the shrimp market. With the emphasis of creating a more digitally enabled enterprise, instilling excellence across our manufacturing capabilities, moving sales more to the cash and carry model

and a deeper engagement with farmers and dealers through our marketing strategy, we have sharpened our focus on rejuvenating our business model to ensure that Waterbase as an organisation is stronger, competitive, more responsive and better positioned to drive maximum benefit out of any opportunity the external environment has to offer.

We have realized, that at a time when a number of factors that affect our industry are beyond the Company's control, the way to mitigate the impact's is through a focused improvement in operating efficiencies, focusing on R&D towards better shrimp feed, expanding the Company's geographical footprint through our processing business and focusing on a deeper farmer-supplier relationship through product awareness. In this respect I take this opportunity to share with you some of the key initiatives that we have taken over the last one year:

#### **Shrimp Feed**

There is focused attention on the Andhra Pradesh market while augmenting focus on Gujarat. In order to mitigate credit risks we are promoting more cash sales through attractive cash and early payment discounts to dealers. The focus is also on greater customers connect through workshops, training camps & farmer meets and providing best in class after sales technical support to farmer.

#### **Animal Health Care & Farm Care Products**

As the products gain wide acceptance across all markets the focus is now on expanding the product portfolio.

#### **Hatchery**

Various upgradation and modernisation of the Hatchery unit was undertaken in FY'22 to produce good quality seeds for shrimp farming.

#### **Processing & Exports (P&E)**

The modernisation and upgradation of the existing processing facility to scale up the business is currently being undertaken.

#### **Prioritising Sustainability**

Today aqua farming is increasingly moving towards sustainable farming practices so as to ensure food safety. We are aware of the bearings of our operations. We are continuously investing on R&D capabilities, designing and upgrading processes and products to be more efficient and reduce any negative impact on the environment or on our end consumer. At Waterbase, we are continuously engaging with key stakeholders such as aqua farmers, regulators and suppliers, in the process of devising our vision of creating world class and long-term sustainable shrimp farming practices.

#### **People Development**

Our people have been working extraordinarily hard and have demonstrated great commitment in the last few challenging years; they are prepared to rise once again to navigate through the current challenging times. We express our sincere gratitude for their efforts. During the year the

Company undertook several measures to maintain high health and hygiene standards at the workplace, ensuring vaccination for all its employees, families and contractual workforce. Meanwhile, as an organisation that deeply values the contributions of its employees, Waterbase continued to invest in the employee's professional growth. During the year, several new initiatives were undertaken to promote learning and encourage individual development.

#### **Outlook**

While we have confidence on our medium and long-term growth opportunities, FY'23 will continue to be challenging. With rising inflation and supply chain disruptions continue to hurt consumer spending, economic growth is expected to remain muted and is likely to be a transition year towards better times. Cognizant of the upcoming challenges, we have initiated cost containment measures to avoid discretionary expenses and improving the effectiveness of spends. Whilst we are a business with a strong balance sheet, we are also exercising prudence in our investments to maintain comfortable liquidity.

Going forward, we aim to strengthen our sales forces and network as we stand by our belief that sales and distribution plays a key role in the shrimp farming value chain. In addition, we are re-engineering our processes and we continue to invest aggressively in the development of new products and new capabilities. We are today present across the shrimp value chain from Hatchery, Shrimp Feed, Shrimp Health care products, Farming and Processing & Exports, many of which are highly scalable, and are positioned to drive growth. I am sure that with our relentless focus and efforts, our business will rebound even more strongly when the environment starts turning conducive. Meanwhile, Waterbase is truly determined to rise with resilience and is fully prepared for any future challenges and opportunities that the environment will present.

#### **Concluding Remarks**

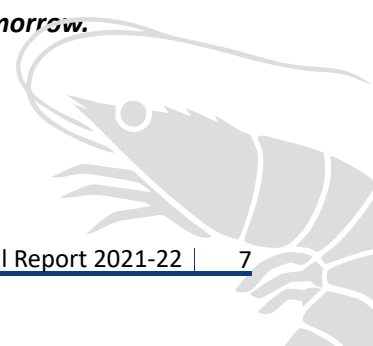
With the above vision, we believe our relative competitiveness will only improve through the months ahead and we will be better positioned than ever, to create long-term value for all our stakeholders. We remain extremely focused on the needs of our farmer friends and even more ready, to expand our technical support towards sustainable farming practices and welfare of our end consumers.

I would like to take this opportunity to thank all my fellow colleagues at Waterbase for their continued contribution. I would also like to thank our customers, shareholders, bankers and business partners for their continued support of our company over the years. Further, I would like to thank the Board for their continued guidance and support.

*Looking forward for a better tomorrow.*

With warm Wishes

**Ramakanth V Akula**  
Chief Executive Officer

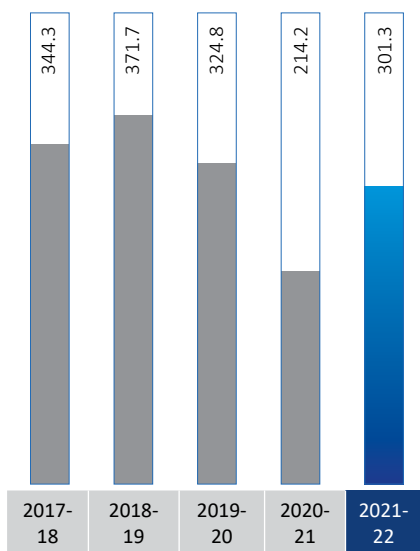




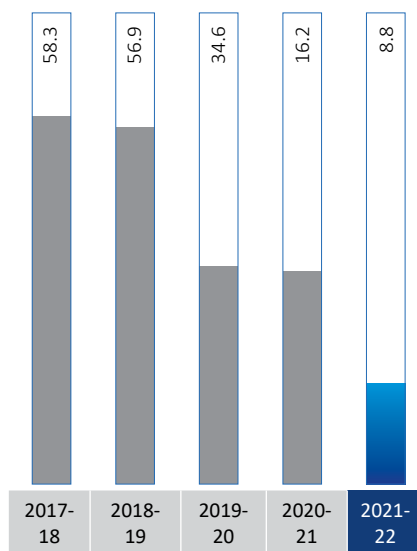
## Financial metrics

The bigger picture of creating value for all our stakeholders drives our strategies and operations. We follow a customer-led approach to business, with a strong focus on sustaining margins and market share. As partners in the nation's progress, we contribute to the economy, as well as the economies of various regions, through our business with suppliers, through wages, salaries and taxes paid and long-term capital investments.

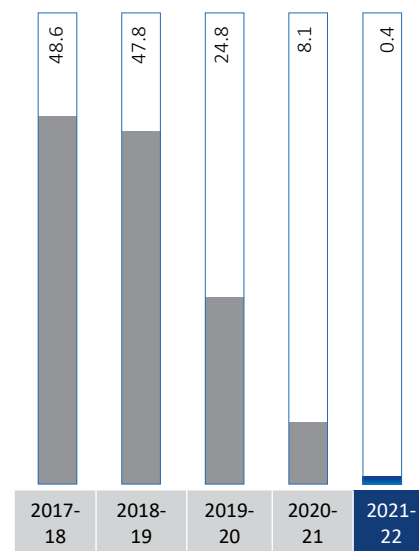
**Total Revenue**  
(₹ in Crs)



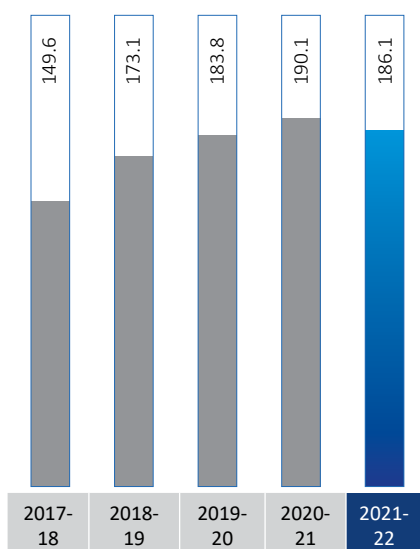
**EBIDTA**  
(₹ in Crs)



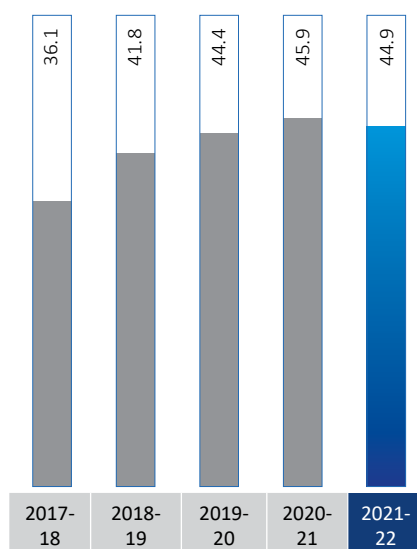
**PBT**  
(₹ in Crs)



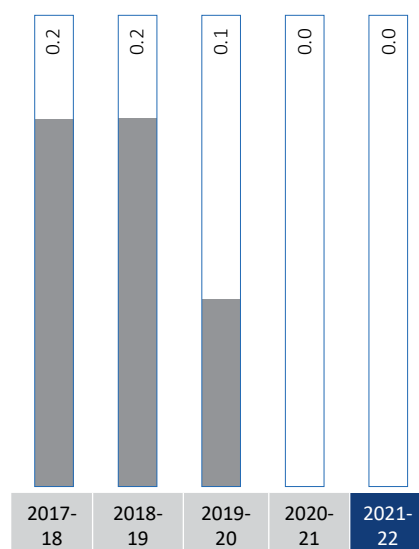
**Networth**  
(₹ in Crs)



**Book Value Per Share**  
(₹)



**Debt to Equity**  
(Ratio)



Our relentless efforts to promote sustainable growth in all our business operations guides our business approach and we hope that this quest will test our strengths and potential and help us discover our innate talents and apply them productively to achieve new performance targets.

## Rising with Resilience

by ensuring quality and enhancing viability

### Meeting quality standards

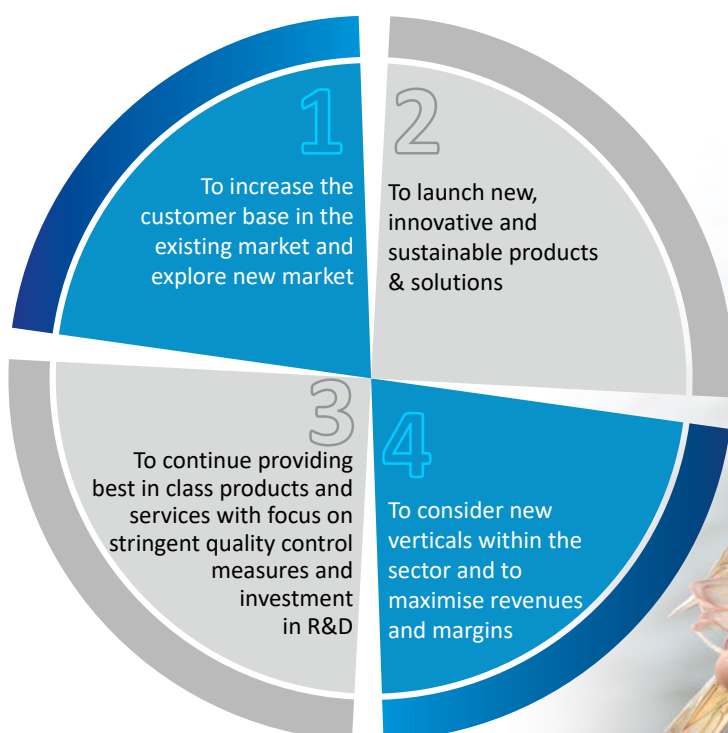
Our objective is to be recognised as quality enablers. We are committed to deliver quality products—at an optimum cost. Our quality implementation efforts are singularly focussed on farmer's satisfaction. We have a state-of-art quality control facility and sophisticated laboratory that are equipped with the finest of tools, sourced from reputed manufactures globally. Feed mill laboratory follows ISO 9001:2015, Quality Management System guidelines and carries out physical and chemical analysis of macro and micro nutritional parameters of raw materials, packing materials, in-process checks and finished goods. As part of vendor development program, Quality Assurance department provides solutions to vendors to assure high quality ingredients are received at factories.



### Knowledge accretion is crucial

Our knowledge-driven business focus will help to strengthen enhance our feed products portfolio and reinforce our brand. The research and development team comprises qualified researchers with considerable experience in the aqua farming industry. The team works with our strategic partners to develop products and technologies in order to improve the performance and sustainability of shrimp farming, while meeting the increasing demand for quality shrimp feed. As part of knowledge accretion to help the farming community we continue to provide technical support through labs established by KCT group at Nellore, Bhimavaram and Surat for benefit of the aqua farmers so as to improve the state of aqua farming in our country.

### Strategies to enhance stakeholder's value





## Rising with Resilience to achieve scalability

We at Waterbase, believe that in a highly complex shrimp aquaculture business, success is derived through retaining and growing existing customers while adding new ones. Network and Geographical expansion will help in utilizing the capacities to the maximum. New, innovative and sustainable products will help in increasing our market share. Scale and better efficiencies will aid in margin expansion. For us all these factors have been largely responsible for the progressive transformation of our corporate visibility and scalability.

### The big picture:

Consumers across the globe are shifting towards consumption of healthier food products.

The increasing urban population in developing regions has also led to an increase in the demand for seafood products which is a major contributor to the growth of the global shrimp market.

### The Waterbase response:

We have been building our manufacturing prowess and connecting with aqua farmers by investing in the right capacities and capabilities. Our persistent focus on technology and training has resulted in driving efficiencies and enhancing our competitiveness.

- Over the years we have developed an integrated business model, from Hatchery to Feed & Farmcare products to Processing which will help us to scale up our business across the shrimp value chain.
- During the year, we have launched innovative feed products catering to the needs of the shrimp farmers like Baywhite Advance and Tiger XL Feed. These all will help us to improve yield and produce high-quality shrimp.
- As a continuous process improvement initiative we have made investments in the latest production systems to upgrade the feed quality.
- We have expanded the product portfolio of our animal healthcare and farm care range of products. All these products have received good response in the last year. .
- During the year we have beefed up the bio security systems of the Hatchery by installing ultra modern water filtration systems which will help to produce high quality seed.
- We commenced the upgradation and modernization of our processing unit whose benefits are expected to be seen in the FY 2022-23.





Innovation



Customer  
Focus

## Key focus areas



Sustainability



Geographical  
expansion &  
Diversification





## Rising with Resilience through unequivocal focus on excellence

At The Waterbase Limited, we don't measure success only through increased revenues but also through increased customer base. Over a period of time we have built sustainable relationship with all stakeholders which helped the company in tough times.

### Building a reputable brand

A brand is a promise. It makes one committed with a reflection of promise in the said brand. Today how do we effectively communicate with the customers and stakeholders with our continued thrust of marketing activities across various media; from digital marketing to hoardings/billboards, expos, events & activation. This integrated marketing campaign is strategically aimed towards building a strong brand and expanding the customer base in the targeted markets.





### The range of the resilient: Products covering the gamut of Shrimp Aquaculture

Waterbase produces wide range of shrimp feeds from its plants installed with advanced pelleting technology machines and fully automated computer-controlled operation. Formulations are designed by international nutritional experts, tested in real-time R&D farms before they are launched.

Our Baylife range of animal health care and farm care products are introduced after several years of research to help aqua farmers to increase the productivity and mitigate disease situations. These products are antibiotic free and offer excellent solutions for sustainable aquaculture.

Our shrimp processing unit combines cutting-edge technology and state-of-the-art storage facilities to ensure that the final processed shrimp remains safe for consumption.





## Rising with Resilience and integrating sustainability

At Waterbase, our sustainable business practices are driven by the need to address the expectations of all our stakeholders. We are mindful of our commitments towards environment and society including our stakeholders (farmers and seafood consumers) to ensure prudent practices are enforced across the value chain. This pillar has been the vanguard of our business sustainability.

### Our people, our sustainable practices catalyst

From graduate trainees to the leadership team, scientists to our sales force, we are a company driven by people and their collective vision. As an organization, we are committed to catalysing the realization of our people's dreams by providing an inclusive, exciting, caring, empathetic and rewarding work environment.

Our talent DNA is a unique mix of immense pride of contributing to society and to aqua farmers; understanding ground realities as well as policy level changes; ability to connect with rural and semi-rural sensibilities while being able to translate the best-in-class innovations for the benefit of the overall shrimp farming business.

Attracting the right talent for our industry and organization is a key focus area for us. We are transparent, open, and consistent in our communication which helps build our employer brand powerfully and we actively seek talent from various industries to garner diverse thought processes and skills.

We are equally focused on enhancing skill sets and capabilities and are constantly evolving, realigning ideas, customizing skill sets to help our colleagues serve shrimp farmers in the ever-demanding aquaculture industry. This requires strong leadership in addition to passion and commitment and hence has led us to focus on the overall development of our talented human resource pool.

### Beyond business

Whenever we think beyond the industry, we always try to ensure the viability of the economy and the society. In the ultimate analysis, it is the ecosystem that precipitates the seasons. Our commitment towards sustainability is unequivocal and unwavering. For us, they too are an equally vital and inextricable part of our business ecosystem and often provide critical fire for our success. As a responsible corporate citizen, we have always acknowledged and reciprocated our social commitments towards the society.

We actively support “Kashavi Programme” which aims to ensure that school dropout girls and women receive education irrespective of age, income level and location. This programme gives them an opportunity to complete their secondary school education through NIOS (National Institute of Open School) while simultaneously developing necessary life skills.

The Company has installed 23 Kashavi Learning Centres in 5 Blocks across the State of Jharkhand. These centres have supported 625 girl participants in the programme during FY 2021-22.



# Corporate Information

CIN: L05005AP1987PLC018436

## Board of Directors

**Mr. Vikramaditya Mohan Thapar**  
*Chairman & Non-Executive Director*

**Mr. Varun Aditya Thapar**  
*Non-Executive Director*

**Mr. Anil Kumar Bhandari**  
*Independent Director*

**Mr. Ranjit Mehta**  
*Independent Director*

**Mr. Rahul Kapur**  
*Independent Director*

**Ms. Shashikala Venkatraman**  
*Independent Director*

## Chief Executive Officer

Mr. Ramakanth V Akula

## Chief Financial Officer

Mr. R Sureshkumar

## Company Secretary & Compliance Officer

Mr. T B Srikanth

## Registered Office

Ananthapuram Village, Nellore  
Andhra Pradesh - 524344

## Corporate Office

Thapar House, 37, Montieth Road  
Egmore, Chennai - 600 008  
Phone: 044-45661700  
E-mail: [info@waterbaseindia.com](mailto:info@waterbaseindia.com)  
[investor@waterbaseindia.com](mailto:investor@waterbaseindia.com)  
Website: [www.waterbaseindia.com](http://www.waterbaseindia.com)

## Stock Exchange

BSE Limited  
Phiroze Jheejeebhoy Towers  
Dalal Street, Mumbai - 400001  
Website: [www.bseindia.com](http://www.bseindia.com)

## Statutory Auditor

M/s Deloitte Haskins & Sells LLP,  
*Chartered Accountants*  
Kolkata

## Internal Auditors

M/s Ernst & Young LLP  
Chennai

## Secretarial Auditor

M/s Rengarajan & Associates,  
*Practicing Company Secretaries*  
Chennai

## Bankers

State Bank of India  
YES Bank  
Axis Bank  
ICICI Bank

## Registrars & Share Transfer Agent

Cameo Corporate Services Limited  
Subramaniam Building, No. 1  
Club House Road, Chennai - 600 002  
Phone: 044-28460390 / 391 / 392 / 393 / 394  
Fax: 044-28460129  
Email: [investor@cameoindia.com](mailto:investor@cameoindia.com)  
Website: [www.cameoindia.com](http://www.cameoindia.com)

# Management Discussion and Analysis Report

## ECONOMIC SCENARIO

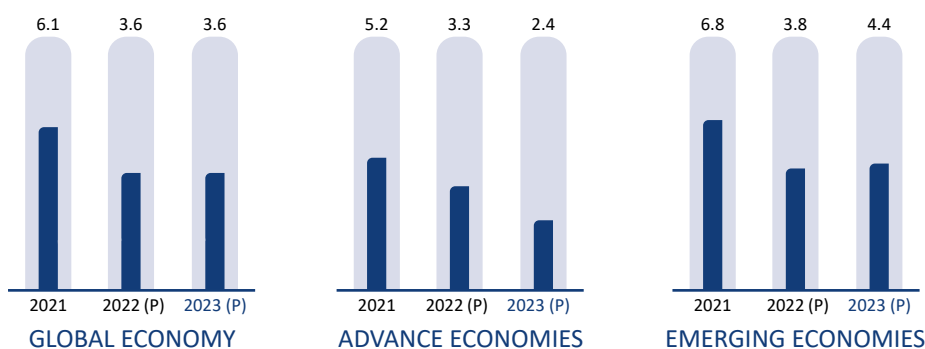
### GLOBAL ECONOMIC OVERVIEW

The external environment continued to remain challenging as the geopolitical conflict between Russia and Ukraine further accentuated the pressure on the global economy which was gradually recovering from pandemic related challenges. While supply chains globally continue to remain under duress, inflation related challenges are posing a new threat to the world economy.

Global growth is predicted to slow from 6.1% in 2021 to 3.6% in 2022. While growth in advanced economies is projected to decelerate sharply to 3.3% in 2022 and 2.4%

in 2023 after hitting 5.2% in 2021; Emerging market and developing economies are projected to achieve growth of 3.8% in 2022, down from 6.8% in 2021 (Source: IMF). The international agency expects the growth rate to prevail at similar levels over 2023–2024, given that the near-term challenges following the Russia – Ukraine War will continue to linger i.e. slowing down of investment plans, waning of pent-up demand and phasing out of accommodative fiscal and monetary policies. The level of per capita income in developing economies this year will be around 5% below its pre-epidemic trend owing to challenges pertaining to the conflict and pandemic.

#### World Economic Outlook Projections (%)



“ Emerging market and developing economies are projected to achieve growth of 3.8% in 2022, down from 6.8% in 2021 ”

(Source: IMF, World Economic Outlook)

### Outlook

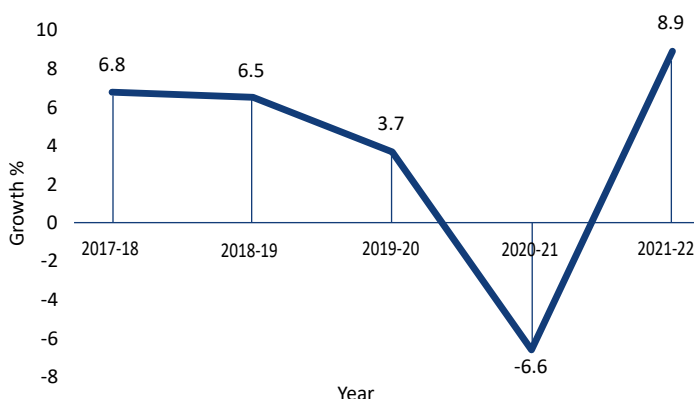
Recent global outlook by the World Bank projects that the Russian invasion of Ukraine which has magnified the slowdown in the global economy, could further dent the recovery process and result in an elevated inflationary environment across the globe. Subdued growth will likely persist throughout the decade because of weak investment sentiments across major economies. With inflation now running at multi-decade highs in many countries and supply related challenges, there is a risk that inflation will remain higher for a longer duration. Global measures to counter the spike in oil and food prices, step-up of debt relief of smaller economies, strengthening efforts to contain COVID-19 and speeding up the transition to a low-carbon economy, may reduce the risk of a global recession.

### INDIAN ECONOMIC REVIEW

The quick roll-out of vaccination program with Government’s support and parallel pursuit of economic recovery helped India contain the effects

of the COVID-19 third wave. The investment cycle is gradually picking up, as reflected in announcements by the private players, the Government’s high budget allocation for capital spending and strong credit growth.

#### INDIA’S GDP GROWTH (%)



(Source: RBI Annual Report 2021-22)



# Management Discussion and Analysis Report

The Indian economy grew by a strong 8.7% in the fiscal year 2021-22, against a contraction of 6.6% in financial year 2020-21.

## Outlook

India's growth outlook appears to have been somewhat clouded by the persistent uncertainties associated with the COVID-19 pandemic and its resurgence, as well as the challenges brought about due to the Russia- Ukraine war. Higher prices of Crude oil, which is hovering above US\$100 per barrel, and soft commodities namely wheat and cereals which have seen their prices go up several times, given the pivotal role played by Russia and Ukraine in the commodities market. To add, India also partly meets its fertilizer needs from the region. For India, which has been battling inflation for a while now, this situation is making matters worse. Higher fuel and fertilizer prices will reduce Government revenues and increase subsidy costs. Furthermore, capital outflows and rising import bills will weigh on the current account balance and currency valuation.

Despite the external shocks, India's underlying economic fundamentals remain strong and the overall impact of such

challenges in the long-term is expected to be marginal. The economic impact of the subsequent infection waves is also expected to remain marginal, thanks to the improved vaccination coverage. The Indian Government and the RBI are also working with agility toward balancing growth amidst rising inflation concerns.

The important positive factor for India is its large and fast-growing middle class, which is helping to drive consumer spending and the country's consumption expenditure is expected to double from \$1.5 trillion in 2020 to \$3 trillion by 2030. The Government's production-linked incentive (PLI) scheme is expected to provide a thrust to the manufacturing sector in FY2023.

“Despite the external shocks, India's underlying economic fundamentals remain strong and the overall impact of such challenges in the long-term is expected to be marginal.”

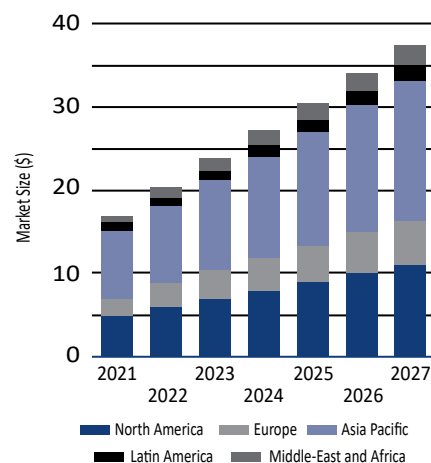
## GLOBAL SEAFOOD MARKET

The Global Seafood Market is expected to reach a value of US\$ 195 Billion by 2027, from USD 165.51 Billion in 2021, at CAGR of 2.70% (Source: Skyquest Report). The emergence of the seafood industry can be attributed to consumer lifestyle changes and more understanding of the health advantages of seafood. Consumers who are not vegetarians are gradually adopting a much more pescetarian diet that includes seafood but excludes meat.

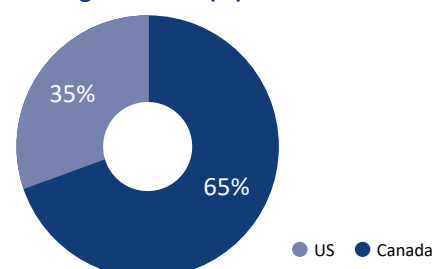
**The US Seafood Market:** The United States, largest economy in the world, offers a great degree of opportunity for the seafood industry. The country's seafood consumption pattern has changed significantly over the years and is now increasingly dominated by prawn and shrimps and other small species, most of which are imported and come from aquaculture. The U.S. seafood market totalled USD 28.5 Billion in 2022 which is approximately 25.9% of the global seafood market (Source: Future Market Insights).

**Driving factors of Seafood in American Markets:** From restaurants to homes, seafood consumption is becoming more adventurous. Seafood is frequently used in trendy cuisines such as Japanese, Hawaiian, and Cajun, and remain highly popular. Successful packaged seafood releases, inspired by these restaurant trends, have brought more exotic flavours, diversified species, and formats into American households.

Global Seafood Market 2021-2028 (\$ Bn)



Country Share For North America  
Region - 2021 (%)



## Management Discussion and Analysis Report

**Global Seafood Market Regional Insight:** In terms of revenue, Asia Pacific held the largest market share of seafood markets in 2021. The presence of a high number of seafood service restaurants and the growing opportunities in large economies like China and India had enabled the sector to flourish in the region. The increasing online penetration and promotion of aquaculture in the region by various administrative bodies has also contributed to the growth of the industry. The huge coastline of India and China enables them to develop a large seafood industry and huge export opportunity of fresh seafood which will drive the growth of the industry.

**Impact of COVID-19 pandemic on Seafood Market:** The subsequent waves of the COVID-19 pandemic from Q1 of FY 21-22 led to a decline in operational efficiencies and disturbed supply chains in various regions. Disruptions in supply chains restricted the movement of goods, which, in turn, hindered the distribution and manufacturing of various seafood products. All these factors negatively affected the seafood market. However, improved vaccination rates and the return of normalcy at major economies are expected to aid the recovery of the seafood market in the FY 2022-23.

### GLOBAL SHRIMP MARKET

Aquaculture is one of the fastest growing form of food production in the world. Shrimp dominates aquaculture production by value. The global Shrimp market is estimated to be worth US\$ 56.5 billion in 2022 is forecasted to grow to US\$ 75 billion by 2028 growing at a CAGR of 4.8% during the review period 2022-28 (Source: Industry Research).

Global shrimp production has continued to trend upward and is expected to exceed 5.01 million metric tons (MT) in 2022, a significant increase over the 4.57 million MT grown in 2021, which itself was an increase over the 4.09 million MT produced in 2020, showing consistent growth (Source: Seafoodsource.com). In US, 275 million pounds of shrimp was sold to foodservice channels in 2021, up by 50 million pounds from 2020 (Source: Seafoodsource.com & National Fisheries Institute Global Seafood Market Conference, US, January 2022).

#### Did you know?

Shrimp is one of the most common and popular types of seafood consumed worldwide. They can be found in both shallow and deep water as well as in freshwater lakes and streams. They are a rich source of calcium, iodine, vitamin D, vitamin B3, zinc, protein and omega-3 fatty acids but low in saturated fats. They provide numerous health benefits such as improving bone and brain health, aiding weight loss, reducing the risks of cardiovascular disease,

### Global Seafood Market by Geography



● Largest Market ● Fastest Growing Market

Globally, Asian countries produce the most shrimp – roughly 65% of the world's shrimp comes from the region. That's followed by the Americas, which produce around 30%. However, the real acceleration in the Americas, is primarily on account of Ecuador which produced more than 1 million MT in 2021.

The International shrimp trade remained steady despite, sharp surge in freight costs from Asia to North America for 20-foot and 40-foot containers (shot up by 500-700% (at USD 13,000 and USD 20,000 respectively) owing to persistent shortages of frozen food containers given increased imports, particularly in the western markets (Source: FAO).

#### Growth Drivers:

- The global market has been witnessing positive growth as manufacturers are adding several value-added products to their product lines. These products are gaining popularity in several countries such as the United States, Europe and Japan which has helped in expanding the consumer base.
- Many U.S. restaurant operators are choosing shrimp to be the starter of their summer menus due to its steady pricing and availability, compared to other seafood species.
- Shrimp consumption has been growing continuously, especially in countries like India and China, on account of rising organized retail chains across the region. In addition, since the demand for seafood products is income elastic, a continuous increase in the number of consumers with higher disposable incomes, is expected to have a positive impact on the growth of the market.

### INDIAN SEAFOOD MARKET

India is the 4<sup>th</sup> biggest seafood exporter in the world, with exports of marine products worth close to US\$ 7.7 billion in FY 22. The country currently exports to over 121 nations, and the Government has prioritized the goal of making

“ India is the 4<sup>th</sup> biggest seafood exporter in the world, with exports of marine products worth close to US\$ 7.7 billion in FY 22. ”



## Management Discussion and Analysis Report

India the world's top seafood exporter (Source: MPEDA). US and China have remained the top two destinations for seafood export for several years. Exports to these countries contributed ~58% of our marine exports in US\$ value terms. Although, the outburst of the coronavirus impacted the industry negatively but with gradual ease of lockdowns and resumption of trade and tourism the aquaculture industry has rebounded.

Over the past year, India has faced headwinds including stricter food import inspections by Chinese authorities, the spread of the omicron variant impacting global demand, and an ongoing shortage of containers and freight rate, but the rising demand domestically is expected to boost the seafood industry in the long-term. (Source: Seafoodsource.com)

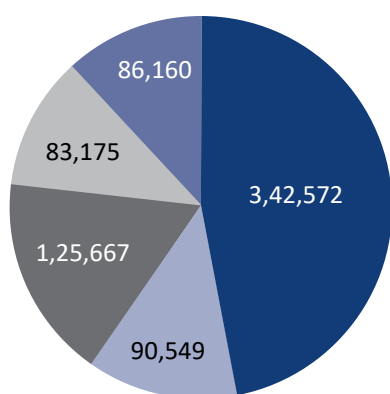
### INDIAN SHRIMP INDUSTRY

The Indian shrimp market reached a value of US\$ 5.8 billion in FY 2022. Looking forward, the market is projected to reach ~US\$ 12 Billion by FY 2028, exhibiting a CAGR of 11.5% during 2022-2028 (Source: Research and Markets).

Several initiatives by the Centre and various State Governments are now playing a crucial role in the growth of shrimp farming aquaculture in India. Pradhan Mantri Matsya Sampada Yojana (PMMSY) which aims at enhancing shrimp production and achieving an ambitious target of producing 1.4 million tonnes by 2024 (Source: The Hindu Businessline). Further State Governments are also promoting the use latest technologies to drive market growth by improving productivity.

“Pradhan Mantri Matsya Sampada Yojana (PMMSY) which aims at enhancing shrimp production and achieving an ambitious target of producing 1.4 million tonnes by 2024”

Indian Shrimp Export 2021-22 (In MT)



■ USA ■ EU ■ China ■ SE Asia & Japan ■ Middle East

(Source : MPEDA)

Andhra Pradesh continues to be the largest shrimp producing state apart from states like West Bengal, Odisha, Gujarat and Tamil Nadu also contributing the Shrimp Growth story of India. The resurgence of the Tiger variant is also to be noted, going forward. Russia-Ukraine war has been a dampener for the domestic Shrimp industry. It has also resulted in a sharp decline in the prices of shrimps. But this is expected to ease after the end of current cropping season where prospects of pre-covid demand level is expected to boost the entire shrimp farming value chain.

### Growth drivers:

- The Government bodies in India, such as MPEDA (Marine Products Exports Development Authority), are supporting shrimp culture through cluster farming approach which are expected to attract new investors to the industry.
- India has traditionally been an export-oriented market with only a small share of the total production consumed domestically. Over the last few years, however, the domestic market consumption has started flourishing. The demand, which was primarily focused in big cities until a few years ago, is now spreading to tier-II and tier-III cities and the domestic consumption is expected to increase continuously over the next few years.

### INDIAN AQUAFEED INDUSTRY

Increase in consumption of seafood and rising per capita income are the factors driving the growth of the aquafeed market. The use of good quality feed helps in improving the shrimp production, profits, and minimising the environmental pollution generated from shrimp farming. The Indian shrimp feed market reached a value of US\$ 1.2 Billion in 2021. Going forward, it is expected to reach US\$ 3.5 Billion by 2027, exhibiting a CAGR of 19.5% during 2022-2027 (Source: Imarcgroup). Andhra Pradesh is the largest shrimp feed-consuming state in the country.

“The Indian shrimp feed market reached a value of US\$ 1.2 Billion in 2021.”

### Growth Drivers:

- There are over 30 feed plants in India which manufacture shrimp feeds, with a total installed capacity of 3.5 million MT. The country's shrimp farming area is around 160,000 hectares. A sizable potential area of 1.2 million hectares of brackish water is available in India, however, only 10% is being utilised. These vast resources are one of the key drivers catalysing the expansion of the Indian shrimp farming and feed business.

# Management Discussion and Analysis Report

- The domestic market is influenced by the commercialisation of Vannamei shrimp, supported by a sustained demand from both the developed and developing countries.
- The availability of improved product varieties and a shift towards the usage of commercially produced shrimp feed have further contributed towards the growth of this industry.

(Source: Feedandadditive.com)

## BUSINESS AND FINANCIAL OVERVIEW

Incorporated more than three decades ago, The Waterbase Limited is a pioneer in the domestic shrimp aquaculture segment with strong financial backing and being promoted by one of the oldest business families in India i.e. The Karam Chand Thapar Group, who have diversified interests in Aquaculture, Coal Logistics and Real Estate. The Business of Waterbase encompasses – Hatchery, Shrimp Feed, Farm Care products, Farming and Processing & Exports. The Company has an installed capacity of 1,10,000 MT to manufacture Shrimp Feed. The Company extended its focus on the processing & exports division in FY 22. Upgradation of its existing processing plant is ongoing which will start contributing to the topline from FY 2022-23.

The Company's financial statements were prepared in accordance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The Company's credit facilities has been affirmed with: Long-term rating of CARE A- and Short-term rating of CARE A2+. The outlook on the long-term rating remains stable.

**Its brief financial performance for 2021-22 is given below:**

(Amount in Rs. Lakhs)

Particulars	For year ended March 31, 2022	For year ended March 31, 2021
Revenue from Operations	29,872.95	21,151.41
EBITDA	966.26	1,686.55
Depreciation and Finance cost	930.22	877.07
Profit before tax	36.04	809.48
Tax expenses	26.28	216.50
Net Profit	9.76	592.98

**Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios, alongwith detailed explanations thereof including:**

Ratios	2021-22	2020-21	% Change	Reason (if more than 25% change)
Debtors Turnover	6.63	3.39	96%	Revenue growth and efficient collection during the year resulted in decrease in trade receivables and there by trade receivables turnover ratio has been improved.
Inventory Turnover	4.89	3.42	43%	Revenue growth and efficient inventory operations during the year resulted in higher Inventory Turnover ratio.
Net capital turnover ratio (in times)	2.59	1.73	50%	Due to growth in revenue along with decrease in current assets and liabilities resulted in higher Net capital turnover ratio.
Current Ratio	3.91	3.40	15%	
Debt-Equity Ratio	0.01	0.01	23%	Company is a debt-free for current year and last year but due to classification of lease liabilities as debt as per Ind-AS resulted in a marginal debt-equity ratio.
Return on Net Worth	0.10%	3.10%	-97%	Reduction in net profit after tax due to higher raw material cost despite increase in revenue from operations has resulted in lower Return on Net worth
Operating profit Margin	2.90%	7.60%	-62%	Reduction in EBITDA due to higher raw material cost despite increase in revenue from operations has resulted in lower Operating Profit Margin.
Net Profit Margin (%)	0.03%	2.87%	-99%	Reduction in net profit after tax due to higher raw material cost despite increase in revenue from operations resulted in lower Net profit ratio.



# Management Discussion and Analysis Report

## RISK MANAGEMENT

The Company is an integrated player with a presence across the value chain of shrimp production and has four divisions, each of which has its own set of risks and which are managed through risk management architecture as well as thorough policies and processes approved by the Board of Directors. The Company has formulated risk management policies and processes to identify, evaluate and manage the risks that are encountered during conduct of business activities in an effective manner. A team of experienced and competent professionals, at business levels, identify and monitor these risks on an on-going basis and evolve processes/systems to monitor and control the same to keep the risks to minimum levels.

Key Risk	Risk Mitigation
<b>Financial risk:</b> Elevated input prices and increasing competition.	The Company's approach towards its business through vertical and horizontal integration mitigates the risk of dependence on a single product / vertical. Modernisation and expansion of its processing plant would help the Company to become more competitive and increase its market share in the processing business.
<b>Credit Risk:</b> Loss of crop (shrimp) may lead to non-payment of dues by customers.	The company is focusing on increasing cash sales through attractive cash and early payment discounts.
<b>Disease risk:</b> Occurrence of various disease - viral, bacterial and fungal can adversely impact the shrimp farming.	The industry is governed by MPEDA and CAA and the SOPs laid down by them acts as a key factor helping us to avert severe/ major disease outbreaks. Disease surveillance, diagnostics, good farm management practices will help to mitigate the disease risk. The Company has also effectively advocated use of its farm care and animal healthcare range of products to lower the impact of diseases.
<b>Quality risk:</b> Inability to service the customers with quality products which includes any microbiological contamination in the processed shrimps or chemicals in feeds could affect the demand for the Company's products.	The Company emphasises on quality products and has a stringent quality control process in place to ensure monitoring of products. The shrimps processed by the Company are free from antibiotics and banned substances to ensure food safety. The processing unit is EIA, USFDA, HACCP, FSSAI compliant.
<b>Regulatory and Trade risks:</b> Any modifications in the governmental policies related to aquaculture, export incentives, will impact the Company's business. Import Restrictions by way of higher duties and other non-tariff barriers may impact the company's exports.	The Company continuously monitors and adapts to the changes in Law. It is abreast with changes in policies and quickly responds to the same. In order to mitigate the risk of sudden or abrupt Import restrictions by any one country / region, the company plans to export to various other countries.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate and commensurate systems of internal control that match with the best in the industry. The Company has SOPs covering all aspects of its business which ensure that every transaction is duly authorised, recorded and reported. The Company follows a strict and an uncompromising adherence to all rules, policies, statutes and laws. All legal and statutory compliances are duly followed and complied with. M/s Ernst & Young LLP, has been appointed for conducting the Internal Audit of the Company and any observation, note or recommendation suggested by the Internal Auditor are reviewed by the Audit Committee of the Board, and suitable and corrective measures are immediately taken.

The Company also strictly adheres to environment

conservation norms. The Company has a strict Code of Conduct for its employees, who are all trained to strictly follow these while conducting business of the Company.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The Waterbase Ltd. is a Company that is in the aquaculture space, working with aqua farmers across the country. To engage with farmers at the rural level requires a special skill that needs to be upgraded time and again with the latest advances in technology and the personnel should have a strong techno-commercial orientation. The HR department of the Company is continuously striving towards this end, by ensuring that all the field level / marketing & sales personnel have the best-in-class training.

At the Waterbase Ltd., the culture reflects the larger purpose of the Company – to improve lives of the aqua farmers, and

## Management Discussion and Analysis Report

all its employees have this purpose deeply ingrained in them. The Company encourages personal skill development, and supports its employees during all such efforts.

The Company has 273 employees on its rolls as on 31<sup>st</sup> March, 2022 as compared to 257 as on 31<sup>st</sup> March, 2021.

### **CAUTIONARY STATEMENT**

This statements made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning

of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual result could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments.



# Directors Report

Your Directors have great pleasure in presenting the Thirty Fifth Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the year ended March 31, 2022.

## 1. FINANCIAL SUMMARY

The summarized standalone and consolidated results of your Company are given in the table below:

(₹ Lakhs)

Particulars	Standalone		Consolidated	
	Financial Year ended		Financial Year ended	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Revenue from Operations	29,872.95	21,151.41	29,872.95	21,151.41
Other Income	260.00	265.36	260.00	265.36
<b>Total Income</b>	<b>30,132.95</b>	<b>21,416.77</b>	<b>30,132.95</b>	<b>21,416.77</b>
Operating Expenditure	29,166.69	19,730.22	29,168.95	19,731.68
<b>Operating Profit before Depreciation, Interest &amp; Tax</b>	<b>966.26</b>	<b>1,686.55</b>	<b>964.00</b>	<b>1,685.09</b>
Finance Cost	83.80	147.96	83.81	147.97
Depreciation and Amortization Expense	846.42	729.11	846.42	729.11
<b>Profit Before Tax</b>	<b>36.04</b>	<b>809.48</b>	<b>33.77</b>	<b>808.01</b>
Tax Expense:				
a) Current Tax	-	449.36	-	449.36
b) Deferred Tax	26.28	(232.86)	26.28	(232.86)
<b>Profit After Tax</b>	<b>9.76</b>	<b>592.98</b>	<b>7.49</b>	<b>591.51</b>
Basic EPS (₹)	0.02	1.43	0.02	1.43
Diluted EPS (₹)	0.02	1.43	0.02	1.43

## 2. FINANCIAL STATEMENTS

The Standalone and Consolidated financial statements for the year ended March 31, 2022, have been prepared under Ind AS (Indian Accounting Standards) by the Company. The Board on the recommendation of the Audit Committee, approved both the Standalone and Consolidated Audited financial statements for the year ended March 31, 2022, at its meeting held on May 12, 2022.

## 3. ECONOMIC ENVIRONMENT

In the backdrop of slowdown of Chinese economic growth due to regulatory pressures on its real estate sector and 'Zero COVID Policy' coupled with multiple waves and variants across major economies and inflationary pressures due to supply chain disruptions, economic recovery has slowed down in 2021. Pickup in global trade, rising service activity & industrial production towards the end of 2021 helped recovery to some extent. International Monetary Fund (IMF) has estimated the global economy to grow by 5.9% in 2021 as against a contraction of 3.1% in 2020.

With world entering 2022 in a very grim geopolitical scenario exacerbated by the Russia-Ukraine conflict, many risks grappling the global economy remain. Elevated inflation levels and supply demand imbalances are to persist longer than expected.

As advanced economies lift policy rates, there is an increased risk of capital outflows and currency depreciation in emerging market and developing economies. As a result, IMF has projected global growth to moderate to 4.4% in 2022 as against a growth of 5.9% in 2021.

India has witnessed two COVID-19 (second and third) waves in FY 2021-22. While the second wave during April 2021 - June 2021 has had devastating humanitarian crisis, the impact of third wave in January 2022 - February 2022 was minimal supported by higher vaccination levels and selective lockdowns. Slower than expected revival in private consumption due to rising inflation, especially in the second half of FY 2021-22 has impacted the economic recovery. However, Reserve Bank of India's (RBI) accommodative stance, strong GST collections, credit outlay to MSME's have shaped the gradual recovery in FY 2021-22 and, in this backdrop, India's economy grew by 8.7% in FY 2021-22 as against a contraction of 6.6% in FY 2020-21. After GDP crossing pre-COVID levels, the recovery momentum is expected to continue supported by growth in industrial output, revival in services and government push towards investment. However, heightened commodity inflation remains a key risk which may lead RBI to change its accommodative stance on monetary policy, impacting economic recovery.

## Directors Report

### 4. OPERATIONAL & FINANCIAL PERFORMANCE

The Standalone Net Revenue from Operations for the Financial Year ended March 31, 2022, was ₹ 298.73 crores, which is up by 41.24 % compared to ₹ 211.51 crores for the previous Financial Year. The Profit After Tax for the year was ₹ 0.10 crores down by 98.31 % as compared to ₹ 5.93 crores in the previous Financial Year.

The Consolidated Net Revenue from Operations for the Financial Year under review was ₹ 298.73 crores, which is up by 41.24 % compared to ₹ 211.51 crores for the previous Financial Year. On consolidated basis, the Company earned a Profit After Tax of ₹ 0.07 crores for the Financial Year 2021-22 against ₹ 5.92 crores for the previous Financial Year. These consolidated figures include the financial performance of Saatatya Vistaar Oorja Bengaluru Private Limited, Subsidiary Company.

FY22 was a challenging year for the shrimp feed industry. While the company registered a double-digit growth in the feed business, the rising input prices adversely impacted profitability. The company was able to grow the revenues significantly due to the integrated business model, largely driven by shrimp exports and sale of farm care products. The shrimp processing unit is presently being upgraded and is all set to commence operations by Q2-FY 23. The onset of processing business offers a new growth vector for the Company amidst growing demand for the product both in domestic and international markets.

### 5. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

The Company's equity investment in Saatatya Vistaar Oorja Bengaluru Private Limited, continues at 100% as on March 31, 2022. During the year under review, the Company has not made any investment in any other entity.

### 6. CHANGES TO THE SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2022, is ₹ 65,00,00,000/- divided into 6,00,00,000 equity shares of ₹ 10/- each and 5,00,000 preference shares of ₹ 100/- each.

The Paid-Up Share Capital of the Company as on March 31, 2022 is ₹ 41,42,67,790 comprising of 4,14,26,779 equity shares of ₹ 10 each. During the year under review the Company has not issued any shares.

### 7. DIVIDEND

Considering the business position and financial performance, the Board has not recommended any Final Dividend for the FY 2021-22.

### 8. INVESTOR EDUCATION AND PROTECTION FUND

#### Transfer of Unpaid/ Unclaimed Dividend to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of the Section 124 of the Companies Act, 2013 (hereinafter also referred to as "the Act"), read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended, the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF.

Accordingly, unclaimed Final Dividend of Shareholders for 2014-15 lying in the Unpaid Dividend Account of the Company would be due for transfer to IEPF on the due date i.e. November 4, 2022. Meanwhile the company in 2020-21 has already transferred the unclaimed interim dividend for the FY 2014-15 to the Investors Education and Protection Fund which fell due on October 4, 2021.

Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the Unpaid Dividend Account is also mandatorily required to be transferred to the IEPF Authority established by the Central Government.

During the year, the Company had sent individual communication to the concerned shareholders at their registered address, whose dividend remained unclaimed and whose shares were liable to be transferred to the IEPF. The communication was also published in National English and Local Telugu newspapers.

Any person whose unclaimed dividend and shares pertaining thereto, matured debentures, amongst others has been transferred to the IEPF can claim their due amount from the IEPF Authority by making an electronic application in web-form IEPF-5. Upon submitting a duly completed form, the Shareholders are required to take print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Corporate Office of the Company. The instructions for the web-form can be downloaded from the website of Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in)

#### Details of Nodal Officer

The details of the Nodal / Investor Grievance Officer appointed by the Company under the provisions of IEPF are given below and the same is disseminated on the website of the Company [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)



# Directors Report

Name of the Company Secretary designated as Nodal Officer	T B Srikanth
Direct Phone No.	044-45661700
Email ID	investor@waterbaseindia.com
Address	The Waterbase Limited Thapar House, 37, Montieth Road, Egmore, Chennai - 600 008

## 9. FIXED DEPOSIT

The Company has not accepted any deposit within the meaning of Chapter V of the Act and the Rules framed thereunder during the year under review.

## 10. MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the Report.

## 11. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the Financial Year 2021-22.

## 12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS / COURTS / TRIBUNALS

There were no significant material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

## 13. CREDIT RATING

The Company's credit facilities are rated by CARE Ratings. As per the last rating dated October 6, 2021, the Company has long-term rating of CARE A- (pronounced CARE A minus) and short-term rating of CARE A2+ (pronounced CARE A two plus). The outlook on the long-term rating remains stable.

## 14. BOARD OF DIRECTORS AND ITS COMMITTEES

### A. Composition of the Board of Directors

As on March 31, 2022, the Board of Directors of the Company comprised of Six Non- Executive Directors, which included, four Independent Directors. The composition of the Board of Directors is in compliance with the provisions

of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 (hereinafter referred also as "Listing Regulations" or SEBI (LODR), 2015) and Section 149 of the Act.

### B. Change in office of Directors and Key Managerial Personnel of the Company during the year under review and details of Directors seeking re-appointment at the 35th Annual General Meeting

The members of the Company in the 34th Annual General Meeting held on September 23, 2021, re-appointed Mr. Vikramaditya Mohan Thapar (DIN: 00030967), as Non-Executive Director, whose office shall be liable to retire by rotation.

During the year, Mr. T B Srikanth was appointed as the Company Secretary & Compliance Officer of the company at the Board meeting held on May 27, 2021.

As per the provisions of Section 152 of the Act, Mr. Varun Aditya Thapar (DIN: 02322660), Non-Executive Director, will retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment.

Further, in compliance to Regulation 17(1A) of the SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, the consent of the shareholders has been sought in the ensuing AGM for continuation of the Directorship of Mr. Vikramaditya Mohan Thapar (DIN: 00030967), Non-Executive Director, on attaining and beyond the age of 75 years.

The Notice dated July 26, 2022, of the ensuing Annual General Meeting includes the proposal for appointment and / or re-appointment of Director and their brief resume, specific information about the nature of expertise, the names of the Companies in which he holds Directorship and Membership / Chairmanship of the Board Committees as stipulated in the Act and the Listing Regulations.

### C. Criteria for Determining Qualifications, Positive Attributes and Independence of a Director

The Nomination and Remuneration Committee has formulated Nomination, Remuneration and Evaluation Policy, which details the criteria for determining qualifications, positive attributes and Independence of Directors in terms of provisions of Section 178(3) of the Act and the Listing Regulations. The policy forms part of this report.

## Directors Report

### **D. Declaration by Independent Directors**

Mr. Anil Kumar Bhandari, Mr. Ranjit Mehta, Mr. Rahul Kapur and Ms. Shashikala Venkatraman, Independent Directors, have furnished a declaration that they meet the criteria of independence as envisaged in Regulation 16 of the Listing Regulations and Section 149(6) of the Act.

### **E. Certificate from Practicing Company Secretary**

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations, M/s Rengarajan & Associates, Company Secretary in Practice, Chennai, has certified that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

### **F. Number of Meetings of the Board of Directors**

The Board meets at regular intervals to adopt financial results and consider and decide business policies and strategic proposals apart from other items of business. The Board and Committee meetings are pre-scheduled and a tentative annual calendar of meetings is circulated to the Directors in advance to ensure participation of all Directors.

During the year under review, four Board meetings were held and meetings of Sub-committees were also held on regular intervals. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations. The details of the meetings are given in the Report on Corporate Governance which forms part of this Report. The Company continues to provide all the Board members the facility to participate in the meetings of Board and Sub-committees through Video Conferencing / Other Audio-Visual Means.

Pursuant to the requirements of Schedule IV to the Act and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on March 26, 2022, and the Directors reviewed and assessed the matters enumerated under Schedule IV(VII)(3) to the Act and Regulation 25(4) of the Listing Regulations. All the Independent Directors attended the meeting.

### **G. Statutory Committees of the Board**

Pursuant to the requirements under the Act and the Listing Regulations, the Board of Directors has constituted various Committees of Board such as

Audit Committee, Nomination and Remuneration Committee ("NRC"), Stakeholders' Relationship Committee ("SRC"), and Corporate Social Responsibility ("CSR") Committee.

The composition and terms of reference of Audit Committee, NRC, SRC and CSR and number of meetings held during the year under review are given in the Report on Corporate Governance forming part of this Annual Report as Annexure 5.

### **H. Board Evaluation and Familiarization**

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried the annual performance evaluation of its own performance, the Directors (excluding the Director being evaluated) as well as the sub-committees of the Board. The Nomination and Remuneration Committee of the Company has carried out evaluation of performance of each Individual Director. Performance evaluation was made based on structured questionnaire considering the indicative criteria prescribed in the Nomination, Remuneration and Evaluation Policy of the Company read with SEBI Guidance Note on Board Evaluation.

Evaluation of the Board was made based on the role played by the Board in decision making, evaluating strategic proposals, discussing annual budgets, assessing adequacy of internal controls, review of risk management procedures etc. The evaluation of individual Director was carried out based on various parameters such as participation in the Board and its Committee meetings, contribution towards strategic proposals, suggesting risk mitigation measures, supporting in putting place internal controls, governance, leadership and talent development and managing external stakeholders. Performance evaluation of various Sub-committees of the Board was carried out based on the criteria such as constitution, effective functioning of the Sub-committees as per the terms of reference, periodical suggestions and recommendations given by the Sub-committees to the Board etc.

In the meeting of Independent Directors held during the year, the members evaluated the performance of the Chairman based on criteria such as giving guidance to the Board and ensuring the independence of the Board etc. The performance of the Non-Independent Directors was also evaluated based on their contribution made to the growth of the Company, strategic initiatives and Board deliberations.



## Directors Report

The Company takes all steps necessary to keep the Directors apprised of key developments in the Business and Industry and to familiarize them for enabling their contribution and good governance. Since the Independent Directors are the critical link in any successful Corporate Governance program, a detailed Appointment Letter incorporating the roles, duties and expectations, remuneration, insurance cover, code of conduct, etc., is issued for the acceptance of the Independent Directors.

Further, as part of the Board/ Committee Meetings, the Independent Directors are briefed about the developments impacting the Industry, various strategic initiatives of the Company, update on operations etc. Product information brochures and Annual Reports are given for their reference. Senior Executives regularly make presentations to the Board. The broad overview of the Company's approach to familiarization of Directors is available at the link [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

### I. Directors' Responsibility Statement

Pursuant to the provisions under Section 134(5) of the Act, with respect to Directors' Responsibility Statement, the Directors confirm:

- I. That in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- II. That they had selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- III. That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. That they had prepared the annual accounts on a going concern basis;
- V. That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- VI. That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 15. AUDIT RELATED MATTERS

### A. Statutory Auditors

The present Statutory Auditors, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm's Registration No. 117366W / W100018), were appointed at the Annual General Meeting held on December 30, 2017 for a period of 5 (Five) consecutive years, to hold office till the conclusion of the Thirty fifth Annual General Meeting to be held in 2022.

The Board in its meeting dated May 12, 2022, on the recommendation of the Audit Committee has approved the re-appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company, subject to approval from shareholders. The term would commence from the conclusion of the 35th Annual General Meeting to be held in 2022 till the conclusion of the 40th Annual General Meeting to be held in 2027 at such remuneration that is mutually agreed upon between the Board and the Auditors.

Further, the reports of the Statutory Auditors for FY 2021-22 are given along with the Standalone and Consolidated Financial Statements which is annexed to and forms part of this annual report.

### B. Secretarial Auditors

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board had appointed M/s Rengarajan & Associates (formerly Arub & Associates), Practicing Company Secretaries, Chennai, as secretarial auditor of the Company for FY 2021-22. The report of the Secretarial Auditor for FY 2021-22 is annexed to and forms part of this report as Annexure 8.

### C. Internal Auditors

As per Section 138 of the Companies Act, 2013, the company has appointed M/s Ernst & Young LLP as the Internal Auditors of the company. The Auditors present their report to the Audit Committee on quarterly basis.

## 16. REPORTING OF FRAUDS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors has reported to the Audit Committee, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees.

# Directors Report

## 17. POLICY MATTERS

### A. Nomination, Remuneration and Evaluation Policy

In terms of provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee of the Company has formulated and recommended to the Board a policy, containing the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director and it highlights the remuneration for the Directors, Key Managerial Personnel and other employees, ensuring that it covers the matters mentioned in Section 178(4) of the Act. The policy is attached as Annexure 1 to this report.

#### Particulars of Remuneration details of Directors, Key Managerial Personnel and Employees

The remuneration details of Directors and Key Managerial Personnel and ratio of remuneration of each Director to the median of employees' remuneration as per Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure 1A.

In accordance with the provisions of Section 197(12) of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and particulars of remuneration of top ten employees who have drawn remuneration not less than the limits specified in the Rules are available with the Company and in terms of provisions of Section 136(1) of the Act, this report is being sent to the members without this detail and any member desirous of obtaining information may write to the Company and the same shall be provided through electronic mode till the date of the ensuing Annual General Meeting.

### B. Vigil Mechanism / Whistle Blower Policy

In accordance with section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has implemented a Whistle Blower Policy, whereby employees can report matters such as abuse of authority, misconduct, fraud, misappropriation of assets, non-compliance to code of conduct etc. to the Audit Committee.

The Audit Committee reviews on quarterly basis the functioning of the Whistle Blower and Vigil Mechanism. In order to ensure that the policy is adhered to, and to assure that the concern will be acted upon seriously, the Company has committed itself to the following:

1. Ensure that the Whistle Blower and/or the person processing the Disclosure is not victimized for doing so;
2. Treat victimization as a serious matter including initiating disciplinary action on such person(s);
3. Ensure complete confidentiality and no attempt to conceal evidence of the Disclosure;
4. Take disciplinary action, if any one destroys or conceals evidence of the Disclosure made/ to be made;
5. Provide an opportunity of being heard to the persons involved, especially to the person against or in relation to whom a Disclosure is made or evidence gathered during the course of an investigation.

The policy lays down the detailed mechanism for reviewing the Complaints, spells out the remedial mechanism, assures the confidentiality and protection of whistle-blowers from victimization. The policy provides for confidential and anonymous reporting to the Chairman of Audit Committee wherever required. The policy also discourages frivolous and vexatious complaints by suitably incorporating penal provisions for such complaints.

The details of the Whistle Blower Policy are available on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

### C. Corporate Social Responsibility Policy

In terms of the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a Corporate Social Responsibility (CSR) Committee and framed a CSR policy which details the programs / activities that can be carried out under various program heads. CSR policy of the Company is available on the website [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php). The Company believes that its ultimate objective is to benefit communities through initiatives, which contribute to nation building.

The Company's leadership takes active responsibility in various community engagement initiatives. The Company follows a system of Triple Bottom Line accountability to measure its performance and its impact on inclusive and equitable growth of the marginalized sections of society.

## Directors Report

The CSR Committee of the Board had approved the list of CSR Projects/ Programmes to be undertaken by KCT Group Trust, from out of the funds provided by the Company and also monitored the implementation of those CSR projects and programmes.

During FY22, the CSR initiatives of the Company was carried out through the registered Trust established by the KCT Group under the name KCT Group Trust, which has carried on projects on its own as well as lent support to identified projects carried on by other like-minded agencies which have far reaching societal implications. A Report on the CSR Activities of the Company has been annexed as Annexure 3 to this report.

### 18. OTHER MATTERS

#### A. Internal Financial Controls

The Company has Internal Control Systems commensurate with the nature of its business, size and complexities. The Audit Committee reviews the adequacy and effectiveness of internal control system and monitors the implementation of audit recommendations.

During the year under review, the Internal Audit was conducted by M/s Ernst & Young LLP who were appointed as the Internal Auditors of the company as per Section 138 of the Act. A detailed review of control processes in key control areas and identified design gaps, improvement opportunities and management check points which helps in strengthening the processes and monitoring was undertaken.

The Company's Internal Financial Controls encompass policies and procedures adopted by the Board for ensuring the orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information. Appropriate review and control mechanisms are built in place to ensure that such control systems are adequate and are operating effectively.

The systems/frameworks include proper delegation of authority, operating philosophies, policies and procedures, effective IT systems aligned to business requirements, an Internal Audit framework, a comprehensive Code of Conduct & Business Ethics framework, a Risk Management framework and adequate segregation of duties to ensure an acceptable level of risk. Documented Standard Operating Procedures are in place for

all business processes. Key controls are tested to assure that these are operating effectively.

Besides, the Company has also implemented SAP ERP for all its processes to strengthen the internal control and segregation of duties/access.

Key controls in operational, financial and IT processes were tested to provide assurance regarding compliance with the existing policies and significant operating procedures and no significant weaknesses/deviations were noted in operational controls. Further, the Statutory Auditors of the Company also carried out audit of Internal Financial Controls over Financial Reporting of the Company as on March 31, 2022 and issued their report which forms part of the Independent Auditor's report.

#### B. Risk Management

The Company carries out a broad Risk assessment exercise and has implemented the Risk Management Policy. The framework envisaged in the policy is applicable for all strategic, high level operational, financial reporting, compliance and enterprise wide risks that have a high impact on the Company.

A strong and independent Audit function consisting of Statutory and Internal Auditors carries out risk focused audits across the Company and enables identification of areas where the processes may need to be improved to mitigate the risks.

#### C. Particulars of Loans, Guarantees and Investments

During the year under review, the Company has not given any loan, provided any guarantee or made any investment falling under the provisions of Section 186 of the Act.

#### D. Financial Position and Performance of Subsidiaries, Joint Ventures and Associates

The financial summary of Saatatya Vistaar Oorja Bengaluru Private Limited, subsidiary company is as under:

Particulars	2021-22	2020-21
Revenue from Operations	-	-
Profit Before Tax	(2.27)	(1.47)
Profit/Loss After Tax	(2.27)	(1.47)

Consolidated Financial Statements of the Company are prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Act, (Ind AS compliant Schedule



## Directors Report

III), as applicable to the consolidated financial statements and the same forms an integral part of this Report.

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiary, for the Financial Year 2021-22 is given in Form AOC-1 as Annexure 4 to this report.

In accordance with Section 136(1) of the Act, the Annual Report of your Company containing inter alia, financial statements including consolidated financial statements, has been placed on the Company's website [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php) Further, the financial statements of the subsidiary have also been placed on the Company's website separately.

The audited financial statements including the consolidated financial statements of the Company, audited financial statements in respect of the subsidiary company shall be available for inspection for members. Any member desirous of inspecting the above documents may write to the Company and the facility to inspect the documents electronically shall be provided.

### **E. Any Revision Made in Financial Statements or Board's Report**

The Company has not revised the Financial Statements or Board's Report in respect of any of the three preceding Financial Years.

### **F. Code of Conduct**

In compliance with Regulation 26(3) of the Listing Regulations and the Act, the Company has framed and adopted Code of Conduct ("the Code") for Directors and Senior Management, which provides guidance on ethical conduct of business and compliance of law.

All Members of the Board and Senior Management personnel have affirmed the compliance with the Code as on March 31, 2022. A declaration to this effect, signed by the Managing Director in terms of the Listing Regulations is given in the Report of Corporate Governance forming part of this Annual Report. The Code is made available on the Company's website [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

### **G. Annual Return**

The extract of the Annual return in Form MGT-9 for the year ended March 31, 2022 and the Annual Return filed by the company for

FY 20-21 is made available on the website of the company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

### **H. Management Discussion and Analysis Report**

As per the terms of Regulation 34(2)(e) of the Listing Regulations, the Management Discussion and Analysis Report forms part of this Annual Report.

### **I. Related Party Transactions**

All related party transactions which were entered during the financial year were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions entered by the Company with the Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interests of the Company.

A statement of all related party transactions is presented before the Audit Committee on quarterly basis, specifying the nature, value and terms and conditions of transactions. The Audit Committee also grants omnibus approval for certain contracts and arrangements with Related Parties as per the provisions contained in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Since all the Related Party Transactions entered during the Financial Year were on an arm's length basis and in the ordinary course of business, no details are required to be provided in Form AOC-2 as prescribed under Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

In accordance with the requirements of the Listing Regulations, the Company has also adopted Policy on Materiality and dealing with Related Party Transactions and the same has been placed on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

### **J. Corporate Governance**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements. The Report on Corporate Governance as required under Regulation 34(3) read with Schedule V of the Listing Regulations forms part of this Annual Report as Annexure 5. Further as required under Regulation 17(8) of the Listing Regulations, a certificate from the Chief Executive Officer and Chief Financial Officer is annexed as Annexure 7 with this Report.

# Directors Report

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

The information pertaining to 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, is furnished in Annexure 2 and forms part of this Report.

## L. Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, the Company has not received any complaint.

## 19. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the various Secretarial Standards issued by the Institute of Company Secretaries of India.

## 20. LISTING OF SHARES

The equity shares of the Company are listed on the Bombay Stock Exchange Ltd. (BSE). The listing fee for the Financial Year 2022-23 has been paid to the credit of the Stock Exchange.

## 21. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board has formulated code of Practices and Procedures for Fair Disclosure of Unpublished Price

Sensitive Information for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The Audit Committee on an annual basis conducts a review on the adherence to the policy. The copy of the same is available on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

## 22. PREVENTION OF INSIDER TRADING

The Board has formulated code of conduct for regulating, monitoring and reporting of trading of shares by Insiders. This code lays down guidelines, procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them on consequences of non-compliances. The copy of the same is available on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

## 23. ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the steadfast commitment and highly motivated performance by employees at all levels which is instrumental in sustained performance of the Company. Your Directors, also sincerely thank channel partners, shareholders, various Government & other Statutory Authorities, Banks, Financial Institutions and Analysts for their continued assistance, co-operation and support.

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN: 02322660  
Place: New Delhi  
Date: May 12, 2022

Sd/-  
**Ranjit Mehta**  
Director  
DIN: 03172264

# Annexure - 1 to the Directors Report

## NOMINATION AND REMUNERATION POLICY AND REMUNERATION DETAILS

### A. Nomination and Remuneration Policy

The Nomination and Remuneration Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement), 2015, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel has been formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors.

The following are the salient features of the Policy:

#### Objective:

The objective of the policy is to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and other employees of the quality required to run the Company successfully;
- There is a transparent and consistent system of determining the appropriate level of remuneration across all levels of the Company;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### Appointment and removal of Director, Key Managerial Personnel and Senior Management Personnel:

- a) The NRC shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and Key Managerial Personnel and recommend his / her appointment, as per the Company's Policy. Similarly, for appointments to Senior Management, the person to be recruited shall have the qualification requisite for the role and should be one of integrity and expertise.
- b) The NRC has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The NRC shall ensure that the person to be appointed as Director/ Managing Director/ Whole-Time Director does not suffer from any disqualification stipulated and also possesses all the qualifications stipulated under

the Companies Act, 2013. Wherever required, any such appointment shall be made with the requisite approval of the Central Government.

- d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that, the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- e) Each Executive Director will enter into a contract with the Company clearly setting out the terms and conditions and the remuneration package for that person. The contract will set out the expectations for the performance of the role and criteria for assessment. The NRC and the Board must approve all such contracts.
- f) Independent Directors shall be issued a letter of appointment containing the terms and conditions of appointment, expectations from them and the benefits available for such Independent Directors. The appointment letter shall be approved by the NRC and the Board before it is issued to Independent Directors.
- g) Key Managerial and Senior Management Personnel (both contractual & permanent) will be issued a Letter of Appointment clearly setting out the terms and conditions and the remuneration package. This appointment will be accompanied with a detailed Job Description stating the Key Responsibility Areas (KRAs) of that respective person. The Executive Director or Chief Executive Officer must approve such appointment letter and the same will be governed by the HR policy.

#### Term / Tenure:

##### a) Managing Director / Whole-time Director:

The Company may appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### b) Independent Director:

- i. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- ii. No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director



## Annexure - 1 to the Directors Report

shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

- iii. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- iv. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.
- v. The continuation of the term of an Independent Director is subject to the outcome of the annual evaluation process of the Director.

### c) Key Managerial and Senior Management Personnel:

Appointment as Key Managerial Personnel shall be without any time limit and as per the terms mentioned in the appointment letter. However, the maximum age for retirement of Key Managerial Personnel shall be as per the policy applicable for all the other employees of the Company. The continuation of Key Managerial Personnel shall also be dependent upon satisfactory performance evaluation. The Committee shall have the full freedom to recommend the removal of any Key Managerial Personnel if performance evaluation is found unsatisfactory.

### Evaluation:

- i. The NRC shall carry out evaluation of performance of Directors at yearly intervals or at such intervals as may be considered necessary. This shall include evaluation of Independent Directors.
- ii. The NRC shall recommend the performance evaluation criteria for Board approval. The evaluation criteria shall comprise the framework of evaluation applicable for Directors (including the Chairman and Independent Directors), the Board as a whole and various Committees of Directors.
- iii. The NRC shall also lay down the evaluation parameters (KRA's) of Key Managerial and Senior Management Personnel. These parameters shall be suitably incorporated in the Performance evaluation framework applicable to Key Managerial and Senior Management Personnel who shall be subject to annual evaluation process based on these parameters.

- iv. A report on annual performance evaluation of the Key Managerial and Senior Management Personnel shall be placed before the NRC for suitable recommendations to the Board, if needed.

### Policy for remuneration to Directors/KMP/Senior Management Personnel/Other Employees:

- 1) Remuneration to Managing Director/Whole-Time Directors:
  - a) The Remuneration / Commission etc. to be paid to Managing Director / Whole Time Directors etc. shall be governed as per the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
  - b) The NRC shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole Time Directors.
  - c) The Board in consultation with the NRC will from time to time determine the fixed remuneration level for Managing / Wholetime Directors. Such remuneration levels will be determined according to industry standards, market conditions and scale of the Company's business relating to the position.
  - d) The Board in consultation with the NRC may determine incentive designed to create a strong relationship between performance and remuneration. However, such remuneration shall be within the limits specified by the Act and approval of shareholders.
  - e) Termination benefits shall be as per the terms specified in the Contract.
- 2) Remuneration to Non- Executive / Independent Directors:
  - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the NRC and approved by the Board of Directors.
  - b) The remuneration of the Non - Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The

## Annexure - 1 to the Directors Report

amount of such remuneration shall be such as may be recommended by the NRC and approved by the Board of Directors or shareholders, as the case may be.

- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non - Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above, if the following conditions are satisfied:
  - i. The services are rendered by such Director in his capacity as the professional; and
  - ii. In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.
- e) The Board in consultation with the NRC will from time to time determine the Commission payable to Non-Executive Directors. Such Commission shall be within the limits specified by the Act / approved by Shareholders. The actual commission will be determined according to industry standards, relevant laws and regulations, labour market conditions and scale of the Company's business relating to the position.

### 3) Remuneration to Key Managerial and Senior Management Personnel:

- a) The remuneration to Key Managerial and Senior Management Personnel shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time. The Board in consultation with the NRC will, from time to time determine the fixed remuneration level. Such remuneration levels will be determined according to industry standards, market conditions and other factors.
- c) The incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial and Senior Management Personnel, to be decided annually or at such intervals as may be considered appropriate by the Board in consultation with the NRC.

### 4) Remuneration to Other Employees:

The Chief Executive Officer will approve the form of remuneration which may include fixed remuneration, termination payments and employee entitlement for other employees of the Company.

# Annexure - 1 to the Directors Report

## ANNEXURE - 1A

### PART A: DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Relevant Clause u/r 5(1)	Prescribed Requirement	Particulars	
		Name	Ratio to Median
(i)	Ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the Financial Year (Note 1)	Vikramaditya Mohan Thapar	0.29
		Varun Aditya Thapar	0.49
		Anil Bhandari	0.56
		Ranjit Mehta	0.56
		Rahul Kapur	0.56
		Shashikala Venkatraman	0.29
(ii)	Percentage increase in remuneration of Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year	Directors (Note 1)	(57%)
		Chief Executive Officer	8%
		Chief Financial Officer	8%
		Company Secretary (Note 2)	(13%)
(iii)	Percentage increase in the median remuneration of employees in the Financial Year	6%	
(iv)	Number of permanent employees on the rolls of the Company.	273 (As on March 31, 2022)	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage increase in the salary of employees other than managerial cadre in the Financial Year was - 8%	
		Average percentage increase in the salary of managerial personnel in the Financial Year was - 4% (Note 2)	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.	

**Note 1:** The company has only Non-Executive Directors on the Board of the Company. For FY'22, no commission is payable to the Directors (PY: Rs. 17.19 Lakhs). Only sitting fees was paid to the Directors in FY'22

**Note 2:** Mr. R Achuthan erstwhile Company Secretary resigned on February 24, 2021. Mr. T B Srikanth was designated as the Company Secretary & KMP on May 27, 2021.

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
 Director  
 DIN: 02322660

Sd/-  
**Ranjit Mehta**  
 Director  
 DIN : 03172264

Place: New Delhi  
 Date: May 12, 2022



## Annexure - 2 to the Directors Report

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

Particulars required by Section 134(3)(m) of the Companies Act, 2013 ("the Act") read with rule 8(3) of the Companies (Accounts) Rules, 2014 are as given below:

#### A. Conservation of Energy

- The Company has taken actions leading to energy conservation on fuel & power and has also taken efforts on reduction of average cost of fuel & power per ton of production. However, no specific investment has been made in reduction in energy consumption.
- The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- The Company is in the process of revamping the old electrical system to ensure seamless power supply, increase energy efficiency and ensure greater safety.
- Further, to enhance conservation & reduction towards carbon emission, company is working on sourcing of renewable energy from reliable sources. The Company is in advance talks with vendors to put in place a Solar Unit. As the impact of measures taken for conservation and optimum utilization are not quantitative, its impact on cost cannot be quantified.

#### B. Technology Absorption

- The Company continuously interacts with international experts on Shrimp feed nutrition, water quality management and development of specialized feed ingredients. The Company also works closely with reputed institutes who are involved in Aqua Feed Nutrition Research. All the Research & Development (R&D) activities are carried out in-house in collaboration with such experts/ institutes.

- The Company constantly works on its feed formulation improves it so that the feeds travel beyond meeting nutritional requirements. The benefits arising out of the R&D areas are as below:

- Improving Feed Conversion Ratio (FCR)
- Reducing visceral waste & improving yield
- Reducing environmental output (pond conditions)
- Optimizing digestible nutrient levels (maintaining performance)
- Reducing impact of infections on productivity
- Reducing the probability of Bacterial/ Viral infections and Parasitic infestations

- The Company has done extensive research on replacements for ingredients that are being fish-meal and fish oil. The Company has put in efforts to find alternate ingredients to replace them in association with internationally reputed research firms and the results have been so far encouraging.

- The company has also forayed into natural based animal health care products to improve shrimp farming efficiency which in turn helps farmers in better yields.

- The expenditure incurred during the year under review towards Research & Development is as follows:

- Revenue expenses - ₹ 115.23 Lakhs
- Capital expenses - ₹ 11.52 Lakhs

#### C. Foreign Exchange Earnings and Outgo

₹ Lakhs

Particulars	2021-22	2020-21
Earnings in Foreign Exchange	4,999.59	539.48
Foreign Exchange Outgo	1,699.43	421.29

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN: 02322660

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

Place: New Delhi  
Date: May 12, 2022

# Annexure - 3 to the Directors Report

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

### 1. Brief outline on CSR Policy of the Company

The CSR Policy of the Company has been formulated and adopted in terms of Section 135 of the Companies Act, 2013 ("the Act") and the Rules made thereunder. The Corporate Social Responsibility (CSR) activities of the Company have already been textured into the Company's value system being part of the KCT Group.

The CSR activities of the Company are routed through the KCT Group Trust specifically formed for the purpose of carrying out the CSR activities as mandated under section 135 of the Act.

The KCT Group Trust was formed to carry out programmes or activities in the following areas:

- i. Eradicating hunger, poverty and malnutrition, promoting health care (including preventive healthcare) and sanitation, including contribution to the Swach Bharat Kosh set up by Central Government for the promotion of sanitation and making available safe drinking water;
- ii. Promoting education including special education and employment, enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- iii. Promoting gender equality, empowerment of women, set up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintain or assist in maintenance of quality of soil, air and water including contribution to the Clean Ganga Fund set up by the Central Government for rejuvenation of river Ganga;
- v. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts; vi. Measures for the benefit of armed forces veterans, war widows and their dependents;
- vi. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;

- vii. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- viii. Contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- ix. Rural development projects; and
- x. Slum area development

### Outline of the CSR Policy of the Company:

1. The Company is committed to the following principles with regard to CSR:-
  - a) Synergizing the long-term value creation for the stakeholders with creation of societal capital for seamless integration of the enterprise with the society at large.
  - b) To integrate CSR programmes with the Company's business and endeavour to implement the Social Investments / CSR programmes.
  - c) Integrating economic progress, social responsibility and environmental concerns with the objective of improving quality of life.
  - d) Ensuring inclusive and sustainable socio-economic development of the underprivileged/ needy / deserving communities through the means of primary and higher education, eradication of poverty, elimination of hunger, supporting research & development work in the field of cancer, eye care, building of medical- care capacity, rural development projects and such other initiatives.
  - e) Supporting and promoting the cause of all kind of sports and physical health education.
  - f) Promoting the cause of environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agroforestry, conservation of forest & natural resources, maintaining quality of soil, air and water.
  - g) Promoting gender equality empowering of women economically and such other initiatives.
  - h) Encouraging the development of human capital through skills development, vocational training etc. and contributing to the happiness index of the community by promoting livelihood enhancement projects.

## Annexure - 3 to the Directors Report

- i) Contribution for the promotion and accomplishment of the afore stated causes through collaborative partnership with the Government, the District Authorities, the village panchayats, NGOs etc. including contributions to Prime Minister Relief Fund or any other fund setup by the Central Government for socio- economic development and relief and welfare of the Scheduled Castes, Scheduled Tribes, other backward classes, minorities and women.

2. Focus areas of the Policy:

The Company plans to focus on the following areas that aim to contribute value to the society:

- Education
- Health care and Family Welfare
- Sports & Culture
- Social Causes
- Infrastructure development
- Sustainable livelihood
- Environment
- Women Empowerment

**Partners:** Trust, NGO, Govt. Agencies, Employees

### 2. Composition of the CSR committee:

S. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR committee held during the year	Number of meetings of CSR committee attended during the year
1	Mr. Vikramaditya Mohan Thapar	Chairperson	1	-
2	Mr. Ranjit Mehta	Independent Director	1	1
3	Ms. Shashikala Venkatraman	Independent Director	1	1

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

[https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

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).

Not Applicable.

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.

Not Applicable

6. Average net profit of the Company for last three financial years for the purpose of computation of CSR:

₹ 3420.99 Lakhs (as per Section 198 of the Act).

7. (a) Prescribed CSR Expenditure (two per cent of the amount as in item 6 above): ₹ 68.42 Lakhs

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 68.42 Lakhs

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

Total Amount Spent for the Financial Year (in ₹ Lakhs)	Amount Unspent (in ₹ Lakhs)				
	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 the Fund	Amount	Date of transfer
68.42 Lakhs	NIL	NIL	NIL	NIL	NIL



## Annexure - 3 to the Directors Report

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

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

1	2	3	4	5		6	7	8	
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the Project	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Kashvi Learning Centre (KLC)	ii	No	Jharkhand	Ranchi	68.42 Lakhs	No	KCTGT	CSR00006824

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 68.42 Lakhs

(g) Excess amount for set off, if any: NIL

S. No.	Particulars	Amount (in Rs.)
i	Two percent of average net profit of the company as per section 135(5)	₹ 68,41,978
ii	Total amount spent for the Financial Year	₹ 68,41,978
iii	Excess amount spent for the financial year [(ii)-(i)]	Nil
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

Not Applicable

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

Not Applicable

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

Not Applicable

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

Not Applicable

The CSR Committee and Board hereby confirms that the implementation and monitoring of CSR policy is in line with CSR objectives and policy of the Company.

For and on behalf of the CSR Committee and the Board of Directors

Sd/-

Varun Aditya Thapar

Director

DIN: 02322660

Sd/-

Ranjit Mehta

Director & Member (CSR Committee)

DIN: 03172264

Place : New Delhi

Date : May 12, 2022

## Annexure - 4 to the Directors Report

### FORM NO. AOC-1

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

#### Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

##### Part "A": Subsidiaries

(Amounts in ₹ Lakhs)

Name of the subsidiary	Saatatya Vistaar Oorja Bengaluru Private Limited (CIN: U74900TN2015PTC151924)
Date since when subsidiary was acquired	March 25, 2020
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period is from April 1 to March 31 i.e. March 31, 2022
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	N.A.
Share capital	5.50
Reserves & surplus	(8.56)
Total assets	3.09
Total Liabilities	3.09
Investments	-
Turnover	-
Profit/ (Loss) before taxation	(2.27)
Provision for taxation	-
Profit after taxation	(2.27)
Proposed Dividend	-
Extent of shareholding (in percentage)	100%

1. Subsidiary Companies which are yet to commence operations: Saatatya Vistaar Oorja Bengaluru Private Limited
2. Subsidiary Companies which have been liquidated or sold during the year: NIL

##### Part "B": Associates and Joint Ventures

NIL

For and on behalf of the Board of Directors

Sd/-

**Varun Aditya Thapar**

Director

DIN: 02322660

Sd/-

**Ranjit Mehta**

Director

DIN: 03172264

Place : New Delhi  
Date : May 12, 2022

# Annexure - 5 to the Directors Report

## REPORT ON CORPORATE GOVERNANCE

Report on Corporate Governance of The Waterbase Limited (the 'Company') for the Financial Year ended March 31, 2022, as stipulated in the relevant provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time (the 'Listing Regulations'), is set out as below:

### I. CORPORATE GOVERNANCE PHILOSOPHY

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the Thapar Group culture and ethos.

The governance philosophy of the Company is not limited to confirming of compliance of laws but is a blend of both legal and management practices to embed the same in the decision-making process. Over the last three decades of its existence, the Company has been practicing best principles from the stage of conceptualization of products till providing of services to consumers after sales.

The Company always endeavor to align the practices in line with the changing business environment and confirms that the interest of all stakeholders is safeguarded and could successfully take the various stakeholders in its journey and reach newer heights. Governance philosophy of the Company is to imbibe, evolve and adapt to all situations and keep its trajectory intact to serve the public at large.

The Company believes that Good Corporate Governance has the following principles at its core:

- Emphasis on meeting long term goals and objectives rather than solely relying on short-term performance
- Strong and diversified Board which plays active role in monitoring corporate performance, driving strategic initiatives and setting the appropriate "Tone at the Top"
- Robust and comprehensive flow of information between the Company's executive management and the Board/its committees to enable informed decision making.

- Strong mechanism of Director Evaluation and feedback
- Transparency in disclosure of material events and their impact
- Robust Risk Management practices and Internal Controls framework overseen by the Board / Audit Committee

The practices followed by the Company are detailed herein below.

### II. BOARD OF DIRECTORS

#### a) Composition of the Board

The present composition of the Board is in compliance with the requirements of Regulation 17(1) of the Listing Regulations. As on March 31, 2022, strength of the Board of the Company consists of Six Directors, out of which two are Non-Executive Non-Independent Directors while four are Non-Executive Independent Directors.

The Board has four Independent Directors, in compliance with the requirements of proviso to Regulation 17(1)(b) of the Listing Regulations. Total number of women Directors on the Board is one and she is in the independent category. The Board periodically reviews its composition to ensure compliance with the regulatory requirements and it is closely aligned with the strategic and long- term goals of the Company.

All the Independent Directors have declared that they meet the criteria of 'Independence' as required under the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with the provisions of Regulation 16 of the Listing Regulations.

The following are the names, position and categories of Directors as on March 31, 2022:

Name of Director	Position	Category
Mr. Vikramaditya Mohan Thapar	Chairman & Non-Executive Director	Promoter and Non-Executive
Mr. Varun Aditya Thapar	Non-Executive Director	Promoter and Non-Executive
Mr. Anil Kumar Bhandari	Independent Director	Non-Executive Independent
Mr. Ranjit Mehta	Independent Director	Non-Executive Independent
Mr. Rahul Kapur	Independent Director	Non-Executive Independent
Ms. Shashikala Venkatraman	Independent Director	Non-Executive Independent

As per the declaration received from the Directors, none of the Directors is disqualified under section 164 (2) of the Act.



## Annexure - 5 to the Directors Report

### b) Attendance of each Director at the meeting of the Board and General Meeting.

During the Financial Year, the Board of Directors met Four times. Details of attendance of Directors at the Board Meetings and Annual General Meeting (AGM) held during the Financial Year are given below:

Name of the Director	Attendance at	
	Board Meetings (Total = 4)	AGM (Held on September 23, 2021)
Mr. Vikramaditya Mohan Thapar	4	Yes
Mr. Varun Aditya Thapar	4	Yes
Mr. Anil Kumar Bhandari	4	Yes
Mr. Ranjit Mehta	4	No
Mr. Rahul Kapur	4	No
Ms. Shashikala Venkatraman	3	Yes

### c) No. of Directorship in other Companies

Name	Category	Directorship in other Companies (Note)
Mr. Vikramaditya Mohan Thapar	Chairman & Non-Executive Director	<ul style="list-style-type: none"> <li>Indian City Properties Ltd.</li> <li>Karam Chand Thapar &amp; Bros (Coal Sales) Ltd.</li> <li>Barbus Fiduciary Services Private Limited</li> </ul>
Mr. Varun Aditya Thapar	Non-Executive Director	<ul style="list-style-type: none"> <li>Indian City Properties Ltd.</li> <li>Karam Chand Thapar &amp; Bros (Coal Sales) Ltd.</li> <li>Vasudha Sampada Private Ltd.</li> <li>Nav Srijit Shakti Telangana Private Ltd.</li> <li>Piano Forte Fiduciary Services Private Ltd.</li> </ul>
Mr. Anil Kumar Bhandari	Independent Director	<ul style="list-style-type: none"> <li>Kirloskar Electric Company Ltd.</li> <li>Bright Brothers Ltd.</li> <li>Karnataka Coffee Brokers Private Ltd.</li> <li>Bhoruka Park Private Ltd.</li> <li>SLPKG Estate Holdings Private Ltd.</li> <li>Luxquisite Parkland Private Ltd.</li> <li>Clam Bio Private Ltd.</li> </ul>
Mr. Ranjit Mehta	Independent Director	NIL
Mr. Rahul Kapur	Independent Director	<ul style="list-style-type: none"> <li>PML Mercantile Ltd.</li> <li>JMK Mercantile Ltd.</li> <li>Immunetic Lifesciences Private Ltd.</li> <li>Keggfarms Private Ltd.</li> <li>Indovax Private Ltd.</li> <li>VSK-Keggfarms Corporate Holdings Private Ltd.</li> <li>Avitech Nutrition Private Ltd.</li> </ul>
Ms. Shashikala Venkatraman	Independent Director	<ul style="list-style-type: none"> <li>Ironman Media And Advisory Services Private Limited</li> </ul>

*Note 1: Directorship, Membership / Chairmanship in other companies shown above do not include alternate directorship, Companies incorporated under Section 8 of the Act, LLP's and Companies incorporated outside India.*

## Annexure - 5 to the Directors Report

### d) Membership and Chairmanship held by the Directors in the Committees of companies:

Name	Committee / Membership Position (Refer Note)	
	Company Name	Committee (#)
Mr. Vikramaditya Mohan Thapar	The Waterbase Ltd.	SRC (C)
	Karam Chand Thapar & Bros (Coal Sales) Ltd.	SRC
	Indian City Properties Ltd	AC
Mr. Varun Aditya Thapar	The Waterbase Ltd.	AC & SRC
	Karam Chand Thapar & Bros (Coal Sales) Ltd.	AC & SRC
	Indian City Properties Ltd	AC
Mr. Anil Kumar Bhandari	The Waterbase Ltd.	AC (C)
	Kirloskar Electric Company Limited	AC & SRC (C)
	Bright Brothers Ltd.	AC
Mr. Ranjit Mehta	The Waterbase Ltd.	AC & SRC
Mr. Rahul Kapur	The Waterbase Ltd.	AC
Ms. Shashikala Venkatraman	NIL	-

# AC= Audit Committee, SRC = Stakeholders Relationship Committee (C)=Chairman

Note: Chairmanship/Membership of Board Committees include Chairmanship/Membership of Audit Committee and Stakeholder's Relationship Committee as per the Regulation 26(1)(b) of the Listing Regulations.

### e) Details of Directorship held by the Directors in other Listed Companies as on March 31, 2022.

Name of the Director	Name of the Company	Category of Directorship	Position
Mr. Anil Kumar Bhandari	Bright Brothers Ltd.	Non-Executive Director	Independent Director
	Kirloskar Electric Co. Ltd.	Non-Executive Director	Independent Director

Note: Directorship held in other companies whose equity shares are listed on stock exchanges are only shown above.

Basis Point No. c, d & e above, the Directorship, Membership and Chairmanship held by the Directors of the Company, in other companies are within the limits prescribed. None of the Independent Directors of the Company is serving on the Board of more than seven listed companies, as an Independent Director.

### f) Number and dates of Meetings of Board of Directors.

Details of meetings of Board of Directors of the Company held during the Financial Year 2021-22 are given below:

Number of Meetings held	Date of Meetings
4	27th May 2021, 12th Aug 2021, 12th Nov 2021 and 9th Feb 2022

The maximum interval between any two meetings was not more than 120 days. The Board agenda with proper explanatory notes are prepared and circulated on time to all the Board members. The Company provides the facility to its Directors to attend the meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). All statutory and other matters of significant importance including information as mentioned in Part A of Schedule II to the Listing Regulations are tabled before the Board, to enable it to take appropriate decisions in both strategic and regulatory matters. The Board reviews compliances of all laws, rules, regulations on a quarterly basis. At the Board Meeting, members have full freedom to express their opinion and decisions are taken after detailed deliberations.

During the year under review, a separate meeting of the Independent Directors of the Company was held on March 26, 2022, and the members discussed the matters enumerated in the Schedule IV to the Act and Regulation 25(3) of the Listing Regulations. The members reviewed the performance of:

- Non-Independent Directors and the Board as a whole;
- Chairman of the Company, considering the views of Executive and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information from the Company Management to the Board, which is required for the Board to perform its duties reasonably and effectively.

### g) Disclosure of Relationship between Directors Inter-se

Mr. Varun Aditya Thapar, Non-Executive Director of the Company is the son of Mr. Vikramaditya Mohan Thapar, who is the Chairman of the Company.

None of the other Directors have inter-se relationship.

## Annexure - 5 to the Directors Report

### h) Number of shares and convertible instruments held by Non-Executive Directors.

The shareholding position of Directors is as follows:

S. No.	Name	No. of Shares
1	Mr. Vikramaditya Mohan Thapar	53,750
2	Mr. Varun Aditya Thapar	1,69,800

### i) Details of familiarization program imparted to Independent Directors and web link.

The Company regularly updates all the Independent Directors of the Company, to enable them to familiarize with the nature of the industry in which the Company operates, its business model etc., and the role to be played by them. Their rights and responsibilities expertise in the following areas:

S. No.	Name of Director	Skills / Expertise /Competence			
		Management	Finance	Aquaculture	Marketing / Brand Mgmt.
1	Vikramaditya Mohan Thapar	Yes	Yes	Yes	Yes
2	Varun Aditya Thapar	Yes	Yes	Yes	Yes
3	Anil Kumar Bhandari	Yes	Yes	Yes	Yes
4	Ranjit Mehta	Yes	Yes	-	-
5	Rahul Kapur	Yes	Yes	Yes	Yes
6	Shashikala Venkatraman	Yes	Yes	-	Yes

### k) Confirmation that the Independent Directors fulfils the condition and are independent in the management.

The Independent Directors, appointed in the Board have fulfilled all the necessary condition and criteria as enumerated under Regulation 16(1)(b) of the Listing Regulations and have provided their declaration in relation to their Independence as required under Regulation 25 (8) of the Listing Regulations. All the Independent Directors are Independent and are not related to any members of the Board. The Company has taken Directors and Officers (D&O) Insurance for all their Independent Directors, as mandated under Regulation 25(10) of the Listing Regulations.

### l) Detailed reason of the resignation of the Independent Director before the expiry of his/her tenure along with confirmation that there are no material reasons other than those provided.

During the year under review, no Independent Director has resigned from the Board of the Company.

### m) Performance Evaluation of Board, Sub-Committees of the Board, Chairman and all other Directors.

The Nomination, Remuneration and Evaluation Policy (the 'Policy') details the evaluation criteria for performance of the Board, its Committees, Chairman of the Board, Independent Directors and all the Individual Directors.

were intimated through the Letter of Appointment issued to them. The details of such familiarization programmes are disclosed on the Company's website [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

### j) List of core skills, competencies and expertise of Board of Directors

The Company is majorly engaged in the business of manufacturing of shrimp feed, farm-care range of products, managing shrimp hatcheries and shrimp processing & exports. To manage the operations and to formulate long term strategies for its growth, different skill sets are required. The Board of the Company consists of individuals who have experience and

As per the criteria laid down in the Policy and basis the Guidance Note issued by SEBI dated January 5, 2017, on Evaluation of Board, the Nomination and Remuneration Committee and the Board in its meeting held on May 12, 2022, has carried out the evaluation of the Board as a whole, its various Sub-Committees, Chairman of the Board and all the individual and Independent Directors on the Board. The evaluation was carried out by framing appropriate questions considering the role played by the Board, Sub-Committees, Chairman and each individual Director.

## III. AUDIT COMMITTEE

### a) Brief description of terms and reference

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of the Listing Regulations read with Section 177 of the Act.

The broad terms of reference of the Audit committee are as follows:

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- 2) Recommending to the Board the appointment, re-appointment and terms of appointment of auditors of the Company;



## Annexure - 5 to the Directors Report

- 3) Approval of payments to the statutory auditors for any other services rendered by them;
  - 4) Reviewing with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval with particular reference to:
    - (a) Matters required to be included in the Directors' responsibility statement to be included in the Board's report in terms of clause(c) of sub-section (3) of Section 134 of the Act;
    - (b) Changes, if any, in accounting policies and practices and reasons for the same;
    - (c) Major accounting entries involving estimates based on the exercise of judgement by management;
    - (d) Significant adjustments made in the financial statements arising out of audit findings;
    - (e) Compliance with listing and other legal requirements relating to financial statements;
    - (f) Review and disclosure of any related party transactions;
    - (g) Modified opinion(s) in the draft audit report;
    - (h) Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
  - 5) Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
  - 6) Review and monitor the auditor's independence and performance and effectiveness of audit process;
  - 7) Approval of any subsequent modification of transactions of the Company with related parties;
  - 8) Review and approval of Related Party Transactions;
  - 9) Scrutiny of inter-corporate loans and investments;
  - 10) Valuation of undertakings or assets of the Company wherever it is necessary;
  - 11) Evaluation of internal financial controls and risk management systems;
  - 12) Reviewing with the Management, the performance of statutory and internal auditors and adequacy of the internal control systems;
  - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
  - 14) Discussion with internal auditors any significant findings and follow up there on;
  - 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting matters to the Board;
  - 16) Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - 18) Reviewing the functioning of the whistle blower mechanism;
  - 19) Approval of appointment of CFO after assessing the qualifications, experience and background etc., of the candidate;
  - 20) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments.
  - 21) Carrying out any other function as is mentioned in terms of reference of the Audit committee.
- b) Composition, Name of Members and Chairperson**
- The Company's Audit Committee consists of four Non - Executive Directors, of which three are Non-Executive Independent Directors. All the members of the Audit Committee have adequate knowledge in the areas of finance and accounting.
- Mr. Anil Kumar Bhandari is the Chairman of the Audit Committee. The Company Secretary acts as the Secretary to the Audit Committee.
- The Committee invites the Chief Executive Officer, Chief Financial Officer and representatives of Statutory and Internal Auditors to attend the meetings of Audit Committee.

## Annexure - 5 to the Directors Report

The Composition of Audit Committee as on March 31, 2022 is as under:

Name	Category	Position
Mr. Anil Kumar Bhandari	Non-Executive Independent	Chairman
Mr. Rahul Kapur	Non-Executive Independent	Member
Mr. Ranjit Mehta	Non-Executive Independent	Member
Mr. Varun Aditya Thapar	Non-Executive Non-Independent	Member

### c) Meetings and Attendance during the year

During the Financial Year 2021-22, the Committee members met four times, i.e. on 27th May 2021, 12th Aug 2021, 12th Nov 2021 and 9th Feb 2022 respectively. The gap between two meetings was not more than 120 days and requisite quorum was there for all the meetings. The audited standalone and consolidated financial statements of the Company for the Financial Year ended March 31, 2022, were reviewed by the Committee members at their meeting held on 12th May 2022. Attendance of Committee members at the meetings held during the Financial Year 2021-22 is as follows:

Name	No. of meetings held	No. of meetings attended
Mr. Anil Kumar Bhandari	4	4
Mr. Rahul Kapur	4	4
Mr. Ranjit Mehta	4	4
Mr. Varun Aditya Thapar	4	4

## IV. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) of the Listing Regulations read with Section 178 of the Act.

### a) Brief description of terms and reference

The broad terms of reference of Nomination and Remuneration Committee includes the following:

- 1) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees (including ESOP, if any);
- 2) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

- 3) Devising suitable policy on board diversity;
- 4) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- 5) To extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors;

As per the criteria laid down in the Nomination, Remuneration and Evaluation Policy, the Committee has carried out the evaluation of every Director on the Board of the Company.

The Company has adopted a Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel and other employees which is available on the website of the Company <http://waterbaseindia.com/> in the page 'Investor Relations'. A copy of the said Policy forms part of this Annual Report.

### b) Composition, Name of Members and Chairperson

The Composition of the Committee as on March 31, 2022, was as follows:

Name	Category	Position
Mr. Anil Kumar Bhandari	Non-Executive Independent	Chairman
Mr. Rahul Kapur	Non-Executive Independent	Member
Mr. Ranjit Mehta	Non-Executive Independent	Member
Mr. Varun Aditya Thapar	Non-Executive Non-Independent	Member

### c) Meetings and attendance during the year

The members of Nomination and Remuneration Committee met on May 27, 2021. Attendance of the members at the meetings held during the Financial Year 2021-22 is as follows:

Name	No. of meetings held	No. of meetings attended
Mr. Anil Kumar Bhandari	1	1
Mr. Rahul Kapur	1	1
Mr. Ranjit Mehta	1	1
Mr. Varun Aditya Thapar	1	1

### d) Performance evaluation criteria for Independent Directors

As per the Nomination, Remuneration and Evaluation Policy of the Company, the Independent Directors of

## Annexure - 5 to the Directors Report

the Company are evaluated based on criteria such as highest personal and professional ethics, integrity, values and independence, contribution to Board deliberation, willingness to devote sufficient time to carry out the duties and responsibilities effectively including attendance at the meetings, act in the best interest of minority shareholders of the Company etc.

### V. REMUNERATION OF DIRECTORS

#### a. Details of pecuniary relationship or transaction of Non-Executive Directors with the Company

All the Non-Executive Directors were paid sitting fees for attending the meetings of the Board and Subcommittees of the Board. Further, the Non-Executive Directors are eligible to a commission up to 1% of the net profits arrived at as per Section 198 of the Companies Act, 2013 as approved by the shareholders in the Annual General Meeting held in 2014. However considering the present business and financial position no commission has been proposed for the Directors in FY 2021-22

There were no other pecuniary relationship or transaction between any other Non-Executive Director and the Company during the year under review.

#### b. Criteria of making payments to Non-Executive Directors

The Company has adopted Nomination, Remuneration and Evaluation Policy, which describes the criteria of making payments to Non-Executive Directors. The Policy is annexed as Annexure 1 as part of this report and is also available on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

The Non-Executive Directors are paid sitting fees for attending meetings of Board and Sub-Committees, which is duly approved by the Board of Directors of the Company and the present fee payable to the Directors for attending the meetings is within the limits specified in Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Commission is paid to Non-Executive Directors at the maximum of 1% of the profit computed as per Sec 198 of Companies Act, 2013.

#### c. Details of Remuneration paid to the Directors:

For details of remuneration paid to Directors please refer MGT - 9 which has been placed on the website of the company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

### VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has constituted the Committee to look into various aspects of interest of investors such as

transfer or credit of shares, non-receipt of dividend/ notices/annual reports etc. and to approve the share transfer, issue of duplicate share certificates, transmission, dematerialization and rematerialization of equity shares.

#### a) Composition, Name of Members and Chairperson

The Committee consists of three Non-Executive Directors of which one is an Independent Director. The composition of the Stakeholders' Relationship Committee as on March 31, 2022 is as follows:

Name	Category	Position
Mr. Vikramaditya Mohan Thapar	Non-Executive Director	Chairman
Mr. Varun Aditya Thapar	Non-Executive Director	Member
Mr. Ranjit Mehta	Independent Director	Member

#### b) Terms of reference

The terms of reference of Stakeholders' Relationship Committee are as follows:

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

#### c) Name and Designation of the Compliance Officer.

During the year, the Board in its meeting dated May 27, 2021 appointed Mr. T B Srikanth as the Company Secretary & Compliance Officer of the Company.

#### d) Meeting and attendance during the year

During the Financial Year 2021-22, the Committee met at regular intervals on 27.05.2021, 28.06.2021, 12.08.2021, 03.09.2021, 21.10.2021, 12.11.2021, 18.11.2021, 02.12.2021, 10.12.2021, 27.12.2021, 18.01.2022 with requisite quorum.



## Annexure - 5 to the Directors Report

### e) Redressal of Investor Grievances

The Company addresses all the complaints, suggestions and grievances expeditiously. The details of complaints received and resolved during the year are as follows:

S. No.	Complaints received	Status
1	No. of investor complaints as on April 1, 2021	0
2	No. of investor complaints received during the year	8
3	No. of investor complaints resolved during the year	8
4	No. of investor complaints pending as on March 31, 2022	0

### VII. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013.

#### a) Brief description of terms and reference:

The Committee had formulated the CSR policy covering the areas specified under Schedule VII to the Companies Act, 2013 which was approved by the Board. The said Policy is available on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

The purpose of the Committee is to oversee the CSR activities of the Company and to ensure that the CSR policy is implemented in letter and spirit. The responsibilities of the committee, inter-alia, include:

- Formulating and recommending to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII, including any revision/amendment/alteration thereof from time to time, as and when required.
- Making recommendations on the following to the Board:
  - To identify the Projects/Programmes to be undertaken by the Company from time to time and reviewing the action plan for CSR Activities.
  - To recommend the amount of expenditure to be incurred on such Projects/ Programmes / activities.

- To recommend to build CSR capacity of the Company's personnel as well as those of the implementing agencies, if any.

- Identifying and appointing/engaging agencies/ organizations, if required, to implement the CSR Projects/Programmes/activities of the Company, to carry on base line studies for implementation of such activities and also to carry on impact assessment studies of such Projects/Programmes/ activities on the target area/group/population (if required)
- Ensuring that the Company spends, in every financial year, at least two percent of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of the CSR Policy.
- Reviewing the annual report of the CSR activities and ensure that it forms part of the Company's Annual Report and displayed on the Company's website.

The CSR policy permits the Company to collaborate with other companies, including Group Companies, Subsidiaries, Associates, affiliates etc., for undertaking CSR Projects/ programmes in such a manner that the CSR Committees of respective Companies are in a position to report separately on such projects or programmes. The company's CSR activities are undertaken through the KCT Group Trust.

The Committee will oversee the implementation of CSR programmes/ projects by the Trust. The Company Secretary serves as the Secretary to the Committee.

#### b) Composition, Name of Members and Chairperson

The Composition of the Committee as on March 31, 2022 was as follows:

Name	Category	Position
Mr. Vikramaditya Mohan Thapar	Non-Executive Non-Independent	Chairman
Mr. Ranjit Mehta	Non-Executive Independent	Member
Ms. Shashikala Venkatraman	Non-Executive Independent	Member

#### c) Meetings during the year:

The members of CSR Committee had 1 meeting during FY 2021-22 on May 27, 2021, with requisite quorum.

## Annexure - 5 to the Directors Report

### VIII. GENERAL BODY MEETING

#### a) Details of Annual General Meeting held during the last three years

Financial Year	Date	Time	Address
2020-21	23.09.2021	11:30 AM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2019-20	29.09.2020	12 Noon	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2018-19	20.09.2019	12 Noon	Hotel Minerva Grand, Grand Trunk Road, Saraswathi Nagar, Spsr Nellore Andhra Pradesh - 524003

#### b) Details of Special Resolutions passed in the previous three Annual General Meeting and Extra-ordinary General Meeting:

Date of Annual General Meeting	Details of Special Resolutions passed if any;
23.09.2021	NIL
29.09.2020	NIL
20.09.2019	Continuation of Directorship of Mr. Anil Bhandari (DIN: 00031194) as a Director of the Company after attaining the age of 75 years

### IX. MEANS OF COMMUNICATION

#### a) Quarterly Results.

The Company regularly intimates information like quarterly/half yearly/annual financial results and media releases on significant developments from time to time. The financial results and other official news releases are also placed in the 'Investor Relations' section of the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php) and have also been communicated to the stock exchange, i.e. BSE Limited, in which shares of the Company are listed.

#### b) Newspaper wherein results are normally published

The financial results and other communications are normally published in the newspapers - Financial Express (English) and Praja Shakti (Telugu).

#### c) Details of website and display of official news releases and presentation made to the institutional investors or to analysts.

The website of the Company, [www.waterbaseindia.com](http://www.waterbaseindia.com) contains comprehensive information about the Company, its business, Directors, Sub-Committees of the Board, terms and conditions of appointment of Independent Directors, products, factory details, service helplines, various policies adopted by the Board, details of unpaid dividend, contact details for investor grievance redressal, credit rating details, financial statement of subsidiary, shareholding pattern, notice of meeting of Board of Directors, quarterly unaudited financial results, audited financial results, annual report, shareholder information, schedule of analyst or institutional investor conference, presentations made to analysts or institutional investor, other developments etc.

### X. GENERAL SHAREHOLDER INFORMATION

#### a) Date, Venue and Time of the 35th Annual General Meeting (AGM)

Date	Thursday, August 18, 2022
Time	12 Noon
Mode & Venue	AGM will be convened through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM)

#### b) Other Details:

Sl. No.	Item	Particulars	
1	Financial Year	Financial Year of the Company is from 1st April of every calendar year to 31st March of the subsequent calendar year.	
2	Board Meeting and Financial calendar	Calendar of Board Meeting to adopt the accounts (tentative and subject to change) for the Financial Year 2022-2023 is as follows:	
		For the quarter ended	Proposed Dates
		June 30, 2022	July 27, 2022
		September 30, 2022	November 11, 2022
		December 31, 2022	February 10, 2023
		March 31, 2023	May 26, 2023

## Annexure - 5 to the Directors Report

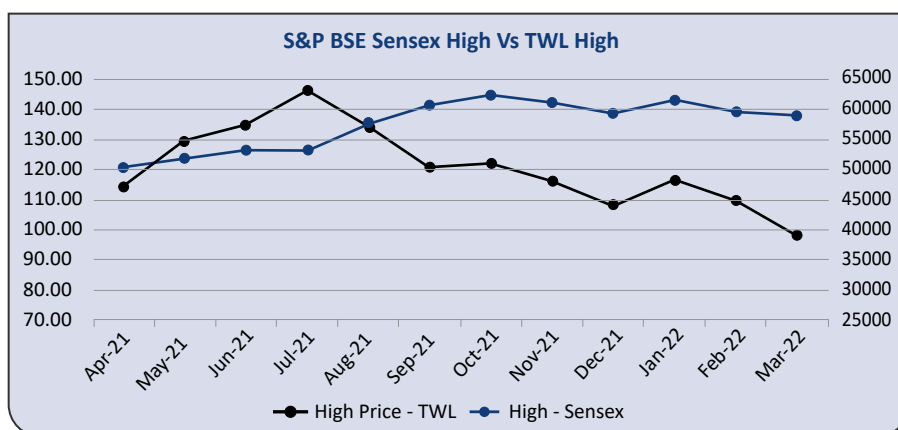
Sl. No.	Item	Particulars
3	<b>Dividend for the Financial Year 2021-22</b>	Considering the present business conditions and financial position The Board of Directors have not recommended any Final Dividend for the Financial Year 2021-22.
4	<b>Book Closure &amp; Record Date / Cut Off Date</b>	The record date / cut-off date for the purpose of AGM and e-Voting is August 11, 2022. The Register of Members and Share Transfer Books of the Company will remain closed from August 12, 2022 - August 18, 2022 (both days inclusive) for AGM for the Financial Year 2021-22.
5	<b>Listing on Stock Exchange</b>	Shares of the Company are quoted on the Bombay Stock Exchange (BSE). Listing fees for the Financial Year 2022-23 has been paid to the Stock Exchanges. Address of the Stock Exchange are as follows: BSE Limited Phiroze Jeejeebhoy Towers, Dalal street, Mumbai - 400101 <a href="https://www.bseindia.com/">https://www.bseindia.com/</a>
6	<b>Stock Code</b>	523660 (BSE Ltd.)
7	<b>ISIN</b>	INE054C01015
8	<b>Custodial Fees of Depositories</b>	The Company has paid the custodial fees to the NSDL and CDSL as per the SEBI Circular CIR/MRD/DP/05/2011 dated April 27, 2011 for the year 2022-23
9	<b>Affirmation</b>	The Company's shares were not suspended during the Financial Year under review.

### c) Market price data-high, low during each month in the Financial Year 2021-22

Monthly high and low quotations during each month during the Financial Year 2021-22 as well as the volume of shares traded during each month at the BSE are as follows:

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (No's)
April 2021	114.35	99.10	2,96,861
May 2021	129.40	105.25	9,52,535
June 2021	134.80	115.80	10,78,760
July 2021	145.85	122.05	14,40,852
August 2021	134.20	107.75	5,73,511
September 2021	120.35	111.40	2,58,927
October 2021	122.00	110.30	2,26,724
November 2021	115.90	96.90	2,08,400
December 2021	108.50	96.00	2,15,167
January 2022	115.95	99.40	2,36,058
February 2022	109.70	81.45	2,50,671
March 2022	98.00	82.00	2,22,610

### d) Performance in comparison to broad based indices such as BSE- Sensex:



## Annexure - 5 to the Directors Report

### e) Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund (IEPF) / Investor Education and Protection Fund Authority (IEPFA)

As per the provisions of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('Rules'), the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF. Accordingly, unclaimed Final Dividend for FY 2014-15

lying in the unclaimed dividend account of the Company as on November 4, 2022, will be due for transfer to IEPF. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the Unpaid Dividend Account is also mandatorily required to be transferred to the IEPF Authority (IEPFA) established by the Central Government. The details of unclaimed dividend lying with the company are as follows:

Financial Year	Dividend per Share (Rs.)	Nature	Date of Declaration of Dividend	Due date of transfer to IEPF
2014-15	0.50	Final Dividend	30.09.2015	04.11.2022
2016-17	1.00	Final Dividend	30.12.2017	04.02.2025
2017-18	1.50	Final Dividend	27.09.2018	03.11.2025
2018-19	1.50	Final Dividend	20.09.2019	27.10.2026
2020-21	1.00	Final Dividend	23.09.2021	30.10.2028

Members who have not encashed their Dividend Warrants within the validity period, may write to the Cameo Corporate Services Ltd., the Registrars & Transfer Agents of the Company by giving details of their bank account and such other details as required by RTA for claiming the unpaid / unclaimed dividend.

During the FY 2021-22, the Company had sent individual communication to the concerned shareholders at their registered address, whose dividend remained unclaimed and whose shares were liable to be transferred to the IEPF on September 4, 2021. The details of unclaimed dividends and shares transferred to IEPF within statutory timelines during financial year 2021-22 are as follows:

Financial Year	Amount of Unclaimed Dividend Transferred (Rs.)	Number of Shares Transferred (Nos.)
2014-15 (Interim Dividend)	15,91,843.00	8,10,757

Further, the voting rights on the shares transferred to IEPFA shall remain frozen till the shareholder claim those shares from IEPFA, by filing Web Form IEPF - 5, as prescribed under the Rules. The details of shares liable to be transferred to IEPFA is available in the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

The procedures to be followed by the shareholder for filing of Web Form IEPF-5 for claiming both unpaid dividend and the shares from IEPFA is detailed on

the website of the Investor Education and Protection Fund Authority (IEPFA) at <http://www.iepf.gov.in/IEPF/refund.html>

### f) Registrar and Transfer Agent

#### Cameo Corporate Services Ltd.

Account: The Waterbase Limited

Subramanyam Building, 1, Club House Road, Chennai 600 002

Phone: 044-28460390 / 391/ 392 / 393 / 394

E-Mail: [investor@cameoindia.com](mailto:investor@cameoindia.com) , [cameo@cameoindia.com](mailto:cameo@cameoindia.com); <https://cameoindia.com/register-and-share-transfer>

### g) Share Transfer / Transmission

The Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') during FY 2018-19, has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form except in case of requests received for transmission or transposition and relogged transfer of securities. Therefore, necessary intimation was sent by the Company to the members regarding the restriction on transfer of securities in the physical form and members holding shares in physical form were requested to consider converting their shareholding to dematerialized form within the due date. Further SEBI vide circular no. SEBI/HO/ MIRSD/ RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cutoff date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.



## Annexure - 5 to the Directors Report

SEBI then vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialized form only while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. The Company holds Stakeholders' Relationship Committee Meetings for approving requests for transmission and rematerialization of equity shares and for issue of duplicate share certificate(s).

In compliance with Regulation 40(9) of the Listing Regulations all certificates have been issued within thirty days of the date of lodgment for transfer, subdivision, consolidation, renewal and exchange or endorsement of calls / allotment monies as applicable during FY 2021-22.

### h) Nomination Facility

Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to RTA the prescribed Forms SH-13/ SH-14. The relevant forms are available at the website of both the company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php) and of the RTA at <https://cameoindia.com/registry-and-share-transfer>

### i) Updating of Shareholder's Details - Physical & Electronic mode

Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, e-mails ids, nomination and power of attorney should be given to the Company's RTA i.e. Cameo Corporate Services Ltd. SEBI vide circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 had laid down common and simplified norms for processing Investor's Service request by RTAs and norms for furnishing PAN, KYC details and nomination. As per the abovesaid circular, the shareholders holding physical securities are required to mandatory furnish PAN, KYC details and Nomination by holders and are also required to link PAN with Aadhaar. The said circular stipulates that folios wherein the required documents are not made available on or before April 1, 2023 shall be frozen by RTA. The Company had sent relevant communication to all physical holders along with relevant Forms to enable the shareholders to update the PAN, KYC and other relevant details with RTA/ Company in line with the SEBI directives. The PAN, KYC and other relevant documents are being processed by RTA on receipt from the shareholders. The relevant Forms are also made available on the company's website at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php) and of the RTA at <https://cameoindia.com/registry-and-share-transfer>

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to their respective Depository Participant.

### j) Distribution of shareholding (as at March 31, 2022):

Shareholding of Nominal shares		Number of shareholders	% of Shareholders	Number of Shares	% of Shares
From	To				
1	100	27,170	64.39	15,55,092	3.75
101	500	11,117	26.35	29,25,950	7.06
501	1000	2,199	5.21	17,56,084	4.24
1001	2000	982	2.33	14,88,511	3.59
2001	3000	307	0.73	7,84,125	1.89
3001	4000	114	0.27	4,09,707	0.99
4001	5000	90	0.21	4,30,003	1.04
5001	10000	140	0.33	10,34,293	2.50
10001	And Above	74	0.18	3,10,43,014	74.94
<b>Total</b>		<b>42,193</b>	<b>100.00</b>	<b>4,14,26,779</b>	<b>100.00</b>

## Annexure - 5 to the Directors Report

### k) Equity Shareholding Pattern

The shareholding pattern as on March 31, 2022 is as follows:

Particulars	No. of shares	Percentage (%)
Promoter Holding	2,85,78,333	68.99
Public Shareholding	1,28,48,446	31.01
<b>Total</b>	<b>4,14,26,779</b>	<b>100.00</b>

### l) Dematerialization of shares and liquidity

The shares of the Company are in compulsory dematerialization segment and are available for trading in the depository systems of both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Quarterly audit was conducted by M/s BP & Associates, Practising Company Secretaries, Chennai reconciling the issued and listed capital of the Company with the aggregate number of shares held by the shareholders in physical and demat form.

The Company's shares are liquid and actively traded in BSE Ltd. The status of shares held in dematerialized and physical forms as on March 31, 2022 are given below:

Particulars	No. of shares	Percentage (%)
Shares held in Dematerialised form	4,06,64,740	98.16
Shares held in Physical form	7,62,039	1.84
<b>Total</b>	<b>4,14,26,779</b>	<b>100.00</b>

### m) Demat Suspense Account

In compliance to Regulation 39(4) of SEBI (LODR), Regulations, 2015, the Company has transferred 100 shares w.r.t. to one shareholder to the Unclaimed share suspense de-mat account, after sending adequate reminders to the shareholder.

### n) ADR(s) / GDR(s) / Convertible Instrument(s)

There were no outstanding GDR/ADR/warrants or any convertible instruments as at and for the year ended March 31, 2022.

### o) Commodity price risk or foreign exchange risk and hedging activities

The details of foreign currency risk and commodity price risk are disclosed in notes to the financial statements, which forms part of this Annual Report.

### p) Plant & Corporate Office Locations

- Registered Office & Unit 1: Ananthapuram Village, SPSR Nellore, Andhra Pradesh - 524344
- Unit II: Bogole Village & Mandal, SPSR Nellore, Andhra Pradesh - 524142
- Hatchery: Ramachandrapuram Village, Vidavalur, Varini, SPSR Nellore, Andhra Pradesh- 524344
- Processing & Exports: Ananthapuram Village, SPSR Nellore, Andhra Pradesh - 524344
- Corporate Office: Thapar House, 37, Montieth Road, Chennai - 600 008. + 91 44 4566 1700. [info@waterbaseindia.com](mailto:info@waterbaseindia.com)

### q) Address for Investor correspondence:

To serve the investors better and as required under Regulation 46(2)(j) of the Listing Regulations, the details of the Company Secretary & Compliance Officer is as follows:

Mr. T B Srikanth  
Company Secretary & Compliance Officer  
Thapar House,  
37, Montieth Road,  
Chennai - 600 008  
+91 44 4566 1700; [investor@waterbaseindia.com](mailto:investor@waterbaseindia.com)

### r) List of credit rating obtained by the Company with revision during the Financial year

The Company's credit facilities are rated by CARE Ratings. As per the last rating dated October 6, 2021, the Company has long-term rating of CARE A- (pronounced CARE A minus) and short-term rating of CARE A2+ (pronounced CARE A two plus). The outlook on the long-term rating remains stable.

## XI. OTHER DISCLOSURES

### a) Disclosure of material related party transaction that may have potential conflict with the interest of entity at large & web link for policy on dealing with related party transaction

During the year under review, no material related party transactions which had any potential conflict with the interest of entity at large was entered.

The Board of Directors of the Company, as per the provisions of Regulation 23 of the Listing Regulations,

## Annexure - 5 to the Directors Report

has formulated a Policy on Material Related Party Transactions. The said policy is available on the website of the Company [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php). The related party transactions entered during the year under review are in the ordinary course of business and on arms' length basis. Further, a statement on all related party transactions is presented before the Audit Committee of the Company on quarterly basis for its review.

Also, refer Note 37 of the Standalone financial statements as at March 31, 2022, which forms part of this Annual Report for details of related party transactions.

**b) Details of Non-Compliance by the Company, Penalties, strictures imposed on the Company by Stock Exchange or the Board or any statutory authority, on any matter related to capital markets during last three years.**

The Company has not been penalized, nor have the Stock Exchanges, SEBI or any statutory authority imposed penalties or strictures on the Company, during the last three years, on any matter relating to capital markets.

**c) Details of establishment of vigil mechanism / whistle blower policy.**

The Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Vigil Mechanism provides for adequate safeguard against victimization of Directors/employees who blows the whistle and to provide direct access to the Chairman of the Audit Committee in exceptional cases. The Whistle Blower policy adopted by the Company is posted on the website of the Company [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

**d) Governance of Subsidiary Company**

The minutes of the Board Meetings of the Subsidiary Company, along with the details of the significant transactions and the arrangement entered by the Company are shared with the Board of Directors on a quarterly basis.

**e) Details of funds raised through preferential allotment or qualified institutions placement as specified under reg 32(7A).**

During the year, the Company has not raised any funds through preferential allotment or qualified institutional placement as specified under regulation 32(7A) of the Listing Regulations.

**f) Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons.**

During the year under review, the Board has accepted all the recommendation of all the Committees of the Board.

**g) Total fees paid to Statutory Auditors.**

M/s Deloitte Haskins & Sells, Chartered Accountants, Kolkata, with Firm Registration No.: 117366W/W-100018, were appointed as Statutory Auditors of the Company from the conclusion of 30th Annual General Meeting until the conclusion of 35th Annual General Meeting of the Company to be held in the Financial Year 2022. The Company has paid / provided a consolidated amount of ₹ 22.50 Lakhs to the Auditors for carrying out the Statutory Audit for the Financial Year 2021-22 and for other certificates issued. The above amount is exclusive of Goods and Services Tax and reimbursement of out-of-pocket expenses.

The Board has recommended the reappointment of M/s Deloitte Haskins & Sells as the Statutory Auditors of the company for another term of five years commencing from the conclusion of the 35th AGM to be held in 2022 till the conclusion of the AGM to be held in 2027.

**h) Redressal of Grievances under Sexual Harassment Policy:**

The Company has in place, a policy on Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace in accordance with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of complaints received and resolved during the year are as follows:

S. No.	Complaints received	Compliant Status
1	No. of grievances received during the Financial Year	0
2	No. of grievances disposed of during the Financial Year	0
3	No. of complaints pending at end of Financial Year	0

**i) No Loans / Advances have been provided to any Director or to firm(s) / company in which Directors are interested.**

## Annexure - 5 to the Directors Report

### XII. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

The Company has obtained a certificate from M/s Rengarajan & Associates (formerly M/s. Arub & Associates, Company Secretaries), Firm Registration Number: S2015TN847100, Chennai, in compliance with the provisions of Regulation 34(3) of the Listing Regulations read with Schedule V Para C Clause (10)(i) of the Listing Regulations, confirming that none of the Directors of the Company are debarred or disqualified from being appointed or continuing as a Director of any company, by SEBI, Reserve Bank of India or Ministry of Corporate Affairs or any other Statutory Authority as on March 31, 2022. The said certificate is attached as Annexure 10 to the Director's Report.

### XIII. DETAILS OF ADOPTION OF DISCRETIONARY REQUIREMENTS SPECIFIED IN PART E OF SCHEDULE II TO THE LISTING REGULATIONS

The Company has adopted the following non mandatory requirements of Part E of Schedule II to the listing Regulations.

- a) The Chairperson of the Company is in Non- Executive Category.
- b) With a view to further improve the Corporate Governance practices being followed by the Company, the role of Chairman and CEO is being held by different persons.
- c) The Company has moved towards the regime of financial statements with unmodified audit opinion. For the FY 2021-22 the Statutory Auditors have given an unmodified opinion.
- d) The Independent firm of the Internal Auditors of the Company are directly reporting to the Audit Committee of the Board.

### XIV. DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Company has complied with all the requirements of Corporate Governance mentioned in the Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, wherever applicable.

#### List of Policies of the Company:

1. Nomination and Remuneration Policy
2. Code of Conduct and Business Ethics.
3. Corporate Social Responsibility Policy
4. Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure Practices

5. Directors Familiarization Programme
6. Policy for Determination of Materiality of Events
7. Related Party Transaction Policy
8. Whistle Blower Policy
9. Policy on Preservation and Archival of Documents
10. Policy for Determination of Material Subsidiary

The above mentioned policies are available on the website of the company at <https://www.waterbaseindia.com>

### XV. DETAILS OF OTHER COMPLIANCES

Details of compliances of provisions relating to Corporate Governance in various Regulations of the Listing Regulations, other than those specified above are as under:

#### a) Code of conduct for Directors and Senior Management.

The Board has put in place a Code of Conduct for Directors and Senior Management of the Company in line with the provisions of the Act and the Listing Regulations. The Code is available on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php)

#### b) Prevention of Insider Trading.

The Company has in place a Code of Conduct - Insider Trading to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the Management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of the Company and cautioning them of the consequences of violations.

During the year, the Company has amended the policy related to Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI") as required by the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same has been placed in the website of the Company [http://www.waterbaseindia.com/investor\\_relations.php](http://www.waterbaseindia.com/investor_relations.php)

#### c) Review of compliance reports pertaining to all laws applicable to the Company.

A comprehensive report on the status of compliance, with all the applicable laws to the Company is placed before the Board on a quarterly basis for their review and knowledge.



## Annexure - 5 to the Directors Report

**d) Submission of quarterly compliance report on Corporate Governance**

The Company has submitted quarterly compliance report on Corporate Governance, duly signed by the Company Secretary / Compliance Officer of the Company, with the Stock Exchange wherein the shares of the Company is listed.

**e) Management Discussion and Analysis Report**

Management Discussion and Analysis Report detailing the industry developments, performance and other matters, forms part of this Annual Report.

**f) Non-compliance of any requirement of Corporate Governance Report with thereof shall be disclosed**

The company has complied with all the requirements of Corporate Governance Report as specified in sub-para

(2) to (10) of Schedule V (c) of the listing regulations.

### **XVI. CEO/CFO CERTIFICATION**

Pursuant to Regulation 17(8) of the Listing Regulations, Mr. Ramakanth V Akula, CEO and Mr. R Sureshkumar, CFO has given CEO/CFO Certificate (Annexure 7) as per the format specified in part B to the Schedule II of the Listing Regulations, and said certificate was placed before the meeting of Board of Directors held on May 12, 2022.

### **XVII. DECLARATION OF CODE OF CONDUCT**

In compliance with the provisions of Schedule V(D) of the Listing Regulations, it is hereby affirmed that all the Board members and Senior Management personnel have complied with the Code of Conduct of the Company. (Annexure 6)

Place: New Delhi  
Date: May 12, 2022

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN: 02322660

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

## Annexure - 6 to the Directors Report

### DECLARATION OF ADHERENCE TO CODE OF CONDUCT AND BUSINESS ETHICS

To  
The Board of Directors  
**The Waterbase Limited**

This is to confirm that the Board has laid down a Code of Conduct and Business Ethics for all Board members and Senior Management personnel of the Company. The Code of Conduct and Business Ethics has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct and Business Ethics of the Company for the year ended March 31, 2022, as envisaged as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: May 12, 2022  
Place: New Delhi

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

## Annexure - 7 to the Directors Report

### CEO/CFO CERTIFICATION TO THE BOARD

[Pursuant to Regulation 17(8) read with Regulation 33 (2) (A) of SEBI Regulations,  
(Listing Obligations and Disclosure Requirements), 2015]

We, Ramakanth V Akula, Chief Executive Officer and R Sureshkumar, Chief Financial Officer of The Waterbase Limited, hereby certify that:

- A. We have reviewed to the financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
  1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered by the Company during the period under review which are fraudulent, illegal and violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
  1. That there are no significant changes in internal control over financial reporting during the year;
  2. That there are no significant changes in accounting policies during the year; and
  3. That we are not aware of any instances of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For The Waterbase Limited

Date: May 12, 2022  
Place: New Delhi

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

Sd/-  
**R Sureshkumar**  
Chief Financial Officer

## Annexure - 8 to the Directors Report

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED: 31.03.2022

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

To  
The Members,  
**The Waterbase Limited**  
Ananthapuram Village,  
T.P. Gudur Mandal  
Nellore 524 344, Andhra Pradesh.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by The Waterbase Limited (CIN: L05005AP1987PLC018436) (hereinafter called the "Company"). The 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, minute books, forms and returns filed and other records maintained by the Company- and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on 31st March, 2022 (the audit period) -complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of (due to the prevailing Covid-19 restrictions we had adopted an hybrid model, where we conducted physical examination of the records to the extent possible while few other statutory records were verified basis the certified true copies received online from the Company):

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):

  - a. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client (Not Applicable to the Company during the Audit Period);
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
  - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not Applicable to the Company during the Audit Period);

The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder:

Other laws specifically applicable to the Company:

1. Indian Fisheries Act, 1897
2. Marine Products Export Development Authority Act, 1972 and rules made thereunder.
3. Coastal Aquaculture Authority Act, 2005 and rules made thereunder

## Annexure - 8 to the Directors Report

4. The Prevention and Control of Infectious and Contagious Diseases in Animals Act, 2009 and rules made thereunder.
5. Guidelines for Sustainable Development and Management of Brackish Water Aquaculture, 1995
6. Marine Products (Quality Marking) Scheme, 2010
7. The Factories Act, 1948
8. The Payment of Wages Act, 1936
9. The Minimum Wages Act, 1948
10. The Payment of Bonus Act, 1965
11. Payment of Gratuity Act, 1972
12. Interstate Migrant Workmen Regulation of Employment and conditions of Service Act, 1979 and Rules there under.
13. Employees Compensation Act 1923 and rules thereunder
14. Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
15. Air (Prevention & Control of Pollution) Act 1981 and rules thereunder
16. Environment Protection Act 1986 and rules made thereunder
17. The Andhra Pradesh State Aquaculture Development Authority Act, 2020.
18. Other Central and State Acts, rules, guidelines and regulations to the extent applicable to the Company.

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

1. the Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.
2. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We have not examined compliance by the Company with applicable financial laws, like Direct and Indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

Based on the information received and records maintained, 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 a Woman Director.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (and at a Shorter Notice for which necessary approvals obtained), 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.
- As per the minutes of the Board Meetings and Committee Meetings, the decisions of the Board and Committee as the case may be were carried out with requisite majority. We understand that there were no dissenting views for being captured in the minutes.

**We further report that** based on the compliance mechanism established by the Company, we are of the opinion that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, however, there is a scope for further improvement.

**We further report that** during the audit period no specific major events have happened which are deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Rengarajan & Associates,**  
Company Secretaries  
(Formerly ARUB & Associates)  
Firm Registration No. S2015TN847100

Date : May 12, 2022  
Place : Chennai

Sd/-  
**A Rengarajan**  
Proprietor  
FCS:6725, CP: 13437  
UDIN Number: F006725D000312569



## Annexure - 8 to the Directors Report

The Members,  
**THE WATERBASE LIMITED**  
CIN: L05005AP1987PLC018436  
Ananthapuram Village,  
T.P. Gudur Mandal,  
Nellore 524 344, Andhra Pradesh

Dear Members,

**Sub: Our Report of even date for the financial year 2021-22 is to be read along with this letter.**

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

**For Rengarajan & Associates, Company Secretaries**

(Formerly ARUB & Associates)

Firm Registration No. S2015TN847100

Sd/-

**A Rengarajan**

Proprietor

FCS:6725, CP: 13437

UDIN Number: F006725D000312569

Date: May 12, 2022

Place: Chennai

## Annexure - 9 to the Directors Report

### SECRETARIAL AUDITORS CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

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

To  
The Members,  
**The Waterbase Limited**  
Ananthapuram Village,  
T.P. Gudur Mandal  
Nellore 524 344, Andhra Pradesh.

1. We M/s. Rengarajan & Associates, Practising Company Secretaries (Firm's Registration No.: S2015TN847100), as Secretarial Auditors of The Waterbase Limited ("the Company"), having its Registered Office at Ananthapuram Village, T.P. Gudur, Mandal, Nellore - 524 344, Andhra Pradesh have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2022 as stipulated in the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time.
2. We have been requested by the Management of the Company to provide a certificate on compliance of conditions of Corporate Governance under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
3. The Management is responsible for the compliance of conditions of Corporate Governance. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. In our opinion and to the best of our information and according to the explanations given to us by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time except as stated in secretarial audit report.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Rengarajan & Associates,**  
Company Secretaries  
(Formerly ARUB & Associates)  
Firm Registration No.S2015TN847100

Sd/-  
**A Rengarajan**  
Proprietor  
FCS:6725, CP: 13437  
UDIN Number:F006725D000516190

Date: June 21, 2022  
Place: Chennai

## Annexure - 10 to the Directors Report

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To  
The Members,  
**The Waterbase Limited**  
Ananthapuram Village,  
T.P. Gudur Mandal  
Nellore 524 344, Andhra Pradesh.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The Waterbase Limited (CIN: L05005AP1987PLC018436) and having registered office at Ananthapuram Village, T.P. Gudur Mandal, Nellore 524 344, Andhra Pradesh (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

SL. No.	Name of Director	DIN	Date of appointment in Company
1.	VIKRAMADITYA MOHAN THAPAR	00030967	23/11/1988
2.	VARUN ADITYA THAPAR	02322660	05/02/2014
3.	RAHUL KAPUR	00020624	15/05/2019
4.	RANJIT MEHTA	03172264	15/05/2019
5.	ANIL KUMAR BHANDARI	00031194	15/05/2019
6.	SHASHIKALA VENKATRAMAN	02125617	14/11/2019

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

**For Rengarajan & Associates,**  
Company Secretaries  
(Formerly ARUB & Associates)  
Firm Registration No.S2015TN847100

Sd/-  
**A Rengarajan**  
Proprietor

Date : May 12, 2022  
Place : Chennai

FCS:6725, CP: 13437  
UDIN Number:F006725D000312580

# Independent Auditor's Report

## To The Members of THE WATERBASE LIMITED

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **THE WATERBASE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing 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 Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Management Discussion and Analysis Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

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

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

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

- Identify and assess 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.

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

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

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

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

### **Report on Other Legal and Regulatory Requirements**

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

## Independent Auditor's Report

statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its 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 its 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.
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 DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

**Abhijit Bandyopadhyay**

(Partner)

Place: New Delhi

Date: May 12, 2022

(Membership No. 054785)

(UDIN: 22054785AIVAMA3467)

## Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **THE WATERBASE LIMITED** (“the Company”) as of March 31, 2022 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the 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 DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm’s Registration No. 117366W/W-100018)

**Abhijit Bandyopadhyay**

(Partner)

(Membership No. 054785)

(UDIN: 22054785AIVAMA3467)

Place: New Delhi

Date: May 12, 2022

## Annexure “B” to the Independent Auditor’s Report

**(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments and capital work in progress.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) Some of the Property, Plant and Equipment and capital work-in-progress were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment and capital work-in-progress at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (i) (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties, disclosed in the financial statements included in Property Plant & Equipment & capital work in progress, are held in the name of the Company as at the balance sheet date.
- (i) (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (i) (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 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.

- (ii) (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, 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 and monthly statements comprising (stock statements, trade receivables and other stipulated financial information) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters. The Company is yet to submit the return/statement for the quarter ended March 31, 2022 with the banks or financial institutions.
- (iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the Order is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, 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) The maintenance of cost records has not been specified for the activities of the company by Central Government under section 148(1) of the Companies Act, 2013.
- (vii) In respect of statutory dues:
  - (a) Undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees’ State Insurance, Income-tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.



## Annexure “B” to the Independent Auditor’s Report

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ in Lakhs)
Customs Act, 1962	Custom Duty	Chennai High Court	1995-96	535.36
Central Excise Act, 1944	Central Excise Duty	Andhra Pradesh High Court	2001-02 and 2002-03	22.86 @
Central Sales Tax Act, 1956	Central Sales Tax	Asst. Commissioner (C.T.) (LTU) Nellore	2012-13	2.38
Central Sales Tax Act, 1956	Central Sales Tax	Asst. Commissioner (C.T.) (LTU) Nellore	2012-13	9.71 #
Finance Act, 1994 (Chapter V)	Service Tax (including penalty etc.)	Asst. Commissioner (C.T.)	2012-13 to 2014-15	2.99
Income Tax Act, 1961	Income Tax	Deputy CIT, Kolkata	A. Y. 2010-11	3.33
Income Tax Act, 1961	Income Tax	Assistant CIT, Kolkata	A. Y. 2012-13	10.13
Income Tax Act, 1961	Income Tax	Assistant CIT, Kolkata	A. Y. 2013-14	4.55
Income Tax Act, 1961	Income Tax	Assistant CIT, Kolkata	A. Y. 2014-15	0.32
Income Tax Act, 1961	Income Tax	Assistant CIT, Kolkata	A. Y. 2015-16	0.49
Income Tax Act, 1961	Income Tax	Assistant CIT, Kolkata	A. Y. 2018-19	40.24
Income Tax Act, 1961	Income Tax	Assistant CIT, Kolkata	A. Y. 2019-20	12.22

@ Net of Rs. 34.72 Lakhs paid under protest and Rs. 14.88 Lakhs appropriated by the Department

# Net of Rs 3.24 Lakhs paid as pre deposit

- (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) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no un-utilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) The Company has not raised any short-term funds during the year and hence reporting on clause (ix)(d) of the Order is not applicable.
- (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, associates or joint ventures.
- (f) The Company has not raised any loans during the year and hence reporting on clause (ix)(f) of the Order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (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 upto the date of the report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report) and provided to us, when performing our audit.

## Annexure “B” to the Independent Auditor’s Report

- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2020 Order is not applicable.
- (xiii) In our opinion, Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion, 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 reports issued to the Company during the year and covering the period upto October 2021 and the draft of the internal audit reports where issued after the balance sheet date covering the period November 2021 to March 2022 for the period under audit.
- (xv) In our opinion, during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (d) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- (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) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information

accompanying the financial statements 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) (a) 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.
- (b) There is no amount remaining unspent under subsection (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;

**For DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm’s Registration No. 117366W/W-100018)

**Abhijit Bandyopadhyay**

(Partner)

Place: New Delhi

(Membership No. 054785)

Date: May 12, 2022

(UDIN: 22054785AIVAMA3467)

# Standalone Balance Sheet

as at Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	Note	As at Mar 31, 2022	As at Mar 31, 2021
<b>I. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	3a	6,275.96	6,355.33
(b) Right -of -Use assets	4	137.20	116.36
(c) Capital work in progress	3b	343.85	25.97
(d) Intangible assets	5	84.86	106.03
(e) Financial assets			
(i) Investments in subsidiary	6	5.50	5.50
(ii) Other financial assets	7	6.29	1.00
(f) Deferred tax assets (net)	8	311.24	338.26
(g) Non-current tax assets (net)	9	296.80	158.99
(h) Other non-current assets	10	424.37	264.85
<b>Total non-current assets</b>		<b>7,886.07</b>	<b>7,372.29</b>
<b>2 Current assets</b>			
(a) Biological assets	11	17.71	0.24
(b) Inventories	12	5,892.19	5,814.15
(c) Financial assets			
(i) Trade receivables	13	3,888.45	4,758.00
(ii) Cash and cash equivalents	14	2,480.01	20.05
(ii) Other balances with bank	15	1,682.82	5,648.40
(iv) Other financial assets	7	575.70	454.93
(d) Other current assets	10	330.96	262.81
<b>Total current assets</b>		<b>14,867.84</b>	<b>16,958.58</b>
<b>TOTAL ASSETS</b>		<b>22,753.91</b>	<b>24,330.87</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity share capital	16	4,142.68	4,142.68
(b) Other equity	17	14,466.13	14,868.42
<b>Total Equity</b>		<b>18,608.81</b>	<b>19,011.10</b>
<b>2 Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease Liabilities	4	97.95	97.26
(b) Provisions	18	245.40	232.08
<b>Total non-current liabilities</b>		<b>343.35</b>	<b>329.34</b>
<b>3 Current liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	4	48.90	25.13
(ii) Trade payables	19		
(i) total outstanding dues of micro enterprises and small enterprises		139.32	106.15
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		2,395.16	2,838.50
(iii) Other financial liabilities	20	996.92	1,825.45
(b) Provisions	18	47.75	29.54
(c) Other current liabilities	21	173.70	165.66
<b>Total current liabilities</b>		<b>3,801.75</b>	<b>4,990.43</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>22,753.91</b>	<b>24,330.87</b>

See accompanying notes 1-45 forming an integral part of the Standalone financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sd/-

**Abhijit Bandyopadhyay**

Partner

Place : New Delhi

Date : May 12, 2022

Sd/-

**T. B. Srikanth**

Company Secretary

Place : New Delhi

Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/-

**Varun Aditya Thapar**

Director

DIN : 02322660

Sd/-

**Ranjit Mehta**

Director

DIN : 03172264

Sd/-

**Ramakanth V Akula**

Chief Executive Officer

Sd/-

**R Sureshkumar**

Chief Financial Officer

# Standalone Statement of Profit and Loss

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	Note	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
I Revenue from operations	22	29,872.95	21,151.41
II Other income	23	260.00	265.36
<b>III Total Income (I+II)</b>		<b>30,132.95</b>	<b>21,416.77</b>
IV Expenses			
a) Cost of materials consumed	24	20,367.30	13,754.73
b) Purchases of stock-in-trade	25	1,972.52	538.83
c) Changes in inventories of finished goods, work in progress, stock-in-trade and biological assets	26	(471.06)	(385.64)
d) Employee benefits expense	27	2,559.48	2,058.03
e) Finance costs	28	83.80	147.96
f) Depreciation and amortization expenses	29	846.42	729.11
g) Other expenses	30	4,738.45	3,764.27
<b>Total Expenses (IV)</b>		<b>30,096.91</b>	<b>20,607.29</b>
<b>V Profit before tax (III-IV)</b>		<b>36.04</b>	<b>809.48</b>
VI Tax expenses	31		
a) Current tax		-	449.36
b) Deferred tax		26.28	(232.86)
<b>Total Tax Expenses (VI)</b>		<b>26.28</b>	<b>216.50</b>
<b>VII Profit for the year (V-VI)</b>		<b>9.76</b>	<b>592.98</b>
VIII Other comprehensive income			
a) Items that will not be reclassified to profit or loss			
(i) Re-measurements of defined benefit plans	38	2.97	39.65
(ii) Income tax relating to above	31	(0.75)	(9.98)
<b>Total other comprehensive income</b>		<b>2.22</b>	<b>29.67</b>
<b>IX Total comprehensive income for the year (VII+VIII)</b>		<b>11.98</b>	<b>622.65</b>
X Earnings per equity share (Nominal value of Rs.10/- per share)	32		
a) Basic		0.02	1.43
b) Diluted		0.02	1.43

See accompanying notes 1-45 forming an integral part of the Standalone financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sd/-

**Abhijit Bandyopadhyay**

Partner

Place : New Delhi

Date : May 12, 2022

Sd/-

**T. B. Srikanth**  
Company Secretary

Place : New Delhi

Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/-

**Varun Aditya Thapar**

Director

DIN : 02322660

Sd/-

**Ranjit Mehta**

Director

DIN : 03172264

Sd/-

**Ramakanth V Akula**

Chief Executive Officer

Sd/-

**R Sureshkumar**

Chief Financial Officer



# Standalone Statement of Cash Flows

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Profit Before Tax</b>		36.04		809.48
Adjustments for:				
Depreciation and amortisation expenses	810.06		702.69	
Amortisation on Right of Use assets	36.36		26.42	
Finance Cost on Lease liabilities	12.12		10.56	
Profit on sale of property, plant and equipment	-		(1.01)	
Property, plant and equipment written off	4.73		-	
Finance costs	71.68		137.40	
Interest income	(209.05)		(224.69)	
Bad Debts written off	497.40		-	
Bad debts recovery	(31.00)		(0.50)	
(Reversal of provision) / Provisions for bad and doubtful debts and advances	(602.41)		898.07	
Provision for doubtful deposits written back	(34.58)		-	
Inventories written off	-		(2.42)	
Provision for Inventory	11.78		(7.43)	
Loss on fair valuation of biological assets	-		(0.01)	
Dividend income from investment	-		(1.17)	
Profit on sale of Mutual fund	(6.28)		-	
Liability no longer required written back	(13.67)		(11.07)	
Unrealised foreign exchange loss / (profit)	1.28		(8.77)	
		548.42		1,518.07
<b>Operating profit before working capital changes</b>		<b>584.46</b>		<b>2,327.55</b>
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(89.82)		437.11	
Trade receivables	1,003.64		1,788.28	
Biological assets	(17.47)		21.56	
Other assets (non-current and current)	(5.69)		31.27	
Other financial assets (non-current and current)	(14.40)		(2.58)	
Adjustments for (decrease) / increase in operating liabilities:				
Trade payables	(410.39)		909.77	
Other financial liabilities (non-current and current)	(735.47)		157.26	
Other liabilities (non-current and current)	22.57		36.21	
Provisions (non-current and current)	34.50		3.12	
		(212.53)		3,382.00
<b>Cash generated from operations</b>		<b>371.93</b>		<b>5,709.55</b>
Net income taxes paid		(137.83)		(522.40)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES (A)</b>		<b>234.10</b>		<b>5,187.15</b>

# Standalone Statement of Cash Flows

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Acquisition of property, plant and equipment and intangible assets	(1,268.37)		(143.34)	
Proceeds from sale of property, plant and equipment	-		2.59	
Proceeds from fixed deposits Matured	6,325.00		17,593.47	
Investment in fixed deposits	(2,561.00)		(22,895.77)	
Purchase of Mutual Funds	(1,199.94)		(599.97)	
Proceeds from sale of Mutual Funds	1,206.22		599.97	
Dividend received	-		1.17	
Advance given to Subsidiary	(2.64)		(1.00)	
Interest received on deposits and others	257.18	2,756.45	152.00	(5,290.88)
<b>NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES (B)</b>		<b>2,756.45</b>		<b>(5,290.88)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Repayment of non-current borrowings from banks	-		(823.88)	
Finance costs	(71.68)		(151.86)	
Dividend paid	(414.27)		-	
Principal repayment for Lease assets	(32.52)		(21.15)	
Finance Cost on Lease liabilities	(12.12)		(10.56)	(1,007.45)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>		<b>(530.59)</b>		<b>(1,007.45)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		<b>2,459.96</b>		<b>(1,111.17)</b>
<b>Cash and cash equivalents as at Apr 1</b>		20.05		1,131.22
<b>Cash and cash equivalents as at Mar 31</b>		2,480.01		20.05
<b>Net Increase/ (decrease) in cash and cash equivalents</b>		<b>2,459.96</b>		<b>(1,111.17)</b>

## Notes :

i. Cash and cash equivalents as at :

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
Cash in hand		3.84		1.52
Balances with banks:				
In current accounts	356.17		18.53	
Deposits with original maturity of less than three months	2,120.00	2,476.17	-	18.53
<b>Total</b>		<b>2,480.01</b>		<b>20.05</b>

ii. The above statement of Standalone cashflow has been prepared under the indirect method as set out in Indian Accounting standard (IND AS) 7 statement of cashflow

See accompanying notes 1-45 forming an integral part of the Standalone financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No. 117366W/W-100018

Sd/-  
**Abhijit Bandyopadhyay**  
Partner

Place : New Delhi  
Date : May 12, 2022

Sd/-  
**T. B. Srikanth**  
Company Secretary

Place : New Delhi  
Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN : 02322660

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

Sd/-  
**R Sureshkumar**  
Chief Financial Officer

# Standalone Statement of Changes in Equity

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

## A) Equity Share capital

Balance as at Apr 1, 2021	Changes in Equity share capital due to Prior Period errors	Restated balance at the beginning of the current reporting Period	Changes in equity share capital during the current year	Balance as at Mar 31, 2022
4,142.68	-	4,142.68	-	4,142.68
Balance as at Apr 1, 2020	Changes in Equity share capital due to Prior Period errors	Restated balance at the beginning of the current reporting Period	Changes in equity share capital during the current year	Balance as at Mar 31, 2021
4142.68	-	4,142.68	-	4,142.68

## B) Other Equity

Particulars	Reserves and Surplus				Total
	Securities premium	Capital reserve	General reserve	Retained earnings	
<b>Balance as at Apr 1, 2020</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>10,431.11</b>	<b>14,245.77</b>
Changes in accounting Policy or prior period errors	-	-	-	-	-
<b>Restated balance as at Apr 1, 2020</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>10,431.11</b>	<b>14,245.77</b>
Profit for the year	-	-	-	592.98	592.98
Re-measurement gain on defined benefit plan (net of tax)	-	-	-	29.67	29.67
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>622.65</b>	<b>622.65</b>
Payment of final dividend	-	-	-	-	-
<b>Balance as at Mar 31, 2021</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>11,053.76</b>	<b>14,868.42</b>
Changes in accounting Policy or prior period errors	-	-	-	-	-
<b>Restated balance as at Mar 31, 2021</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>11,053.76</b>	<b>14,868.42</b>
Profit for the year	-	-	-	9.76	9.76
Re-measurement gain on defined benefit plan (net of tax)	-	-	-	2.22	2.22
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11.98</b>	<b>11.98</b>
Payment of final dividend	-	-	-	(414.27)	(414.27)
<b>Balance as at Mar 31, 2022</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>10,651.47</b>	<b>14,466.13</b>

See accompanying notes 1-45 forming an integral part of the Standalone financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No. 117366W/W-100018

Sd/-  
**Abhijit Bandyopadhyay**  
Partner

Place : New Delhi  
Date : May 12, 2022

Sd/-  
**T. B. Srikanth**  
Company Secretary

Place : New Delhi  
Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN : 02322660

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

Sd/-  
**R Sureshkumar**  
Chief Financial Officer

# Notes to Standalone Financial Statement

## Corporate Information

The Waterbase Limited ("the Company") is a listed entity incorporated in the year 1987 in India. It is in the business of manufacturing and sale of Shrimp Feeds and Shrimp Aquaculture for 30 years. The company is also in the business of Shrimp Hatchery.

## 1. Basis of accounting and Preparation of Standalone Financial Statement

### Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

### Basis of preparation and measurement

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

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 hitherto in use.

## 2. Significant Accounting Policies

### 2.1 Property plant and equipment

Property, plant and equipment are initially recognised at cost. The initial cost of property, plant and equipment comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of property, plant and equipment includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition. Property, plant and equipment are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the straight- line method ("SLM") as defined in Schedule II to the Companies Act, 2013. Management believes based on a technical evaluation (which is 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, manufacturers warranties and maintenance support,



## Notes to Standalone Financial Statement

etc.) that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Asset	Useful live
<b>Building</b>	
Buildings including factory buildings - other than RCC frame structure	30 years
Buildings other than factory buildings - RCC frame structure	60 years
Fences, wells and tube wells	5 Years
Temporary structure	3 years
Non-carpeted road	3 years
<b>Plant and equipment</b>	
Plant and Machinery (including general laboratory equipment)	1-30 years
<b>Furniture and fixtures</b>	1-10 years
<b>Office Equipment</b>	1-5 years
<b>Vehicles</b>	6-10 years
<b>Computers</b>	
Computer - Server and networks	6 years
Computer - Desktops, Laptops	3 years
Computer - Accessories	1 year

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

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 disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements.

### 2.2 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any. All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss.

The Company amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Asset	Useful life
Computer software	5-10 years

The estimated useful life is reviewed annually by the management.

### 2.3 Capital work-in-progress and intangible assets under development

Capital work-in-progress / intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

### 2.4 Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

#### Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

#### Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

# Notes to Standalone Financial Statement

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

## Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

## Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

## Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

## Offsetting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 2.5 Impairment

### Financial assets (other than at fair value)

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

## Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

## 2.6 Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including all taxes and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## 2.7 Biological assets

Biological assets of the Company comprises of livestock of shrimps breeders and different phases of shrimp (viz. Zoea, Mysis, Post Larvae, etc.) that are classified as current biological assets. The Company recognises biological assets when, and only when, the Company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less costs to sell of biological assets are included in Statement of Profit and Loss for the period in which it arises.

# Notes to Standalone Financial Statement

## 2.8 Revenue recognition

Revenue from contract with customers for sale of goods and services

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

A refund liability is recognised for expected returns in relation to sales made corresponding assets are recognised for the products expected to be returned.

The Company recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Company expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer to goods or services to the customer.

### Dividend

Dividend income from investments is recognised when the unconditional right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

### Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

## 2.9 Research and Development expenses

Research expenditure is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. Tangible assets used in research and development are capitalised.

## 2.10 Leases

### The Company as a lessee:

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments.

## Notes to Standalone Financial Statement

The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

### 2.11 Employee benefit expenses

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund and compensated absences.

#### Post-employment benefit plans

##### Defined Contribution plans

Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund are charged as an expense as they fall due. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made.

The Company also makes contribution towards provident fund, in substance a defined contribution retirement benefit plan for qualifying employees. The provident fund is deposited with the Provident Fund Commissioner which is recognized by the Income Tax authorities.

##### Defined benefit plans

The liability or asset recognised in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have

tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income / (expense) on the net defined benefit liability or asset is recognised in the Statement of Profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Gratuity - The Company has an obligation towards gratuity, a defined benefit plan covering eligible employees. The plan provides for lump sum payment to vested employees on retirement, death while in employment or on separation. Vesting occurs upon completion of five years of service. The liability, which is determined by means of an independent actuarial valuation, is partly funded with LIC by the Company.

Short term employee benefit and other long-term employee benefits

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment of encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

### 2.12 Foreign currency translation

The functional and presentation currency of the Company is Indian rupee

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the



# Notes to Standalone Financial Statement

exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

## 2.13 Borrowing cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to other than temporary interruption. All the other borrowing costs are recognised in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

## 2.14 Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker (CODM), in deciding how to allocate resources and assessing performance. The Company's CODM is the CEO.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

## 2.15 Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have

been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable.

### Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company's expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

## 2.16 Accounting of provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to

# Notes to Standalone Financial Statement

occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not recognised in the financial statements unless an inflow of economic benefits is probable.

## 2.17 Dividend to equity shareholders

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders in the general meeting.

## 2.18 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary equity shares outstanding during the year.

Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

## 2.19 Use of estimates and judgement

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

### Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, apart from those involving estimates, which have the most significant effect on the amounts recognised in the financial statements:

### Recognition of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability that future taxable income will be available against

which the deductible temporary differences and tax loss carry-forwards can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

### Estimates and assumptions

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

### Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

### Inventories

Management estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

### Biological Assets

Management estimates the fair value less costs to sell of biological assets, taking into account the most reliable evidence available at each reporting date. The future realization of these biological assets may be affected by their survival rate, age and / or other market-driven changes that may reduce the future economic benefits associated with such assets. The fair value is arrived at based on the observable market prices of biological assets adjusted for cost to sells, as applicable.

### Defined Benefit Obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as attrition rate, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses (as analyzed in Note 40).

# Notes to Standalone Financial Statement

## Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain assets.

## Fair value measurement of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non- financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

## Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

## 2.20 New and amended standards adopted by the Company

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

- i) Ind AS 103 - Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

- ii) Ind AS 16 - Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant, and equipment in its financial statements.

- iii) Ind AS 37 - Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Company does not expect the amendment to have any significant impact in its financial statements.

- iv) Ind AS 109 - Annual Improvements to Ind AS (2021)

The amendment clarifies the treatment of any cost or fees incurred by an entity in the process of derecognition of financial liability in case of repurchase of the debt instrument by the issuer. The Company does not expect the amendment to have any significant impact in its financial statements.

- v) Ind AS 106 - Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>3a Property, Plant and Equipment</b>		
<b>Property, plant and equipment ("PPE")</b>		
Freehold land	525.50	525.50
Building	2,804.40	2,791.30
Plant and Equipment	2,603.34	2,757.65
Furniture and Fixtures	46.88	50.39
Vehicles	204.97	144.37
Office equipment	74.11	72.25
Computers	16.76	13.89
<b>Total</b>	<b>6,275.96</b>	<b>6,355.33</b>

Particulars	Freehold land	Building	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Total PPE
<b>Cost or Deemed Cost</b>								
<b>As at Apr 1, 2020</b>	<b>525.50</b>	<b>3,489.74</b>	<b>5,048.06</b>	<b>127.15</b>	<b>250.00</b>	<b>145.40</b>	<b>101.07</b>	<b>9,686.92</b>
Additions	-	71.26	61.27	6.02	10.66	14.05	1.06	164.32
Disposals	-	-	-	-	(7.45)	-	(0.70)	(8.15)
Transfer	-	-	-	-	-	-	-	-
<b>As at Mar 31, 2021</b>	<b>525.50</b>	<b>3,561.00</b>	<b>5,109.33</b>	<b>133.17</b>	<b>253.21</b>	<b>159.45</b>	<b>101.43</b>	<b>9,843.09</b>
Additions	-	245.08	329.42	3.88	96.97	28.22	10.67	714.24
Disposals	-	-	(31.21)	(3.19)	-	-	-	(34.40)
Transfer	-	-	-	-	-	-	-	-
<b>As at Mar 31, 2022</b>	<b>525.50</b>	<b>3,806.08</b>	<b>5,407.54</b>	<b>133.86</b>	<b>350.18</b>	<b>187.67</b>	<b>112.10</b>	<b>10,522.93</b>
<b>Depreciation and Impairment</b>								
<b>As at Apr 1, 2020</b>	<b>-</b>	<b>617.12</b>	<b>1,897.44</b>	<b>75.97</b>	<b>83.83</b>	<b>61.41</b>	<b>77.17</b>	<b>2,812.94</b>
Depreciation charge for the year	-	152.58	454.24	6.81	30.94	25.79	11.01	681.37
Disposals	-	-	-	-	(5.93)	-	(0.64)	(6.57)
<b>As at Mar 31, 2021</b>	<b>-</b>	<b>769.70</b>	<b>2,351.68</b>	<b>82.78</b>	<b>108.83</b>	<b>87.20</b>	<b>87.54</b>	<b>3,487.74</b>
Depreciation charge for the Period	-	231.98	479.30	7.08	36.37	26.36	7.80	788.89
Disposals	-	-	(26.78)	(2.88)	-	-	-	(29.67)
<b>As at Mar 31, 2022</b>	<b>-</b>	<b>1,001.68</b>	<b>2,804.20</b>	<b>86.98</b>	<b>145.21</b>	<b>113.56</b>	<b>95.34</b>	<b>4,246.97</b>
<b>Carrying Amount</b>								
<b>As at Mar 31, 2021</b>	<b>525.50</b>	<b>2,791.30</b>	<b>2,757.65</b>	<b>50.39</b>	<b>144.37</b>	<b>72.25</b>	<b>13.89</b>	<b>6,355.33</b>
<b>As at Mar 31, 2022</b>	<b>525.50</b>	<b>2,804.40</b>	<b>2,603.34</b>	<b>46.88</b>	<b>204.97</b>	<b>74.11</b>	<b>16.76</b>	<b>6,275.96</b>

**Note:** All the title deeds of all the immovable property (other than properties where Company is the lessee and lease agreements are duly executed in the favour of the lessee) are in the name of the Company.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>3b Capital Work-in-Progress</b>		
Capital Work-in-Progress	343.85	25.97

Particulars	Capital work-in-progress
<b>As at Apr 1, 2021</b>	<b>62.70</b>
Add: Additions	127.59
Less: Capitalizations	(164.32)
<b>As at Mar 31, 2021</b>	<b>25.97</b>
Add: Additions	1,032.12
Less: Capitalizations	(714.24)
<b>As at Mar 31, 2022</b>	<b>343.85</b>



## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Ageing schedule of Capital work-in-progress as on Mar 31, 2022 is as follows -

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	330.70	13.15	-	-	343.85

Ageing schedule of Capital work-in-progress as on Mar 31, 2021 is as follows -

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	25.97	-	-	-	25.97

**Note:**

The Company doesn't have capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

Particulars	Category of ROU asset Buildings
<b>4 Right of use assets and Lease Liabilities</b>	
<b>Right- of-use (ROU) assets :</b>	
Following are the changes in the carrying value of right of use assets for the year ended Mar 31:	
<b>Cost :</b>	
<b>As at Apr 1, 2020</b>	22.03
Additions	139.63
Disposal	-
<b>As at Mar 31, 2021</b>	<b>161.66</b>
Additions	56.99
Disposal	-
<b>As at Mar 31, 2022</b>	<b>218.65</b>
<b>Amortisation and Impairment</b>	
<b>As at Apr 1, 2020</b>	18.88
Amortisation charge for the year	26.42
<b>As at Mar 31, 2021</b>	<b>45.30</b>
Amortisation charge for the year	36.15
<b>As at Mar 31, 2022</b>	<b>81.45</b>
<b>Carrying amount as at Mar 31, 2021</b>	<b>116.36</b>
<b>Carrying amount as at Mar 31, 2022</b>	<b>137.20</b>

The aggregate amortisation expense on ROU assets is included under depreciation and amortisation expense (Note-29) in the Statement of Profit and Loss.

**Lease Liabilities :**

The following is the break-up of current and non-current lease liabilities as at Mar 31:

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Current lease liabilities	48.90	25.13
Non-current lease liabilities	97.95	97.26

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

The following is the movement in lease liabilities during the year ended Mar 31 :

Particulars	As at Mar 31, 2022
<b>Cost :</b>	
As at Apr 1, 2020	3.92
Additions	139.63
Disposal	-
	<b>143.55</b>
Finance cost accrued during the year	10.56
Less : Payment of lease liabilities	31.72
<b>As at Mar 31, 2021</b>	<b>122.39</b>
<b>As at Apr 1, 2021</b>	<b>122.39</b>
Additions	56.99
Disposal	-
	<b>179.38</b>
Finance cost accrued during the year	12.12
Less : Payment of lease liabilities	44.65
<b>As at Mar 31, 2022</b>	<b>146.85</b>
<b>Carrying amount as at Mar 31, 2021</b>	<b>122.39</b>
<b>Carrying amount as at Mar 31, 2022</b>	<b>146.85</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The table below provides details regarding the contractual maturities of net investment in ROU asset as at Mar 31 on an undiscounted basis:

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
	Within 1 Year	1-5 Years	Within 1 Year	1-5 Years
Non-Cancellable Lease payable	60.12	107.35	35.68	113.00

The Company is obligated under cancellable and non-cancellable leases for office premises, warehouses, etc. Total rental expense under operating lease for the year ended Mar 31, 2022 amounted to Rs. 56.90 Lakhs (For the year ended Mar 31, 2021: ₹ 37.95 Lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>5 Intangible Assets</b>		
Intangible asset		
Computer Software	84.86	106.03

Particulars	As at Mar 31, 2022
<b>Cost or Deemed Cost</b>	
<b>As at Apr 1, 2020</b>	<b>198.82</b>
Additions	2.53
<b>As at Mar 31, 2021</b>	<b>201.35</b>
Additions	-
<b>As at Mar 31, 2022</b>	<b>201.35</b>
<b>Amortisation and Impairment</b>	
<b>As at Apr 1, 2020</b>	<b>74.00</b>
Amortisation charge for the year	21.32
<b>As at Mar 31, 2021</b>	<b>95.32</b>
Amortisation charge for the year	21.17
<b>As at Mar 31, 2022</b>	<b>116.49</b>
<b>Carrying Amount</b>	
<b>As at Mar 31, 2021</b>	<b>106.03</b>
<b>As at Mar 31, 2022</b>	<b>84.86</b>

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>6 Non - current Investments</b>		
<b>Investments in Equity instruments (unquoted) (fully paidup)</b>		
Investments in subsidiary (at cost)		
55,000 (Mar 31, 2021 - 55,000 Equity shares) shares of Rs.10/- each fully paid up in Saatatya Vistaar Oorja Bengaluru Private Limited	5.50	5.50
<b>Total</b>	<b>5.50</b>	<b>5.50</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	5.50	5.50
Aggregate amount of impairment in value of investment	-	-

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>7 Other financial assets</b>		
<b>A. Non Current</b>		
Security deposits	5.29	-
Earmarked balances:		
Deposits with original maturity of more than twelve months (Refer note (a) below)	1.00	1.00
<b>Total</b>	<b>6.29</b>	<b>1.00</b>
<b>B. Current</b>		
Security deposits	10.58	1.68
Interest accrued on deposits	35.12	83.25
Deposits with Original maturity more than 12 months but maturing within 12 months from the Balance Sheet date	530.00	370.00
<b>Total</b>	<b>575.70</b>	<b>454.93</b>

**Note:**

a) Fixed Deposit of ₹ 1.00 Lakh (As at Mar 31, 2021 : ₹ 1.00 Lakhs) is deposited against locker rent.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>8 Deferred tax assets / liabilities (net)</b>		
Deferred tax assets	665.22	734.67
Deferred tax liabilities	(353.98)	(396.41)
<b>Total</b>	<b>311.24</b>	<b>338.26</b>

Particulars	As at Apr 1, 2021	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at Mar 31, 2022
<b>A.Deferred tax assets</b>				
Allowances for doubtful debts	607.25	(151.61)	-	455.64
Allowances for doubtful advances	45.37	(8.70)	-	36.67
Provision for gratuity and compensated absences	60.92	6.43	(0.75)	66.60
Provision for Inventory	5.25	6.00	-	11.25
Expenditures falling under section 43B of Income Tax Act, 1961	14.36	0.75	-	15.11
Difference between Lease liabilities and Right of Use Assets	1.52	0.91	-	2.43
Carry forward losses -unaborsbed depreciation	-	77.52	-	77.52
	<b>734.67</b>	<b>(68.70)</b>	<b>(0.75)</b>	<b>665.22</b>
<b>B. Deferred tax liabilities</b>				
Difference between book balance and tax balance of property, plant and equipment	368.45	(43.53)	-	324.92
Others	27.96	1.10	-	29.06
	<b>396.41</b>	<b>(42.43)</b>	<b>-</b>	<b>353.98</b>
<b>Net deferred tax assets / (liabilities) (A-B)</b>	<b>338.26</b>	<b>(26.27)</b>	<b>(0.75)</b>	<b>311.24</b>

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Apr 1, 2020	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at Mar 31, 2021
<b>A. Deferred tax assets</b>				
Allowances for doubtful debts	381.88	225.37	-	607.25
Allowances for doubtful advances	44.72	0.65	-	45.37
Provision for gratuity and compensated absences	69.45	1.45	(9.98)	60.92
Provision for Inventory	7.12	(1.87)	-	5.25
Expenditures falling under section 43B of Income Tax Act, 1961	14.76	(0.40)	-	14.36
Difference between Lease liabilities and Right of Use Assets	0.20	1.32	-	1.52
	<b>518.13</b>	<b>226.52</b>	<b>(9.98)</b>	<b>734.67</b>
<b>B. Deferred tax liabilities</b>				
Difference between book balance and tax balance of property, plant and equipment	383.67	(15.22)	-	368.45
Others	19.07	8.89	-	27.96
	<b>402.74</b>	<b>(6.33)</b>	<b>-</b>	<b>396.41</b>
<b>Net deferred tax assets / (liabilities) (A-B)</b>	<b>115.39</b>	<b>232.85</b>	<b>(9.98)</b>	<b>338.26</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>9 Non-current tax asset (net)</b>		
Advance income tax (including tax deducted at source)	296.80	158.99
[Net of Provision ₹ 6,996.41 Lakhs, as at Mar 31, 2021: ₹ 6,996.42 Lakhs]		
<b>Total</b>	<b>296.80</b>	<b>158.99</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>10 Other Assets</b>		
<b>A. Non Current (Unsecured)</b>		
(i) Capital Advances	223.34	38.58
(ii) Advances Other than capital advances:		
(a) Security Deposits with government authorities	88.58	118.93
Less: Provision for doubtful deposits	(50.24)	(50.24)
	<b>38.34</b>	<b>68.69</b>
(b) Security Deposits with others	148.13	148.13
Less: Provision for doubtful deposits	(2.96)	(2.96)
	<b>145.17</b>	<b>145.17</b>
(iii) Prepaid expenses	17.52	12.41
<b>Total</b>	<b>424.37</b>	<b>264.85</b>
<b>B. Current (Unsecured)</b>		
(i) Advances Other than capital advances:		
(a) Advances to related parties (Refer Note below)	3.76	3.60
(b) Advance to suppliers	255.22	239.66
Less: Provision for doubtful advances	(92.47)	(127.04)
	<b>162.75</b>	<b>112.62</b>
(ii) Balance lying with Government Authorities	21.53	23.21
(iii) Prepaid expenses	116.29	108.77
(iv) Employee advances	26.63	14.61
<b>Total</b>	<b>330.96</b>	<b>262.81</b>



# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

**Note:**

Advance to Suppliers includes advance given to related parties as mentioned below:

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Saatatya Vistaar Oorja Bengaluru Private Limited (Wholly owned subsidiary)	3.64	1.00
Karam Chand Thapar & Bros. (Coal Sales) Limited (Entity under significant influence of director)	-	2.06
KCT Group Trust (KMP having significant influence)	-	0.42
TWL Employees Gratuity Trust (KMP having significant influence)	0.12	0.12

Particulars	Fair Value Input	As at Mar 31, 2022	As at Mar 31, 2021
<b>11 Biological Assets</b>			
Brood Stock	Level 1	10.42	-
Post Larvae	Level 2	7.29	0.24
<b>Total</b>		<b>17.71</b>	<b>0.24</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
As at Opening date	0.24	21.79
Increase due to purchases / production / physical change	62.74	199.61
Decrease due to harvest / physical change/Sale	(45.27)	(221.15)
Net change in the fair value less estimated cost to sell	-	(0.01)
<b>Total</b>	<b>17.71</b>	<b>0.24</b>

**Note : Details and fair valuation of Biological Assets**

Biological assets of the Company are in the nature of Consumable Biological Assets. It is bifurcated into Brood Stock, i.e. the Parents and harvested species which undergo biological transformation under different stages as Nauplii, Zoea, Mysis and Post Larvae. The Company sells the biological assets at Nauplii and Post Larvae Stages. The Brood Stock has a maximum useful life of 5 months for laying eggs. and thereafter these are scrapped.

Biological Assets is measured at fair value less costs to sell, with any change recognised in the Statement of Profit and Loss. Costs to sell are the incremental costs directly attributable to the disposal of biological asset, excluding finance costs and income taxes. Costs to sell include all costs that would be necessary to sell the assets, including direct selling costs.

The transmission phase from Nauplii to Zoea and Mysis are not considered as significant transformation of biological asset and hence Zoea and Mysis are not valued as per Ind AS - 41.

The fair value of biological assets is based on its market condition as on the reporting date. The quoted price in the market is the appropriate basis for determining the fair value of these biological assets.

In the event that market determined prices or values are not available for biological assets in its present condition we use the present value of the expected net cashflows from the asset discounted at a current market determined rate in determining fair value.

Fair Value Inputs are summarised as follows:

**Level 1 Price Inputs** - are quoted prices (unadjusted) in active markets for identical assets or liabilities that can be accessed at the measurement date.

**Level 2 Price Inputs** - are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3 Price Inputs** - are inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>12 Inventories</b>		
(Lower of Cost and Net Realisable Value )		
Raw materials	3,770.20	4,217.52
Work-in-progress	298.74	106.19
Finished goods	1,110.20	835.17
Stock-in-trade (Traded goods)	115.41	129.40
Stores and spares	597.64	525.87
<b>Total</b>	<b>5,892.19</b>	<b>5,814.15</b>
Stock-in-transit:included in :		
Finished goods	-	307.55

### Notes:

- (i) The cost of inventories recognised as an expense during the year is ₹ 23,788.98 Lakhs, (As at Mar 31, 2021: ₹ 15,313.01 Lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>13 Trade receivables</b>		
(a) Secured, considered good	2,303.09	2,591.34
(b) Unsecured, considered good	1,695.16	2,214.26
Less: Allowance for Expected Credit Loss	(109.80)	(47.60)
(c) Credit impaired	1,700.60	2,365.20
Less: Allowance for Expected Credit Loss	(1,700.60)	(2,365.20)
<b>Total</b>	<b>3,888.45</b>	<b>4,758.00</b>

- (i) No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person. While the trade receivable due from firms or private companies respectively in which any director is a partner, a director or a member is ₹ Nil (As at Mar 31, 2021 - ₹ Nil).
- (ii) There are 4 major customers having significant balances, i.e. exceeding 5% of the total trade receivables as at Mar 31, 2022 and 3 major customers having significant balances as at Mar 31, 2021 amounting to ₹ 1,758.57 Lakhs and ₹ 1,469.25 Lakhs respectively.
- (iii) Refer Note 39 for information about credit risk and market risk of trade receivables.
- (iv) Trade receivables are generally on terms of 0 to 100 days based upon the credit worthiness of the customers.
- (v) **Ageing schedule of trade receivables as on Mar 31, 2022 outstanding from due date of payment is as follows -**

Particulars	Outstanding for following periods from due date of Payments						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	
Considered good - Secured	293.41	409.97	130.83	30.23	178.73	1,259.92	2,303.09
Considered good - Unsecured	1,023.87	391.99	234.72	44.58	-	-	1,695.16
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - Credit impaired	-	-	4.38	33.17	1,094.42	568.63	1,700.60
	<b>1,317.29</b>	<b>801.96</b>	<b>369.93</b>	<b>107.97</b>	<b>1,273.15</b>	<b>1,828.55</b>	<b>5,698.85</b>
Less: Allowance for Loss							(1,810.40)
<b>Net Trade receivables</b>	<b>1,317.29</b>	<b>801.96</b>	<b>369.93</b>	<b>107.97</b>	<b>1,273.15</b>	<b>1,828.55</b>	<b>3,888.45</b>

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Ageing schedule of trade receivables as on Mar 31, 2021 outstanding from due date of payment is as follows -

Particulars	Outstanding for following periods from due date of Payments						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	
Considered good - Secured	428.23	536.35	62.25	214.19	981.06	369.26	2,591.34
Considered good - Unsecured	1,479.16	509.26	224.78	1.06	-	-	2,214.26
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - Credit impaired	-	6.99	0.06	1,157.43	924.63	276.09	2,365.20
	<b>1,907.39</b>	<b>1,052.60</b>	<b>287.09</b>	<b>1,372.68</b>	<b>1,905.69</b>	<b>645.35</b>	<b>7,170.80</b>
Less: Allowance for Loss							(2,412.80)
<b>Net Trade receivables</b>	<b>1,907.39</b>	<b>1,052.60</b>	<b>287.09</b>	<b>1,372.68</b>	<b>1,905.69</b>	<b>645.35</b>	<b>4,758.00</b>

## (vi) Expected credit loss model

In determining the allowances for credit losses of trade receivables, the Company has used the way of determining the profile of each customer after considering the credit worthiness of them. The provision has been made based upon expected credit loss on the basis of past trend and also based on the provision policy framed by the management.

(vii) Movement in the Allowances for Doubtful trade receivables (expected credit loss allowance):

Particulars	For the Year ended Mar 31, 2022	For the Year ended Mar 31, 2021
Balance at beginning of the year	2,412.80	1,517.32
Movement in expected credit loss allowance on trade receivables		
Less: Bad debts written off from opening provision	497.40	-
Add: (Reversal of provision) / Provisions for bad and doubtful debts	(105.00)	895.48
<b>Balance at end of the year</b>	<b>1,810.40</b>	<b>2,412.80</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>14 Cash and Cash equivalents</b>		
Cash in hand	3.84	1.52
Balances with banks:		
In current accounts	356.17	18.53
Deposits with original maturity of less than three months	2,120.00	-
<b>Total</b>	<b>2,480.01</b>	<b>20.05</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>15 Other balances with bank</b>		
Earmarked balances:		
Unclaimed dividend account	81.05	122.63
Balances with banks:		
Deposits with original maturity of more than 3 months but less than 12 months (Refer note (a) below)	1,601.77	5,525.77
<b>Total</b>	<b>1,682.82</b>	<b>5,648.40</b>

## Notes:

- (a) Fixed Deposit of ₹ 566.77 Lakhs (As at Mar 31, 2021 : ₹ 466.77 Lakhs are pledged against bank guarantees [Refer Note 33(c)]

## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>16 Equity Share capital</b>		
<b>Authorised :</b>		
6,00,00,000 equity shares of ₹ 10/- each	6,000.00	6,000.00
(Mar 31, 2021 : 6,00,00,000 equity shares of ₹ 10/- each)		
5,00,000 Preference shares of ₹ 100/- each	500.00	500.00
(Mar 31, 2021 : 5,00,000 Preference shares of ₹ 100/- each)		
<b>Issued :</b>		
4,14,26,779 equity shares of ₹ 10 each	4,142.68	4,142.68
(Mar 31, 2021: 4,14,26,779 equity shares of ₹ 10/- each)		
<b>Subscribed and fully paid up:</b>		
4,14,26,779 equity shares of ₹ 10 each	4,142.68	4,142.68
(Mar 31, 2021: 4,14,26,779 equity shares of ₹ 10/- each)		

### Terms and rights attached to equity shares:

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

### b. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Particulars	For the year ended Mar 31, 2022		For the year ended Mar 31, 2021	
Equity shares with Voting rights				
At the beginning of the year	4,14,26,779	4,142.68	4,14,26,779	4,142.68
Movement during the year	-	-	-	-
At the end of the year	4,14,26,779	4,142.68	4,14,26,779	4,142.68

### c. Shares held by holding company

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
Equity shares of Rs.10 each with Voting rights				
Nav Srijit Shakthi Telangana Private Limited	2,19,34,545	2,193.45	2,19,34,545	2,193.45

### d. Details of shareholders holding more than 5% shares in the company

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
Equity shares of Rs.10 each with Voting rights				
Nav Srijit Shakthi Telangana Private Limited	2,19,34,545	52.95%	2,19,34,545	52.95%
Karam Chand Thapar & Bros. (Coal Sales) Limited	32,41,719	7.83%	32,41,719	7.83%
KCT Financial & Management Services Private Limited (Formerly KCT Management Services Private Limited)	30,01,269	7.24%	29,47,269	7.11%

### e. Aggregate Number of Shares allotted as fully paid-up pursuant to a Scheme of Amalgamation without payment being received in cash during the five years immediately preceding the Balance Sheet date

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019	As at Mar 31, 2018
Issued, Subscribed and Fully Paid-Up					
Equity shares of Rs.10 each with Voting rights					
Number of Shares	28,23,529	28,23,529	28,23,529	28,23,529	28,23,529



# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

## f. Details of shares held by promoters at the end of the year

Disclosure of shares held by promoters as at Mar 31, 2022 and Mar 31, 2021 is as follows -

Particulars	As at Mar 31, 2022		As at Mar 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Equity shares of ₹ 10 each with Voting rights					
Vikramaditya Mohan Thapar	53,750	0.13%	53,750	0.13%	0.00%
Jyoti thapar	73,500	0.18%	73,500	0.18%	0.00%
Varun aditya thapar	1,69,800	0.41%	1,69,800	0.41%	0.00%
Nitasha thapar	51,875	0.13%	51,875	0.13%	0.00%
Ayesha thapar	51,875	0.13%	51,875	0.13%	0.00%
Nav Srijit Shakthi Telangana Private Limited	2,19,34,545	52.95%	2,19,34,545	52.95%	0.00%
Karam Chand Thapar & Bros. (Coal Sales) Limited	32,41,719	7.83%	32,41,719	7.83%	0.00%
KCT Financial & Management Services Private Limited (Formerly KCT Management Services Private Limited)	30,01,269	7.24%	29,47,269	7.11%	0.13%

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>17 Other Equity</b>		
Securities premium	1,473.49	1,473.49
Capital reserve	1,026.10	1,026.10
General reserve	1,315.07	1,315.07
Retained earnings	10,651.47	11,053.76
<b>Total</b>	<b>14,466.13</b>	<b>14,868.42</b>

### a. Securities premium

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	1,473.49	1,473.49
Movement during the year	-	-
<b>Closing Balance</b>	<b>1,473.49</b>	<b>1,473.49</b>

### b. Capital reserve

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	1,026.10	1,026.10
Movement during the year	-	-
<b>Closing Balance</b>	<b>1,026.10</b>	<b>1,026.10</b>

### c. General reserve

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	1,315.07	1,315.07
Movement during the year	-	-
<b>Closing Balance</b>	<b>1,315.07</b>	<b>1,315.07</b>

### d. Retained earnings

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	11,053.76	10,431.11
Profit for the year	9.76	592.98
Other Comprehensive Income for the year (net of tax)	2.22	29.67
Payment of final dividend	(414.27)	-
<b>Closing Balance</b>	<b>10,651.47</b>	<b>11,053.76</b>

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

The Board of Directors has recommended a final dividend of ₹ Nil for the financial year ended Mar 31, 2022 (₹ 1/- per equity share recommended for the financial year ended Mar 31, 2021).

## Notes:

### (i) Securities premium account:

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Indian Companies Act, 2013 (the "Companies Act").

### (ii) Capital reserve

Capital reserve represents a resource created by accumulated capital surplus and remain invested in the business for set off against any capital expenditure. This will not be distributed as dividends. The Company recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

### (iii) General reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn.

### (iv) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes. Such appropriations are free in nature.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>18 Provisions</b>		
<b>A. Non-current</b>		
Provision for employee benefits:		
Gratuity [Refer note 38]	133.59	127.62
Compensated absences [Refer note 38]	111.81	104.46
<b>Total</b>	<b>245.40</b>	<b>232.08</b>
<b>B. Current</b>		
Provision for employee benefits:		
Compensated absences [Refer note 38]	19.23	9.97
Provision for Statutory authorities :		
Customs duty [Refer note below]	28.52	19.57
<b>Total</b>	<b>47.75</b>	<b>29.54</b>

## Note:

Represents Customs duty provision made for expected demand to be received from the department for short assessment and short payment of custom duty on imports made by the Company . Outflow of the same is expected within next 12 months.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>19 Trade payables</b>		
Trade payables to micro enterprises and small enterprises	139.32	106.15
<b>Sub Total (A)</b>	<b>139.32</b>	<b>106.15</b>
Trade payables other than micro enterprises and small enterprises	-	-
Related Parties	82.34	17.30
Others	2,312.82	2,821.20
<b>Sub Total (B)</b>	<b>2,395.16</b>	<b>2,838.50</b>
<b>Total (A + B)</b>	<b>2,534.48</b>	<b>2,944.65</b>

## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Ageing schedule of trade payables as on Mar 31, 2022 outstanding from due date of payments is as follows -

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	139.32	-	-	-	-	139.32
ii) Others	2,138.08	148.93	10.32	2.51	86.63	2,386.47
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	<b>2,277.40</b>	<b>148.93</b>	<b>10.32</b>	<b>2.51</b>	<b>86.63</b>	<b>2,525.79</b>
<b>Accrued Payables (not due)</b>						
- MSME						-
- Others						8.69
<b>Total</b>						<b>2,534.48</b>

Ageing schedule of trade payables as on Mar 31, 2021 outstanding from due date of payments is as follows -

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	105.18	0.97	-	-	-	106.15
ii) Others	1,830.24	924.63	18.67	1.40	45.73	2,820.67
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	<b>1,935.42</b>	<b>925.60</b>	<b>18.67</b>	<b>1.40</b>	<b>45.73</b>	<b>2,926.82</b>
<b>Accrued Payables (not due)</b>						
- MSME						-
- Others						17.83
<b>Total</b>						<b>2,944.65</b>

**Notes:**

- Refer Note 39 for information on Liquidity risk and market risk of Trade Payables.
- Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
(a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at end of the year	139.32	106.15
(b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at the end of the year	-	-
(c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(d) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(e) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(f) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
(g) Further interest remaining due and payable for earlier years	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>20 Other financial liabilities</b>		
<b>Current</b>		
Liabilities for expenses	604.50	1,217.26
Payable to employees	206.45	212.12
Unclaimed dividend #	81.05	122.63
Creditors for capital works	104.92	53.44
Security deposits	-	220.00
<b>Total</b>	<b>996.92</b>	<b>1,825.45</b>

# An amount of Rs.15.92 lakhs has been transferred to the Investor Education and Protection fund under Section 125 of The Companies Act, 2013 during the financial year ended Mar 31, 2022 (Rs. Nil for the financial year ended Mar 31, 2021).

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>21 Other liabilities</b>		
<b>Current</b>		
Statutory remittances	66.45	66.25
Advances from customers	107.25	99.41
<b>Total</b>	<b>173.70</b>	<b>165.66</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>22 Revenue from operations</b>		
<b>Revenue from operations</b>		
(a) Manufactured #	26,297.15	19,731.68
(b) Traded	2,367.42	950.38
<b>Revenue from services</b>		
(a) Rental income	173.96	306.35
<b>Other operating revenues</b>		
(a) Export incentives	253.55	37.54
(b) Scrap sales	64.77	34.13
(c) Others	716.10	91.33
<b>Total</b>	<b>29,872.95</b>	<b>21,151.41</b>

# Revenue from manufactured goods includes export sales outside India made by the Company amounting to Rs.4,939.32 Lakhs (for the year ended Mar 31, 2021 Rs. 657.32 Lakhs).

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>23 Other Income</b>		
<b>Interest Income</b>		
(a) On deposits carried at amortised cost	202.53	217.39
(b) Others	6.52	7.31
Dividend income - from current investment	-	1.17
Net profit on sale of property plant and equipment	-	1.01
Insurance claim received	-	26.90
Liability no longer required written back	13.67	11.07
Recovery of bad debts earlier written off	31.00	0.50
Profit on Sale of Mutual fund	6.28	-
Others	-	0.01
<b>Total</b>	<b>260.00</b>	<b>265.36</b>



## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>24 Cost of materials consumed</b>		
Opening stock	4,217.52	5,006.37
Add: Purchases	19,919.98	12,965.88
	<b>24,137.50</b>	<b>17,972.25</b>
Less: Closing stock	3,770.20	4,217.52
<b>Total consumption of raw materials</b>	<b>20,367.30</b>	<b>13,754.73</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>Details of materials consumed</b>		
Soya	3,995.47	3,295.09
Fish meal	4,357.70	2,974.47
Raw and processed shrimps	4,119.59	839.71
Other materials	7,894.54	6,645.46
<b>Total</b>	<b>20,367.30</b>	<b>13,754.73</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>25 Purchase of stock-in-trade</b>		
Shrimp feeds, processed crabs and others	1,972.52	538.83
<b>Total</b>	<b>1,972.52</b>	<b>538.83</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>26 Changes in inventories of finished goods, work in progress, stock in trade and biological assets</b>		
<b>Inventories at the end of the year :</b>		
(a) Finished goods	1,110.20	835.17
(b) Work-in-progress	298.74	106.19
(c) Stock-in-trade	115.41	129.40
(d) Biological assets	17.71	0.24
	<b>1,542.06</b>	<b>1,071.00</b>
<b>Inventories at the beginning of the year :</b>		
(a) Finished goods	835.17	399.29
(b) Work-in-progress	106.19	205.02
(c) Stock-in-trade	129.40	59.26
(d) Biological assets	0.24	21.79
	<b>1,071.00</b>	<b>685.36</b>
<b>(Increase) / Decrease in Inventories</b>	<b>(471.06)</b>	<b>(385.64)</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>27 Employee benefits expense</b>		
Salaries, wages and bonus	2,279.43	1,816.55
Contribution to provident, gratuity and other funds [Refer note 38]	152.14	138.06
Staff welfare expenses	127.91	103.42
<b>Total</b>	<b>2,559.48</b>	<b>2,058.03</b>

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>28 Finance costs</b>		
Interest on borrowings:		
(i) Term Loans	-	30.52
(ii) Cash credit and working capital demand loan	-	5.51
(iii) Car Loans	-	2.28
Interest on others	0.56	43.28
Other borrowing costs	71.12	55.81
Interest on Lease liabilities (Refer note 4)	12.12	10.56
<b>Total</b>	<b>83.80</b>	<b>147.96</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>29 Depreciation and amortization expenses</b>		
Depreciation on Property, plant and equipment (Refer note 3(a))	788.89	681.37
Amortisation on Right to Use Asset (Refer note 4)	36.36	26.42
Amortization on Intangible assets (Refer note 5)	21.17	21.32
<b>Total</b>	<b>846.42</b>	<b>729.11</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>30 Other expenses</b>		
Consumption of stores and spares	635.39	332.78
Power and fuel	480.06	379.43
Rent (Refer note 4)	56.90	37.95
Processing charges	178.76	98.08
Repairs and maintenance:		
Plant and machinery	53.58	42.50
Buildings	14.37	6.25
Others	175.04	147.58
Vehicle maintenance	15.87	11.22
Contract Labour	314.70	204.73
Security charges	84.22	76.36
Insurance	85.60	57.84
Rates and taxes	145.36	28.32
Freight outward	545.36	132.23
Selling expenses	49.89	41.53
Payment discount	723.41	476.06
Professional charges	346.16	282.00
Travelling expenses	302.49	205.71
Business communication expenses	21.84	19.12
Auditors' remuneration (excluding indirect tax):		
(i) As auditors - audit fees	13.00	13.00
(ii) For other services		
(a) Tax audit fees	1.50	1.50
(b) Limited Review and Other Services	8.00	7.50
(iii) For reimbursement of expenses	0.02	-
Corporate social responsibility expenses [Refer note 35]	68.42	91.34
Directors' commission	-	17.20

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>30 Other expenses</b>		
Directors' sitting fees	11.30	9.20
Net loss on foreign currency transactions	27.02	1.04
Loss on fair valuation of biological assets	-	(0.01)
Property, plant and equipment written off	4.73	-
Bad Debts written off	497.40	-
(Reversal of provision) / Provisions for bad and doubtful debts	(602.41)	895.48
(Reversal of provision) / Provisions for doubtful advances	(34.58)	2.59
Litigation Settlement (Refer Note 33(b) )	160.24	-
Provision for Inventories	11.78	(7.43)
Miscellaneous expenses	343.03	153.17
<b>Total</b>	<b>4,738.45</b>	<b>3,764.27</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>31 Tax expenses</b>		
31.a. Income tax recognised in Standalone Statement of Profit and Loss		
<b>Current tax</b>		
In respect of current year	-	449.36
	-	<b>449.36</b>
31.b. Deferred tax recognised in Standalone Statement of Profit and Loss		
<b>Deferred tax</b>		
In respect of current year	26.28	(232.86)
	26.28	(232.86)
<b>Total</b>	<b>26.28</b>	<b>216.50</b>

**Note:** Reconciliation of the accounting profit to the income tax expense for the year is summarised below:

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>Profit before tax</b>	36.04	809.48
Income tax expense calculated at 25.168%	9.07	203.73
Effect of expenses that are not deductible in determining taxable profit	17.21	12.77
<b>Total</b>	<b>26.28</b>	<b>216.50</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
31.c. Income tax recognised in other comprehensive income		
<b>Deferred tax</b>		
Arising on remeasurement gain on defined benefit plans	0.75	9.98
<b>Total</b>	<b>0.75</b>	<b>9.98</b>

## 32 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

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

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Profit after tax	9.76	592.98
Weighted Average Number of Equity Shares for Basis EPS	4,14,26,779	4,14,26,779
Weighted Average Number of Equity Shares for Diluted EPS	4,14,26,779	4,14,26,779
Face Value of Share (₹)	10	10
Earnings Per Share - Basic (₹)	0.02	1.43
Earnings Per Share - Diluted (₹)	0.02	1.43

## 33 Contingent Liabilities

The Company is involved in a number of judicial, appellate and arbitration proceedings (including those described below) concerning matters arising in the course of conduct of the Company's businesses. A summary of claims asserted on the Company in respect of these cases have been summarised below.

### a. Tax contingencies

Amounts in respect of claims asserted by various revenue authorities on the Company, in respect of taxes, which are in dispute, have been tabulated below:

Nature of Tax	As at Mar 31, 2022	As at Mar 31, 2021
Custom duty	535.36	535.36
Excise duty	57.58	57.58
Service tax	2.99	2.99
Sales tax	15.33	2.38
Income tax	71.27	243.55

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Company may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period.

### b. Amount in respect of other Claims

Nature of Claim	As at Mar 31, 2022	As at Mar 31, 2021
Claims related to contractual disputes	-	79.66

During the financial year 2021-22, claims related to contractual disputes has been settled for ₹ 230 lakhs. An amount of ₹ 69.76 lakhs disclosed in the form of depreciation (Refer Note no 29) and ₹ 160.24 lakhs disclosed as Litigation Settlement (Refer Note 30) in the other expenses.

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

- plaintiffs/parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;
- the proceedings are in early stages;
- there is uncertainty as to the outcome of pending appeals or motions or negotiations; and/or
- there are significant factual issues to be resolved.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Company's financial condition, though the outcomes could be material to the Company's operating results for any particular period, depending, in part, upon the operating results for such period.

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

## c. Financial Guarantee

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Bank Guarantee to Commissioner of Customs (India), US Customs & Border Protection	498.09	391.67

For Local bank guarantee 100% and for Foreign bank guarantee 125% of the guarantee with SBI and 100% of guarantee with Axis bank value is maintained as a fixed deposits with banks.

- d. In respect of the Contingent Liabilities mentioned in Note 33.a and 33.b above, pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any. In respect of matters mentioned in Note 33.c above, the cash outflows, if any, could generally occur during the validity period of the respective guarantees in the event of default, if any, by the concerned beneficiaries. The Company does not expect any reimbursements in respect of the above contingent liabilities.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>34 Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for [Net of advances ₹ 223.34 Lakhs ; as at Mar 31, 2021 ₹ 38.58 Lakhs]	696.17	34.22

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>35 Details of Corporate Social Responsibility expenditure</b>		
Gross amount required to be spent by the Company during the year	68.42	91.34
<b>Amount spent during the year #</b>		
(i) Construction/acquisition of any assets	-	-
(ii) On purposes other than (i) above	68.42	91.34
Shortfall at the end of the year	-	-
Total of previous year shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities	Promotion of Education	Promotion of Education, Promotion of Sports and COVID-19 relief activities

# spent by KCT Group Trust (KMP having significant influence) towards various schemes of Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Companies Act, 2013

## 36 Segment information

The Company principally engaged in a single business segment viz., Shrimp Aquaculture Manufacturing and Trading. The financial performance relating to this single business segment is evaluated regularly by the Chief Executive Officer (Chief Operating Decision Maker). Sale outside India is exceeded the reportable threshold limit, thus geographical segment information is given as follows -

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Revenue from Operations		
(a) Within India	23,725.25	20,024.74
(b) Outside India	4,939.32	657.32
<b>Total</b>	<b>28,664.57</b>	<b>20,682.06</b>



# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

## 37 Related Party Disclosures

S.No.	Name of the Related Party	Relationship
1	Nav Srijit Shakti Telangana Private Limited	Holding Company
2	Saatatya Vistaar Oorja Bengaluru Private Limited	Subsidiary Company
3	Karam Chand Thapar & Bros. (Coal Sales) Limited	Entity under significant influence
4	KCT Financial & Management Services Private Limited (Formerly KCT Management Services Private Limited)	Entity under significant influence
5	Avitech Nutrition Private Limited	Entity under significant influence
6	Handy Waterbase India Private Limited	Entity under significant influence
7	Mr.Vikramaditya Mohan Thapar	Non-Executive Director and Chairman
8	Mrs.Shashikala Venkatraman	Non-Executive Independent Director
9	Mr.Varun Aditya Thapar	Non-Executive Director
10	Mr.Rahul Kapur	Non-Executive Independent Director
11	Mr.Anil Kumar Bhandari	Independent Director
12	Mr.Ranjit Mehta	Independent Director
15	Mr. Ramakanth V Akula	Chief Executive Officer
14	Mr. R. Sureshkumar	Chief Financial Officer
15	Mr.R.Achuthan	Company Secretary (till Feb 24, 2021)
16	Mr.T.B.Srikanth	Company Secretary & compliance officer (from May 27, 2021)
17	Ms.Jyoti Thapar	Relative of Non-Executive Director
18	Ms.Nitasha Thapar	Relative of Non-Executive Director
19	Ms.Ayesha Thapar	Relative of Non-Executive Director
20	KCT Group trust	KMP having significant influence
21	TWL Employees Gratuity Trust	KMP having significant influence

### Transactions during the year

Particulars	Name of the Related party	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Purchase of Goods	Avitech Nutrition Private Limited	350.75	105.04
	Handy Waterbase India Private Limited	13.00	4.45
Service Provided	Karam Chand Thapar & Bros. (Coal Sales) Limited	3.19	9.87
Service Received	Karam Chand Thapar & Bros. (Coal Sales) Limited	53.45	72.32
	KCT Financial & Management Services Private Limited	12.47	18.29
Advance Given	Saatatya Vistaar Oorja Bengaluru Private Limited	2.64	1.00
Dividend Paid	Nav Srijit Shakti Telangana Private Limited	219.35	-
	Karam Chand Thapar & Bros. (Coal Sales) Limited	32.42	-
	KCT Financial & Management Services Private Limited	29.47	-
	Mr.Vikramaditya Mohan Thapar	0.54	-
	Mr.Varun Aditya Thapar	1.70	-
	Ms.Nitasha Thapar	0.52	-
	Ms.Ayesha Thapar	0.52	-
	Mrs.Jyoti Thapar	0.74	-
	Mr. Ramakanth V Akula (Refer #)	---	-
	Mr. R. Sureshkumar (Refer #)	---	-
	Mr.T.B.Srikanth (Refer #)	---	-

## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	Name of the Related party	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Director's Commission	Mr.Vikramaditya Mohan Thapar	-	2.87
	Mrs.Shashikala Venkatraman	-	2.87
	Mr.Varun Aditya Thapar	-	2.87
	Mr.Rahul Kapur	-	2.87
	Mr.Anil Kumar Bhandari	-	2.87
	Mr.Ranjit Mehta	-	2.87
Rent Paid	Karam Chand Thapar & Bros. (Coal Sales) Limited	35.68	31.72
Paid for Test Charges	KCT Group trust	2.98	1.16
Payments towards CSR	KCT Group trust	68.42	91.34
Remuneration	Mr. Ramakanth V Akula	194.03	199.74
	Mr. R. SureshKumar	79.65	72.54
	Mr. R.Achuthan	-	18.41
	Mr. T.B Srikanth	13.50	-
Directors' Sitting Fees	Mr.Vikramaditya Mohan Thapar	1.20	1.20
	Mr.Varun Aditya Thapar	2.00	1.55
	Mr.Rahul Kapur	2.30	1.60
	Mr.Anil Kumar Bhandari	2.30	2.00
	Mr.Ranjit Mehta	2.30	1.50
	Mrs.Shashikala Venkatraman	1.20	1.35

# --- includes an amount below ₹ 0.01 lakhs for final dividend of ₹ 1/- per Equity share payable to Mr. Ramakanth Akula (5 No. of Equity Shares), Mr. R. Sureshkumar (1 No. of Equity Share) and Mr. T. B. Srikanth (1 No. of Equity Share) for the financial year 2020-21 which is duly approved by shareholders in the AGM dated 23.09.2021. As the figures above are represented in ₹ in lakhs the same is disclosed as a footnote due to negligible value.

### Balances at the end of the year

Particulars	Name of the Related party	As at Mar 31, 2022	As at Mar 31, 2021
Trade Payables	Handy Waterbase India Private Limited	0.60	0.16
	Avitech Nutrition Private Limited	81.74	12.66
	KCT Management Services Private Limited	-	1.64
	Karam Chand Thapar & Bros. (Coal Sales) Limited	-	2.79
	KCT Group Trust	-	0.05
Advance Receivable	KCT Group Trust	-	0.42
	Saatatya Vistaar Oorja Bengaluru Private Limited	3.64	1.00
Other advance Receivable	TWL Employees Gratuity Trust	0.12	0.12
Investments in subsidiary	Saatatya Vistaar Oorja Bengaluru Private Limited	5.50	5.50
Other Payables	Mr.Vikramaditya Mohan Thapar	-	2.87
	Mrs.Shashikala venkatraman	-	2.87
	Mr.Varun Aditya Thapar	-	2.87
	Mr.Rahul Kapur	-	2.87
	Mr.Anil Kumar Bhandari	-	2.87
	Mr.Ranjit Mehta	-	2.87

### Terms and conditions of transactions with related parties

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided for any related party payables.

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

The remuneration of key management personnel during the year was as follows:

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Short-term benefits	275.06	279.26
Post-employment benefits ##	12.12	11.43
Other long-term benefits	-	-

## As the liabilities for gratuity and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to KMP are not separately available hence not included.

## 38 Employee benefit plans

### Defined contribution plans

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the year by them at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior month's contributions that were not due to be paid until after the end of the reporting period.

The Company contributes to employee state insurance funds for eligible employees covered under Employee State Insurance Act, 1948 and other labour welfare funds and has recognised, in the Statement of Profit and Loss for the year ended Mar 31, 2022, an amount of Rs. 2.48 Lakhs (for the year ended Mar 31, 2021 Rs. 3.47 Lakhs) as expenses under the said defined contribution plans.

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Contribution to Employee State Insurance Fund	2.43	3.42
Contribution to other Labour welfare Fund	0.05	0.05

### Provident Fund

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary).

Provident Fund contributions in respect of employees other than those covered under Government administered Provident Fund are made to Trust administered by the Company and such Trust invests funds following a pattern of investments prescribed by the Government. Both the employer and employee contribute to this Fund and such contributions together with interest accumulated thereon are payable to employees at the time of their separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of services by the employee. The interest rate payable to the members of the Trust is not lower than the rate of interest declared annually by the Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Company. During the year, the Company has recognised ₹ 101.25 Lakhs (for the year ended Mar 31, 2021 ₹ 85.98 Lakhs) as contribution in the Statement of Profit and Loss Account.

The Company offers the following employee benefit schemes to its employees:

### Defined benefit plans

- i. Gratuity

### Other long term employee benefits

- ii. Compensated absences

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

## i) Defined Benefit Plan -Gratuity:

The following table sets out the funded status of the defined benefit plans and the amount recognised in the financial statements:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Components of employer expense</b>		
Current service cost	40.92	39.12
Past service cost	-	-
Interest cost	18.13	18.35
Expected return on plan assets	(10.63)	(8.85)
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Past service cost	-	-
<b>Total expense recognised in the Statement of Profit and Loss Account</b>	<b>48.42</b>	<b>48.62</b>
Actuarial losses / (gains)		
Return on Plan Assets (excluding interest income)	1.92	2.67
Actuarial losses / (gains) arising from changes in demographic assumptions	2.01	-
Actuarial losses / (gains) arising from changes in financial assumptions	(11.01)	(8.62)
Actuarial losses / (gains) arising from changes in experience adjustments	4.10	(33.70)
<b>Total expense recognised in the other Comprehensive Income</b>	<b>(2.97)</b>	<b>(39.65)</b>
<b>Total expense recognised Statement of Profit and Loss Account</b>	<b>45.45</b>	<b>8.97</b>
<b>Actual contribution and benefit payments for year</b>		
Actual benefit payments	37.25	23.10
Actual contributions	39.47	48.23
<b>Net asset / (liability) recognised in the Balance Sheet:</b>		
Present value of defined benefit obligation	296.42	279.51
Fair value of plan assets	162.83	151.89
Status [Surplus / (Deficit)]	(133.59)	(127.62)
Unrecognised past service costs	-	-
<b>Net liability recognised in the Balance Sheet</b>	<b>(133.59)</b>	<b>(127.62)</b>
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	279.51	287.46
Current service cost	40.92	39.12
Interest cost	18.13	18.35
Actuarial losses / (gains)	(4.89)	(42.32)
Past service cost		
Actuarial losses / (gains) arising from changes in demographic assumptions	2.01	-
Actuarial losses / (gains) arising from changes in financial assumptions	(11.01)	(8.62)
Actuarial losses / (gains) arising from changes in experience adjustments	4.10	(33.70)
Benefits paid	(37.25)	(23.10)
<b>Present value of DBO at the end of the year</b>	<b>296.42</b>	<b>279.51</b>
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	151.89	120.58
Expected return on plan assets	10.63	8.85
Actual Company contributions	39.47	48.23
Actuarial gains	(1.92)	(2.67)
Benefits paid	(37.25)	(23.10)
<b>Plan assets at the end of the year</b>	<b>162.83</b>	<b>151.89</b>

## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Composition of the plan assets is as follows:</b>		
Assets under scheme of insurance *	100%	100%
* in the absence of detailed information regarding plan assets which is funded with insurance companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.		
<b>Actuarial assumptions</b>		
Discount rate	6.89%	6.95%
Salary escalation	7.00%	7.00%
Mortality tables	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
<b>Expected total benefit payments</b>		
Year 1	32.74	6.89
Year 2	34.17	7.50
Year 3	32.65	9.96
Year 4	36.16	10.12
Year 5	50.49	17.13
More than 5 years	153.77	183.34

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

### Sensitivity analysis:

The increase / (decrease) of the defined benefit obligation to changes in the weighted principal assumptions are:

Sensitivity	Gratuity	
	2021-22	2020-21
DBO at Mar 31 with discount rate -1.0 %	313.89	309.85
DBO at Mar 31 with discount rate +1.0 %	280.62	253.39
DBO at Mar 31 with -1% salary escalation	281.74	255.38
DBO at Mar 31 with +1% salary escalation	312.36	307.18
DBO at Mar 31 with 90% mortality escalation	296.38	279.47
DBO at Mar 31 with 110% mortality escalation	296.44	279.54
DBO at Mar 31 with 90% attrition escalation	296.39	279.59
DBO at Mar 31 with 110% attrition escalation	296.40	279.42

### (ii) Other long term Employee Benefits - Compensated Absence:

The Company provides for accumulation of leave by certain categories of its employees. These employees can carry forward a portion of the unutilised leave balances and utilise it in future periods or receive cash in lieu thereof as per the Company's policy. The Company records a provision for leave obligations in the period in which the employees render the services that increases this entitlement.



## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

The total provision recorded by the Company towards this obligation as at year ended March 31, 2022 is Rs. 131.04 Lakhs (March 31, 2021: Rs. 114.43 Lakhs). The Company does not have an unconditional right to defer settlement for any of these obligations, however, based on past experience, the Company does not expect all employees to take full amount of accrued leave or require payment within the next twelve months, hence the amount of the provision is presented as both non current and current.

These plans typically expose the Company to actuarial risks are as follows:

Credit risk	If the scheme is insured and fully funded on projected unit credit basis there is a credit risk to the extent the insurer(s) is/ are unable to discharge their obligations including failure to discharge in timely manner.
Pay-as-you-go risk	For unfunded schemes financial planning could be difficult as the benefits payable will directly affect the revenue and this could be widely fluctuating from year to year. Moreover there may be an opportunity cost of better investment returns affecting adversely the cost of the scheme.
Discount rate risk	The Company is exposed to the risk of fall in discount rate. A fall in discount rate will eventually increase in the ultimate cost of providing the above benefit thereby increasing the value of the liability.
Liquidity risk	This risk arises from the short term asset and liability cash-flow mismatch thereby causing the Company being unable to pay the benefits as they fall due in the short term. Such a situation could be the result of holding large illiquid assets disregarding the results of cash-flow projections and cash outflow inflow mismatch. (or it could be due to insufficient assets/ cash.)
Demographic risk	In the valuation of the liability certain demographic (mortality and attrition rates) assumptions are inherent. The Company is exposed to this risk to the extent of actual experience eventually being worse compared to that assumed thereby causing an increase in the scheme cost.
Regulatory risk	New Act/Regulations may come up in future which could increase the liability significantly.
Future salary increase risk	The scheme cost is very sensitive to the assumed future salary escalation rates for all final salary defined benefit schemes. If actual future salary escalations are higher than that assumed in the valuation actual scheme cost and hence the value of the liability will be higher than that estimated.

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

## 39 Financial Instruments

### 39.1 Capital Management

The Company's capital management objective is to maintain an optimal debt-equity structure so as to reduce the cost of capital, thereby enhancing returns to shareholders. The Company also has a policy of making judicious use of various available debt instruments within its overall working capital drawing limit. This interest arbitrage helps the Company to contain / reduce the cost of capital.

#### 39.1.1 Gearing ratio

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 2022	As at March 2021
Debt (A)	-	-
Cash and cash equivalents (B)	2,480.01	20.05
<b>Net debt (A-B)</b>	<b>(2,480.01)</b>	<b>(20.05)</b>
<b>Total Equity (Equity + Net Debt)</b>	<b>18,608.81</b>	<b>19,011.10</b>
Net debt to equity ratio (%)	-13.33%	-0.11%

### 39.2 Categories of financial instruments

The following table presents carrying amount and fair value of each category of financial assets and liabilities for the year ended :

As at March 2022	Amortised cost	Fair value through Statement of Profit and Loss	Total Carrying Value	Total Fair Value
<b>Financial assets</b>				
Trade receivables	3,888.45	-	3,888.45	3,888.45
Other financial assets	581.99	-	581.99	581.99
Cash and bank balances	4,162.83	-	4,162.83	4,162.83
<b>Total financial assets</b>	<b>8,633.27</b>	<b>-</b>	<b>8,633.27</b>	<b>8,633.27</b>
<b>Financial liabilities</b>				
Lease Liabilities	146.86	-	146.86	146.86
Trade payables	2,534.48	-	2,534.48	2,534.48
Other financial liabilities	996.92	-	996.92	996.92
<b>Total financial liabilities</b>	<b>3,678.25</b>	<b>-</b>	<b>3,678.25</b>	<b>3,678.25</b>
<b>Total</b>	<b>4,955.02</b>	<b>-</b>	<b>4,955.02</b>	<b>4,955.02</b>

As at March 2021	Amortised cost	Fair value through Statement of Profit and Loss	Total Carrying Value	Total Fair Value
<b>Financial assets</b>				
Trade receivables	4,758.00	-	4,758.00	4,758.00
Other financial assets	455.93	-	455.93	455.93
Cash and bank balances	5,668.45	-	5,668.45	5,668.45
<b>Total financial assets</b>	<b>10,882.38</b>	<b>-</b>	<b>10,882.38</b>	<b>10,882.38</b>
<b>Financial liabilities</b>				
Lease Liabilities	122.39	-	122.39	122.39
Trade payables	2,944.65	-	2,944.65	2,944.65
Other financial liabilities	1,825.45	-	1,825.45	1,825.45
<b>Total financial liabilities</b>	<b>4,892.49</b>	<b>-</b>	<b>4,892.49</b>	<b>4,892.49</b>
<b>Total</b>	<b>5,989.89</b>	<b>-</b>	<b>5,989.89</b>	<b>5,989.89</b>

#### Note :

- i. The short-term financial assets and liabilities are stated at amortized cost which is approximately equal to their fair value.

# Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

## 39.3 Financial risk management objectives

The Company's principal financial liabilities comprises of trade and other payables, and other current liabilities. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework.

## 39.4 Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits.

## 39.5 Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of reporting period are as follows:

Particulars	Liabilities		Assets	
	As at March 2022	As at March 2021	As at March 2022	As at March 2021
USD	9.16	42.07	-	142.21

### 39.5.1 Foreign currency sensitivity analysis

The Company is mainly exposed to the currency US Dollar. This sensitivity analysis mentioned in the below table has been based on the composition of the Company's financial assets and liabilities exposed to foreign currency as at year end. A positive number below indicates an increase in profit where the INR strengthens 10% against the relevant currency. For a 10% weakening of the INR against the relevant currency, there would be a comparable impact on the profit and the balances below would be negative.

Particulars	As at March 2022	As at March 2021
<b>US Dollar</b>		
Impact on profit / (loss) for the year	(0.92)	10.01

## 39.6 Interest rate risk management

During the year, the Company is virtually debt-free and its other liabilities do not carry interest, the exposure to interest rate risk from the perspective of financial liabilities is negligible.

## 39.7 Credit risk management

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example trade receivables, placing deposits, investment in mutual funds etc.

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. The Company's policy is to transact only with counterparties who are highly creditworthy which are assessed based on internal due diligence parameters.

In respect of trade receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. Based on historical information about customer default rates management consider the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, fixed deposits and mutual funds are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Other financial assets mainly comprise of security deposits which are given to customers or other governmental agencies in relation to contracts executed and are assessed by the Company for credit risk on a continuous basis.

## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's exposure of its counterparties are continuously monitored.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee insurance cover is purchased.

Concentration of credit risk to any counterparty did not exceed 5% of gross monetary assets at any time during the year. In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks. The Company's maximum exposure in this respect is the maximum amount the Company could have to pay if the guarantee is called on. As at Mar 31, 2022, bank guarantees amounts to Rs.498.09 Lakhs (as at Mar 31, 2021: Rs. 391.67 Lakhs) has been considered in the balance sheet as contingent liabilities [refer note 33(c)].

### 39.7.1 Collateral held as security and other credit enhancements

The company collects Bank Guarantee and Property Mortgage wherever possible as collateral from its customers for maintaining their risk Profile.

### 39.8 Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### 39.8.1 Liquidity risk tables

The following is an analysis of the Company's contractual undiscounted cash flows payable under financial liabilities as at -

As at March 2022	Current	Non-Current		Total
	Within 12 Months	1-5 Years	Later than 5 years	
Lease Liabilities	60.12	107.35	-	167.47
Trade and other payables	2,534.48	-	-	2,534.48
Other financial liabilities	996.92	-	-	996.92
<b>Total</b>	<b>3,591.52</b>	<b>107.35</b>	<b>-</b>	<b>3,698.87</b>

As at March 2021	Current	Non-Current		Total
	Within 12 Months	1-5 Years	Later than 5 years	
Lease Liabilities	35.68	113.00	-	148.68
Trade and other payables	2,944.65	-	-	2,944.65
Other financial liabilities	1,825.45	-	-	1,825.45
<b>Total</b>	<b>4,805.78</b>	<b>113.00</b>	<b>-</b>	<b>4,918.78</b>

### 39.9 Financing facilities

Particulars	As at March 2022	As at March 2021
Secured bank overdraft / cash credit facility / bill discounting		
- amount used	-	-
- amount unused	5,400.00	5,400.00
Secured letter of credit / bank guarantee / forward contracts		
- amount used	10.00	10.00
- amount unused	2,174.00	2,174.00

**Note:** As at Mar 31, 2022, Rs.10 lakhs out of the total bank guarantee of ₹ 498.09 lakhs (₹ 10 lakhs out of the total bank guarantee of ₹ 391.67 lakhs as at Mar 31, 2021) have been taken against the company's sanctioned limits, the remaining bank guarantee has been taken against the Lien on Fixed deposits.

## Notes to Standalone Financial Statement

(All amounts are in ₹ lakhs)

Borrowings as at Mar 31, 2022 Nil (Nil as at Mar 31, 2021) are secured by hypothecation of present and future stock of raw materials, work in progress, finished goods, stores and spares. Equitable mortgage over the factory land and building of the Company at Nellore and charge over property, plant and equipment of the Company, excluding vehicles.

### 39.10 Fair value measurements

This note provides information about how the Company determines fair values of various financial assets and financial liabilities

#### 39.10.1 Fair value of the financial assets and liabilities that are measured at fair value

The management considers the carrying amount of Biological assets at their appropriate fair values (Refer Note-11).

#### 39.10.2 Fair value of the financial assets and liabilities that are not measured at fair value

The management consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

### 40 Ratios:

Ratio	Numerator	Denominator	Mar 31, 2022	Mar 31, 2021	% Variance	Reasons for Variance
Current Ratio (in times)	Current assets	Current liabilities	3.91	3.40	15%	
Debt Equity Ratio (in times)	Total debt (Borrowings and Lease liabilities)	Shareholder equity	0.01	0.01	23%	
Debt Service coverage Ratio (in times)	Earnings available for Debt Service (Net profit after tax + Non-cash operating expenses + Interest )	Debt Service (Interest and lease payments + Principle payments)	17.48	72.69	-76%	Due to decrease in Net profit after tax and reversal of excess provision for doubtful debts and advances being non-cash item resulted in lower debt service coverage ratio.
Return on Equity (in %)	Net profit after taxes	Average shareholder equity	0.05%	3.17%	-98%	Reduction in net profit after tax due to higher raw material cost resulted in lower return on Equity.
Inventory Turnover Ratio (in times)	Revenue from Operations	Average Inventory	4.89	3.42	43%	Revenue growth and efficient inventory operations during the year resulted in higher Inventory Turnover ratio.
Trade receivable turnover ratio (in times)	Revenue from Operations	Average accounts receivable	6.63	3.39	96%	Revenue growth and efficient collection during the year resulted in decrease in trade receivables and there by trade receivables turnover ratio has been improved.
Trade payable turnover ratio (in times)	Net credit Purchases	Average accounts payables	7.99	7.42	8%	
Net capital turnover ratio (in times)	Revenue from Operations	working capital	2.59	1.73	50%	Due to growth in revenue along with decrease in current assets and liabilities resulted in higher Net capital turnover ratio.
Net Profit ratio (in %)	Net profit	Revenue from Operations	0.03%	2.87%	-99%	Reduction in net profit after tax due to higher raw material cost despite increase in revenue from operations resulted in lower Net profit ratio.
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed	0.26%	4.71%	-94%	Reduction in net profit before tax due to higher raw material cost despite increase in revenue from operations resulted in lower Return on capital employed ratio.
Return on Investment (in %)	Income generated from invested funds	Average funds invested in treasury investment	2.61%	0.93%	181%	Due to increase in average period of investment during the year compared to last year resulted in increase in Return on investment ratio.



# Notes to Standalone Financial Statement

## 41 Additional Regulatory Information

- i) The Company do not has any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company do not has any transactions with companies struck off.
- iii) The Company do not has any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) 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:
  - 1) 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
  - 2) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - 1) 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
  - 2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company has not any such transaction which is 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 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

## 42 Note on Impact of Covid-19

The Company has considered the possible effects that may arise out of the still unfolding COVID-19 pandemic on the carrying amount of its assets and liabilities. The Company has considered internal and external information which are relevant upto the date of approval of these standalone financial statements. The Company will continue to evaluate the COVID-19 related uncertainty and will update its assessment. The impact of COVID-19 on the Company's standalone financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

## 43 Code on social Security

The Central Government has published The Code on Social Security, 2020 and Industrial Relations Code, 2020 ("the Codes") in the Gazette of India, inter alia, subsuming various existing labour and industrial laws which deals with employees related benefits including post employment. The effective date of the code and the rules are yet to be notified. The impact of the legislative changes, if any, will be assessed and recognised post notification of the relevant provisions.

## 44 Previous year figures

Previous year's figures have been restated, rearranged and regrouped, wherever necessary, to enable comparability of the current year's position of accounts with that of the relative previous year's position.

## 45 Approval of Standalone Financial Statements

The Standalone financial statements were approved for issue by the Board of Directors on May 12, 2022.

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN : 02322660

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

Sd/-  
**T. B. Srikanth**  
Company Secretary

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

Sd/-  
**R Sureshkumar**  
Chief Financial Officer

Place : New Delhi  
Date: May 12, 2022

# Independent Auditor's Report

## To The Members of THE WATERBASE LIMITED

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of THE WATERBASE LIMITED ("the Parent") and its subsidiary, (the Parent and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then 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, and based on the consideration of reports of the other auditor on separate financial statements the subsidiary referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing 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 and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters section below, 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 period. 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 Board's Report including Annexures to Board's Report and Management Discussion and Analysis Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary, audited by the other auditor, to the extent it relates to the entity and, in doing so, place reliance on the work of the other auditor and 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. Other information so far as it relates to the subsidiary, is traced from their financial statements audited by the other auditor.

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

#### Management's Responsibility for the 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 consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy

## Independent Auditor's Report

and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism 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 Parent 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion. For the other entities included in the consolidated financial statements, which have been audited by the other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Parent and such other entity included in the consolidated financial statements of which we are the independent auditors 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.

## Independent Auditor's Report

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

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

### Other Matters

We did not audit the financial statements of 1 (one) subsidiary whose financial statements reflect total assets of Rs. 3.09 Lakhs as at March 31, 2022, total revenues of Rs. NIL and net cash inflows amounting to Rs. 0.57 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associates is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements of the subsidiary, referred to in the Other Matters section above we report, to the extent applicable, that::
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept

so far as it appears from our examination of those books and the reports of the other auditors.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Parent as on March 31, 2022 taken on record by the Board of Directors of the Company and subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- 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 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group; Refer Note 35(a) and Note 35(b) to the consolidated financial statement.
  - ii) The Group did not have any material

## Independent Auditor's Report

foreseeable losses on long-term contracts including derivative contracts.

- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by its subsidiary company incorporated in India..
- iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary respectively 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 Parent or any of such subsidiary 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 Parent or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.]
- (b) The respective Managements of the Parent and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary respectively 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 Parent or any of such subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiary 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 performed by us and those performed by the auditor of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditor 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 Parent during the year is in accordance with section 123 of the Act, as applicable.
2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of the company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
The waterbase Limited	L05005AP1987PLC018436	Parent	Clause (vii)(b)
Saatatya Vistaar Oorja Bengaluru Private Limited	U74900TN2015PTC151924	Wholly owned Subsidiary	Clause (xvii)

**For DELOITTE HASKINS & SELLS LLP**

Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**ABHIJIT BANDYOPADHYAY**

(Partner)

Place: New Delhi

Date: May 12, 2022

(Membership No. 054785)

(UDIN: 22054785AIVAMY5931)



## Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of **The Waterbase Limited** (hereinafter referred to as “Parent”) and its subsidiary company, which are companies incorporated in India, as of that date.

### **Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Parent and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 (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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its subsidiary company, which are companies incorporated in India, 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the subsidiary company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary company, which are companies incorporated in India.

### **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 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 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 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

## Annexure “A” to the Independent Auditor’s Report

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

### Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor referred to in the Other Matters paragraph below, the Parent and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the respective companies 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.

### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 1(one) subsidiary company, which is company incorporated in India, is based solely on the corresponding reports of the auditor of such company incorporated in India.

Our opinion is not modified in respect of the above matters

**For DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

(Firm’s Registration No. 117366W/W-100018)

**ABHIJIT BANDYOPADHYAY**

(Partner)

Place: New Delhi

(Membership No. 054785)

Date: May 12, 2022

(UDIN: 22054785AIVAMY5931)

# Consolidated Balance Sheet

as at Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	Note	As at Mar 31, 2022	As at Mar 31, 2021
<b>I. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	3a	6,275.96	6,355.33
(b) Right -of -Use assets	4	137.20	116.36
(c) Capital work in progress	3b	343.85	25.97
(d) Intangible assets	5	84.86	106.03
(e) Other financial assets	6	6.29	1.00
(f) Deferred tax assets (net)	7	311.24	338.26
(g) Non-current tax assets (net)	8	296.80	158.99
(h) Other non-current assets	9	424.37	264.85
<b>Total non-current assets</b>		<b>7,880.57</b>	<b>7,366.79</b>
<b>2 Current assets</b>			
(a) Biological assets	10	17.71	0.24
(b) Inventories	11	5,892.19	5,814.15
(c) Financial assets			
(i) Trade receivables	12	3,888.45	4,758.00
(ii) Cash and cash equivalents	13	2,482.35	21.82
(ii) Other balances with bank	14	1,682.82	5,648.40
(iv) Other financial assets	6	575.70	454.93
(d) Other current assets	9	328.07	262.04
<b>Total current assets</b>		<b>14,867.29</b>	<b>16,959.58</b>
<b>TOTAL ASSETS</b>		<b>22,747.86</b>	<b>24,326.37</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity share capital	15	4,142.68	4,142.68
(b) Other equity	16	14,457.57	14,862.13
<b>Total Equity</b>		<b>18,600.25</b>	<b>19,004.81</b>
<b>2 Non-current liabilities</b>			
(a) Financial liabilities			
(i) Lease Liabilities	4	97.95	97.26
(b) Provisions	17	245.40	232.08
<b>Total non-current liabilities</b>		<b>343.35</b>	<b>329.34</b>
<b>3 Current liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	4	48.90	25.13
(ii) Trade payables	18		
(i) total outstanding dues of micro enterprises and small enterprises		139.32	106.15
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		2,397.67	2,838.82
(iii) Other financial liabilities	19	996.92	1,826.92
(b) Provisions	17	47.75	29.54
(c) Other current liabilities	20	173.70	165.66
<b>Total current liabilities</b>		<b>3,804.26</b>	<b>4,992.22</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>22,747.86</b>	<b>24,326.37</b>

See accompanying notes 1-45 forming an integral part of the Consolidated financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sd/-

**Abhijit Bandyopadhyay**

Partner

Place : New Delhi

Date : May 12, 2022

Sd/-

**T. B. Srikanth**

Company Secretary

Place : New Delhi

Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/-

**Varun Aditya Thapar**

Director

DIN : 02322660

Sd/-

**Ranjit Mehta**

Director

DIN : 03172264

Sd/-

**Ramakanth V Akula**

Chief Executive Officer

Sd/-

**R Sureshkumar**

Chief Financial Officer

# Consolidated Statement of Profit and Loss

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	Note	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
I Revenue from operations	21	29,872.95	21,151.41
II Other income	22	260.00	265.36
<b>III Total Income (I+II)</b>		<b>30,132.95</b>	<b>21,416.77</b>
IV Expenses			
a) Cost of materials consumed	23	20,367.30	13,754.73
b) Purchases of stock-in-trade	24	1,972.52	538.83
c) Changes in inventories of finished goods, work in progress, stock-in-trade and biological assets	25	(471.06)	(385.64)
d) Employee benefits expense	26	2,559.48	2,058.03
e) Finance costs	27	83.81	147.97
f) Depreciation and amortization expenses	28	846.42	729.11
g) Other expenses	29	4,740.71	3,765.73
<b>Total Expenses (IV)</b>		<b>30,099.18</b>	<b>20,608.76</b>
V Profit before tax (III-IV)		33.77	808.01
VI Tax expenses	30		
a) Current tax		-	449.36
b) Deferred tax		26.28	(232.86)
<b>Total Tax Expenses (VI)</b>		<b>26.28</b>	<b>216.50</b>
VII Profit for the year (V-VI)		<b>7.49</b>	<b>591.51</b>
VIII Other comprehensive income			
a) Items that will not be reclassified to profit or loss			
(i) Re-measurements of defined benefit plans	37	2.97	39.65
(ii) Income tax relating to above	30	(0.75)	(9.98)
<b>Total other comprehensive income</b>		<b>2.22</b>	<b>29.67</b>
IX Total comprehensive income for the year (VII+VIII)		<b>9.71</b>	<b>621.18</b>
X Earnings per equity share (Nominal value of Rs.10/- per share)	31		
a) Basic		0.02	1.43
b) Diluted		0.02	1.43

See accompanying notes 1-45 forming an integral part of the Consolidated financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Sd/-  
**Abhijit Bandyopadhyay**  
Partner

Place : New Delhi  
Date : May 12, 2022

Sd/-  
**T. B. Srikanth**  
Company Secretary

Place : New Delhi  
Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN : 02322660

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

Sd/-  
**R Sureshkumar**  
Chief Financial Officer

# Consolidated Statement of Cash Flows

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit Before Tax		33.77		808.01
Adjustments for:				
Depreciation and amortisation expenses	810.06		702.69	
Depreciation on Right of Use assets	36.36		26.42	
Finance Cost on Lease liabilities	12.12		10.56	
Profit on sale of property, plant and equipment	-		(1.01)	
Property, plant and equipment written off	4.73		-	
Finance costs	71.69		137.40	
Interest income	(209.05)		(224.69)	
Bad Debts written off	497.40		-	
Bad debts recovery	(31.00)		(0.50)	
Provisions for bad and doubtful debts and advances	(602.41)		898.07	
Provision for doubtful deposits written off	(34.58)		-	
Inventory written off	-		(2.42)	
Provision for Inventory	11.78		(7.43)	
Loss on fair valuation of biological assets	-		(0.01)	
Dividend income from investment	-		(1.17)	
Profit on sale of mutual funds	(6.28)		-	
Liability no longer required written back	(13.67)		(11.07)	
Unrealised foreign exchange loss / (profit)	1.28		(8.77)	
		548.43		1,518.07
<b>Operating profit before working capital changes</b>		<b>582.20</b>		<b>2,326.08</b>
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(89.82)		437.11	
Trade receivables	1,003.63		1788.28	
Biological assets	(17.47)		21.56	
Other assets (non-current and current)	(6.21)		31.29	
Other financial assets (non-current and current)	(14.40)		(2.58)	
Adjustments for (decrease) / increase in operating liabilities:				
Trade payables	(408.20)		909.76	
Other financial and non-financial liabilities	(736.94)		158.73	
Other liabilities (non-current and current)	22.57		36.21	
Provisions (non-current and current)	34.50		3.12	
		(212.33)		3,383.48
<b>Cash generated from operations</b>		<b>369.87</b>		<b>5,709.56</b>
Net income taxes paid		(137.83)		(522.40)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES (A)</b>		<b>232.04</b>		<b>5,187.16</b>



# Consolidated Statement of Cash Flows

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Acquisition of property, plant and equipment and intangible assets	(1,268.37)		(143.34)	
Proceeds from sale of property, plant and equipment	-		2.59	
Proceeds from fixed deposits placed	6,325.00		17,593.47	
Fixed deposits placed	(2,561.00)		(22,895.77)	
Purchase of Mutual Funds	(1,199.94)		(599.97)	
Proceeds from sale of Mutual Funds	1,206.22		599.97	
Dividend received	-		1.17	
Interest received on deposits and others	257.18		152.00	
<b>NET CASH GENERATED USED IN INVESTING ACTIVITIES (B)</b>		<b>2,759.09</b>		<b>(5,290.86)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Repayment of non-current borrowings from Banks	-		(823.88)	
Finance costs	(71.69)		(151.86)	
Dividend paid	(414.27)		-	
Principal repayment For Lease asset	(32.52)		(21.16)	
Finance Cost on Lease liabilities	(12.12)		(10.56)	
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>		<b>(530.60)</b>		<b>(1,007.46)</b>
<b>NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>		<b>2,460.53</b>		<b>(1,110.18)</b>
<b>Cash and cash equivalents as at Apr 1</b>		21.82		1,132.00
<b>Cash and cash equivalents as at Mar 31</b>		2,482.35		21.82
<b>Net Increase / (decrease) in cash and cash equivalents</b>		<b>2,460.53</b>		<b>(1,110.18)</b>

## Notes :

i. Cash and cash equivalents as at :

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
Cash in hand		3.84		1.52
Balances with banks:				
In current accounts		358.51	18.53	20.30
Deposits with original maturity of less than three months		2,120.00	-	-
<b>Total</b>		<b>2,482.35</b>		<b>21.82</b>

ii. The above statement of consolidated cashflow has been prepared under the indirect method as set out in Indian Accounting standard (IND AS) 7 statement of cashflow

See accompanying notes 1-45 forming an integral part of the Consolidated financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No. 117366W/W-100018

Sd/-  
**Abhijit Bandyopadhyay**  
Partner

Place : New Delhi  
Date : May 12, 2022

Sd/-  
**T. B. Srikanth**  
Company Secretary

Place : New Delhi  
Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN : 02322660

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

Sd/-  
**R Sureshkumar**  
Chief Financial Officer

# Consolidated Statement of Changes in Equity

for the year ended Mar 31, 2022

(All amounts are in ₹ lakhs)

## A) Equity Share capital

Balance as at Apr 1, 2021	Changes in Equity share capital due to Prior Period errors	Restated balance at the beginning of the current reporting Period	Changes in equity share capital during the current year	Balance as at Mar 31, 2022
4,142.68	-	4,142.68	-	4,142.68
Balance as at Apr 1, 2020	Changes in Equity share capital due to Prior Period errors	Restated balance at the beginning of the current reporting Period	Changes in equity share capital during the current year	Balance as at Mar 31, 2021
4142.68	-	4,142.68	-	4,142.68

## B) Other Equity

Particulars	Reserves and Surplus				Total
	Securities premium	Capital reserve	General reserve	Retained earnings	
<b>Balance as at Apr 1, 2020</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>10,426.30</b>	<b>14,240.96</b>
Changes in accounting Policy or prior period errors	-	-	-	-	-
<b>Restated balance as at Apr 1, 2020</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>10,426.30</b>	<b>14,240.96</b>
Profit for the year	-	-	-	591.51	591.51
Re-measurement gain on defined benefit plan (net of tax)	-	-	-	29.67	29.67
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>621.17</b>	<b>621.17</b>
Payment of final dividend	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-
<b>Balance as at Mar 31, 2021</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>11,047.47</b>	<b>14,862.13</b>
Changes in accounting Policy or prior period errors	-	-	-	-	-
<b>Restated balance as at Mar 31, 2021</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>11,047.47</b>	<b>14,862.13</b>
Profit for the year	-	-	-	7.49	7.49
Re-measurement gain on defined benefit plan (net of tax)	-	-	-	2.22	2.22
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9.71</b>	<b>9.71</b>
Payment of final dividend	-	-	-	(414.27)	(414.27)
Transfer to retained earnings	-	-	-	-	-
<b>Balance as at Mar 31, 2022</b>	<b>1,473.49</b>	<b>1,026.10</b>	<b>1,315.07</b>	<b>10,642.91</b>	<b>14,457.57</b>

See accompanying notes 1-45 forming an integral part of the Consolidated financial statements

In terms of our report attached  
For **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's Registration No. 117366W/W-100018

Sd/-  
**Abhijit Bandyopadhyay**  
Partner

Place : New Delhi  
Date : May 12, 2022

Sd/-  
**T. B. Srikanth**  
Company Secretary  
Place : New Delhi  
Date : May 12, 2022

For and on behalf of the Board of Directors

Sd/- <b>Varun Aditya Thapar</b> Director DIN : 02322660	Sd/- <b>Ranjit Mehta</b> Director DIN : 03172264
Sd/- <b>Ramakanth V Akula</b> Chief Executive Officer	Sd/- <b>R Sureshkumar</b> Chief Financial Officer

# Notes to Consolidated Financial Statement

## Corporate Information

The Waterbase Limited ("the Parent"), is a listed entity incorporated in the year 1987 in India, and its subsidiaries (together "the Group") are in the business of manufacturing and sale of Shrimp Feeds and Shrimp Aquaculture for 30 years. The Group is also in the business of Shrimp Hatchery.

## 1. Basis of accounting and Preparation of Consolidated Financial Statement

### 1.1 Statement of Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

### 1.2 Basis of preparation and measurement

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

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 hitherto in use.

### 1.3 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Parent and entities controlled by the Company i.e. its subsidiaries.

Control is achieved when the Company is exposed to, or has rights to the variable returns of the entity and the ability to affect those returns through its power over the entity.

The results of subsidiaries acquired or disposed off during the year are included in the consolidated statement of profit and loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Wherever necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

Intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by- acquisition basis. Subsequent to acquisition, the carrying value of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interests having a deficit balance

# Notes to Consolidated Financial Statement

## 2. Significant Accounting Policies

### 2.1 Property plant and equipment

Property, plant and equipment are initially recognised at cost. The initial cost of property, plant and equipment comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of property, plant and equipment includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition. Property, plant and equipment are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the straight-line method ("SLM") as defined in Schedule II to the Companies Act, 2013. Management believes based on a technical evaluation (which is 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, manufacturers warranties and maintenance support, etc.) that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Asset	Useful live
<b>Building</b>	
Buildings including factory buildings - other than RCC frame structure	30 years
Buildings other than factory buildings - RCC frame structure	60 years
Fences, wells and tube wells	5 Years
Temporary structure	3 years
Non-carpeted road	3 years

Asset	Useful live
<b>Plant and equipment</b>	
Plant and Machinery (including general laboratory equipment)	1-30 years
<b>Furniture and fixtures</b>	1-10 years
<b>Office Equipment</b>	1-5 years
<b>Vehicles</b>	6-10 years
<b>Computers</b>	
Computer - Server and networks	6 years
Computer - Desktops, Laptops	3 years
Computer - Accessories	1 year

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

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 disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in consolidated financial statements.

### 2.2 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any. All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Consolidated Statement of Profit and Loss.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss.

The Group amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

# Notes to Consolidated Financial Statement

Asset	Useful life
Computer software	5-10 years

The estimated useful life is reviewed annually by the management.

## 2.3 Capital work-in-progress and intangible assets under development

Capital work-in-progress / intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

## 2.4 Non-derivative financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

### Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

### Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Group has made an irrevocable election to present subsequent changes in the fair value of

equity investments not held for trading in Other Comprehensive Income.

### Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

### Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments recognised by the Group are measured at the proceeds received net off direct issue cost.

### Offsetting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in consolidated financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 2.5 Impairment

### Financial assets (other than at fair value)

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### Property Plant and Equipment's and intangibles assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of



# Notes to Consolidated Financial Statement

those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Consolidated Statement of Profit and Loss.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

## 2.6 Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including all taxes and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## 2.7 Biological assets

Biological assets of the Group comprises of livestock of shrimps breeders and different phases of shrimp (viz. Zoea, Mysis, Post Larvae, etc.) that are classified as current biological assets. The Group recognises biological assets when, and only when, the Group controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Group and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less costs to sell of biological assets are included in Consolidated Statement of Profit and Loss for the period in which it arises.

## 2.8 Goodwill on Consolidation

Goodwill on consolidation is stated at cost (substituted for restated cost where applicable) less impairment loss, where applicable. On disposal of a subsidiary,

attributable amount of goodwill is included in the determination of the profit and loss recognised in the consolidated statement of profit and loss. Impairment loss, if any to the extent the carrying amount exceeds the recoverable amount is charged off to the consolidated statement of profit and loss as it arises and is not reversed.

For impairment testing, goodwill is allocated to cash generating unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment

## 2.9 Revenue recognition

### Revenue from contract with customers for sale of goods and services

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

A refund liability is recognised for expected returns in relation to sales made corresponding assets are recognised for the products expected to be returned.

The Group recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Group expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer to goods or services to the customer.

### Dividend

Dividend income from investments is recognised when the unconditional right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

### Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

# Notes to Consolidated Financial Statement

## 2.10 Research and Development expenses

Research expenditure is charged to the Consolidated Statement of Profit and Loss. Development costs of products are also charged to the Consolidated Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. Tangible assets used in research and development are capitalised.

## 2.11 Leases

### The Group as a lessee:

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment

testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Consolidated Balance Sheet and lease payments have been classified as financing cash flows.

### The Group as a lessor:

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

## 2.12 Employee benefit expenses

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund and compensated absences.

### Post-employment benefit plans

#### Defined Contribution plans

Payments to defined contribution retirement benefit scheme for eligible employees in the form of superannuation fund are charged as an expense as they fall due. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made.

The Group also makes contribution towards provident fund, in substance a defined contribution retirement benefit plan for qualifying employees. The provident fund is deposited with the Provident Fund Commissioner which is recognized by the Income Tax authorities.

# Notes to Consolidated Financial Statement

## Defined benefit plans

The liability or asset recognised in the consolidated balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income / (expense) on the net defined benefit liability or asset is recognised in the Consolidated Statement of Profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Consolidated Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Gratuity - The Group has an obligation towards gratuity, a defined benefit plan covering eligible employees. The plan provides for lump sum payment to vested employees on retirement, death while in employment or on separation. Vesting occurs upon completion of five years of service. The liability, which is determined by means of an independent actuarial valuation, is partly funded with LIC by the Group.

## Short term employee benefit and other long-term employee benefits

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses during the year in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availing of encashment of such accrued benefit or where the availing or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on

account of the benefit is actuarially determined using the projected unit credit method.

## 2.13 Foreign currency translation

The functional and presentation currency of the Group is Indian rupee

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Consolidated Balance Sheet date and the exchange gains or losses are recognised in the Consolidated Statement of Profit and Loss.

## 2.14 Borrowing cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to other than temporary interruption. All the other borrowing costs are recognised in the Consolidated Statement of Profit and Loss within Finance costs of the period in which they are incurred.

## 2.15 Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker (CODM), in deciding how to allocate resources and assessing performance. The Group's CODM is the CEO.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

# Notes to Consolidated Financial Statement

## 2.16 Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable.

### Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company's expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

## 2.17 Accounting of provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events,

where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Group, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not recognised in the consolidated financial statements unless an inflow of economic benefits is probable.

## 2.18 Dividend to equity shareholders

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders in the general meeting.

## 2.19 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Group by the weighted average number of Ordinary equity shares outstanding during the year.

Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

## 2.20 Use of estimates and judgement

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

# Notes to Consolidated Financial Statement

Judgements consolidated In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimates, which have the most significant effect on the amounts recognised in the consolidated financial statements:

## **Recognition of deferred tax assets**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry- forwards can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

## **Estimates and assumptions**

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

## **Impairment of non- financial assets**

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

## **Inventories**

Management estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

## **Biological Assets**

Management estimates the fair value less costs to sell of biological assets, taking into account the most reliable evidence available at each reporting date. The future realization of these biological assets may be affected by their survival rate, age and / or other market-driven changes that may reduce the future economic benefits associated with such assets. The fair value is arrived

at based on the observable market prices of biological assets adjusted for cost to sells, as applicable.

## **Defined Benefit Obligation (DBO)**

Management's estimate of the DBO is based on a number of critical underlying assumptions such as attrition rate, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses (as analyzed in Note 40).

## **Useful lives of depreciable assets**

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain assets.

## **Fair value measurement of financial instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non- financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

## **Current and non-current classification**

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.



# Notes to Consolidated Financial Statement

## 2.21 New and amended standards adopted by the Group

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

### i) Ind AS 103 - Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

### ii) Ind AS 16 - Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant, and equipment in its financial statements.

### iii) Ind AS 37 - Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Company does not expect the amendment to have any significant impact in its financial statements.

### iv) Ind AS 109 - Annual Improvements to Ind AS (2021)

The amendment clarifies the treatment of any cost or fees incurred by an entity in the process of derecognition of financial liability in case of repurchase of the debt instrument by the issuer. The Company does not expect the amendment to have any significant impact in its financial statements.

### v) Ind AS 106 - Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>3a Property, Plant and Equipment</b>		
<b>Property, plant and equipment ("PPE")</b>		
Freehold land	525.50	525.50
Building	2,804.40	2,791.30
Plant and equipment	2,603.34	2,757.65
Furniture and fixtures	46.88	50.39
Vehicles	204.97	144.37
Office equipment	74.11	72.25
Computers	16.76	13.89
<b>Total</b>	<b>6,275.96</b>	<b>6,355.33</b>

Particulars	Freehold land	Building	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Total PPE
<b>Cost or Deemed Cost</b>								
<b>As at Apr 1, 2020</b>	<b>525.50</b>	<b>3,489.74</b>	<b>5,048.06</b>	<b>127.15</b>	<b>250.00</b>	<b>145.40</b>	<b>101.07</b>	<b>9,686.91</b>
Additions	-	71.26	61.27	6.02	10.66	14.05	1.06	164.32
Disposals	-	-	-	-	(7.45)	-	(0.70)	(8.15)
Transfer	-	-	-	-	-	-	-	-
<b>As at Mar 31, 2021</b>	<b>525.50</b>	<b>3,561.00</b>	<b>5,109.33</b>	<b>133.17</b>	<b>253.21</b>	<b>159.45</b>	<b>101.43</b>	<b>9,843.08</b>
Additions	-	245.08	329.42	3.88	96.97	28.22	10.67	714.24
Disposals	-	-	(31.21)	(3.19)	-	-	-	(34.40)
Transfer	-	-	-	-	-	-	-	-
<b>As at Mar 31, 2022</b>	<b>525.50</b>	<b>3,806.08</b>	<b>5,407.54</b>	<b>133.86</b>	<b>350.18</b>	<b>187.67</b>	<b>112.10</b>	<b>10,522.92</b>
<b>Depreciation and Impairment</b>								
<b>As at Apr 1, 2020</b>	<b>-</b>	<b>617.12</b>	<b>1,897.44</b>	<b>75.97</b>	<b>83.83</b>	<b>61.41</b>	<b>77.17</b>	<b>2,812.94</b>
Depreciation charge for the year	-	152.58	454.24	6.81	30.94	25.79	11.01	681.37
Disposals	-	-	-	-	(5.93)	-	(0.64)	(6.56)
<b>As at Mar 31, 2021</b>	<b>-</b>	<b>769.70</b>	<b>2,351.68</b>	<b>82.78</b>	<b>108.83</b>	<b>87.20</b>	<b>87.54</b>	<b>3,487.74</b>
Depreciation charge for the Period	-	231.98	479.30	7.08	36.37	26.36	7.80	788.89
Disposals	-	-	(26.78)	(2.88)	-	-	-	(29.67)
<b>As at Mar 31, 2022</b>	<b>-</b>	<b>1,001.68</b>	<b>2,804.20</b>	<b>86.98</b>	<b>145.21</b>	<b>113.56</b>	<b>95.34</b>	<b>4,246.97</b>
<b>Carrying Amount</b>								
<b>As at Mar 31, 2021</b>	<b>525.50</b>	<b>2,791.30</b>	<b>2,757.65</b>	<b>50.39</b>	<b>144.37</b>	<b>72.25</b>	<b>13.89</b>	<b>6,355.33</b>
<b>As at Mar 31, 2022</b>	<b>525.50</b>	<b>2,804.40</b>	<b>2,603.34</b>	<b>46.88</b>	<b>204.97</b>	<b>74.11</b>	<b>16.76</b>	<b>6,275.96</b>

**Note:** All the title deeds of all the immovable property (other than properties where Group is the lessee and lease agreements are duly executed in the favour of the lessee) are in the name of the Group.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>3b Capital Work-in-Progress</b>		
Capital Work-in-Progress	343.85	25.97

Particulars	Capital work-in-progress
<b>As at Apr 1, 2021</b>	<b>62.70</b>
Add: Additions	127.59
Less: Capitalizations	(164.32)
<b>As at Mar 31, 2021</b>	<b>25.97</b>
Add: Additions	1,032.12
Less: Capitalizations	(714.24)
<b>As at Mar 31, 2022</b>	<b>343.85</b>

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Ageing schedule of Capital work-in-progress as on Mar 31, 2022 is as follows -

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	330.70	13.15	-	-	343.85
Projects temporarily suspended	-	-	-	-	-

Ageing schedule of Capital work-in-progress as on Mar 31, 2021 is as follows -

Capital work-in-progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	25.97	-	-	-	25.97
Projects temporarily suspended	-	-	-	-	-

**Note:**

The Group doesn't have capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

Particulars	Category of ROU asset Buildings
<b>4 Right of use assets and Lease Liabilities</b>	
<b>Right- of-use (ROU) assets :</b>	
Following are the changes in the carrying value of right of use assets for the year ended Mar 31:	
<b>Cost :</b>	
<b>As at Apr 1, 2020</b>	22.03
Additions	139.63
Disposal	-
<b>As at Mar 31, 2021</b>	<b>161.66</b>
Additions	56.99
Disposal	-
<b>As at Mar 31, 2022</b>	<b>218.65</b>
Amortisation and Impairment	
<b>As at Apr 1, 2020</b>	18.88
Amortisation charge for the year	26.42
<b>As at Mar 31, 2021</b>	<b>45.30</b>
Amortisation charge for the year	36.15
<b>As at Mar 31, 2022</b>	<b>81.45</b>
<b>Carrying amount as at Mar 31, 2021</b>	<b>116.36</b>
<b>Carrying amount as at Mar 31, 2022</b>	<b>137.20</b>

The aggregate amortisation expense on ROU assets is included under depreciation and amortisation expense (Note-28) in the Statement of Profit and Loss.

**Lease Liabilities :**

The following is the break-up of current and non-current lease liabilities as at Mar 31 :

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Current lease liabilities	48.90	25.13
Non-current lease liabilities	97.95	97.26

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

The following is the movement in lease liabilities during the year ended Mar 31 :

Particulars	As at Mar 31, 2022
<b>Cost :</b>	
<b>As at Apr 1, 2020</b>	3.92
Additions	139.63
Disposal	-
	<b>143.55</b>
Finance cost accrued during the year	10.56
Less : Payment of lease liabilities	31.72
<b>As at Mar 31, 2021</b>	<b>122.39</b>
<b>As at Apr 1, 2021</b>	<b>122.39</b>
Additions	56.99
Disposal	-
	<b>179.38</b>
Finance cost accrued during the year	12.12
Less : Payment of lease liabilities	44.65
<b>As at Mar 31, 2022</b>	<b>146.85</b>
<b>Carrying amount as at Mar 31, 2021</b>	<b>122.39</b>
<b>Carrying amount as at Mar 31, 2022</b>	<b>146.85</b>

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The table below provides details regarding the contractual maturities of net investment in ROU as at Mar 31, 2022 on an undiscounted basis:

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
	Within 1 Year	1-5 Years	Within 1 Year	1-5 Years
Non-Cancellable Lease payable	60.12	107.35	35.68	113.00

The Group is obligated under cancellable and non-cancellable leases for office premises, warehouses, etc. Total rental expense under operating lease for the year ended Mar 31, 2022 amounted to ₹ 57.45 Lakhs (For the year ended Mar 31, 2021: ₹ 38.56 Lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>5 Intangible Assets</b>		
Intangible asset		
Computer Software	84.86	106.03

Particulars	Computer Software
<b>Cost or Deemed Cost</b>	
<b>As at Apr 1, 2020</b>	<b>198.82</b>
Additions	2.53
<b>As at Mar 31, 2021</b>	<b>201.35</b>
Additions	-
<b>As at Mar 31, 2022</b>	<b>201.35</b>
<b>Amortisation and Impairment</b>	
<b>As at Apr 1, 2020</b>	<b>74.00</b>
Amortisation charge for the year	21.32
<b>As at Mar 31, 2021</b>	<b>95.32</b>
Amortisation charge for the year	21.17
<b>As at Mar 31, 2022</b>	<b>116.49</b>
<b>Carrying Amount</b>	
<b>As at Mar 31, 2021</b>	<b>106.03</b>
<b>As at Mar 31, 2022</b>	<b>84.86</b>

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>6 Other financial assets</b>		
<b>A. Non Current</b>		
Security deposits	5.29	-
Earmarked balances:		
Deposits with original maturity of more than twelve months (Refer note below)	1.00	1.00
<b>Total</b>	<b>6.29</b>	<b>1.00</b>
<b>B. Current</b>		
Security deposits	10.58	1.68
Interest accrued on deposits	35.12	83.25
Deposits with maturity more than 12 months but maturing within 12 months from the Balance Sheet date	530.00	370.00
<b>Total</b>	<b>575.70</b>	<b>454.93</b>

**Note:**

a) Fixed Deposit of ₹ 1.00 Lakh (As at Mar 31, 2021 : ₹ 1.00 Lakhs) is deposited against locker rent.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>7 Deferred tax assets / liabilities (net)</b>		
Deferred tax assets	665.22	734.67
Deferred tax liabilities	(353.98)	(396.41)
<b>Total</b>	<b>311.24</b>	<b>338.26</b>

Particulars	As at Apr 1, 2021	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at Mar 31, 2022
<b>A. Deferred tax assets</b>				
Allowances for doubtful debts	607.25	(151.61)	-	455.64
Allowances for doubtful advances	45.37	(8.70)	-	36.67
Provision for gratuity and compensated absences	60.92	6.43	(0.75)	66.60
Provision for Inventory	5.25	6.00	-	11.25
Expenditures falling under section 43B of Income Tax Act, 1961	14.36	0.75	-	15.11
Difference between Lease liabilities and Right of Use Assets	1.52	0.91	-	2.43
Carry forward losses -unaborsbed depreciation	-	77.52	-	77.52
	<b>734.67</b>	<b>(68.70)</b>	<b>(0.75)</b>	<b>665.22</b>
<b>B. Deferred tax liabilities</b>				
Difference between book balance and tax balance of property, plant and equipment	368.45	(43.53)	-	324.92
Others	27.96	1.10	-	29.06
	<b>396.41</b>	<b>(42.43)</b>	<b>-</b>	<b>353.98</b>
<b>Net deferred tax assets / (liabilities) (A-B)</b>	<b>338.26</b>	<b>(26.27)</b>	<b>(0.75)</b>	<b>311.24</b>

Particulars	As at Apr 1, 2020	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at Mar 31, 2021
<b>A. Deferred tax assets</b>				
Allowances for doubtful debts	381.88	225.37	-	607.25
Allowances for doubtful advances	44.72	0.65	-	45.37
Provision for gratuity and compensated absences	69.45	1.45	(9.98)	60.92
Provision for Inventory	7.12	(1.87)	-	5.25
Expenditures falling under section 43B of Income Tax Act, 1961	14.76	(0.40)	-	14.36
Difference between Lease liabilities and Right of Use Assets	0.20	1.32	-	1.52
	<b>518.13</b>	<b>226.52</b>	<b>(9.98)</b>	<b>734.67</b>



# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Apr 1, 2020	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at Mar 31, 2021
<b>B. Deferred tax liabilities</b>				
Difference between book balance and tax balance of property, plant and equipment	383.67	(15.22)	-	368.45
Others	19.07	8.89	-	27.96
	<b>402.74</b>	<b>(6.33)</b>	<b>-</b>	<b>396.41</b>
<b>Net deferred tax (liabilities) / assets (A-B)</b>	<b>115.39</b>	<b>232.85</b>	<b>(9.98)</b>	<b>338.26</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>8 Non-current tax asset (net)</b>		
Advance income tax (including tax deducted at source)	296.80	158.99
[Net of Provision ₹ 6,996.41 Lakhs, as at Mar 31, 2021: ₹ 6,996.42 Lakhs]		
<b>Total</b>	<b>296.80</b>	<b>158.99</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>9 Other Assets</b>		
<b>A. Non Current (Unsecured)</b>		
Capital Advances	223.34	38.58
Security Deposits with government authorities	88.58	118.93
Less: Provision for doubtful deposits	(50.24)	(50.24)
	<b>38.34</b>	<b>68.69</b>
Security Deposits with others	148.13	148.13
Less: Provision for doubtful deposits	(2.96)	(2.96)
	<b>145.17</b>	<b>145.17</b>
Prepaid expenses	17.52	12.41
<b>Total</b>	<b>424.37</b>	<b>264.85</b>
<b>B. Current (Unsecured)</b>		
(i) Advances Other than capital advances:		
(a) Advances to related parties (Refer Note below)	0.12	2.60
(b) Advance to suppliers	255.22	239.66
Less: Provision for doubtful advances	(92.47)	(127.04)
	<b>162.75</b>	<b>112.62</b>
(ii) Balance lying with Government Authorities	21.88	23.44
(iii) Prepaid expenses	116.29	108.77
(iv) Employee advances	26.63	14.61
(v) Other Current assets	0.40	-
<b>Total</b>	<b>328.07</b>	<b>262.04</b>

**Note:**

Advance to Suppliers includes advance given to related parties as mentioned below:

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Karam Chand Thapar & Bros. (Coal Sales) Limited (Entity under significant influence of director)	-	2.06
KCT Group Trust (KMP having significant influence)	-	0.42
TWL Employees Gratuity Trust (KMP having significant influence)	0.12	0.12

## Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	Fair Value Input	As at Mar 31, 2022	As at Mar 31, 2021
<b>10 Biological Assets</b>			
Brood Stock	Level 1	10.42	-
Post Larvae	Level 2	7.29	0.24
<b>Total</b>		<b>17.71</b>	<b>0.24</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
As at Opening date	0.24	21.79
Increase due to purchases / production / physical change	62.74	199.61
Decrease due to harvest / physical change/ Sale	(45.27)	(221.16)
Net change in the fair value less estimated cost to sell	-	(0.01)
<b>Total</b>	<b>17.71</b>	<b>0.24</b>

### Note : Details and fair valuation of Biological Assets

Biological assets of the Group are in the nature of Consumable Biological Assets. It is bifurcated into Brood Stock, i.e. the Parents and harvested species which undergo biological transformation under different stages as Nauplii, Zoea, Mysis and Post Larvae. The Group sells the biological assets at Nauplii and Post Larvae Stages. The Brood Stock has a maximum useful life of 5 months for laying eggs. and thereafter these are scrapped.

Biological Assets is measured at fair value less costs to sell, with any change recognised in the Statement of Profit and Loss. Costs to sell are the incremental costs directly attributable to the disposal of biological asset, excluding finance costs and income taxes. Costs to sell include all costs that would be necessary to sell the assets, including direct selling costs.

The transmission phase from Nauplii to Zoea and Mysis are not considered as significant transformation of biological asset and hence Zoea and Mysis are not valued as per Ind AS - 41.

The fair value of biological assets is based on its market condition as on the reporting date. The quoted price in the market is the appropriate basis for determining the fair value of these biological assets.

In the event that market determined prices or values are not available for biological assets in its present condition we use the present value of the expected net cashflows from the asset discounted at a current market determined rate in determining fair value.

Fair Value Inputs are summarised as follows:

**Level 1 Price Inputs** - are quoted prices (unadjusted) in active markets for identical assets or liabilities that can be accessed at the measurement date.

**Level 2 Price Inputs** - are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3 Price Inputs** - are inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>11 Inventories</b>		
(Lower of Cost and Net Realisable Value )		
Raw materials	3,770.20	4,217.52
Work-in-progress	298.74	106.19
Finished goods	1,110.20	835.17
Stock-in-trade (Traded goods)	115.41	129.40
Stores and spares	597.64	525.87
<b>Total</b>	<b>5,892.19</b>	<b>5,814.15</b>
Stock-in-transit:included in :		
Finished goods	-	307.55

### Notes:

- (i) The cost of inventories recognised as an expense during the year is ₹ 23,788.98 Lakhs, (As at Mar 31, 2021: ₹ 15,313.01 Lakhs)

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>12 Trade receivables</b>		
(a) Secured, considered good	2,303.09	2,591.34
(b) Unsecured, considered good	1,695.16	2,214.26
Less: Allowance for Expected Credit Loss	(109.80)	(47.60)
(c) Credit impaired	1,700.60	2,365.20
Less: Allowance for Expected Credit Loss	(1,700.60)	(2,365.20)
<b>Total</b>	<b>3,888.45</b>	<b>4,758.00</b>

- (i) No trade receivable are due from directors or other officers of the Group either severally or jointly with any other person. While the trade receivable due from firms or private companies respectively in which any director is a partner, a director or a member is ₹ Nil (As at Mar 31, 2021 - ₹ Nil).
- (ii) There are 4 major customers having significant balances, i.e. exceeding 5% of the total trade receivables as at Mar 31, 2022 and 3 major customers having significant balances as at Mar 31, 2021 amounting to ₹ 1,758.57 Lakhs and ₹ 1,469.25 Lakhs respectively.
- (iii) Refer Note 38 for information about credit risk and market risk of trade receivables.
- (iv) Trade receivables are generally on terms of 0 to 100 days based upon the credit worthiness of the customers.
- (v) **Ageing schedule of trade receivables as on Mar 31, 2022 outstanding from due date of payment is as follows -**

Particulars	Outstanding for following periods from due date of Payments						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	
Considered good - Secured	293.41	409.97	130.83	30.23	178.73	1,259.92	2,303.09
Considered good - Unsecured	1,023.87	391.99	234.72	44.58	-	-	1,695.16
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - Credit impaired	-	-	4.38	33.17	1,094.42	568.63	1,700.60
	<b>1,317.29</b>	<b>801.96</b>	<b>369.93</b>	<b>107.97</b>	<b>1,273.15</b>	<b>1,828.55</b>	<b>5,698.85</b>
Less: Allowance for Loss							(1,810.40)
<b>Net Trade receivables</b>	<b>1,317.29</b>	<b>801.96</b>	<b>369.93</b>	<b>107.97</b>	<b>1,273.15</b>	<b>1,828.55</b>	<b>3,888.45</b>

**Ageing schedule of trade receivables as on Mar 31, 2021 outstanding from due date of payment is as follows -**

Particulars	Outstanding for following periods from due date of Payments						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	
Considered good - Secured	428.23	536.35	62.25	214.19	981.06	369.26	2,591.34
Considered good - Unsecured	1,479.16	509.26	224.78	1.06	-	-	2,214.26
Trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Trade receivables - Credit impaired	-	6.99	0.06	1,157.43	924.63	276.09	2,365.20
	<b>1,907.39</b>	<b>1,052.60</b>	<b>287.09</b>	<b>1,372.68</b>	<b>1,905.69</b>	<b>645.35</b>	<b>7,170.80</b>
Less: Allowance for Loss							(2,412.80)
<b>Net Trade receivables</b>	<b>1,907.39</b>	<b>1,052.60</b>	<b>287.09</b>	<b>1,372.68</b>	<b>1,905.69</b>	<b>645.35</b>	<b>4,758.00</b>

## (vi) Expected credit loss model

In determining the allowances for credit losses of trade receivables, the Group has used the way of determining the profile of each customer after considering the credit worthiness of them. The provision has been made based upon expected credit loss on the basis of past trend and also based on provision policy framed by management.

## Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

(vii) Movement in the Allowances for Doubtful trade receivables (expected credit loss allowance):

Particulars	For the Year ended Mar 31, 2022	For the Year ended Mar 31, 2021
Balance at beginning of the year	2,412.80	1,517.32
Movement in expected credit loss allowance on trade receivables		
Less: Bad debts written off from opening provision	497.40	-
Add: (Reversal of provision) / Provisions for bad and doubtful debts	(105.00)	895.48
<b>Balance at end of the year</b>	<b>1,810.40</b>	<b>2,412.80</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>13 Cash and cash equivalents</b>		
Cash in hand	3.84	1.52
Balances with banks:		
In current accounts	358.51	20.30
Deposits with original maturity of less than three months	2,120.00	-
<b>Total</b>	<b>2,482.35</b>	<b>21.82</b>

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>14 Other balances with bank</b>		
Earmarked balances:		
Unclaimed dividend account	81.05	122.63
Balances with banks:		
Deposits with original maturity of more than 3 months but less than 12 months (Refer note (a) below)	1,601.77	5,525.77
<b>Total</b>	<b>1,682.82</b>	<b>5,648.40</b>

### Notes:

(a) Fixed Deposit of ₹ 566.77 Lakhs (As at Mar 31, 2021 : ₹ 466.77 Lakhs are pledged against bank guarantees  
[Refer Note 32(c)]

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>15 Equity Share capital</b>		
<b>Authorised :</b>		
6,00,00,000 equity shares of ₹ 10/- each	6,000.00	6,000.00
(Mar 31, 2021 : 6,00,00,000 equity shares of ₹ 10/- each)		
5,00,000 Preference shares of ₹ 100/- each	500.00	500.00
(Mar 31, 2021 : 5,00,000 Preference shares of ₹ 100/- each)		
<b>Issued :</b>		
4,14,26,779 equity shares of ₹ 10 each	4,142.68	4,142.68
(Mar 31, 2021: 4,14,26,779 equity shares of ₹ 10/- each)		
<b>Subscribed and fully paid up:</b>		
4,14,26,779 equity shares of ₹ 10 each	4,142.68	4,142.68
(Mar 31, 2021: 4,14,26,779 equity shares of ₹ 10/- each)		

### Terms and rights attached to equity shares:

The Group has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

## b. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
<b>Equity shares with Voting rights</b>				
At the beginning of the year	4,14,26,779	4,142.68	4,14,26,779	4,142.68
Movement during the year	-	-	-	-
At the end of the year	4,14,26,779	4,142.68	4,14,26,779	4,142.68

## c. Shares held by holding company

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
<b>Equity shares of ₹ 10 each with Voting rights</b>				
Nav Srijit Shakthi Telangana Private Limited	2,19,34,545	2,193.45	2,19,34,545	2,193.45

## d. Details of shareholders holding more than 5% shares in the company

Particulars	As at Mar 31, 2022		As at Mar 31, 2021	
<b>Equity shares of ₹ 10 each with Voting rights</b>				
Nav Srijit Shakthi Telangana Private Limited	2,19,34,545	52.95%	2,19,34,545	52.95%
Karam Chand Thapar & Bros. (Coal Sales) Limited	32,41,719	7.83%	32,41,719	7.83%
KCT Financial & Management Services Private Limited (Formerly KCT Management Services Private Limited)	30,01,269	7.24%	29,47,269	7.11%

## e. Aggregate Number of Shares allotted as fully paid-up pursuant to a Scheme of Amalgamation without payment being received in cash during the five years immediately preceding the Balance Sheet date

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019	As at Mar 31, 2018
<b>Issued, Subscribed and Fully Paid-Up</b>					
Equity shares of ₹ 10 each with Voting rights					
Number of Shares	28,23,529	28,23,529	28,23,529	28,23,529	28,23,529

## f. Details of shares held by promoters at the end of the year

Disclosure of shares held by promoters as at Mar 31, 2022 and Mar 31, 2021 is as follows -

Particulars	As at Mar 31, 2022		As at Mar 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
<b>Equity shares of ₹ 10 each with Voting rights</b>					
Vikramaditya Mohan Thapar	53,750	0.13%	53,750	0.13%	0.00%
Jyoti thapar	73,500	0.18%	73,500	0.18%	0.00%
Varun aditya thapar	1,69,800	0.41%	1,69,800	0.41%	0.00%
Nitasha thapar	51,875	0.13%	51,875	0.13%	0.00%
Ayesha thapar	51,875	0.13%	51,875	0.13%	0.00%
Nav Srijit Shakthi Telangana Private Limited	2,19,34,545	52.95%	2,19,34,545	52.95%	0.00%
Karam Chand Thapar & Bros. (Coal Sales) Limited	32,41,719	7.83%	32,41,719	7.83%	0.00%
KCT Financial & Management Services Private Limited (Formerly KCT Management Services Private Limited)	30,01,269	7.24%	29,47,269	7.11%	0.13%



# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>16 Other Equity</b>		
Securities premium	1,473.49	1,473.49
Capital reserve	1,026.10	1,026.10
General reserve	1,315.07	1,315.07
Retained earnings	10,642.91	11,047.47
<b>Total</b>	<b>14,457.57</b>	<b>14,862.13</b>

## a. Securities premium

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	1,473.49	1,473.49
Movement during the year	-	-
<b>Closing Balance</b>	<b>1,473.49</b>	<b>1,473.49</b>

## b. Capital reserve

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	1,026.10	1,026.10
Movement during the year	-	-
<b>Closing Balance</b>	<b>1,026.10</b>	<b>1,026.10</b>

## c. General reserve

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	1,315.07	1,315.07
Movement during the year	-	-
<b>Closing Balance</b>	<b>1,315.07</b>	<b>1,315.07</b>

## d. Retained earnings

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Opening Balance	11,047.47	10,426.29
Profit for the year	7.49	591.51
Effect on transition to Ind AS - 116 : Leases (net of tax)	-	-
Other Comprehensive Income for the year (net of tax)	2.22	29.67
Payment of final dividend	(414.27)	-
<b>Closing Balance</b>	<b>10,642.91</b>	<b>11,047.47</b>

The Board of Directors has recommended a final dividend of ₹ Nil for the financial year ended Mar 31, 2022 (₹ 1/- per equity share recommended for the financial year ended Mar 31, 2021).

### Notes:

#### (i) Securities premium account:

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Indian Companies Act, 2013 (the "Companies Act").

#### (ii) Capital reserve

Capital reserve represents a resource created by accumulated capital surplus and remain invested in the business for set off against any capital expenditure. This will not be distributed as dividends. The Group recognizes profit or loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## (iii) General reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn.

## (iv) Retained earnings

Retained earnings comprises of the Group's undistributed earnings after taxes. Such appropriations are free in nature.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>17 Provisions</b>		
<b>A. Non-current</b>		
<b>Provision for employee benefits:</b>		
Gratuity [Refer note 37]	133.59	127.62
Compensated absences [Refer note 37]	111.81	104.46
<b>Total</b>	<b>245.40</b>	<b>232.08</b>
<b>B. Current</b>		
<b>Provision for employee benefits:</b>		
Compensated absences [Refer note 37]	19.23	9.97
<b>Provision for Statutory authorities :</b>		
Customs duty [Refer note below]	28.52	19.57
<b>Total</b>	<b>47.75</b>	<b>29.54</b>

### Note:

Represents Customs duty provision made for expected demand to be received from the department for short assessment and short payment of custom duty on imports made by the Group .Outflow of the same is expected within next 12 months.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>18 Trade payables</b>		
Trade payables to micro enterprises and small enterprises	139.32	106.15
<b>Sub Total (A)</b>	<b>139.32</b>	<b>106.15</b>
Trade payables other than micro enterprises and small enterprises	-	-
Related Parties	82.34	16.30
Others	2,315.33	2,822.52
<b>Sub Total (B)</b>	<b>2,397.67</b>	<b>2,838.82</b>
<b>Total (A + B)</b>	<b>2,536.99</b>	<b>2,944.97</b>

Ageing schedule of trade payables as on Mar 31, 2022 outstanding from due date of payments is as follows -

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	139.32	-	-	-	-	139.32
ii) Others	2,138.11	151.30	10.43	2.51	86.63	2,388.98
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	<b>2,277.43</b>	<b>151.30</b>	<b>10.43</b>	<b>2.51</b>	<b>86.63</b>	<b>2,528.30</b>
<b>Accrued Payables (not due)</b>						
- MSME						-
- Others						8.69
<b>Total</b>						<b>2,536.99</b>

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Ageing schedule of trade payables as on Mar 31, 2021 outstanding from due date of payments is as follows -

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	105.18	0.97	-	-	-	106.15
ii) Others	1,830.29	924.90	18.67	1.40	45.73	2,820.99
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	<b>1,935.47</b>	<b>925.87</b>	<b>18.67</b>	<b>1.40</b>	<b>45.73</b>	<b>2,927.14</b>
<b>Accrued Payables (not due)</b>						
- MSME						-
- Others						17.83
<b>Total</b>						<b>2,944.97</b>

## Notes:

- (i) Refer Note 38 for information on Liquidity risk and market risk of Trade Payables.
- (ii) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
(a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at end of the year	139.32	106.15
(b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at the end of the year	-	-
(c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(d) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(e) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(f) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
(g) Further interest remaining due and payable for earlier years	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>19 Other financial liabilities</b>		
<b>Current</b>		
Liabilities for expenses	604.50	1,218.73
Payable to employees	206.45	212.12
Unclaimed dividend #	81.05	122.63
Creditors for capital works	104.92	53.44
Security deposits	-	220.00
<b>Total</b>	<b>996.92</b>	<b>1,826.92</b>

# An amount of Rs.15.92 lakhs has been transferred to the Investor Education and Protection fund under Section 125 of The Companies Act, 2013 during the financial year ended Mar 31, 2022 (Rs. Nil for the financial year ended Mar 31, 2021).

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>20 Other liabilities</b>		
<b>Current</b>		
Statutory remittances	66.45	66.25
Advances from customers	107.25	99.41
<b>Total</b>	<b>173.70</b>	<b>165.66</b>

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>21 Revenue from operations</b>		
<b>Revenue from operations</b>		
(a) Manufactured #	26,297.15	19,731.68
(b) Traded	2,367.42	950.38
<b>Revenue from services</b>		
(a) Rental income	173.96	306.35
<b>Other operating revenues</b>		
(a) Export incentives	253.55	37.54
(b) Scrap sales	64.77	34.13
(c) Others	716.10	91.33
<b>Total</b>	<b>29,872.95</b>	<b>21,151.41</b>

# Revenue from manufactured goods includes export sales outside India made by the Company amounting to ₹ 4,939.32 Lakhs (for the year ended Mar 31, 2021 ₹ 657.32 Lakhs).

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>22 Other Income</b>		
<b>Interest Income</b>		
(a) On deposits carried at amortised cost	202.53	217.39
(b) Others	6.52	7.31
Dividend income - from current investment	-	1.17
Net profit on sale of property plant and equipment	-	1.01
Insurance claim received	-	26.90
Liability no longer required written back	13.67	11.07
Recovery of bad debts earlier written off	31.00	0.50
Profit on Sale of Mutual fund	6.28	-
Others	-	0.01
<b>Total</b>	<b>260.00</b>	<b>265.36</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>23 Cost of materials consumed</b>		
Opening stock	4,217.52	5,446.68
Add: Purchases	19,919.98	12,525.57
	24,137.50	17,972.25
Less: Closing stock	3,770.20	4,217.52
<b>Total consumption of raw materials</b>	<b>20,367.30</b>	<b>13,754.73</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>Details of materials consumed</b>		
Soya	3,995.47	3,295.09
Fish meal	4,357.70	5,087.41
Raw and processed shrimps	4,119.59	839.71
Other materials	7,894.54	11,145.09
<b>Total</b>	<b>20,367.30</b>	<b>20,367.30</b>

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>24 Purchase of stock-in-trade</b>		
Shrimp feeds, processed crabs and others	1,972.52	538.83
<b>Total</b>	<b>1,972.52</b>	<b>538.83</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>25 Changes in inventories of finished goods, work in progress, stock in trade and biological assets</b>		
<b>Inventories at the end of the year :</b>		
(a) Finished goods	1,110.20	527.62
(b) Work-in-progress	298.74	106.19
(c) Stock-in-trade	115.41	129.40
(d) Biological assets	17.71	21.79
	<b>1,542.06</b>	<b>785.00</b>
<b>Inventories at the beginning of the year :</b>		
(a) Finished goods	527.62	2,643.80
(b) Work-in-progress	106.19	73.21
(c) Stock-in-trade	129.40	63.79
(d) Biological assets	21.79	43.75
	<b>785.00</b>	<b>2,824.55</b>
<b>(Increase) / Decrease in Inventories</b>	<b>(471.06)</b>	<b>(385.64)</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>26 Employee benefits expense</b>		
Salaries, wages and bonus	2,279.43	1,816.55
Contribution to provident, gratuity and other funds [Refer note 37]	152.14	138.06
Staff welfare expenses	127.91	103.42
<b>Total</b>	<b>2,559.48</b>	<b>2,058.03</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>27 Finance costs</b>		
Interest on borrowings:		
(i) Term Loans	-	30.52
(i) Cash credit and working capital demand loan	-	5.51
(iii) Car Loans	-	2.28
Interest on others	0.56	43.28
Other borrowing costs	71.13	55.82
Interest on Lease liabilities (Refer note 4)	12.12	10.56
<b>Total</b>	<b>83.81</b>	<b>147.97</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>28 Depreciation and amortization expenses</b>		
Depreciation on Property, plant and equipment (Refer note 3a)	788.89	681.37
Amortisation on Right to Use Asset(Refer note 4)	36.36	26.42
Amortization on Intangible assets (Refer note 5)	21.17	21.32
<b>Total</b>	<b>846.42</b>	<b>729.11</b>



# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>29 Other expenses</b>		
Consumption of stores and spares	635.39	332.78
Power and fuel	480.06	379.43
Rent (Refer note 4)	57.45	38.56
Processing charges	178.76	98.08
Repairs and maintenance:		
Plant and machinery	53.58	42.50
Buildings	14.37	6.25
Others	175.04	147.58
Vehicle maintenance	15.87	11.22
Contract Labour	314.70	204.73
Security charges	84.22	76.36
Insurance	85.60	57.84
Rates and taxes	145.36	28.32
Freight outward	545.36	132.23
Selling expenses	49.89	41.53
Payment discount	723.41	476.06
Professional charges	347.83	282.64
Travelling expenses	302.49	205.71
Business communication expenses	21.84	19.12
Auditors' remuneration (excluding indirect tax):		
(i) As auditors - audit fees	13.11	13.11
(ii) For other services		
(a) Tax audit fees	1.50	1.50
(b) Limited Review and Other Services	8.00	7.50
(iii) For reimbursement of expenses	0.02	-
Corporate social responsibility expenses [Refer note 34]	68.42	91.34
Directors' commission	-	17.20
Directors' sitting fees	11.30	9.20
Net loss on foreign currency transactions	27.02	1.04
Loss on fair valuation of biological assets	-	(0.01)
Net loss on sale of property plant and equipment	4.73	-
Bad Debts written off	497.40	-
(Reversal of provision) / Provisions for bad and doubtful debts	(602.41)	895.49
(Reversal of provision) / Provisions for doubtful advances	(34.58)	2.59
Litigation Settlement [Refer note 32(b)]	160.24	-
Provision for Inventories	11.78	(7.43)
Advertisement	89.43	10.18
Miscellaneous expenses	253.53	143.08
<b>Total</b>	<b>4,740.71</b>	<b>3,765.73</b>

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>30 Tax expenses</b>		
30.a. Income tax recognised in Standalone Statement of Profit and Loss		
<b>Current tax</b>		
In respect of current year	-	449.36
	-	<b>449.36</b>
30.b. Deferred tax recognised in Standalone Statement of Profit and Loss		
<b>Deferred tax</b>		
In respect of current year	26.28	(232.86)
	26.28	(232.86)
<b>Total</b>	<b>26.28</b>	<b>216.50</b>

**Note:** Reconciliation of the accounting profit to the income tax expense for the year is summarised below:

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>Profit before tax</b>	33.77	808.01
Income tax expense calculated at 25.168%	8.50	203.36
Effect of losses of subsidiary not subject to tax	0.57	0.37
Effect of expenses that are not deductible in determining taxable profit	17.21	12.77
<b>Total</b>	<b>26.28</b>	<b>216.50</b>

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
30.c. Income tax recognised in other comprehensive income		
<b>Deferred tax</b>		
Arising on remeasurement gain on defined benefit plans	0.75	9.98
<b>Total</b>	<b>0.75</b>	<b>9.98</b>

## 31 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

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

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Profit after tax	7.49	591.51
Weighted Average Number of Equity Shares for Basis EPS	4,14,26,779	4,14,26,779
Weighted Average Number of Equity Shares for Diluted EPS	4,14,26,779	4,14,26,779
Face Value of Share (₹)	10	10
Earnings Per Share - Basic (₹)	0.02	1.43
Earnings Per Share - Diluted (₹)	0.02	1.43

## 32 Contingent Liabilities

The Group is involved in a number of judicial, appellate and arbitration proceedings (including those described below) concerning matters arising in the course of conduct of the Group's businesses. A summary of claims asserted on the Group in respect of these cases have been summarised below.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## a. Tax contingencies

Amounts in respect of claims asserted by various revenue authorities on the Group, in respect of taxes, which are in dispute, have been tabulated below:

Nature of Tax	As at Mar 31, 2022	As at Mar 31, 2021
Custom duty	535.36	535.36
Excise duty	57.58	57.58
Service tax	2.99	2.99
Sales tax	15.33	2.38
Income tax	71.27	243.55

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Group may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period.

## b. Amount in respect of other Claims

Nature of Claim	As at Mar 31, 2022	As at Mar 31, 2021
Claims related to contractual disputes	-	79.66

During the financial year 2021-22, claims related to contractual disputes has been settled for ₹ 230 lakhs. An amount of ₹ 69.76 lakhs disclosed in the form of depreciation (Refer Note no 28) and ₹ 160.24 lakhs disclosed as Litigation Settlement (Refer Note 29) in the other expenses.

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

- plaintiffs/parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;
- the proceedings are in early stages;
- there is uncertainty as to the outcome of pending appeals or motions or negotiations; and/or
- there are significant factual issues to be resolved.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Group's financial condition, though the outcomes could be material to the Group's operating results for any particular period, depending, in part, upon the operating results for such period.

## c. Financial Guarantee

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
Bank Guarantee to Commissioner of Customs (India), US Customs & Border Protection	498.09	240.06

For Local bank guarantee 100% and for Foreign bank guarantee 125% of the guarantee with SBI and 100% of guarantee with Axis bank value is maintained as a fixed deposits with banks.

- In respect of the Contingent Liabilities mentioned in Note 32.a and 32.b above, pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any. In respect of matters mentioned in Note 32.c above, the cash outflows, if any, could generally occur during the validity period of the respective guarantees in the event of default, if any, by the concerned beneficiaries. The Group does not expect any reimbursements in respect of the above contingent liabilities.

## Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021
<b>33 Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for [Net of advances ₹ 223.34 Lakhs ; as at Mar 31, 2021 ₹ 38.58 Lakhs]	696.17	34.22

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
<b>34 Details of Corporate Social Responsibility expenditure</b>		
Gross amount required to be spent by the Company during the year	68.42	91.34
<b>Amount spent during the year #</b>		
(i) Construction/acquisition of any assets	68.42	91.34
(ii) On purposes other than (i) above	-	-
Shortfall at the end of the year	-	-
Total of previous year shortfall	-	-
Reason for shortfall	NA	NA
Nature of CSR activities	Promotion of Education	Promotion of Education, Promotion of Sports and COVID-19 relief activities

# spent by KCT Group Trust (KMP having significant influence) towards various schemes of Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Companies Act, 2013.

### 35 Segment information

The Group principally engaged in a single business segment viz., Shrimp Aquaculture Manufacturing and Trading. The financial performance relating to this single business segment is evaluated regularly by the Chief Executive Officer (Chief Operating Decision Maker). Sale outside India is exceeded the reportable threshold limit, thus geographical segment information is given as follows -

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Revenue from Operations		
(a) Within India	23,725.25	20,024.74
(b) Outside India	4,939.32	657.32
<b>Total</b>	<b>28,664.57</b>	<b>20,682.06</b>

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## 37 Related Party Disclosures

S.No.	Name of the Related Party	Relationship
1	Nav Srijit Shakti Telangana Private Limited	Holding Company
2	Indian City Properties Limited	Entity under significant influence
3	Karam Chand Thapar & Bros. (Coal Sales) Limited (Formerly KCT Management Services Private Limited)	Entity under significant influence
4	KCT Financial & Management Services Private Limited	Entity under significant influence
5	Avitech Nutrition Private Limited	Entity under significant influence
6	Handy Waterbase India Private Limited	Entity under significant influence
7	Mr.Vikramaditya Mohan Thapar	Non-Executive Director and Chairman
8	Ms.Shashikala venkatraman	Non-Executive Independent Director
9	Mr.Varun Aditya Thapar	Non-Executive Director
10	Mr.Rahul Kapur	Non-Executive Independent Director
11	Mr.Anil Kumar Bhandari	Non-Executive Independent Director
12	Mr.Ranjit Mehta	Non-Executive Independent Director
13	Mr. Ramakanth V Akula	Chief Executive Officer
14	Mr. R. Sureshkumar	Chief Financial Officer
15	Mr.R.Achuthan	Company Secretary (till Feb 24, 2021)
16	Mr. T.B.Srikanth	Company Secretary & Compliance Officer (from May 27, 2021)
17	Ms.Nitasha Thapar	Relative of Non-Executive Director
18	Ms.Ayesha Thapar	Relative of Non-Executive Director
19	Ms.Jyoti Thapar	Relative of Non-Executive Director
20	KCT Group trust	KMP having significant influence
21	TWL Employees Gratuity Trust	KMP having significant influence

### Transactions during the year

Particulars	Name of the Related party	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Purchase of Goods	Avitech Nutrition Private Limited	350.75	105.04
	Handy Waterbase India Private Limited	13.00	4.45
Service Provided	Karam Chand Thapar & Bros. (Coal Sales) Limited	3.19	9.87
Service Received	Karam Chand Thapar & Bros. (Coal Sales) Limited	53.45	72.32
	KCT Financial & Management Services Private Limited	12.47	18.29
Advance Given	Saatatya Vistaar Oorja Bengaluru Private Limited	2.64	1.00
Dividend Paid	Nav Srijit Shakti Telangana Private Limited	219.35	-
	Karam Chand Thapar & Bros. (Coal Sales) Limited	32.42	-
	KCT Financial & Management Services Private Limited	29.47	-
	Mr.Vikramaditya Mohan Thapar	0.54	-
	Mr.Varun Aditya Thapar	1.70	-
	Ms.Nitasha Thapar	0.52	-
	Ms.Ayesha Thapar	0.52	-
	Mrs.Jyoti Thapar	0.74	-
	Mr. Ramakanth V Akula (Refer #)	---	-
	Mr. R. Sureshkumar (Refer #)	---	-
	Mr.T.B.Srikanth (Refer #)	---	-
Rent Paid	Karam Chand Thapar & Bros. (Coal Sales) Limited	35.68	31.72
	Indian City Properties Limited	0.54	0.62
Paid for Test Charges	KCT Group trust	2.98	1.16
Payments towards CSR	KCT Group trust	68.42	91.34



## Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	Name of the Related party	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Remuneration	Mr. Ramakanth V Akula	194.03	199.74
	Mr. R. SureshKumar	79.65	72.54
	Mr. R.Achuthan	-	18.41
	Mr. T.B Srikanth	13.50	-
Director's Commission	Mr. Vikramaditya Mohan Thapar	-	2.87
	Mr. Varun Aditya Thapar	-	2.87
	Mr. Rahul Kapur	-	2.87
	Mr. Anil Kumar Bhandari	-	2.87
	Mr. Ranjit Mehta	-	2.87
	Mrs. Shashikala venkatraman	-	2.87
Director's sitting fees	Mr.Vikramaditya Mohan Thapar	1.20	1.20
	Mr.Varun Aditya Thapar	2.00	1.55
	Mr.Rahul Kapur	2.30	1.60
	Mr.Anil Kumar Bhandari	2.30	2.00
	Mr.Ranjit Mehta	2.30	1.50
	Mrs.Shashikala venkatraman	1.20	1.35

---# includes an amount below ₹ 0.01 lakhs for Final dividend of ₹ 1/- per Equity share payable to Mr. Ramakanth Akula (5 No. of Equity Shares), Mr. R. Sureshkumar (1 No.of Equity Share) and Mr. T. B. Srikanth (1 No.of Equity Share) for the financial year 2020-21 which is duly approved by shareholders in the AGM dated 23.09.2021. As the figures above are represented in ₹ in lakhs the same is disclosed as a footnote due to negligible value.

### Balances as at the end of the year

Particulars	Name of the Related party	As at Mar 31, 2022	As at Mar 31, 2021
Trade Payables	Handy Waterbase India Private Limited	0.60	0.16
	Avitech Nutrition Private Limited	81.74	12.66
	KCT Management Services Private Limited	-	1.64
	Karam Chand Thapar & Bros. (Coal Sales) Limited	-	2.79
	KCT Group Trust	-	0.05
	Indian City Properties Limited	0.55	0.84
Receivable	KCT Group Trust	-	0.42
Other advance Receivable	TWL Employees Gratuity Trust	0.12	0.12
Other Payables	Mr. Vikramaditya Mohan Thapar	-	2.87
	Mrs. Shashikala Venkatraman	-	2.87
	Mr. Varun Aditya Thapar	-	2.87
	Mr. Rahul Kapur	-	2.87
	Mr. Anil Kumar Bhandari	-	2.87
	Mr. Ranjit Mehta	-	2.87

### Terms and Conditions of transactions with related parties

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided for any related party payables.

The remuneration of key management personnel during the year was as follows:

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Short-term benefits	275.06	279.26
Post-employment benefits ##	12.12	11.43

## As the liabilities for gratuity and compensated absences are provided on actuarial basis for the Group as a whole, the amounts pertaining to KMP are not separately available hence not included.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## 37 Employee benefit plans

### Defined contribution plans

The Group participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the year by them at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior month's contributions that were not due to be paid until after the end of the reporting period.

The Group contributes to employee state insurance funds for eligible employees covered under Employee State Insurance Act, 1948 and other labour welfare funds and has recognised, in the Statement of Profit and Loss for the year ended Mar 31, 2022, an amount of ₹ 2.48 Lakhs (for the year ended Mar 31, 2021 ₹ 3.47 Lakhs) as expenses under the said defined contribution plans.

Particulars	For the year ended Mar 31, 2022	For the year ended Mar 31, 2021
Contribution to Employee State Insurance Fund	2.43	3.42
Contribution to other Labour welfare Fund	0.05	0.05

### Provident Fund

In accordance with Indian law, eligible employees of the Group are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary).

Provident Fund contributions in respect of employees other than those covered under Government administered Provident Fund are made to Trust administered by the Group and such Trust invests funds following a pattern of investments prescribed by the Government. Both the employer and employee contribute to this Fund and such contributions together with interest accumulated thereon are payable to employees at the time of their separation from the Group or retirement, whichever is earlier. The benefit vests immediately on rendering of services by the employee. The interest rate payable to the members of the Trust is not lower than the rate of interest declared annually by the Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Group. During the year, the Group has recognised ₹ 101.25 Lakhs (for the year ended Mar 31, 2021 ₹ 85.98 Lakhs) as contribution in the Statement of Profit and Loss A/c.

The Company offers the following employee benefit schemes to its employees:

### Defined benefit plans

#### i. Gratuity

#### Other long term employee benefits

#### ii. Compensated absences

#### Defined Benefit Plan -Gratuity

The following table sets out the funded status of the defined benefit plans and unfunded status other long term benefits and the amount recognised in the financial statements:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Components of employer expense</b>		
Current service cost	40.92	39.12
Past service cost	-	-
Interest cost	18.13	18.35
Expected return on plan assets	(10.63)	(8.85)
Curtailment cost / (credit)	-	-
Settlement cost / (credit)	-	-
Past service cost	-	-
<b>Total expense recognised in the Statement of Profit and Loss Account</b>	<b>48.42</b>	<b>48.62</b>
Actuarial losses / (gains)		

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Return on Plan Assets (excluding interest income)	1.92	2.67
Actuarial losses / (gains) arising from changes in demographic assumptions	2.01	-
Actuarial losses / (gains) arising from changes in financial assumptions	(11.01)	(8.62)
Actuarial losses / (gains) arising from changes in experience adjustments	4.10	(33.70)
<b>Total expense recognised in the other Comprehensive Income</b>	<b>(2.97)</b>	<b>(39.65)</b>
<b>Total expense recognised in the Total Comprehensive Income</b>	<b>45.45</b>	<b>8.97</b>
Actual contribution and benefit payments for year		
Actual benefit payments	37.25	23.10
Actual contributions	39.47	48.23
<b>Net asset / (liability) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	296.42	279.51
Fair value of plan assets	162.83	151.89
Status [Surplus / (Deficit)]	(133.59)	(127.62)
Unrecognised past service costs		
<b>Net liability recognised in the Balance Sheet</b>	<b>(133.59)</b>	<b>(127.62)</b>
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	279.51	287.46
Current service cost	40.92	39.12
Interest cost	18.13	18.35
Actuarial losses / (gains)	(4.89)	(42.32)
Past service cost		
Actuarial losses / (gains) arising from changes in demographic assumptions	2.01	-
Actuarial losses / (gains) arising from changes in financial assumptions	(11.01)	(8.62)
Actuarial losses / (gains) arising from changes in experience adjustments	4.10	(33.70)
Benefits paid	(37.25)	(23.10)
<b>Present value of DBO at the end of the year</b>	<b>296.42</b>	<b>279.51</b>
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	151.89	120.58
Expected return on plan assets	10.63	8.85
Actual Group contributions	39.47	48.23
Actuarial gains	(1.92)	(2.67)
Benefits paid	(37.25)	(23.10)
<b>Plan assets at the end of the year</b>	<b>162.83</b>	<b>151.89</b>
Composition of the plan assets is as follows:		
Assets under scheme of insurance *	100%	100%
* in the absence of detailed information regarding plan assets which is funded with insurance companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.		
<b>Actuarial assumptions</b>		
Discount rate	6.89%	6.95%
Salary escalation	7.00%	7.00%
Mortality tables	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
<b>Expected total benefit payments</b>		
Year 1	32.74	6.89
Year 2	34.17	7.50
Year 3	32.65	9.96
Year 4	36.16	10.12
Year 5	50.49	17.13
More than 5 years	153.77	183.34

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

## Sensitivity analysis:

The increase / (decrease) of the defined benefit obligation to changes in the weighted principal assumptions are:

Sensitivity	Gratuity	
	2021-22	2020-21
DBO at Mar 31 with discount rate -1.0 %	313.89	309.85
DBO at Mar 31 with discount rate +1.0 %	280.62	253.39
DBO at Mar 31 with -1% salary escalation	281.74	255.38
DBO at Mar 31 with +1% salary escalation	312.36	307.18
DBO at Mar 31 with 90% mortality escalation	296.38	279.47
DBO at Mar 31 with 110% mortality escalation	296.44	279.54
DBO at Mar 31 with 90% attrition escalation	296.39	279.59
DBO at Mar 31 with 110% attrition escalation	296.40	279.42

## Other long term Employee Benefits - Compensated Absence:

The Group provides for accumulation of leave by certain categories of its employees. These employees can carry forward a portion of the unutilised leave balances and utilise it in future periods or receive cash in lieu thereof as per the Group's policy. The Group records a provision for leave obligations in the period in which the employees render the services that increases this entitlement.

The total provision recorded by the Group towards this obligation as at year ended Mar 31, 2022 is ₹ 131.04 Lakhs (Mar 31, 2021: ₹ 114.43 Lakhs). The Group does not have an unconditional right to defer settlement for any of these obligations, however, based on past experience, the Group does not expect all employees to take full amount of accrued leave or require payment within the next twelve months, hence the amount of the provision is presented as both non current and current.

These plans typically expose the Group to actuarial risks are as follows:

Credit risk	If the scheme is insured and fully funded on projected unit credit basis there is a credit risk to the extent the insurer(s) is/ are unable to discharge their obligations including failure to discharge in timely manner.
Pay-as-you-go risk	For unfunded schemes financial planning could be difficult as the benefits payable will directly affect the revenue and this could be widely fluctuating from year to year. Moreover there may be an opportunity cost of better investment returns affecting adversely the cost of the scheme.
Discount rate risk	The Group is exposed to the risk of fall in discount rate. A fall in discount rate will eventually increase in the ultimate cost of providing the above benefit thereby increasing the value of the liability.
Liquidity risk	This risk arises from the short term asset and liability cash-flow mismatch thereby causing the Group being unable to pay the benefits as they fall due in the short term. Such a situation could be the result of holding large illiquid assets disregarding the results of cash-flow projections and cash outflow inflow mismatch. (or it could be due to insufficient assets/cash.)
Demographic risk	In the valuation of the liability certain demographic (mortality and attrition rates) assumptions are inherent. The Group is exposed to this risk to the extent of actual experience eventually being worse compared to that assumed thereby causing an increase in the scheme cost.
Regulatory risk	New Act/Regulations may come up in future which could increase the liability significantly.
Future salary increase risk	The scheme cost is very sensitive to the assumed future salary escalation rates for all final salary defined benefit schemes. If actual future salary escalations are higher than that assumed in the valuation actual scheme cost and hence the value of the liability will be higher than that estimated.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## 38 Financial Instruments

### 38.1 Capital Management

The Group's capital management objective is to maintain an optimal debt-equity structure so as to reduce the cost of capital, thereby enhancing returns to shareholders. The Group also has a policy of making judicious use of various available debt instruments within its overall working capital drawing limit. This interest arbitrage helps the Group to contain / reduce the cost of capital.

#### 38.1.1 Gearing ratio

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 2022	As at March 2021
Debt (A)	-	-
Cash and cash equivalents (B)	2,482.35	21.82
<b>Net debt (A-B)</b>	<b>(2,482.35)</b>	<b>(21.82)</b>
<b>Total Equity (Equity + Net Debt)</b>	<b>18,600.25</b>	<b>19,004.81</b>
Net debt to equity ratio (%)	-13.35%	-0.11%

### 38.2 Categories of financial instruments

The following table presents carrying amount and fair value of each category of financial assets and liabilities for the year ended :

As at March 2022	Amortised cost	Fair value through Statement of Profit and Loss	Total Carrying Value	Total Fair Value
<b>Financial assets</b>				
Trade receivables	3,888.45	-	3,888.45	3,888.45
Other financial assets	581.99	-	581.99	581.99
Cash and bank balances	4,165.17	-	4,165.17	4,165.17
<b>Total financial assets</b>	<b>8,635.61</b>	<b>-</b>	<b>8,635.61</b>	<b>8,635.61</b>
<b>Financial liabilities</b>				
Lease Liabilities	146.86	-	146.86	146.86
Trade payables	2,536.99	-	2,536.99	2,536.99
Other financial liabilities	996.92	-	996.92	996.92
<b>Total financial liabilities</b>	<b>3,680.77</b>	<b>-</b>	<b>3,680.77</b>	<b>3,680.77</b>
<b>Total</b>	<b>4,954.84</b>	<b>-</b>	<b>4,954.84</b>	<b>4,954.84</b>

As at March 2021	Amortised cost	Fair value through Statement of Profit and Loss	Total Carrying Value	Total Fair Value
<b>Financial assets</b>				
Trade receivables	4,758.00	-	4,758.00	4,758.00
Other financial assets	455.93	-	455.93	455.93
Cash and bank balances	5,670.22	-	5,670.22	5,670.22
<b>Total financial assets</b>	<b>10,884.15</b>	<b>-</b>	<b>10,884.15</b>	<b>10,884.15</b>
<b>Financial liabilities</b>				
Lease Liabilities	122.39	-	122.39	122.39
Trade payables	2,944.97	-	2,944.97	2,944.97
Other financial liabilities	1,826.92	-	1,826.92	1,826.92
<b>Total financial liabilities</b>	<b>4,894.28</b>	<b>-</b>	<b>4,894.28</b>	<b>4,894.28</b>
<b>Total</b>	<b>5,989.87</b>	<b>-</b>	<b>5,989.87</b>	<b>5,989.87</b>

#### Note :

i. The short-term financial assets and liabilities are stated at amortized cost which is approximately equal to their fair value.



# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## 38.3 Financial risk management objectives

“The Group’s principal financial liabilities comprises of trade and other payables and other current liabilities. The main purpose of these financial liabilities is to raise finance for the Group’s operations. The Group has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk.

The Group’s senior management oversees the management of these risks. The Group’s senior management advises on financial risks and the appropriate financial risk governance framework.

## 38.4 Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits.

## 38.5 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise.

The carrying amounts of the Company’s foreign currency denominated monetary assets and monetary liabilities at the end of reporting period are as follows:

Sensitivity	Liabilities		Assets	
	As at March 2022	As at March 2021	As at March 2022	As at March 2021
USD	9.16	42.07	-	142.21

### 38.5.1 Foreign currency sensitivity analysis

The Group is mainly exposed to the currency US Dollar. This sensitivity analysis mentioned in the below table has been based on the composition of the Group’s financial assets and liabilities exposed to foreign currency as at year end. A positive number below indicates an increase in profit where the INR strengthens 10% against the relevant currency. For a 10% weakening of the INR against the relevant currency, there would be a comparable impact on the profit and the balances below would be negative.

Particulars	As at March 2022	As at March 2021
<b>US Dollar</b>		
Impact on profit / (loss) for the year	(0.92)	10.01

## 38.6 Interest rate risk management

During the year, the Group is virtually debt-free and its other liabilities do not carry interest, the exposure to interest rate risk from the perspective of financial liabilities is negligible.

## 38.7 Credit risk management

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Company is exposed to this risk for various financial instruments, for example trade receivables, placing deposits, investment in mutual funds etc.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. The Group’s policy is to transact only with counterparties who are highly creditworthy which are assessed based on internal due diligence parameters.

In respect of trade receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. Based on historical information about customer default rates management consider the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, fixed deposits and mutual funds are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Other financial assets mainly comprise of tender deposits and security deposits which are given to customers or other governmental agencies in relation to contracts executed and are assessed by the Group for credit risk on a continuous basis.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group's exposure of its counterparties are continuously monitored.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee insurance cover is purchased. Concentration of credit risk to any counterparty did not exceed 5% of gross monetary assets at any time during the year.

In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks. The Group's maximum exposure in this respect is the maximum amount the Group could have to pay if the guarantee is called on. As at Mar 31, 2022, bank guarantees amounts to Rs.498.09 Lakhs (as at Mar 31, 2021: Rs. 391.67 Lakhs) has been considered in the balance sheet as contingent liabilities [refer note 32(c)].

## 38.7.1 Collateral held as security and other credit enhancements

The Group collects Bank Guarantee and Property Mortgage wherever possible as collateral from its customers for maintaining their risk Profile.

## 38.8 Liquidity risk management

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### 38.8.1 Liquidity risk tables

The following is an analysis of the Group's contractual undiscounted cash flows payable under financial liabilities as at -

As at March 2022	Current	Non-Current		Total
	Within 12 Months	1-5 Years	Later than 5 years	
Lease Liabilities	60.12	107.35	-	167.47
Trade and other payables	2,536.99	-	-	2,536.99
Other financial liabilities	996.92	-	-	996.92
<b>Total</b>	<b>3,594.03</b>	<b>107.35</b>	<b>-</b>	<b>3,701.38</b>

As at March 2021	Current	Non-Current		Total
	Within 12 Months	1-5 Years	Later than 5 years	
Lease Liabilities	35.68	113.00	-	148.68
Trade and other payables	2,944.97	-	-	2,944.97
Other financial liabilities	1,826.92	-	-	1,826.92
<b>Total</b>	<b>4,807.57</b>	<b>113.00</b>	<b>-</b>	<b>4,920.57</b>

## 38.9 Financing facilities

Particulars	As at March 2022	As at March 2021
Secured bank overdraft / cash credit facility / bill discounting		
- amount used	-	-
- amount unused	-	-
Secured bank overdraft / cash credit facility / bill discounting		
- amount used	-	-
- amount unused	5,400.00	5,400.00
Secured letter of credit / bank guarantee / forward contracts		
- amount used	10.00	10.00
- amount unused	2,174.00	2,174.00

**Note:** As at Mar 31, 2022, ₹ 10 lakhs out of the total bank guarantee of ₹ 498.09 lakhs (₹ 10 lakhs out of the total bank guarantee of ₹ 391.67 lakhs as at Mar 31, 2021) have been taken against the Group's sanctioned limits, the remaining bank guarantee has been taken against the Lien on Fixed deposits.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## 38.10 Fair value measurements

This note provides information about how the Group determines fair values of various financial assets and financial liabilities

### 38.10.1 Fair value of the financial assets and liabilities that are measured at fair value

The management considers the carrying amount of Biological assets at their appropriate fair values (Refer Note-11).

### 38.10.2 Fair value of the financial assets and liabilities that are not measured at fair value

The management consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

## 39 Ratios:

Ratio	Numerator	Denominator	Mar 31, 2022	Mar 31, 2021	% Variance	Reasons for Variance
Current Ratio (in times)	Current assets	Current liabilities	3.91	3.40	15%	
Debt Equity Ratio (in times)	Total debt (Borrowings and Lease liabilities)	Shareholder equity	0.01	0.01	23%	
Debt Service coverage Ratio (in times)	Earnings available for Debt Service (Net profit after tax + Non-cash operating expenses + Interest )	Debt Service (Interest and lease payments + Principle payments)	17.43	72.62	-76%	Due to decrease in Net profit after tax and reversal of excess provision for doubtful debts and advances being non-cash item resulted in lower debt service coverage ratio.
Return on Equity (in %)	Net profit after taxes	Average shareholder equity	0.04%	3.16%	-99%	Reduction in net profit after tax due to higher raw material cost resulted in lower return on Equity.
Inventory Turnover Ratio (in times)	Revenue from Operations	Average Inventory	4.89	3.42	43%	Revenue growth and efficient inventory operations during the year resulted in higher Inventory Turnover ratio.
Trade receivable turnover ratio (in times)	Revenue from Operations	Average accounts receivable	6.63	3.39	96%	Revenue growth and efficient collection during the year resulted in decrease in trade receivables and there by trade receivables turnover ratio has been improved.
Trade payable turnover ratio (in times)	Net credit Purchases	Average accounts payables	7.99	7.42	8%	
Net capital turnover ratio (in times)	Revenue from Operations	working capital	2.59	1.73	50%	Due to growth in revenue along with decrease in current assets and liabilities resulted in higher Net capital turnover ratio.
Net Profit ratio (in %)	Net profit	Revenue from Operations	0.03%	2.86%	-99%	Reduction in net profit after tax due to higher raw material cost despite increase in revenue from operations resulted in lower Net profit ratio.
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed	0.25%	4.71%	-95%	Reduction in net profit before tax due to higher raw material cost despite increase in revenue from operations resulted in lower Return on capital employed ratio.
Return on Investment (in %)	Income generated from invested funds	Average funds invested in treasury investment	2.61%	0.93%	181%	Due to increase in average period of investment during the year compared to last year resulted in increase in Return on investment ratio.

# Notes to Consolidated Financial Statement

(All amounts are in ₹ lakhs)

## 40 Additional Regulatory Information

- i) The Company do not has any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company do not has any transactions with companies struck off.
- iii) The Company do not has any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) 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:
  - 1) 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
  - 2) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - 1) 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
  - 2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company has not any such transaction which is 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 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

## 41

**A. The subsidiary (which along with The Waterbase Limited, the parent, constitute the Group) considered in the preparation of these Consolidated Financial Statements are:**

Name of the entity	Relationship	Country of Incorporation	Holding % as at Mar 31, 2022
Saatatya Vistaar Oorjaa Bangaluru Private Limited	Subsidiary	India	100%

**B. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:**

**For the year ended Mar 31, 2022**

Name of the entity	Net Assets		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount in ₹ Lakhs	As % of Consolidated Profit or (Loss) for the year	Amount in ₹ Lakhs	As % of Consolidated Other Comprehensive Income	Amount in ₹ Lakhs	As % of Consolidated Total Comprehensive Income	Amount in ₹ Lakhs
<b>Parent Company</b>								
The Waterbase Limited	100.05%	18,608.81	130.31%	9.76	100.00%	2.22	123.38%	11.98
<b>Indian Subsidiaries</b>								
Saatatya Vistaar Oorjaa Bangaluru Private Limited	-0.05%	(8.56)	-30.31%	(2.27)	0.00%	-	-23.38%	(2.27)
<b>Total</b>	<b>100.00%</b>	<b>18,600.25</b>	<b>100.00%</b>	<b>7.49</b>	<b>100.00%</b>	<b>2.22</b>	<b>100.00%</b>	<b>9.71</b>

# Notes to Consolidated Financial Statement

For the year ended Mar 31, 2021

Name of the entity	Net Assets		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount in ₹ Lakhs	As % of Consolidated Profit or (Loss) for the year	Amount in ₹ Lakhs	As % of Consolidated Other Comprehensive Income	Amount in ₹ Lakhs	As % of Consolidated Total Comprehensive Income	Amount in ₹ Lakhs
<b>Parent Company</b>								
The Waterbase Limited	100.00%	18,361.85	100.08%	1,827.28	100.00%	(18.63)	100.08%	1,808.65
<b>Indian Subsidiaries</b>								
Saatatya Vistaar Oorjaa Bangaluru Private Limited	0.00%	(0.79)	-0.08%	(1.47)	0.00%	-	-0.08%	(1.47)
Adjustment due to consolidation	0.01%	1.00	0.00%	-	0.00%	-	0.00%	-
<b>Total</b>	<b>100.00%</b>	<b>18,362.06</b>	<b>100.00%</b>	<b>1,825.81</b>	<b>100.00%</b>	<b>(18.63)</b>	<b>100.00%</b>	<b>1,807.18</b>

## 42 Note on Impact of Covid-19

The Group continues to manufacture and supply Shrimp aquaculture products, being considered as essential commodity category. The outbreak of COVID-19 pandemic has affected Group's revenue and profitability. The Group has assessed the business conditions and expects to recover the carrying value of its assets. The Group has estimated its liabilities in line with the current situation. The Group has considered internal and external information upto the date of approval of these Consolidated financial statements. The Group will continue to evaluate the pandemic related uncertainty arising from the on-going second wave and will update its assessment. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these Consolidated financial statements.

## 43

The Central Government has published The Code on Social Security, 2020 and Industrial Relations Code, 2020 ("the Codes") in the Gazette of India, inter alia, subsuming various existing labour and industrial laws which deals with employees related benefits including post employment. The effective date of the code and the rules are yet to be notified. The impact of the legislative changes, if any, will be assessed and recognised post notification of the relevant provisions.

## 44

Previous year's figures have been restated, rearranged and regrouped, wherever necessary, to enable comparability of the current year's position of accounts with that of the relative previous year's position.

## 45 Approval of Standalone Financial Statements

The consolidated financial statements were approved for issue by the Board of Directors on May 12, 2022.

For and on behalf of the Board of Directors

Sd/-  
**Varun Aditya Thapar**  
Director  
DIN : 02322660

Sd/-  
**Ranjit Mehta**  
Director  
DIN : 03172264

Sd/-  
**T. B. Srikanth**  
Company Secretary  
Place : New Delhi  
Date: May 12, 2022

Sd/-  
**Ramakanth V Akula**  
Chief Executive Officer

Sd/-  
**R Sureshkumar**  
Chief Financial Officer



**THE WATERBASE LIMITED****CIN: L05005AP1987PLC018436****Registered Office:** Ananthapuram Village, T P Gudur Mandal, Nellore - 524 344, Andhra Pradesh**Corporate Office:** Thapar House, 37, Montieth Road, Egmore, Chennai - 600 008, Tamil Nadu**Email:** [investor@waterbaseindia.com](mailto:investor@waterbaseindia.com), **Website:** [www.waterbaseindia.com](http://www.waterbaseindia.com), **Phone:** 044-4566 1700**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE WATERBASE LIMITED WILL BE HELD ON THURSDAY, AUGUST 18, 2022, AT 12 NOON (IST), THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

- 1. Consideration of Audited Financial Statements together with the reports of the Directors and Auditors thereon.**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the year ended March 31, 2022, together with the Report of the Board of Directors and the Report of the Auditors thereon.

- 2. Re-appointment of Mr. Varun Aditya Thapar (DIN: 02322660) who retires by rotation.**

To appoint a Director in place of Mr. Varun Aditya Thapar (DIN: 02322660), who retires by rotation in accordance with section 152 of the Companies Act 2013 and being eligible, seeks re-appointment.

- 3. Re-appointment of Statutory Auditors.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and any other provisions as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a second term commencing from the conclusion of this Annual General Meeting until the conclusion of the Fortieth (40<sup>th</sup>) Annual General Meeting (AGM) of the Company to be held in 2027, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Director, CEO, CFO and the Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**SPECIAL BUSINESS:**

- 4. To approve the continuation of Directorship of Mr. Vikramaditya Mohan Thapar (DIN: 00030967) as a Non-Executive Director of the Company in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

**"RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the members be and is hereby accorded for continuation of Mr. Vikramaditya Mohan Thapar (DIN: 00030967) as Non - Executive Director of the Company on attaining and beyond the age of 75 years.

**RESOLVED FURTHER THAT** any of the Director, CEO, CFO and the Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By the Order of the Board of Directors

Sd/-

**T B Srikanth**

Chennai, India

July 26, 2022

Company Secretary

Mem No.: A50525

**NOTES:**

- The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 3 and 4 forms part of this Notice. Additional information, pursuant to Regulations 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment and continuation of Directorship at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.

2. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021 and 14th December 2021 followed by Circular No. 2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (hereinafter referred to as "SEBI Circulars") physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Pursuant to the above circulars, the 35th AGM of the Company shall be conducted through VC / OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Also, pursuant to the above circulars, Annual Report for the Financial Year 2021- 22 and Notice of the 35th AGM are sent only through electronic mode to the members of the Company. **The deemed venue for the 35th AGM shall be The Waterbase Limited, Ananthapuram Village, T.P. Gudur Mandal, Nellore, Andhra Pradesh 524 344.**

3. For convenience of the members and proper conduct of AGM, members can login and join at least 15 minutes before the time scheduled for the AGM and the meeting link shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. 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.
4. Institutional / corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorisation etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorisation shall be sent by e-mail on Scrutiniser's e-mail address at [chandramouli@bpcorpadvisors.com](mailto:chandramouli@bpcorpadvisors.com) with a copy marked to [investor@waterbaseindia.com](mailto:investor@waterbaseindia.com),
5. In case of Joint-Holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
6. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report for FY 2021-22 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members who have not registered their e-mail address with the Company are requested to submit their request with the valid e-mail address to M/s. Cameo Corporate Services Ltd. at [investor@cameoindia.com](mailto:investor@cameoindia.com) or update the details at their web portal <https://investors.cameoindia.com> by providing the details of Folio number, Certificate number, PAN, E-mail ID and Mobile Number and any such details required. Members holding shares in demat form are requested to register / update their e-mail address with the relevant Depository Participant with whom they hold their Demat Account. The Notice convening the 35th AGM along with the Annual Report for the FY 2021-22 will also be available on the website of the Company at [www.waterbaseindia.com](http://www.waterbaseindia.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
8. Book Closure, Record / Cut-off Date and Dividend:
- a. The Register of Members and Share Transfer Books of the Company will be closed from August 12, 2022 to August 18, 2022 (both days inclusive) for the purpose of AGM for Financial Year 2021-22
- b. The Cut-off date for the purpose of reckoning shareholders eligible to participate in the AGM and Remote e-voting is August 11, 2022.
- c. The Board of Directors have not recommended any Final Dividend for the FY 2021-22.
9. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 (the Act), members are requested to note that, dividends if not encashed for a consecutive period of 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. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Company has already written to the Shareholders concerned intimating the particulars of the equity shares due for transfer. These details are also available on the Company's website [www.waterbaseindia.com](http://www.waterbaseindia.com). No claim shall lie against the Company in respect of these equity shares post their transfer to IEPFA. In view of this, Members / Claimants are requested to claim their dividends from the Company, within the stipulated timeline. All correspondence w.r.t. the above should be addressed to the RTA of the Company viz **Cameo Corporate Services Ltd.** Account: The Waterbase Limited, Subramanian Building, No. 1, Club House

Road, Chennai 600 002. Phone: 044 - 2846 0390. Email: [investor@cameoindia.com](mailto:investor@cameoindia.com) The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) Members' attention is particularly drawn to the "Corporate Governance Report" of the Annual Report in respect of unclaimed dividend(s).

10. 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.
11. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) is not processed from April 1, 2019, unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, at the earliest. Members may contact the Company's RTA, Cameo Corporate Services Ltd. at [investor@cameoindia.com](mailto:investor@cameoindia.com) for assistance in this regard.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company at [investor@cameoindia.com](mailto:investor@cameoindia.com), [kyc@cameoindia.com](mailto:kyc@cameoindia.com)
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, the member may submit the same in Form ISR-3 or Form SH-14., as the case may be. The said forms can be downloaded from the Company's website at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php) Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com), [kyc@cameoindia.com](mailto:kyc@cameoindia.com), in case the shares are held in physical form, quoting their folio no(s).
14. The Company has sent individual letters to all

the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, in Form ISR-1. The Form ISR-1 is also available on the website of the Company at [https://www.waterbaseindia.com/investor\\_relations.php](https://www.waterbaseindia.com/investor_relations.php) Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in Demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the website of the Company's RTA at <https://cameoindia.com/registry-and-share-transfer> It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com), [kyc@cameoindia.com](mailto:kyc@cameoindia.com) for assistance in this regard.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
17. Members are requested to send all communications relating to shares and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

**Cameo Corporate Services Ltd**, Account: The Waterbase Limited, Subramanian Building, No. 1, Club House Road, Chennai 600 002. Phone: 044 - 2846 0390; Email: [investor@cameoindia.com](mailto:investor@cameoindia.com) ; Website: <https://cameoindia.com/registry-and-share-transfer>

18. Members who desires to raise/ask questions during the AGM are requested to send their request to [investor@waterbaseindia.com](mailto:investor@waterbaseindia.com) by 5 p.m. on or before August 14, 2022. The speaker members are requested to maintain a time limit of 5 minutes to complete their questions. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### 19. VOTING & AGM

#### I. Electronic Voting ("E-Voting")

- a. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the MCA Circulars, the Company is pleased to provide its members the facility for voting through remote e-voting as well as e-voting during the AGM in respect of all the businesses to be transacted at the AGM and has engaged Central Depositories Services Limited (CDSL) to provide e-voting facility and for participation in the AGM through VC / OAVM facility.
- b. **The cut-off date for the purpose of determining the members eligible for participation in remote e-voting and voting during the AGM is August 11, 2022.** Please note that a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting. If members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
- c. The **e-voting period** begins at **9:00 AM** on **August 15, 2022** and ends at **5:00 PM** on **August 17, 2022**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off / Record Date, may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- d. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

#### II. Voting and AGM Instructions:

- a. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- b. Currently there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

#### THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Case 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Case 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- c. **Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
  - I. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.



- II. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>



<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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- III. Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.
- IV. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**d. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- I. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - b) Click on "Shareholders" module.
  - c) Now enter your User ID
    - i. For CDSL: 16 digits beneficiary ID,
    - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - d) Next enter the Image Verification as displayed and Click on Login.
  - e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - f) If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- II. After entering these details appropriately, click on "SUBMIT" tab.
- III. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

share your password with any other person and take utmost care to keep your password confidential.

- IV. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- V. Click on the **EVSN** for the relevant **"THE WATERBASE LIMITED"** on which you choose to vote.
- VI. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- VII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- VIII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- IX. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- X. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XI. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XII. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- XIII. Additional Facility for Non - Individual Shareholders and Custodians - for Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case

of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [chandramouli@bpcorpadvisors.com](mailto:chandramouli@bpcorpadvisors.com) with a copy marked to [investor@waterbaseindia.com](mailto:investor@waterbaseindia.com), [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### III. Instructions for Shareholders attending the AGM through VC / OAVM & E-Voting during meeting are as under:

- A. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- B. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- C. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- D. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- E. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- F. 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.
- G. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance by August 14, 2022 to meeting mentioning their name, demat account number/folio number, email id, mobile number

at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries by August 14, 2022 mentioning their name, demat account number/folio number, email id, mobile number at [investor@waterbaseindia.com](mailto:investor@waterbaseindia.com). These queries will be replied to by the company suitably by email.

- H. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- I. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- J. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**IV. Process for Shareholders whose Email / Mobile No. are not registered with the Company / RTA / Depositories.**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN Card, AADHAR Card and Cancelled Cheque by email to the RTA's E-Mail i.e. [investor@cameoindia.com](mailto:investor@cameoindia.com) or update the details at their web portal <https://investors.cameoindia.com> by providing the necessary details required therein.
- ii. For Demat shareholders please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

- V. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M

Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- 20. Any person who have acquired shares and become members of the company after the dispatch of the notice and holding shares as on Cut-Off/ Record Date of August 11, 2022, and who have updated their PAN with the Company/DP, should follow the instructions above mentioned to vote through e-voting and those who have not updated their PAN with the Company/DP, can send a mail to [investor@cameoindia.com](mailto:investor@cameoindia.com) with a copy to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) to obtain the details.
- 21. The 35th AGM has been convened through VC / OAVM in compliance with all applicable provisions of the Companies Act, 2013 read along with MCA Circulars.
- 22. All documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID [investor@waterbaseindia.com](mailto:investor@waterbaseindia.com) till the date of AGM.
- 23. **Other Instructions:**
  - i. The Board of Directors have appointed Mr. Chandramouli J (Membership No. F11720), Partner, M/s. BP & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process as well as voting during the AGM in a fair and transparent manner.
  - ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  - iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.waterbaseindia.com](http://www.waterbaseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration. The Company shall simultaneously communicate the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-

**T B Srikanth**

Chennai, India  
July 26, 2022

Company Secretary  
Mem No.: A50525

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AS AMENDED

### ITEM NO. 3

The Shareholders at the 30th AGM of the Company held on December 30, 2017, had approved the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Deloitte) (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company, to hold office till the conclusion of the 35th AGM of the Company to be held in the year 2022.

The Audit Committee in its meeting dated May 12, 2022, considering Deloitte's performance as statutory auditors of the Company during their present tenure and after due deliberation and discussion, recommended to the Board the re-appointment of Deloitte as the statutory auditors of the Company for a second term of five years to hold office from the conclusion of the 35th AGM till the conclusion of the 40th AGM of the Company to be held in the year 2027.

Based on recommendations of the Audit Committee, the Board of Directors at their meeting held on May 12, 2022, approved the re-appointment of Deloitte as the Statutory Auditors of the Company for a second term of 5 (five) years i.e. from the conclusion of 35th AGM till the conclusion of 40th AGM to be held in the year 2027, is subject to approval of the shareholders of the Company.

Deloitte has consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The remuneration to be paid to Statutory Auditors shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members as an Ordinary Resolution.

### ITEM NO. 4

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that no Listed company shall appoint or continue the directorship of any person as Non-executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. Vikramaditya Mohan Thapar (DIN: 00030967) is the Chairman and Non - Executive Director (Non - Independent category) on the Board of the Company and his term is subject to retirement by rotation as per Section 152 of

the Companies Act, 2013. He was last reappointed as Non-Executive Director, by the shareholders in the 34th Annual General meeting held on September 23, 2021.

Mr. Vikramaditya Mohan Thapar will attain the age of 75 years in October 2022. Accordingly, to comply with the provisions of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-Executive Non-Independent Director on the Board of the Company is as under:

Mr. Vikramaditya Mohan Thapar is the Promoter and the Chairman of The Waterbase Limited, part of the flagship Karam Chand Thapar Group. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. With a vast experience of more than four decades, it was under his able leadership that the business of The Waterbase Limited was set up in 1987. His vast experience in handling the shrimp feed business had been instrumental in the success of the company. Considering the experience, expertise and valuable contribution of Mr. Vikramaditya Mohan Thapar, the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 12, 2022, have recommended the continuation of Mr. Vikramaditya Mohan Thapar as Non-Executive Director on the Board of the Company.

Mr. Vikramaditya Mohan Thapar fulfills all conditions specified under the applicable laws for the position of Non-Executive Director of the Company. He is not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013. Further, he is also not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Details of Mr. Vikramaditya Mohan Thapar pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Mr. Vikramaditya Mohan Thapar is interested in the resolution set out of Item No. 4 of the Notice about continuation of his appointment.

Mr. Varun Aditya Thapar, Non-Executive Director, is the son of Mr. Vikramaditya Mohan Thapar. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 4 for approval of the Members as a Special Resolution.

By Order of the Board of Directors

Sd/-

**T B Srikanth**

Chennai, India

July 26, 2022

Company Secretary

Mem No.: A50525

**ANNEXURE:**
**DETAILS OF THE DIRECTORS BEING APPOINTED / RE-APPOINTED / CONTINUED AT THE 35th ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Particulars	Vikramaditya Mohan Thapar	Varun Aditya Thapar
Date of Birth & Age	26.10.1947 ; 74 years	06.03.1985 ; 37 years
Category of Directorship	Non-Executive Director	Non-Executive Director
DIN & Nationality	00030967 & Indian	02322660 & Indian
Date of first appointment to the Board	23.11.1988	05.02.2014
Qualification	B. Com, CA	MBA
Particulars of experience, attributes or skills that qualify the candidate for Board Membership	Mr. Vikramaditya Mohan Thapar is the Promoter Director and the Chairman of the company. It was under his leadership the Company was set up in 1987. His vast experience in handling the shrimp feed business had been instrumental in the success of the company.	Mr. Varun Thapar joined the company's Board in 2014. He has been actively engaged in the running and expansion of the company's business offerings. He brings in a system driven & diverse approach to the company and has been instrumental in taking the Company forward.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Mr. Vikramaditya Mohan Thapar is the father of Mr. Varun Aditya Thapar who is Non-Executive Director of the Company.	Mr. Varun Aditya Thapar is the son of Mr. Vikramaditya Mohan Thapar who is Non-Executive Director of the Company.
Directorship held in other Listed Companies	NIL	NIL
Memberships in the Committees of Board of other Listed Companies	NIL	NIL
Membership and Chairmanship in the Committees of the Board of the company	Stakeholders Relationship Committee - Chairman	Audit Committee - Member & Stakeholders Relationship Committee - Member
No. of shares held in the Company	53,750	1,69,800
Number of meetings of the Board attended during the Financial Year 2021-22 (Total Meetings = 4)	4	4
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Director liable for retirement by rotation. Eligible for Sitting fees & Commission as the Board may decide on the recommendation of NRC, subject to an overall cap of 1% of the Net Profit calculated as per Sec. 198 for all Non-Executive Directors taken together.	Director liable for retire by rotation. Eligible for Sitting fees & Commission as the Board may decide on the recommendation of NRC subject to an overall cap of 1% of the Net Profit calculated as per Sec. 198 for all Non-Executive Directors taken together.
Details of last drawn remuneration	Sitting fees of Rs. 1.20 Lakh paid for attending the Board / Committee Meetings in FY'22.	Sitting fees of Rs. 2.00 Lakh paid for attending the Board / Committee Meetings in FY'22.
Listed Entities from which has resigned as Director in past 3 years	NIL	NIL



## Notes

[illegible]

## Notes

[illegible]

# WATERBASE

## WINNING PRODUCTS

FOR SUSTAINABLE AND SUCCESSFUL SHRIMP FARMING





**The  
Waterbase  
Limited**

CIN: L05005AP1987PLC018436

**Registered Office & Factory:**

Ananthapuram Village,  
Nellore District  
Pincode: 524 344  
Andhra Pradesh, India

Phone: +91 91000 18037 / +91 91000 18038  
Email: [info@waterbaseindia.com](mailto:info@waterbaseindia.com)

**Corporate Office :**

Thapar House,  
37, Montieth Road  
Egmore, Chennai - 600 008  
Tamil Nadu, India

Phone: + 91 44 4566 1700  
Email: [info@waterbaseindia.com](mailto:info@waterbaseindia.com);  
[investor@waterbaseindia.com](mailto:investor@waterbaseindia.com)  
Website: [www.waterbaseindia.com](http://www.waterbaseindia.com)