

Shri Keshav Cements and Infra Limited



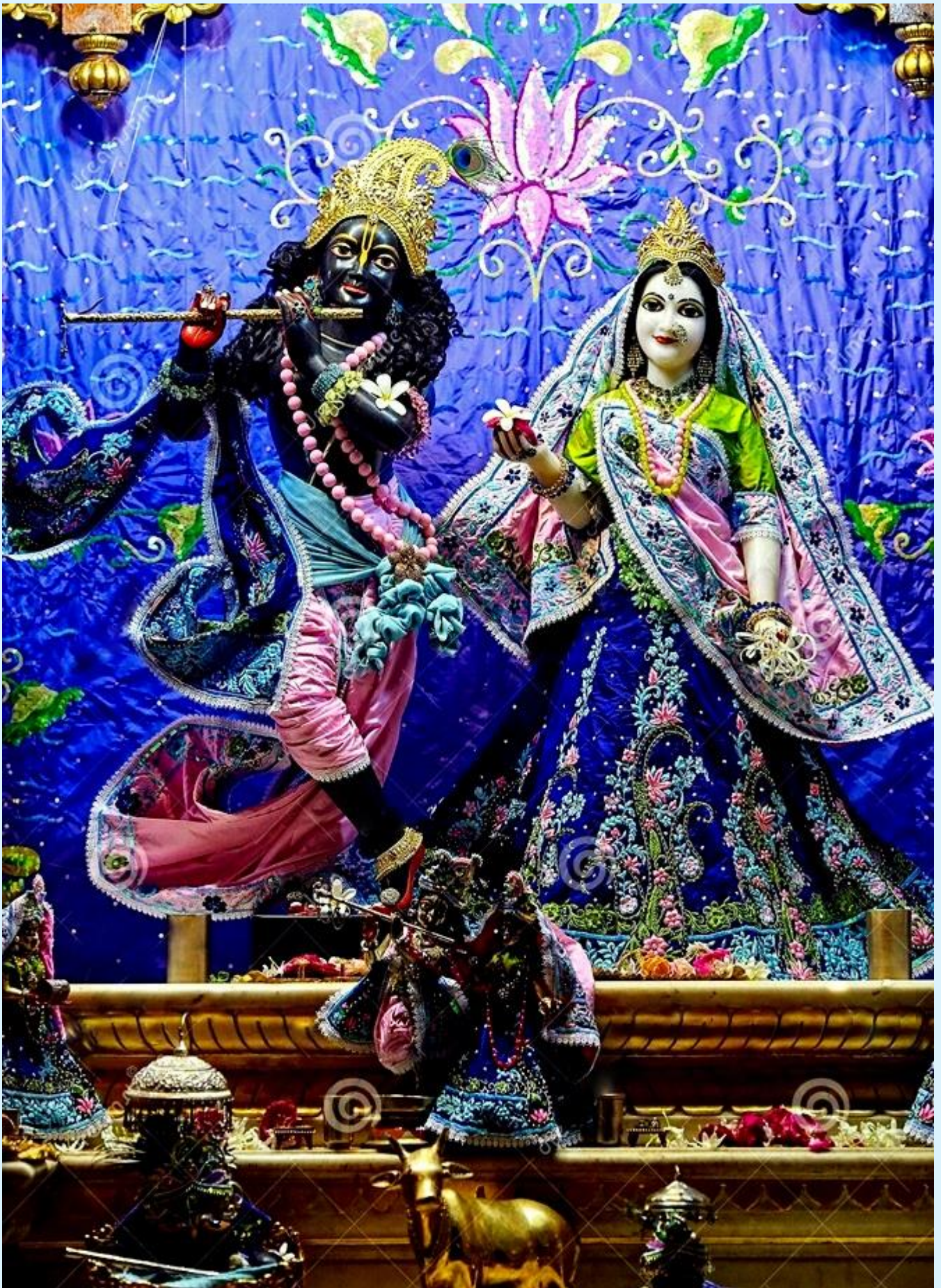
Capex 1 million Ton in Progress...



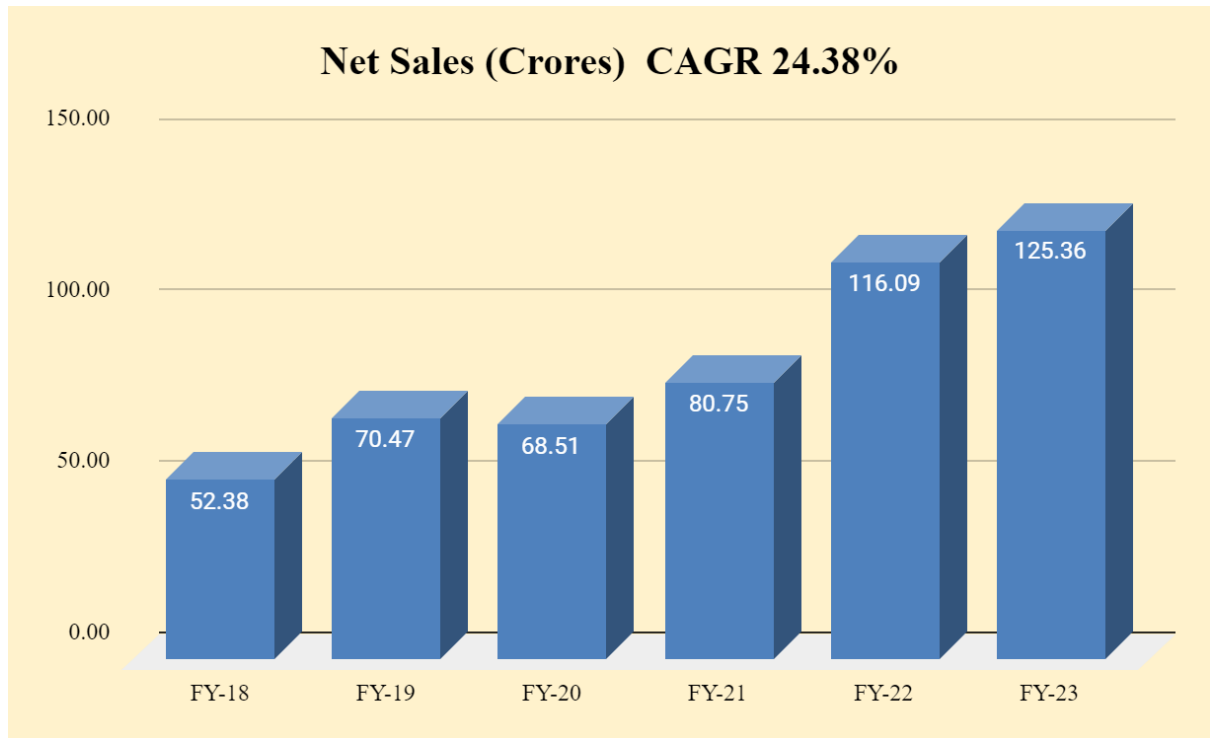
37MWp of Renewable Energy



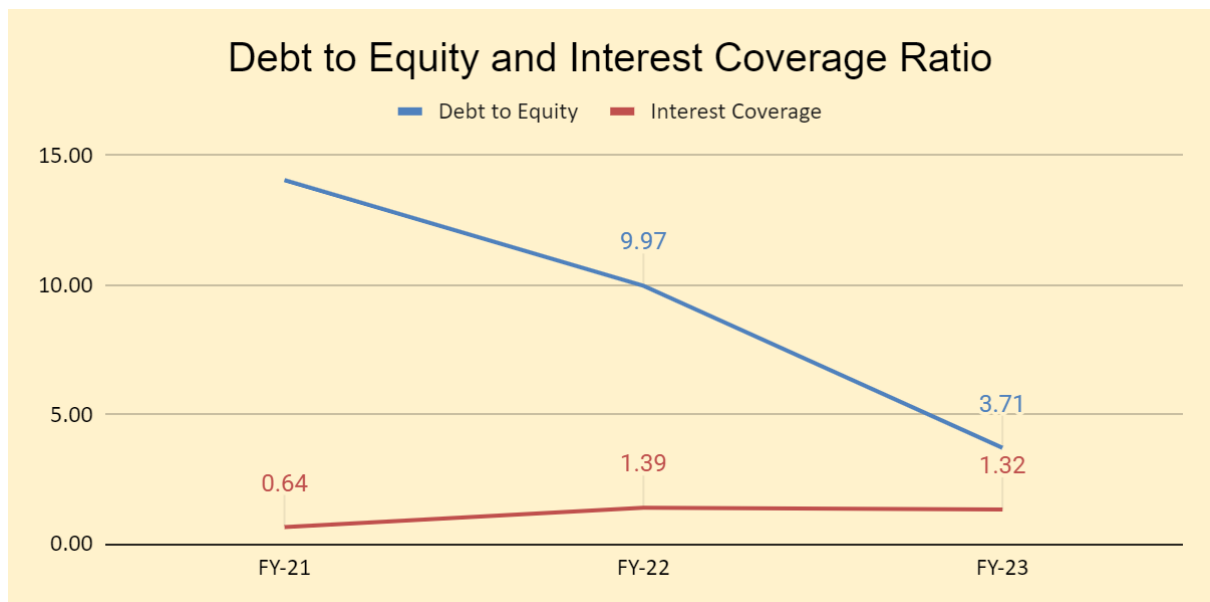
**30th Annual Report
2022-23**



Growth Continues.....



....and so are ratios



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Corporate Information

BOARD OF DIRECTORS

Mr. Venkatesh H. Katwa	-	Chairman / Executive Director
Mr. Vilas H. Katwa	-	Managing Director
Mr. Deepak H. Katwa	-	CFO / Executive Director
Mrs. Radhika P. Dewani	-	Independent & Non Executive
Mr. Balasaheb A. Mestri	-	Independent & Non Executive
Mr. K. C. Patil	-	Independent & Non Executive

COMPANY SECRETARY	-	Mrs. Varsha Shirgurkar
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STATUTORY AUDITORS

Singhi & Co.,
Chartered Accountants
114/1, Sai Complex, 3rd Floor
Road,
M G Road, Bangalore – 560001.

SECRETARIAL AUDITORS

Akshay Jadhav & Associates,
Company Secretaries,
5th Floor, DK Residency, Roy
Tilakwadi, Belgaum-590006

COST AUDITORS

M/s. Santosh Kalburgi & Co.
Cost Accountants
201, 2nd Floor, R K Pine Tree Apmts, 5th main,
Hoyasala Nagar, TC Palaya Main Road, Ramurthy Nagar
Bengaluru- 560016.

REGISTRAR AND SHARE TRANSFER AGENT

CANBANK COMPUTER SERVICES LIMITED
218, J.P. Royale, 1st Floor, 14th Cross, Sampige Road
2nd Main, Malleshwaram, Bangalore – 560 003 KA
Phone No.: +91-080-23469661/62/64/65
E-mail: canbankrta@ccsl.co.in
Website: canbankrta.com

REGISTERED OFFICE

215/2, “Jyoti Tower”, 6th Cross,
Nazar Camp, Karbhari Galli,
M. Vadgaon, Belagavi – 590 005

PLANTS**Plant I:**

R. S. No.346, at Kaladgi Village
Dist.: Bagalkot – 587 313 [KA].

Plant II:

R. S. No. 15/4, Mudhol Industrial Area
At Nagnapur, Tal.: Mudhol
Dist.: Bagalkot – 587 122 [KA].

SOLAR PLANT 1 & 2:

Shri Krishna Solar Power
Survey No.241 & 245 At Biserahalli, Dist: Koppal
Karnataka – 583231[KA].

BANKERS

Canara Bank, Camp Branch, Belagavi.

CORPORATE IDENTITY NUMBER (CIN)

L26941KA1993PLC014104

GOODS AND SERVICES TAX (GST) NUMBER

29AAACK8074H1Z8 - Karnataka
27AAACK8074H1ZC - Maharashtra
30AAACK8074H1ZP - Goa

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on Friday, 29th September, 2023 at 11.00 AM at “Jyoti Tower” 215/2, Karbhar Galli, Nazar Camp, M. Vadagon, Belagavi – 590005 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2023 and Profit and Loss Account for the year ended as on that date and the Reports of the Directors’ and the Auditors’ thereon.
2. To appoint a Director in place of Mr. Deepak Katwa (DIN: 0206445), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2024.

To Consider and if thought fit, to pass, with or without modification(s), the following

resolution as **Ordinary resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Santosh Kalburgi & Co., Cost Auditors, re-appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2024, be paid remuneration of Rs. 60,000/- in addition to applicable taxes and any reimbursement of expenses which may be incurred during the audit process.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to do all necessary acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution.”

By Order of the Board of Directors
For **SHRI KESHAV CEMENTS AND INFRA LIMITED**

Sd/-
Venkatesh Katwa
Chairman

Place: Belagavi
Date: 01/09/2023

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to business under Item No. 3 set above in this Notice to be transacted at the AGM is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and a proxy need not be a member. Proxies in order to be effective must be deposited at the registered office of the company duly completed, signed and stamped not less than 48 hours before the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Members holding shares in physical form are requested to notify any change in their address to Company/ Canbank Computer Services Limited J. P. Royale, 1st Floor, #218, 2nd Main, Sampige Road (Near 14th Cross), Malleswaram, Bangalore – 560003. Members holding shares in electronic form are requested to direct change of address notifications and updating of their bank account details to their respective depository participants.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 [both the days inclusive] for the purpose of Annual General Meeting.
7. Members/proxies should bring the attendance slips sent herewith duly filled in, for attending the Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of Friday, 22nd September, 2023.
10. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. Mr. Akshay Jadhav, Proprietor of Akshay Jadhav & Associates, Practicing Company Secretaries, having M No. 12650, CP No. 20559, has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
12. Non-resident Indian Members are requested to inform Canbank Computer Services Limited, the registrars, of;

- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank A/c maintained in India with complete name, branch, account type, account number, address of the bank with pin code number, if not furnished earlier.
13. Payment of Dividend through ECS:
- a) Members holding shares in physical form are advised to submit particulars of their bank account, viz, name address of the bank, 9 digit MICR code of the branch, type of account and account number to the registrars, Canbank Computer Services Limited, #218, JP Royale, 1st Floor, 2nd main, samige road, near 14th cross, malleswaram, Bangaluru – 560 003.
 - b) Members holding shares in Demat form are advised to inform the particulars of their bank account to their respective Depository participants.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with company are requested to submit their request with e-mail address to M/s. Canbank Computer Services Limited. Members holding shares in Demat form are requested to register/ update their e-mail address with their Depository Participant.
15. Pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 Dated: 12th May, 2020 and Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 Dated: 15th January, 2021 and Circular EBI/HO/CFD/CMD2/CIR/P/2022/62 Dated: 13th May, 2022 and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 Dated: 05th January, 2023, The requirements of Regulations 36 (1) (b) and (c) of the LODR Regulations, 2015 relating to the printing and dispatch of Annual Reports to the shareholders are dispensed with for listed entities who conduct their AGM till 30th September, 2023. However, the shareholders may download the copy of the Annual Report from the website of the company i.e. www.keshavcement.com and the company shall send a hard copy of full Annual Report to those shareholders who request for the same.
16. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agent or Company Secretary at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid

Dividend Account will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. All shares in respect of which dividend have not been claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF-5 and submission of the prescribed documents to the Fund.

17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Instructions for e-voting are annexed to the Notice.
18. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking

appointment/ re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under Companies Act, 2013 and Rules made there under.

19. The Notice of the 30th AGM and instruction for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s). Members may also note that the Notice of the 30th AGM and Annual Report 2023 is available on the company's website at www.keshavcement.com for download.
20. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working up to the date of AGM.
21. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20th April, 2018 has mandated compulsory submission of Permanent Account Number (PAN) and Bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to company.

EXPLANATORY STATEMENT:

The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in Item No. 3 in the accompanying Notice of the Annual General Meeting.

Item No. 3

The Board on the recommendation of the Nomination and Remuneration Committee has approved the re- appointment of M/s. Santosh Kalburgi & Co., Cost Auditors at remuneration of Rs. 60,000/- in addition to applicable taxes and any reimbursement of expenses which may be incurred during the audit process to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

In accordance with the provisions of the Sec 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought for the same.

The Directors recommends the resolution for members' approval as an Ordinary Resolution.

The Board of Directors of the Company in their meeting held on Thursday, 25th May, 2023 recommended the resolution as set out in Item No. 3 in the accompanied notice for approval of the Shareholders. Accordingly, resolutions mentioned in the Notice are recommended for your Acceptance.

None of the Directors, KMP's and Relatives of Directors and KMP of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company.

SHRI KESHAV CEMENTS AND INFRA LIMITED

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

The remote e-voting period begins on 25th September, 2023 at 09:00 A.M. and ends on 28th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

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

	wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretary@keshavcement.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretary@keshavcement.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

SHRI KESHAV CEMENTS AND INFRA LIMITED

DISCLOSURE PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, RELATING TO DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE AGM

I	Name:	Deepak H. Katwa
	DIN:	00206445
	Brief Resume:	Mr. Deepak Katwa, is a graduate MBA from the University of Okalhoma, United States. Having a very good commercial background he has made a very important contribution towards the finance and operations divisions of the company as well as the IT company that our group has established. It is during his time that the company continued to get three consecutive awards as the best exporter in North Karnataka for the IT division. His specialties are public relations, finance, operations and management. He is actively involved in settings up of the power plant to reduce the overall power cost for the cement plant.
	Nature of Appointment:	Re-appointment under section 152(6) of Companies Act, 2013.
	Nature of Expertise:	He is having wide experience in Financial matters and so he also holds the position of Chief Financial Officer (CFO) in the company.
	Relationship Between Directors inter-se:	Brother of Mr. Venkatesh Katwa & Mr. Vilas Katwa
	Directorship held in other companies:	1. Katwa Infotech Private Limited (Formerly Katwa Infotech Limited) 2. Shri Krishna Green Energy and Fuel Private Limited 3. Juhi Renewable Energy Private Limited
	No. of Shares held in the company:	21,80,800 Equity Shares

DIRECTORS' REPORT

**To,
The Members,**

The Directors have a pleasure in presenting you the 30th Annual Report on the business and operations of the Company along with Audited Financials for the year ended as on 31st March, 2023.

1. Financial Results:

Financial Results of the Company for the year under review along with the figures for previous year are as follows:

[In Lakhs]		
Particulars	For the Year ended on 31 st March, 2023	For the Year ended on 31 st March, 2022
Revenue from Operations	12323.94	11379.07
Other Income	212.67	230.25
Total Income	12536.60	11609.32
Less: Expenses	11932.25	10863.81
Profit before Exceptional items & Tax	604.35	745.52
Add: Exceptional items	-	-
Less: Tax Expense		
1. Current Tax	66.89	124.13
2. Deferred Tax	430.28	-288.94
3. Provision for Tax previous year	-	-
4. MAT Credit reversal of previous year	-	-
5. Unused Tax Credit	-183.57	-
Profit for the period from continuing operation	290.75	910.33
Profit/(loss) from discontinued operations	-	-
Profit/(Loss) for the period	290.75	910.33
Total other comprehensive income, net of tax	2.57	-5.91
Total comprehensive income, for the period	293.32	904.42
Earnings per share (Basic)	2.45	7.54
Earnings per share (Diluted)	2.11	7.54

2. State of Affairs of the Company:

The Company is principally engaged in the business of manufacturing of cement of different grades and is marketing its product under the brand name “**Keshav Cement**” and “**Jyoti Cement**” and has also diversified its business in Green Energy through Solar Power Generation. All of these business activities are carried out by the Company majorly in the Northern Parts of Karnataka.

Gross Turnover of Company:

During the financial year 2022-23, the Company's gross turnover has increased by 8.30% to Rs. 12,323.94 Lacs as compared to Rs. 11,379.07 Lacs in previous year.

Profit after Tax:

The company for continuous 2nd year has earned profits. During the financial year 2022-23, the company has earned pre-tax profit of Rs. 604.35 Lakhs & Net profit of Rs. 290.75 Lakhs. The Directors are confident of achieving continuous progress in sales and profit in the years to come.

The business performance of the Company has been discussed in detail in the Management

Discussion and Analysis Report attached separately as **Annexure -I** and forming part of this report and the Financial Statements are also attached separately forming part of this Report.

3. Dividend:

The Board of Directors of the Company, after considering the financial and non-financial factors prevailing during the financial year 2022-23 and the continuous expansion activities carried/proposed to be carried out by the company, have decided to retain the profits in the company and therefore, no dividend is recommended for the financial year 2022-23.

4. Transfer of unpaid and unclaimed amount to IEPF:

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend and Refund of share application money due for refund which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid/unclaimed amount is required to be transferred by the company to Investor Education and Protection Fund (IEPF), established by the Central Govt. under the provisions of Section 125 of the Companies Act, 2013. During FY 2022-23, the company was not required to transfer any amount from its Unpaid Dividend Account to the Investor Education and Protection Fund (IEPF).

5. Reserves:

The Company does not propose to transfer any amount to the General Reserves for the FY 2022-23.

6. Share Capital:

During the year under review, the Authorized Equity Share Capital of the Company as on 31st March, 2023 was Rs. 12,00,00,000/- and the Paid-up Equity Share Capital was Rs. 11,99,57,520/-.

A. Buy Back of Securities.

The Company has not bought back any of its securities during the year under review.

B. Details of issue of Sweat Equity Shares.

The Company has not issued any Sweat Equity Shares during the year under review.

C. Disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates.

There are no such cases arisen during the year under review.

D. Details of Issue of Equity Shares with Differential Rights.

The Company has not issued any Equity Shares with differential rights during the year under review.

E. Bonus Shares.

No Bonus Shares were issued during the year under review.

F. Employees Stock Option Plan.

The Company has not issued any stock options during the year under review.

G. Details of Rights issue.

During the year under review, the company has not issued any rights issue.

7. Finance:

Cash and cash equivalent as at 31st March, 2023 was Rs. 845.61 Lakhs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

8. Change in the nature of business, if any:

There is no change in the nature of the business of the Company during the year.

Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

The significant and 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 are viz.,

Preferential Issue: The company has made a Preferential Issue of shares to the Promotes/Promoter group and to specified investors after receiving approval from the shareholders in the Extra-Ordinary General Meeting held on 12/04/2023.

Brief details of the allotment:

- a) Issued 19,20,000 Equity Shares at a price of Rs. 125/- to the Promoters / Promoter Group against conversion of

Unsecured Loan of Rs. 24.00 Crores.

- b) Issued 15,72,000 Equity Shares at a price of Rs. 125/- to Specified Investors amounting to Rs. 19.65 Crores.
c) Issued 20,25,000 Equity Share Warrants at a price of Rs. 130/- to Specified Investors amounting to Rs. 26.33 Crores.

Pursuant to Regulation 32 (7A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board hereby confirms that as per the latest quarter i.e. 30/06/2023, there is no deviation or variation in the utilization of the proceeds of the preferential issue and the details of the utilization of funds is provided below:

Original Object	Original allocation	Funds Utilized
Support for Day-to-Day Operations & Working Capital Needs	Rs. 24.00 Crores	Rs. 24.00 Crores
Capital Expenditure for Expansion of its Plant/ Factory	Rs. 45.975 Crores	Rs. 10.574 Crores
Modified Object, if any		NIL
Modified allocation, if any		NIL
Amount of Deviation/ Variation		NIL

9. Details of Subsidiary/Joint Ventures/Associate Companies:

The Company does not have any Subsidiaries/Joint Ventures/ Associate Companies.

10. Details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government:

The Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review

effectiveness and continuous operation for addressing risk management and mitigation strategies.

13. Particulars of Loans, Guarantees or Investments:

There are no Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013.

11. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

There is no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

14. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement:

Disclosure under this head is not applicable as the Company does not have any Subsidiaries / Associate Companies / Joint Venture Companies.

12. Details of adequacy of internal financial controls with reference to the Financial Statements:

Your Company has deployed adequate Internal Control Systems, in the place to ensure a smooth functioning of its business. The processes and systems are reviewed constantly and improved upon to meet the changing business environment. The Control Systems provide a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of Company's assets. The Internal Auditor's periodically reviews the internal control systems, policies and procedures for their adequacy,

15. Vigil Mechanism / Whistle Blower Policy:

Pursuant to the provision of Section 177(9) of the Companies Act, 2013 the Company had established a vigil mechanism for directors and employees to report concern of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

The Company has a vigil mechanism in place through its Whistle Blower Policy, which provides a platform to disclose information without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, fraud, impropriety, abuse or wrong doing within the Company. The detail of the Whistle Blower Policy is also

posted on the website of the Company.

16. Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under the “The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013”. The following is a summary of sexual harassment complaints received and disposed of during the financial year ending March 31, 2023:

Number of complaints received:
NIL

Number of complaints disposed of:
NIL

17. Development & Implementation of Risk Management Policy:

The Company has developed and implemented the Risk Management Policy. The objective of this policy is to ensure sustainable business growth with stability promote a pro-active approach in reporting, evaluating and resolving risks associated with the business, establish a framework for the company’s risk management process and to ensure its implementation, enable compliance with appropriate regulations through the adoption of best practice and to assure business growth with financial stability.

18. Familiarization Programme:

The Company has put in place an induction and familiarization programme for all its directors including the Independent Directors. The familiarization programme for Independent Directors in terms of provisions of Regulation 46(2)(i) of Listing Regulations, is uploaded on the website of the Company:- www.keshavcement.com.

19. Board Meetings:

During the Financial Year 2022-23, 6 (Six) Board Meetings, 4 (Four) Audit Committee Meetings, 3 (Three) Nomination & Remuneration Committee Meetings and 4 (Four) Stakeholder Relationship Committee Meetings were convened and held. The details of the same are given under the Corporate Governance Report forming part of this Report.

20. Public Deposits:

Your Company has not accepted any deposits from the public during the financial year under review.

21. Extract of the Annual Return:

Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules 2014, an Extract of Annual Report in Form MGT-9 is available on the Company’s website at – www.keshavcement.com.

22. Related Party Transactions:

The Company has in place formulated a Policy on materiality

of Related Party transactions for dealing with such transactions in line with the requirements of the Listing Regulations with the Stock Exchange. The Policy on related party transactions is available on the Company's website at – www.keshavcement.com

Particulars of Contracts or Arrangements with related parties referred to Section 188(1) of the Companies Act, 2013 in specified in Form AOC-2 which forms part of this report as **“Annexure- II”**

23. Directors' Responsibility Statement:

In pursuance of Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Explanation: For the purposes of this clause, the term “internal financial controls” means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information;

- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. Directors and Key Managerial Personnel and Formal Annual Evaluation:

(a) The details of Directors & KMPs who were appointed or resigned during the financial year under review:

During the period under review, Mr. Balasaheb Mestri and Mrs. Radhika Dewani whose term as an Independent Director expired on 11/08/2022 and 11/12/2022 respectively were reappointed

for another period of 5 years by the shareholders in the 29th Annual General Meeting of the company held on 10th August, 2022 and they shall continue to hold the office of Independent Director of the company till 11/08/2027 and 11/12/2027 respectively.

(b) Independent Directors:

The Company has received declarations from the Independent Directors of the Company stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and the Regulation 16(1)(B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(c) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance and the performance of the individual Directors as well as the evaluation of the working of its Committees. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

(d) Disclosure on Re-appointment of Independent Director(s):

During the Financial Year, 2022-23, Mr. Balasaheb Mestri and Mrs. Radhika Dewani whose term as an Independent Director expired on 11/08/2022 and 11/12/2022 respectively were reappointed

for another period of 5 years by the shareholders in the 29th Annual General Meeting of the company held on 10th August, 2022 and they shall continue to hold the office of Independent Director of the company till 11/08/2027 and 11/12/2027 respectively.

(e) Opinion of Board with regards to integrity, proficiency of Independent Directors

50% of the composition of the Board of the company consists of Independent Directors. The Independent Directors appointed are having wide experience and knowledge in the various fields and they help the Board in providing an edge and give an outside perspective to the Company. All the Independent Directors have registered their names in the Independent Directors Data Bank and have also cleared the online proficiency self-assessment test conducted by the Institute notified under sub-section (1) of Section 150.

25. Statutory Auditors:

At the 29th Annual General Meeting of the Company held on 10th August, 2022 the shareholders had approved the re-appointment of M/s. Singhi & Co., as the Statutory Auditors of the Company for the period of five consecutive years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting with respect to the Financial Years 2022-23 to 2026-27 (both inclusive) for audit of Financial statements of the company and at a remuneration to be decided by the Audit Committee of the Board

of Directors in consultation with the Auditor.

26. Audit Report

The Auditors of the company have issued qualified Audit Report for the FY 2022-23. The Qualification is with respect to:

- a) GST Compensation Cess &
 - b) GST investigation by DGGI
- (both matters are more specifically described in the Audit Report annexed hereto)

Board's explanation on the Qualification

a) GST Compensation Cess: The Management believes that Input Compensation Cess of Rs. 242.57 lakhs will remain unutilised in the books currently. However, management is planning to venture into cement products and exports in future. As cess is applicable to certain cement products, the Input Compensation Cess can be adjusted towards the sale of such Cement Products and/or refunded in case of exports. Hence the management believes that this unutilized cess is recoverable in the near future.

b) GST investigation by DGGI: The management has paid the amount of Rs. 641.52 lakhs and Rs. 218.11 Lakhs towards GST and interest in the year 2020 & 2021 towards GST search regarding the FY19 and FY20. To cooperate with the department, the full amount was paid under protest. To date the investigation is not completed and based on available records, the management believes that the amount will be refunded.

27. Secretarial Audit:

In terms of Section 204 of the Companies Act, 2013, the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the recommendation of the Audit Committee, the Board of Directors of the Company has re-appointed M/s. Akshay Jadhav & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the financial year 2022-23. Secretarial Audit Report as provided by M/s. Akshay Jadhav & Associates, Practicing Company Secretaries is also annexed to this Report, in the prescribed Form MR-3, as **"Annexure-III"**. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer. The report is self-explanatory and therefore do not call for any further comments.

28. Cost Audit:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost records maintained by the Company in respect of its manufacturing activity are required to be audited. Your Directors on the recommendation of the Audit Committee, re-appointed M/s. Santosh Kalburgi & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2023-24.

M/s. Santosh Kalburgi & Co., Cost Accountants confirmed eligibility to be re-appointed as the Cost Auditor of the company and expressed his willingness to be re-appointed for the financial year 2023-24. The Board of Directors has re-appointed M/s. Santosh Kalburgi & Co., Cost Accountants

as the cost auditors of the Company for the financial year 2023-24 at remuneration of Rs. 60,000/- subject to ratification of his remuneration by shareholders in the ensuing Annual General Meeting of the Company. As required under the Act, the remuneration payable to cost auditors has to be placed before the Members at general meeting for ratification. Hence, a resolution for the same forms part of the Notice of the ensuing AGM.

The Audit Committee has also received a Certificate from the Cost Auditor certifying their independence and arm's length relationship with the Company.

29. Nomination and Remuneration Committee and Stakeholders Relationship Committee:

The present composition of the Nomination and Remuneration Committee includes Mr. Krishnaji Patil Chairman, Mr. Balasaheb A Mestri, and Mr. Venkatesh Katwa as its members. The Nomination and Remuneration committee has framed a policy for selection and appointment of Directors including determining qualifications of Independent Director, Key Managerial Personnel, Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013. The policy is made available on the website of the company i.e. www.keshavcement.com.

The Stakeholders Relationship Committee comprises of Mr. Krishnaji Patil, Chairman, Mr. Balasaheb A. Mestri and

Mrs. Radhika Pinal Dewani as its members.

30. Corporate Social Responsibility (CSR):

Pursuant to Section 198 of the Companies Act, 2013, the Average Net Profit of the Company for last three financial years was negative. Even though the company was within the purview of Section 135 of the Companies Act, 2013, the company was not required to spend any amount on CSR activities during the FY 2022-23 and was not required to constitute a Corporate Social Responsibility Committee. The report on the CSR activities is appended as **"Annexure V"** to the Board's Report.

31. Particulars of Employees:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached as **"Annexure IV"**. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the complete information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

32. Corporate Governance:

In compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Corporate Governance Report for the Financial Year 2022-23 as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 of the Company is attached herewith and marked as **“Annexure-VII”** forms part of this Report. The requisite certificate(s) along with certificate from M/s. Akshay Jadhav & Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance and from Company Secretary in practice that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such authority is attached to the Corporate Governance Report.

33. Audit Committee:

The Audit committee comprises of Mr. Krishnaji Patil as Chairman, Mr. Balasaheb Mestri, Mrs. Radhika Dewani and Mr. Venkatesh H. Katwa as its members.

The committee met 4 times during the Financial Year under review and all the recommendations of the Committee were accepted by the Board.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 is annexed herewith as **“Annexure VI”**.

35. Details of application pending under Insolvency and Bankruptcy Code, 2016:

During the financial year there has been no application made or proceeding pending in the knowledge of the company under the Insolvency and Bankruptcy Code, 2016.

36. Details of one time settlement with banks or financial institutions:

During the financial year there is no instance of one-time settlement entered by the company with banks or financial institutions and hence no question of providing the differential amount between the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions.

37. Acknowledgements:

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully

acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

Cautionary Statement:

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's

objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

For and on behalf of the Board of Directors of
SHRI KESHAV CEMENTS AND INFRA LIMITED

Sd/-
Venkatesh Katwa
Chairman

Date: 01/08/2023
Place: Belgaum

Annexure- I**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Industry Structure and Developments – Outlook**

Cement industry is a highly energy incentive sector. Energy along with other raw materials mainly comprising coal and limestone forms a most critical component in the manufacturing of cement. While your company does not face any problem with respect to the availability of limestone. Its high priority is to keep its energy costs at minimum, which forms a significant portion of the input costs. In order to reduce the power consumption cost/ energy cost, the company has switched to pet-coke as fuel which is cost effective compared to Coal and is also utilizing power generated from its own solar plant for production of Cement.

During the Financial Year 2022-23 the company for the second consecutive time has crossed the milestone of 100 crore turnover and has recorded its highest gross turnover of Rs. 12,323.94 Lakhs till date.

Opportunities and Threats

With the installation and working of its Solar Plants running total at 37 MW capacity, the company has saved huge energy costs as the company is currently utilizing its own power generated from solar plant for production of Cement and is expected to save more costs in the future. The Company has also undertaken capex to further reduce its fuel and power cost thereby increasing the contribution margin. The Capex is expected to commission by Financial Year 2024.

Risk Management

Risk is inherent in all kinds of business and is an integral part of cement industry. In the normal course of business, a company is exposed to various risks like Credit risk, Market risk and Operational risk, besides other residual risks such as Liquidity risk, Interest rate risk, Regulation risk etc. With a view to efficiently manage such risks, your Company has put various risk management system and practices. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate balance between risks and returns. The risk management strategy adopted by your Company is clearly based on a clear understanding of the risk and the level of the risk appetite and that is dependent on the willingness to take the risk in the normal course of business.

Segment Wise Performance

Revenue from Manufacturing and Trading in Cements for the FY 2022-23 amounted to Rs. 9,319.88 lakhs which is Rs. 260.32 Lakhs more than the revenue of FY 2021-22 of Rs. 9059.56 lakhs.

Revenue from Trading in Coal for the FY 2022-23 amounted to Rs. 25.68 lakhs which has reduced by Rs. 2.13 Lakhs from the revenue of FY 2021-22 of Rs. 27.81 lakhs.

Revenue from Dealing in Petrol and Diesel for the FY 2022-23 amounted to Rs. 813.59 lakhs which has increased by Rs. 22.09 Lakhs from the revenue of FY 2021-22 of Rs. 791.50 lakhs.

Revenue from Solar Power Generation and Supply for the FY 2022-23 amounted to Rs. 2164.79 lakhs which has increased by Rs. 664.59 Lakhs from the revenue of FY 2021-23 of Rs. 1500.20 lakhs.

Internal Control System and their Adequacy

Your company has a well defined internal control system to support efficient business operations and statutory compliance. Internal Auditor carry out vouching of all accounting records and confirmation of balances and thereby assures the accuracy of accounting records and External Auditors carry out concurrent audit of the operations of the Company which adds to the stability of the internal control systems. Suitable internal checks have been built in to cover all monetary transactions with proper delineation of authority, which provides for checks and balances at every stage.

Human Resources and Industrial Relations

Industrial relations continued to be cordial and harmonious at both the plants and also at the Corporate Office throughout the year. The company has taken all precautionary measures for its employees against the Covid-19 pandemic and it has ensured that all its employees/workers are fully vaccinated and the company has also ensured the use of Sanitizing machines at the factory premises and Thermal check of every employee, worker as well as visitors.

Discussion on Financial Performance with respect to Operational Performance

During the year under review the financial performance with respect to operational performance was satisfactory and there are no over dues pending from the customers and the interest obligations and statutory obligations have been met in time.

Disclosure of Accounting Treatment

The Company has followed prescribed Accounting Standards in the preparation of financial statements and there is no deviation in the current year.

Cautionary Statement

Statement in this Management Discussion & Analysis describing the company's objectives projections, estimates and exceptions are "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ from those either expressed or implied.

Annexure- II

FORM NO – AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis:
Shri Keshav Cements and Infra Limited has not entered into any contract or arrangement or transaction with its related parties which is not its ordinary course of business or at arm's length during financial year 2022-23.
2. Details of material contracts or arrangements or transactions at arm's length basis:
There are no material contracts or arrangements or transactions with related parties during the financial year 2022-23.

**For and on behalf of the Board of Directors of
SHRI KESHAV CEMENTS AND INFRA LIMITED**

**Sd/-
Venkatesh Katwa
Chairman**

**Date: 01/08/2023
Place: Belgaum**

Annexure - III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

*[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]
(FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023)*

**To,
The Members,
Shri Keshav Cements & Infra Limited,
Jyoti Towers, 215/2 6th Cross, Nazar Camp,
Karbhar Galli, Madhavpur, Vadgaon,
Belgaum-590005.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shri Keshav Cements & Infra Limited** having CIN: L26941KA1993PL0014104 (the Company). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing 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 audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed & other records maintained by the Company for the financial year ended on 31st March, 2023 (financial year) and made available to us, according to the provisions of:

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; and

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during the reporting period)
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- g. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and (Not Applicable during the reporting period)
- h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable during the reporting period)
- i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and (Not Applicable during the reporting period)
- j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable during the reporting period)

We further report that in accordance with the guidelines issued by the Institute of Company Secretaries of India (ICSI) on the applicability of industry specific laws as applicable to the Company and based on the list of the said laws provided and records maintained, the Company has, in our opinion, generally complied with the provisions of following laws:

Industry Specific Laws

1. Cement Control Order, 1967;
2. Cement Cess Rule, 1993;
3. Cement (Quality Control) Order, 2003;
4. Bureau of Indian Standards Rules, 1987;
5. Explosives Act, 1884 and the Rules thereon;
6. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2015;

7. The Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Packaged Commodities) Rules, 1977;
8. Competition Act, 2002, Rules & Regulations;
9. Environmental Protection Act, 1986.

Other Laws

1. Legal Metrology Act, 2009 and the Rules thereon;
2. Water (Prevention and Control of Pollution) Act, 1974;
3. Air (Prevention and Control of Pollution) Act, 1981;
4. Noise Pollution (Control and Regulation) Rules, 1999;
5. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
6. Factories Act, 1948 and other applicable Labour Laws.

We further report that there were no events / actions, having any bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We have not dealt with in this report any provisions relating to Audit of Accounts and the related financial records and also the provisions under Income Tax, Goods and Service Tax and Customs Act, other connected enactments the records of which have been covered under the Financial Audit.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India. We report that, during the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

During the financial year the following changes were made by the company in its Board:

- A) Mr. Balasaheb Mestri (DIN: 07898493) was reappointed as the Independent Director of the company for a period of 5 years.
- B) Mrs. Radhika Dewani (DIN: 07997099) was reappointed as the Independent Director of the company for a period of 5 years.

Adequate notice was given to all the Directors to schedule the Board Meetings. Agenda and detailed notes thereon were sent in advance to the Directors and a reasonable system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates / reports taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Financial Year 2022-23, the company has paid Managerial Remuneration to its Directors in accordance with the provisions of Section 197, read with Schedule V of the Act. The company falls under the ambit of Schedule V of the Act i.e. remuneration payable by companies having no profit or inadequate profit and hence, the remuneration paid during the reporting period is within the limits as laid down under Schedule V of the Act.

We further report that the Board of Directors in their meeting held on 16th March, 2023 have:

- A) Approved the increase of Authorised Share Capital of the Company and consequentially amendment of the Memorandum of Association of the Company.
- B) Approved the Preferential Allotment of Equity Shares to Promoters / Promoter Group against conversion of Unsecured Loans.
- C) Approved the Preferential Allotment of Equity Shares to Specified Investors.
- D) Approved the Preferential Allotment of Equity Share Warrants to Specified Investors.

The Extra-ordinary General Meeting for getting approval of the same was held on 12th April, 2023.

For Akshay Jadhav & Associates

UDIN: F012650E000519409
Place: Belgaum
Date: 01/07/2023

Sd/-
Akshay Jadhav
Company Secretary
M No. 12650 CP No. 20559
Peer Review Cer. No. 1595/2021

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

‘Annexure A’

**To,
The Members,
Shri Keshav Cements & Infra Limited,
Jyoti Towers, 215/2 6th Cross, Nazar Camp,
Karbhar Galli, Madhavpur, Vadgaon,
Belgaum-590005**

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

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices 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 like, Income Tax, Goods and Service Tax, Customs Law, etc.
4. Wherever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc. as applicable from time to time. The compliance under the industry specific laws were examined based on the list of applicable laws provided by the company.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management in terms of Section 134 (5) (f) of the Companies Act, 2013. 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 Akshay Jadhav & Associates

**UDIN: F012650E000519409
Place: Belgaum
Date: 01/07/2023**

**Sd/-
Akshay Jadhav
Company Secretary
M No. 12650 CP No. 20559
Peer Review Cer. No. 1595/2021**

Annexure: IV:

DISCLOSURE UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013

- i) The percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary during the Financial Year 2022-23, ratio of the remuneration of each Director to the median remuneration of employees of the Company.

Name of the Person	Designation	% of increase compared to previous year	Ratio of remuneration to the median remuneration of employees
Venkatesh Katwa	Director / Chairman	No Change	8.16
Vilas Katwa	Managing Director	No Change	8.16
Deepak Katwa	Director / CFO	No Change	8.16
Radhika Deewani	Ind. Director	-	-
Balasaheb Mestri	Ind. Director	-	-
K. C. Patil	Ind. Director	-	-
Varsha Shirgurkar	Company Secretary	No Change	1.96

- ii) **The percentage increase in median remuneration of employees in the Financial year:**

The percentage increase in median remuneration of employees in the Financial year is 4.34%.

This has been arrived at by comparing the median remuneration.

- iii) **The Number of permanent employees on the rolls of the Company:**

The Number of permanent employees on the rolls of the Company as on 31st March, 2023 were 186.

- iv) **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 percentile increase made in the salaries of employees other than the managerial personal in the last financial year	Percentile increase in the managerial remuneration		
3.89%	Name	Designation	% Increase
	Vilas Katwa	MD	NIL
	Venkatesh Katwa	Director/CM	NIL
	Deepak Katwa	Director/CFO	NIL

v) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Board of Directors affirm that the remuneration paid to the Directors, KMP and employees of the company is as per the remuneration policy of the Company.

vi) Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Sl. No.	1	2	3	4	5
Name	Rupa Ghadi	Manish Patil	Alexander Manivel	Rajendra Patil	Ramesh Aital
Salary Received p.a.	Rs. 6,60,000	Rs. 6,00,000	Rs. 4,80,000	Rs. 4,57,200	Rs. 3,99,240
Designation	Legal Mgr.	HR Mgr.	Plant Incharge	Technical Off.	Process Incharge
Type	Permanent	Permanent	Permanent	Permanent	Permanent
Qualification	B.com L.L.B. MBA (HR)	PGDIT(HDSE)	Diploma in Electrical Engineering	Bsc., MBA	Diploma Mechanical
Experience (in years)	24	26	40	28	23
Start Date	01/05/1999	01/12/2009	20/10/1983	01/01/2014	01/11/2011
Age	45	47	61	51	44
Past Employment	Katwa Infotech Pvt. Ltd.	Aditya Birla	JSW Cement	P J Margo Pvt. Ltd.	EM Electronix Pvt. Ltd.

Sl. No.	6	7	8	9	10
Name	S.Devannavar	S.K.Sarwade	S.G.Herkal	L V Bhutali	M J Prakash
Salary Received p.a.	Rs. 3,90,840	Rs. 3,85,044	Rs. 3,69,420	Rs. 3,30,840	Rs. 3,23,076
Designation	Manager (Instrument)	Mgr. (HR)	Civil Engg.	Engineer	Manager (HoD)
Type	Permanent	Permanent	Permanent	Permanent	Permanent
Qualification	BE Instrument	BA, MBA	Diploma Civil	Mechanical Engineer	Diploma Mech.
Experience (in years)	23	15	11	10	16
Start Date	01/03/2018	01/05/2008	01/04/2017	01/01/2019	01/04/2022
Age	46	56	34	36	40
Past Employment	AUCC Cements	Timex watch Manufacturer	J. K. Cements	Ratna Cement Pvt. Ltd.	Riddhi Siddhi Cements Pvt. Ltd.

Annexure: V:

CORPORATE SOCIAL RESPONSIBILITY

Annual Report on Corporate Social Responsibility (CSR) activities (Pursuant to Section 135 of the Companies Act, 2013)

1. Brief outline on CSR Policy of the Company

The CSR Policy of the Company covers the proposed CSR activities in line with Section 135 of the Companies Act, 2013 and the Schedule VII thereto. The CSR Policy, as approved by the board is disclosed on the website of the company at www.keshavcement.com.

2. CSR Committee:

Pursuant to the provision of section 135 of the Companies Act, 2013, if the amount to be spent by the company does not exceed fifty lakh Rupees, the requirement of constituting Corporate social responsibility committee shall not be applicable and the functions of this committee provided under this section may be discharged by the board of directors of the company.

Since the provisions relating to formation of CSR Committee were not applicable to the Company, the functions of CSR Committee are discharged by the Board of Directors of the company.

3. 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

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs.)
Not applicable			

5. Average net profit of the company as per Section 135(5):

Pursuant to Section 198 of the Companies Act, 2013, the Average Net Profit of the Company for last three financial years was in negative.

- 6. (a) Two per cent of average net profit of the company as per section 135(5): Negative**
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not applicable
(c) Amount required to be set off for the financial year, if any: Not applicable
(d) Total CSR obligation for the financial year (7a+7b-7c): Not applicable

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

SHRI KESHAV CEMENTS AND INFRA LIMITED

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to 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
	Not applicable				

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

Sl. 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	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
Not applicable										

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

Sl. 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 (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency
Not applicable							

(d) Amount spent in Administrative Overheads: Not applicable

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Not applicable

(g) Excess amount for set off, if any

Sl. No.	Particulars	Amount (in Rs.)
1	2% of average net profit of the company as per section 135(5)	Negative
2	Total amount spent for the Financial Year	NA
3	Excess amount spent for the financial year [(ii)-(i)]	NA
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

SHRI KESHAV CEMENTS AND INFRA LIMITED

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account u/s 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
Not applicable							

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

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the Project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed/Ongoing
Not applicable								

9. 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)

- Date of creation or acquisition of the capital asset(s): Not applicable
- Amount of CSR spent for creation or acquisition of capital asset: Not applicable
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not applicable
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not applicable

10. 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

For **SHRI KESHAV CEMENTS AND INFRA LIMITED**

Sd/-

Venkatesh Katwa
Chairman

Place: Belagavi

Date: 01/08/2023

Annexure: VI:

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

[PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014]

A. Conservation of Energy:

a. Energy conservation measures taken:	Efforts to conserve and optimize use of Energy through improved operational methods are made on continuous basis.
b. Steps taken by the company for utilizing alternate source of energy	The company has set up solar plant at Koppal District in Karnataka as a step towards using alternate source of energy.
c. Additional investments and proposals, if any, being implemented for the reduction of consumption of energy.	No fresh investment is proposed but conscious efforts are being made to save energy wherever possible.
d. Impact of the measures at (a) and (b) above for the reduction of energy consumption and consequent impact on the cost of production of goods.	The cost saving is not substantial.
e. Total energy consumption	Rs. 305.55/- (In Lakhs)

B. Technology Absorption:

Form for Disclosure of particulars with respect to absorption

Research and development [R&D]

1. Specific areas in which R&D carried out by the Company	NIL
2. Benefit derived as a result of the above R & D	NIL
3. Future plan of action	NIL
4. Expenditure on R & D:	
(a) Capital	NIL
(b) Recurring	NIL
(c) Total	NIL
(d) Total R&D expenditure as a percentage of total turnover	NIL

Technology, absorption, adoption and innovation

1. Efforts made in brief towards technology absorption, adoption and innovation:	NIL
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitutes etc.	NIL
3. In case of imported technology [imported during the last five years reckoned from the beginning of the financial year] following information may be furnished. (a) Technology imported (b) Year of import (c) Has technology been fully absorbed (d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	NIL

C. Foreign exchange earnings and outgo: Nil

a. Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans:	The Company is engaged in manufacture and sale of Cement within the states of Karnataka, Goa and Maharashtra. Taking into account the installed capacity and demand for cement in these three states itself, the management is of the opinion that the development of export market will take its own time.
b. Total foreign exchange used and earned: i. Earned: ii. Used:	 Nil Nil

Annexure: VII:

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is as follows:

1. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's Philosophy on Corporate Governance aims at the attainment of the highest levels of transparency, accountability and responsibility in all operations and all interactions with its Shareholders, Investors, Lenders, Employees, Government and other stakeholders.

As part of our commitment to run a value-driven and process managed company, this responsibility is taken up with highest discipline and vigilance by the Company's Board of Directors and its management team. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value consistently over a sustained period of time. The Board considers itself a Trustee of its shareholders and acknowledges its responsibilities towards them for creating, enhancing and safeguarding their wealth.

2. BOARD OF DIRECTORS:

The Company's Board comprises of adequate mix of Independent and Non-Independent Directors as well as Executive and Non-Executive Directors.

The Company's board members have diverse areas of knowledge and expertise, which is necessary in providing an independent and objective view on the business issues and assess them from the stand point of the stakeholders' of the Company.

Composition of Board of Directors

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Constitution of the Board as on March 31, 2023:

Sl. No	Name	Position
1.	Mr. Venkatesh Katwa	Promoter/ Executive Director / Chairman
2.	Mr. Vilas Katwa	Promoter / Executive Director / Managing Director
3.	Mr. Deepak Katwa	Promoter / Executive Director / CFO
4.	Mr. Krishnaji Patil	Independent Director / Non-Executive Director
5.	Mr. Balasaheb Mestri	Independent Director / Non-Executive Director
6.	Mrs. Radhika Dewani	Independent Director / Non-Executive Director

The Board periodically reviews the Compliance Report pertaining to all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instance of non-compliances.

Attendance record of Board meetings

During the year under review, 06 (Six) Board meetings were held on 13/05/2022, 06/07/2022, 10/08/2022, 02/11/2022, 07/02/2023 and 16/03/2023. The Board members were given appropriate documents and information in advance for each Board Meeting.

The attendance record of all directors on the Board and the last AGM and the number of Companies / Committees where he / she is a Director / Member:

Name of the Director	Attend ance at last AGM	No. of other Director ship (as on 31/03/23)	No. of Board Meeting held	No. of Board Meeting attended	% of Attendance
Mr. Venkatesh Katwa	Yes	5	6	6	100%
Mr. Vilas Katwa	Yes	4	6	6	100%
Mr. Deepak Katwa	Yes	4	6	6	100%
Mr. Balasaheb Mestri	Yes	0	6	5	83.33%
Mr. Krishnaji Patil	Yes	0	6	6	100%
Mr. Radhika Dewani	Yes	0	6	6	100%

3. COMMITTEES OF THE COMPANY

(a) AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company consist Four (4) directors. All the directors have good knowledge of finance, accounts as well as company law. During the year, the Audit Committee of the Company is re-constituted with the following members:

Mr. Krishnaji Patil - Chairman
Mr. Balasaheb A. Mestri - Member
Mrs. Radhika Dewani - Member
Mr. Venkatesh H. Katwa - Member

Terms of Reference –

The terms of reference of the Committee inter alia includes the following:

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

2. Recommending the appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in Director's Responsibility Statement included in Board's report;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries based on exercise of judgment by the 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) Disclosure of any related party transactions;
 - (g) Qualifications in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilized for other purposes and report of monitoring agency.
7. Review and monitor the auditors' independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
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, performance of statutory and internal auditors, 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 of any significant findings and follow up thereon.
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 the matter to the Board.
16. Discussion with statutory auditors before the audit commences about 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,
18. Shareholders (in case of non-payment of declared dividends) and creditors.
19. To review the functioning of the Whistle-Blower mechanism.
20. Approval of appointment of Chief Financial Officer.
21. To review report submitted by Monitoring Agency informing material deviations in the utilization of Issue proceeds and to make necessary recommendations to the Board, if, when and where applicable.
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the year under review, the Committee met 04 (Four) times on 13/05/2022, 10/08/2022, 02/11/2022, and 07/02/2023. The attendance of the members at the meeting is as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. Krishnaji Patil	Chairman	4
Mr. Balasaheb Mestri	Member	3
Mr. Venkatesh Katwa	Member	4
Mrs. Radhika Dewani	Member	4

(b) NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and applicable rules thereto, and as per Regulation 19 of SEBI (LODR) Regulations, 2015, comprising of three (3) directors. During the year Nomination and Remuneration Committee of the Company is re-constituted with the following members:

Mr. Krishnaji Patil - Chairman
Mr. Balasaheb A. Mestri - Member
Mr. Venkatesh H. Katwa - Member

The Nomination & Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down. Recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

The Committee had been consulted to review and approve the annual salaries, commission, service agreement and other employment conditions for the executive directors. The remuneration policy is in consonance with the existing industry practice.

The terms of reference of the Committee are in line with the requirements of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II to the SEBI (LODR) Regulations, 2015.

The terms of reference of the Committee are broadly as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of performance of independent directors and the board.
3. Devising a 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 of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of there of performance evaluation of independent directors.

During the year under review, the Committee met 03 (Three) times on 13/05/2022, 06/07/2022 & 07/02/2023. Attendance of the members at the meetings was as follows:

SHRI KESHAV CEMENTS AND INFRA LIMITED

Name of the Member	Designation	No. of Meetings attended
Mr. Krishnaji Patil	Chairman	3
Mr. Balasaheb Mestri	Member	3
Mr. Venkatesh Katwa	Member	3

Details of the remuneration to the Executive Director provided as per accounts for the year ended March 31, 2023 are given below:

Executive Director	Salary (In Rs.)	Commission (In Rs.)
Mr. Venkatesh Katwa	12,00,000 p.a.	NIL
Mr. Vilas Katwa	12,00,000 p.a.	NIL
Mr. Deepak Katwa	12,00,000 p.a.	NIL

The remuneration paid by the Company to its directors during the year is not in excess of the limits laid down under Section 197, read with Schedule V of the Act.

Details of the remuneration to the Non-Executive Director provided as per accounts for the Year ended March 31, 2023 are given below:

Non-Executive Director	Sitting Fees (In Rs.)	Commission (In Rs.)	Total (In Rs.)
Mr. Krishnaji Patil	25,000/-	NIL	25,000/-
Mr. Balasaheb Mestri	20,000/-	NIL	20,000/-
Mrs. Radhika Dewani	25,000/-	NIL	25,000/-

(c) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and applicable rules thereto, and as per Regulation 20 of SEBI (LODR) Regulations, 2015 comprising of three (3) directors. During the year, the Stakeholders Relationship Committee of the Company is re-constituted with following members:

Mr. Krishnaji Patil - Chairman
 Mr. Balasaheb A Mestri - Member
 Mrs. Radhika Dewani - Member

The Committee has been constituted to specifically look into redressal of shareholders' grievance such as transfer, dividend, de-materialization related matters. The Committee has also been dealing with the power to approve

transfer / transmission, issue of new or duplicate certificates, sub-division of shares, split of shares and all matters related to the shares of the company.

During the year under review, the Committee met 04 (Four) times on 13/05/2022, 10/08/2022, 02/11/2022, and 07/02/2023. Attendance of the members at the meetings was as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. Krishnaji Patil	Chairman	4
Mr. Balasaheb Mestri	Member	3
Mrs. Radhika Dewani	Member	4

Total number of letters and complaints received and replied to the satisfaction of shareholders during the year under review was NIL as on March 31, 2023 there are NIL complaints pending with the Company.

4. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

As required by SEBI (LODR) Regulations, 2015, during the year the Independent Directors held 01 meeting on 07th February, 2023. All Independent Directors attended the same.

The Independent Directors discussed / review the matters specified in Regulation 25 of SEBI (LODR) Regulations, 2015.

5. GENERAL BODY MEETINGS

Year	General Meeting	Date	Time	Special Business Transacted
2021-22	29 th Annual General Meeting	10/08/2022	11.00 AM	1. To Re-appoint Mr. Balasaheb Mestri (DIN: 07898493) as the Independent Director of the company for a period of 5 years. (Passed as a Special Resolution) 2. To Re-appoint Mrs. Radhika Dewani (DIN: 07997099) as the Independent Director of the company for a period of 5 years. (Passed as a Special Resolution)

SHRI KESHAV CEMENTS AND INFRA LIMITED

				3. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2023. (Passed as an Ordinary Resolution) 4. To approve remuneration paid to Mr. Deepak Katwa, Director, in excess of the limits as prescribed under section 197 of Companies Act, 2013 for the FY 2021-22. (Passed as a Special Resolution) 5. To approve remuneration paid to Mr. Venkatesh Katwa, Director, in excess of the limits as prescribed under section 197 of Companies Act, 2013 for the FY 2021-22. (Passed as a Special Resolution)
2020-21	28 th Annual General Meeting	08/09/2021	11.00 AM	1. Approve the remuneration of the Cost Auditors for the financial year ending 31st March 2022 (Passed as an Ordinary Resolution) 2. Regularisation of Mr. Krishnaji C. Patil as an Independent Director of the Company (Passed as an Ordinary Resolution) 3. Re-appointment of Mr. Vilas H. Katwa as the Managing Director of the company. (Passed as an Ordinary Resolution)
2019-20	27 th Annual General Meeting	29/09/2020	11.00 AM	1. Approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2021 (Passed as an Ordinary Resolution)

6. DISCLOSURES**(a) Basis of related party transactions**

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

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on annual basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on annual basis. The details of related party transactions are shown in the notes of financial statements as per AS-18 and as per Section 188 of the Companies Act, 2013 in Form AOC-2 as Annexure to the Annual Report.

(b) Vigil Mechanism

The Company has a vigil mechanism for directors and employees to report genuine concerns. The Vigil mechanism provides for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

(c) Compliance with SEBI (LODR) Regulations, 2015

The Company has complied with all mandatory requirements of Regulations as per Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(d) Risk management

The Company operates in an increasingly volatile and challenging business environment. The Company's overall risk management seeks to minimize potential adverse effects on its performance. The Company has created the Risk Management charter for building a strong risk management culture.

Board of Directors confirms that there exist no elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

(e) Compliance by the Company

There are no instances of non-compliance by the Company on any matters related to capital market, nor have any penalty/strictures been imposed by the Stock Exchange or SEBI or any other statutory authority on any matter relating to capital market during the Financial Year ended on March 31, 2023.

(f) Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of working of its Committees.

The Nomination and Remuneration Committee laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and the various committees of the Board of Directors. The criteria for performance evaluation cover the areas relevant to their functioning as Chairman, Independent Directors or other Directors, Member of Board or Committees of the Board. A Structured questionnaire, evolved through discussions within the Board, has been used for this purpose.

The purpose of evaluation of the Board and its Committees was to analyze how the Board and its committees are functioning, the time spent by the Board while considering matters and whether the terms of reference of the Board Committees have been met, beside compliance of provisions of the Act and Listing Agreement.

The Directors expressed their satisfaction with the evaluation process. However, given the nascent nature of this process, the evaluation process will be strengthened through experience and also by identifying best practices used by the other corporates.

7. CODE OF CONDUCT

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as required by Regulation 17(5) of the SEBI (LODR) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2023. A Certificate from Managing Director to this effect is attached to this report. The code has been displayed on the Company's website.

8. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted a revised "Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information" (Revised Code) in Compliance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The same was effective from April 01st 2019 & is made available on the Company's website at www.keshavcement.com.

9. GENERAL SHAREHOLDER INFORMATION

1.	Annual General Meeting	Friday, 29 th September, 2023 at 11.00 AM
	Day, Date, Time & Venue	'Jyoti Tower', 6 th Cross, Karbhar Galli, Nazar Camp, M. Vadgaon, Belagavi- 590 005

SHRI KESHAV CEMENTS AND INFRA LIMITED

2.	Financial Year News Paper where the results are published Website	April 1, 2022 to March 31, 2023 Financial Express & Hasiru Kranti www.keshavcement.com
3.	Listing Details	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
4.	Stock Codes	Scrip Code: 530977 ISIN: INE260E01014 CIN: L26941KA1993PLC014104
5.	Registrar & Share Transfer Agent	Canbank Computer Services Ltd. 218, J.P. Royale, 1 st Floor, 14 th Cross, Sampige Road, 2 nd Main, Malleshwaram, Bangalore- 560003
6.	Compliance Officer / Company Secretary	Varsha Shirgurkar 1789, B Ward, Guruprakash Apartment, Flat No. 204 Khuperkar Lane, Mangalwar Peth Kolhapur-416012
7.	Depository System	As on 31 st March, 2023 95.64% of the Company share capital is held in dematerialized form. For any assistance in converting physical shares in electronic form, investor may approach Canbank Computer Services Ltd or Mrs. Varsha Shirgurkar, Company Secretary.
8.	Bank details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their Bank.
9.	Furnish copies of Permanent Account Number (PAN)	The members are requested to furnish their PAN which will help the company to strengthen compliance with KYC norms and provisions of Prevention of Money Laundering Act, 2002. For transfer of shares in physical form, SEBI has made it mandatory to the transferee to submit a copy of PAN card to the Company.
10.	Investor complaint to be addressed to	Canbank Computer Services Limited (RTA)., or Varsha Shirgurkar, Company Secretary

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11.	E-mail ID of Grievance Redressal Division	secretary@keshavcement.com info@keshavcement.com
12.	Payment of Listing Fees	Annual listing fee for the year 2023-24 has been paid by the Company to BSE.
13.	Payment of Depository Fees	Annual custody / Issuer fee for the year 2023-24 has been paid by the Company to CDSL and NSDL.
14.	Plant Locations	Plant-1: R.S. No.346, At Kaladgi Village, Dist: Bagalkot – 587313 Karnataka Plant-2: R.S. No.15/4, Mudhol Industrial Area, At: Nagnapur, Taluk: Mudhol, Dist: Bagalkot – 587122 Karnataka Solar Plant: Shri Krishna Solar Power, Sy No.241, AP:Biserahalli, Taluk & District: Koppal – 583231 Karnataka

Market Price Data: The monthly high and low of the equity shares of the company along with the trading volume from April, 2022 to March, 2023 is as follows:

Sl.No.	Month	High Price	Low Price	Volume
1.	April, 2022	73.00	62.05	33,978
2.	May, 2022	131.70	60.25	3,45,729
3.	June, 2022	116.00	89.10	1,05,552
4.	July, 2022	135.70	100.10	84,181
5.	August, 2022	157.00	123.15	1,01,429
6.	September , 2022	150.00	111.10	2,20,439
7.	October, 2022	128.90	102.00	3,60,071
8.	November, 2022	127.50	96.00	2,62,005
9.	December, 2022	129.40	116.40	46,992
10.	January, 2023	139.40	118.00	63,390
11.	February, 2023	131.40	110.60	47,758
12.	March, 2023	139.70	113.50	3,10,139

SHRI KESHAV CEMENTS AND INFRA LIMITED

Distribution of Shareholding

Shareholding of Nominal Value (In Rs.)	No. of Holders	% of shareholders	Total amount	% of shareholding
Upto 5000	5233	92.23	6,44,419	5.37
5001-10000	206	3.63	1,63,479	1.36
10001-20000	105	1.85	1,54,408	1.29
20001-30000	30	0.53	76,448	0.64
30001-40000	22	0.39	79,531	0.66
40001-50000	14	0.25	63,617	0.53
50001-100000	23	0.41	16,576	1.40
100001 and above	41	0.72	1,06,46,274	88.75
Total	5674	100.00	11,99,57,520	100.00

Shareholding Pattern as on March 31, 2023

Shareholding Category	No of Shareholders	Number of Shares	% of Holding
Promoter & Promoter Group			
Individual/ HUF	9	69,36,663	57.83
Body Corporate	2	18,24,264	15.21
Public Shareholding			
Institutions	-	-	-
Non-Institutions			
Individual Shareholders holding nominal value up to Rs. 2 Lac	5,438	13,25,812	11.05
Individual Shareholders holding nominal value greater than Rs. 2 Lac	12	3,97,542	3.31
Any Other:			
Body Corporates	35	13,22,681	11.03
LLP	1	1021	0.01
NRI	104	1,54,847	1.30
Clearing Members	4	59	0.00
HUF	69	32,863	0.27
Total	5,674	1,19,95,752	100

Means of Communication

Effective communication of information is an essential component of Corporate Governance. It is process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promote management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

**For and on behalf of the Board of Directors of
SHRI KESHAV CEMENTS AND INFRA LIMITED**

**Sd/-
Venkatesh Katwa
Chairman**

**Sd/-
Vilas Katwa
Managing Director**

Date: 01/08/2023

Place: Belgaum

**CERTIFICATE UNDER SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**To
The Members,
Shri Keshav Cements and Infra Limited**

We have examined the compliance conditions of Corporate Governance by the Shri Keshav Cements and Infra Limited ("the Company") for the financial year ended on March 31, 2023 as per the relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of certification.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further state that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by SEBI/Ministry of Corporate Affairs.

**For Akshay Jadhav & Associates
Company Secretaries**

**Sd/-
Akshay Jadhav
Company Secretary
M No. 12650 CP No. 20559
UDIN: F012650E000707476**

**Place: Belgaum
Date: 01/08/2023**

CEO/CFO CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, Managing Director and Chief Financial Officer of the Company has certified to the Board that:

- A. We have reviewed the financial statements and the Cash Flow Statement for the year 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 any 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 existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered by the Company during the year are fraudulent, illegal or violate the Company's code of Conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated that 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 they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee that:
1. There has not been any significant change in internal control over financial reporting during the year;
 2. There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 3. We are not aware of any instances during the year 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 **Shri Keshav Cements and Infra Limited**

Date: 01/08/2023
Place: Belagavi

Sd/-
Mr. Vilas Katwa
Managing Director

Sd/-
Mr. Deepak Katwa
CFO

Compliance with Code of Business Conduct and Ethics

In accordance with Regulation 17(5) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchange, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the financial year ended 31st March, 2022.

For **Shri Keshav Cements and Infra Limited**

Date: 01/08/2023
Place: Belagavi

Sd/-
Mr. Vilas Katwa
Managing Director

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF SHRI KESHAV CEMENTS & INFRA LIMITED****Report on the Audit of the Financial Statements****Qualified Opinion**

We have audited the accompanying financial statements of SHRI KESHAV CEMENTS & INFRA LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the 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, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. The company has been purchasing coal and is paying GST Compensation Cess ("coal cess") on the said purchases. Since there is no significant sale of coal, such coal cess is accumulated over a period of time and is not been set off against the output coal cess. Such accumulated coal cess amounting to Rs.242.57 Lakhs is included as part of other current assets in the financial statements. As the company does not have sufficient stock of coal, in our view said coal cess is not recoverable. The impact of the same is not provided in the audited financial results.
2. Based on the information provided and records produced before us, the Company has made an advance payment of GST amounting to Rs. 641.52 Lakhs plus interest and penalties amounting to Rs. 218.11 Lakhs in the financial year 2020-21 & 2021-22, based on a search conducted by GST Intelligence at company premises. The GST liability was pertaining to financial year 2018-19 and 2019-20. However, as per the information and explanation provided to us as at the reporting date, the investigation by DGGI is not complete. Such amounts are included as part of other current assets in the financial statements. Since the investigation is not completed and orders are not issued, therefore we are unable to comment on the impact of the financial statements.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under

those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 we have obtained is sufficient and appropriate to provide a basis for qualified opinion on the 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sl. No.	Key Audit Matter	Auditor's Response
1.	Inventory Physical Verification & Valuation: As described in Note No. S (Significant Accounting policy) and Note No.3 (Inventories) of the Financial Statement, the company carries inventory at lower of cost or net realizable value on first in first out basis (FIFO). As at 31 March 2023 company held inventory of Rs.2837.17 Lakhs (PY Rs.2804.96 Lakhs) which includes Raw material, Finished Goods, Traded Items, Packing material, Work in Progress (WIP), Stores and Consumables, Stock-In-Trade and Goods in Transit. Bulk quantities of inventory of the company comprises primarily of Petcoke, Clinker, Limestone & Slag which are used in the process of production. The company has laid down a policy to verify quantities of major items of inventory periodically, and ensuring all items are physically verified at least once a year. Determination of physical quantities of bulk inventory is done on volumetric measurements and involves a significant approximation in respect of volume (using measuring equipment), density etc. As such, we determined this to be a	We obtained a detailed understanding and evaluated the design and implementation of controls that the Company has established in relation to inventory management. We obtained assurance over the valuation of finished goods by performing the following procedures: - Verification of the overall cost and comparison with the production quantity through the year to obtain the valuation of the finished goods; - Recomputing the cost of sample inventory items to match the arrived cost with the books of accounts, as per the accounting policies adopted by the company. - Verifying the value of a sample of inventory items to confirm whether they are held at the lower of cost and net realizable value, through comparison with year-end sales prices; We obtained assurance over the quantification of inventory at the year-end by reviewing the

	matter of significance to our audit due to quantum of the amount & estimation involved.	procedures of physical verification adopted by the internal auditors and performed independent test checks of physical quantities for select sample items, and assessed the adequacy of controls.
2	Property, Plant & Equipment: Property, plant and equipment requires the management to exercise significant judgment in relation to the estimate of depreciable lives of the assets considering the technical factors which may affect the useful life expectancy of the assets and therefore could have a material impact on the depreciation expense for the year. The management reviews the estimated depreciable lives and the residual value of property, plant and equipment annually and have revised their estimate regarding useful life of certain plant & machinery. As a result of the degree of estimation & the valuation involved, we consider this as a Key Audit Matter.	We have obtained assurance over the property, plant & equipment and depreciation figures by performing the following audit procedures for considering the useful life other than Schedule II of Companies Act 2013 – - Testing the controls over the management's judgement in determining the useful life - Benchmarking the useful life by comparing with peers in the cement industry - Placing reliance on technical report of Chartered Engineer for the life determined for specific plant & machinery - Reviewing the performance of plant & machinery undergoing changes in the useful life. - Assessing the appropriateness of disclosures made in the financial statements

Other Information

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's & Board of Director's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we

give in “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. A. As required by Section 143(3) of the Act, based on our audit we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid 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 as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- B. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as at 31 March 2023 – Refer Note 27 to the 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. (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note no 32 (9) to the Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company, or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note no 32 (10) to the Financial Statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

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

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under (i) and (ii) above contain any material misstatement.

v. There is no dividend declared or paid during the year by the Company.

C. With respect to the 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. The remuneration paid to any director is not in excess of the limit laid down under Section 197, read with Schedule V to the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Singhi & Co.

Chartered Accountants,

(Firm's Registration No. 302049E)

Sd/-

CA. Vijay Jain

Partner

(Membership No.077508)

UDIN: 23077508BGTPSZ6243

Date: 25th May 2023

Place: Bengaluru

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Shri Keshav Cements & Infra Limited of even date)

i)

a) In respect of the Company’s property, plant and equipment:

- A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- B. The Company does not have any intangible assets. Hence, reporting under clause 3 (i) (a) (B) is not applicable.

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii)

- a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in aggregate for each class of inventory.

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. The deviations noted between the books of accounts and the quarterly returns or statements filed by the Company with such banks have been disclosed in Note 34 of the financial statements explain the reasons for the same.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has made investments in companies and has not made any investments in firms, limited liability partnership or any other parties. The Company has not stood guarantee or provided security or advances in the nature of loans to any Company, firms, limited liability partnership or any other parties during the year. Further, the company has granted loans to Companies during the year. The Company has not provided any loans to firms, limited liability partnership or any other parties during the year.
- a) The details of loans granted by the company is as follows:
- i. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans or advances and guarantees or security to subsidiaries, joint ventures and associates during the year. Accordingly, clause 3(iii)(a)(A) of the Order is not applicable.
 - ii. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to parties other than subsidiaries, joint ventures and associates during the year, the details of which are as under:

Particulars	Amount (Rs. in Lakhs)
Aggregate amount granted/ provided during the year	
- In nature of loans	400.00
Balance outstanding as at the Balance Sheet date	
- In nature of loans	0.00

- b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and terms and conditions of the grant of loans during the year are, prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal has been stipulated and the repayments or receipts have been regular. The loan had been repaid within 2 days from the date of grant, and as the interest was not material, the Company had waived off the interest.

- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
 - f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment.
- iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted deposits other than those in the normal course of business, hence the provision of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under not applicable to the company; Accordingly, clause 3(v) of the Order is not applicable.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 (as amended) prescribed by the Central Government under Section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- vii)
- a) The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of books of accounts of the company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory

dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of any dispute.
- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix)
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender from whom the loan is borrowed during the year.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - c) According to the information and explanations given to us by the management, the money raised by way of the term loans were applied for the purpose for which those are raised.
 - d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
 - e) According to the information and explanation provided to us and based on the examination of financial statements, the Company is not having any subsidiary or Joint venture or associate companies. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.
 - f) According to the information and explanation provided to us and based on the examination of financial statements, the Company is not having any subsidiary or Joint venture or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.
- x)
 - a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.

xi)

- a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b) In our opinion and according to information and explanation given to us, no report under 143(12) of the Act in form ADT-4, as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014, has been filed with the Central Government.
- c) In our opinion and according to information and explanation given to us, there are no whistle blower complaints received during the year.

xii) According to the information and explanation given by the management to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.

xiii) In our opinion and according to the information and explanations given to us and based on our examination of records of the company, the company has not entered into transactions of the nature specified under the provisions of Section 188 of the Act with the related parties. Therefore, compliance under Section 177 of the Act does not arise to this extent. However, there are transactions with related parties other than those specified under Section 188 of the Act and reporting requirements have been complied with as per IND AS 24 "Related Party Disclosures".

xiv)

- a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act is not applicable to the Company.

xvi)

- a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- b) The company has not conducted any Non-Banking Financial or Housing Finance activities. Hence a Certificate of Registration (CoR) is not required as per Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii) The Company has not incurred cash losses during the current and previous financial year
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the 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) As the company does not have average net profits for the last 3 years, the company does not have any unspent amount of CSR. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

For Singhi & Co.

Chartered Accountants,

(Firm's Registration No. 302049E)

Sd/-

CA. Vijay Jain

Partner

(Membership No.077508)

UDIN: 23077508BGTPSZ6243

Date: 25th May 2023

Place: Bengaluru

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Shri Keshav Cements & Infra Limited of even date)

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

We have audited the internal financial controls over financial reporting of SHRI KESHAV CEMENTS & INFRA LIMITED ("the Company") as of March 31, 2023, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 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 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 internal financial controls system over financial reporting of the Company.

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.

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, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Singhi & Co.

Chartered Accountants,

(Firm's Registration No. 302049E)

Sd/-

CA. Vijay Jain

Partner

(Membership No.077508)

UDIN: 23077508BGTPSZ6243

Bengaluru,

SHRI KESHAV CEMENTS AND INFRA LIMITED

Statement on Impact of Audit Qualifications submitted along-with Annual Audited Financial Results

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
			Audited Figures (Rs. in Lakhs) (as reported before adjusting for qualifications)	Adjusted Figures (Rs. in Lakhs) (audited figures after adjusting for qualifications)
I.	Sl. No.	Particulars		
	1.	Turnover / Total income	12,536.60	12,536.60
	2.	Total Expenditure	11,932.25	12,174.82
	3.	Net Profit/(Loss) before Tax	604.35	361.78
	4.	Earnings Per Share	2.45	0.42
	5.	Total Assets	27,534.83	27,292.26
	6.	Total Liabilities	22,672.71	22,672.71
	7.	Net Worth	4,862.12	4619.55
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification (each audit qualification separately):			
	a.	Details of Audit Qualification: Refer to ‘Qualifications Provided in the Audit Report’ para below		
	b.	Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion		
	c.	Frequency of qualification: Whether appeared first time / repetitive / since how long continuing		
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: (Refer to ‘Management Replies to the Qualifications’ Para 1 below)		
	e.	For Audit Qualification(s) where the impact is not quantified by the auditor:		
	(i)	Management's estimation on the impact of audit qualification: (Refer to ‘Management Replies to the Qualifications’ Para 2 below)		
	(ii)	If management is unable to estimate the impact, reasons for the same: (Refer to ‘Management Replies to the Qualifications’ Para 2 below)		
	(iii)	Auditors' Comments on (i) or (ii) above: The impact can be ascertainable only on the receipt of the final order from the relevant authorities.		
III.	Signatories:			
	☐	CEO/Managing Director	Sd/-	
	☐	CFO	Sd/-	
	☐	Audit Committee Chairman	Sd/-	
	☐	Statutory Auditor	Sd/-	
	Date: 25th May, 2023			

Qualifications Provided in the Audit Report:

1. The company has been purchasing coal and is paying GST Compensation Cess ("coal cess") on the said purchases. Since there is no significant sale of coal, such coal cess is accumulated over a period of time and is not been set off against the output coal cess. Such accumulated coal cess amounting to Rs.242.57 Lakhs is included as part of other current assets in the financial statements. As the company does not have sufficient stock of coal, in our view said coal cess is not recoverable. The impact of the same is not provided in the audited financial results.
2. Based on the information provided and records produced before us, the Company has made an advance payment of GST amounting to Rs. 641.52 Lakhs plus interest and penalties amounting to Rs. 218.11 Lakhs in the financial year 2020-21 & 2021-22, based on a search conducted by GST Intelligence at company premises. The GST liability was pertaining to financial year 2018-19 and 2019-20. However, as per the information and explanation provided to us as at the reporting date, the investigation by DGGI is not complete. Such amounts are included as part of other current assets in the financial statements. Since the investigation is not completed and orders are not issued, therefore we are unable to comment on the impact of the financial statements.

Management Replies to the Qualifications:

- 1) The Management believes that Input Compensation Cess of Rs. 242.57 lakhs will remain unutilised in the books currently. However, management is planning to venture into cement products and exports in future. As cess is applicable to certain cement products, the Input Compensation Cess can be adjusted towards the sale of such Cement Products and/or refunded in case of exports. Hence the management believes that this unutilized cess is recoverable in the near future.
- 2) The management paid the amount of Rs. 641.52 lakhs and Rs. 218.11 Lakhs towards GST and interest in the year 2020 & 2021 towards GST search regarding the FY19 and FY20. To cooperate with the department, the full amount was paid under protest. To date the investigation is not completed and based on available records, the management believes that the amount will be refunded.

SHRI KESHAV CEMENTS AND INFRA LIMITED

BALANCE SHEET AS AT 31 MARCH 2023

(All amounts are in lakhs of Indian Rupees, unless otherwise specified)

Particulars	Note	As at 31 March 2023	As at 31 March 2022
ASSETS			
NON- CURRENT ASSETS			
Property, plant and equipment	1	20,388.16	16,891.00
Right-of-use assets	1A	7.89	8.86
Capital work-in-progress	1	924.86	4,652.51
Financial assets			
i) Investments	2.1	2.36	-
ii) Other financial assets	2.2	837.56	321.07
Total Non- Current Assets		22,160.83	21,873.44
CURRENT ASSETS			
Inventories	3	2,837.17	2,804.96
Financial assets			
i) Trade receivable	4	411.98	547.48
ii) Cash and cash equivalents	5	45.48	218.55
iii) Bank Balances other than Cash and Cash Equivalents	5.1	800.13	619.65
iv) Other current financial assets	6	6.21	6.21
Other current assets	7	1,273.03	1,323.12
Total Current Assets		5,374.00	5,519.97
Total Assets		27,534.83	27,393.41
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	8	1,199.58	1,199.58
Other Equity	9	3,662.55	969.23
Total Equity		4,862.12	2,168.80
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i) Borrowings	10	14,003.40	19,905.41
ii) Lease Liabilities	11.1	8.85	9.55
Provisions	12	2.92	-
Deferred Tax Liabilities (Net)	13	2,914.50	2,691.11
Other Non-Current Liabilities	14	684.08	19.24
Total Non-Current Liabilities		17,613.75	22,625.31
Current liabilities			
Financial liabilities			
i) Borrowings	11	4,013.51	1,713.52
ii) Lease Liabilities	11.2	0.70	0.66
iii) Trade payables	13		
a) Total outstanding dues of micro enterprises and small enterprises		105.10	165.62
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		371.65	10.82
iv) Other current financial liabilities	14	192.48	415.23
Other current liabilities	15	279.63	145.66
Provisions	16	95.88	147.78
Total Current Liabilities		5,058.96	2,599.30
Total Liabilities		22,672.71	25,224.61
Total Equity and Liabilities		27,534.83	27,393.41

Summary of significant accounting policies

A-S

The accompanying notes form an integral part of the financial statements.

As per our report of even date.

For Singhi & Co

Chartered Accountants

ICAI FRN.302049E

For and on behalf of the Board of Directors

Sd/-
CA.Vijay Jain
Partner
M.No.077508
Bengaluru
Date : 25/05/2023

Sd/-
Vilas Katwa
Managing Director
DIN:00206015

Sd/-
Deepak Katwa
Director/CFO
DIN:00206445

Sd/-
Varsha Shirgurkar
Company Secretary
M. No. A60553

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(All amounts are in lakhs of Indian Rupees, unless otherwise specified)

	Particulars	Note No.	For the Year ended 31 March, 2023	For the Year ended 31 March, 2022
I	Revenue from operations	17	12,323.94	11,379.07
II	Other income, net	18	212.67	230.25
III	Total Income (I+II)		12,536.60	11,609.32
IV	EXPENSES			
	Cost of Materials Consumed	19	6,403.09	5,289.15
	Purchase of stock in trade	20	784.06	781.65
	Change in inventories of Finished Goods, Stock in Trade and Work-in-progress	21	(115.86)	396.35
	Other Manufacturing Expenses	22	322.71	329.31
	Employee benefit expense	23	408.17	372.52
	Finance Costs	24	1,867.08	1,855.18
	Depreciation and amortisation expenses	1	1,231.04	1,106.73
	Other expenses	25	1,031.96	732.92
	Total Expenses (IV)		11,932.25	10,863.81
V	Profit before exceptional items and Tax Expense (III-IV)		604.35	745.51
VI	Exceptional items		-	-
VII	Profit before tax Expenses (V-VI)		604.35	745.51
VIII	Tax expense:	25A		
	Current Tax		66.89	124.13
	Deferred Tax (Credit)/Charge		430.28	(288.94)
	Unused Tax Credit		(183.57)	-
	Total Tax Expense		313.60	(164.81)
IX	Profit for the period (VII-VIII)		290.75	910.33
X	Other Comprehensive Income			
	Items that will not be reclassified subsequently to profit or loss		(1.83)	-
	Remeasurement of the net defined benefit liability/asset		5.31	(7.99)
	Tax impact on items that will not be reclassified to profit and loss statement		(0.90)	2.08
	Items that will be reclassified subsequently to profit or loss			
	Total other comprehensive income, net of tax		2.57	(5.91)
XI	Total comprehensive income, for the year (IX+X)		293.32	904.42
XII	Earnings Per Equity Share	25B		
	Basic EPS (Amount Rs. Per Share)		2.45	7.54
	Diluted EPS (Amount Rs. Per Share)		2.11	7.54

Summary of significant accounting policies

A-S

The accompanying notes form an integral part of the financial statements.

As per our report of even date.

For Singhi & Co

Chartered Accountants

ICAI FRN.302049E

For and on behalf of the Board of Directors

Sd/-

CA.Vijay Jain

Partner

M.No.077508

Bengaluru

Date : 25/05/2023

Sd/-

Vilas Katwa

Managing Director

DIN:00206015

Sd/-

Deepak Katwa

Director/CFO

DIN:00206445

Sd/-

Varsha Shirgurkar

Company Secretary

M.No.A60553

SHRI KESHAV CEMENTS AND INFRA LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

(All amounts are in lakhs of Indian Rupees)

Particulars	Equity share Capital	Reserves and Surplus				Other Comprehensive income	Other components of Equity		Total equity attributable to equity holders of the Company
		Retained Earnings	General Reserve	Securities premium Account	Investment Allowance Reserve		Rights issue expenses	Equity Component of Compound Financial	
Balance as of April 1, 2021	1,199.58	(2,610.95)	71.53	2,130.18	520.52	(12.93)	(33.54)	-	1,264.39
Profit / OCI for the year	-	910.33	-	-	-	(5.91)	-	-	904.42
Balance as of March 31, 2022	1,199.58	(1,700.63)	71.53	2,130.18	520.52	(18.84)	(33.54)	-	2,168.80
Balance as of April 1, 2022	1,199.58	(1,700.63)	71.53	2,130.18	520.52	(18.84)	(33.54)	-	2,168.80
Profit / OCI for the year	-	290.75	-	-	-	2.57	-	-	293.32
Addition of Equity Portion of Compound Financial Instruments								2,400.00	2,400.00
Balance as of March 31, 2023	1,199.58	(1,409.88)	71.53	2,130.18	520.52	(16.27)	(33.54)	2,400.00	4,862.12

Summary of significant accounting policies

A-S

The accompanying notes form an integral part of the financial statements.

As per our report of even date.

For Singhi & Co

Chartered Accountants

ICAI FRN.302049E

Sd/-

CA.Vijay Jain

Partner

M.No.077508

Bengaluru

Date : 25/05/2023

For and on behalf of the Board of Directors

Sd/-

Vilas Katwa

Managing Director

DIN:00206015.

Sd/-

Deepak Katwa

Director/CFO

DIN:00206445.

Sd/-

Varsha Shirgurkar

Company Secretary

M.No.A60553

SHRI KESHAV CEMENTS AND INFRA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2023 (All amounts are in lakhs of Indian Rupees, unless otherwise specified)

	Particulars	For the Year ended	For the Year ended
		31 March 2023	31 March 2022
A	Cash flow from operating activities		
	Net Profit before tax	604.35	745.51
	Adjustment for:		
	Depreciation and amortisation expense	1,231.04	1,106.73
	Interest income classified as investing cash flow	(61.46)	(16.73)
	Dividend income classified as investing cash flow	(0.06)	-
	Finance cost	1,826.08	1,835.94
	Provision for gratuity	4.92	9.32
	(Gain)/Loss on fair valuation of SGST deferment loan	(65.12)	(19.24)
	Provision for Doubtful Debts	22.65	-
	Bad Debts Written off	0.41	-
	Changes in operating assets and liabilities :		
	(Increase)/Decrease in trade receivables	112.44	(118.67)
	(Increase)/Decrease in inventories	(32.21)	(328.85)
	(Increase)/Decrease in other financial assets and other current assets	(480.01)	(539.06)
	Increase/(Decrease) in trade payables	300.31	(267.07)
	Increase/(Decrease) in other liabilities	(38.29)	(19.77)
	Cash generated from operations	3,425.05	2,388.11
	Taxes refund / (paid)	(101.23)	(67.00)
	Net cash inflow (outflow) from operating activities	3,323.82	2,321.11
B	Cash flow from investing activities		
	Payments for property, plant & equipments	(999.58)	(4,184.26)
	Receipts/(Loss) from sale property, plant & equipments	-	-
	Investments made during the year	(4.19)	-
	Investments in other Bank Deposits	(190.71)	(609.42)
	Interest received	61.46	16.73
	Dividend received	0.06	-
	Net cash inflow (outflow) from investing activities	(1,132.96)	(4,776.95)
C	Cash flow from financing activities		
	Repayment of borrowings	(6,651.52)	(730.75)
	Proceeds from borrowings	5,293.52	6,123.65
	Interest Paid	(1,826.08)	(1,835.94)
	Lease Liability- principle payment	(0.66)	(0.59)
	Net cash inflow (outflow) from financing activities	(3,184.75)	3,556.37
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	(993.89)	1,100.53
	Cash and cash equivalents at the beginning of the year	(101.30)	(1,201.83)
	Exchange difference on restatement of foreign currency cash and cash equivalents	-	-
	Cash and cash equivalents at the end of the year	(1,095.18)	(101.30)
	Cash and cash equivalents as per above comprise of the following		
	Particulars	31 March 2023	31 March 2022
	Cash and cash equivalents	45.48	218.55
	Bank Overdrafts	(1,140.67)	(319.85)
	Balance as per statement of cash flows	(1,095.19)	(101.30)

Summary of significant accounting policies A-S

The accompanying notes form an integral part of the financial statements.

Notes:

- 1) The Statement of Cash Flows has been prepared under the Indirect Method as set out in IND AS 7, specified under Section 133 of the Act.
- 2) Purchase of Property, Plant & Equipment includes movement of Capital Work in Progress during the year.
- 3) Changes in Liabilities arising from financing activities is provided in Note 25C to the Financial Statements.

As per our report of even date.

For Singhi & Co

Chartered Accountants

ICAI FRN.302049E

For and on behalf of the Board of Directors

Sd/-

CA.Vijay Jain

Partner

M.No.077508

Bengaluru

Date : 25/05/2023

Sd/-

Vilas Katwa

Managing Director

DIN:00206015

Sd/-

Deepak Katwa

Director/CFO

DIN:00206445

Sd/-

Varsha Shirgurkar

Company Secretary

M.No.A60553

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

A.1 Corporate information and significant accounting policies

Corporate information

Shri Keshav Cements and Infra Limited (Formerly Katwa Udyog Limited) ('the Company'), having its registered address at Jyoti Towers, No 215/2, 6th Cross, Nazar Camp, Karbhar Galli, Madhavpur, Vadgaon, Belgaum is a public limited company domiciled in India and registered under the Companies Act, 1956. The Company was incorporated on March 17, 1993 and is engaged in the business of manufacturing and trading in cements, trading in coal, trading in petroleum products and in the business of generation and distribution of solar energy. The company's shares are listed on the Bombay Stock Exchange (BSE).

B Significant Accounting Policies

B.1 Statement of Compliance

These financial statements are prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 and presentation requirements of Division II of Schedule III notified under Section 133 of Companies Act, 2013 ("the Act"), amendments thereto and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India ("SEBI"), as applicable.

The financial statements were authorised for issue by the Board of Directors of the Company at their meeting held on 25th May, 2023.

B.2 Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values as per IND AS 109 and employee's defined benefit plan as per the actuarial valuations as per IND AS 19. The Ind AS are prescribed under Section 133 of the Companies Act 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereunder.

Accounting policies have been continuously 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.

Financial Statement are prepared on Going concern basis.

Company's financial statements are presented in Indian Rupees, which is also its functional currency.

Operating segment are reported in the manner consistent with the internal reporting provided to the chief operating decision maker.

The Company has ascertained its operating cycle as twelve months for the purpose of Current / Non-Current classification of its Assets and Liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

- (i) It is expected to be realised, or is intended to be sold or consumed, in the normal operating cycle; or
- (ii) It is held primarily for the purpose of trading; or
- (iii) It is expected to realise the asset within twelve months after the reporting period; or
- (iv) The asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- (i) It is expected to be settled in the normal operating cycle; or
- (ii) It is held primarily for the purpose of trading; or
- (iii) It is due to be settled within twelve months after the reporting period; or
- (iv) The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

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

B.3 Use of estimates

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

C Critical Accounting Estimates

C.1 Income Taxes

The Only Tax jurisdiction for the Company is India. Significant judgements are involved in determining the provision for the income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

C.2 Property, Plant and Equipment

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The Charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values are determined based on the Schedule II of the companies Act 2013 and reviewed periodically, including at each financial year end.

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

D Revenue Recognition

Company derives revenue from manufacture and sale of Cement, Trading in Coal and generation and sale of solar energy.

Effective from 1 April 2018, the company adopted Ind AS 115, *Revenue from Contract with customers* using modified retrospective transition method. In accordance with this transition method the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognised upon transfer of control of promised products or services to customer in an amount that reflects the consideration we expect to receive in exchange for those products or services. The following specific recognition criteria must also be met before revenue is recognized: **Sale of Material**

Revenue from sale of goods is recognized when all control of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collect sales taxes or other indirect taxes on behalf of government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from revenue.

Interest

Interest income is recognised on time basis, to the extent that it is probable that the economic benefits associated with the transaction will flow to the entity; and the amount of interest income can be measured reliably. Interest income is included under the head "other income" in the statement of profit and loss.

Revenue in excess of invoicing are classified as contract assets while invoicing in excess of revenue are classified as contract liability.

E.1 Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the Property, plant and equipment to the working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of Property, plant and equipment is added to its book value only if it increases the future benefits from the existing Property, plant and equipment beyond its previously assessed standard performance. All other expenses, on the Property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts (which does not meet the capitalisation criteria), are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the Property, plant and equipment and are recognized in the statement of profit and loss when the Property, plant and equipment is derecognized.

Expenses incurred relating to project, prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

Long-term lease arrangements in respect of land are treated as Property, plant and equipment, in case such arrangements result in transfer of control and the present value of the lease payments is likely to represent substantially all of the fair value of the land.

E.2 Depreciation

Depreciation on Property, plant and equipment is calculated on the straight-line basis using the rates arrived at based on the useful lives estimated by the management. Generally, the useful life estimate coincides with the life prescribed under the Schedule II to the Companies Act, 2013.

In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets, based on technical reports received from Chartered Engineers and relevant industry experts. The estimated useful life is reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

Such classes of assets and their estimated useful lives are as under:

Nature of Asset	Estimated Useful Life (in Years)
Plant and Machinery	15 to 25

F.1 Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost and are amortized on the straight line basis over the estimated useful economic life.

F.2 Amortization

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

I Borrowing Costs

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

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

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

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

J Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

J.1 Initial Recognition

The company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

J.2 Subsequent Measurement

a. Non-derivative Financial instruments

(i) Financial Assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset 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.

In case of financial assets classified and measured at amortised cost, any interest income and impairment losses are recognised in the Statement of Profit and Loss.

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

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and by selling the financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognised in other comprehensive income.

(iii) Financial assets through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method (other than loans received as Grants, which are accounted as per the specific Significant Accounting Policy. For trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

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

Interest expense based on the Effective Interest Rate method is recognised in the Statement of Profit and Loss, as finance cost.

J.3 Derecognition of financial instruments

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

J.4 Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Refer to note 28 in for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

J.5 Classification of Financial Liabilities and Equity

Classification as debt or equity

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

Equity instruments

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

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

K Impairment

a. Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

b. Non Financial Assets

(i) Intangible assets and property, plant and equipment

Intangible assets and Property, Plant and equipment 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 CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimate recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there is a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

L Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

M Earnings per equity share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e., the average market value, of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all the periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

N Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for the current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

O Employee Benefits

O.1 Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('The Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to Gratuity plan are determined by actuarial estimate at each Balance sheet date using the projected unit credit method. The Company contributes to the Gratuity fund of Life Insurance Corporation (LIC) group gratuity plan, for providing for the gratuity liabilities in a timely and effective manner.

The company recognises the net obligation of a defined benefit plan in its Balance Sheet as an Asset or Liability. Gains or Losses through remeasurement of the net defined benefit Liability or asset are recognised in other comprehensive Income, and are not reclassified to profit or loss in subsequent periods. The actual return of the plan asset in excess of the yield computed by applying the discount rate used to measure the defined benefit obligation is recognised in other comprehensive income. The effect of any plan amendment are recognised in the Statement of Profit and Loss.

Provident Fund

The company provides for Provident Fund, a defined contribution plan, as an expense when the employees (eligible as per the "The Employees' Provident Funds and Miscellaneous Provisions Act, 1952") have rendered services entitling them to such benefits.

P Cash flow Statement

Cash flow are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Q Other income

Other income is comprised primarily of interest income, and gain/loss on investments and on translation of other assets and liabilities. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

R Leases

The company has adopted Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17 as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 April 2019.

New Policy applicable from 1 April 2019:

At inception of a contract, the company assesses whether a contract is, or contains, a lease. 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:

- The contract involves the use of an identified asset.
- The Company has the right to obtain substantially all of the economic benefit from the use of the asset throughout the period of use; and
- The Company has right to control the use of the asset.

As a lessee the Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost and is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurement of the lease liability.

Lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. Subsequently measured at amortised cost using the effective interest method. It is remeasured when there is change in future lease payments

Company presents right-of-use assets that do not meet the definition of investment property in Statement of Financial position under Non-current assets separately from Property Plant and equipment and Lease liabilities in 'other non-current or current financial liability' in statement of financial position depending on the terms of payment.

S Inventories

Inventories comprise of Raw material, Work in Progress, Finished Goods and Stock of traded goods. Inventories are valued at cost or Net Realizable Value (NRV), whichever is lower. Materials and other supplies held for use in production of inventories are not written down below cost if the finished product in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a first in first out basis.

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

T Accounting Policy on Government Grant and Interest Free Loans

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value. The government grant is measured as the difference between the initial carrying value of the loan and the proceeds received, and recognised under Other Non-Current Liability / Other Current Liability, as the case may be. Over the life of the grant, the grant amount is recognised as income in the Statement of Profit and Loss on time proportion basis. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

Note: 1

Property, Plant and Equipment:

Particulars	Gross Block				Depreciation / Amortization			Net Block	
	As at April 1, 2022	Additions	Deductions	As at March 31, 2023	As at April 1, 2022	For the year	Deductions	As at March 31, 2023	As at March 31, 2022
Tangible Assets									
Free Hold Land	1,377.02	160.00	-	1,537.02	-	-	-	-	1,537.02
Lease Hold Land #	38.26	-	-	38.26	-	-	-	-	38.26
Buildings	947.23	76.81	-	1,024.04	285.77	32.00	-	317.78	706.26
Plant and Machinery	22,940.83	4,485.85	-	27,426.68	8,501.76	1,134.36	-	9,636.12	17,790.57
Furnitures & Fixtures	9.22	-	-	9.22	4.00	0.85	-	4.84	4.38
Vehicles	47.96	-	-	47.96	31.76	3.70	-	35.46	12.49
Computers	27.13	3.20	-	30.32	19.12	4.66	-	23.78	6.54
Electrical Installation	552.05	-	-	552.05	209.37	52.47	-	261.83	290.22
Office Equipments	15.21	1.37	-	16.58	12.14	2.03	-	14.16	2.42
Total (A)	25,954.91	4,727.22	-	30,682.13	9,063.91	1,230.06	-	10,293.98	20,388.16
Intangible Assets (B)	-	-	-	-	-	-	-	-	-
Total (A+B)	25,954.91	4,727.22	-	30,682.13	9,063.91	1,230.06	-	10,293.98	20,388.16
Capital Work-in-Progress**	4,652.51	836.25	4,563.89	924.86	-	-	-	-	924.86

Particulars	Gross Block				Depreciation / Amortization			Net Block	
	As at April 1, 2021	Additions	Deductions	As at March 31, 2022	As at April 1, 2021	For the year	Deductions	As at March 31, 2022	As at March 31, 2021
Tangible Assets									
Free Hold Land	1,297.10	79.92	-	1,377.02	-	-	-	-	1,377.02
Lease Hold Land #	38.26	-	-	38.26	-	-	-	-	38.26
Buildings	947.23	-	-	947.23	256.20	29.57	-	285.77	661.46
Plant & Machinery-Cement Plant	22,940.83	-	-	22,940.83	7,487.23	1,014.53	-	8,501.76	14,439.07
Furnitures & Fixtures	9.22	-	-	9.22	3.15	0.85	-	4.00	5.23
Vehicles	46.52	1.44	-	47.96	28.18	3.58	-	31.76	16.19
Computers - Solar Plant	20.23	6.89	-	27.13	16.20	2.92	-	19.12	8.01
Electrical Installation	552.05	-	-	552.05	156.90	52.47	-	209.37	342.68
Office Equipments	15.21	-	-	15.21	10.29	1.84	-	12.14	3.08
Total (A)	25,866.66	88.25	-	25,954.91	7,958.16	1,105.75	-	9,063.91	16,891.00
Intangible Assets (B)	-	-	-	-	-	-	-	-	-
Total (A+B)	25,866.66	88.25	-	25,954.91	7,958.16	1,105.75	-	9,063.91	16,891.00
Capital Work-in-Progress**	555.38	4,118.04	20.92	4,652.51	-	-	-	-	4,652.51

SHRI KESHAV CEMENTS AND INFRA LIMITED

Lease Hold Land # represents cost incurred by company towards land allotted by KIADB and pending for registration at the end of the tenure. Refer Note 11 for terms and conditions of hypothecation, pledge etc against property, plant and equipment.

Capital Work-in-Progress	Ageing of CWIP for a period ended 31 March 2023				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	836.25	88.62	-	-	924.86
Projects temporarily suspended	-	-	-	-	-

Capital Work-in-Progress	Ageing of CWIP for a period ended 31 March 2022				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	4,097.13	123.87	431.52	-	4,652.51
Projects temporarily suspended	-	-	-	-	-

** Capital work in progress includes expenditure incurred on expansion of Cement plant (FY2021-22 & FY2022-23) and Solar Power Plant (FY2021-22). There is no budgeted

plans available with the Company to measure the budgeted costs of CWIP Projects and compare it with the actuals.

During FY2022-23, there has been a change in the estimation of remaining useful life of Kiln (Plant & Machinery). The financial impact of the same in the current year & upcoming 5 years is as under:

Particulars	FY22-23	Next 5 years	5-10 years	Balance Life
Increase/(Decrease) in Depreciation	(47.28)	(156.00)	(124.11)	327.39
Increase/(Decrease) in Net Profits	47.28	156.00	124.11	(327.39)
Increase/(Decrease) in Net Block (Cumulative)	47.28	203.27	327.39	(0.00)

Note: 1A

Particulars	Gross Block				Amortization				Net Block	
	As at April 1, 2022	Additions	Deductions	As at March 31, 2023	As at April 1, 2022	For the year	Deductions	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Right-of-use assets	11.79	-	-	11.79	2.93	0.98	-	3.91	7.89	8.86

Particulars	Gross Block				Amortization				Net Block	
	As at April 1, 2021	Additions	Deductions	As at March 31, 2022	As at April 1, 2021	For the year	Deductions	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Right-of-use assets	11.79	-	-	11.79	1.95	0.98	-	2.93	8.86	9.84

The company leases land and building for office use and the lease period is different for every lease arrangement. The Leased asset are depreciation on SLM Basis as per Ind AS 116

SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

As at 31 March 2023 As at 31 March 2022

2.1 Non-Current Investments

Investments measured at Fair Value Through Other Comprehensive Income

Life Insurance Corporation of India (442 shares (PY-0 shares) of Face Value Rs.10 each)

2.36 -

2.36 -

Quoted:

Investments measured at Fair Value Through Other Comprehensive Income

Equity Shares

2.36 -

Aggregate Books Value of:

Quoted Instruments

2.36 -

Unquoted Instruments

- -

Total Book Value of Investments

2.36 -

Aggregate Market Value of Quoted Investments

2.36 -

Aggregate amount of impairment in value of investments

- -

2.2 Other Non Current Financial Assets

Security deposits (Unsecured, Considered Good)

208.66 301.83

Deferred Interest On Govt. Grants

- 19.24

Fixed Deposits with Banks (Maturity more than twelve months)

628.89 -

Total

837.56 321.07

Note: Fixed Deposits with Banks have been lodged with the Bank as Security for Borrowings and Bank Guarantees.

3 Inventories

Raw Materials

2,029.14 2,145.26

Packing Material

71.09 93.11

Work in Progress

163.10 25.57

Finished Goods

59.93 67.43

Stores and Spares

489.89 446.78

Stock in Trade

17.80 26.82

Goods in Transit

6.22 -

Total

2,837.17 2,804.96

Mode Of Valuation Of Inventory

Particulars	Basis Of Valuation
Raw Materials	Lower of Cost or NRV
Packing Material	Lower of Cost or NRV
Work in Progress	At Cost
Finished Goods	Lower of Cost or NRV
Stores and Spares	Lower of Cost or NRV
Stock in Trade	Lower of Cost or NRV
Goods in Transit	Lower of Cost or NRV

4 Trade Receivables

(Unsecured, considered good, unless otherwise stated)

Trade Receivables considered good – Secured

- -

Trade Receivables considered good – Unsecured

414.73 547.48

Trade Receivables which have significant increase in Credit Risk & Credit Impaired

19.90 -

Less: Impairment Loss Allowance

(22.65) -

Total

411.98 547.48

SHRI KESHAV CEMENTS AND INFRA LIMITED

Trade Receivable Ageing Schedule as at 31 March 2023

Particulars	Outstanding for following periods from					
	Less Than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	Total Amount
i) Undisputed Trade receivables – considered good	395.42	10.07	4.13	2.50	2.61	414.73
ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables considered good	-	-	-	0.76	19.14	19.90
v) Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Sub-Total	395.42	10.07	4.13	3.26	21.75	434.63
Less: Impairment Loss Allowance						(22.65)
Total						411.98

Trade Receivable Ageing Schedule as at 31 March 2022

Particulars	Outstanding for following periods from					
	Less Than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	Total Amount
i) Undisputed Trade receivables – considered good	501.11	17.25	6.96	0.53	21.64	547.48
ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
v) Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Sub-Total	501.11	17.25	6.96	0.53	21.64	547.48
Less: Impairment Loss Allowance						-
Total						547.48

5 Cash & Cash Equivalents

Cash on hand	43.41	41.84
Balances with Banks		
On current accounts	2.07	176.70
Total	45.48	218.55

5.1 Bank Balances other than Cash and Cash Equivalents

Unpaid dividend account	9.14	9.24
Deposits with maturity more than three months but less than twelve months (Pledged against bank guarantee)	790.99	610.41
Total	800.13	619.65

6 Other Current Financial Assets

Unsecured, considered good		
Accrued Interest on HESCOM deposit	5.15	5.15
Security Deposits	1.06	1.06
Total	6.21	6.21

7 Other Current Assets

Prepaid Expenses	38.85	30.91
Advance Income Tax	50.00	67.00
TDS and TCS Receivable	18.22	25.44
GST & Other Statutory Dues Receivable (Refer Note Below)	1,099.69	1,003.51
Advances paid to Suppliers	66.28	127.58
Unbilled Revenue- Solar power**	-	68.67
Total	1,273.03	1,323.12

SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

		As at 31 March 2023		As at 31 March 2022	
		Units	Amt Rs. in Lakhs	Units	Amt Rs. in Lakhs
8.1	Equity Share Capital Authorized:				
	Equity Shares of Rs 10/- each	12,000,000	1,200.00	12,000,000	1,200.00
8.2	Issued, Subscribed & fully Paid up				
	Equity Shares of Rs 10/- each	11,995,752	1,199.58	11,995,752	1,199.58
	Total	11,995,752	1,199.58	11,995,752	1,199.58

8.3 Reconciliation of Shares outstanding as follows:

Particulars	As at 31 March 2023		As at 31 March 2022	
	Units	Amt Rs. in Lakhs	Units	Amt Rs. in Lakhs
Equity Shares at the beginning of the year:				
Add: Share issued during the year	11,995,752	1,199.58	11,995,752	1,199.58
Equity shares at the end of the year	11,995,752	1,199.58	11,995,752	1,199.58

8.4

The details of share holders holding more than 5% shares

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of Shares	% held	No. of Shares	% held
Name of the shareholder:				
Deepak Katwa	17,20,800	14.35	17,20,800	14.35
Vilas Katwa	17,20,800	14.35	17,20,800	14.35
Venkatesh Katwa	17,20,815	14.35	17,20,815	14.35
Katwa Infotech Pvt. Ltd.	17,40,264	14.51	17,40,264	14.51
Mitcon Sun Power Limited	9,18,420	7.66	9,18,420	7.66

8.5 Company has only one class of shares referred to as equity shares having par value of Rs.10 each. Each holder of shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

8.6 Shares held by promoters at the end of the year

S.No	Promoter Name	2022-2023		2021-2022		% Change During the Year
		No. Of Shares	% Of Total Shares	No. Of Shares	% Of Total Shares	
1	Mr. Deepak Katwa	1,720,800	14.35%	1,720,800	14.35%	0.00%
2	Mr. Vilas Katwa	1,720,800	14.35%	1,720,800	14.35%	0.00%
3	Mr. Venkatesh Katwa	1,720,815	14.35%	1,720,815	14.35%	0.00%
4	Katwa Infotech Pvt. Ltd	1,740,264	14.51%	1,740,264	14.51%	0.00%
5	Mr. Hanamantsa D.Katwa	2,100	0.02%	2,100	0.02%	0.00%
6	Mrs. Narmada H. Katwa	6,948	0.06%	6,948	0.06%	0.00%
7	Mr. Roopa V.Katwa	535,000	4.46%	535,000	4.46%	0.00%
8	Mrs. Prajakta D.Katwa	535,000	4.46%	535,000	4.46%	0.00%
9	Mrs. Tina V.Katwa	535,000	4.46%	535,000	4.46%	0.00%
10	Mr. Hanamantsa D.katwa(HUF)	160,200	1.34%	160,200	1.34%	0.00%
11	Katwa Construction Company Pvt.Ltd.	84,000	0.70%	84,000	0.70%	0.00%

8.7 The company has no holding company.

8.8 No shares have been reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.

8.9 No class of shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash, allotted as fully paid up by way of bonus shares or bought back during the period of 5 years immediately preceding the Balance Sheet date.

SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
Other Equity		
9.1 General Reserve		
i. General Reserve		
Beginning of the Year	71.53	71.53
Add: Additions During the Year	-	-
Balance as at the end of the year	71.53	71.53
ii. Investment Allowance Reserve		
Beginning of the Year	520.52	520.52
Add: Additions During the Year	-	-
Balance as at the end of the year	520.52	520.52
9.2 Securities Premium		
Beginning of the Year	2,130.18	2,130.18
Add: Additions During the Year	-	-
Balance as at the end of the year	2,130.18	2,130.18
9.3 Surplus in Statement of Profit and Loss		
Balance as per the last Financial Statement	(1,700.63)	(2,610.95)
Profit for the year	290.75	910.33
Less: Appropriations		
Transfer to general reserve	-	-
Net Surplus in the Statement of Profit & Loss	(1,409.88)	(1,700.63)
9.4 Other comprehensive income		
Balance as per the last Financial Statement	(18.84)	(12.93)
Add/(Less):Change during the year	2.57	(5.91)
Balance as at the end of the financial year	(16.27)	(18.84)
9.5 Other component of Equity		
Rights issue expenses		
Balance as per the last Financial Statement	(33.54)	(33.54)
Add/(Less):Change during the year	-	-
Balance as at the end of the financial year	(33.54)	(33.54)
Equity Component of Compound Financial Instruments		
Balance as per the last Financial Statement	-	-
Add/(Less):Change during the year	2,400.00	-
Balance as at the end of the financial year	2,400.00	-
Total	3,662.55	969.23

Refer Note 11 for the details of Terms and Conditions of Unsecured Loans from Directors and other related parties.

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SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

	Effective Interest rate	Maturity	As at 31 March 2023	As at 31 March 2022
10 Non Current Borrowings				
Term Loan secured from banks				
7.3 Lakhs of loan for Bolero	10.83	31 Aug 2023	-	1.01
24 lakhs of loan for Innova Crysta	10.01	31 Dec 2023	-	4.15
767 Lakhs Loan from Canara Bank	11.93	30 Apr 2025	138.47	260.79
3373 Lakhs Loan from Canara Bank	11.81	31 Jan 2026	835.78	1,298.61
8000 Lakhs Loan from Canara Bank	11.19	31 Mar 2031	5,285.44	6,140.88
2000 Lakhs GECL Loan from Canara Bank	8.26	22 Mar 2026	998.90	1,997.38
1900 Lakhs GECL Loan from Canara Bank	8.90	14 Dec 2027	1,787.12	1,870.65
4000 Lakhs Term Loan from Canara Bank	11.04	20 Jan 2037	3,515.23	3,850.09
Interest Free Loan From State Government				
Sales Tax Deferment Loan	10.55	2032	512.46	565.52
[Sales Tax Deferment Loan shall be repaid in multiple tranches between January 2032 to December 2032]				
Unsecured loan				
From directors	6		-	2,539.91
From other related parties	8.00/10.00	2026/2025	930.00	1,376.41
[Loans of Rs.900 Lakhs carry an interest of 10%, and requires to be repaid in March 2025, Whereas loans of Rs.30 Lakhs carry an interest of 8% require repayment in August 2026]				
Total Non Current Borrowings			14,003.40	19,905.41
11 Current Borrowings				
Loan repayable on demand				
From Banks secured				
Bank overdraft	11.85	On demand	1,140.67	319.85
From directors	6	On demand	392.29	-
From other related parties	6	On demand	295.72	-
Current Borrowings Repayable on Demand			1,828.68	319.85
Current maturity of long term loans				
From Banks secured				
7.3 Lakhs of loan for Bolero	10.83	31 Aug 2023	0.62	0.95
24 lakhs of loan for Innova Crysta	10.01	31 Dec 2023	3.55	3.74
767 Lakhs Loan from Canara Bank	11.93	30 Apr 2025	117.36	113.63
3373 Lakhs Loan from Canara Bank	11.81	31 Jan 2026	444.47	421.68
8000 Lakhs Loan from Canara Bank	11.19	31 Mar 2031	778.27	666.67
2000 Lakhs GECL Loan from Canara Bank	8.26	22 Mar 2026	501.38	-
1900 Lakhs GECL Loan from Canara Bank	8.9	14 Dec 2027	129.26	-
4000 Lakhs Term Loan from Canara Bank	11.04	20 Jan 2037	209.92	187.00
Total Current maturity of long term borrowing			2,184.83	1,393.67
TOTAL CURRENT BORROWINGS			4,013.51	1,713.52

i) 7.3 Lakhs of loan for Bolero Vehicle

This loan is secured by hypothecation of Bolero Vehicle.

ii) 24 lakhs of loan for Innova Crysta

This loan is secured by hypothecation of Innova Crysta car

iii) 3373 Lakhs & 767 Lakhs Term Loans from Canara Bank

Loan of Rs.3373 Lakhs and subsequent additional facility of Rs.767 Lakhs have been secured by mortgage of 850TPD Cement Plant II, along with mortgage of 35 Acres and 15 Guntas land and building at Plant II (Lokapur plant) owned and maintained by the Company. Fixed deposits of Rs.8Lakhs are an additional security on the loan along with Rs.8000 Lakhs loan.

SHRI KESHAV CEMENTS AND INFRA LIMITED

iv) 8000 Lakhs Loan from Canara Bank

The loan of Rs.8000 Lakhs is secured by a first charge on the project land of 95 Acres and 6 Guntas at S. No. 241, 242, 243/1, 243/3, 243/2, 244, 246, 250/1, 250/3, 250/4, 250/5, 251, 255/1, 255/2, 256/1, 256/2, 256/3, 256/4, 257/1, 257/2, 257/3, 257/4, 258/1, 258/2, 258/3 and 258/4 (located at Bisarhalli Taluka and District Koppal, Karnataka), along with hypothecation on 20MW AC supply unit and associated equipments. Fixed deposits of Rs.8 Lakhs are an additional security on the loan along with Rs.4140 Lakhs loan.

v) 2000 Lakhs Working Capital Term Loan under GECL Scheme

The company has availed working capital term loan from Canara Bank under GECL Scheme 2.0. A secondary charge on the assets which have been offered as security to the bank for the other loans of the company.

vi) 1900 Lakhs Working Capital Term Loan under GECL Scheme

The company has availed working capital term loan from Canara Bank under GECL Scheme 2.0. A secondary charge on the assets which have been offered as security to the bank for the other loans of the company.

vii) 4000 Lakhs Loan from Canara Bank

This loan is secured by a first charge on land & Building (Civil Construction) situated at Bisarhalli of 47 acres 06 gunta owned by the company, bearing S.No. 245, B248/2, 249/1, 249/2, 250/2, 255/3, 255/4, 255/5 and 255/6, along with charge of Plant & Machinery located at Bisarhalli.

viii) Sales tax Deferment Loan

The company has received three tranches of Interest free SGST loan from State Government of Karnataka granted under SGST promotion scheme. The same has been considered as a Government grant. This is secured by bank guarantees. The loans have a moratorium period of 10 Years and shall be repaid at the end of the moratorium period, maturing in the calendar year 2032 for all the three tranches.

ix) Unsecured Loan from Directors & Other Related Parties

This loan represents unsecured loans received from various directors and individual related parties, carrying an interest rate at the rate of 6% (Classified as Current Borrowings). Long-term loans obtained from Neel Holistic Infra Private Limited (formerly known as Katwa Constructions Company Private Limited) represent unsecured loans carrying an interest rate of 10% on Rs.900 Lakhs obtained on 29th March 2023 and 8% on other balances. However, if the Rs.900 Lakhs loan is prepaid within 1 year from the date of disbursement, the interest rate shall be 8%.

The terms of these loans were amended at the Board Meeting dated 16th March 2023 (and subsequent Extraordinary General Meeting dated 12th April 2023) of the company granting the right to the lenders to get the outstanding unsecured loan (as on 16th March 2023) converted into equity shares of the company at such price and on such date/time as may be determined by the Board after complying with the requisite sections/provisions/rules etc. as may be applicable to the Borrower Company' for such conversion and subject to the approval of Shareholders and such other regulatory authority, as may be applicable from time to time. As per the same, loans amounting to Rs.2400 Lakhs has been converted into equity shares at the valuation of Rs.125 per equity share, basis the resolution passed by the members in the EGM dated 12th April 2023. Consequently, this portion of the loan has been classified under 'Other Equity' as on 31st March 2023 as per the principals laid down in IND AS 109.

x) Bank Overdraft

This loan is secured by a first charge on mortgage & hypothecation of stock and book debts of the company.

Common Collateral for both Work Capital Loans (Bank Overdrafts) and Term Loan Facilities

All loans (Working Capital & Term loans) have a common collateral - First charge of Mortgage & Hypothecation of Cement Plant I at Kaladgi (Dist.Bagalkot) including Land measuring 14 Acres and 8 Gunta, buildings and machinery at the same location.

Additionally, the loans carry the following guarantees -

Personal Guarantee of Mr. Venkatesh H Katwa (Chairman), Mr. Vilas H Katwa (MD), Mr. Deepak H Katwa (Executive Director & CFO) and Mr. H D Katwa (Chairman Emeritus)
Corporate Guarantee of M/s Katwa Infotech Ltd

SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS AS
AT/FOR THE YEAR ENDED 31 MARCH 2023
 (All amounts Rs. In Lakhs unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
11.1 Non-current liabilities		
Long term Lease liability (Also refer Note 31)	8.85	9.55
	8.85	9.55
11.2 Current Financial Liabilities		
Current maturity of long term Lease Liability	0.70	0.66
	0.70	0.66
12 Non-current liabilities		
Provision for Employee Benefits		
	2.92	-
	2.92	-
13 Deferred Tax Liabilities		
Deferred Tax Liabilities		
Property, plant and equipment	3,251.61	2,862.95
Term Loan amortization	36.37	25.14
Others	40.64	-
Less: Deferred Tax Assets		
MAT Credit Entitlement	(396.39)	(188.60)
Others	(17.74)	(8.38)
Net Deferred Tax Liabilities	2,914.50	2,691.11
14 Other Non-Current Liability		
Deferred Income on Government Grants	684.08	19.24
	684.08	19.24
13 Trade Payables	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises	105.10	165.62
Total outstanding dues of creditors other than micro enterprises and small enterprises	371.65	10.82
Total	476.75	176.44

Trade Payables ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from date of transaction				Total Amount
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	105.10	-	-	-	105.10
ii) Other	371.34	0.32	-	-	371.65
iii) Disputed Dues- MSME	-	-	-	-	-
iv) Disputed Dues- Others	-	-	-	-	-

Trade Payables ageing schedule as at 31 March 2022

Particulars	Outstanding for following periods from date of transaction				Total Amount
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	165.62	-	-	-	165.62
ii) Other	7.30	3.52	-	-	10.82
iii) Disputed Dues- MSME	-	-	-	-	-
iv) Disputed Dues- Others	-	-	-	-	-

SHRI KESHAV CEMENTS AND INFRA LIMITED

Information as per the requirement of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March 2022	As at 31 March 2023
(i) The principal amount remaining unpaid to any supplier at the end of accounting year included in trade payables	105.10	165.62
(ii) The interest due on above	-	-
(a) Total of (i) & (ii)	105.10	165.62
(b) The amount of interest paid by the buyer in terms of section 16 of the Act	-	-
(c) The amount of the payment made to the supplier beyond the appointed day during the year	-	-
(d) The amounts of interest accrued and remaining unpaid at the end of financial year	-	-
(e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

14 Other Current Financial Liabilities

	As at 31 March 2023	As at 31 March 2022
Security Deposits from Dealers	82.57	133.97
Payable for Project Expansion	-	171.45
Payable for Solar Project	2.44	28.77
Payable to employees (Incl Bonus)	46.09	40.60
Electricity charges payable	29.97	36.72
Audit Fees Payable	4.04	3.57
Payable for Other Expenses	17.81	0.00
Others	9.57	0.16
Total	192.48	415.23

15 Other Current Liabilities

	As at 31 March 2023	As at 31 March 2022
Statutory dues payable	136.19	31.95
Advance received from customers	60.20	113.71
Deferred Income on DIC Loan	83.24	-
Total	279.63	145.66

16 Provisions

	As at 31 March 2023	As at 31 March 2022
Provision for Employee Benefits	12.22	10.22
Provision for Income tax	83.66	124.13
Other Provision	-	13.43
Total	95.88	147.78

SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
REVENUE FROM OPERATIONS		
17 Sale of products		
Finished Goods-Cement	9,319.88	9,059.56
Petrol, Diesel & Coal [Sale of Stock-in-Trade]	839.27	819.31
Solar Energy	2,164.79	1,500.20
Total	12,323.94	11,379.07
Information required as per Ind AS 115:		
Disaggregated revenue information as per geographical markets		
Revenue from customers based in India	12,323.94	11,379.07
Revenue from customers based outside India	-	-
Total	12,323.94	11,379.07
Timing of revenue recognition		
Transferred at a point in time	12,323.94	11,379.07
Transferred over time	-	-
Total	12,323.94	11,379.07
Trade Receivables and Contract Assets / (Liabilities)		
Trade receivables	411.98	547.48
Contract liability	-	-
Changes in contract liability are as follows:		
Balance at the beginning of the year	-	-
Recognised and deducted from revenue during the year	-	-
Utilised and adjusted from actual expense during the year	-	-
Balance at the end of the year	-	-

Performance obligation and remaining performance obligation

There are no remaining performance obligations for the year ended 31st March 2023, as the same is satisfied upon delivery of goods.

	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
18 Other income		
Interest Income	62.25	17.45
Discount received	6.27	20.60
Gain on Fair Valuation of Government Grant	65.12	19.24
Sale of Carbon Credits	-	170.76
Other Income	79.03	2.20
Total	212.67	230.25
19 Cost of raw materials consumed		
I. Raw Material and Packing Material:		
Raw material and Packing material at the beginning of the year	2,685.15	1,948.57
Add: Purchases during the year	6,308.06	6,025.73
	8,993.21	7,974.30
Less : Inventory at the end of the year	2,590.12	2,685.15
Cost of materials consumed	6,403.09	5,289.15
Cost of raw material consumed includes stores and spare parts consumed during the year.		
20 Purchases of stock in trade		
Goods purchased (incl freight)	784.06	781.65
Total	784.06	781.65

SHRI KESHAV CEMENTS AND INFRA LIMITED

	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
21 Changes in inventories of finished goods, stock in trade & work in progress		
Decrease/(Increase) in inventories		
Inventories at the end of the year		
Stock in trade	17.80	38.20
Semi Finished Goods	163.10	25.57
Finished Goods	66.15	67.43
	247.05	131.19
Inventories at the beginning of the year		
Stock in trade	38.20	15.79
Semi Finished Goods	25.57	425.15
Finished Goods	67.43	86.61
	131.19	527.55
Total	(115.86)	396.35
	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
22 Other Manufacturing expenses		
Power and Fuel consumed	307.65	322.16
Repairs- Plant and Machinery	14.34	6.70
Lab Material	0.72	0.45
Total	322.71	329.31

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SHRI KESHAV CEMENTS AND INFRA LIMITED

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NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
23 Employee benefit expenses		
Salaries, wages & Bonus	356.41	325.76
Gratuity	10.33	9.32
Contribution to Provident and Other Funds	40.73	36.89
Directors Fees and Sitting Fees	0.70	0.55
Total	408.17	372.52

a) The following tables set out the funded status of the gratuity plans and the amounts recognized in the company's financial statements as a

Particulars	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
Change in benefit obligations		
Benefit obligations at the beginning of the year	83.46	73.41
Service Cost	9.59	9.07
Interest expense	5.75	4.87
Remeasurements - Actuarial (gains) /losses	(6.25)	6.35
Benefits paid	(8.25)	(10.24)
Benefits obliged at the end of the year	84.31	83.46
Change in plan assets		
Fair value of the plan assets at the beginning	73.23	59.48
Interest income	5.01	4.62
Contributions	0.12	21.00
Benefits paid	(8.25)	(10.24)
Actuarial Gain /(loss)	(0.94)	(1.64)
Fair value of the plan assets at the end	69.17	73.23

The amount for the years ended March 31, 2022 and March 31, 2021 recognised in the statement of Profit and Loss account under employee benefit expenses is as follows :

Particulars	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
Service Cost	9.59	9.07
Net interest on the net defined benefit liability/asset	0.74	0.24
Curtailment gain	-	
Net gratuity cost	10.33	9.32

The amount for the years ended March 31, 2022 and March 31, 2021 recognised in the statement of other comprehensive income is as follows :

Particulars	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
Actuaril (gains) / losses due to demographic assumption changes in DBO	0	0
Actuaril (gains) / losses due to Financial assumption changes in DBO	(1.42)	-0.64
Actuaril (gains) / losses due to experience adjustment on DBO	(4.82)	6.99
(Return) loss on the plan assets due to discount rate	0.94	1.64
	(5.31)	7.99

The weighted-average assumptions used to determine net periodic benefit cost and determine benefit obligations as at March 31, 2023 and March 31, 2022 are as follows :

Particulars	As of March 31, 2023	As of March 31, 2022
Discount rate	7.49%	7.25%
Weighted average rate increase in compensation levels	5.00%	5.00%
Expected return on Plan asset	7.25%	7.13%
Attrition Rate	5.00%	5.00%

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NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
24 Finance costs		
Interest on borrowings from banks	1,619.13	1,600.17
Interest on unsecured borrowings	180.22	214.75
Interest on Lease Liabilities	1.19	1.27
Interest on Sales Tax Deferment Loan	41.00	19.24
Other Borrowing costs	25.54	19.76
TOTAL	1,867.08	1,855.18
	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
25 Other expenses		
Rent (Refer Note 31)	-	-
Bank Charges	19.78	57.63
Advertisement, Publicity and Sales Promotion	9.59	3.66
Insurance	32.10	32.61
Rates and taxes	44.15	36.81
Audit Fees**	5.00	3.00
Bad debts	0.41	-
Impairment of trade receivables	22.65	-
Legal, Professional and Consultancy Charges	47.66	10.27
Security Charges	63.95	42.96
Statutory expenses	73.17	43.53
Loan Processing Charges	-	5.40
Postage Telegram and printing	4.49	3.13
Miscellaneous Expenses	26.60	12.15
Transport Charges	682.40	481.77
TOTAL	1,031.96	732.92
** Audit Fee		
	For the Year Ended 31 March 2023	For the year Ended 31 March 2022
(a) Auditor:		
Statutory Audit Fees	4.15	2.40
Tax Audit Fees	0.85	0.60
(b) Certification charges	0.08	0.02
TOTAL	5.08	3.02
25A Income Tax		
	For the Year Ended 31 March 2023	For the Year Ended 31 March 2022
a. Income Tax recognised in statement of profit or loss		
Current Tax (including MAT Credit):		
In respect of current year	(116.68)	124.13
Deferred Tax:		
In respect of current year	430.28	(288.94)
Total Income tax expense on continuing operation	313.60	(164.81)
b. Income Tax recognised in Other Comprehensive Income		
Deferred tax related to items recognised in other comprehensive income during the year		
Items that will not be reclassified subsequently to profit or loss	0.48	-
Remeasurement of defined benefit obligation	(1.38)	2.08
Total	(0.90)	2.08

SHRI KESHAV CEMENTS AND INFRA LIMITED

25B EARNINGS PER EQUITY SHARE

Basic Earnings per Share

Net profit/(Loss) Attributable to Equity Share Holders

*Weighted average number of equity shares

Par value per share (Amount in Rs.)

***Basic Earnings per share (Amount in Rs.)**

For the Year Ended
31 March 2023 **For the Year Ended**
31 March 2022

293.32	904.42	
11,995,752	11,995,752	
10.00	10.00	
2.45	7.54	

Diluted Earnings per Share

Net profit/(Loss) Attributable to Equity Share Holders

*Weighted average number of dilutive potential equity shares

Par value per share (Amount in Rs.)

***Diluted Earnings per share (Amount in Rs.)**

293.32	904.42	
13,915,752	11,995,752	
10.00	10.00	
2.11	7.54	

Note:

Loans to Promoters are convertible into equity shares as per the valuation determined by the Board of Directors as per the SEBI Regulations.

25C CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Particulars	As at March 31, 2022	Cash flows	Non-Cash Changes on Classification as per IND AS	As at March 31, 2023
Non-Current Borrowings (including Current Maturities and Deferred Portion of Sales Tax Loan)	21,318.32	-2,046.02	-2,400.00	16,872.30
Current Borrowings	-	688.01	-	688.01
TOTAL BORROWINGS	21,318.32	-1,358.01	-2,400.00	17,560.31

Particulars	As at March 31, 2021	Cash flows	Non-Cash Changes on Classification as per IND AS	As at March 31, 2022
Non-Current Borrowings (including Current Maturities and Deferred Portion of Sales Tax Loan)	15,811.44	5,506.88	-	21,318.32
Current Borrowings	-	-	-	-
TOTAL BORROWINGS	15,811.44	5,506.88	-	21,318.32

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SHRI KESHAV CEMENTS AND INFRA LIMITED

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NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

26 RELATED PARTY TRANSACTIONS

i Other Related Parties with whom there were transactions duri Nature of relationship

a) Mr. Vilas H Katwa	Managing Director
b) Mr. Deepak H Katwa	Executive Director & CFO
c) Mr. Venkatesh H Katwa	Executive Director & Chairman
d) Mr. Balasaheb A Mestri	Non-Executive (Independent)
e) Mrs. Radhika D Pinal	Non-Executive (Independent)
f) Mr. Krishnaji Chimaji Patil	Non-Executive (Independent)
g) Varsha Ashok Shirgurkar	Company Secretary
h) Mr. H.D. Katwa	Relative of Directors
i) N.H. Katwa	Relative of Directors
j) Mrs. Prajakta D Katwa	Relative of Directors
k) Mrs. Roopa V Katwa	Relative of Directors
l) Mrs. Tina V Katwa	Relative of Directors
m) Miss Vanshika Vilas Katwa	Relative of Directors
n) Achal V Katwa	Relative of Directors
o) Krishna V Katwa	Relative of Directors
p) Neel Holistic Infra Private Limited (formerly known as Katwa Constructions Company Private Limited)	Enterprises in which person, who exercise control over the company, have significant influence or control or is/are KMP

ii Transactions with Directors/Key Managerial Personnel during the period/year are summarised below:

Nature of transactions	For the year ended as at 31-Mar-23 Rs. In Lakhs	For the year ended as at 31-Mar-22 Rs. In Lakhs
Salaries and other employee benefits		
Short Term Employee Benefits		
a) Remuneration to Key Managerial Personnel	38.98	36.62
b) Fee for attending board or committee meetings	0.70	0.55
	39.68	37.17
Post-Employment Benefits	-	-
Other Long-Term Benefits	-	-
Termination Benefits	-	-
Share-Based Payments	-	-
Salary Payable	0.24	0.21
Rent paid/Payable		
Key Managerial Personnel	1.80	1.80
	1.80	1.80
Unsecured Loans		
Opening Balance		
a) Key Managerial Personnel	2,509.12	1,998.20
b) Relatives of KMP	1,065.59	868.97
c) Entities where KMP have control/significant influence	341.61	-
Taken during the year		
a) Key Managerial Personnel	3,086.51	4,916.14
b) Relatives of KMP	578.05	296.87
c) Entities where KMP have control/significant influence	905.70	330.00
Interest credited (net of TDS)		
a) Key Managerial Personnel	89.87	118.50
b) Relatives of KMP	49.00	50.76
c) Entities where KMP have control/significant influence	23.61	11.61
Repaid during the year		
a) Key Managerial Personnel	3,871.96	4,523.71
b) Relatives of KMP	749.09	151.02
c) Entities where KMP have control/significant influence	10.00	-
Conversion of Loan Balance into Equity Shares (in-Principal)		
a) Key Managerial Personnel	1,425.00	-
b) Relatives of KMP	675.00	-
c) Entities where KMP have control/significant influence	300.00	-
Closing Balance		
a) Key Managerial Personnel	388.55	2,509.12
b) Relatives of KMP	268.55	1,065.59
c) Entities where KMP have control/significant influence	960.92	341.61
	1,618.01	3,916.33

Terms & Conditions of Loan:

Refer the note 11 for the terms of the loans.

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

27. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	Brief Description of the Matter	As At March 31, 2023	As At March 31, 2022
GST	Advance payments made by the company in response to Search & Seizure proceedings, conducted by GST Intelligence at company premises. [The same is appearing as part of Other Current Assets in the Financial Statements]	859.63	-

Cash outflows/asset write offs in respect of the above are determinable only on the receipt of judgements pending at various forums/authorities.

Particulars	Brief Description of the Commitment	As At March 31, 2023	As At March 31, 2022
Capital Commitments	Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	141.24	-

28. FINANCIAL INSTRUMENTS:

1) Fair value measurement hierarchy:

Particulars	As at March 31, 2023				As at March 31, 2022			
	Carrying Amount	Level of Input Used in			Carrying Amount	Level of Input Used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Asset:								
At Amortised Cost								
Trade receivable	411.98			411.98	547.48			547.48
Cash and Bank Balances	1,474.50			1,474.50	838.20			838.20
Security Deposits	209.72			209.72	302.89			302.89
Other Financial Assets	5.15			5.15	24.39			24.39
At FVTPL	-			-	-			-
At FVTOCI	2.36	2.36		-	-			-
Financial Liabilities:								
At Amortised Cost								
Borrowings	18,016.91			18,016.91	21,618.93			21,618.93
Trade Payable	476.75			476.75	176.44			176.44
Lease Liabilities	9.55			9.55	10.22			10.22
Other Financial Liabilities	192.48			192.48	415.23			415.23
At FVTPL	-			-	-			-
At FVTOCI	-			-	-			-

The financial instruments are categorised into two levels based on the inputs used to arrive at fair value measurement as described below: Level 1: It includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

2) Financial Risk Management Objective and policies:

Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include Security deposits, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

2.1. Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of risk interest rate risk. Financial instruments affected by market risk include loans and borrowings and deposits. The sensitivity analyses in the following sections relate to the position as at March 31, 2023 and March 31, 2022.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions; and the non-financial assets and liabilities.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022.

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

2.2 Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Interest Rate Exposure		
Particulars	As at March 31, 2023	As at March 31, 2022
Long term Floating Loan	15,258.23	17,382.75
Long term Fixed Loan	930.00	3,916.33
Short term Floating Loan	1,140.67	319.85
Short term Fixed Loan	688.01	-
Total	18,016.91	21,618.93

Note: Long-Term loans as above includes Current Maturities of Long-Term

Debt as well. Impact of Interest Expenses for the year on 1% change in Interest

Interest Rate Sensitivity		(Amount Rs. In Lakhs)			
Particulars	As at March 31, 2023		As at March 31, 2022		Rate
	Up move	Down move	Up move	Down move	
Impact on Equity	(163.99)	163.99	(177.03)	177.03	
Impact on Profit before Tax	(163.99)	163.99	(177.03)	177.03	
Impact on Capital WIP	-	-	-	-	

Note: An increase/decrease in interest rate does not lead to any impact on taxes, as the company is paying taxes as per MAT provisions under Section 115JB, and booking an equivalent amount of Unused Tax Credit asset, leading to a Net Impact of 0.

2.3 Credit Risk:

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet:

Particulars	March 31 2023	March 31 2022
i) Investments	2.36	-
ii) Trade receivable	411.98	547.48
iii) Cash and cash equivalents	45.48	218.55
iv) Bank Balances other than Cash and Cash Equivalents	800.13	619.65
v) Other financial assets	843.77	327.28

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's credit risk is primarily to the amount due from customers and loans. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates and the Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the Company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counter party fails to make payments as per terms of sale/service agreements. However the Company based upon historical experience determine an impairment allowance for loss on receivables.

When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

The gross carrying amount of trade receivables is Rs.434.63 Lakhs (March 31, 2022: Rs.547.48 Lakhs). Trade receivables are generally realised within the credit period. The Company believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour.

Refer Note 4 for the company's exposure to Credit risk for Trade Receivables (Ageing).

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

2.3 Liquidity Risk:

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities.

Company accesses domestic financial markets, Banks and Financial Institutions to meet its liquidity requirements. The company's liquidity is managed centrally with operating units forecasting their cash and liquidity requirements.

Maturity Profile of Financial Liabilities based on contractual undiscounted amounts:

Particulars	On Demand	0 to 1 Years	1 to 5 Years	> 5 Years	Total
Year ended March 31, 2023					
Borrowings	1,828.68	2,184.83	8,275.43	5,727.97	18,016.91
Trade Payable		476.75			476.75
Lease Liabilities		0.70	4.11	4.74	9.55
Security Deposits	82.57				82.57
Expenses Payable (incl for Capital Goods)		100.34			100.34
Other Financial Liabilities		9.57			9.57
TOTAL	1,911.25	2,772.20	8,279.54	5,732.71	18,695.70
Year ended March 31, 2022					
Borrowings	319.85	1,393.67	12,421.92	7,483.49	21,618.93
Trade Payable	-	176.44	-	-	176.44
Lease Liabilities	-	0.66	3.61	5.95	10.22
Security Deposits	133.97	-	-	-	133.97
Expenses Payable (incl for Capital Goods)	-	281.10	-	-	281.10
Other Financial Liabilities	-	0.16	-	-	0.16
TOTAL	453.82	1,852.04	12,425.52	7,489.44	22,220.83

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SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

29. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company's policy is to keep the gearing ratio between 40% and 60%. The gearing ratio of the company during the reporting period (including previous period) is substantially high due to substantial long term debt fund raised for the purpose of expansion of plant capacity and solar power generation plant set up. The management is of the opinion that the new investment will reduce the cost of production and increase the profitability of the company in near future and reduce the debt. The company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value.

(Amount Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	18,016.91	21,618.93
Trade Payable	476.75	176.44
Other Payable	1,254.98	727.92
Less: Cash & Bank Balances (including Non-Current)	(1,474.50)	(838.20)
Net Debt (A)	18,274.14	21,685.09
Equity Share Capital	1,199.58	1,199.58
Other Equity	3,662.55	969.22
Total Capital and Debt (B)	23,136.27	23,853.89
Gearing Ratio (A/B)	78.98%	90.91%

High Gearing ratio is mainly attributed to the significant borrowings for solar power plant at Bisarhalli and cement plant expansion at Lokapur. These expansion project have been completed resulting in depreciation charge and Interest cost to the equity.

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SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

30 SEGMENT INFORMATION

The company's operating segments are established on the basis of those components that are evaluated regularly by the Executive Committee (the 'Chief Operating Decision Maker' as defined in Ind AS 108- 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the deferring risks and returns and internal business reporting systems.

The company has four principal operating segments; viz. 1. Manufacturing and trading in Cements (MTC), 2. Trading in Coal (TC), 3. Dealers of Petrol and Diesel (TPD), and 4. Solar Energy generation and Sale (SP).

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

i. Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

ii. Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

iii. The business, which were not reportable segments during the year, have been grouped under the "Others" segment. This mainly comprises of sale of Clinker, Fly ash and other ancillary products.

Year	Particulars	MTC	TC	TPD	SP	Unallocated	Total
i. Segment Revenue and Results:							
2022-23	Revenue from operations	9,319.88	25.68	813.59	2,164.79	-	12,323.94
(P.Y. 2021-22)		9,059.56	27.81	791.50	1,500.20	-	11,379.07
2022-23	Identifiable Operating expenses	6,658.22	-	793.07	(57.29)	-	7,394.00
(P.Y. 2021-22)		5,765.56	-	781.65	(68.67)	-	6,478.53
2022-23	Allocated expenses	1,834.82	-	0.95	1,787.11	-	3,622.89
(P.Y. 2021-22)		2,116.99	-	0.96	1,399.37	-	3,517.33
2022-23	Segment operating income	826.84	25.68	19.57	434.97	-	1,307.05
(P.Y. 2021-22)		1,177.01	27.81	8.90	169.50	-	1,383.22
2022-23	Unallocable expenses					915.37	915.37
(P.Y. 2021-22)						867.95	867.95
2022-23	Operating Profit/(Loss)						391.68
(P.Y. 2021-22)							515.27
2022-23	Other income net						212.67
(P.Y. 2021-22)							230.25
2022-23	Profit/(Loss) before income tax						604.35
(P.Y. 2021-22)							745.52
2022-23	Income tax expense						(313.60)
(P.Y. 2021-22)							164.81
2022-23	Net Profit/(Loss) after tax						290.75
(P.Y. 2021-22)							910.33
ii. Other Information							
2022-23	Segment Assets	12,268.37	2.10	43.77	14,756.80	463.80	27,534.84
(P.Y. 2021-22)		11,519.53	20.53	52.23	15,515.69	285.42	27,393.41
2022-23	Segment Liabilities	2,271.13	-	0.27	9,868.47	10,532.85	22,672.72
(P.Y. 2021-22)		2,613.31	-	0.19	10,873.40	11,737.70	25,224.60
(iii) Geographic information							
a) Revenues from different geographies				Within India	Outside India	Total	
2022-23				12,323.94	-	12,323.94	
(P.Y. 2021-22)				11,379.07	-	11,379.07	
b) Non-current assets*							
2022-23				21,320.91	-	21,320.91	
(P.Y. 2021-22)				21,552.37	-	21,552.37	

*Non-current assets other than financial instruments, deferred tax assets (if any), post-employment benefit assets (if any)

SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

31 Leases

On adoption of IND AS-116, the Company recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IND AS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 12.0% p.a.

Particulars	As at 31 March 2023	As at 31 March 2022
Total Lease liability recognised	9.55	10.22
Lease Liability- Current	0.70	0.66
Lease Liability- Non- Current	8.85	9.55

Impact of IND AS 116 Leases:

Impact on profit and loss:

Particulars	As at 31 March 2023	As at 31 March 2022
- Increase/(Decrease) due to recognition of leased interest expenses	(1.19)	(1.27)
- Increase/(Decrease) due to recognition of depreciation expenses on leased assets	(0.98)	(0.98)
- Increase/(Decrease) due to non-recognition of rent expenses	1.84	1.85
- Increase/(Decrease) in income tax	-	-
Net Increase/(Decrease) in the profit for the year	(0.33)	(0.39)

Maturity Analysis

Particulars	Contractual Undiscounted cash Flows		Present Value of Contractual cash Flows	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Less than One Year	1.85	1.85	0.70	0.66
One to Five Years	9.27	9.27	4.11	3.61
More than Five Years	3.87	5.72	4.74	5.95
Total Undiscounted Lease Liabilities as at 31 March	14.99	16.84	9.55	10.22

Amounts Recognised in Statement of Profit and Loss

Particulars	2022-23	2021-22
Amortisation expenses on Right to Use Asset	0.98	0.98
Interest expense on lease liabilities	1.19	1.27

Reconciliation of Lease Liabilities

Particulars	2022-23	2021-22
Opening balance	10.22	10.81
Finance cost accrued during the year	1.19	1.27
Payment of lease liabilities	1.85	1.85
Closing balance	9.56	10.22

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SHRI KESHAV CEMENTS AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT/FOR THE YEAR ENDED 31 MARCH 2023

(All amounts Rs. In Lakhs unless otherwise stated)

32 OTHER EXPLANATORY INFORMATION

1 Dues to Micro, Small and Medium enterprises

The Company has Rs. 105.10 Lakhs (PY Rs.165.62 Lakhs) dues to micro and small enterprises as at 31st March 2023. However the same is not outstanding for more than 45 Days. The information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

2 Subsequent events:

The company has converted a portion of the loans obtained from the Promoter Group into Equity Shares vide the Extraordinary General Meeting held on 12th April 2023 (Board Meeting dated 16th March 2023), amounting to Rs.2400 Lakhs at the valuation of Rs.125 per equity share. Additionally, the company has also issued equity shares and share warrants to other investors in the same meeting.

- 3 All amounts have been rounded off to nearest rupee in lakhs and due to this rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.
- 4 The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current requirements.
- 5 The Company does not have any transactions with companies struck-off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- 6 The Company does not have any immovable property (other than properties where the Company is a lessee and the lease agreements are duly executed in the favour of the lessee) whose title deeds are not held in the name of the Company.
- 7 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 8 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 9 The Company have 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
 - (a) 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
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 10 The Company have 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
 - (a) 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
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 11 The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies ("ROC") beyond the statutory period.
- 12 The Company has not done 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).
- 13 The Company has not been declared a wilful defaulter by any bank or financial institutions or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- 14 The Company has not used any borrowings from banks and financial institutions for purpose other than for which it was taken.
- 15 These financial statements were approved for issue by the Board of Directors on May 25, 2023.

SHRI KESHAV CEMENTS AND INFRA LIMITED

33 Ratios

Particulars	Numerator	Denominator	2022-23	2021-22	% Variance
a) Current Ratio	Current Assets	Current Liabilities	1.06	2.12	-50%
b) Debt-Equity Ratio,	Total Debt (Long +short Term Borrowings)	Shareholder's Equity	3.71	9.97	-63%
c) Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation & amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Debt service = Current Maturities of Long-Term Borrowings + Current Borrowings + Interest Payable + Finance Cost	0.63	1.04	-39%
d) Return on Equity Ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	8.27%	53.03%	-84%
e) Inventory turnover ratio	Cost of materials consumed plus other manufacturing costs	Average inventory = ((Opening + Closing balance) / 2)	2.62	2.57	2%
f) Trade Receivables turnover ratio	Revenue From Operations	Avg. Trade Receivables	25.69	23.31	10%
g) Trade payables turnover ratio	Cost of material purchased	Avg Trade Payable	21.71	21.96	-1%
h) Net capital turnover ratio	Revenue From Operations	Avg Working Capital	7.62	7.55	1%
i) Net profit ratio	Net profit shall be after tax	Net Sales = Net sales shall be calculated as total sales minus sales returns.	2.36%	8.00%	-71%
j) Return on Capital employed	Earning before interest and taxes	Capital Employed = Shareholder's Funds + Borrowings	10.80%	10.93%	-1%
k) Return on investment	Dividend Income + Fair Value Changes in value of Equity Investments (Before Tax)	Total Investment in Equity Instruments (At Cost)	-42.36%	NA	NA

Reasons for more than 25% Variance in the Ratios:

- a) Current Ratio Higher current liabilities, due to large value of current maturities of long-term borrowings & promoter loans, and bank overdraft.
- b) Debt-Equity Ratio, Improved ratio, due to lower borrowings and conversion of director loans into equity shares (vide Board Meeting dated 16/03/2023).
- c) Debt Service Coverage Ratio Increase in current maturities of long-term borrowings over the years.
- d) Return on Equity Ratio Reduction in overall profits for the year
- i) Net profit ratio Reduction in overall profits for the year
- k) Return on investment Ratio not applicable for the FY21-22, as there were no investments made by the company prior to that.

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SHRI KESHAV CEMENTS AND INFRA LIMITED

34 Reconciliation of Quarterly Stock Statements (Submitted to the banks) with the books of accounts

The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, whose details are mentioned as under:-

Quarter	Particulars	Amount disclosed in quarterly statement	Amount as per Books	Difference	Remarks
April-June 2022	Closing Stock	3,273.63	2,663.20	610.43	The Company has the practice of submitting the quarterly statements to the bank as per the date agreed upon by the banker. However, the books are not closed by the same date due to practical difficulties. Therefore, the reporting to the bank was on a estimated basis. Company has drawn lesser than the drawing power as per published results. Further the Company submits the reviewed quarterly results immediately after the publishing of the same to the banker to make good of the differences.
April-June 2022	Sundry Debtors	659.84	493.76	166.08	
April-June 2022	Sundry Creditors	170.69	68.14	102.55	
July-September 2022	Closing Stock	3,534.82	2,902.85	631.97	
July-September 2022	Sundry Debtors	535.52	535.52	-0.00	
July-September 2022	Sundry Creditors	212.40	255.21	-42.82	
October-December 2022	Closing Stock	3,470.51	2,938.04	532.47	
October-December 2022	Sundry Debtors	533.40	481.41	51.99	
October-December 2022	Sundry Creditors	269.85	432.05	-162.20	
January-March 2023	Closing Stock	3,531.55	2,866.37	665.18	
January-March 2023	Sundry Debtors	536.86	442.65	94.21	
January-March 2023	Sundry Creditors	344.95	484.68	-139.72	

The above stock statements are submitted to Canara Bank, for availing the Bank Overdraft, carrying a balance of 1140.67 Lakhs as on 31st March 2023.

35 Disclosure on Government Grants

(a) Sales Tax deferment loan has been considered as a government grant and the difference between the fair value and nominal value as on date is recognized as an income over the life of the grant. Every year, interest expense is accounted based on the fair interest rate used for determining the fair value of the loan on the date of receipt of the loan.

(b) Accordingly, an amount of Rs. 65.12 Lakhs (PY - 19.24 Lakhs) has been accounted as Other Income in respect of the same.

(c) Additionally, an amount of Rs.41.00 Lakhs (PY - 19.24 Lakhs) has been accounted as Interest Expense on account of the changes in the Fair Value.

As per our report of even date.

DirectorsFor Singhi & Co
Chartered Accountants
ICAI FRN.302049E

For and on behalf of the Board of

Sd/-
CA. Vijay Jain
Partner
M.No.077508
Bengaluru
Date: 25/05/2023

Sd/-
Vilas Katwa
Managing Director
DIN:00206015.

Sd/-
Deepak Katwa
Director/CFO
DIN:00206445.

Sd/-
Varsha Shirgurkar
Company Secretary
M.No.A60553

SHRI KESHAV CEMENTS AND INFRA LIMITED

FORM NO. MGT – 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

CIN : L26941KA1993PLC014104
Name of the Company : Shri Keshav Cements and Infra Limited
Registered Office : “Jyoti Tower”, 215/2, 6th Cross, Nazar Camp, Karbhar Galli
Madavpura, Vadgaon, Belagavi- 590 005.

Client ID/Folio No.		Name and Address of the Shareholder
DP ID Number		
No. of Shares held		

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name:..... Address:
Email id: Signature: or failing him/her
2. Name:..... Address:
Email id: Signature: or failing him/her
3. Name:..... Address:
Email id: Signature: or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Friday, 29th September, 2023 at 11.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	Vote	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended 31st March 2023, the Report of Directors' and Auditors' thereon		
2	To appoint a Director in place of Mr. Deepak Katwa, who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS			
3	To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2024.		

Signed this Day of 2023

Signature of the Shareholder:

Signature of the Proxy holder(s):

Please affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

SHRI KESHAV CEMENTS AND INFRA LIMITED

SHRI KESHAV CEMENTS AND INFRA LIMITED

CIN: L26941KA1993PLC014104

Regd. Office: "Jyoti Tower", 215/2, 6th Cross, Nazar Camp, Karbhar Galli,
M. Vadgaon, Belagavi – 590 005

Email: info@keshavcement.com

Ph: 0831-2483510

ATTENDANCE SLIP

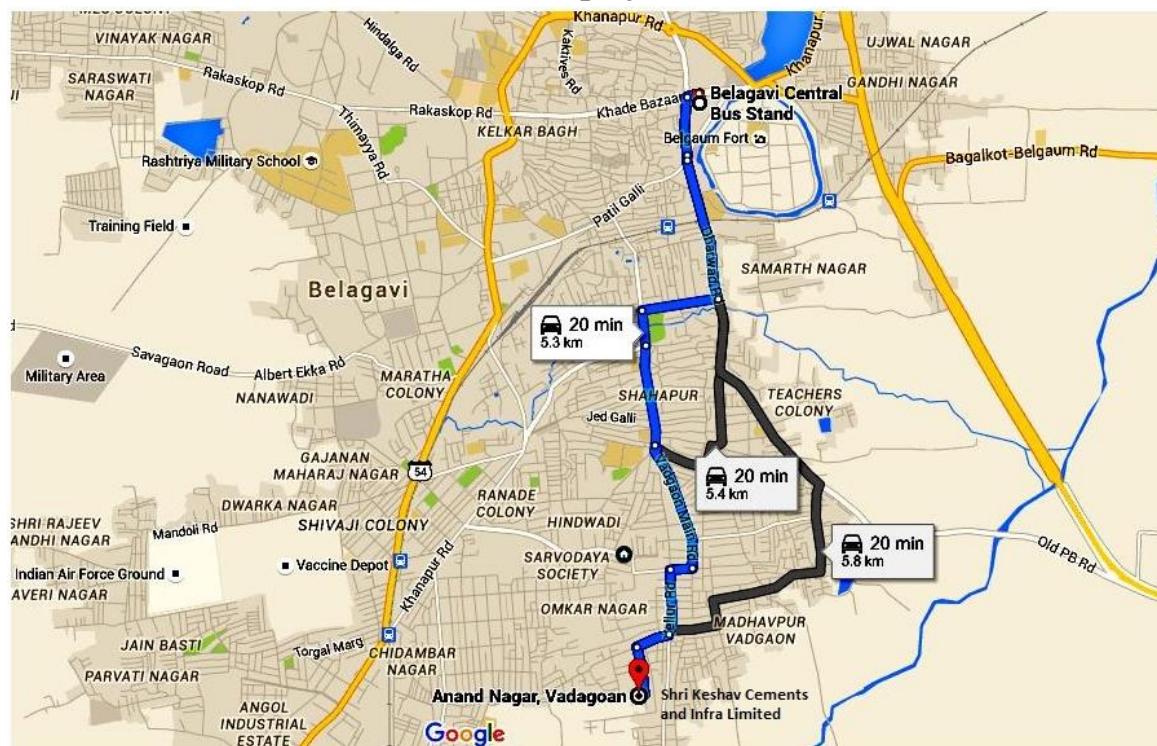
Folio No.		Name and Address of the Shareholder
Client ID / DP ID Number		
No. of Shares held		

I hereby record my presence at the 30th Annual General Meeting of the company held on Friday, 29th September, 2023 at 11.00 AM at the Registered office situated at 215/2, "Jyoti Tower", 6th Cross, Nazar Camp, Karbhar Galli, M. Vadgaon, Belagavi – Karnataka – 590005.

.....
Signature of Shareholder / Proxy

Note: Please bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Route Map of the AGM



Capex 1 million Ton Progress...

VRM Foundation in Progress..



Preheater Tower in progress...



Kiln Foundation in Progress...





215/2 Jyoti Tower, Karbar St., Vadgaon
Belgaum 590 005 Karnataka INDIA

www.keshavcement.com