

**CHENNAI FERROUS INDUSTRIES LIMITED**  
**Annual Report 2022-23**

## CORPORATE INFORMATION

<p><b>Board of Directors</b></p> <p>Mr.R.Natarajan Chairman &amp; Managing Director</p> <p>Mr. Balasubramanian Anandan Non-Executive, Independent Director (resigned w.e.f. close of business hours on 14.08.2023)</p> <p>Mrs. Mohan Chitra Non-Executive, Independent Director</p> <p>Mr. Venkatasubramanian Pichaiswaminathan Non-Executive, Non-Independent Director (resigned w.e.f. close of business hours on 14.08.2023)</p> <p>Mr.Nagarajan Ramakrishnan Additional Director Non-Executive, Independent (appointed with effect from 14.08.2023)</p> <p>Mr.Muthaiyan Saravanan Additional Director Non-Executive, Independent (appointed with effect from 14.08.2023)</p> <p>Mr. Karthikeyan Kunjithapatham Chief Financial Officer</p> <p><b>Company Secretary &amp; Compliance Officer</b> Ms. K. V. Lakshmi</p> <p><b>Website</b> <a href="https://www.chennaiferrous.com/">https://www.chennaiferrous.com/</a></p>	<p><b>Registered Office</b> Survey No.180-183,190 &amp; 191, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road Gummidipoondi, Tiruvallur 601201, Tamilnadu</p> <p><b>Statutory Auditors</b> M/s. S. K. Gulecha &amp; Associates Chartered Accountants No.51, (New No.20) Venkatachalam Street, Choolai, Chennai-600112.</p> <p><b>Secretarial Auditor</b> M/s M K Madhavan &amp; Associates Company Secretaries New No.204/3, Old No.117/3, Venkatachalam Street, Mylapore, Chennai-600004</p> <p><b>Bankers</b> Punjab National Bank</p> <p><b>Registrar &amp; Share Transfer Agents</b> M/s. Cameo Corporate Services Limited "Subramanian Building" 1, Club House Road Chennai-600002 Phone:91 44 28460390 Email:investor@cameoindia.com agm@cameoindia.com</p>
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## **NOTICE**

NOTICE is hereby given that the Thirteenth (13<sup>th</sup>) Annual General Meeting of the shareholders ("AGM") of Chennai Ferrous Industries Limited will be held on Tuesday, the 26<sup>th</sup> day of September 2023 at 2.30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the AGM shall be deemed to be the Registered office of the Company at Survey No.180-183, 190&191, Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road, Gummidipoondi, Thiruvallur TN 601201, Tamilnadu.

## **ORDINARY BUSINESS**

### **Item No.1:-Adoption of Financial Statements**

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended March 31,2023, which comprise the Audited Balance Sheet as at March 31,2023, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the year ended March 31,2023, which comprise the Audited Balance Sheet as at March 31,2023, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted."

### **Item No.2:- To appoint a Director in place of Mr. R. Natarajan (DIN : 00595027), who retires by rotation and being eligible offers himself for re-appointment**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. R. Natarajan [DIN :- 00595027], who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## **SPECIAL BUSINESS**

### **Item No:3-Appointment of Mr. Nagarajan Ramakrishnan (DIN: 08315738) as an Independent Director of the Company for a term of five consecutive years commencing with effect from 14<sup>th</sup> August 2023 up to 13<sup>th</sup> August 2028.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies act ,2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), Articles of Association of the Company and other applicable laws, Mr. Nagarajan Ramakrishnan (DIN:08315738), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 14<sup>th</sup> August 2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and applicable SEBI Listing Regulations and has submitted a declaration to that effect and has consented to act as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing with effect from 14<sup>th</sup> August 2023 up to 13<sup>th</sup> August 2028."

**"RESOLVED FURTHER THAT** any one of the Director of the Company and / or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary or desirable or expedient to give effect to the aforesaid resolution."

### **Item No:4-Appointment of Mr. Muthaiyan Saravanan (DIN: 10277688) as an Independent Director of the Company for a term of five consecutive years commencing with effect from 14<sup>th</sup> August 2023 up to 13<sup>th</sup> August 2028.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies act ,2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), Articles of Association of the Company and other applicable laws, Mr. Muthaiyan Saravanan (DIN:10277688), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 14<sup>th</sup> August 2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and applicable SEBI Listing Regulations and has submitted a declaration to that effect and has consented to act as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing with effect from 14<sup>th</sup> August 2023 up to 13<sup>th</sup> August 2028."

**"RESOLVED FURTHER THAT** any one of the Director of the Company and / or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary or desirable or expedient to give effect to the aforesaid resolution."

**Item No.5: -Reclassification of certain members of Promoter & Promoter Group to Public Category pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), and such other provisions of the Companies Act, 2013 as may be applicable and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals from the Stock Exchange and other appropriate statutory authorities as may be required, consent of the members of the Company be and is hereby accorded for reclassification of the following members of the Promoter and Promoter Group (herein after individually and jointly referred to as the "Outgoing Promoters"), holding a total of 1,09,212 equity shares of the Company constituting 3.03% of paid-up equity share capital of the Company, from the category of "Promoter and Promoter Group" to "Public" category:-

SN	Name of Shareholders	No.of equity shares held	% of shareholding
1.	Roop Chand Betala	12,500	0.35
2.	Renu Devi Jalan	23,000	0.64
3.	Abhishek Saraff	73,712	2.04
	<b>Total</b>	<b>1,09,212</b>	<b>3.03</b>

**"RESOLVED FURTHER THAT** the Outgoing Promoters, presently classified as members of the "Promoter and Promoter Group", who are seeking reclassification, do not directly or indirectly, exercise any control over the affairs of the Company and hold minimal shares, i.e., totaling only 1,09,212 equity shares constituting 3.03% of the total paid up equity share capital of the Company and they do not, directly or indirectly, participate in the management or any policy decisions of the Company and they neither have any representation on the Board of Directors of the Company nor any special rights and are not involved in the day to day management affairs of the company in any manner."

**"RESOLVED FURTHER THAT** on necessary approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Outgoing Promoters, the Company shall effect such reclassification in the Statement of Shareholding pattern of the Company from immediate succeeding quarter/half year under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as applicable in compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force shall also be adhered to."

**"RESOLVED FURTHER THAT** any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to make, sign, prepare, forward, execute and submit all the necessary applications, forms, papers and documents and to make the application for reclassification to the stock exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and generally to do all such acts, deeds, matters and thing as may be necessary and expedient to give effect the aforesaid resolution."

**Item No.6:-Power to give loans or invest funds of the Company in excess of the limits specified under Section 186 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the ‘Board’ which term shall deemed to include any committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to :

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription , purchase or otherwise the securities of any other body corporate,

upto a maximum aggregate amount of Rs.100 crores outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013, as may be amended from time to time (presently being 60% of the Company’s paid up capital, free reserves and securities premium account or 100% of the Company’s free reserves and securities premium account , whichever is more).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing , amount and other terms and conditions of such loans , guarantees , securities and investment and varying the same either in part or in full it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

*By Order of the Board of Directors*  
For Chennai Ferrous Industries Limited

**K.V.Lakshmi**  
Company Secretary & Compliance Officer  
Membership No.:- FCS 9726

Registered office:

Survey No.180-183,190&191  
Periya Obulapuram Village Nagaraja Kandigai,  
Maddharapakkam Road, Gummidipoondi,  
Thiruvallur 601201, Tamilnadu  
Date:14 August 2023

#### Notes:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide General Circular No.10/2022 dated 28<sup>th</sup> December 2022, read with General Circular No. 02/2021 dated 13<sup>th</sup> January 2021, General Circular No.20/2020 dated 5<sup>th</sup> May 2020, General Circular No.17/2020 dated 13<sup>th</sup> April 2020 and General Circular No. 14/2020 dated 8<sup>th</sup> April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”), on or before 30<sup>th</sup> September 2023, without the physical presence of the Members at a common venue. SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 (“SEBI Circular”) has also provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”). In compliance with these MCA Circulars, SEBI Circulars, the Listing Regulations and the provisions of the Companies Act, 2013 (“the Act”), the 13<sup>th</sup> AGM of the Company is being held through VC/OAVM.
2. Explanatory Statement pursuant to Section 102 of the Act relating to Item No.’s 3 to 6 of the Notice of the 13<sup>th</sup> AGM setting out the material facts concerning each item of Special Business is annexed hereto. Further, additional information with respect to Item No.’s 3 and 4 pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this AGM are also annexed hereto. The Directors have furnished the requisite consents/declarations for their appointment.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM whereby physical attendance of shareholders has been dispensed with and in line with the MCA Circulars, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the proxy form and attendance slip are not annexed to this notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with said Circulars, Corporate Shareholders are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below). Such Corporate Shareholders are requested to send a certified copy of the Board Resolution

authorizing their representatives to attend and vote at the Annual General Meeting through VC/OAVM. Since the AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.

4. The facility for shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on 'first come first serve' basis. This will not include large shareholders (i.e shareholders holding 2 % or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee , Nomination and Remuneration Committee and Stakeholders Relationship Committee , Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
5. The attendance of the shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2023, through email to [company.secretarial@chennaiferrous.com](mailto:company.secretarial@chennaiferrous.com). The same will be replied by/on behalf of the Company suitably.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting. Other documents referred to in the notice, if any, will be available for electronic inspection. The members seeking to inspect such documents can send e-mail to [company.secretarial@chennaiferrous.com](mailto:company.secretarial@chennaiferrous.com).
8. The Register of Members and the Share Transfer Books of the company shall remain closed from Friday, 22<sup>nd</sup> September 2023 to Tuesday, 26<sup>th</sup> September 2023 (both days inclusive) for the Annual General Meeting.
9. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number on all correspondences with the Company. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, postal address, e-mail address, bank details, mandate, nomination, power of attorney, change of address, etc., to their respective Depository

Participant (DP). Members holding shares in physical mode are requested to intimate the same to Registrar & Share Transfer Agents of the Company (RTA) M/s. **Cameo Corporate Services Limited**, "Subramanian Building", No.1, Club House Road, Chennai-600002.

10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their e-mail addresses so far or who would like to update their email addresses already registered, are requested to register/ update their email address with their DP (in respect of shareholders who hold shares in dematerialized form) and with RTA (for those who hold shares in physical form) to enable us send you the communications via email.
11. In line with aforesaid MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 13<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members may also note that the Notice of the Thirteenth AGM and the Annual Report 2022-23 will also be available on the Company's website [www.chennaiferrous.com](http://www.chennaiferrous.com) and website of the Stock Exchange, BSE Ltd., at [www.bseindia.com](http://www.bseindia.com). The Notice of the AGM shall also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

12. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to submit their requests in Form SH-13. The said Form can be downloaded from the web site of the company [www.chennaiferrous.com](http://www.chennaiferrous.com) [under "Investors" section]. Shareholders holding shares in physical form and electronic form may submit the same to the RTA, M/s. Cameo Corporate Services Limited and to their respective depository participant respectively.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA.
14. Members may please note that SEBI vide its Circular No.SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8

dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.chennaiferrous.com](http://www.chennaiferrous.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. SEBI vide its notification SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of this, in order to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agents, Cameo Corporate Services Ltd. for assistance in this regard.

#### **Instructions for e-voting:**

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) as Authorized Agency to provide e-voting facility. The Company has appointed Mr. M.K. Madhavan, M/s M.K. Madhavan & Associates, Practising Company Secretary [FCS 8408, COPNo. 16796] to act as the Scrutinizer, for conducting scrutiny of the votes cast.

Notice convening the 13<sup>th</sup> Annual General Meeting and the Annual Report 2022-23 is also available on the NSDL's website: [www.nsdl.co.in](http://www.nsdl.co.in)

The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
23 <sup>rd</sup> September 2023, Saturday, at 9.00 A.M (IST)	25 <sup>th</sup> September 2023, Monday, at 5.00 P.M (IST)

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19<sup>th</sup>, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. A person who is not a member of the Company as on cut-off date should treat the Notice for information purpose only.

Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who had not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote through remote e-voting or voting during the AGM.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

#### **NSDL e-voting System –For Remote e-voting and e-voting during the AGM**

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

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

#### **Step 1: Access to NSDL e-voting system**

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

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



mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode with NSDL

1.Existing IDeAS user can visit the e-services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password . After successful authentication , you will be able to see e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2.If you are not registered for IDeAS e-services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3.Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on Personal Computers 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 held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4.Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi /Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After Successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/ Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication , user will be provided links for the respective ESP i.e **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e- Voting option , you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider i.e NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at 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	Members facing any technical issue in login can



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

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

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

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

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

4. Your User ID details are given below:

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

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

- (a) If you are already registered for e-Voting, then you can use your existing password 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](https://www.evoting.nsdl.com).
- (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are

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

#### GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.,) are required to send scanned copy (PDF /JPG Format) of the relevant Board Resolution /Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.madhavanmk@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such a event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no:1800 1020 990 and 1800 22 44 30 or send a request to Ms. Prajakta Pawle 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 email 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 company.secretarial@chennaiferrous.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 company.secretarial@chennaiferrous.com. If you are an Individual shareholder 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 to e-voting facility.

#### The Instructions For Members For e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

#### Instructions For Shareholders Attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder /Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password

may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio/Video Loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at company.secretarial@chennaiferrous.com at least 7 days prior to the meeting. The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time as appropriate for smooth conduct of the AGM.

#### **General Instructions**

- a. The remote e-voting shall not be allowed beyond the abovementioned date and time.
- b. Once the vote on the resolution is cast by the shareholder, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- c. Any person who have acquired the shares and become the members of the company after the electronic dispatch of the notice and holding shares as on cut-off date, i.e September 19<sup>th</sup>, 2023 and who have updated their PAN with the Company/DP, should follow the instructions as above mentioned to vote through e-voting and those who have not updated their PAN with the Company/DP, can send a mail to company.secretarial@chennaiferrous.com and investor@cameoindia.com to obtain sequence number and they will have to follow the instructions as above mentioned to vote through e-voting.
- d. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting and e-voting during the AGM.
- e. The Scrutinizer shall, immediately after the conclusion of voting during the general meeting, would count the votes cast during the meeting and through remote e-voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.chennaiferrous.com](http://www.chennaiferrous.com) and on the website of NSDL [www.nsdl.co.in](http://www.nsdl.co.in) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
- g. Subject to the receipt of requisite number of votes through remote e-voting and voting during the meeting, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the meeting, i.e., Tuesday, 26<sup>th</sup> September 2023.

*By Order of the Board of Directors*  
For Chennai Ferrous Industries Limited

**K.V.Lakshmi**  
Company Secretary & Compliance Officer  
Membership No.:- FCS 9726

Registered Office:  
Survey No.180-183,190&191,  
Periya Obulapuram Village,  
Nagaraja Kandigai, Maddharapakkam Rd,  
Gummidipoondi, Thiruvallur:601201  
Tamilnadu  
Date: August 14,2023

## EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to businesses mentioned under Item No.'s 3 to 6 of the accompanying Notice:

**Item No.'s :3 & 4-Appointment of Mr. Nagarajan Ramakrishnan (DIN: 08315738) and Mr. Muthaiyan Saravanan (DIN: 10277688) as Independent Directors of the Company for a term of five consecutive years commencing with effect from 14<sup>th</sup> August 2023 up to 13<sup>th</sup> August 2028.**

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors ("Board") appointed Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan as Additional Directors (Non-Executive, Independent) on 14<sup>th</sup> August 2023. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan will hold office up to the date of ensuing Annual General Meeting ('AGM') and are eligible to be appointed as Directors of the Company.

The Company has received from Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan :

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act.
- (iii) Notice of Interest by Director in form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of Companies (Meetings of Board and its Powers) Rules, 2014 disclosing interest in any contract or arrangement which may be entered into with such bodies corporate or firm
- (iv) Declaration of independence that they meet the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and
- (v) a declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018, that they have not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

A brief profile of the Directors proposed to be appointed at the AGM is annexed herewith. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to appoint them as Independent Directors of the Company.

In the opinion of the Board, Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan fulfill the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Directors and are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days up to the date of the AGM. In compliance with the provisions of Section 149, 152 read with Schedule IV to the Act and applicable SEBI Listing Regulations, the appointment of Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan as Independent Directors of the Company for a term of five consecutive years commencing with effect from 14<sup>th</sup> August 2023 up to 13<sup>th</sup> August 2028 are now being placed before the Members for their approval by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nagarajan Ramakrishnan and Mr. Muthaiyan Saravanan, to whom the respective resolution relates, is concerned or interested in the Resolution mentioned at Item No.'s 3 and 4 of the Notice. The Board recommends the resolution set forth in Item No.'s 3 and 4 for the approval of the Members.

**Item No.5-Reclassification of certain members of Promoter & Promoter Group to Public Category pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

In terms of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended (hereafter referred as "Listing Regulations"), stock Exchange(s) where Company's equity shares are listed may allow re-classification of promoters as public shareholders or vice versa subject to fulfilment of conditions as provided therein. In this regard, the Company has received representations / applications from the following members of the Promoter and Promoter Group (hereinafter called as "Outgoing Promoters"):-

Sl. No.	Name of the Outgoing Promoter	Numbers of Equity Shares held	% of shareholding
1.	Roop Chand Betala	12,500	0.35
2.	Renu Devi Jalan	23,000	0.64
3.	Abhishek Saraff	73,712	2.04
	<b>Total</b>	<b>1,09,212</b>	<b>3.03</b>

vide their letters dated 12<sup>th</sup> August 2023 requesting the Board of Directors to reclassify them from the “Promoter and Promoter Group” Category to the “Public” Category. The Outgoing Promoters have also confirmed that they shall comply with the conditions set out in the Listing Regulations upon re-classification as ‘Public’ shareholders. The request letters received from Outgoing Promoters was placed before the Board of Directors at its meeting held on 14<sup>th</sup> August 2023.

The Board noted that the Outgoing Promoters seeking reclassification :-

1. do not hold more than 10% of total voting rights in the Company.
2. are not associated with the business of the Company in any manner and do not exercise direct or indirect control over the affairs of the Company.
3. do not have any representation on the Board of Directors (including nominee director)
4. do not act as a Key Managerial Personnel of the Company and is not engaged in day to day affairs of the Company.
5. Is/are not a “willful defaulter” as per the Reserve Bank of India Guidelines
6. Is/are not a fugitive economic offender
7. do not in any manner influence the decision taken by the Company and do not have any special rights in the Company through formal or informal arrangements with the Company including any shareholder agreements.

The Board of Directors of the Company considered the facts stated above and accepted the request for reclassification of Outgoing Promoters from the “Promoter and the Promoter Group” Category to the “Public” category. In accordance with the Listing Regulations, upon re-classification to the ‘public’ category, the Outgoing Promoters shall not (i) hold more than 10% of the total voting rights in the Company (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements.

Further, the Outgoing Promoters shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as a key managerial personnel of the Company for a period of at least three years from date on which the stock exchanges approve its re-classification in the ‘public’ category. Further, in compliance with clause (c) of sub-regulation 3 of Regulation 31A of Listing Regulations:

- a) the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement;
- b) the trading of the shares of the Company have not been suspended by the stock exchange at any period of time;
- c) as on date of this notice, no outstanding dues have been pending to the Board, the stock exchange or the depositories.

Further, in accordance with Regulation 31A of the Listing Regulations, the reclassification requires the approval of the Stock Exchange, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchange for granting such approval, the Stock Exchange, inter alia, requires that the Company obtain the consent of the Shareholders of the Company for reclassification.

In accordance with the Listing Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the Notice, for approval of the shareholders.

None of Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

**Item No.6:-Power to give loans or invest funds of the Company in excess of the limits specified under Section 186 of the Companies Act,2013**

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

In terms of the provisions of Section 186 of the Companies Act, 2013 ("Act") and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Members may note that in order to support its business activities, the Board at its meeting held on 14 August 2023, proposed seeking Members approval, for enhancement of limits under Section 186 of the Companies Act, 2013 by upto Rs.100 Crore (Rupees One hundred crore only) by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto Rs.100 Crore over and above the limits available under Section 186 of the Companies Act, 2013.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no.6 to be passed as Special Resolution.

Registered Office:  
SurveyNo.180-183,190&191,  
Periya Obulapuram Village, Nagaraja Kandigai,  
Madharapakkam Rd,  
Gummidipoondi, Thiruvallur :601201, Tamilnadu  
Date: August 14, 2023

*By order of the Board of Directors*  
For Chennai Ferrous Industries Limited  
  
K.V.Lakshmi  
Company Secretary & Compliance Officer  
Membership No.: FCS 9726

**Details of the Directors proposed for appointment/reappointment pursuant to Regulation 36 (3) of SEBI Listing Regulations and SS-2 issued by ICSI**

<b>Name &amp; Designation</b>	Mr. Nagarajan Ramakrishnan (Additional Director) (Non-Executive, Independent)	Mr. Muthaiyan Saravanan (Additional Director) (Non-Executive, Independent)
<b>Date of birth</b>	15-04-1971	04-04-1975
<b>Age</b>	52	48
<b>Qualifications</b>	ICAI,ICMAI	MBA in Energy Management and is a Certified Energy Manager, Certified BOE.
<b>Brief Profile</b>	Mr. Nagarajan Ramakrishnan is an Associate member of the Institute of Chartered Accountants of India and a Graduate member of the Institute of Cost Accountants of India.	Mr. Muthaiyan Saravanan has completed MBA in Energy Management and is a Certified Energy Manager, Certified BOE.
<b>Expertise in specific functional areas</b>	He is having extensive experience in the field of Treasury, Banking, Costing, Due Diligence, Internal Audit, Project management.	He is having a work experience of 28 years in various power and process industries in the field of Operation, Maintenance, Performance, Coal trading and Logistics
<b>Date of appointment on the Board of Directors</b>	14 <sup>th</sup> August 2023	14 <sup>th</sup> August 2023
<b>Date of last reappointment on the Board of Directors</b>	NA	NA
<b>No. of Board Meetings attended during the financial year 2022-23</b>	Nil	Nil
<b>Terms and conditions of appointment</b>	As approved by the members in the 13 <sup>th</sup> AGM to be held on 26 <sup>th</sup> September 2023	As approved by the members in the 13 <sup>th</sup> AGM to be held on 26 <sup>th</sup> September 2023
<b>List of outside Directorships held</b>	Terraorient Skills Academy Private Limited	Nil
<b>Chairman/ Member of the Committees of Board of Directors of the Company</b>	Chairman-Audit Committee Member- Nomination & Remuneration Committee	Chairman- CSR Committee & Stakeholders Relationship Committee Member- Audit Committee & Nomination & Remuneration Committee
<b>Chairmanship/Membership of the Committees of Board of Directors of other Companies in which Directorship is held</b>	None	None
<b>Directorship in other listed entity (Category of Directorship)</b>	None	None
<b>Relationship with other Directors/KMP</b>	Nil	Nil
<b>No. &amp; Percentage of Shares held in the Company</b>	Nil	Nil



## BOARD'S REPORT

To the Members,

The Directors present the 13<sup>th</sup> Annual Report of Chennai Ferrous Industries Limited ("the Company") along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2023.

### FINANCIAL RESULTS

*Rupees in lakhs*

S.N	Particulars	Financial Year 2022-23	Financial Year 2021-22
01.	Revenue from Operations (Net)	14,124.93	9,586.13
02.	Other Income	104.84	9.26
03.	<b>Total Income</b>	<b>14,229.77</b>	<b>9,595.40</b>
04.	Operating Profit (PBITD)	439.94	2,639.37
05.	Finance Cost	2.07	0.06
06.	Depreciation and Amortisation Expenses	108.47	108.95
07.	Profit before tax	329.40	2,530.36
08.	Tax Expense	-	-
09.	<b>Net Profit before the year</b>	<b>329.40</b>	<b>2,530.36</b>
10.	Other Comprehensive Income/Losses	-	-
11.	<b>Total Comprehensive Income for the period</b>	<b>329.40</b>	<b>2,530.36</b>
12.	Earnings per share (in Rs.)	9.14	70.20

### PERFORMANCE REVIEW

The Company's review from operations for the year under review is Rs.14,124.93 lakhs as compared to Rs. 9,586.13 lakhs in the previous year. The Profit After Tax is at Rs. 329.40 lakhs as compared to Rs. 2530.36 lakhs in the previous year. The net profit generated during the year has been transferred to Retained Earnings under Reserves & Surplus.

### SHARE CAPITAL

During the year under review, there were no changes in the share capital of the Company.

### DIVIDEND

The Directors have not recommended any Dividend on equity shares of the company for the year ended 31<sup>st</sup> March 2023.

## DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act,2013 ["the Act"], the Directors of the Company, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2023, the applicable accounting standards have been followed and there are no material departures;
- they 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 as at 31<sup>st</sup> March 2023 and of the profit of the Company for the year ended on that date;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts of the Company on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- they have devised proper systems to ensure compliances with provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of the internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors including the audit of internal financial controls over the financial reporting by the statutory auditors and reviews performed by the management and the audit committee, the Board of Directors is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23.

### DIRECTORS & KEY MANAGERIAL PERSONNEL

The shareholders of the Company at their 12<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> June 2022 approved the re-appointment of Mr. R. Natarajan as Chairman and Managing Director, liable to retire by rotation, with effect from 13<sup>th</sup> August 2022 up to 12<sup>th</sup> August 2027 and appointment of Mr.Venkatasubramanian Pichaiswaminathan as a Director, liable to retire by rotation, pursuant to the applicable provisions of the Act and the rules made thereunder.

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company ("Board") appointed Mr. Nagarajan Ramakrishnan (DIN: 08315738), and Mr. Muthaiyan Saravanan (DIN : 10277688) as Additional Directors

(Non-Executive, Independent) with effect from 14<sup>th</sup> August 2023 to hold office up to the date of ensuing Annual General Meeting ('AGM'), pursuant to the provisions of Section 161 of the Companies Act, 2013. Resolutions seeking shareholders' approval for their appointment as Independent Directors of the Company including their profile and particulars of experience, attributes and skills that qualify them for the Board membership forms part of the Notice.

Mr. Balasubramanian Anandan, Non-Executive Independent Director and Mr. Venkatasubramanian Pichaiswaminathan, Non-Executive Non-Independent Director resigned from the Board of Directors of the Company with effect from close of business hours on 14<sup>th</sup> August 2023. The Board places on record their sincere appreciation for the valuable contribution made by them during their tenure as Directors of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. R. Natarajan, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. A resolution seeking shareholders' approval for his re-appointment forms part of the Notice.

Details of the proposed appointment of the abovementioned Directors are mentioned in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 of the Notice of the 13<sup>th</sup> AGM. The Company has received declarations from all the Independent Directors of the Company under Section 149 (7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"].

### **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Act read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Key Managerial Personnel of the Company as on 31<sup>st</sup> March 2023 are Mr. R. Natarajan, Chairman and Managing Director, Mr. Karthikeyan Kunjithapatham, Chief Financial Officer and Ms K.V.Lakshmi- Company Secretary. There has been no change in the Key Managerial Personnel during the year.

### **MEETINGS**

#### **Board Meetings**

The Board of Directors met eight times during the financial year 2022-23. The meetings were held on 13<sup>th</sup> April 2022, 07<sup>th</sup> May 2022, 02<sup>nd</sup> June 2022, 04<sup>th</sup> August 2022, 20<sup>th</sup> October 2022, 09<sup>th</sup> November 2022, 20<sup>th</sup> January 2023 and 02<sup>nd</sup> February 2023. In order to transact urgent business, approval of the Board/ Committees were taken by passing

resolutions through circulation pursuant to Section 175 of the Companies Act, 2013, which were noted at the subsequent meeting of the Board /Committees, as the case may be.

#### **Committee Meetings**

The Audit Committee met four times during the year 2022-23. The meetings were held on 07<sup>th</sup> May 2022, 04<sup>th</sup> August 2022 , 09<sup>th</sup> November 2022 and 02<sup>nd</sup> February 2023.

The Nomination and Remuneration Committee met once during the year 2022-23 on 2<sup>nd</sup> February 2023.

The Stakeholders Relationship Committee met twice during the year 2022-23. The meetings were held on 10<sup>th</sup> October 2022 and 31<sup>st</sup> March 2023.

#### **Corporate Social Responsibility Committee**

As per section 135 of the Companies Act, 2013 every company having Net worth of Rs. 500 crore or more or Turnover of Rs.1000 Crore or more or Net Profit of Rs. 5 Crore or more during the immediately preceding financial year shall constitute the Corporate Social Responsibility Committee of the Board of Directors of the Company consisting of 3 or more directors.

Accordingly, since the Company fulfilled the aforesaid criteria, Board of Directors of the Company had constituted the Corporate Social Responsibility Committee. The CSR Committee comprises of the following members as on 31<sup>st</sup> March 2023:-

S N	Name of the Member	Executive/Non-Executive/Independent	Profile
1	Mr. Balasubramanian Anandan	Non-Executive Independent	Chairman
2	Mrs. Mohan Chitra	Non-Executive Independent	Member
3	Mr. R. Natarajan	Executive	Member

The Corporate Social Responsibility Committee met once on the 13<sup>th</sup> April 2022 during the year 2022-23.

#### **BOARD EVALUATION**

The Board of Directors has carried out the annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the applicable SEBI Listing Regulations.

The performance of the Board was evaluated by the Board seeking inputs from all directors on the basis of criteria such as adequacy of the composition of the Board and its committees, Board culture, effectiveness of board processes and performance of specific duties, obligations and governance. The performance of the Committees was evaluated by the Board on the basis of criteria such as composition of committees, effectiveness of committee meetings, etc.,

The individual directors were evaluated on parameters such as level of engagement and contribution of the individual Director to the Board and committee meetings, independence of judgement, etc.,

In a separate meeting of the independent directors held on 2<sup>nd</sup> February 2023, performance of the non-independent directors and Board as a whole was reviewed and performance of Chairman of the Company was reviewed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

#### **POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION**

The Remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice and is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of the Act is available on the website of the Company at [www.chennaiferrous.com](http://www.chennaiferrous.com).

#### **ADEQUACY OF INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with reference to the financial statements. During the year, such controls were evaluated and no reportable deficiency in the design or operation of such controls were observed.

#### **AUDIT COMMITTEE**

The Company has a qualified independent Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and applicable SEBI Listing Regulations.

##### **a) Composition**

The Audit Committee is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and applicable SEBI Listing Regulations, as may be amended from time to time. The Committee comprises of the following members as on 31<sup>st</sup> March 2023:-

S. N	Name of the Member	Executive/Non-Executive/Independent	Profile
1.	Mr. Balasubramanian Anandan	Non-Executive Independent	Chairman
2.	Mrs. M. Chitra	Non-Executive Independent	Member
3.	Mr. R. Natarajan	Executive	Member

All the members of the Audit Committee are financially literate.

##### **b) Terms of reference:**

The Audit Committee acts in accordance with the terms of reference as specified by the Board, pursuant to the provisions of Section 177 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and applicable SEBI Regulations.

- ❖ Recommending the appointment, remuneration and terms of appointment of auditors of the company;
- ❖ Examining the financial statement and auditor's report thereon;
- ❖ Reviewing, with the management the quarterly financial statements before submission to the Board for approval;
- ❖ Approval or any subsequent modification of transactions of the company with related parties;
- ❖ Evaluating the internal financial controls and risk management systems;
- ❖ Calling for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and also discuss any related issues with the internal and statutory auditors and the management of the company.
- ❖ Reviewing the functioning of the whistle blower mechanism.
- ❖ Scrutiny of inter-corporate loans and investments;
- ❖ Valuation of undertakings or assets of the Company, wherever it is necessary;

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

#### **AUDITORS**

##### **Statutory Auditor**

Pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Companies (Audit & Accounts) Rules, 2014 M/s. S.K. Gulecha & Associates, Chartered Accountants, Chennai (Firm Registration No. 013340S) were appointed as the Statutory Auditors of the Company by the shareholders for the term of 5 Consecutive years, from the conclusion of the 10<sup>th</sup> Annual General Meeting (AGM) of the Company till the conclusion of the 15<sup>th</sup> Annual

General Meeting to be held in the year 2025. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with pursuant to the Companies (Amendment) Act, 2017, effective from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

The Notes to financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

#### **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. M.K. Madhavan, M/s M.K. Madhavan & Associates, Practising Company Secretaries as Secretarial Auditor to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith as **Annexure-I** to this Report. The Company inadvertently missed to upload the status of reclassification application filed for reclassification of certain members of Promoter and Promoter Group to public category.

#### **RISK MANAGEMENT**

The Board of Directors has developed and implemented a Risk Management Policy for the company. The Board is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee additionally overviews the financial risks and controls. The Risk Management Policy is available on the website of the Company at [www.chennaiferrous.com](http://www.chennaiferrous.com).

#### **VIGIL MECHANISM**

The Company has established a Vigil Mechanism for Directors and Employees to report to the management about any unethical behaviour, fraud or violation of Company's code of conduct, pursuant to Section 177 (9) of the Companies Act, 2013, and the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

During the year the board has not received any complaints / grievances from the employees of the company. The Whistle Blower Policy is available on website of the Company at [www.chennaiferrous.com](http://www.chennaiferrous.com).

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company has not made, given or provided any loans or investment or guarantee or security to any person or body corporate under the provisions of Section 186 of the Companies Act, 2013.

#### **TRANSACTIONS WITH RELATED PARTIES**

Information on transactions with related parties pursuant to Section 134 (3) (h) of the Act read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is annexed herewith as **Annexure-II** to this Report.

#### **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92 (3) read with Section 134 (3) (a) of the Companies Act, 2013, the Annual Return in Form MGT 7 shall be placed on the website of the company at [www.chennaiferrous.com](http://www.chennaiferrous.com) after the conclusion of the 13<sup>th</sup> Annual General Meeting.

#### **PARTICULARS OF EMPLOYEES**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 is annexed herewith as **Annexure-III** to this Report. Pursuant to Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, there are no employees drawing remuneration in excess of eight lakh and fifty thousand rupees per month or one crore and two lakh rupees per year during the year under review.

#### **CORPORATE GOVERNANCE**

In accordance with Regulation 15(2)(a) of the SEBI (LODR) Regulations, 2015, the compliance with the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D, and E of Schedule V shall not apply in respect of-

*The listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.*

Since the paid up Equity Share Capital and Net-worth of the Company as on the last day of the previous financial year was below the stipulated limits as prescribed under Regulation 15 (2) (a) of SEBI (LODR) Regulations, 2015, the compliance with the corporate governance provisions shall not be applicable to the Company.

As required under Schedule V (B) of SEBI Listing Regulations, Management Discussion and Analysis Report is attached and forms part of this report.

### **SECRETARIAL STANDARDS**

The Company complies with all the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

### **DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace pursuant to the requirements of the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with relevant Rules made thereunder. Accordingly, Internal Complaints Committee ["ICC"] has been constituted for redressal of any sexual harassment complaint. The following is the summary of the complaints during the financial year 2022-23:-

- |  |       |
|--|-------|
| a)Number of Complaints received during the financial year      | : Nil |
| b)Number of Complaints disposed of during the financial year   | : Nil |
| c)Number of Complaints pending as on end of the financial year | : Nil |

### **DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

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

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outflow as required to be disclosed under Section 134 (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure-IV** to this Report.

### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act 2013 read with the relevant rules made thereunder, the Company shall spend, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years in pursuance of its Corporate Social Responsibility Policy.

The prescribed CSR Expenditure for the year ended 2022-23, calculated as two percent of the Average Net Profits of the Company in accordance with provisions of Section 198 made during the three immediately preceding financial years pursuant to Section 135 of the Act comes to Rs. 22,37,851. During the year 2022-23, the Company has contributed Rs. 22,40,746 towards the CSR activities in compliance with the provisions of the Act, CSR Policy and Annual Action Plan, approved by the Board of Directors. Pursuant to Rule 7(3) of the Companies (Corporate Social

Responsibility Policy) Rules, 2014, Board decided to carry forward an excess amount of Rs.2895 for set off against the requirement to spend under Section 135(5) up to immediate succeeding three financial years.

In accordance with the provisions of Section 134(3) (o) of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014, details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year 2022-23 is annexed herewith and marked as **Annexure-V** to this Report.

### **STATE OF COMPANY AFFAIRS**

Management of Discussion and Analysis Report for the year under review, as stipulated in Regulation 34(2) (e) of SEBI Listing Regulations is given as a separate part of the annual report. It contains a detailed write up and explanation about the performance of the company.

### **MATERIAL CHANGES & COMMITMENTS**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31<sup>st</sup> March 2023 and 14<sup>th</sup> August 2023.

### **SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS OR COURTS**

During the Financial Year 2022-23, no order has been passed by any regulatory authorities or Courts impacting the going concern status and Company's operations in future.

### **ACKNOWLEDGEMENT**

Your directors express their grateful appreciation for the assistance and cooperation received from the Banks, Government Authorities, Corporate Professionals, Customers, Vendors and Shareholders during the year under review, in aiding the smooth flow of operations. Continued dedication and sense of commitment shown by the employees at all levels during the year deserve special mention.

For and on behalf of the Board of Directors

**R. Natarajan**  
Chairman & Managing Director

Place:Gummidipoondi  
Date : August 14, 2023

## ANNEXURE-I TO BOARD'S REPORT

FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2023

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

To  
The Members of  
Chennai Ferrous Industries Limited.  
CIN: L27310TN2010PLC075626  
Survey No.180-183,190&191,  
Periya Obulapuram Village Nagaraja Kandigai,  
Madharapakkam Road, Gummidipoondi,  
Thiruvallur TN 601201, Tamilnadu

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Chennai Ferrous Industries Limited (hereinafter called the "Company") [CIN: L27310TN2010PLC075626] for the financial year 2022-23. The Secretarial Audit was conducted based on the records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.

1. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023, appears to have complied with the statutory provisions listed hereunder and also in our limited review, the Company has proper and required Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i) The Companies Act, 2013 (the "Act") and the rules made thereunder read with notifications, exemptions, and clarifications thereto issued by the Ministry of Corporate Affairs from time to time.
- ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, to the extent applicable.
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
- iv) (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable .  
(b) Overseas Direct Investment (ODI) and External Commercial Borrowings (ECBs)-  
***Not applicable as the Company has no ODI and ECBs, for the period under review.***
- v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992("SEBI ACT"), as amended:
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- ***Not applicable as the Company has not issued any securities during the financial year under review.***
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- ***Not applicable as the Company has not issued any share based employee benefits/sweat equity shares to its employees during the year under review;***
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - ***Not applicable as the Company has not issued any debt securities during the financial year under review;***

- g) 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 ***(not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review)***
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - ***Not applicable as the Company has not delisted/ propose to delist its shares from any stock exchange during the financial year under review;***
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - ***Not applicable as the Company has not bought back/ propose to buyback any of its securities during the financial year under review.***
- vi) The other laws applicable specifically to the Company:
  - (a) Water (Prevention and Control of Pollution) Act, 1974.
  - (b) Air (Prevention and Control of Pollution) Act, 1981.
  - (c) Factories Act, 1948
  - (d) Electricity Act, 2003

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to Meetings of Board of Directors (SS-1) and the Meetings of General Meetings (SS-2) and Listing Agreement entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable to them except the uploading of the status of the reclassification application filed for the reclassification of certain members of Promoters to public category.

#### **We further report that**

The Board of Directors of the Company is duly constituted with a balance of Executive Directors, Non-Executive Directors, Independent Directors including a Woman independent director.

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

All decisions were taken unanimously at the Board and committee meetings. All resolutions were passed at the Annual General meeting with requisite majority. There was no Extra-ordinary General Meeting convened during the period under review.

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

**We further report that** during the audit period the Company has sought approval of its members at the 12<sup>th</sup> AGM held on 29<sup>th</sup> June 2022 for the following events other than ordinary business:

1. Re-appointment of Mr. R. Natarajan as Chairman and Managing Director, liable to retire by rotation, with effect from 13<sup>th</sup> August 2022 up to 12<sup>th</sup> August 2027
2. Appointment of Mr.Venkatasubramanian Pichaiswaminathan (DIN: 09408397) as a Director, liable to retire by rotation.
3. Reclassification of certain members of Promoter & Promoter Group to Public Category pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

For **M K MADHAVAN & ASSOCIATES**  
Company Secretaries

**M K MADHAVAN**  
Proprietor  
Membership No.: F-8408 / C.P. No.: 16796  
P.R. No. 1221/2021  
UDIN: F008408E000727225  
Date: 02.08.2023  
Place: Chennai

[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.]



To  
The Members of  
Chennai Ferrous Industries Limited.  
CIN: L27310TN2010PLC075626  
Survey No.180-183,190&191,  
Periya Obulapuram Village Nagaraja Kandigai,  
Madharapakkam Road,  
Gummidipoondi,  
Thiruvallur TN 601201, Tamilnadu

Dear Members,

Sub.: Secretarial Audit of Chennai Ferrous Industries Limited for the financial year ended 31<sup>st</sup> March 2023.

This letter forms integral part of our secretarial audit report dated 02.08.2023.

**Management's Responsibility:**

1. It is the responsibility of the management of the Company to maintain secretarial record by the Company and devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the system is adequate and operate effectively.

**Auditor's Responsibility:**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. The Compliance of the provisions of corporate and other applicable laws, rules and regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
4. We believe that audit evidence and information obtained from the Company's management is reasonably adequate and appropriate to provide a reasonable basis for our opinion.
5. We have obtained the necessary Management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer:**

6. We have not verified the correctness and appropriateness of financial records and books of accounts and other such information/records of the Company, which were outside our agreed scope.
7. 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 **M K MADHAVAN & ASSOCIATES**  
Company Secretaries

**M K MADHAVAN**

Proprietor  
Membership No.: F-8408 / C.P. No.: 16796  
P.R. No. 1221/2021  
UDIN: F008408E000727225

Date: 02.08.2023  
Place: Chennai

## ANNEXURE-II TO BOARD'S REPORT

### Form No. AOC-2

*[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]*

**Form for disclosure of Particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

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

The Company has not entered into any contracts or arrangements or transactions with its related parties which is not at arm's length basis during the financial year 2022-23.

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

SN	Particulars	Details
i)	Name(s) of related party and nature of relationship:	Not Applicable
ii)	Nature of contracts/arrangements/transactions	Not Applicable
iii)	Duration of the contracts/arrangements/transactions	Not Applicable
iv)	Salient terms of the contracts/arrangements/transactions including value, if any:	Not Applicable
v)	Date (s) of approval by the Board, if any:	Not Applicable
vi)	Amount paid as advances, if any :	Not Applicable

Note:

There were no material contracts or arrangements or transactions with related parties at arms's length basis during the financial year 2022-23 as per the limits prescribed under Section 188 of the Companies Act, 2013 Read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended from time to time.

For and on behalf of the Board of Directors

**R. Natarajan**

Chairman & Managing Director

Place: Gummidipoondi

Date: August 14, 2023

### ANNEXURE-III TO BOARD'S REPORT

#### Particulars of Employees

**[Information as per Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 as may be amended]**

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<table border="1"> <tr> <td>Mr. R. Natarajan Chairman &amp; Managing Director</td><td>2.72</td></tr> </table>	Mr. R. Natarajan Chairman & Managing Director	2.72				
Mr. R. Natarajan Chairman & Managing Director	2.72						
(ii) the percentage increase in remuneration of the each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<table border="1"> <tr> <td>Mr. R. Natarajan Chairman &amp; Managing Director</td><td>6.50</td></tr> <tr> <td>Mr. Karthikeyan Kunjithapatham Chief Financial Officer</td><td>8.70</td></tr> <tr> <td>Ms. K.V. Lakshmi Company Secretary</td><td>-</td></tr> </table>	Mr. R. Natarajan Chairman & Managing Director	6.50	Mr. Karthikeyan Kunjithapatham Chief Financial Officer	8.70	Ms. K.V. Lakshmi Company Secretary	-
Mr. R. Natarajan Chairman & Managing Director	6.50						
Mr. Karthikeyan Kunjithapatham Chief Financial Officer	8.70						
Ms. K.V. Lakshmi Company Secretary	-						
(iii) the percentage increase in the median remuneration of employees in the financial year	7.84						
(iv) the number of permanent employees on the rolls of the Company;	6						
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	<table border="1"> <tr> <td>Average increase in salaries of employees other than managerial personnel in 2022-23 (in % annually)</td><td>7.84</td></tr> <tr> <td>% increase in remuneration of Chairman &amp; Managing Director</td><td>6.50</td></tr> <tr> <td>% increase in remuneration of CFO</td><td>8.70</td></tr> </table>	Average increase in salaries of employees other than managerial personnel in 2022-23 (in % annually)	7.84	% increase in remuneration of Chairman & Managing Director	6.50	% increase in remuneration of CFO	8.70
Average increase in salaries of employees other than managerial personnel in 2022-23 (in % annually)	7.84						
% increase in remuneration of Chairman & Managing Director	6.50						
% increase in remuneration of CFO	8.70						
(vi) affirmation that the remuneration is as per the remuneration policy of the company.	The Company affirms that the remuneration is as per the remuneration policy of the company						

Place: Gummidipoondi  
Date: August 14, 2023

For and on behalf of the Board of Directors

**R.Natarajan**  
Chairman & Managing Director

#### **ANNEXURE –IV TO BOARD’S REPORT**

*[Information pursuant to Section 134 (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014]*

##### **A. Conservation of energy:**

###### **(i) Steps taken or impact on conservation of energy:**

1. Electricity consumption of the company is controlled with efficient monitoring mechanism and employee training energy conservation.
2. Electrical infrastructure in the company is fully geared to automatically conserve the valuable energy resources.
3. Electricity consumption has always been under control with judicious consumption.

###### **(ii) Steps taken by the company for utilizing alternate sources of energy: None**

###### **(iii) Capital Investment on energy conservation equipments: None**

##### **B. Technology absorption:**

###### **(i) Efforts made towards technology absorption: Nil**

###### **(ii) Benefits derived like product improvement, cost reduction, product development or import substitution: Nil**

###### **(iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):- N.A**

- (a) Details of Technology imported;
- (b) Year of import;
- (c) Whether the technology has been fully absorbed;
- (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof;

###### **(iv) the expenditure incurred on Research & Development:**

- (a) Capital : Nil
- (b) Recurring: Nil
- (c) Total : Nil

##### **C. Foreign exchange earnings and outgo:**

Total foreign exchange earnings during the year (in terms of INR) : Nil

Total foreign exchange used for operations (in terms of INR) : Nil

For and on behalf of the Board of Directors

**R. Natarajan**

Chairman & Managing Director

Place: Gummidipoondi

Date: August 14,2023

**ANNEXURE-V TO BOARD'S REPORT**  
**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR**  
**THE FINANCIAL YEAR 2022-23**

**1. Brief Outline on CSR Policy of the Company :-**

The Company has undertaken CSR activities during the year to create a meaningful and ever lasting impact on the communities in remote areas by helping them transcend barriers of socio-economic development.

Your Company proposes to undertake CSR activities under the following broad themes:-

- a) Rural development
- b) Promotion of Education
- c) Promotion of healthcare including preventive healthcare
- d) Protection of Culture
- e) Ensuring Environmental sustainability

**2. Composition of CSR Committee :-**

The members of the CSR Committee as on 31<sup>st</sup> March 2023:-

S N	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Balasubramanian Anandan	Chairman	1	1
2.	Mrs. Mohan Chitra	Member	1	1
3.	Mr. R. Natarajan	Member	1	1

3. Provide the web-link (s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company :- [www.chennaiferrous.com](http://www.chennaiferrous.com).

4. Provide the executive summary along with web-link (s) of Impact assessment of CSR projects carried out in pursuance of sub rule (3) of rule 8, if applicable :- Not Applicable

5.

(a) Average net profit of the company as per sub-section (5) of Section 135	Rs. 111,892,532
(b) Two percent of average net profit of the Company as per sub-section (5) of Section 135	Rs. 22,37,851
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
(d) Amount required to set off for the financial year, if any	Nil
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]	Rs. 22,37,851

6.

(a) Amount spent on CSR Projects :	
(i) Ongoing Project	Nil
(ii) Other than Ongoing Project	Rs. 22,40,746
(b) Amount spent in Administrative Overheads	Nil
(c) Amount spent on Impact Assessment, if applicable	N.A.
(d) Total amount spent for the Financial Year [(a) + (b) + (c)]	Rs. 22,40,746

**(e) CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year(in Rs.)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
Rs. 22,40,746	N.A.	N.A.	N.A.	Nil	N.A.

**f) Excess amount for set off, if any:**

SN	Particulars	Amount (in Rupees)
1.	Two per cent of average net profit of the company as per sub-section (5) of Section 135	Rs. 22,37,851
2.	Total amount spent for the Financial Year	Rs. 22,40,746
3.	Excess amount spent for the financial year [(ii)-(i)]	Rs. 2895
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 2895

**7. Details of Unspent CSR amount for the preceding three financial years: N.A.**

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: ~~Yes~~/No**

**9. 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 and on behalf of the Board of Directors**

**Place : Gummidipoondi  
Date : 14.08.2023**

**R. Natarajan  
Managing Director**

**Balasubramanian Anandan  
Chairman, CSR Committee**

## **Management Discussion and Analysis Report**

Pursuant to Regulation 34(3) and Para B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments thereof, details of the Management discussion and analysis are given below:

### **Industry Structure & Development**

Coal has historically fuelled India's rise, bringing energy to millions of households and generating useful economic activity. It continues to be the mainstay of India's energy mix, even as concerns over climate change and air pollution have highlighted the need to pursue a more sustainable path forward.

As per IEA's India Energy Outlook 2021, even though coal's share in India's total primary energy demand will steadily decline in percentage terms from 44 per cent in 2019 to 34 per cent in 2040 (stated policies scenario), demand for coal will still grow by 31 per cent over the same period in absolute terms, from 413 million tonnes of oil equivalent (mtoe) in 2019 to 541 mtoe in 2040.

### **Opportunities and Challenges, Risks and Concerns**

The Government of India has projected that the overall demand for coal would far exceed the domestic supply in the current financial year. The development assumes significance in the wake of certain parts of the country grappling with power outages in the wake of coal shortage, which has compelled companies to import dry fuel for the first time in seven years to meet the demand of power plants. With the demand for coal expected to rise in future, Company expects to tap the demand, leading to potential growth opportunities.

The Company moved to trading of steel and coal as the Demand for steel and coal is expected to rise in future with economic and Industrial growth. Growing infrastructural developments in like roads and highways, railways, aviation, shipping, energy, power or oil & gas will boost the demand for specialized steel and the Company also expects to revive the manufacturing operations as the demand for sponge iron products seems better in the future with economic and Industrial growth.

### **Product –wise performance**

The Company was engaged in the manufacture of Sponge Iron. However, in view of sluggish demand, fluctuating volatile raw materials prices, regional demand & supply imbalances, the Company moved to trading of steel and coal as the Demand for steel and coal is expected to rise in future.

During the year under review, the Company generated revenue through trading of iron and coal. The company has leased its Sponge Iron Plant to MTC Business Pvt. Ltd and source of income from the said lease has been accounted for.

### **Outlook**

The International Energy Agency (IEA), in its World Energy Outlook has said that India is likely to see the world's biggest rise in energy demand this decade, with demand climbing 3 per cent annually due to urbanisation and industrialisation,. While the push for renewable energy will see it meeting as much as 60 per cent of the growth in demand for power, coal will continue to meet a third of overall energy demand by 2030 and another quarter will be met by oil.

In India, coal is expected to meet a third of growth with demand rising above 770 million tonnes of coal equivalent (Mtce) by 2030, and continuing thereafter before peaking in the early 2030s.

### **Internal Control Systems**

Internal control systems continued to function as effectively as in the past. Top management and the Board of Directors and the Committees thereof continue to be actively involved in ensuring that all controls work as intended.

### **Financial and Operations Performance**

The Company's review from operations for the year under review is Rs.1,412,492,922 as compared to Rs. 958,613,315 in the previous year. The Profit After Tax is at Rs. 32,939,904 as compared to Rs. 253,035,801 in the previous year. The net profit generated during the year has been transferred to Retained Earnings under Reserves & Surplus.



The Company has identified the following as Key Financial Ratios:-

Sl.No	Key Financial Ratios	2022-23	2021-22	Variance in %
1.	Debtors Turnover Ratio (in days)	2.22	7.21	(5.00)
2.	Net Profit Margin (%)	2.33	26.40	(24.06)
3.	Current Ratio (times)	1.02	1.52	(0.50)
4.	Return on Capital Employed (%)	91.39	702.00	(610.61)

The Debt-Equity ratio and Debt-Service Coverage ratio are not applicable to the Company since there are no borrowings.

Decline in net profit has resulted in the lower Net Profit margin and Return on Equity.

#### **Human Resource Development**

There have been no material developments in the Human Resource.

## **INDEPENDENT AUDITORS' REPORT**

To

The Members of Chennai Ferrous Industries Limited

### **Report on the audit of the Ind AS financial statements**

#### **Opinion**

We have audited the accompanying Ind AS financial statements of Chennai Ferrous Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss including statement of other comprehensive income, Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, its profit (or Loss)\* including other Comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the 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 Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key audit matters**

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

#### **Information other than the financial statements and auditors' report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

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

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

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

## **Management's responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards (Ind-AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended. 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **Auditor's responsibilities for the audit of the Ind AS financial statements**

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

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

- Identify and assess the risks of material misstatement of the Ind As financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind As financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind As financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be

influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss including the statement of comprehensive income, the cash flow statement and statement of changes in equity dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian accounting standards (Ind-AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/provided by the company to its directors in accordance with the provisions of section 197 read with schedule V to the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

- c. There were no accounts which were required to be transferred, to the Investor Education and Protection Fund by the Company
- d. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts
  - i. The company has not advanced any funds 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries other than those disclosed in the notes to accounts
  - ii. The company has not received any funds from any persons or entities, including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries other than those disclosed in the notes to accounts
  - iii. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement
  - iv. The company has not declared or paid any dividend during the year.
  - v. Proviso to Rule 3 (1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023 and accordingly, reporting under Rule 11 (g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For S.K GULECHA & ASSOCIATES**

Chartered Accountants  
Firm Registration No. 013340S

**(Sandeep Kumar Gulecha)**

Membership No. 226263  
UDIN No: 23226263BGTGFY9170  
Place: Chennai  
Date:23.05.2023

**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 Chennai Ferrous Industries Limited of even date)

1.	In respect of the Company’s fixed assets:	
	(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 and accordingly, provisions of clauses (i) (a) (B) of the Order is not applicable to the Company.
	(c)	According to the information and explanations given to us, the Company has a regular program of verification to cover all the items of Property, Plant and Equipment in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
	(d)	According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
	(e)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, Company has not revalued its Property, Plant and Equipment during the year.
2.	In our opinion, the management has conducted physical verification of inventories at reasonable intervals during the year and the coverage and procedures of such verification by the management is appropriate. No material discrepancies between physical inventories and book records were noticed on such physical verification.	
3.	According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.	
4.	In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.  During the year, investments made and terms and conditions of grant of all loans and advances are not prejudicial to Company’s interest.	
5.	In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.	
6.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.	
7.	In respect of statutory dues:	
	(a)	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 provident fund, employees’ state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
		According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, goods and service tax, duty of customs, cess and other material statutory dues were in arrears as at March 31, 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 and the records of the company examined by us, there are no dues of goods and service tax, duty of customs, which have not been deposited on account of any dispute, except as per details below:				
		Statute	Nature of dues	Amount (Rs.in lakhs)	Period to which the amount relates	Forum where the dispute is pending
		NIL				
8.	According to the information and explanations given to us, the Company has not taken any term loans during the year.  The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), accordingly, clause 3 (x) (a) of the Order is not applicable.					
9.	(a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.					
	(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.					
	(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.					
10.	According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013					
11.	The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.					
12.	According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.					
13.	(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 nature and size of its business. (b) We have considered the internal audit report of the Company issued till date for the period under audit.					
14.	According to the information and explanations given to us and based on 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, paragraph 3(x) (b) of the order is not applicable.					
15.	According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company .					
16.	According to the information and explanations given to us and based on our examination of the records of the company, 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) and (b) of the Order is not applicable.					
17.	(a) 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.  (b) According to the information and explanations given to us during the course of audit, the Group does not have CIC. Accordingly, the requirements of clause 3 (xvi) (d) are not applicable.					
18.	On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge					



	of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
19.	In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.
20.	The Company has not incurred any cash losses in the current financial year. Accordingly, clause 3 (xvii) of the Order is not applicable.
21.	There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
22.	In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.
23.	In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3 (xx) (a) and 3 (xx) (b) of the Order are not applicable.

**For S.K GULECHA & ASSOCIATES**

Chartered Accountants  
Firm Registration No. 013340S

**(Sandeep Kumar Gulecha)**

Membership No. 226263  
UDIN No: 23226263BGTGFY9170  
Place: Chennai  
Date: 23.05.2023

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

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Chennai Ferrous Industries Limited of even date)

**Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Chennai Ferrous Industries Limited (“the Company”) as at 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, 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.

**Auditors’ 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 in 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 Company’s internal financial control system over financial reporting.

**Meaning of internal financial controls over financial reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control 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 S.K GULECHA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 013340S

**(Sandeep Kumar Gulecha)**  
Membership No. 226263  
UDIN No: 23226263BGTGFY9170  
Place: Chennai  
Date: 23.05.2023

**CHENNAI FERROUS INDUSTRIES LIMITED**
**Balance Sheet as at 31 March, 2023**

All amounts are in ₹ lakhs unless otherwise stated

Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022
<b>(1) ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	3,429.56	3,453.64
Financial Assets			
(i) Investments	4	1,116.76	311.79
(iii) Loans	5	32.28	32.35
		<b>4,578.60</b>	<b>3,797.79</b>
<b>(2) Current assets</b>			
Inventories	6	7,782.82	19.70
Financial Assets			
(i) Trade receivables	7	171.47	378.98
(ii) Cash and cash equivalents	8	106.01	63.67
(iii) Trade Advances	9	1,768.22	1,349.60
Other current assets	10	463.99	107.62
		<b>10,292.51</b>	<b>1,919.57</b>
		<b>14,871.11</b>	<b>5,717.35</b>
<b>Total Assets</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	11	360.45	360.45
Other Equity			
Retained Earnings	11.1	1,508.11	1,178.71
Revaluation Reserve		2,656.60	2,656.60
		<b>4,525.16</b>	<b>4,195.76</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
(i) Trade payables		-	-
Deferred tax liabilities (Net)		257.50	257.50
		<b>257.50</b>	<b>257.50</b>
<b>Current liabilities</b>			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables	12	10,051.28	1,127.56
(iii) Other financial liabilities		-	-
Other current liabilities	13	37.17	136.54
Provisions		-	-
		<b>10,088.45</b>	<b>1,264.10</b>
		<b>14,871.11</b>	<b>5,717.35</b>
<b>Total Equity and Liabilities</b>			
Significant Accounting Policies	2		
Additional Information to financial statements	20		
<b>Accompanying notes are an integral part of the Financial Statements</b>			
As Per our report of Even Dated		<b>For Chennai Ferrous Industries Limited</b>	
<b>For S.K. Gulecha &amp; Associates</b>			
<b>Chartered Accountants</b>			
<b>Firm Registration.No.013340S</b>			
		<b>R Natarajan</b>	<b>Balasubramanian</b>
		<b>Managing Director</b>	<b>Anandan</b>
		DIN : 00595027	<b>Director</b>
			DIN: 02314860
<b>Sandeep Kumar Gulecha</b>			
<b>Membership.No: 226263</b>			
UDIN No: 23226263BGTGFY9170			
Place: Chennai		<b>K.Karthikeyan</b>	<b>K V Lakshmi</b>
Date: 23.05.2023		<b>Chief Financial Officer</b>	<b>Company Secretary</b>

**CHENNAI FERROUS INDUSTRIES LIMITED**
**Statement of Profit and Loss for the year ended 31 March, 2023**

All amounts are in ₹ lakhs unless otherwise stated

Particulars		Note No.	For the year ended 31 March, 2023	For the year ended 31 March, 2022
1	Revenue from operations (gross)	14	14,124.93	9,586.13
	Less: Excise duty		-	-
	Revenue from operations (net)		14,124.93	9,586.13
2	Other income	15	104.84	9.26
3	<b>Total revenue</b>		<b>14,229.77</b>	<b>9,595.40</b>
4	<b>Expenses</b>			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade		20,937.38	6,195.93
	(c) Changes in inventories of F.G, W.I.P and stock-in-trade	16	-7,763.12	610.22
	(d) Employee benefits expense	17	115.70	98.42
	(e) Finance costs	18	2.07	0.06
	(f) Depreciation and amortisation expense	5	108.47	108.95
	(g) Other expenses	19	499.87	51.46
	<b>Total expenses</b>		<b>13,900.37</b>	<b>7,065.04</b>
5	<b>Profit before exceptional and tax</b>		<b>329.40</b>	<b>2,530.36</b>
6	Exceptional items		-	-
9	<b>Profit / (Loss) before tax</b>		<b>329.40</b>	<b>2,530.36</b>
10	<b>Tax expense:</b>			
	(a) Current tax expense		-	-
	(b) Deferred Tax		-	-
			-	-
	<b>Profit (Loss) for the period from continuing operations</b>		<b>329.40</b>	<b>2,530.36</b>
	<b>Discontinuing Operations</b>			
	Profit/(loss) from discontinued operations		-	-
	Tax expense of discontinued operations		-	-
	<b>Profit/(loss) from Discontinued operations (after tax) (X-XI)</b>		<b>-</b>	<b>-</b>
	<b>Profit/(loss) for the period (IX+XII)</b>		<b>329.40</b>	<b>2,530.36</b>
	<b>Other Comprehensive Income</b>			
	A Re measurement of defined benefit plans		-	-
	Income tax effect		-	-
			-	-
	B Measurement of financial assets through OCI		-	-
	Income tax effect		-	-
			-	-
	<b>Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>329.40</b>	<b>2,530.36</b>
	Earnings per equity share (for continuing operation):			
	(1) Basic		9.14	70.20
	(2) Diluted		9.14	70.20
	Earnings per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
	Earnings per equity share(for discontinued & continuing operations)			
	(1) Basic		9.14	70.20
	(2) Diluted		9.14	70.20
Significant Accounting Policies		2		
Additional Information to financial statements		20		
<b>Accompanying notes are an integral part of the Financial Statements</b>				
As Per our report of Even Dated			<b>For Chennai Ferrous Industries Limited</b>	
<b>For S.K. Gulecha &amp; Associates</b>				
<b>Chartered Accountants</b>				
<b>Firm Registration.No.013340S</b>			<b>R.Natarajan</b>	<b>Balasubramanian</b>
			<b>Managing Director</b>	<b>Anandan</b>
			DIN : 00595027	<b>Director</b>
				DIN: 02314860
<b>Sandeep Kumar Gulecha</b>				
<b>Membership.No: 226263</b>				
UDIN No: 23226263BGTGFY9170				
Place: Chennai			<b>K.Karthikeyan</b>	<b>K V Lakshmi</b>
Date: 23.05.2023			<b>Chief Financial Officer</b>	<b>Company Secretary</b>

**CHENNAI FERROUS INDUSTRIES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023**

Particular	Year Ended 31-03-2023 (Amount in Lakhs)		Year Ended 31-03-2022 (Amount in Lakhs)	
<b>A.CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Net Profit before Tax And Extradinary Items		329.40		2,530.36
Add:				
Depreciation	108.47		108.95	
Provision for Income tax	-			
Interest Expenses	2.07	110.54	0.06	109.00
<b>Operating Profitbefore Working Capital Changes</b>		439.94		2,639.36
Adjustments for movement in Working Capital:				
- (Increase)/Decrease in Inventories	(7,763.12)		610.22	
- (Increase)/Decrease in Trade Receivable	207.51		1,875.71	
Short Term Loans & Advances (Asset)	(418.62)		(1,110.38)	
Long Term Loans & Advances (Assets)	0.08		2.19	
Other Current Assets	(356.37)		110.55	
Other Financial Liabilities	-		(407.72)	
Trade Payables	8,923.72		(3,811.97)	
Other Current Liabilities	(99.36)		123.71	
		493.83		(2,607.69)
		933.77		31.67
Less: Direct Taxes Paid		-		-
<b>Net Cash Flow Operating activities (A)</b>		933.77		31.67
<b>B.CASH FLOW FROM INVESTING ACTIVITIES:</b>				
Purchase of Fixed Assets	(84.40)		-	
Purchase of Shares & Bonds	(804.96)		(2.63)	
<b>Net Cash Flow Investing activities (B)</b>		(889.36)		(2.63)
<b>C.CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Interest Paid	(2.07)		(0.06)	
<b>Net Cash Flow From Financing activities ( C )</b>		(2.07)		(0.06)
<b>Net Increase in cash Equivalents (A)+(B)+( C )</b>		42.34		28.98
Cash & Cash Equivalents (Opening Balance)	63.67		34.69	
Cash & Cash Equivalents (Closing Balance)	106.01		63.67	
<b>Net Increase/ (Decrease ) in Cash &amp; Cash Equivalents</b>		42.34		28.98
<div> <div> As Per our report of Even Dated  <b>For S.K. Gulecha &amp; Associates</b>  Chartered Accountants  Firm Registration.No.013340S   Sandeep Kumar Gulecha  (Membership.No: 226263)  UDIN No: 23226263BGTGFY9170  Place : Chennai  Date: 23.05.2023 </div> <div> For Chennai Ferrous Industries Limited   R Natarajan  Managing Director  DIN : 00595027   K.Karthikeyan  Chief Financial Officer </div> <div> Balasubramanian  Anandan  Director  DIN: 02314860   K V Lakshmi  Company Secretary </div> </div>				

# STATEMENT OF CHANGES IN EQUITY

## CHENNAI FERROUS INDUSTRIES LIMITED

### Statement of Changes in Equity for the period ended March 31st, 2023

All amounts are in ₹ lakhs unless otherwise stated

#### A. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
360.45	-	360.45

#### B. Other Equity 31.03.2023

	Reserves and Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	1,744.63	-565.91	1,178.71
Changes in accounting policy or prior period errors	-	-	-
Restated balance at the beginning of the reporting period	1,744.63	-565.91	1,178.71
Total Comprehensive Income for the year	-	-	-
Dividends	-	-	-
Transfer to retained earnings	-	329.40	329.40
Any other change (to be specified)	-	-	-
<b>Balance at the end of the reporting period</b>	<b>1,744.63</b>	<b>-236.51</b>	<b>1,508.11</b>

#### B. Other Equity 31.03.2022

	Reserves and Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	1,744.63	-3,096.27	-1,351.65
Changes in accounting policy or prior period errors	-	-	-
Restated balance at the beginning of the reporting period	1,744.63	-3,096.27	-1,351.65
Total Comprehensive Income for the year	-	-	-
Dividends	-	-	-
Transfer to retained earnings	-	2,530.36	2,530.36
Any other change (to be specified)	-	-	-
<b>Balance at the end of the reporting period</b>	<b>1,744.63</b>	<b>-565.91</b>	<b>1,178.71</b>

Property, Plant and Equipment

**Note No 3 CHENNAI FERROUS INDUSTRIES LIMITED**

All amounts are in ₹ lakhs unless otherwise stated

Details	Land Freehold	Buildings	Plant & Machinery	Vehicles	TOTAL
Year ended 31 Mar 2023					
Gross carrying amount					
Opening Gross Carrying Amount	2,769.30	707.78	1,674.42	4.20	5,155.70
Additions	40.65	-	-	43.75	84.40
Deletions	-	-	-	-	-
Closing Gross Carrying Amount as at 31 Mar 2023	2,809.95	707.78	1,674.42	47.95	5,240.10
Accumulated Depreciation and Impairment					
Opening accumulated depreciation	-	324.86	1,373.00	4.20	1,702.06
Depreciation charged during the year	-	4.89	79.53	1.61	86.04
IND AS Adjustment Entries (Depreciation P&L)	-	-	-	-	-
Deduction/Adjustment	-	-	-	-	-
Closing Accumulated Depreciation and Impairment as at 31 March 2023	-	329.75	1,452.54	5.81	1,788.10
Net Carrying Amounts as at 31st Mar 2023	2,809.95	378.03	221.88	42.14	<b>3,459.00</b>
Year ended 31 Mar 2022					
Gross carrying amount					
Opening Gross Carrying Amount	211.25	609.24	1,674.42	4.20	2,499.10
Additions	-	-	-	-	-
Increase in value due to revaluation of assets	2,558.05	98.54	-	-	2,656.60
Deletions	-	-	-	-	-
Closing Gross Carrying Amount as at 31 Mar 2022	2,769.30	707.78	1,674.42	4.20	5,155.70
Accumulated Depreciation and Impairment					
Opening accumulated depreciation	-	295.92	1,293.47	3.73	1,593.11
Depreciation charged during the year	-	28.94	79.53	0.47	108.95
IND AS Adjustment Entries (Depreciation P&L)	-	-	-	-	-
Deduction/Adjustment	-	-	-	-	-
Closing Accumulated Depreciation and Impairment as at 31 March 2022	-	324.86	1,373.00	4.20	1,702.06
Net Carrying Amounts as at 31st Mar 2022	2,769.30	382.92	301.42	-0.00	<b>3,453.64</b>



**CHENNAI FERROUS INDUSTRIES LIMITED**
**Notes forming part of the financial statements**

All amounts are in ₹ lakhs unless otherwise stated

**Note. No 11. Equity Share Capital**

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
(a) Authorised 3750000 Equity shares of Rs.10 each				
- Opening Balance	37.50	375.00	37.50	375.00
- Increase during the Year	-	-	-	-
- Closing Balance	37.50	375.00	37.50	375.00
(b) Issued, Subscribed and Fully paid-up Movement in the Equity Shares				
Opening Balance	36.05	360.45	36.05	360.45
Add: Issued during the year	-	-	-	-
Less: Cancelled during the year	-	-	-	-
Closing Balance	36.05	360.45	36.05	360.45
(c) Share Application Money				
<b>TOTAL</b>		<b>360.45</b>		<b>360.45</b>

**Notes:**
**(a) Movement of shares**

Authorised Capital, Issued, Subscribed and fully paid up capital:

There is no movement of shares outstanding at the beginning and at the end of the reporting period

**(b) Terms / rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity share is entitled to one vote per share

The details of Share Holders holding more than 5% of shares in the Company are given below

Name of the shareholders	As at 31 March, 2023		As at 31 March, 2022	
	No of Shares	% of shareholding	No of Shares	% of shareholding
Chennai Material Recycling and Trading Company Limited	3.11	8.63	3.11	8.63
Avantika Gupta	3.28	9.10	3.28	9.10
Dhanvarsha Enterprises and Investments Private Limited	2.43	6.75	1.57	4.37
Tamilnadu Enterprises & Investments Private Limited	2.52	6.99	2.52	6.99
Tamilnadu Property Developers Private Limited	3.00	8.32	3.00	8.32
Radiant Solutions Private Limited	2.50	6.94	2.50	6.94
Ameena Begum	2.50	6.94	2.50	6.94
Sudha Gupta	1.89	5.23	1.89	5.23

**Note. No 11.1 Other Equity**

Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) General Reserves	1,745	1,745
(ii) Retained earnings	-237	-566
<b>Total</b>	<b>1,508</b>	<b>1,179</b>

**Shareholding of Promoters**

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	No. of shares	% of total shares	
1. Sudha Gupta	1.8858	5.23	-
2. Arvind Gupta	1.32377	3.67	-
3. Vandana Gupta	0.55344	1.54	-
4. Alok Gupta	0.19934	0.55	-
5. Ravi Kumar Gupta	0.10008	0.28	-
6. Arvind Kumar Gupta	0.00625	0.02	-
<b>Total</b>	<b>4.06868</b>	<b>11.29</b>	-

\* Requests for reclassification of their shareholding from Promoter to Public have been received by the Company. The Board of Directors at their meeting held on 07.05.2022 approved the requests received from members, subject to the approval of shareholders and other regulatory authorities, if any, in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**CHENNAI FERROUS INDUSTRIES LIMITED****Notes forming part of the financial statements**

All amounts are in ₹ lakhs unless otherwise stated

**Note 12 Trade Payables**

Particulars	As at 31 March, 2023	As at 31 March, 2022
Trade Payables w.r. to MSME		
- Less Than 1 year	-	570.07
- 1 to 2 years	-	-
- 2 to 3 years	-	0.13
- More Than 3 years	-	-
Trade Payables w.r. to Others		
- Less Than 1 year	10,051.28	538.57
- 1 to 2 years	-	-
- 2 to 3 years	-	18.80
- More Than 3 years	-	-
<b>Total</b>	<b>10,051.28</b>	<b>1,127.56</b>

**Note 13 Other current liabilities**

Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) EPF & ESI Payable	0.21	0.21
(ii) Salary Payable	0.89	42.90
(iii) Statutory Liabilities	23.71	83.73
(iv) Provision for Employee Benefit	9.66	7.77
(v) Others	2.70	1.93
<b>Total</b>	<b>37.17</b>	<b>136.54</b>

**Note 4 Non Current Investment**

Particulars	As at 31 March, 2023	As at 31 March, 2022
Trade Investment (Stated at Cost)		
Investment in unquoted Equity Shares, Fully Paid Up 10000 Class-C Equity Shares of Rs.10/- each of OPG Energy Private Limited	1.00	1.00
Trade Investment (Stated at Cost)		
Investment in unquoted Equity Shares, Fully Paid Up 27,700 Class-A Equity Shares of Rs.37/- each of OPG Energy Private Limited	12.51	10.25
Investment in unquoted Equity Shares, Fully Paid Up 1,700 Class-A Equity Shares of Rs.10/- each of OPG Energy Private Limited	0.17	0.17
Trade Investment (Stated at Cost)	15.36	15.36
Investment in unquoted Equity Shares, Fully Paid Up 120000 Class-A Equity Shares of Rs.12.81/- each of OPG Renewable Energy Private Limited		
Trade Investment (Stated at Cost)		
Investment in unquoted Equity Shares, Fully Paid Up 38,745 Equity Shares of Rs.81/- each of Goodfaith Vinimay Pvt.Ltd.	31.38	31.38

Trade Investment (Stated at Cost) Investment in Punjab National Bonds	53.19	53.19
Trade Investment (Stated at Cost) 625,000 Equity Shares of Rs 0.50/- each of Apollo Polyvinyl Pvt Ltd	-	-
Trade Investment (Stated at Cost) Investment in unquoted Equity Shares, Fully Paid Up 20,195 Equity Shares of Rs.126/- each of Avanti Metals Private Limited	25.45	25.45
Trade Investment in unquoted Equity Shares, Fully Paid Up 5,38,460 Equity Shares of Rs. 32.50/- each of Veea Fiscal Services Private Limited	175.00	175.00
Trade Investment (Stated at Cost) ICICI Prudential Long Short Fund - Series II	299.99	-
Trade Investment (Stated at Cost) UTI Structured Debt Opportunity Fund II - Class A2-Regular	386.39	-
Trade Investment (Stated at Cost) UTI Structured Debt Opportunity Fund II - Class A2-T units	116.33	-
<b>Total</b>	<b>1,116.76</b>	<b>311.79</b>

#### Note 5 Long-term loans and advances

Particulars	As at 31 March, 2023	As at 31 March, 2022
(Unsecured and Considered good)		
(i) Other Deposits	-	-
(ii) Security Deposits	32.28	32.35
<b>Total</b>	<b>32.28</b>	<b>32.35</b>

#### Note 6 Inventories

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Others	7,782.82	19.70
<b>Total</b>	<b>7,782.82</b>	<b>19.70</b>

**Note 7 Trade Receivable**

Particulars	As at 31 March, 2023	As at 31 March, 2022
Undisputed Trade receivables		
Unsecured, considered good		
- Less Than 6 months	171.47	201.09
- 6 months to 1 years		138.74
- 1 year to 2 years		27.99
- 2 year to 3 years		10.51
- More Than 3 years		0.65
Undisputed Trade receivables considered doubtful	-	-
<b>Total</b>	<b>171.47</b>	<b>378.98</b>

**Note 8 Cash and cash equivalents**

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Cash on hand	0.23	0.35
(b) Balances with banks		
(i) In current accounts	92.39	49.93
(ii) In Deposit accounts	13.39	13.39
<b>Total</b>	<b>106.01</b>	<b>63.67</b>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 C.F.S	106.01	63.67

**Note 9 Short Term Loans & Advances**

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Loans & Advances	1,768.22	1,349.60
<b>Total</b>	<b>1,768.22</b>	<b>1,349.60</b>

**Note 10 Other Current Assets**

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Balance with GST & Excise Authorities	209.53	1.37
(b) T.C.S	-	-
(c) Income Tax Refund Due (A.Y 2021-2022)	-	13.35
(b) T.D.S	254.46	89.35
(d) Others	-	0.42
(d) Receivables	-	3.13
<b>Total</b>	<b>463.99</b>	<b>107.62</b>

**Note 14 Revenue from operations**

	Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a)	<u>Sale of Goods:</u>		
	- Traded Items	13,890.27	9,275.09
(b)	Other Operating Income	234.66	311.05
	<b>Total</b>	<b>14,124.93</b>	<b>9,586.13</b>

**Note 15 Other Income**

	Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(A)	Interest Received	100.67	9.20
(B)	Rent Received	-	0.06
(C)	Profit on sale of Shares	3.16	-
(D)	Liabilities Written Back	1.02	
	<b>Total</b>	<b>104.84</b>	<b>9.26</b>

**Note 16 Changes in inventories of finished goods, work-in-progress and stock-in-trade**

	Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
	<u>Inventories at the end of the year:</u>		
	Stock-in-trade	7,782.82	19.70
		7,782.82	19.70
	<u>Inventories at the beginning of the year:</u>		
	Stock-in-trade	19.70	629.93
		19.70	629.93
	<b>Net (increase) / decrease</b>	<b>-7,763.12</b>	<b>610.22</b>

**Note 17 Employee Benefit Expenses**

	Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a)	Salary and Wages	106.04	90.39
(b)	Director Reumneration	5.24	4.92
(c)	Contribution to EPF & ESI	1.36	1.30
(d)	Employee Benefit	1.89	1.51
(e)	Staff Welfare	1.17	0.31
	<b>Total</b>	<b>115.70</b>	<b>98.42</b>

**Note 18 Finance Costs**

	Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a)	Bank Charges	2.07	0.06
	<b>Total</b>	<b>2.07</b>	<b>0.06</b>

## Note 19 Other expenses

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>A. Material &amp; Manufacturing Expenses</b>		
Stevedoring & Wharfage Expenses	163.32	-
Demurrage Charges	14.57	
Clearing and Forwarding Charges	0.35	
<b>B. Repairs &amp; Maintenance</b>		
Building Repairs and Maintenance	2.36	-
Computer Maintenance	0.78	0.49
Machinery Maintenance	-	17.11
Vehicle Maintenance	3.81	0.34
General Repair & Maintenance	0.31	-
<b>C. Administrative Expenses</b>		
Bad Debts	151.49	2.12
Quality Claim	8.51	-
Miscellaneous	0.22	0.27
Director Sitting Fees	0.50	-
Filing Fees	0.14	0.49
Insurance	1.52	0.04
Postage Expenses	0.08	0.24
Printing and Stationery	0.75	0.38
CSR Expenses	22.41	5.27
Professional & Consultancy	105.97	16.09
Payment to Auditors		
i) As Statutory Audit Fees	0.90	0.70
ii) As Tax Audit Fees	0.35	0.30
iii) Other Services	0.25	0.20
Rent	-	0.24
Rates & Taxes	1.74	0.08
Listing Fees / Share Transfer Charges	5.74	4.42
Services Charges for Sales	6.36	-
Sales Commission	1.50	-
Telephone Expenses	0.56	0.12
Travelling & Conveyance	3.85	1.35
<b>D. Selling &amp; Distribution Expenses</b>		
Advertisement Expenses	1.51	1.21
<b>Total</b>	<b>499.87</b>	<b>51.46</b>

**Key Financial Ratios**

Particulars	Unit of Measurement	March 31, 2023	March 31, 2022	Variation in %
Current Ratio	In multiple	1.02	1.52	-0.50
Debt-Equity Ratio	In multiple	-	-	-
Debt Service Coverage Ratio	In multiple	-	-	-
Return on Equity Ratio	In %	0.91	7.02	-6.11
Inventory Turnover Ratio	In Days	100.56	0.38	100.18
Trade receivables Turnover Ratio	In Days	2.22	7.21	-5.00
Trade payables Turnover Ratio	In Days	129.87	21.47	108.40
Net Capital Turnover Ratio	In Days	232.64	29.06	203.58
Net Profit Ratio	In %	2.33	26.40	-24.06
Return on Capital Employed	In %	91.39	702.00	-610.61
Return on Investment (Assets)	In %	4.43	88.52	-84.08

**Formula adopted for above Ratios:**

Current Ratio = Current Assets / (Total Current Liabilities – Security Deposits payable on Demand – Current maturities of Long Term Debt)

Debt-Equity Ratio = Total Debt / Total Equity

Debt Service Coverage Ratio = (EBITDA – Current Tax) / (Principal Repayment + Gross Interest on term loans)

Return on Equity Ratio = Total Comprehensive Income / Average Total Equity

Inventory Turnover Ratio (Average Inventory days) = 365 / (Net Revenue / Average Inventories)

Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)

Trade Payables Turnover Ratio (Average Payable days) = 365 / (Net Revenue / Average Trade payables)

Net Capital Turnover Ratio = (Inventory Turnover Ratio + Trade receivables turnover ratio – Trade payables turnover ratio)

Net Profit Ratio = Net Profit / Net Revenue

Return on Capital employed = (Total Comprehensive Income + Interest) / (Average of (Equity + Total Debt))

Return on Investment (Assets) = Total Comprehensive Income / Average Total Assets

## **CHENNAI FERROUS INDUSTRIES LIMITED**

### **NOTES TO ACCOUNTS AS ON MARCH 31, 2023**

#### **Note 1:**

Notes attached to and forming part of the Balance Sheet as at 31-03-2023 and the Profit and Loss account for the period ended on that date:

#### **1. Corporate Information:**

Chennai Ferrous Industries Limited (the company) incorporated under the Companies Act, 1956, in the year 2010, is into trading in iron & coal related products. The company's shares are listed on the Bombay Stock Exchange Limited and the shares are traded regularly.

#### **2. Significant Accounting Policies:**

##### **2.1 Basis of preparation**

The financial statements of the company have been prepared in accordance with Indian accounting standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

##### **2.2 Use of Estimates**

The preparation of the financial statements in conformity with IND AS requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. The Company believes that the estimates used in the preparation of the financial statements as prudent and reasonable. Accounting estimates could change from period to period. Actual results could differ from those estimates.

##### **2.3 Revenue Recognition:**

- i. Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- ii. Sale of products is recognized when the significant risk and reward of ownership of the goods have been passed to the buyer. Revenue is measured at fair value of the consideration received or receivable, after deduction of any taxes or duties collected on behalf of the government which are levied on sales such as VAT, GST, etc.
- iii. Dividend income, if any, is recognized when the company's right to receive dividend is established by the reporting date.
- iv. Interest income from financial assets is recognized at the effective interest rate applicable on initial recognition.
- v. Scrap sales is recognized at the fair value of consideration received or receivable upon transfer of significant risk and rewards. It comprises of invoice value of goods and after deducting applicable taxes on sale.
- vi. Operating Lease rentals are accounted on the straight-line basis over the lease term.

##### **2.4 Depreciation:**

Depreciation on Tangible assets is provided on the straight-line method over the useful lives of assets as per the rates specified under Schedule II of the Companies Act, 2013 on pro-rata basis.

##### **2.5 Property, Plant and Equipment (PPE) :**

i) Property, Plant and Equipment are stated at cost of acquisition net of accumulated depreciation/amortization and impairment losses if any, except free hold land which is carried at cost less impairment losses if any. The cost comprises purchase prices, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

ii) The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalized and the carrying amount of replaced parts are de-



recognized. When each major inception/ overhauling is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/ overhauling (as distinct from physical parts) is de- recognized.

iii) Other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalization criteria in accordance with IND AS 16 are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

iv) PPEs are eliminated from the financial statements on disposal or when no further benefit is expected from its use or disposal. Gains or losses arising from disposal of plant, property and equipment are measured as the difference between the net disposal proceeds and the carrying amount of such assets are recognized in the statement of profit and loss.

v) During the course of the year, the company has revalued its Property, plant and equipment based on the valuation report issued by the Valuer as defined by the Companies Act Rules.

#### 2.6 Impairment of Non – Financial Assets:

- i) The carrying values of non-financial assets are reviewed for impairment at each Balance Sheet date, if there is any indication of impairment based on internal and external factors.
- ii) Non-financial assets are treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation /amortization for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.
- iii) An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.
- iv) An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

#### 2.7 Foreign Exchange Transactions:

Foreign Currency Transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognized in the statement of Profit and Loss. Non- monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rates at the time of transaction.

During the year, the company has not entered into any foreign exchange contract under review.

#### 2.8 Borrowing Cost:

All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets, which are capitalized. During the year under review, there was no borrowing attributable to qualifying assets and hence no borrowing cost was capitalized.

#### 2.9 Segment Accounting:

The company is principally engaged in a single business segment viz., Trading of coal.

#### 2.10 Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months.

Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

#### 2.11 Inventories:

i) Inventories are valued at cost or net realizable value whichever is lower. Cost includes the cost incurred in bringing the inventories to their present location and condition.

ii) Raw materials, stores and spares are valued at cost or net realizable value whichever is lower. Cost includes the cost incurred in bringing the inventories to their present location and condition. For cost calculation of Raw materials as it is not ordinarily inter changeable specific identification method is used. For cost calculation of stores and spares weighted average method is used.

iii) For valuation of finished goods / stock-in-process, cost includes material, direct labour, overheads (other than abnormal amount of wasted materials, storage costs, selling and Administrative overheads) wherever applicable.

#### 2.12 Taxes on Income:

- Provision for current tax is made in accordance with the Income Tax Act, 1961.
- In accordance with the IND AS 12, Deferred Tax Liability / Asset arising from timing differences between book and income tax profits is accounted for at the current rate of tax to the extent these differences are expected to crystallize in later years. However, Deferred Tax Assets are recognized only if there is a reasonable / virtual certainty of realization thereof.

#### 2.13 Provisions and Contingencies:

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements contingencies are recorded when it is probable that a liability will be incurred and the amounts can reasonably be estimated.

Differences between the actual results and estimates are recognized in the year in which the results are known materialized.

#### 2.14 Financial Instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

##### 2.14.1 Financial Asset

i) Financial assets comprise of investments in Equity, Trade Receivables, Cash and Cash Equivalents and Other Financial Assets.

ii) Depending on the business model (i.e) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently

measured and classified at:

- a) Amortized cost; or
- b) Fair value through Other Comprehensive Income (FVTOCI); or
- c) Fair value through Profit or Loss (FVTPL)
- d) Amortized cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.

iii) The Company classifies its financial assets for measurement as below:-

Basis of Measurement	Financial Assets
Amortized Cost	Trade Receivables, Loan and advances given to employees and related parties, deposits and other advances recoverable in cash or kind.
FVTOCI	Investment in Equity instruments
FVTPL	Forward exchange contracts

iv) The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On de-recognition of a financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognized in the statement of profit and Loss.

v) The company assesses at each balance sheet date whether the financial asset or group of financial assets is impaired. IND AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

#### 2.14.2 Financial Liability

i) Financial liabilities comprise of Borrowings from Banks, Trade payables, Derivative financial instruments, financial guarantee obligation and other financial liabilities.

ii) The Company measures its financial liabilities as below:

Basis of measurement	Financial Liability
Amortised Cost	Borrowings, trade payables, interest accrued, unclaimed / disputed dividends, security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange forward contracts being derivative contracts do not qualify for hedge accounting under IND AS 109.

iii) Financial liabilities are derecognised when and only when it is extinguished (i.e.) when the obligation specified in the contract is discharged or cancelled or expired.

iv) Upon de-recognition of its financial liabilities or part thereof, the difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid including any non-cash assets transferred or liabilities assumed is recognized in the Statement of Profit and Loss.

#### **2.15 Fair value measurement**

i) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

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

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are unobservable.

iv) For assets and liabilities that are recognised in the Balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period (i.e) based on the lowest level input that is significant to the fair value measurement as a whole.

v) For the purpose of fair value disclosures, the company has determined the classes of assets and liabilities based on the nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.

vi) The basis for fair value determination for measurement and / or disclosure purposes is detailed below:

**a. Investments in Equity**

The fair value is determined by reference to their quoted prices at the reporting date. In the absence of the quoted price, the fair value of the equity is measured using generally accepted valuation techniques.

**b. Forward exchange contracts**

The fair value of forward exchange contracts is based on the quoted price if available; otherwise, it is estimated by discounting the difference between contractual forward price and current forward price for the residual maturity of the contract using government bond rates.

**c. Non-derivative financial liabilities**

The fair value of non-derivative financial liabilities viz, borrowings are determined for disclosure purposes calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

**Note No 20: Additional Information to the Financial Statements**

(i) Contingent liability not provided for:

- Counter Guarantees furnished to the bank Rs.5,99,825/- (Previous year Rs.5,99,825 /-)
- Towards outstanding Letter of Credit Nil (Previous year Nil) on account of import of raw materials.

(ii) Claims against the Company not acknowledged as Debt Rs. Nil. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil. Contingent liabilities not provided for: Nil

(iii) Employee Benefits:

a) Defined Contribution plan:

Contribution to defined contribution plan recognized as expenses for the year 2022-23 accordingly an amount of Rs.1,89,014/- (previous year Rs.1,51,029/-) is debited towards contribution to PF & ESI.

b) Defined Benefit plan:

As per the explanations given by the management of the company except for gratuity there are no other plans for the employees of the company. The present value of gratuity obligation is determined during the year based on actuarial valuation using projected unit credit method. Accordingly, provision of Rs. NIL has been made.

	Particulars	2022-23 (Rs in lakhs)	2021-22 (Rs in lakhs)
I	<u>Expenses recognized in the statement of profit and loss for the year ended</u>		
	1.Current Service Cost	1.45	1.16
	2.Interest Cost/Interest on Obligation	0.44	0.35
	3.Expected return on plan assets	-	-
	4.Net Actuarial (gains)/Losses	-	-
	5.Total Expenses	1.89	1.51

II	<u>Net (Asset)/Liability recognized in the balance sheet as on 31-03-2023</u>		
	1.Present Value of funded Obligations	-	-
	2.Present Value of unfunded Obligations	6.53	6.33
	3.Fair Value of plan assets as at 31-03-2021	-	-
	4.Unrecognized past service cost	-	-
	5.Net liability as at 31-03-2023	6.53	6.33
III	<u>Changes in Benefit obligations during the year ended</u>		
	1.Present Value of Defined Benefit Obligation at the beginning of the year	6.33	4.96
	2.Current Service Cost	1.45	1.16
	3.Interest Cost	0.44	0.35
	4.Actuarial(Gains)/losses	(1.60)	(0.14)
	5. Benefit Payments	Nil	Nil
	6.Present Value of Defined Benefit Obligation at the end of the year	6.63	6.33
IV	<u>Changes in Asset during the year ended</u>		
	1.Plan assets at the beginning of the year	-	-
	2.Expected return on plan assets	-	-
	3.Contribution by the Employer	-	-
	4.Actual Benefits paid	-	-
	5.Actuarial gains/(losses)	-	-
	6.Plan assets at the end of the year	-	-
V	<u>Category of Plan Assets</u>		
	Government of India Securities	Nil	Nil
	High Quality Corporate Bonds		
	Equity Shares of Listed Companies		
	Property		
	Funds Managed By Insurer		
	Bank Balance		
VI	<u>Principal Actuarial Valuation</u>		
	1.Discount Rate	7.50%	7.00%
	2.Expected rate of Return on plan assets	-	-
	3.Annual Increase in Salary Costs	-	-
	4.Mortality Table	7.25% IALM (2012-14)Ult.	7.25% ILAM (2012-14)Ult.
	5.Withdrawal Rate	5%at younger ages reducing gradually to 1% at older ages	5%at younger ages reducing gradually to 1% at older ages
VII	<u>Table Showing Surplus/(Deficit)</u>		
	Defined Benefit Obligation	6.63	6.33
	Plan Assets	-	-
	Surplus/(Deficit)	6.63	6.63

(iv) There are no dues to enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, as at March 31, 2023 which is on the basis of such parties having been identified by the management and relied upon by the auditors.

(v) Company has sought confirmation of balance letters to/from sundry debtors & advance parties / sundry

creditors. In the absence of negation, the balances appearing the books are taken as confirmed.

(vi) CIF Value of Imports: Nil (Previous year: Rs. Nil)

(vii) Earnings in Foreign Currency Rs. Nil (Previous year Rs. Nil) Expenditure in Foreign Currency Rs. Nil (Previous year Nil).

(viii) The Company has opted for payment of income-tax under Section 115BAA of the Income-tax Act, 1961, which provides for taxation at lower rates upon foregoing certain deductions. The tax for the current year has been calculated accordingly.

(ix) RELATED PARTY DISCLOSURES

Details of related parties including summary of transactions entered into by the Branch during the year ended 31 March 2023 are summarized below:

Names of related parties and description of relationship:	
Key Management Personnel	Mr. R Natarajan
Other Related Party	Gita Renewable Energy Limited ASAS Industries Private Limited OPG Renewable Energy Private Limited

Note: Related party relationship is as identified by the Company and relied upon by the Auditors

**Related party transactions:**

Particulars	Amount (In Lakhs)	Amount Outstanding as on 31.03.2023
Directors Salary Paid to R Natarajan	5.24	Nil
Amount Paid to Gita Renewable	100.00	Nil
Amount Received from Gita Renewable	159.00	Nil
Amount Paid to ASAS Industries Private Limited	100.00	Nil
Amount Received from ASAS Industries Private Limited	100.00	Nil
Amount Received from OPG Renewable Energy Private Limited	56.72	Nil

(x) SEGMENT INFORMATION FOR THE YEAR ENDED 31st MARCH 2023.

(a) Business Segment:

The Company operates in Single Business Segment of 'Trading of iron and coal related products'. Therefore, the Company is of the view that the disclosure requirement of Indian Accounting Standard (IND AS- 108) issued by the Institute of Chartered Accountants of India is not applicable to the Company.

	Earnings Per Share:	2022-23	2021-22
a)	Weighted Average No. of Equity Shares of Rs.10/- Each		
	I. No. of Shares at the beginning of the year	36.045	36.045
	II. No. of Shares at the end of the year	36.045	36.045
	Weighted average number of equity shares outstanding during the year	36.045	36.045
b)	Net profit After Tax available for equity shareholders (Rs. Lakhs)	329.40	2,530.36
c)	Basic and Diluted earnings per share (Rs.)	9.14	70.20

(xi) The Company do not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

(xii) Previous year figures:

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

As per books of accounts produced  
For S.K.GULECHA & ASSOCIATES  
Chartered Accountants  
FRN 013340S

R. Natarajan  
Chairman & Managing Director

SANDEEP KUMAR GULECHA  
(MNR:226263)  
PLACE: Chennai  
Date:23.05.2023  
UDIN No:23226263BGTGFY9170

K.Karthikeyan  
Chief Financial Officer

K.V.Lakshmi  
Company Secretary

Balasubramanian Anandan  
Director