

JTL INFRA LIMITED	
Registered Office	: SCF 18-19, Sector-28C, Chandigarh-160002
CIN	: L27106CH1991PLC011536
E-mail	: finance@jtlinfra.com
Website	: www.jtlinfra.com
Telephone	: +91-172-4668000

**NOTICE CONVENING MEETING OF THE SECURED CREDITORS
OF
JTL INFRA LIMITED**
*(Convened pursuant to Order dated 26th September, 2022 passed by the Hon'ble National
Company Law Tribunal at Chandigarh ('NCLT'))*

Day	: Sunday
Date	: November 20, 2022
Time	: 12:30 PM (IST)
Mode of Meeting	: Through Video Conferencing (VC)
Mode of Voting	: Remote e-voting and e-voting at the Meeting
Venue of Meeting	: Registered Office (Deemed venue for VC)

REMOTE E- VOTING:

Cut-off date	: Thursday, June 30, 2022
Commencing on	: Thursday, November 17, 2022 at 09:00 AM (IST)
Ending on	: Saturday, November 19, 2022 at 05:00 PM (IST)

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT CHANDIGARH
COMPANY APPLICATION NO. (CAA) 47/ CHD / HRY / 2022
(UNDER SECTION 230- 232 OF COMPANIES ACT, 2013)**

**IN THE MATTER OF:
SECTION 230 - 232 OF THE COMPANIES ACT, 2013 READ ALONG WITH RULE 6 AND 7
OF COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES,
2016.**

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT OF AMALGAMATION OF:

**CHETAN INDUSTRIES LIMITED
HAVING ITS REGISTERED OFFICE AT
SCF 18-19, SECTOR 28C, CHANDIGARH -160002.**

... (TRANSFEROR COMPANY/ APPLICANT COMPANY 1)

AND

**JTL INFRA LIMITED
HAVING ITS REGISTERED OFFICE AT
SCF 18-19, SECTOR 28C, CHANDIGARH -160002.**

... (TRANSFeree COMPANY/ APPLICANT COMPANY 2)

**NOTICE CONVENING THE MEETING OF SECURED CREDITORS OF JTL INFRA
LIMITED (TRANSFeree COMPANY) AS PER THE DIRECTIONS OF HON'BLE NCLT,
CHANDIGARH BENCH**

To,

The Secured Creditors of JTL Infra Limited (“Transferee Company”/ “The Company”)

1. **NOTICE** is hereby given that by an Order dated 26th September, 2022 (“**Order**”/“**NCLT Order**”), Hon’ble NCLT has directed that a meeting of the Secured Creditors of the Company be convened and held through Video Conferencing (“**VC**”) with facility of remote e-voting , for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement for Amalgamation between Chetan Industries Limited (“**Transferor Company**”) and JTL Infra Limited (“**Transferee Company**”) and their respective Shareholders and Creditors (“**Scheme**”/“**Scheme of Amalgamation**”) under the provisions of Section 230-232 of the Companies Act, 2013. Accordingly, notice is hereby given that a meeting of the Secured Creditors of the Company will be held through VC on **Sunday, November 20, 2022 at 12:30 PM (IST)**. Further, there shall be no meeting requiring physical presence at a common venue in view of the present circumstances on account of the COVID-19 pandemic as directed by Hon’ble NCLT Chandigarh Bench vide order dated 26th September, 2022. At such day you are requested to attend the meeting through VC. Copies of the scheme of arrangement, and of the statement under section 230 can be obtained free of charge at the registered office of the company.
2. At the said meeting, following resolutions will be considered and if thought fit, be passed, with or without modification(s) with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230 – 232 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being in force) as may be applicable and the enabling provisions of the Memorandum and Articles of

Association of the Company and subject to the sanction of Hon'ble National Company Law Tribunal, Chandigarh Bench (“NCLT”) and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation between Chetan Industries Limited (**‘Transferor Company’/‘Applicant Company-1**) and JTL Infra Limited (**‘Transferee Company’/‘Applicant Company-2**) and their respective shareholders and creditors (**“Scheme”**), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

3. Take further notice that the Secured Creditors shall have the facility and option to vote on the aforesaid resolution for approval of the Scheme by casting their votes (a) through e-voting system available during the meeting to be held virtually, or (b) by remote e-voting during the period as stated below:

Commencement of remote e-voting	Thursday, November 17, 2022 at 09:00 AM (IST)
End of remote e-voting	Saturday, November 19, 2022 at 05:00 PM (IST)

4. Take further notice that a person, whose name is recorded as Secured Creditors in the records of the Company as on the cut-off date, i.e., Thursday, June 30, 2022 (**“Cut-off Date”**) only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting through VC. A person, who is not a Secured Creditor as on the Cut-off Date, should treat the notice for information purpose only. The value of the votes cast shall be reckoned and scrutinized with reference to the said Cut-off Date in accordance with the books and records of the Company and where entries in the books are disputed, the Chairman of the meeting shall determine the value for purposes of the said meetings.
5. Copies of the Scheme and of the Explanatory Statement, under Sections 230(3) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index are enclosed.
6. Pursuant to the NCLT Order dated 26th September, 2022, Mrs. Munisha Gandhi, Senior Advocate has been appointed as the Chairperson of the said meeting and Mr. Vishal Aggarwal, Advocate has been appointed as the Alternate Chairperson of the said meeting. Further, Mr. Vipul Garg has been appointed as the scrutinizer of the said meeting of Secured Creditors of the Company. The Scrutinizer, after the conclusion of e-voting at the Meeting, will unblock the votes cast through remote e- voting and votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company, who shall make a consolidated Scrutinizer’s Report of the total votes cast in favour or against and submit the same to the Chairman of the Meeting. Further, the Chairman shall submit the report to NCLT in Form No. CAA-4 verified by an Affidavit, the result of the Meeting within Seven days from the date of the conclusion of the Meeting.

7. The Scheme of Arrangement, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT.

Date: 14.10.2022
Place: Chandigarh

Sd/-
Mrs. Munisha Gandhi
Chairperson appointed vide NCLT Order for the Meetings of
Secured Creditors of JTL Infra Limited

Notes:

1. Pursuant to the NCLT Order dated 26th September, 2022 and also MCA vide General Circular No. 3/2022 dated 05.05.2022 extended the requirements provided in General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021 and General Circular No. 20/2021 dated 08.12.2021, in view of the prevailing Covid-19 pandemic situation, the Meeting of the Secured Creditors of the Company is being convened through Video Conferencing (VC) to transact the business set out in the Notice convening this Meeting. Hence, there shall be no physical attendance of Secured Creditor at the meeting and the deemed venue for the meeting shall be the Registered Office of the Company.
2. The Notice of the meeting, Explanatory Statement along with accompanying documents mentioned in the index are sent through electronic mode to the Secured Creditors whose names appeared in the books of the Company as such as on the cut-off date i.e., Thursday, June 30, 2022 as per the records of the Company / Depositories at their respective last known e-mail addresses. The Secured Creditors whose email addresses are not registered with the Company / Depositories, can register the same by writing to the Company at finance@jtlinfra.com. The Secured Creditors may note that the aforesaid documents are available and can be accessed / downloaded from the website of the Company i.e., www.jtlinfra.com and/or from the website of the Stock Exchanges, i.e., BSE Limited and Metropolitan Stock Exchange Limited at www.bseindia.com and www.msei.in respectively, and/or from the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
3. A person, whose name is recorded in the books of the Company as Secured Creditors as on the Cut-off Date only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person, who is not a Secured Creditors as on the Cut-off Date, should treat the Notice for information purpose only.
4. The voting rights of the Secured Creditors shall be in proportion to their outstanding debt towards the Company as on the close of the business hours of Cut-off dates.
5. Since this meeting is being held through virtual mode, there will not be any physical attendance of Secured Creditors. Accordingly, the facility for appointment of proxies by the Secured Creditors will not be available for the meeting and hence, the proxy form and attendance slip are not annexed hereto. Further, no route map of the venue of the Meeting is annexed hereto, since this meeting is being held through Virtual Mode.
6. Institutional/Corporate Creditors (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend and vote on their behalf at the Meeting, The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail at vipul_ca@rediffmail.com with a copy marked to finance@jtlinfra.com
7. The attendance of the Secured Creditor attending the Meeting through Virtual Mode will be counted for the purpose of reckoning the quorum as per the terms of the order of the NCLT. Attendance at such meetings shall be recorded in the minutes of the meeting(s) instead of taking physical attendance slips.
8. In case the required quorum, as noted in the NCLT order, is not present at the commencement of the meeting, the meeting shall be adjourned by 30 minutes and thereafter the persons present and voting shall be deemed to constitute the quorum.
9. Secured Creditors who have not registered their e-mail addresses are requested to immediately inform their e-mail addresses to the Company to enable the Company to share Notice and statutory documents which are required to be sent, the same is also informed by way of notice in the advertisement in newspaper namely, Financial Express, English Newspaper; and Jansatta, Hindi Newspaper (Chandigarh Edition and All India Edition) to register their email address as per the provisions of the Companies Act, 2013 and also placed on the website of the Company: www.jtlinfra.com, website of E-voting service provider i.e. CDSL at www.evotingindia.com and also on the website of Stock Exchanges i.e., BSE at www.bseindia.com and MSE at www.msei.in

10. The Secured Creditors can join the Meeting through Virtual Mode 15 minutes before and during the meeting after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Secured Creditors will be able to view the proceedings and participate at the Meeting by logging into the e-Voting website at www.evotingindia.com.
11. As per the provisions of Section 230-232 of the Act, the Scheme shall be acted upon only if a majority of persons in number representing three fourth in value of the Secured Creditors of the Company, voting in person, agree to the Scheme.
12. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Secured Creditors at the registered office of the Company between 11.00 AM (IST) and 5.00 PM (IST) on all working days up to the date of the meeting.
13. This Notice, along with copy of the Scheme of Arrangement and other enclosures is also displayed/posted on the website of the Company: www.jtlinfra.com, website of E-voting service provider i.e. CDSL at www.evotingindia.com and also on the website of Stock Exchanges i.e., BSE at www.bseindia.com and MSE at www.msei.in
14. The Notice convening the Meeting in Form CAA-2, the date of dispatch of the Notice along with the Explanatory Statement and other requisite details will be published through advertisement in the following newspapers, namely, (i) Financial Express, English Newspaper; and Jansatta, Hindi Newspaper (Chandigarh Edition and All India Edition).
15. The Chairman of the meeting shall, during and 15 minutes after the conclusion of the meeting, allow voting with the assistance of the Scrutinizer, for all those Secured Creditors who are present at the meeting and who have not cast their votes by availing the remote e-voting facility.
16. Secured Creditors who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker during the period starting from Thursday, November 17, 2022 From 09:00 AM (IST) to Friday, November 18, 2022 upto 05:00 PM (IST) by sending the requests from their registered email address mentioning their name, PAN, mobile number, email address at finance@jtlinfra.com and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those Secured Creditors who have registered themselves as a speaker will be allowed to express their views/ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the said meeting. Please note that only the Secured Creditors having outstanding debt as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those secured creditors who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.
17. **Procedure for joining the meeting through VC:**
 - a. Secured Creditors will be provided with a facility to attend the Meeting through VC through the CDSL e-Voting system. Secured Creditors may access the same at <https://www.evotingindia.com> under the option "Shareholders / Members" and login by using the remote e-voting credentials. The link for VC will be available 30 minutes before the commencement of the VC. The said link for VC will be available in the login where the EVSN of the JTL Infra Limited will be displayed.
 - b. Secured Creditors will be able to attend the Meeting through VC by using their remote e-voting login credentials and selecting the link available against the EVSN for the Meeting.
 - c. Secured Creditors are encouraged to join the Meeting through Laptops for better experience. Further Secured Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d. 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.
 - e. The user ID and alphanumeric password for the purpose of E-Voting / joining the Meeting through VC will be available in the communication (Pin-mailer) sent along with the notice.
18. Secured Creditors who would like to express their views or ask questions during the Meeting, may register themselves as a speaker by sending their request mentioning their name, demat account

number/folio number, email ID, mobile number to finance@jtlinfra.com from Thursday, November 17, 2022 at 9:00 A.M. (IST) to Friday, November 18, 2022 at 5:00 P.M. (IST). Only those Secured Creditors who have registered themselves as speaker during this period will be allowed to express their views or ask questions at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting.

19. Procedure for remote e-voting and e-voting during the meeting

- Secured Creditors shall have the option to vote electronically (“e-voting”) either before the Meeting (“remote e-voting”) or during the Meeting.
- Remote e-voting (Before the date of Meeting) - The Instructions for remote e-voting before the date of Meeting and during the Meeting is provided in this notice.

The remote e-voting period begins on Thursday, November 17, 2022 at 09:00 AM (IST) and ends on Saturday, November 19, 2022 at 05:00 PM (IST). The e-voting module shall be disabled for voting after Saturday, November 19, 2022 at 05:00 PM (IST).

During this period, Secured Creditors as on Cut-off date and those who are eligible only shall be entitled to exercise their vote through e-voting process.

20. Instructions for e-voting: the way to vote electronically on CDSL e-voting system are mentioned below -

- The Secured Creditors should log on to the e-voting website www.evotingindia.com during the voting period.
- Click on “Shareholders / Members”
- Enter the User ID - As provided in the Pin-Mailer/E-mail.
- Next enter the Image Verification as displayed and Click on Login.
- Next Enter the Password - As provided in the Pin-Mailer/E-mail.
- After entering these details appropriately, click on “SUBMIT” tab.
- Click on the EVSN of JTL Infra Limited on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “Yes/No” for voting. Select the option Yes or No as desired. The option YES implies that the Secured Creditors assents to the Resolution and option NO implies that the Secured Creditors dissents to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- Those Secured Creditors, who will be present in the Meeting through VC facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the Meeting.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.
- In such an event, you will need to go through the “Forgot Password” option.

21. Voting during the meeting:

The procedures for e-voting during the Meeting are the same as for remote e-voting. Secured Creditors who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

Only those Secured Creditors, who are present in the Meeting through VC facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.

If you have any queries or issues regarding attending the Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800225533.

Date: 14.10.2022
Place: Chandigarh

Sd/-
Mrs. Munisha Gandhi
Chairperson appointed vide NCLT Order for the Meetings of
Secured Creditors of JTL Infra Limited

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT CHANDIGARH
COMPANY APPLICATION NO. (CAA) 47/ CHD / HRY / 2022
(UNDER SECTION 230- 232 OF COMPANIES ACT, 2013)**

IN THE MATTER OF:

SECTION 230 - 232 OF THE COMPANIES ACT, 2013 READ ALONG WITH RULE 6 AND 7 OF COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF:

**CHETAN INDUSTRIES LIMITED
HAVING ITS REGISTERED OFFICE AT
SCF 18-19, SECTOR 28C, CHANDIGARH -160002.**

... (TRANSFEROR COMPANY/ APPLICANT COMPANY 1)

AND

**JTL INFRA LIMITED
HAVING ITS REGISTERED OFFICE AT
SCF 18-19, SECTOR 28C, CHANDIGARH -160002.**

... (TRANSFeree COMPANY/ APPLICANT COMPANY 2)

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230(3), 231(1) OF THE COMPANIES ACT, 2013 READ ALONG WITH RULE 3, 5 & 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

1. Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench (the "NCLT") dated 26th September, 2022 ("Order"/"NCLT Order"), a meeting of the Secured Creditors of JTL Infra Limited (**Transferee Company**) is being convened and held through VC on Sunday, November 20, 2022 at 12:30 PM (IST) (IST) for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement for Amalgamation between Chetan Industries Limited (**Transferor Company**) and JTL Infra Limited (**Transferee Company**) and their respective Shareholders and Creditors ("**Scheme**"/"**Scheme of Amalgamation**") under Sections 230 to 232 of the Companies Act, 2013 (the "**Act**") (including any statutory modification or re-enactment or amendment thereof for the time being enforce) read with the rules issued there under. Notice of the said meeting together with the copy of the Scheme along with annexures is sent herewith. This Explanatory statement explaining the terms of the Scheme is being furnished as required under section 102 read with section 230-232 of the Companies Act, 2013.
2. The Company considered and approved the Scheme of Amalgamation at its meeting held on 18th August, 2021. Subsequently, upon receipt of instruction from BSE, a fresh valuation was carried out considering latest financials of both Transferee Company and Transferor Company and accordingly, the Scheme was modified after taking effect of the aforementioned fresh valuation report dated 30th December, 2021. Further, in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020, the Audit Committee of the Transferee Company vide a resolution passed on 30th December, 2021 at their meeting recommended the Scheme to the Board of Directors of the Transferee Company, inter-alia, taking into account the, Valuation Report dated 30th December, 2021 issued by Ajay Kumar Siwach, Registered Valuer and Fairness Opinion dated 30th December, 2021 issued by Corporate

Professionals Capital Private Limited, SEBI Registered Category-I, Merchant Banker. The Board of Directors of the Transferee Company in its meeting held on 30th December, 2021 approved the Scheme, based on such recommendation of the Audit Committee. Thereafter, the Independent Directors in their meeting dated 30th December, 2021, reviewed and recommended the Scheme approved by the Board of Directors and confirmed that the scheme is not detrimental to the Shareholders of the Company.

3. List of the Companies/Parties involved in the Scheme:

- I. Chetan Industries Limited ('Transferor Company')
- II. JTL Infra Limited ('Transferee Company')

4. Details of the Companies involved in the Scheme:

A. CHETAN INDUSTRIES LIMITED

- a) **Chetan Industries Limited** (herein after referred to as "**Transferor Company**") bearing CIN U26941CH1995PLC017464 was incorporated on 21st December, 1995 under the provisions of Companies Act, 1956 with the name and style of Bell Cement Limited. Subsequently, on 11th September, 1996, the name of the Transferor Company was changed to Chetan Industries Limited. Presently, the registered office of the Transferor Company is situated at SCF 18-19, Sector 28C, Chandigarh -160002 .
PAN: AAACC9253E
- b) Email ID: finance@jtlinfra.com The summary of the main objects of the Transferor Company as per the memorandum of Association are as follows:
 - i. To Manufacture, refine, prepare, process, sell and deal in all types of cements viz. coloured, slag, white, clinker, ordinary port, almunia cement and all other varieties cement and all types of building materials and its various products, to work mines, or quarries and prospect for find, win, get, work, crush, manufacture or otherwise deal with lime stone chalk, oils precious and other stones or deposits or products and to carry on the business mining to search for ores and minerals, and grant licenses for mining over any land which may be acquired or held by the company and to lease any such land for building and other use in connection with mining to carry on all or any of the business as manufacturers of and dealers and workers in cements of all kinds cements, plasters, minerals, steel slag tubes, steel rodes, earth artificial stones and builders requisites out of cement and to carry out research, develop, design and manufacture, import and export of machinery and equipment required for the aforesaid purpose.
 - ii. To establish, construct, acquire, run, buy, sell, operate on any factory for manufacturing cement and allied cement products.
 - iii. To carry on the business of traders or business of stone quarrying and of dealers of stone, lime bumers and manufacturers and cement manufacturers in all their respective branches and to search for, get work raise, make merchantable, buy, sell and deal sand stone, lime brick, earth brick, pipes, iron steel tiles, fire bricks and other substances to be used in the main business.
 - iv. To carry on the trader or business of builders, contractors, sub-contractors, decorators, plumbers, technicians, mechanics, electricians, mining and chemical engineers architects, planners, designers, technical advisors, analysts, investigators, consultants, fabricators and founders in their various fields and branches, in India or abroad
 - v. To set up Sponge iron plants, melting furnaces, steel furnaces, steel rotling mills, tube mills, Galvanised plants and to produce sponge iron steel Ingots, ERW pipes, copper ingots/sheets/tubes, seamless pipes, shafting and cable tapes and trading in all steel materials.

- c) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company as on date is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	2,00,00,000.00
2,00,00,000 Equity Shares of Rs.1 Each	
Issued, Subscribed and Paid up Share Capital	1,60,72,600.00
1,60,72,600 Equity Shares of Rs.1 each	
Total	1,60,72,600.00

- d) There is no change in the name, registered office and objects of the Transferor Company in the last five years.
- e) Details of the present promoters and directors of the Transferor Company are as follows:

• **Promoters**

S. No.	Name	Address
1.	Vijay Singla	House No. 105, Sector 28-A, Chandigarh, 160002
2.	Rakesh Garg	House No. 116, Sector - 9, Panchkula, Haryana, 134109
3.	Madan Mohan	House No. 105, Sector 28-A, Chandigarh, 160002
4.	Mithan Lal	House No. 105, Sector 28-A, Chandigarh, 160002
5.	Shukla Singla	House No. 105, Sector 28-A, Chandigarh, 160002
6.	Nikita Singla	House No. 105, Sector 28-A, Chandigarh, 160002
7.	Madan Mohan HUF	House No. 105, Sector 28-A, Chandigarh, 160002
8.	Prem Kumar & Sons HUF	House No. 116, Sector-9, Panchkula, Haryana-134109

• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Madan Mohan	Director	00156668	House No. 105, Sector 28-A, Chandigarh, 160002
2.	Vijay Singla	Director	00156801	House No. 105, Sector 28-A, Chandigarh, 160002
3.	Mithan Lal Singla	Whole time Director	00156885	House No. 105, Sector 28-A, Chandigarh, 160002
4.	Rakesh Garg	Director	00184081	House No. 116, Sector - 9, Panchkula, Haryana, 134109
5.	Chetan Singla	Whole time Director	00549795	House No. 105-106, Sector 28-A, Chandigarh, 160002
6.	Preet Kamal Kaur Bhatia	Independent Director	07070977	152, Golden Avenue, Near Har Krishan Public School, Amritsar, Punjab, 143001
7.	Vikas Chander Verma	Independent Director	07311312	H.I.G 143, Second Floor, Sector 71, S.A.S Nagar Mohali, Punjab, 160071

- f) As on 30.06.2022, the amount due to the Secured Creditors of Transferor Company is INR 57,32,763.21 (Rupees Fifty-Seven Lacs Thirty Two Thousand Seven Hundred Sixty

Three and Twenty One Paise Only) and to unsecured creditors is INR 16,65,06,663 (Rupees Sixteen crores Sixty Five Lacs Six thousand Six Hundred and Sixty Three Only).

B. J T L INFRA LIMITED

- a) J T L Infra Limited (hereinafter referred to as “Transferee Company”), bearing CIN L27106CH1991PLC011536 was incorporated on 29th July, 1991 with the name and style of Jagan Tubes Limited under the provisions of Companies Act, 1956. Subsequently, on 04th April, 2008, the name of the Transferee Company was changed to J T L Infra Limited. Presently, the registered office of the Transferee Company is situated at SCF 18-19, Sector 28C, Chandigarh-160002. The Transferee Company is widely held listed company and the shares are listed on BSE Limited and Metropolitan Stock Exchange of India Limited (‘MSE’). The Transferee Company is engaged in the business of producing black & Galvanized ERW steel pipes & tubes, hollow sections and structural steel that are extensively used in major engineering and construction projects.
PAN: AAACJ8505G
Email ID: finance@jtlinfra.com
- b) The summary of main objects of the Transferee Company as per the memorandum of Association are as follows:
- i. To carry on the business of manufacturers, buyers, sellers, importers, exporters, consultants, stockists, suppliers, distributors, users, wholesalers, retailers, repairers of all types of piper & and tubes namely steel pipes, conduit pipes, seamless, pipes,. Galvanised pipes and so on made of alloys, steel, scrap, billets, slabs, non-metals, plastic or any organic substance & business of real estate, to buy, sell, acquire by purchase, lease, grant of license or otherwise whether urban, rural, commercial, residential, Hotel Business, Multiplex Housing, appertinents, apartments to construct, build, alter, maintain, enlarge, pulldown, remove or replace and to work, manage and control any land, building, offices, factories, mills, shops, machinery and to acquire shares, debentures and other" securities in India or abroad
 - ii. To set up steel furnace and rolling mill plant for producing steel ingots, billets, all kinds and all sizes or rerolled sections i.e.; flats, angles, rounds, squares, rail joints, channels, steel strips, sheets, plates deformed bars plain and cold twisted bards, shafting, and steel structural.
 - iii. To engage in infrastructure development, Real Estate Promoters, Developers & Project Management Association including civil, mechanical, electrical and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipment of industrial, domestic and other purposes.
 - iv. To buy, exchange purchase or otherwise acquire and interest in any immovable property such as houses, building, market, cinema halls, multiplexes, shopping malls, shops, town hips, housing projects, industrial sheds and lands within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights, within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, villas, bungalows, farmhouse & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards thereon and to rent or sell the same to the public and realize cost in lumpsum or in installments -or- by hire purchase system or otherwise to start any housing scheme in India or abroad.
 - v. To construct, maintain, erect and layout roads, highway, sewers, drains, electric lines, cables and gas lines, in over and under the estate of any either company- or person or body corporate.
 - vi. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric power, heat and light supply work, hotels, buildings, godowns, pleasure grounds, parks, gardens, docks, jitries,

embankments, bunds, bridges, wharves, canals, irrigation reclamations, improvement, sewage, sanitary, telegraphic, telephone works, warehouses, markets, public buildings and all other such civil and related constructional works.

- vii. To develop the land for providing roads and other facilities such as water-supply and sale the same and to erect and construct buildings or work civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down, rebuild, enlarge, alter and improve such land into roads, highway, streets, squares, gardens and such other convenience related thereto and deal with and improve the immovable property of the company or any other immovable property of any types.

- c) The Authorized, Issued, Subscribed and Paid-up Capital of the Transferee Company as on date is as follows:

Particulars	Amount (Rs.)
Authorized Share Capital	17,00,00,000.00
8,50,00,000 Equity Shares of Rs. 2/- each	
Issued, Subscribed and Paid up Share Capital	12,10,74,300.00
6,05,37,150 Equity Shares of Rs. 2/- each	
Total	12,10,74,300.00

- d) There is no change in the name, registered office and objects of the Transferee Company in the last five years.
- e) Details of the present promoters and directors of the Transferee Company are as follows:

• **Promoters**

S. No.	Name	Address
1.	Chetan Singla	House No. 105-106, Sector 28-A, Chandigarh, 160002
2.	Deepak Garg	House No. 116, Sector-9, Panchukla, Haryana-134109
3.	Dhruv Singla	House No. 105, Sector 28-A, Chandigarh, 160002
4.	Madan Mohan	House No. 105, Sector 28-A, Chandigarh, 160002
5.	Mithan Lal Singla	House No. 105, Sector 28-A, Chandigarh, 160002
6.	Pranav Singla	House No. 105, Sector 28-A, Chandigarh, 160002
7.	Santosh Rani	House No. 105, Sector 28-A, Chandigarh, 160002
8.	Shukla Singla	House No. 105, Sector 28-A, Chandigarh, 160002
9.	Sweety Garg	House No. 116, Sector-9, Panchukla, Haryana-134109
10.	Rakesh Garg	House No. 116, Sector - 9, Panchkula, Haryana, 134109
11.	Madan Mohan (HUF)	House No. 105, Sector 28-A, Chandigarh, 160002
12.	Mithan Lal And Sons (HUF)	House No. 105, Sector 28-A, Chandigarh, 160002
13.	Prem Kumar & Sons (HUF)	House No. 116, Sector - 9, Panchkula, Haryana, 134109
14.	Rakesh Garg (HUF)	House No. 116, Sector - 9, Panchkula, Haryana, 134109
15.	Vijay Kumar Singla (HUF)	House No. 105, Sector 28-A, Chandigarh, 160002
16.	Nikita Singla	House No. 105, Sector 28-A, Chandigarh, 160002

17.	Jagan Industries Private Limited	SCO 18-19, Sector-28C, Chandigarh-160002
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• **Directors**

S. No.	Name	Designation	DIN	Address
1.	Madan Mohan	Managing Director	00156668	House No. 105, Sector 28-A, Chandigarh, 160002
2.	Mithan Lal Singla	Director	00156885	House No. 105, Sector 28-A, Chandigarh, 160002
3.	Rakesh Garg	Whole Time Director	00184081	House No. 116, Sector - 9, Panchkula, Haryana, 134109
4.	Dhruv Singla	Whole Time Director	02837754	House No. 105, Sector 28-A, Chandigarh, 160002
5.	Pranav Singla	Whole Time Director	07898093	House No. 105, Sector 28-A, Chandigarh, 160002
6.	Bhupinder Nayar	Independent Director	06790358	Flat No. 1201, 12 th floor, Block-G, Amarpali Sapphire, Sector – 45, Gautam Budh Nagar, Noida, Uttar Pradesh -201301
7.	Preet Kamal Kaur Bhatia	Independent Director	07070977	152, Golden Avenue, Near Har Krishan Public School, Amritsar, Punjab, 143001
8.	Sukhdev Raj Sharma	Independent Director	02135083	308, R.C.S Society, Sector 48-A, Chandigarh, 160047

- f) As on 30.06.2022, the amount due to the Secured Creditors of Transferee Company is INR 42,77,72,021 (Rupees Forty Two Crores Seventy Seven Lacs Seventy Two Thousand and Twenty One) and to Unsecured Creditors is INR 21,92,11,629 (Rupees Twenty One Crores Ninety Two Lacs Eleven Thousand Six Hundred and Twenty Nine).

5. Relationship between Transferor Company and Transferee Company

There is no relationship exists between Transferor Company and Transferee Company except presence of common directors and promoters.

6. Details of the of the Board meeting at which the proposed Scheme was approved by the Board of Directors of the Transferor Company and Transferee company including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution

For Transferor Company:

Date of the Board meeting at which the Scheme was approved by the Board of Directors: 30th December, 2021.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Mithan Lal Singla	voted in favour
2	Madan Mohan	voted in favour
3	Vijay Singla	voted in favour
4	Rakesh Garg	voted in favour
5	Chetan Singla	voted in favour
6	Preet Kamal Kaur Bhatia	voted in favour

For Transferee Company:

Date of the Board meeting at which the Scheme was approved by the Board of directors: 30th December, 2021.

S. No.	Name of the directors	Details (voted in favour/ voted against/ didn't vote)
1	Mithan Lal Singla	voted in favour
2	Madan Mohan	voted in favour
3	Rakesh Garg	voted in favour
4	Dhruv Singla	voted in favour
5	Pranav Singla	voted in favour
6	Sukhdev Raj Sharma	voted in favour
7	Preet Kamal Kaur Bhatia	voted in favour
8	Bhupinder Nayyar	voted in favour

7. Approvals Required

For the purpose of giving effect to the proposed Scheme, following approvals are required:

S. No.	Particulars	Status of Approval/NOC
1.	SEBI through Stock Exchanges	BSE Limited was appointed as the designated Stock Exchange by the Transferee Company for the purpose of coordinating with SEBI, pursuant to SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. The Transferee Company has received Observation letters w.r.t. the Scheme of Amalgamation from BSE Limited ('BSE') and Metropolitan Stock Exchange of India Limited ('MSE') on 7 th July 2022 and 8 th July, 2022 respectively. There are no adverse observations made by BSE and MSE. Copy of the Observation letter received from BSE and MSE are attached to this Notice.

8. Per and Post Capital Structure:**For Transferor Company**

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	16072600	100	-	-
Public	-	-	-	-
Custodian	-	-	-	-
Total	16072600	100	-	-

For Transferee Company

Category of shareholder	Pre		Post	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter	33157000	50.59	51961942	61.61
Public	32380150	49.41	32380150	38.39
Custodian	-	-	-	-
Total	65537150	100	84342092	100

9. Summary of Share Entitlement Ratio Report and Fairness Opinion:

- a) Valuation Report dated 30th December, 2021 issued by Mr. Ajay Kumar Siwach - registered valuer. Fairness opinion dated 30th December, 2021 issued by Corporate Professionals Capital Private Limited, SEBI Registered Category-I, Merchant Banker. Share Entitlement Ratio is as under –

Transferee Company shall issue and allot to each of the shareholders of the Transferor Company shares in proportion of: 117 (One Hundred and Seventeen) Equity shares of face value of INR 2 /- (Rupees Two) each for every 100 (One Hundred) Equity shares of face value of Rs.1/- (Rupee One) each held by them in Transferor Company.

- b) Further, the Valuation Reports will be available for inspection at the registered office of the Transferee Company up to 1 (One) day up to the date of the meeting on all working days between 11:00 AM (IST) to 5:00 PM (IST).

10. There is no Capital/Debt Restructuring in the Scheme.

11. The Rationale and Benefit of the Scheme:

- The Transferor Company and Transferee Company are engaged in similar nature of business hence, the amalgamation of Chetan Industries Limited (“Transferor Company”) with the J T L Infra Limited (Transferee Company) will strengthen the balance sheet of the Transferee Company and shall create a larger and stronger entity, which will have better resources for business growth and expansion. The scheme of arrangement shall provide a running and profitable business to the Transferee Company which has growth potential and shall also provide the shareholders of Transferor Company liquidity through listing and hence there is significant synergy for consolidation of both the entities.
- The independent operations of the Transferor Company and Transferee Company leads to incurrance of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.
- The Amalgamation of Transferor Company with Transferee Company shall result in multiple manufacturing facilities under single entity which enables Transferee Company to make production planning in more efficient manner, thereby reducing wastages, improves input-output ratio (yield factor) and shorter lead time.
- The Amalgamation of Transferor Company with Transferee Company will add an advantage of Multi-location production facilities, reduce freight cost, easily availability of finished goods in the marketplaces which will give better and almost real time business intelligence, improve products competitiveness and acceptance amongst the targeted customers.
- The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company.
- The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.

- The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.

Further This Scheme of Arrangement for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits to their respective members:

- Optimum and efficient utilization of capital, resources, assets and facilities;
- Enhancement of competitive strengths including financial resources;
- Consolidation of businesses and enhancement of economic value addition and shareholder value;
- Obtaining synergy benefits;
- Better management and focus on growing the businesses.
- The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.
- A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.

12. Salient features of the Scheme are:

- Appointed Date means 1st April, 2021 or such other date as may be approved by the National Company Law Tribunal (NCLT) or by such other competent authority having jurisdiction over the Applicant Companies;
- Effective Date means the date on which the certified copy of the order of the Hon'ble National Company Law Tribunal of relevant jurisdiction under Sections 230 and 232 of the Act sanctioning the Scheme is filed with the concerned Registrar of Companies.
- This Scheme is divided into the following chapters:
 - Chapter 1: General provisions used in this Scheme including Definitions and Capital Structure of the Companies along with Objects and Rationale of the Scheme.
 - Chapter 2: Specific provisions governing Transfer and Vesting of undertaking of Chetan Industries Limited ("Transferor Company") with J T L Infra Limited ("Transferee Company")
 - Chapter 3: Specific provisions governing Reorganization of Share Capital and the Accounting Methodology adopted for the Amalgamation.
 - Chapter 4: General Terms and Conditions as applicable to the composite Scheme of Arrangement.

CHAPTER 2 TRANSFER & VESTING OF UNDERTAKING

- With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and the whole of the undertaking(s), properties and liabilities of Transferor Company shall, in terms of Section 230 and 232 and applicable provisions, if any, of the Companies Act, 2013 and pursuant to the orders of the Hon'ble NCLT or any other appropriate authority or forum, if any, sanctioning the Scheme, without any further act, instrument, deed, matter or thing, stand transferred and vested in and/ or deemed to be transferred to and vested in Transferee Company as a going concern so as to become, as and from the Appointed Date, the undertaking(s), properties and liabilities of Transferee Company by virtue of and in the manner provided in this Scheme.

2. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and undertaking of Transferor Company shall stand transferred to and be vested in Transferee Company without any further deed or act, together with all their properties, assets, rights, benefits and interest therein, subject to existing charges thereon in favour of banks and financial institutions, as the case may be, in the following manner:

3. TRANSFER OF ASSETS

Upon the sanction of the Scheme by the Hon'ble NCLT, and without prejudice to the generality of the preceding clause, upon the coming into effect of the Scheme and with effect from the Appointed Date:

- 3.1. All immovable properties, assets and rights in the immovable properties of the Transferor Company, whether freehold or leasehold or converted or otherwise and in terms of such permitted usage as mentioned therein and all documents of title, rights and easements in relation thereto shall pursuant to the provisions of Sections 230 to 232 of the Act and pursuant to the orders of the Hon'ble NCLT or any other appropriate authority sanctioning the Scheme and without any further act or deed shall stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company, as a going concern, subject to all the encumbrances, fixed and/or floating charges and/or rights given to the lenders of the other divisions of Transferor Company, if any, affecting the same or any part hereof and arising out of liabilities which shall also stand transferred to the Transferee Company. The Transferee Company shall be entitled to and exercise all rights and privileges attached thereto and shall be liable to pay ground rent, taxes and to fulfill obligations in relation to or applicable to such immovable properties. The Transferee Company, shall under the provisions of Scheme be deemed to be authorized to execute such instruments, deeds and writing on behalf of the Transferor Company to implement or carry out all such formalities or compliances to give effect to the provisions of this Scheme. The mutation of the title to the immovable properties shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and upon the Scheme becoming effective, in accordance with the terms hereof, in favour of the Transferee Company. Any inchoate title or possessory title of the Transferor Company shall be deemed to be the title of the Transferee Company.
- 3.2. In respect of all the movable assets of the Transferor Company and the assets which are otherwise capable of transfer by physical delivery or endorsement and delivery, including, but not limited to, stock of goods, raw materials available in the market/ depots/ Godown / factories, sundry debtors, plants and equipment's, temporary structure, sheds which can be dismantled and transferred by delivery, outstanding loans and advances, insurance claims, advance tax, Minimum Alternate Tax (MAT), Goods and Service Tax (GST), set-off rights, pre-paid taxes, levies/liabilities, CENVAT/VAT credits or refunds, if any, recoverable in cash or in kind or for value to be received, bank balances, earnest money and deposits, if any, with Government, Semi-Government, quasi – government or other authority or body or with any company or local and other persons or any other assets otherwise capable of transfer by physical delivery would get transferred by physical delivery only and all others assets would get transferred by endorsement and delivery by vesting and recordable pursuant to this Scheme, shall stand vested in Transferee Company, and shall become the assets and an integral part of Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.
- 3.3. Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme on the Appointed Date, all consents, permissions, licenses, approvals, certificates, clearances and authorities including the licenses required for production and distribution of products of the Transferor Company in India and overseas market, and any other licenses, given by, issued to or executed in favour of the Transferor Company in relation to the business as on the Appointed Date, shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the rights and benefits under the same shall be available to the Transferee Company. Any registration fees, charges, etc paid by

the Transferor Company in relation to the aforementioned consents, permissions, licenses, approvals, certificates, clearances and authorities, shall be deemed to have been paid by the Transferee Company.

- 3.4. With effect from the Appointed Date, Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay ground rent, taxes and fulfill obligations, in relation to or applicable to such immovable properties. The mutation/substitution of the title to the immovable properties shall be made and duly recorded in the name of Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the Hon'ble NCLT and the Scheme becoming effective in accordance with the terms hereof.
- 3.5. With effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to Transferor Company to which the Transferor Company are the party or to the benefit of which Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favor of Transferee Company and may be enforced as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or obligee thereto.
- 3.6. With effect from the appointed date and upon the Scheme becoming effective, all permits, quotas, rights, entitlements, licenses including those relating to trademarks, tenancies, patents, copyrights, privileges, software, powers, facilities of every kind and description of whatsoever nature in relation to Transferor Company to which Transferor Company is the party or to the benefit of which Transferor Company may be eligible and which are subsisting or having effect immediately before the effective date, shall be enforceable as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or obligee thereto.
- 3.7. With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, no-objection certificates, permissions or approvals or consents required to carry on operations of Transferor Company or granted to Transferor Company shall stand vested in or transferred to Transferee Company without further act or deed, and shall be appropriately transferred or assigned by the statutory authorities concerned therewith in favor of Transferee Company upon the vesting of Transferor Company Businesses and Undertakings pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of Transferor Company shall vest in and become available to Transferee Company pursuant to this scheme.
- 3.8. With effect from the Appointed Date and upon the Scheme becoming effective, all motor vehicles of any description whatsoever of Transferor Company shall stand transferred to and be vested in the Transferee Company, and the appropriate Governmental and Registration Authorities shall substitute the name of Transferee Company in place of Transferor Company, without any further instrument, deed or act or any further payment of fee, charge or securities.
- 3.9. All motor vehicles of any description whatsoever shall stand transferred to and be vested in the name of the Transferee Company, and the appropriate Governmental and Registration Authorities shall substitute the name of Transferee Company in place of Transferor Company, without any further instrument, deed or act or any further payment of fee, charge or securities.

4. TRANSFER OF LIABILITIES

- 4.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities of Transferor Company including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction

of this Scheme by the Hon'ble NCLT and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

- 4.2. All amounts due to Government of India and other authorities and all Bank related liabilities of the Transferor Company and comprising principle outstanding against loans, term loans, cash credit facilities, guarantees, non - fund based limits, buyers credit, etc and including all interest, charges, fee, penal/ compound interest etc. on such outstanding as on Appointed Date, will become the liabilities of Transferee Company and shall be at same footing as the liabilities towards the Banks of Transferee Company.
- 4.3. The transfer and vesting of the entire business and undertaking of Transferor Company as aforesaid, shall be subject to the existing securities, charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of Transferor Company, as the case may be.
- 4.4. Provided that the securities, charges and mortgages (if any subsisting) over and in respect of the part thereof, of Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of Transferor Company vested in Transferee Company pursuant to the Scheme.
- 4.5. Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by Transferor Company which shall vest in Transferee Company by virtue of the amalgamation of Transferor Company with Transferee Company and Transferee Company shall not be obliged to create any further or additional security there for after the amalgamation has become operative.
- 4.6. All other debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date, whether or not provided in the books of the Transferor Company, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Company on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.
- 4.7. Where any such debts, loans raised, liabilities, duties and obligations (including contingent liabilities) of the Transferor Company as on the Appointed Date have been discharged or satisfied by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.
- 4.8. Loans or other obligations, if any, due between Transferee Company and Transferor Company shall stand discharged and there shall be no liability in that behalf. In so far as any securities, debentures or notes issued by Transferor Company and held by Transferee Company and vice versa are concerned, the same shall, unless sold or transferred by holder of such securities, at any time prior to the Effective Date, stand cancelled and shall have no further effect.

- 4.9. All loans raised and utilised and all liabilities, duties and obligations incurred or undertaken by the Transferor Company in the ordinary course of its business after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.

5. LEGAL PROCEEDINGS

- 5.1. With effect from the Appointed Date and upon the Scheme becoming effective, Transferee Company shall bear the burden and the benefits of any legal or other proceedings including direct and indirect tax assessments, if any, initiated by or against Transferor Company. Provided however, all legal, administrative and other proceedings of whatsoever nature by or against Transferor Company pending in any court or before any authority, judicial, quasi-judicial or administrative, any adjudicating authority and/or arising after the Appointed Date and relating to Transferor Company or its respective properties, assets, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against Transferor Company; and from the Effective Date, shall be continued and enforced by or against Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against Transferor Company.
- 5.2. If any suit, appeal or other proceedings of whatever nature by or against Transferor Company be pending, the same shall not abate, be discontinued or be in any way be prejudicially affected by reason of the transfer of the Transferor Company business and undertakings or of anything contained in this scheme but the proceedings may be continued, prosecuted and enforced by or against Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Transferor Company as if this Scheme had not been made.

6. STAFF, WORKMEN AND EMPLOYEES

With effect from the Appointed Date and upon the scheme becoming effective, all persons that were employed by Transferor Company immediately before such date shall become employees of Transferee Company with the benefit of continuity of service on same terms and conditions as were applicable to such employees of Transferor Company immediately prior to such transfer and without any break or interruption of service. Transferee Company undertakes to continue to abide by agreement/settlement, if any, entered into by Transferor Company with any union/employee thereof. With regard to Provident Fund, Gratuity Fund, Superannuation fund or any other special fund or obligation created or existing for the benefit of such employees of Transferor Company upon occurrence of the Effective Date, Transferee Company shall stand substituted for Transferor Company, for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The existing Provident Fund, Gratuity Fund and Superannuation Fund or obligations, if any, created by Transferor Company for its employees shall be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, Transferee Company will make the necessary contributions for such transferred employees of Transferor Company and deposit the same in Provident Fund, Gratuity Fund or Superannuation Fund or obligations, where applicable. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of Transferor Company in relation to such schemes or funds shall become those of Transferee Company.

7. CONTRACTS, DEEDS, ETC

- 7.1. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature whether pertaining to immovable properties or otherwise to which the Transferor Company is a party or to the benefit of which Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favor of, as the case may be, Transferee Company and may be enforced as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or obligee thereto or there under.
- 7.2. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, power of attorney given by, issued to or executed in favour of Transferor Company shall stand transferred to Transferee Company, as if the same were originally given by, issued to or executed in favour of Transferee Company, and Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to Transferee Company. The Transferee Company shall make applications and do all such acts or things which may be necessary to obtain relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.
- 7.3. It is herein clarified that, the Transferee Company will, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangements in relation to Transferor Company to which Transferor Company are parties, in order to give formal effect to the above provisions. Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of Transferor Company and to carry out or perform all such formalities or compliances referred to above on part of Transferor Company.

8. TAXES AND OTHER MATTERS

- 8.1. All taxes (including, without limitation, income tax, wealth tax, entry tax, sales tax, excise duty, custom duty, service tax, Goods and Service Tax (GST), VAT, etc. referred as 'Tax laws') paid or payable by the Transferor Company in respect of the operations, assets and / or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, insofar as it relates to the tax payments (including, without limitation, Income Tax, Minimum Alternate Tax (MAT), Dividend Distribution Tax, Wealth Tax, Sales Tax, Excise Duty, Custom Duty, Service Tax, Goods and Service Tax (GST), VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall in all proceedings, be dealt with accordingly.
- 8.2. Any refund under the Tax Laws due to the Transferor Company consequent to the assessment made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company. The Transferee Company is expressly permitted to revise and expressly permitted to file income tax returns, sales tax/ value added tax returns, excise duty, service tax returns and other tax returns, and to claim refunds/ credits pursuant to the provisions of this Scheme. The Transferee Company shall be entitled to such tax benefits including but not limited to MAT paid under section 115JA/ 115JB of the Income Tax Act, 1961 and the right to claim credit therefore in accordance with the provisions of Section 115JAA of the Income Tax Act, 1961 including the benefit of brought forward losses or depreciation as admissible under the provisions of the Income Tax Act, 1961 including under section 72A to the extent applicable of the Transferor Company from taxable profits of the Transferee Company with effect from the Appointed Date.

The Transferee Company shall continue to enjoy the tax benefits/ concessions provided to the Transferor Company through Notifications/ Circulars issued by the concerned authorities.

- 8.3. All taxes of any nature, duties, cesses or any other like payment or deductions made by Transferor Company to any statutory authorities such as Income Tax, Sales tax, VAT, service tax, Goods and Service Tax (GST) etc. or any tax deduction / collection at source, tax credits under Tax laws, relating to the period after the Appointed Date up to the Effective date shall be deemed to have been on account of or paid by the Transferee Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Transferee Company upon the passing of the orders on this Scheme by the Hon'ble NCLT upon relevant proof and documents being provided to the said authorities.
- 8.4. The income tax, if any, paid by Transferor Company on or after the Appointed Date, in respect of income assessable from that date, shall be deemed to have been paid by or for the benefit of Transferee Company. Further, Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by Transferor Company for any year, if so necessitated or consequent to this Scheme notwithstanding that the time prescribed for such revision may have elapsed.
- 8.5. From the Effective Date and till such time as the name of the Transferee Company would get entered as the account holder in respect of all the bank accounts and demat accounts of Transferor Company in the relevant bank's/DP's books and records, the Transferor Company shall be entitled to operate the bank/demat accounts of Transferee Company in the existing names.
- 8.6. Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of Transferor Company shall stand transferred by the order of the NCLT to Transferee Company, Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning court.

9. CONDUCT OF BUSINESS

With effect from the Appointed Date and till the Scheme come into effect:

- 9.1. Transferor Company shall be deemed to carry on all its businesses and activities and stand possessed of its properties and assets for and on account of and in trust for Transferee Company; and all the profits accruing to Transferor Company and all taxes thereon or gains or losses arising or incurred by them shall, for all purposes, be treated as and deemed to be the profits or losses, as the case may be, of Transferee Company;
- 9.2. Transferor Company shall carry on its business with reasonable diligence and in the same manner as they had been doing hitherto, and Transferor Company shall not alter or substantially expand its business except with the concurrence of Transferee Company;
- 9.3. Transferor Company shall not, without the written concurrence of Transferee Company, alienate charge or encumber any of its properties except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of Transferee Company, as the case may be.
- 9.4. Transferor Company shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of Transferee Company the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of Transferee Company.

- 9.5. With effect from the Appointed Date, all debts, liabilities, duties and obligations of Transferor Company as on the close of business on the date preceding the Appointed Date, whether or not provided in its books and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of Transferee Company.
- 9.6. Upon the Scheme coming into effect, Transferee Company shall commence and carry on and shall be authorized to carry on the business carried on by Transferor Company.
10. For the purpose of giving effect to the vesting order passed under Sections 230 and 232 of the Act in respect of this Scheme by the Hon'ble NCLT, Transferee Company shall, at any time pursuant to the order on this Scheme, be entitled to get the record all of the change in the legal right(s) upon the vesting of the Transferor Company business and undertakings in accordance with the provisions of Sections 230 and 232 of the Act. Transferee Company shall be authorized to execute any pleadings; applications, forms, etc. as are required to remove any difficulties and carry out any formalities or compliance **as are necessary for the implementation of this Scheme.**

CHAPTER 3 REORGANIZATION OF CAPITAL

1. REORGANISATION OF CAPITAL IN THE TRANSFEREE COMPANY

- 1.1. Issue of Shares in the Share Capital of Transferee Company;
Upon coming into effect of the Scheme and in consideration for the amalgamation of Transferor Company with the Transferee Company, the Transferee Company shall, without any further application or deed, issue and allot shares of face value of Rs. 2/- each to the members of Transferor Company whose name appear in the Register of Members as on the Record Date or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, in the following manner:
Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 117 (One Hundred and Seventeen) Equity shares of face value of Rs.2/- (Rupees Two) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Re.1/- (Rupee One) each held by them in "Transferor Company" pursuant to this Scheme of Amalgamation.
- 1.2. For arriving at the share exchange ratio as outlined above, the Companies have considered the Valuation Report submitted by Mr. Ajay Kumar Siwach (Registered Valuer, IBBI - Reg No. IBBI/RV/05/2019/11412).
- 1.3. Cross holding at the time of record date (if any), between Transferor Company and the Transferee Company, if not transferred prior to the Effective Date, shall get cancelled at the time of allotment of shares to the shareholders of Transferor Company by Transferee Company and the approval of Scheme by the NCLT under section 230 and 232 of the Companies Act, 2013 and shall also be treated as approval under section 66 of the Companies Act, 2013 for reduction of capital pursuant to such cancellations.
- 1.4. In the event of there being any pending and valid share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of Directors or any committee thereof of the Transferor Company shall be empowered in appropriate cases, even subsequent to the Specified Date or the Effective Date, as the case may be, to effectuate such a transfer in the Transferor Company as if such changes in registered holder were operative as on the Specified Date, in order to remove any difficulties arising to the Transferee Company of such shares.

- 1.5. Any fraction arising out of allotment of shares as per clause 1.1 above shall be held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares as per the scheme. The Transferee Company shall compensate the eligible shareholders of transferor Company for such fractional shares.
- 1.6. The said equity shares in the capital of Transferee Company be issued to the shareholders of Transferor Company shall rank pari passu in all respects, with the existing equity shares in Transferee Company from the Appointed Date. Such shares in Transferee Company, to be issued to the shareholders of Transferor Company will, for all purposes, save as expressly provided otherwise, be deemed to have been held by each such member from the Appointed Date.
- 1.7. Upon the Scheme becoming effective and subject to the above provisions, the shareholders of Transferor Company (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company) as on the record date shall receive the shares in their respective Demat accounts or in case there is any specific request from any of the shareholders of the Transferor Company, then such shareholders shall be issued new share certificates. Upon the issue and allotment of new shares in the capital of Transferee Company to the shareholders of Transferor Company, the share certificates in relation to the shares held by them in Transferor Company shall be deemed to have been cancelled. All certificates for the new shares, if any issued, in the capital of Transferee Company shall be sent by Transferee Company to the said shareholders of Transferor Company at their respective registered addresses as appearing in the said registers (or in the case of joint holders to the address of that one of the joint holders whose name stands first in such Registers in respect of such joint holding) and Transferee Company shall not be responsible for any loss in transit.
- 1.8. Approval of this Scheme by the shareholders of Transferee Company shall be deemed to be the due compliance of the provisions of Section 62 of the Companies Act, 2013 for the issue and allotment of shares by Transferee Company to the shareholders of Transferor Company, as provided in this Scheme.
- 1.9. The equity share issued by Transferee Company shall be listed and admitted to trading on the Stock Exchange (s) where the shares of the Transferee Company are already listed i.e. BSE Limited and Metropolitan Stock Exchange of India Limited pursuant to this scheme and in compliance with applicable regulations and applicable SEBI Circulars. The transferee company shall make all requisite applications and shall otherwise comply with the provisions of SEBI Circulars and applicable law and take all steps to procure the listing of equity shares issued by it.
- 1.10. **INCREASE IN AUTHORIZED SHARE CAPITAL**
 - 1.10.1. With effect from the Effective Date and upon the Scheme becoming effective, without any further acts or deeds on the part of the Transferor Company or Transferee Company and notwithstanding anything contained in Section 61 of Companies Act, 2013 the Authorized Share capital of Transferor Company as appearing in its Memorandum of Association on the Effective Date shall get clubbed with the Authorized Share Capital of the Transferee Company as appearing in its Memorandum of Association on the Effective Date and pursuant to this clubbing the Clause V of the Memorandum of Association of

the Transferee Company shall stand altered to give effect to the same with effect from the Effective Date. The Face Value of Equity share shall remain same as of the Transferee Company after clubbing of Authorized Capital.

- 1.10.2. Further, in terms of section 232(3)(i) of the Act, upon coming into effect, the fee and duty paid on the Authorized Equity Share Capital of Transferor Company shall be set off against the fee payable on Authorized Share Capital of Transferee Company, without any further act or deed.
 - 1.10.3. On approval of the Scheme by the members of Transferee Company pursuant to Section 230 -232 of the Companies Act, 2013, it shall be deemed that the said members have also accorded their consent under relevant Clauses of the Memorandum of Association and Article of Association of the Company and Section 13, Section 14 and Section 61 of the companies Act, 2013 as may be applicable for giving effect to the provisions contained in this Scheme.
 - 1.10.4. The issue and allotment of shares to Shareholders of Transferor Company, as provided in this Scheme, shall be deemed to be made in compliance with the procedure laid down under Section 62 of the Companies Act, 2013.
- 1.11. On approval of the Scheme by the members of Transferee Company pursuant to Section 230 - 232 of the Companies Act, 2013, it shall be deemed that the said members have also accorded their consent under relevant Articles of the Articles of Association of the Company and Section 61 and Section 64 of the companies Act, 2013 as may be applicable for giving effect to the provisions contained in this Scheme.

2. ACCOUNTING TREATMENT FOR AMALGAMATION

Upon the coming into effect of this Scheme, the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall give effect to the accounting treatment in relation to the amalgamation of Company in its books of account in accordance with the " Pooling of Interest Method" of accounting as laid down in Appendix –C of IND-AS 103 (Business Combination of Entities under common control) as specified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015 or any other relevant or related requirement under the Companies Act, as may be applicable.

- 2.1 Transferee Company shall, record all the assets and liabilities, including Reserves of the Transferor Company vested in it pursuant to this Scheme, at its respective book values as appearing in the books of Transferor Company on the Appointed Date.
- 2.2 The identity of reserve shall be preserved and shall appear in the financial statement of Transferee Company, in the same form in which they appeared in the financial statement of Transferor Company.
- 2.3 Inter-company transactions and balances including loans, advances, amount receivable or payable inter-se between the Transferor Company and the Transferee Company as appearing in their books of account, if any, shall stand cancelled.
- 2.4 Transferee Company shall credit the aggregate face value of equity shares issued by it to the eligible shareholders of Transferor Company pursuant to Clause 1.1.1. of Part III of this Scheme to the equity share capital account in its books of account.
- 2.5 The difference between the share capital issued by the Transferee Company and the net assets of the Transferor Company acquired would be adjusted in the reserves of the Transferee

Company. Also, the difference, if any arising from the cancellation of cross-holdings (if any) shall be adjusted in the reserves of the Transferee Company.

- 2.6 In case of any differences in the accounting policies between Transferor Company and Transferee Company, the impact of same will be quantified and adjusted in the capital reserves of the Transferee Company to ensure that the financial statements of Transferee Company reflect the true financial position on the basis of consistent accounting policies.
- 2.7 Investment, if any, in the equity share capital of the Transferor Company by the Transferee Company as appearing in the books of accounts of Transferee Company or vice versa, if not transferred prior to the Effective Date, shall stand cancelled and there shall be no further obligation / outstanding in that behalf.

3. LISTING AGREEMENT AND SEBI COMPLIANCES

- 3.1. Since the Transferee Company being a listed company, this Scheme is subject to the Compliances by the Transferee Company of all the requirements under the listing regulations and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of the Scheme.
- 3.2. The Transferee Company in compliance with the listing Regulations shall apply for the in-principle approval of Stock Exchange (s), where its shares are listed in terms of the Regulation 37 of the listing regulations.
- 3.3. The Transferee Company shall also comply with the directives of SEBI contained in the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ('Circular');
- 3.4. As Para 10 of SEBI Master Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ('Circular') is applicable to this Scheme, therefore it is provided in the Scheme that the Transferee Company will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders in relation to the said Resolution.

4. SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities and the continuance of proceedings by or against Transferor Company as envisaged in above shall not affect any transaction or proceedings already concluded by Transferee Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that Transferor Company accept and adopts all acts, deeds and things done and executed by Transferee Company in respect thereto as done and executed by Transferee Company in respect thereto as done and executed on behalf of itself.

5. DISSOLUTION OF TRANSFEROR COMPANY

On occurrence of the Effective Date, Transferor Company shall, without any further act or deed, shall stand dissolved without winding up.

CHAPTER 4

OTHER PROVISIONS

1. Application/Petition to National Company Law Tribunal (NCLT):

- 1.1. Transferor Company and Transferee Company shall, with all reasonable dispatch, make application/petition to the Hon'ble NCLT, under Section 230 and other applicable provisions of the Companies Act, 2013 seeking orders for dispensing with or convening, holding and

conducting of the meetings of the classes of its respective members and/or creditors and for sanctioning the Scheme with such modifications as may be approved by the Hon'ble NCLT.

- 1.2. On the Scheme being agreed to by the requisite majorities of all the classes of the members and/or creditors of Transferor Company and Transferee Company shall, with all reasonable dispatch, apply to the Hon'ble NCLT, for sanctioning the Scheme under Sections 230 -232 and other applicable provisions of the Companies Act, 2013, and for such other orders, as the said NCLT may deem fit for carrying this Scheme into effect and for dissolution of Transferor Company without winding-up.

2. Conditionality of Scheme:

The Scheme is conditional upon and subject to:

- 2.1. The Scheme being approved by the requisite majorities in number and value of such classes of persons including the Members and / or Creditors of the Transferor Company and Transferee Company as may be directed by the Court or any other competent authority, as may be applicable.
- 2.2. As Para 10 of SEBI Master Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 is applicable to this Scheme, therefore it is provided in the Scheme that the Transferee Company will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders in relation to the said Resolution
- 2.3. As Para 10 of SEBI Master Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 is applicable to this Scheme, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it.
- 2.4. The Scheme being sanctioned by the NCLT or any other authority under Sections 230 to 232 of the Companies Act, 2013 and to the necessary Order under Section 230 to 232 of the Companies Act, 2013 being obtained.
- 2.5. Certified copies of the Orders of the Court sanctioning the Scheme being filed with the respective Registrar of Companies by the Transferor Company and Transferee Company;
- 2.6. The requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.

3. Modification or Amendment

- 3.1. Transferee Company (acting through its Board of Directors) and Transferor Company (acting through its respective Board of Directors) may assent to any modifications or amendments to this Scheme which the NCLT and/or other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for any question or doubt or difficulty that may arise for implementing and/or carrying out the scheme or which is generally in the benefit or interest of the shareholders and/or creditors. Transferee Company (acting through its Board of Directors) and Transferor Company (each acting through its respective Board of Directors) and after the dissolution of Transferor Company; Transferee Company (by its Board of directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions whether by reason of any order(s) of the NCLT or of any directive or order(s) of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

- 3.2. Transferor Company and Transferee Company shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the Hon'ble NCLT or any other authority is not on terms acceptable to them.
- 3.3. In the event of this Scheme failing to take effect finally this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or its shareholders or creditors or employees or any other person. In such case each Company shall bear its own costs or as may be mutually agreed.

4. General Terms and Conditions

All costs, charges, fees, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions or provisions of this Scheme and matters incidental thereto shall be borne and paid by Transferee Company. All such costs, charges, fees, taxes, stamp duty including duties (excluding the stamp duty, if any, paid on this scheme which shall be pro rata added to the value of the immovable properties), levies and all other expenses, shall be debited to the Profit and Loss Account of Transferee Company.

13. The Applicant Companies have made applications before the Hon'ble National Company Law Tribunal, Chandigarh Bench as per Rule 3(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for the sanction of the Scheme of Arrangement under the provisions of Section 230-232 of the Companies Act, 2013.
14. The rights and interests of the Key Managerial Personnel, Directors, Equity Shareholders, Secured and Unsecured Creditors, Promoters, Non-Promoter Members, Depositors, Debenture Holders, Deposit Trustee, Debenture Trustee, employees of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is at all called from them nor their rights sought to be modified in any manner.
15. Except to the extent of the shares held by the Directors and the KMP in the Transferee Company, none of the Directors, Key Managerial Personnel ('KMPs') of the Transferee Company or their respective relatives are in any way connected or interested in the resolution forming part of the Notice.
16. There is no likelihood that any Secured or Unsecured creditor of the Applicant Companies concerned would lose or be prejudiced as a result of the Scheme being passed since no sacrifice or waiver is at all called for from them nor are their rights sought to be modified in any manner. Hence, the Scheme will not cast any additional burden on the shareholders or creditors of either company nor will it affect the interest of any of the shareholders or creditors.
17. No investigation proceedings have been instituted or are pending under Sections 235 to 251 of the Companies Act, 1956 or the corresponding provisions of the Companies Act, 2013 against any of the companies involved in the Scheme.
18. This statement is being furnished as required under Sections 230(5), 232(1) and 102 of the Companies Act, 2013 read with Rule 3, 5 & 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").
19. The notice pursuant to Section 230(5) of the Companies Act, 2013 in the prescribed format along with Explanatory statement, a copy of the Scheme of Arrangement and the disclosures provided herewith will be served within the prescribed time on the Statutory Authorities, as applicable.

20. Inspection Documents:

Inspection of the following documents will be available at the Registered Office of the Transferee Company:

- a. Copy of the NCLT order dated 26th September, 2022.
- b. Copy of the Scheme of Arrangement of Amalgamation;
- c. Copies of Audited Financials of all the Applicant Companies for the financial years ended on 31st March, 2022;
- d. Contracts or agreements material to the proposed compromise or arrangement;
- e. Copy of the Reports of Board of Directors of the respective Applicant Companies on impact of Scheme on Directors and employee, pursuant to the provisions of Section 232(2) (c) of the Companies Act, 2013;
- f. Copy of the Statutory Auditors' certificate of both the respective Applicant Companies for Accounting standards compliance under Section 133 of the Companies Act, 2013;
- g. Copy of the Valuation Report dated 30th December, 2021 issued by Mr. Ajay Kumar Siwach- Registered Valuer, along with the copy of Fairness opinion dated 30th December, 2021 issued by Corporate Professionals Capital Limited Copy of the Valuation Report dated 31st December, 2020 issued by Abhay Kaushik and
- h. Copy of the Board Resolutions passed by the respective Board of Directors of the Applicant Companies in respect of the approval of the Scheme of Amalgamation.

Date: 14.10.2022
Place: Chandigarh

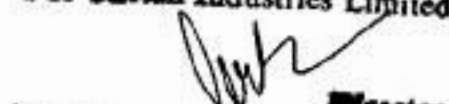
Sd/-
Mrs. Munisha Gandhi
Chairperson appointed vide NCLT Order for the Meetings of
Secured Creditors of JTL Infra Limited

SCHEME OF ARRANGEMENT FOR AMALGAMATION
BETWEEN
CHETAN INDUSTRIES LIMITED
("TRANSFEROR COMPANY")
AND
J T L INFRA LIMITED
("TRANSFEREE COMPANY")
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
FOR AMALGAMATION OF
CHETAN INDUSTRIES LIMITED
("TRANSFEROR COMPANY")
WITH
J T L INFRA LIMITED
("TRANSFEREE COMPANY")
UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

For JTL Infra Limited


Director

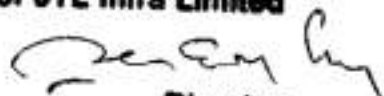
For Chetan Industries Limited


Director

PARTS OF THE SCHEME:

1. **Part I** – This part of Scheme contains general provisions applicable as used in this Scheme including Definitions and Capital Structure of the Companies along with Objects and Rationale of the Scheme.
2. **Part II** – This part of Scheme contains Transfer and Vesting of undertaking of Chetan Industries Limited (“Transferor Company”) with J T L Infra Limited (“Transferee Company”) pursuant to present scheme.
3. **Part III** -This part of Scheme contains Reorganization of Share Capital and the Accounting Methodology adopted for the Amalgamation.
4. **Part IV** - This part of Scheme contains miscellaneous provisions i.e. application/petition to Hon’ble National Company Law Tribunal of relevant jurisdiction and conditionality of Scheme.

For JTL Infra Limited



Director

For Chetan Industries Limited



Director

**SCHEME OF ARRANGEMENT FOR AMALGAMATION
UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
BETWEEN
CHETAN INDUSTRIES LIMITED ("TRANSFEROR COMPANY")
AND
J T L INFRA LIMITED ("TRANSFeree COMPANY")
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

[For Amalgamation of **CHETAN INDUSTRIES LIMITED** with **J T L INFRA LIMITED** under Section 230 and Section 232 of the Companies Act, 2013 and applicable Rules of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.]

PREAMBLE

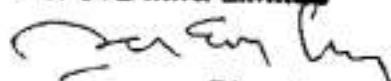
A. An overview of Scheme of Arrangement

- This Scheme of Arrangement is presented under the provisions of Section 230 -232 of the Companies Act, 2013 (as defined hereinafter) and other relevant provisions of the Companies Act, 2013 as may be applicable and applicable Rules of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as defined hereinafter) for Amalgamation of Chetan Industries Limited ("Transferor Company") with J T L Infra Limited (hereinafter referred to as "Transferee Company).
- In consideration J T L Infra Limited ("Transferee Company") to issue its equity shares to the shareholders of Chetan Industries Limited ("Transferor Company") on the basis of exchange ratio, as defined in Part -III of this Scheme.
- In addition, this Scheme of Arrangement also provides for various others matter consequential or otherwise integrally connected herewith.

B. BACKGROUND AND DESCRIPTION OF COMPANIES

1. **Chetan Industries LIMITED** (herein after referred to as 'CIL' or "Transferor Company"), bearing CIN- U26941CH1995PLC017464 was incorporated on 21st December, 1995 under the provisions of Companies Act, 1956 under the name and Style of Bell Cement Limited. Subsequently, on 11th September, 1996 the Transferor Company changed its name to **Chetan Industries Limited**. The registered office of the Company is situated at SCF 18 19, Sector 28 C Chandigarh -160002, India.

For JTL Infra Limited


Director

For Chetan Industries Limited


Director

The Company is engaged in the Business of manufacturing Steel Pipes & Tubes, hollow sections and structural steel that are extensively used in major engineering and construction projects.

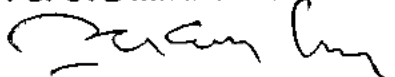
2. **J T L INFRA LIMITED** (herein after referred to as 'JTLI' or "Transferee Company"), bearing CIN L27106CH1991PLC011536 was incorporated on 29th July, 1991 under the provisions of Companies Act, 1956 under the name and Style of Jagan Tubes Limited. Subsequently, on 4th April, 2008, the Transferee Company changed its name to J T L Infra Limited. The registered office of the Company is situated at SCF 18 19, Sector 28 C Chandigarh -160002, India. The shares of company are listed on BSE Limited and Metropolitan Stock Exchange.

The Transferee Company is engaged in the business of producing Black & Galvanized ERW Steel Pipes & Tubes, hollow sections and structural steel that are extensively used in major engineering and construction projects. The group caters to the domestic Indian markets as well as the overseas export markets. J T L has been recognized as Star Export House by the Government of India. J T L offers a wide range of integrated tube & steel pipe solutions embracing standard tubes & pipes.

C. RATIONALE FOR THE SCHEME OF ARRANGEMENT

- The Transferor Company and Transferee Company are engaged in similar nature of business hence, the amalgamation of Chetan Industries Limited ("Transferor Company") with the J T L Infra Limited (Transferee Company) will strengthen the balance sheet of the Transferee Company and shall create a larger and stronger entity, which will have better resources for business growth and expansion. The scheme of arrangement shall provide a running and profitable business to the Transferee Company which has growth potential and shall also provide the shareholders of Transferor Company liquidity through listing and hence there is significant synergy for consolidation of both the entities.
- The independent operations of the Transferor Company and Transferee Company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.

For JTL Infra Limited


Director

For Chetan Industries Limited


Director

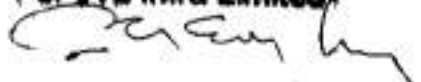
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- The Amalgamation of Transferor Company with Transferee Company shall result in multiple manufacturing facilities under single entity which enables Transferee Company to make production planning in more efficient manner, thereby reducing wastages, improves input-output ratio (yield factor) and shorter lead time.
- The Amalgamation of Transferor Company with Transferee Company will add an advantage of Multi-location production facilities, reduce freight cost, easily availability of finished goods in the marketplaces which will give better and almost real time business intelligence, improve products competitiveness and acceptance amongst the targeted customers.
- The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company.
- The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.
- The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.

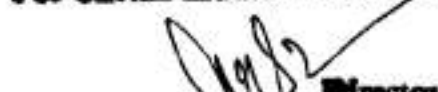
Further This Scheme of Arrangement for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits to their respective members:

- i. Optimum and efficient utilization of capital, resources, assets and facilities;
- ii. Enhancement of competitive strengths including financial resources;
- iii. Consolidation of businesses and enhancement of economic value addition and shareholder value;
- iv. Obtaining synergy benefits;
- v. Better management and focus on growing the businesses.
- vi. The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.

For JTL Infra Limited,


Director

For Chetan Industries Limited


Director

- vii. A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.
- D. Due to the aforesaid reasons, it is considered desirable and expedient to amalgamate both the companies in accordance with this Scheme, pursuant to Section 230 – 232 of the Companies Act, 2013.
- E. The amalgamation of the Transferor Company with the Transferee Company, pursuant to and in accordance with this Scheme, under Section 230-232 of the Companies Act, 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax Act, 1961.

For JTL Infra Limited



Director

For ~~Golden~~ Golden Industries Limited



Director

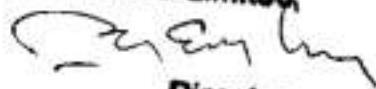
PART-I
GENERAL PROVISIONS

1. DEFINITIONS:

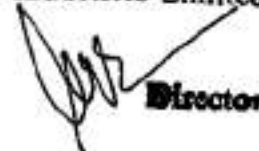
In this Scheme, unless repugnant to the subject or context or meaning thereof, the following expressions shall have the meanings as set out herein below:

- 1.1. 'Act' means the Companies Act, 2013, and rules made thereunder and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force.
- 1.2. "Applicable Law(s)" means (a) all the applicable statutes, notification, enactments, act of legislature, listing regulations, bye-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or other instructions having force of law enacted or issued by any Appropriate Authority including any statutory modifications or re-enactment thereof for the time being in force (b) administrative interpretations, writs, injunctions, directions, directives, judgments, arbitral awards, decree, orders, or governmental approvals of, or agreement with, any relevant authority, as may be in force from time to time;
- 1.3. 'Appointed Date' means 1st day of April, 2021 or such other date as may be approved by the National Company Law Tribunal (NCLT) or by such other competent authority having jurisdiction over the Transferor Company and the Transferee Company.
- 1.4. 'Board' or 'Board of Directors' shall mean Board of Directors of the Transferor Company and the Transferee Company, as the case may be, and unless it be repugnant to the context or otherwise, include a committee of directors or any person(s) authorized by the board of directors or such committee of directors.
- 1.5. BSE shall mean BSE Limited.
- 1.6. 'Effective Date': means the date on which certified copy of the order of the Hon'ble National Company Law Tribunal, Chandigarh Bench or Hon'ble National Company Law Tribunal having jurisdiction over Transferor Company and Transferee Company under Sections 230 and 232 of the Act sanctioning the Scheme is filed with the Registrar of Companies, Chandigarh.

For JTL Infra Limited,


Director

For Chetan Industries Limited


Director

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References in this Scheme to the date of "Upon the Scheme becoming effective" or "Effectiveness of this Scheme" shall mean the Effective Date.

- 1.7. "Law" or "Applicable Law" includes all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any government, statutory authority, tribunal, board, court or recognized stock exchange of India or any other country or jurisdiction as applicable.
- 1.8. 'Listing Regulations': means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modification or any enactment thereof.
- 1.9. 'NCLT' or 'Tribunal': means the Hon'ble National Company Law Tribunal, Chandigarh Bench or Hon'ble National Company Law Tribunal having jurisdiction over Transferor Company and Transferee Company or any other appropriate forum or authority empowered to approve the Scheme as per the law for the time being in force.
- 1.10. MSE : Means Metropolitan Stock Exchange.
- 1.11. "Record Date(s)" means the date(s) to be fixed by the Board of Directors of the Transferee Company, after the Effective Date, with reference to which the eligibility of the equity shareholder of the Transferor Company for the purposes of issue and allotment of shares of the Transferor Company, in terms of the Scheme, shall be determined.
- 1.12. Rules: means Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- 1.13. "Registrar of Companies" or "RoC": means the Registrar of Companies, Chandigarh.
- 1.14. "Scheme": means this Scheme of Amalgamation as set out herein and approved by the Board of Directors of the Transferor Company and the Transferee Company, subject to such modifications as the Hon'ble NCLT may impose or the Transferor Company and the Transferee Company may prefer and the Hon'ble NCLT may approve.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning prescribed to them under the

For JTL Infra Limited

Director

For Shakti Industries Limited

Director

Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

- 1.15. 'SEBI' means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992.
- 1.16. 'SEBI Master Circular' means Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by SEBI.
- 1.17. 'Stock Exchanges' shall mean BSE and MSE, where the equity shares of the Transferee Company are currently listed.
- 1.18. 'Transferee Company' or 'JTL Infra Limited' or 'JTLIL' shall mean JTL Infra Limited', a Company incorporated under the provisions of Companies Act, 1956 having its Registered Office at SCF 18 19, Sector 28 C Chandigarh -160002, India.
- 1.19. 'Transferor Company' or 'Chetan Industries Limited' or 'CIL' shall mean Chetan Industries Limited', a Company incorporated under the provisions of Companies Act, 1956 having its Registered Office at SCF 18 19, Sector 28 C Chandigarh -160002, India.

2. DATE OF EFFECT AND OPERATIVE DATE:

The Scheme setout herein in its present form or with any modification(s), if any made as per Clause 3 of PART-IV of this Scheme shall be effective from the Appointed Date but shall come into effect from Effective Date.

3. CAPITAL STRUCTURE :

The Capital Structure of the Transferee Company and the Transferor Company, as on Appointed Date and immediately before implementation of the Scheme are as under:

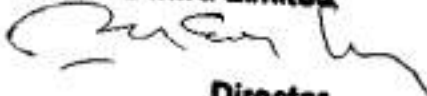
3.1 JTL INFRA LIMITED

The Capital Structure of the Transferee Company as on Appointed Date i.e. 1st April, 2021 and immediately before implementation of the Scheme are as under:


PARTICULARS	AMOUNT (Rs.)
Authorized Share Capital 17,000,000 Equity Shares of Rs.10 Each	17,00,00,000.00
Issued, Subscribed and Paid up Share Capital 10,607,430 Equity Shares of Rs.10 Each	10,60,74,300.00
Total	10,60,74,300.00

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For JTL Infra Limited


Director

For Chetan Industries Limited


Director

However, subsequent to appointed date i.e. on August 7, 2021 the Board of Director of the Company have approved the subdivision of shares of the company i.e. the equity shares of face value of Rs. 10 each has been divided into 5 equity shares of Face Value of Rs. 2 each subject to approval of shareholders of the Company.

PARTICULARS	AMOUNT (Rs.)
Authorized Share Capital 8,50,00,000 Equity Shares of Rs. 2 Each	17,00,00,000.00
Issued, Subscribed and Paid up Share Capital 5,30,37,150 Equity Shares of Rs. 2 Each	10,60,74,300.00
Total	10,60,74,300.00

There is no change in the Capital Structure of the Transferee Company since the Appointed Date.

3.2 CHETAN INDUSTRIES LIMITED

The Capital Structure of the Transferor Company as on Appointed Date i.e. 1st April, 2021 and immediately before implementation of the Scheme are as under:

PARTICULARS	AMOUNT (Rs.)
Authorized Share Capital 2,00,00,000 Equity Shares of Rs. 10 Each	2,00,00,000.00
Issued, Subscribed and Paid up Share Capital 1,60,72,260 Equity Shares of Rs. 10 Each	1,60,72,600.00
Total	1,60,72,600.00

However, subsequent to appointed date i.e. on June 29, 2021 the Board of Director of the Company have approved the subdivision of shares of the company i.e. the equity shares of face value of Rs. 10 each has been divided into 10 equity shares of Face Value of Re. 1 each which were confirmed by the shareholders of the Company dated July 30, 2021.

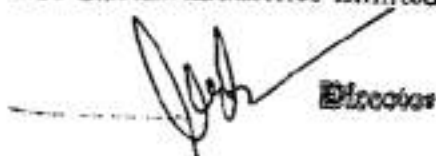
PARTICULARS	AMOUNT (Rs.)
Authorized Share Capital 2,00,00,000 Equity Shares of Rs. 1 Each	2,00,00,000.00
Issued, Subscribed and Paid up Share Capital 1,60,72,600.00 Equity Shares of Rs. 1 Each	1,60,72,600.00
Total	1,60,72,600.00

There is no change in the Capital Structure of the Transferor Company since the Appointed Date.

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For JTL Infra Limited

Director

For Chetan Industries Limited

Director

PART-II

TRANSFER & VESTING OF UNDERTAKING

1. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and the whole of the undertaking(s), properties and liabilities of Transferor Company shall, in terms of Section 230 and 232 and applicable provisions, if any, of the Companies Act, 2013 and pursuant to the orders of the Hon'ble NCLT or any other appropriate authority or forum, if any, sanctioning the Scheme, without any further act, instrument, deed, matter or thing, stand transferred and vested in and/ or deemed to be transferred to and vested in Transferee Company as a going concern so as to become, as and from the Appointed Date, the undertaking(s), properties and liabilities of Transferee Company by virtue of and in the manner provided in this Scheme.
2. With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and undertaking of Transferor Company shall stand transferred to and be vested in Transferee Company without any further deed or act, together with all their properties, assets, rights, benefits and interest therein, subject to existing charges thereon in favour of banks and financial institutions, as the case may be, in the following manner:

3. TRANSFER OF ASSETS

Upon the sanction of the Scheme by the Hon'ble NCLT, and without prejudice to the generality of the preceding clause, upon the coming into effect of the Scheme and with effect from the Appointed Date:

- 3.1. All immovable properties, assets and rights in the immovable properties of the Transferor Company, whether freehold or leasehold or converted or otherwise and in terms of such permitted usage as mentioned therein and all documents of title, rights and easements in relation thereto shall pursuant to the provisions of Sections 230 to 232 of the Act and pursuant to the orders of the Hon'ble NCLT or any other appropriate authority sanctioning the Scheme and without any further act or deed shall stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company, as a going concern, subject to all the encumbrances, fixed and/or floating charges and/or rights given to the lenders of the other divisions of Transferor Company, if any, affecting the same or any part hereof and arising out of liabilities which shall also stand transferred to the Transferee Company. The Transferee Company shall be entitled to and exercise all rights and privileges attached thereto and shall be liable to pay ground rent, taxes and to fulfill obligations in relation to or applicable to such immovable properties. The Transferee

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For JTL Infra Limited


Director

For Gitan Industries Limited


Director

Company, shall under the provisions of Scheme be deemed to be authorized to execute such instruments, deeds and writing on behalf of the Transferor Company to implement or carry out all such formalities or compliances to give effect to the provisions of this Scheme. The mutation of the title to the immovable properties shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and upon the Scheme becoming effective, in accordance with the terms hereof, in favour of the Transferee Company. Any inchoate title or possessory title of the Transferor Company shall be deemed to be the title of the Transferee Company.

- 3.2. In respect of all the movable assets of the Transferor Company and the assets which are otherwise capable of transfer by physical delivery or endorsement and delivery, including, but not limited to, stock of goods, raw materials available in the market/ depots/ Godown / factories, sundry debtors, plants and equipment's, temporary structure, sheds which can be dismantled and transferred by delivery, outstanding loans and advances, insurance claims, advance tax, Minimum Alternate Tax (MAT), Goods and Service Tax (GST), set-off rights, pre-paid taxes, levies/liabilities, CENVAT/VAT credits or refunds, if any, recoverable in cash or in kind or for value to be received, bank balances, earnest money and deposits, if any, with Government, Semi-Government, quasi – government or other authority or body or with any company or local and other persons or any other assets otherwise capable of transfer by physical delivery would get transferred by physical delivery only and all others assets would get transferred by endorsement and delivery by vesting and recordable pursuant to this Scheme, shall stand vested in Transferee Company, and shall become the assets and an integral part of Transferee Company without any further instrument, deed or act or payment of any further fee, charge or securities.
- 3.3. Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme on the Appointed Date, all consents, permissions, licenses, approvals, certificates, clearances and authorities including the licenses required for production and distribution of products of the Transferor Company in India and overseas market, and any other licenses, given by, issued to or executed in favour of the Transferor Company in relation to the business as on the Appointed Date, shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the rights and benefits under the same shall be available to the Transferee Company. Any registration fees, charges, etc paid by the Transferor Company in relation to the aforementioned consents, permissions, licenses, approvals, certificates, clearances and authorities, shall deemed to have been paid by the Transferee Company.

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For JTL Infra Limited



Director

For Oberoi Industries Limited

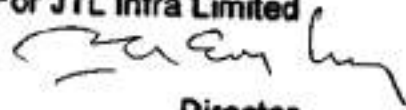


Director

- 3.4. With effect from the Appointed Date, Transferee Company shall be entitled to exercise all rights and privileges and be liable to pay ground rent, taxes and fulfill obligations, in relation to or applicable to such immovable properties. The mutation/substitution of the title to the immovable properties shall be made and duly recorded in the name of Transferee Company by the appropriate authorities pursuant to the sanction of the Scheme by the Hon'ble NCLT and the Scheme becoming effective in accordance with the terms hereof.
- 3.5. With effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to Transferor Company to which the Transferor Company are the party or to the benefit of which Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favor of Transferee Company and may be enforced as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or oblige thereto.
- 3.6. With effect from the appointed date and upon the Scheme becoming effective, all permits, quotas, rights, entitlements, licenses including those relating to trademarks, tenancies, patents, copyrights, privileges, software, powers, facilities of every kind and description of whatsoever nature in relation to Transferor Company to which Transferor Company is the party or to the benefit of which Transferor Company may be eligible and which are subsisting or having effect immediately before the effective date, shall be enforceable as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or oblige thereto.
- 3.7. With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, no-objection certificates, permissions or approvals or consents required to carry on operations of Transferor Company or granted to Transferor Company shall stand vested in or transferred to Transferee Company without further act or deed, and shall be appropriately transferred or assigned by the statutory authorities concerned therewith in favor of Transferee Company upon the vesting of Transferor Company Businesses and Undertakings pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of Transferor Company shall vest in and become available to Transferee Company pursuant to this scheme.
- 3.8. With effect from the Appointed Date and upon the Scheme becoming effective, all motor vehicles of any description whatsoever of Transferor Company shall stand transferred to and be vested in the Transferee Company, and the appropriate Governmental and

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For JTL Infra Limited



Director

For Chetan Industries Limited



Director

Registration Authorities shall substitute the name of Transferee Company in place of Transferor Company, without any further instrument, deed or act or any further payment of fee, charge or securities.

- 3.9. All motor vehicles of any description whatsoever shall stand transferred to and be vested in the name of the Transferee Company, and the appropriate Governmental and Registration Authorities shall substitute the name of Transferee Company in place of Transferor Company, without any further instrument, deed or act or any further payment of fee, charge or securities.


4. TRANSFER OF LIABILITIES

- 4.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities of Transferor Company including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the Hon'ble NCLT and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

- 4.2. All amounts due to Government of India and other authorities and all Bank related liabilities of the Transferor Company and comprising principle outstanding against loans, term loans, cash credit facilities, guarantees, non - fund based limits, buyers credit, etc and including all interest, charges, fee, penal/ compound interest etc. on such outstanding as on Appointed Date, will become the liabilities of Transferee Company and shall be at same footing as the liabilities towards the Banks of Transferee Company.

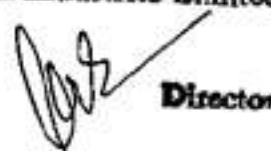
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For JTL Infra Limited



Director

For Ebtan Industries Limited



Director

4.3. The transfer and vesting of the entire business and undertaking of Transferor Company as aforesaid, shall be subject to the existing securities, charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of Transferor Company, as the case may be.

Provided that the securities, charges and mortgages (if any subsisting) over and in respect of the part thereof, of Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of Transferor Company vested in Transferee Company pursuant to the Scheme.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by Transferor Company which shall vest in Transferee Company by virtue of the amalgamation of Transferor Company with Transferee Company and Transferee Company shall not be obliged to create any further or additional security there for after the amalgamation has become operative.

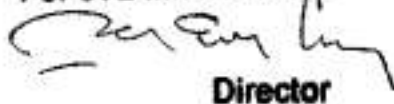
4.4. All other debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date, whether or not provided in the books of the Transferor Company, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Company on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.

4.5. Where any such debts, loans raised, liabilities, duties and obligations (including contingent liabilities) of the Transferor Company as on the Appointed Date have been discharged or satisfied by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.

4.6. Loans or other obligations, if any, due between Transferee Company and Transferor Company shall stand discharged and there shall be no liability in that behalf. In so far as any securities, debentures or notes issued by Transferor Company and held by Transferee Company and vice versa are concerned, the same shall, unless sold or transferred by holder of such securities, at any time prior to the Effective Date, stand cancelled and shall have no further effect.

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For JTL Infra Limited



Director

For Chetan Industries Limited



Director

4.7. All loans raised and utilised and all liabilities, duties and obligations incurred or undertaken by the Transferor Company in the ordinary course of its business after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.

5. LEGAL PROCEEDINGS

5.1. With effect from the Appointed Date and upon the Scheme becoming effective, Transferee Company shall bear the burden and the benefits of any legal or other proceedings including direct and indirect tax assessments, if any, initiated by or against Transferor Company.

Provided however, all legal, administrative and other proceedings of whatsoever nature by or against Transferor Company pending in any court or before any authority, judicial, quasi-judicial or administrative, any adjudicating authority and/or arising after the Appointed Date and relating to Transferor Company or its respective properties, assets, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against Transferor Company; and from the Effective Date, shall be continued and enforced by or against Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against Transferor Company.

5.2. If any suit, appeal or other proceedings of whatever nature by or against Transferor Company be pending, the same shall not abate, be discontinued or be in any way be prejudicially affected by reason of the transfer of the Transferor Company business and undertakings or of anything contained in this scheme but the proceedings may be continued, prosecuted and enforced by or against Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Transferor Company as if this Scheme had not been made.

6. STAFF, WORKMEN AND EMPLOYEES

With effect from the Appointed Date and upon the scheme becoming effective, all persons that were employed by Transferor Company immediately before such date shall become employees of

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For JTL Infra Limited

Director

For Ghanan Industries Limited

Director

Transferee Company with the benefit of continuity of service on same terms and conditions as were applicable to such employees of Transferor Company immediately prior to such transfer and without any break or interruption of service. Transferee Company undertakes to continue to abide by agreement/settlement, if any, entered into by Transferor Company with any union/employee thereof. With regard to Provident Fund, Gratuity Fund, Superannuation fund or any other special fund or obligation created or existing for the benefit of such employees of Transferor Company upon occurrence of the Effective Date, Transferee Company shall stand substituted for Transferor Company, for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The existing Provident Fund, Gratuity Fund and Superannuation Fund or obligations, if any, created by Transferor Company for its employees shall be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, Transferee Company will make the necessary contributions for such transferred employees of Transferor Company and deposit the same in Provident Fund, Gratuity Fund or Superannuation Fund or obligations, where applicable. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of Transferor Company in relation to such schemes or funds shall become those of Transferee Company.

7. CONTRACTS, DEEDS, ETC

7.1. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature whether pertaining to immovable properties or otherwise to which the Transferor Company is a party or to the benefit of which Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favor of, as the case may be, Transferee Company and may be enforced as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party or beneficiary or obligee thereto or there under.

7.2. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, power of attorney given by, issued to or executed in favour of Transferor Company shall stand transferred to Transferee Company, as if the same were originally given by, issued to or executed in favour of Transferee Company, and Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to Transferee Company. The Transferee Company shall make applications and do all such acts

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For JTL Infra Limited



Director

For Gitan Industries Limited



Director

or things which may be necessary to obtain relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

7.3. It is herein clarified that, the Transferee Company will, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangements in relation to Transferor Company to which Transferor Company are parties, in order to give formal effect to the above provisions. Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of Transferor Company and to carry out or perform all such formalities or compliances referred to above on part of Transferor Company.

8. TAXES AND OTHER MATTERS

8.1. All taxes (including, without limitation, income tax, wealth tax, entry tax, sales tax, excise duty, custom duty, service tax, Goods and Service Tax (GST), VAT, etc. referred as 'Tax laws') paid or payable by the Transferor Company in respect of the operations, assets and / or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, insofar as it relates to the tax payments (including, without limitation, Income Tax, Minimum Alternate Tax (MAT), Dividend Distribution Tax, Wealth Tax, Sales Tax, Excise Duty, Custom Duty, Service Tax, Goods and Service Tax (GST), VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall in all proceedings, be dealt with accordingly.

8.2. Any refund under the Tax Laws due to the Transferor Company consequent to the assessment made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company. The Transferee Company is expressly permitted to revise and expressly permitted to file income tax returns, sales tax/ value added tax returns, excise duty, service tax returns and other tax returns, and to claim refunds/ credits pursuant to the provisions of this Scheme. The Transferee Company shall be entitled to such tax benefits including but not limited to MAT paid under section 115JA/ 115JB of the Income Tax Act, 1961 and the right to claim credit therefore in accordance with the provisions of Section 115JAA of the Income Tax Act, 1961 including the benefit of brought

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For JTL Infra Limited


Director

For Chotan Industries Limited


Director

forward losses or depreciation as admissible under the provisions of the Income Tax Act, 1961 including under section 72A to the extent applicable of the Transferor Company from taxable profits of the Transferee Company with effect from the Appointed Date. The Transferee Company shall continue to enjoy the tax benefits/ concessions provided to the Transferor Company through Notifications/ Circulars issued by the concerned authorities.

- 8.3. All taxes of any nature, duties, cesses or any other like payment or deductions made by Transferor Company to any statutory authorities such as Income Tax, Sales tax, VAT, service tax, Goods and Service Tax (GST) etc. or any tax deduction / collection at source, tax credits under Tax laws, relating to the period after the Appointed Date up to the Effective date shall be deemed to have been on account of or paid by the Transferee Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Transferee Company upon the passing of the orders on this Scheme by the Hon'ble NCLT upon relevant proof and documents being provided to the said authorities.
- 8.4. The income tax, if any, paid by Transferor Company on or after the Appointed Date, in respect of income assessable from that date, shall be deemed to have been paid by or for the benefit of Transferee Company. Further, Transferee Company shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by Transferor Company for any year, if so necessitated or consequent to this Scheme notwithstanding that the time prescribed for such revision may have elapsed.
- 8.5. From the Effective Date and till such time as the name of the Transferee Company would get entered as the account holder in respect of all the bank accounts and demat accounts of Transferor Company in the relevant bank's/DP's books and records, the Transferor Company shall be entitled to operate the bank/demat accounts of Transferee Company in the existing names.
- 8.6. Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorizations of Transferor Company shall stand transferred by the order of the NCLT to Transferee Company, Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning court.

9. **Conduct of Business**

With effect from the Appointed Date and till the Scheme come into effect:

For JTL Infra Limited


Director

For Chetan Industries Limited

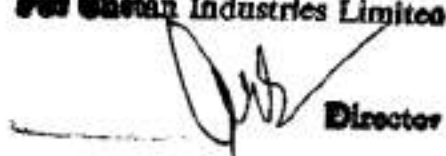

Director

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- 9.1. Transferor Company shall be deemed to carry on all its businesses and activities and stand possessed of its properties and assets for and on account of and in trust for Transferee Company; and all the profits accruing to Transferor Company and all taxes thereon or gains or losses arising or incurred by them shall, for all purposes, be treated as and deemed to be the profits or losses, as the case may be, of Transferee Company;
- 9.2. Transferor Company shall carry on its business with reasonable diligence and in the same manner as they had been doing hitherto, and Transferor Company shall not alter or substantially expand its business except with the concurrence of Transferee Company;
- 9.3. Transferor Company shall not, without the written concurrence of Transferee Company, alienate charge or encumber any of its properties except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of Transferee Company, as the case may be.
- 9.4. Transferor Company shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of Transferee Company the terms and conditions of employment of any of its employees, nor shall it conclude settlement with any union or its employees except with the written concurrence of Transferee Company.
- 9.5. With effect from the Appointed Date, all debts, liabilities, duties and obligations of Transferor Company as on the close of business on the date preceding the Appointed Date, whether or not provided in its books and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of Transferee Company.
- 9.6. Upon the Scheme coming into effect, Transferee Company shall commence and carry on and shall be authorized to carry on the business carried on by Transferor Company.
10. For the purpose of giving effect to the vesting order passed under Sections 230 and 232 of the Act in respect of this Scheme by the Hon'ble NCLT, Transferee Company shall, at any time pursuant to the order on this Scheme, be entitled to get the record all of the change in the legal right(s) upon the vesting of the Transferor Company business and undertakings in accordance with the provisions of Sections 230 and 232 of the Act. Transferee Company shall be authorized to execute any pleadings; applications, forms, etc. as are required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

For JTL Infra Limited

Director

For Gitan Industries Limited

Director

PART- III

REORGANIZATION OF CAPITAL

1. REORGANISATION OF CAPITAL IN THE TRANSFEREE COMPANY

1.1. Issue of Shares in the Share Capital of Transferee Company;

Upon coming into effect of the Scheme and in consideration for the amalgamation of Transferor Company with the Transferee Company, the Transferee Company shall, without any further application or deed, issue and allot shares of face value of Rs. 2/- each to the members of Transferor Company whose name appear in the Register of Members as on the Record Date or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, in the following manner:


Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 117 (One Hundred and Seventeen) Equity shares of face value of Rs.2/- (Rupees Two) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Re.1/- (Rupee One) each held by them in "Transferor Company" pursuant to this Scheme of Amalgamation.

- 1.2. For arriving at the share exchange ratio as outlined above, the Companies have considered the Valuation Report submitted by Mr. Ajay Kumar Siwach (Registered Valuer, IBBI - Reg No. IBBI/RV/05/2019/11412).
- 1.3. Cross holding at the time of record date (if any), between Transferor Company and the Transferee Company, if not transferred prior to the Effective Date, shall get cancelled at the time of allotment of shares to the shareholders of Transferor Company by Transferee Company and the approval of Scheme by the NCLT under section 230 and 232 of the Companies Act, 2013 and shall also be treated as approval under section 66 of the Companies Act, 2013 for reduction of capital pursuant to such cancellations.
- 1.4. In the event of there being any pending and valid share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of Directors or any committee thereof of the Transferor Company shall be empowered in appropriate cases, even subsequent to the Specified Date or the Effective Date, as the case may be, to effectuate such a transfer in the Transferor Company as if such changes in registered holder were operative as on the Specified Date, in order to remove any difficulties arising to the Transferee Company, of such shares.

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For JTL Infra Limited

Director


For Chotan Industries Limited

Director

- 1.5. Any fraction arising out of allotment of shares as per clause 1.1 above shall be held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares as per the scheme. The Transferee Company shall compensate the eligible shareholders of transferor Company for such fractional shares.
- 1.6. The said equity shares in the capital of Transferee Company be issued to the shareholders of Transferor Company shall rank pari passu in all respects, with the existing equity shares in Transferee Company from the Appointed Date. Such shares in Transferee Company, to be issued to the shareholders of Transferor Company will, for all purposes, save as expressly provided otherwise, be deemed to have been held by each such member from the Appointed Date.
- 1.7. Upon the Scheme becoming effective and subject to the above provisions, the shareholders of Transferor Company (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company) as on the record date shall receive the shares in their respective Demat accounts or in case there is any specific request from any of the shareholders of the Transferor Company, then such shareholders shall be issued new share certificates. Upon the issue and allotment of new shares in the capital of Transferee Company to the shareholders of Transferor Company, the share certificates in relation to the shares held by them in Transferor Company shall be deemed to have been cancelled. All certificates for the new shares, if any issued, in the capital of Transferee Company shall be sent by Transferee Company to the said shareholders of Transferor Company at their respective registered addresses as appearing in the said registers (or in the case of joint holders to the address of that one of the joint holders whose name stands first in such Registers in respect of such joint holding) and Transferee Company shall not be responsible for any loss in transit.
- 1.8. Approval of this Scheme by the shareholders of Transferee Company shall be deemed to be the due compliance of the provisions of Section 62 of the Companies Act, 2013 for the issue and allotment of shares by Transferee Company to the shareholders of Transferor Company, as provided in this Scheme.
- 1.9. INCREASE IN AUTHORIZED SHARE CAPITAL
- 1.9.1. With effect from the Effective Date and upon the Scheme becoming effective, without any further acts or deeds on the part of the Transferor Company or Transferee Company and notwithstanding anything contained in Section 61 of Companies Act, 2013 the Authorized Share capital of Transferor Company as

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For JTL Infra Limited

Director

For ~~Chetan~~ Industries Limited

Director

appearing in its Memorandum of Association on the Effective Date shall get clubbed with the Authorized Share Capital of the Transferee Company as appearing in its Memorandum of Association on the Effective Date and pursuant to this clubbing the Clause V of the Memorandum of Association of the Transferee Company shall stand altered to give effect to the same with effect from the Effective Date. The Face Value of Equity share shall remain same as of the Transferee Company after clubbing of Authorized Capital.

1.9.2. Further, in terms of section 232(3)(i) of the Act, upon coming into effect, the fee and duty paid on the Authorized Equity Share Capital of Transferor Company shall be set off against the fee payable on Authorized Share Capital of Transferee Company, without any further act or deed.

1.9.3. On approval of the Scheme by the members of Transferee Company pursuant to Section 230 -232 of the Companies Act, 2013, it shall be deemed that the said members have also accorded their consent under relevant Clauses of the Memorandum of Association and Article of Association of the Company and Section 13, Section 14 and Section 61 of the companies Act, 2013 as may be applicable for giving effect to the provisions contained in this Scheme.

1.9.4. The issue and allotment of shares to Shareholders of Transferor Company, as provided in this Scheme, shall be deemed to be made in compliance with the procedure laid down under Section 62 of the Companies Act, 2013.


1.10. On approval of the Scheme by the members of Transferee Company pursuant to Section 230 -232 of the Companies Act, 2013, it shall be deemed that the said members have also accorded their consent under relevant Articles of the Articles of Association of the Company and Section 61 and Section 64 of the companies Act, 2013 as may be applicable for giving effect to the provisions contained in this Scheme.

2. ACCOUNTING TREATMENT FOR AMALGAMATION

Upon the coming into effect of this Scheme, the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall give effect to the accounting treatment in relation to the amalgamation of Company in its books of account in accordance with the " Pooling of Interest Method" of accounting as laid down in Appendix -C of IND-AS 103 (Business Combination of Entities under common control) as specified under Section 133 of the Companies

For JTL Infra Limited

Director

For Chetan Industries Limited

Director

Act read with the Companies (Indian Accounting Standards) Rules, 2015 or any other relevant or related requirement under the Companies Act, as may be applicable.

- 2.1 Transferee Company shall, record all the assets and liabilities, including Reserves of the Transferor Company vested in it pursuant to this Scheme, at its respective book values as appearing in the books of Transferor Company on the Appointed Date.
- 2.2 The identity of reserve shall be preserved and shall appear in the financial statement of Transferee Company, in the same form in which they appeared in the financial statement of Transferor Company.
- 2.3 Inter-company transactions and balances including loans, advances, amount receivable or payable inter-se between the Transferor Company and the Transferee Company as appearing in their books of account, if any, shall stand cancelled.
- 2.4 Transferee Company shall credit the aggregate face value of equity shares issued by it to the eligible shareholders of Transferor Company pursuant to Clause 1.1.1. of Part III of this Scheme to the equity share capital account in its books of account.
- 2.5 The difference between the share capital issued by the Transferee Company and the net assets of the Transferor Company acquired would be adjusted in the reserves of the Transferee Company. Also, the difference, if any arising from the cancellation of cross-holdings (if any) shall be adjusted in the reserves of the Transferee Company.
- 2.6 In case of any differences in the accounting policies between Transferor Company and Transferee Company, the impact of same will be quantified and adjusted in the capital reserves of the Transferee Company to ensure that the financial statements of Transferee Company reflect the true financial position on the basis of consistent accounting policies.
- 2.7 Investment, if any, in the equity share capital of the Transferor Company by the Transferee Company as appearing in the books of accounts of Transferee Company or vice versa, if not transferred prior to the Effective Date, shall stand cancelled and there shall be no further obligation / outstanding in that behalf.

3. LISTING AGREEMENT AND SEBI COMPLIANCES

- 3.1. Since the Transferee Company being a listed company, this Scheme is subject to the Compliances by the Transferee Company of all the requirements under the listing regulations and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of the Scheme.

For JTL Infra Limited



Director

For Chetan Industries Limited



Director

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3.2. The Transferee Company in compliance with the listing Regulations shall apply for the in-principle approval of Stock Exchange (s), where its shares are listed in terms of the Regulation 37 of the listing regulations.

3.3. The Transferee Company shall also comply with the directives of SEBI contained in the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ('Circular');

3.4. As Para 10 of SEBI Master Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ('Circular') is applicable to this Scheme, therefore it is provided in the Scheme that the Transferee Company will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders in relation to the said Resolution.

4. Saving of Concluded Transactions

The transfer of properties and liabilities and the continuance of proceedings by or against Transferor Company as envisaged in above shall not affect any transaction or proceedings already concluded by Transferee Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that Transferor Company accept and adopts all acts, deeds and things done and executed by Transferee Company in respect thereto as done and executed by Transferee Company in respect thereto as done and executed on behalf of itself.

5. Dissolution of Transferor Company

On occurrence of the Effective Date, Transferor Company shall, without any further act or deed, shall stand dissolved without winding up.

For JTL Infra Limited



Director

For Gitan Industries Limited



Director

PART - IV
OTHER PROVISIONS

1. Application/Petition to National Company Law Tribunal (NCLT):

- 1.1. Transferor Company and Transferee Company shall, with all reasonable dispatch, make application/petition to the Hon'ble NCLT, under Section 230 and other applicable provisions of the Companies Act, 2013 seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes of its respective members and/or creditors and for sanctioning the Scheme with such modifications as may be approved by the Hon'ble NCLT.
- 1.2. On the Scheme being agreed to by the requisite majorities of all the classes of the members and/or creditors of Transferor Company and Transferee Company shall, with all reasonable dispatch, apply to the Hon'ble NCLT, for sanctioning the Scheme under Sections 230 -232 and other applicable provisions of the Companies Act, 2013, and for such other orders, as the said NCLT may deem fit for carrying this Scheme into effect and for dissolution of Transferor Company without winding-up.

2. Conditionality of Scheme:

The Scheme is conditional upon and subject to:

- 2.1. The Scheme being approved by the requisite majorities in number and value of such classes of persons including the Members and / or Creditors of the Transferor Company and Transferee Company as may be directed by the Court or any other competent authority, as may be applicable.
- 2.2. As Para 10 of SEBI Master Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 is applicable to this Scheme, therefore it is provided in the Scheme that the Transferee Company will provide voting by the public shareholders through e-voting and will disclose all material facts in the explanatory statement, to be sent to the shareholders in relation to the said Resolution
- 2.3. As Para 10 of SEBI Master Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 is applicable to this Scheme, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it.
- 2.4. The Scheme being sanctioned by the NCLT or any other authority under Sections 230 to 232 of the Companies Act, 2013 and to the necessary Order under Section 230 to 232 of the Companies Act, 2013 being obtained.

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For JTL Infra Limited

Director

For Gitan Industries Limited

Director

- 2.5. Certified copies of the Orders of the Court sanctioning the Scheme being filed with the respective Registrar of Companies by the Transferor Company and Transferee Company;
- 2.6. The requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.

3. Modification or Amendment

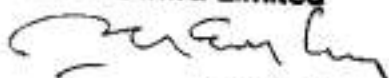
- 3.1. Transferee Company (acting through its Board of Directors) and Transferor Company (acting through its respective Board of Directors) may assent to any modifications or amendments to this Scheme which the NCLT and/or other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for any question or doubt or difficulty that may arise for implementing and/or carrying out the scheme or which is generally in the benefit or interest of the shareholders and/or creditors. Transferee Company (acting through its Board of Directors) and Transferor Company (each acting through its respective Board of Directors) and after the dissolution of Transferor Company; Transferee Company (by its Board of directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions whether by reason of any order(s) of the NCLT or of any directive or order(s) of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.
- 3.2. Transferor Company and Transferee Company shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the Hon'ble NCLT or any other authority is not on terms acceptable to them.
- 3.3. In the event of this Scheme failing to take effect finally this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or its shareholders or creditors or employees or any other person. In such case each Company shall bear its own costs or as may be mutually agreed.

4. General Terms and Conditions

All costs, charges, fees, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions or provisions

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For JTL Infra Limited



Director

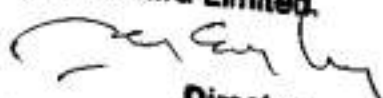
For Ghaten Industries Limited



Director

of this Scheme and matters incidental thereto shall be borne and paid by Transferee Company. All such costs, charges, fees, taxes, stamp duty including duties (excluding the stamp duty, if any, paid on this scheme which shall be pro rata added to the value of the immovable properties), levies and all other expenses, shall be debited to the Profit and Loss Account of Transferee Company.

For JTL Infra Limited.



Director

For ~~Shree~~ Industries Limited



Director



Ajay Kumar Siwach
FCS, LL.B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

VALUATION ANALYSIS

FOR THE PROPOSED AMALGAMATION OF

CHETAN INDUSTRIES LIMITED
(TRANSFEROR COMPANY)

AND

J T L INFRA LIMITED
(TRANSFeree COMPANY)

UNDER SECTION 230 - 232 OF THE COMPANIES ACT, 2013



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Ajay Kumar Siwach
FCS, LL.B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

To
The Board of Directors
J T L Infra Limited
SCF 18 19, Sector 28 C,
Chandigarh -160002, India

To
The Board of Directors
Chetan Industrial Limited
SCF 18 19, Sector 28 C,
Chandigarh -160002, India

Dear Sir/ Ma'am,

Sub: Recommendation of Equity Share Exchange Ratio pursuant to the proposed Scheme of Arrangement for Amalgamation of Chetan Industries Limited (Transferor Company "CIL") with J T L Infra Limited ("Transferee Company"/"JTLIL").

We refer to our letter of engagement dated August 12, 2021 and our valuation report issued on 18th August, 2021 for recommendation of share exchange ratio for the proposed Amalgamation of Chetan Industries Limited (herein after referred to as "Transferor Company"/"CIL") with J T L Infra Limited (herein after referred to as "Transferee Company"/"JTLIL"), pursuant to a Scheme of Amalgamation under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013. We have been informed by the CIL and JTL that BSE Limited has informed JTL to determine the share exchange ratio on the basis of latest financial which should not be older than 3 (Three) Months on the date of valuation hence, to comply with the observation of BSE Limited we have carried the valuation on the basis of Audited Financial of both CIL and JTL as on 30th September, 2021. In accordance with the instructions of CIL and JTL, we are enclosing our Valuation Report along with this letter. In attached report, we have summarized the recommendation of equity share exchange ratio on the basis of audited balance sheet of Transferor Company and Limited Reviewed Balance Sheet of Transferee Company as on 30th September, 2021 together with the description of methodologies used and limitation on our Scope of Work.

This Valuation Analysis is confidential and has been prepared exclusively for the Management of the Company. It should not be used, reproduced or circulated to any other person, in whole or in part, without the prior written consent of Mr. Ajay Kumar Siwach (Registered Valuer). Such consent will only be given after full consideration of the circumstance at the time. We are however aware that the conclusion in this report may be used for the purpose of certain statutory disclosures and we provide consent for the same.

Trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully,
For

Ajay Kumar Siwach
Registered Valuer – Securities or Financial Assets
Registration No.: IBBI/RV/05/2019/11412
Date: 30th December, 2021



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Registered Valuer – SFA
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Ajay Kumar Siwach
FCS, LL.B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

AMALGAMATION ARRANGEMENT FOR DETERMINATION OF SHARE EXCHANGE RATIO

This Valuation Report has been prepared by Mr. Ajay Kumar Siwach to provide valuation of Chetan Industries Limited (Transferor Company) with J T L Infra Limited (Transferee Company) in order to determine the share exchange ratio of equity shares of the same above mentioned companies. The Appointed Date for this Amalgamation has been kept as 12th August, 2021.

BRIEF OF THE COMPANIES INVOLVED UNDER THIS ARRANGEMENT

1. **Chetan Industries LIMITED** (herein after referred to as 'CIL' or "Transferor Company"), bearing CIN- U26941CH1995PLC017464 was incorporated on 21st December, 1995 under the provisions of Companies Act, 1956. The registered office of the Company is situated at SCF 18 19, Sector 28 C Chandigarh -160002, India.
2. **J T L INFRA LIMITED** (herein after referred to as 'JTLIL' or "Transferee Company"), bearing CIN L27106CH1991PLC011536 was incorporated on 29th July, 1991 under the provisions of Companies Act, 1956. The registered office of the Company is situated at SCF 18 19, Sector 28 C Chandigarh - 160002, India. The shares of company are listed on BSE Limited and Metropolitan Stock Exchange.

1. OBJECTIVES AND RATIONALE OF THE SCHEME:-

- The Transferor Company and Transferee Company are engaged in similar nature of business hence, the amalgamation of Chetan Industries Limited ("Transferor Company") with the J T L Infra Limited (Transferee Company) will strengthen the balance sheet of the Transferee Company and shall create a larger and stronger entity, which will have better resources for business growth and expansion. The scheme of arrangement shall provide a running and profitable business to the Transferee Company which has growth potential and shall also provide the shareholders of Transferor Company liquidity through listing and hence there is significant synergy for consolidation of both the entities.
- The independent operations of the Transferor Company and Transferee Company leads to incurrance of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.
- The Amalgamation of Transferor Company with Transferee Company shall result in multiple manufacturing facilities under single entity which enables Transferee Company to make production planning in more efficient manner, thereby reducing wastages, improves input-output ratio (yield factor) and shorter lead time.
- The Amalgamation of Transferor Company with Transferee Company will add an advantage of Multi-location production facilities, reduce freight cost, easily availability of



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- finished goods in the marketplaces which will give better and almost real time business intelligence, improve products competitiveness and acceptance amongst the targeted customers.
- The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company.
 - The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.
 - The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.

Further This Scheme of Arrangement for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits to their respective members:

- i. Optimum and efficient utilization of capital, resources, assets and facilities;
- ii. Enhancement of competitive strengths including financial resources;
- iii. Consolidation of businesses and enhancement of economic value addition and shareholder value;
- iv. Obtaining synergy benefits;
- v. Better management and focus on growing the businesses.
- vi. The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.
- vii. A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.

2. SCOPE OF SERVICES:-

The Companies have appointed Mr. Ajay Kumar Siwach, Registered Valuer to independently analyze and undertake the valuation of Chetan Industries Limited (Transferor Company) and J T L Infra Limited (Transferee Company), companies involved in the proposed Scheme of Arrangement under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013.





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FCS, LL.B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

3. **SCOPE & LIMITATIONS:-**

SCOPE OF WORK

- **Date of Appointment** – 12th August, 2021
- **Valuation Date** – 30th December, 2021
- **Date of Report** – 30th December, 2021
- **Base of value** - Fair value
- **Valuation Currency** – INR

THE VALUATION EXERCISE WAS CARRIED OUT UNDER THE FOLLOWING LIMITATIONS:

- To arrive at share exchange ratio under the said Proposed Scheme of Arrangement; We have relied upon:
 - Limited Reviewed Standalone Balance Sheet as on 30th September 2021 and Limited Reviewed Standalone Profit and Loss Statement of the 6 month period ended 30th September 2021 of J T L Infra Limited (Transferee Company).
 - Audited Standalone Balance Sheet as on 30th September 2021 and Audited Standalone Profit and Loss Statement of the 6 month period ended 30th September 2021 of Chetan Industries Limited (Transferor Company).
 - Management has provided us the Land & Building fair value of Chetan Industries Limited and J T L Infra Limited.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted herein, which might be relevant in the context of the transaction and which a wider scope might uncover.
- Draft Scheme of Arrangement as provided by the management.

EXTENT OF INVESTIGATION UNDERTAKEN

We would like to expressly state that though we have reviewed the financial data for the limited purpose of valuation assessment but we have not performed an Audit and have relied upon the historical financials. (P&L Account and Balance Sheet) as prepared and submitted to us by the management of the company. The management has represented to us that it has been taken due care in preparation of such financial statements.





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1. **Chetan Industries Limited** (herein after referred to as 'CIL' or "Transferor Company"), bearing CIN-U26941CH1995PLC017464 was incorporated on 21st December, 1995 under the provisions of Companies Act, 1956. The registered office of the Company is situated at SCF 18 19, Sector 28 C, Chandigarh -160002, India.

Audited Standalone Balance Sheet of Chetan Industries Limited as on 30th September, 2021:

Share Capital	16.07
Reserves and Surplus	377.37
Non-Current Liabilities	82.84
Current Liabilities	192.20
Non-Current Assets	80.90
Current Assets	587.59

Audited Standalone Profit and Loss Statement of Chetan Industries Limited for the 6 months period ended 30th September, 2021:

Revenue from Operations	1712.25
Other Income	4.92
Operating Expenses	1570.42
Depreciation & Amortization	4.68
Finance Cost	5.42
Tax	34.39





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The Capital Structure of the Company as on 30th September, 2021:

Authorized Share Capital 2,00,00,000 Equity Shares of Rs. 1/- each	2,00,00,000
Issued, Subscribed and Paid up Share Capital 1,60,72,600 Equity Shares of Rs. 1/- each	1,60,72,600
Total	1,60,72,600

2. J T L Infra Limited (herein after referred to as 'JTLIL' or "Transferee Company"), bearing CIN L27106CH1991PLC011536 was incorporated on 29th July, 1991 under the provisions of Companies Act, 1956. The registered office of the Company is situated at SCF 18 19, Sector 28 C, Chandigarh - 160002, India. The shares of company are listed on BSE Limited and Metropolitan Stock Exchange.

Limited Reviewed Standalone Balance Sheet of J T L Infra Limited as on 30th September, 2021:

Share Capital	106.07
Reserves and Surplus	1152.80
Non-Current Liabilities	139.65
Current Liabilities	982.20
Non-Current Assets	324.56
Current Assets	2056.15

The Capital Structure of the Company as on 30th September, 2021:

Authorized Share Capital 1,70,00,000 Equity Shares of Rs. 10/- each	17,00,00,000
Issued, Subscribed and Paid up Share Capital 1,06,07,430 Equity Shares of Rs. 10/- each	10,60,74,300
Total	10,60,74,300

However, subsequent to appointed date i.e. on August 7, 2021 the Board of Director of the Company have approved the subdivision of shares of the company i.e. the equity shares of face value of Rs. 10 each has been divided into 5 equity shares of Face Value of Rs. 2 each subject to approval of shareholders of the Company.





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The effect on share price of split has occurred on date is 13th October, 2021.

Capital Structure of the Transferee Company considering subdivision of shares would be as under:

Authorized Share Capital 8,50,00,000 Equity Shares of Rs. 2 Each	17,00,00,000.00
Issued, Subscribed and Paid up Share Capital 5,30,37,150 Equity Shares of Rs. 2 Each	10,60,74,300.00
Total	10,60,74,300.00





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RELEVANT METHODS OF VALUATION ADOPTED

In case of a merger valuation, the emphasis is on arriving at the "relative" values of the shares of the merging companies to facilitate determination of the "share exchange ratio". Hence, the purpose is not to arrive at absolute values of the shares of the companies.

Judicial Pronouncements:-

Hindustan lever Employees' Union v/s Hindustan lever Limited and others (1995) 83 Company cases 30 (SC)

The jurisdiction of the Court in sanctioning a claim of merger is not to ascertain mathematical accuracy if the determination satisfied the arithmetical test. A company court does not exercise an appellate jurisdiction. It exercises a jurisdiction founded on fairness. It is not required to interfere only because the figure arrived at by the valuer was not as good as it would have been if another method had been adopted. What is imperative is that such determination should not have been contrary to law and that it was not unfair for the shareholders of the company which was being merged.

The Hon'ble Supreme Court held "We do not think that the internal management, business activity or institutional operation of public bodies can be subjected to inspection by the court. To do so, is incompetent and improper and, therefore, out of bounds."

The **dominance of profits for valuation of share was emphasised in "McCathies case"** (Taxation, 69 CLR 1) where it was said that *"the real value of shares in a company will depend more on the profits which the company has been making and should be capable of making, having regard to the nature of its business, than upon the amount which the shares would realize on liquidation"*. This was also re-iterated by the Indian Courts in **Commissioner of Wealth Tax v. MahadeoJalan's case (S.C.) (86 ITR 621)** and **Additional Commissioner of Gift Tax v. Kusumben D. Mahadevia (S.C.) (122 ITR 38)**.

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. Present and prospective competition, yield on comparable securities, and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Based on the facts of the case, we have valued Chetan Industries Limited as per Adjusted Net Asset Value (NAV) Method and Comparable Companies Multiple (CCM) Method and J T L Infra Limited as per Adjusted Net Asset Value (NAV) Method and Market Price Method (26 Weeks - 2 Weeks).





There are three approaches to Valuation namely Income, Asset and Market Approaches.

<p>Asset</p>	<p>Adjusted Net Asset Value (NAV) Method</p>	<p>The Asset based method views the business as a set of assets and liabilities that are used as building blocks of a business value. The difference in the value of these assets and liabilities on a Book Value basis or Realizable Value basis or Replacement Cost basis is the business value. This method is generally used to evaluate the entry barrier that exists in a business as well as this method is suited for companies having common management and shareholders as in case of group consolidation where no assets or liabilities are moving outside the group. We have applied this methodology in this valuation.</p>
<p>Market</p>	<p>Comparable Companies Multiples (CCM) Method</p>	<p>This methodology uses the valuation ratio of a publicly traded company and applies that ratio to the company being valued. The valuation ratio typically expresses the valuation as a function of a measure of financial performance or Book Value (e.g. Revenue, EBITDA, EBIT, Earnings per Share or Book Value). A key benefit of Comparable Company Market Multiple analysis is that the methodology is based on the current market stock price. The current stock price is generally viewed as one of the best valuation metrics because it is based on observable inputs. In the instant case, we have applied this methodology for Chetan Industries Limited, as the listed peers of the company were available. However, JTL Infra Limited is a listed company and frequently traded on BSE Limited. Hence, we have considered the market approach method for its valuation (26-Weeks and 2 weeks method). Further, as we have already considered the market approach with the 26 weeks - 2 weeks method, we deemed it appropriate to ignore the CCM (which is also under market approach).</p>
	<p>Market Price Method (26 Weeks - 2 Weeks)</p>	<p>In the method the average of the maximum and minimum weekly VWAP (Volume Weighted Average Price) of the latest 26 weeks and 2 weeks are taken. These averages are then added and are divided by the number of weeks the shares are traded in latest 26 weeks and 2 weeks. The maximum of the two is then taken as the fair market value. Since JTL Infra Limited is a listed company on BSE and a frequently traded company, we have applied this methodology in this instant case for JTL Infra Limited. Further, Chetan Industries Limited is an unlisted company, hence, its share price is not available on BSE/NSE and therefore, we have not considered the market approach method for its valuation. The shares of the Company are also listed on Metropolitan Stock Exchange, however, there has been no trading of the Shares of the Company on that platform.</p>
<p>Income</p>	<p>Discounted Cash Flow (DCF) Method</p>	<p>The DCF method expresses the present value of the business as a function of its future cash earnings capacity. This methodology works on the premise that the value of a business is measured in terms of future cash flow streams, discounted</p>





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to the present time at an appropriate discount rate. The value of the firm is arrived at by estimating the Free Cash Flows (FCF) to Firm and discounting the same with Weighted Average cost of capital (WACC). The DCF methodology is considered to be the most appropriate basis for determining the earning capability of a business. In the DCF approach, the appraiser estimates the cash flows of any business after all operating expenses, taxes, and necessary investments in working capital and Capex is being met. We have not applied this methodology as it is based on future business plan of the company and measures the potential value of business. However, the company has not provided the future projections so we deemed it appropriate to ignore this methodology.

1. M/S J T L Infra Limited (Transferee Company)

Computation of Equity value per share of the Company as on 30th December, 2021

Methodology Used:

- Adjusted Net Asset Value (NAV) Method

M/S J T L Infra Limited	
Equity Share Capital	106.07
Reserves & Surplus	1,152.80
Appreciation/(Diminution) in value of Investments*	423.30
Amount to be received against share warrants	192.80
No. of Equity Shares	13,107,430

* Appreciation/(Diminution) in value of Investments:

Particular	Amount in INR (Lacs)			Date	Beneficiary
	BV	FV	Appreciated / (Diminution)		
Property (Gholumajra)	26.89	101.80	74.91	30/07/2021	Creative Consortium
Property (Mangaon, Raigad)	19.23	275.31	256.08	30/07/2021	Creative Consortium
Property (SCO 18-19)	3.07	94.20	91.13	30/07/2021	Creative Consortium
Property (Panchkula)	47.04	48.21	1.17	30/07/2021	Creative Consortium





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• Market Price Method (26 Weeks - 2 Weeks)

JTL Infra Limited

Please Enter Relevant Date	12/30/2021	Thursday	Go Ahead
----------------------------	------------	----------	----------

1	12/29/2021	Wednesday	212.86	234.70	212.86	223.78
	12/28/2021	Tuesday	218.96			
	12/27/2021	Monday	221.22			
	12/26/2021					
	12/25/2021					
	12/24/2021	Friday	230.60			
	12/23/2021	Thursday	234.70			
2	12/22/2021	Wednesday	220.87	220.87	204.69	212.78
	12/21/2021	Tuesday	204.69			
	12/20/2021	Monday	205.08			
	12/19/2021					
	12/18/2021					
	12/17/2021	Friday	215.79			
	12/16/2021	Thursday	220.77			
3	12/15/2021	Wednesday	224.14	224.14	212.39	218.26
	12/14/2021	Tuesday	215.98			
	12/13/2021	Monday	212.39			
	12/12/2021					
	12/11/2021					
	12/10/2021	Friday	213.57			
	12/9/2021	Thursday	215.62			
4	12/8/2021	Wednesday	217.16	228.26	217.16	222.71
	12/7/2021	Tuesday	217.26			
	12/6/2021	Monday	220.40			
	12/5/2021	Sunday				
	12/4/2021					
	12/3/2021	Friday	226.82			
	12/2/2021	Thursday	228.26			
5	12/1/2021	Wednesday	229.66	229.78	219.16	224.47





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	11/30/2021	Tuesday	220.84			
	11/29/2021	Monday	219.16			
	11/28/2021					
	11/27/2021					
	11/26/2021	Friday	229.64			
	11/25/2021	Thursday	229.78			
6	11/24/2021	Wednesday	231.57	243.70	231.53	237.62
	11/23/2021	Tuesday	231.53			
	11/22/2021	Monday	234.39			
	11/21/2021					
	11/20/2021					
	11/19/2021	Friday				
	11/18/2021	Thursday	243.70			
7	11/17/2021	Wednesday	241.35	241.35	229.02	235.18
	11/16/2021	Tuesday	229.80			
	11/15/2021	Monday	229.02			
	11/14/2021					
	11/13/2021					
	11/12/2021	Friday	238.50			
	11/11/2021	Thursday	238.84			
8	11/10/2021	Wednesday	237.49	237.49	229.37	233.43
	11/9/2021	Tuesday	236.94			
	11/8/2021	Monday	236.13			
	11/7/2021					
	11/6/2021					
	11/5/2021	Friday				
	11/4/2021	Thursday	229.37			
9	11/3/2021	Wednesday	223.96	227.62	220.06	223.84
	11/2/2021	Tuesday	227.62			
	11/1/2021	Monday	224.79			
	10/31/2021					
	10/30/2021					
	10/29/2021	Friday	220.06			
	10/28/2021	Thursday	220.56			
10	10/27/2021	Wednesday	225.92	230.42	216.76	223.59





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	10/26/2021	Tuesday	221.69			
	10/25/2021	Monday	217.07			
	10/24/2021					
	10/23/2021					
	10/22/2021	Friday	216.76			
	10/21/2021	Thursday	230.42			
11	10/20/2021	Wednesday	229.05	239.07	200.88	219.97
	10/19/2021	Tuesday	239.07			
	10/18/2021	Monday	235.29			
	10/17/2021					
	10/16/2021					
	10/15/2021	Friday				
	10/14/2021	Thursday	200.88			
12	10/13/2021	Wednesday	190.62	190.62	176.31	183.47
	10/12/2021	Tuesday	186.94			
	10/11/2021	Monday	186.15			
	10/10/2021					
	10/9/2021					
	10/8/2021	Friday	176.37			
	10/7/2021	Thursday	176.31			
13	10/6/2021	Wednesday	181.32	184.08	179.30	181.69
	10/5/2021	Tuesday	183.43			
	10/4/2021	Monday	184.08			
	10/3/2021					
	10/2/2021					
	10/1/2021	Friday	179.83			
	9/30/2021	Thursday	179.30			
14	9/29/2021	Wednesday	177.09	186.20	173.31	179.76
	9/28/2021	Tuesday	177.20			
	9/27/2021	Monday	179.36			
	9/26/2021					
	9/25/2021					
	9/24/2021	Friday	173.31			
	9/23/2021	Thursday	186.20			
15	9/22/2021	Wednesday	181.34	181.34	166.21	173.78





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	9/21/2021	Tuesday	175.27			
	9/20/2021	Monday	173.14			
	9/19/2021					
	9/18/2021					
	9/17/2021	Friday	169.75			
	9/16/2021	Thursday	166.21			
16	9/15/2021	Wednesday	166.56	166.56	160.41	163.49
	9/14/2021	Tuesday	161.06			
	9/13/2021	Monday	163.47			
	9/12/2021					
	9/11/2021					
	9/10/2021	Friday				
	9/9/2021	Thursday	160.41			
17	9/8/2021	Wednesday	162.46	164.57	154.67	159.62
	9/7/2021	Tuesday	163.98			
	9/6/2021	Monday	164.57			
	9/5/2021					
	9/4/2021					
	9/3/2021	Friday	162.00			
	9/2/2021	Thursday	154.67			
18	9/1/2021	Wednesday	155.30	158.80	155.30	157.05
	8/31/2021	Tuesday	157.36			
	8/30/2021	Monday	155.96			
	8/29/2021					
	8/28/2021					
	8/27/2021	Friday	158.01			
	8/26/2021	Thursday	158.80			
19	8/25/2021	Wednesday	157.00	161.38	153.44	157.41
	8/24/2021	Tuesday	153.44			
	8/23/2021	Monday	154.50			
	8/22/2021					
	8/21/2021					
	8/20/2021	Friday	161.38			
	8/19/2021	Thursday				
20	8/18/2021	Wednesday	153.00	153.00	138.99	146.00
	8/17/2021	Tuesday	144.91			





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21	8/16/2021	Monday	139.77	169.39	132.22	150.80
	8/15/2021					
	8/14/2021					
	8/13/2021	Friday	138.99			
	8/12/2021	Thursday	141.62			
	8/11/2021	Wednesday	136.94			
	8/10/2021	Tuesday	161.24			
	8/9/2021	Monday	169.39			
	8/8/2021					
	8/7/2021					
	8/6/2021	Friday	146.35			
	8/5/2021	Thursday	132.22			
22	8/4/2021	Wednesday	127.43	127.43	112.57	120.00
	8/3/2021	Tuesday	125.95			
	8/2/2021	Monday	125.45			
	8/1/2021					
	7/31/2021					
	7/30/2021	Friday	119.37			
7/29/2021	Thursday	112.57				
23	7/28/2021	Wednesday	110.05	112.15	108.05	110.10
	7/27/2021	Tuesday	112.02			
	7/26/2021	Monday	111.29			
	7/25/2021					
	7/24/2021					
	7/23/2021	Friday	112.15			
7/22/2021	Thursday	108.05				
24	7/21/2021	Wednesday		103.59	102.80	103.19
	7/20/2021	Tuesday	103.59			
	7/19/2021	Monday	102.80			
	7/18/2021					
	7/17/2021					
	7/16/2021	Friday	102.94			
7/15/2021	Thursday	102.98				
25	7/14/2021	Wednesday	102.28	105.16	98.89	102.02
	7/13/2021	Tuesday	102.70			





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26	7/12/2021	Monday	102.82	106.45	94.52	100.49
	7/11/2021	Tuesday				
	7/10/2021	Wednesday				
	7/9/2021	Friday	98.89			
	7/8/2021	Thursday	105.16			
	7/7/2021	Wednesday	104.28			
	7/6/2021	Tuesday	106.45			
	7/5/2021	Monday	103.32			
	7/4/2021					
	7/3/2021					
	7/2/2021	Friday	97.42			
	7/1/2021	Thursday	94.52			

1	12/29/2021	Wednesday	212.86	234.70	212.86	223.78
	12/28/2021	Tuesday	218.96			
	12/27/2021	Monday	221.22			
	12/26/2021					
	12/25/2021					
	12/24/2021	Friday	230.60			
	12/23/2021	Thursday	234.70			
2	12/22/2021	Wednesday	220.87	220.87	204.69	212.78
	12/21/2021	Tuesday	204.69			
	12/20/2021	Monday	205.08			
	12/19/2021					
	12/18/2021					
	12/17/2021	Friday	215.79			
12/16/2021	Thursday	220.77				





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	INR

Fair Value per share

Asset	Adjusted Book Value	20%	28.61	5.72
Market	Preferential Allotment	80%	218.28	174.62
Income	NA	-	-	-

Based on our Analysis of the Company and subject to our comments and caveats as further detailed in this report, we have arrived at value per equity share (after split) as INR 180.35.

2. M/S Chetan Industries Limited (Transferor Company)

Computation of Equity value per share of the Company as on 30th September, 2021

Methodology Used:

- Adjusted Net Asset Value (NAV) Method

Equity Share Capital	16.07
Reserves & Surplus	377.37
Appreciation/(Diminution) in value of Investments**	85.72
No. of Equity Shares	16,072,600





****Appreciation/(Diminution) in value of Investments:**

Particulars	BV	FV	Appreciation (Diminution)	Date	Company Name
Raipur (Land)	4.47	20.01	15.54	30/07/2021	Creative Consortium
Raipur (Factory Building)	14.94	85.12	70.18	30/07/2021	Creative Consortium
Total	19.41	105.14	85.72		

• Comparable Companies Multiple (CCM) Method

Type your text	As per Market Cap to Sales Multiple
Revenue from Operations for the period ended 30.09.2021	3,189.17
Industry Multiple (Peers) as on 29th December, 2021	1.78
Less: Discount on Lack of Marketability and Size @ 27.5%	0.49
Adjusted Industry Multiple	1.29
Add: Cash and Surplus Assets as on 30.09.2021	10.24
No. of Equity Shares	16,072,600

Fair Value per share

Asset	Adjusted Book Value	20%	29.81	5.96
Income	Comparable Company Multiple	80%	257.28	205.82
Market	NA	-	-	-

Based on our Analysis of the Company and subject to our comments and caveats as further detailed in this report, we have arrived at value per equity share as INR 211.78





SHARE EXCHANGE RATIO FOR AMALGAMATION:-

BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 require the valuation report for a Scheme of Arrangement to provide certain requisite information in a specified format. The disclosures as required under BSE Circular is mentioned below:

Asset	Adjusted Book Value	20%	29.81	5.96	20%	28.61	5.72
Market	Market Cap to Sales	80%	257.28	205.82	NIL	NIL	NIL
	Preferential Allotment	NIL	NIL	NIL	80%	218.28	174.62
Income	Discounted Cash Flow	NIL	NIL	NIL	NIL	NIL	NIL

On the basis of above analysis the share exchange ratio has been arrived at and accordingly the Transferee Company shall, without any further act or deed and without any further payment, issue and allot equity shares on a proportionate basis to each member of the Transferor Company whose names are recorded in the Register of Members/ List of Beneficial Owners for shares in dematerialized form of the Transferor Company on the Record Date.

Value Per Share (INR)	211.78	180.35
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Ajay Kumar Siwach
FCS, LL.B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

“JTLIL” shall issue and allot 117 (One Hundred Seventeen) Equity Shares to all the Equity Shareholders of “CIL” of Face Value of INR 2/- (INR Two) each for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (INR One) each held by them in the Transferor Company.





Ajay Kumar Siwach
FCS, LL.B, IP, RV, MBA

Registered Valuer – SFA
Insolvency Professional
Certified Independent Director

- This Valuation Report has been issued on the specific request of Company for determining the Share exchange ratio for the said proposed Scheme of Arrangement in accordance with the Companies Act, 2013 and Rules thereof. This Report is prepared exclusively for the above stated purpose and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any other party. Neither this report nor its content may be used for any other purpose without our prior written consent.
- No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in accounts. Therefore, no responsibility is assumed for matters of legal nature.
- In accordance with the customary approach adopted in Valuation exercise, we have summarized the Share exchange ratio of equity shares of the company based on the information as was provided to us by the management of the Company both written, verbal and other publicly available information. We do not assume any responsibility for the accuracy or reliability of such documents on which we have relied upon in forming our opinion.
- This Report does not look into the business/commercial reasons behind the transaction nor the likely benefits arising out of the same. In addition, we express no opinion or recommendation, and the shareholders are expected to exercise their own discretion.
- We have no present or planned future interest in the Company and the fee for this Valuation analysis is not contingent upon the values reported herein. The Valuation Analysis contained herein is not intended to represent the value at any time other than the date that is specifically stated in this Report.
- The report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- In no circumstances shall the liability of a valuer, its partners, directors or employees, relating to the services provided in connection with the engagement set out in this Valuation report shall exceed the amount paid to such valuer in respect of the fees charged by it for these services.
- Our valuation report should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.



FAIRNESS OPINION REPORT

FOR THE PROPOSED AMALGAMATION OF

CHETAN INDUSTRIES LIMITED
(TRANSFEROR COMPANY)

AND

J T L INFRA LIMITED
(TRANSFeree COMPANY)

UNDER SECTION 230 - 232 OF THE COMPANIES ACT, 2013



30th December, 2021

Strictly Private & Confidential



To
The Board of Directors
JTL Infra Limited
SCF 18 19, Sector 28 C,
Chandigarh -160002, India

To
The Board of Directors
Chetan Industrial Limited
SCF 18 19, Sector 28 C,
Chandigarh -160002, India

Sub: Fairness Opinion on Equity Share Exchange Ratio pursuant to the proposed scheme of Arrangement for amalgamation of Chetan Industrial Limited with JTL Infra Limited under the provision of Section 230-232 of the Companies Act, 2013.

Dear Sir,

This is in reference to our earlier fairness opinion issued on 18th August, 2021 which was issued by us i.e. Corporate Professionals Capital Private Limited (SEBI registered category I Merchant Banker) to provide a Fairness Opinion on the share exchange ratio certified by Mr. Ajay Kumar Siwach in connection with the proposed amalgamation of Chetan Industries Limited (Transferor Company) with J T L Infra Limited (Transferee Company), pursuant to a Scheme of Amalgamation under Sections 230 to 232 and other applicable clauses of the Companies Act, 2013. Now, we have been informed by the board of Transferor Company and Transferee Company that BSE Limited has informed Transferee Company to determine the share exchange ratio on the basis of latest financial which should not be older than 3 (Three) Months on the date of valuation hence, to comply with the observation of BSE Limited valuer Mr. Ajay Kumar Siwach have carried the valuation on the basis of Audited Financial of both Transferor Company and Transferee Company as on 30th September, 2021.

In terms of our engagement, we are enclosing our opinion along with this letter on the Valuation Report issued by registered valuer Mr. Ajay Kumar Siwach dated 30th, December, 2021. All comments as contained herein must be read in conjunction with the caveats to this opinion. The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") read with SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, it should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of **Corporate Professionals Capital Private Limited**, such consent will only be given after full consideration of the circumstances at the time. We are however aware that the conclusion in this report may be used for the purpose of disclosure to be made to the stock exchanges, Hon'ble National company Law Tribunal ("NCLT") and notices to be dispatched to the shareholders and creditors for convening the meeting pursuant to the directions of Hon'ble NCLT and we provide consent for the same.

Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully,

For Corporate Professionals Capital Private Limited



[Authorized Signatory]

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CONTEXT AND BACKGROUND

The Transferor Company and Transferee Company are engaged in similar nature of business hence, the amalgamation of Chetan Industries Limited ("Transferor Company") with the J T L Infra Limited (Transferee Company) will strengthen the balance sheet of the Transferee Company and shall create a larger and stronger entity, which will have better resources for business growth and expansion. The scheme of arrangement shall provide a running and profitable business to the Transferee Company which has growth potential and shall also provide the shareholders of Transferor Company liquidity through listing and hence there is significant synergy for consolidation of both the entities.

The independent operations of the Transferor Company and Transferee Company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.

The Amalgamation of Transferor Company with Transferee Company shall result in multiple manufacturing facilities under single entity which enables Transferee Company to make production planning in more efficient manner, thereby reducing wastages, improves input-output ratio (yield factor) and shorter lead time.

The Amalgamation of Transferor Company with Transferee Company will add an advantage of Multi-location production facilities, reduce freight cost, easily availability of finished goods in the marketplaces which will give better and almost real time business intelligence, improve products competitiveness and acceptance amongst the targeted customers.

The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company.

The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.

The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.

Further This Scheme of Arrangement for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits to their respective members:

- i. Optimum and efficient utilization of capital, resources, assets and facilities;
- ii. Enhancement of competitive strengths including financial resources;
- iii. Consolidation of businesses and enhancement of economic value addition and shareholder value;
- iv. Obtaining synergy benefits;
- v. Better management and focus on growing the businesses.

- vi. The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.
- vii. A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conduce for better and more efficient and economical control over the business and financial conduct of the Companies.



BRIEF ABOUT COMPANIES

1. Chetan Industries Limited (herein after referred to as 'CIL' or "Transferor Company"), bearing CIN- U26941CH1995PLC017464 was incorporated on 21st December, 1995 under the provisions of Companies Act, 1956. The registered office of the Company is situated at SCF 18 19, Sector 28 C, Chandigarh -160002, India.

Audited Standalone Balance Sheet of Chetan Industries Limited as on 30th September, 2021:

Particulars	Amount in INR Mn.
Share Capital	16.07
Reserves and Surplus	377.37
Non-Current Liabilities	82.84
Current Liabilities	192.20
Equity & Liabilities	668.49
Non-Current Assets	80.90
Current Assets	587.59
Total Assets	668.49

Audited Standalone Profit and Loss Statement of Chetan Industries Limited for the 6 months period ended 30th September, 2021:

Particulars	Amt in INR Million
Revenue from Operations	1712.25
Other Income	4.92
Total Revenue	1717.17
Operating Expenses	1570.42
EBITDA	146.75
Depreciation & Amortization	4.68
EBIT	142.07
Finance Cost	5.42
Profit before Tax (PBT)	136.66
Tax	34.39
Profit After Tax (PAT)	102.26

The Capital Structure of the Company as on 30th September, 2021:

Particulars	Amount (INR)
Authorized Share Capital	
2,00,00,000 Equity Shares of Rs. 1/- each	2,00,00,000
Issued, Subscribed and Paid up Share Capital	
1,60,72,600 Equity Shares of Rs. 1/- each	1,60,72,600
Total	1,60,72,600



2. J T L Infra Limited (herein after referred to as 'JTLIL' or "Transferee Company"), bearing CIN L27106CH1991PLC011536 was incorporated on 29th July, 1991 under the provisions of Companies Act, 1956. The registered office of the Company is situated at SCF 18 19, Sector 28 C, Chandigarh -160002, India. The shares of company are listed on BSE Limited.

Limited Reviewed Standalone Balance Sheet of J T L Infra Limited as on 30th September, 2021:

Particulars	Amount in INR Mn
Share Capital	106.07
Reserves and Surplus	1152.80
Non-Current Liabilities	139.65
Current Liabilities	982.20
Equity & Liabilities	2380.72
Non-Current Assets	324.56
Current Assets	2056.15
Total Assets	2380.72

The Capital Structure of the Company as on 30th September, 2021:

Particulars	Amount (INR)
Authorized Share Capital	
1,70,00,000 Equity Shares of Rs. 10/- each	17,00,00,000
Issued, Subscribed and Paid up Share Capital	
1,06,07,430 Equity Shares of Rs. 10/- each	10,60,74,300
Total	10,60,74,300

However, subsequent to appointed date i.e. on August 7, 2021 the Board of Director of the Company have approved the subdivision of shares of the company i.e. the equity shares of face value of Rs. 10 each has been divided into 5 equity shares of Face Value of Rs. 2 each subject to approval of shareholders of the Company.

The effect on share price of split has occurred on date is 13th October, 2021.

Capital Structure of the Transferee Company considering subdivision of shares would be as under:

PARTICULARS	AMOUNT (Rs.)
Authorized Share Capital	
8,50,00,000 Equity Shares of Rs. 2 Each	17,00,00,000.00
Issued, Subscribed and Paid up Share Capital	
5,30,37,150 Equity Shares of Rs. 2 Each	10,60,74,300.00
Total	10,60,74,300.00



SHARE EXCHANGE RATIO FOR AMALGAMATION
SHARE EXCHANGE RATIO FOR AMALGAMATION:-

BSE Circular No. LIST/COMP/02/2017-18 dated 29 May 2017 require the valuation report for a Scheme of Arrangement to provide certain requisite information in a specified format. The disclosures as required under BSE Circular is mentioned below:

All Amount INR Million							
Valuation Approach	Methodology Applied	Chetan Industries Limited (Transferor Company)			JTL Infra Limited (Transferee Company)		
		Weights	Equity Value Per Share	Weighted Average Equity Value per share	Weights	Equity Value Per Share	Weighted Average Equity Value per share
Asset	Adjusted Book Value	20%	29.81	5.96	20%	28.61	5.72
Market	Market Cap to Sales	80%	257.28	205.82	NIL	NIL	NIL
	Preferential Allotment	NIL	NIL	NIL	80%	218.28	174.62
Income	Discounted Cash Flow	NIL	NIL	NIL	NIL	NIL	NIL
Weighted Average Equity Value per share (INR)				211.78			180.35

On the basis of above analysis the share exchange ratio has been arrived at and accordingly the Transferee Company shall, without any further act or deed and without any further payment, issue and allot equity shares on a proportionate basis to each member of the Transferor Company whose names are recorded in the Register of Members/ List of Beneficial Owners for shares in dematerialized form of the Transferor Company on the Record Date.

Particulars	CALCULATION OF EXCHANGE RATIO	
	Chetan Industries Limited (Transferor Company)	JTL Infra Limited (Transferee Company)
Value Per Share (INR)	211.78	180.35
Exchange Ratio	1.00	1.17
Exchange Ratio For 100 Shares	100.00	117.00

"JTLIL" shall issue and allot 117 (One Hundred Seventeen) Equity Shares to all the Equity Shareholders of "CIL" of Face Value of INR 2/- (INR Two) each for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (INR One) each held by them in the Transferor Company.



CONCLUSION & OPINION

In case of a merger valuation, the emphasis is on arriving at the "relative" values of the shares of the merging companies to facilitate determination of the "share exchange ratio". Hence, the purpose is not to arrive at absolute values of the shares of the companies.

Judicial Pronouncements:-

Hindustan lever Employees' Union v/s Hindustan lever Limited and others (1995) 83 Company cases 30 (SC)

The jurisdiction of the Court in sanctioning a claim of merger is not to ascertain mathematical accuracy if the determination satisfied the arithmetical test. A company court does not exercise an appellate jurisdiction. It exercises a jurisdiction founded on fairness. It is not required to interfere only because the figure arrived at by the valuer was not as good as it would have been if another method had been adopted. What is imperative is that such determination should not have been contrary to law and that it was not unfair for the shareholders of the company which was being merged.

The Hon'ble Supreme Court held "We do not think that the internal management, business activity or institutional operation of public bodies can be subjected to inspection by the court. To do so, is incompetent and improper and, therefore, out of bounds."

The **dominance of profits for valuation of share was emphasized in "McCathies case"** (Taxation, 69 CLR 1) where it was said that *"the real value of shares in a company will depend more on the profits which the company has been making and should be capable of making, having regard to the nature of its business, than upon the amount which the shares would realize on liquidation"*. This was also re-iterated by the Indian Courts in Commissioner of Wealth Tax v. **MahadeoJalan's case (S.C.)** (86 ITR 621) and Additional Commissioner of Gift Tax v. **Kusumben D. Mahadevia (S.C.)** (122 ITR 38).

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. Present and prospective competition, yield on comparable securities, and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Based on the facts of the case, the valuation of Chetan Industries Limited is done as per Adjusted Net Asset Value (NAV) Method and Comparable Companies Multiple (CCM) Method and of JTL Infra Limited as per Adjusted Net Asset Value (NAV) Method and SEBI Preferential Allotment Method.

"Subject to above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, we have reviewed the proposed Scheme of Arrangement for Amalgamation with respect to the share exchange ratio aspects and consider it to be fair and reasonable from the point of view of equity shareholders of the Companies".



CAVEATS

- We wish to emphasize that, we have relied on explanations and information provided by the respective management and other publicly available information. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.
- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed / validated the financial data except what is provided to us by the Restructured Companies.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Scheme, which might be relevant in the context of the transaction and which a wider scope might uncover.
- We have no present or planned future interest in the Restructured Company/ies and the fee payable for this opinion is not contingent upon the opinion reported herein.
- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.
- The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Fairness Opinion Report. This opinion is issued on the understanding that the Management of the Restructured Companies under the Scheme have drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Fairness Opinion.





**CHETAN
INDUSTRIES LIMITED**

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Chandigarh - 160 002 (INDIA)
Tel: +91 -172 4668 000
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E-mail: chd@jagan.in
Website: www.jaganinternational.in
CIN: U26941CH1995PLC017464

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CHETAN INDUSTRIES LIMITED ("THE COMPANY"/"TRANSFEROR COMPANY") AT ITS MEETING HELD ON 30th DECEMBER, 2021 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT FOR AMALGAMATION OF CHETAN INDUSTRIES LIMITED ("TRANSFEROR COMPANY") WITH J T L INFRA LIMITED ("TRANSFEEEE COMPANY") AND ITS SHAREHOLDERS AND CREDITORS UNDER SECTION 230 to 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("SCHEME") ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

BACKGROUND

1. The Board of Directors of the Company ("Board") at its meeting held on 30th December, 2021 approved the scheme.
2. The Board noted that the Scheme inter alia provides for Amalgamation of Chetan Industries Limited (Transferor Company) with J T L Infra Limited (Transferee Company), including transfer and vesting of all the assets and liabilities of Chetan Industries Limited ("Transferor Company") to and with J T L Infra Limited ("Transferee Company").
3. The Salient features including the rationale of the Scheme were noted by the Board.
4. This report of the Board is accordingly being made in pursuance to the requirements of Section 232 (2)(c) of the Companies Act, 2013.

EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. EQUITY SHAREHOLDERS (PROMOTERS AND NON-PROMOTERS)

The Scheme does not have prejudicial effect on the Equity Shareholders (Promoter and Non-Promoter Shareholders) of the Company.

For Amalgamation:

For amalgamation of Chetan Industries Limited ("Transferor Company") with J T L Infra Limited ("Transferee Company"), the Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company" shares in proportion of 117 (One Hundred and Seventeen) Equity shares of face value of Rs. 2/- (Rupees Two) each in Transferee

Manufacturer's & Exporter's of :- Galvanised & Black Steel Pipes, Hollow Sections and LTZ Profiles

Works : URLA Industrial Area, URLA Road, Raipur, Chattisgarh - 493 221 (India)
Phone No.: 0771-2325676 E-mail: sk@jagan.in
GST NO. 22AAACC9253E1Z1



Company for every 100 (One Hundred) Equity shares of face value of Re. 1/- (Rupee One) each held by them in "Transferor Company" as on record date on the basis of Valuation Report dated 30th December, 2021 submitted by an Independent Registered Valuer, Mr. Ajay Kumar Siwach, Registered Valuer- Securities or Financial Assets (Registration No. IBBI/RV/05/2019/11412).


2. KEY MANAGERIAL PERSONNEL ('KMPS') AND DIRECTORS

The Scheme will have no prejudicial effect on the key managerial personnel and directors of the Company.

3. CREDITORS, DEBENTURE HOLDERS AND DEBENTURE TRUSTEES

The Scheme will have no prejudicial effect on the Creditors, Debenture Holders and Debenture Trustees of the Company.

**FOR & ON BEHALF OF
CHETAN INDUSTRIES LIMITED**


**VIJAY SINGLA
DIRECTOR
DIN: 00156801**



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF J T L INFRA LIMITED ("THE COMPANY"/"TRANSFeree COMPANY) AT ITS MEETING HELD ON 30th DECEMBER, 2021 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT FOR AMALGAMATION OF CHETAN INDUSTRIES LIMITED ("TRANSFEROR COMPANY") WITH J T L INFRA LIMITED ("TRANSFeree COMPANY") AND ITS SHAREHOLDERS AND CREDITORS UNDER SECTION 230 to 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("SCHEME") ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

BACKGROUND

1. The Board of Directors of the Company ("Board") at its meeting held on 30th December, 2021 approved the scheme.
2. The Board noted that the Scheme inter alia provides for Amalgamation of Chetan Industries Limited (Transferor Company) with J T L Infra Limited (Transferee Company), including transfer and vesting of all the assets and liabilities of Chetan Industries Limited ("Transferor Company") to and with J T L Infra Limited ("Transferee Company").
3. The Salient features including the rationale of the Scheme were noted by the Board.
4. This report of the Board is accordingly being made in pursuance to the requirements of Section 232 (2)(c) of the Companies Act, 2013.

EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. EQUITY SHAREHOLDERS (PROMOTERS AND NON-PROMOTERS)

The Scheme does not have prejudicial effect on the Equity Shareholders (Promoter and Non-Promoter Shareholders) of the Company.

For Amalgamation:

For amalgamation of Chetan Industries Limited ("Transferor Company") with J T L Infra Limited ("Transferee Company"), the Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company" shares in proportion of 117 (One Hundred and Seventeen) Equity shares of face value of Rs. 2/- (Rupees Two) each in Transferee



Company for every 100 (One Hundred) Equity shares of face value of Re. 1/- (Rupee One) each held by them in "Transferor Company" as on record date on the basis of Valuation Report dated 30th December, 2021 submitted by an Independent Registered Valuer, Mr. Ajay Kumar Siwach, Registered Valuer- Securities or Financial Assets (Registration No. IBBI/RV/05/2019/11412).

2. KEY MANAGERIAL PERSONNEL ('KMPS') AND DIRECTORS

The Scheme will have no prejudicial effect on the key managerial personnel and directors of the Company.

3. CREDITORS, DEBENTURE HOLDERS AND DEBENTURE TRUSTEES

The Scheme will have no prejudicial effect on the Creditors, Debenture Holders and Debenture Trustees of the Company.

FOR & ON BEHALF OF
JTL INFRA LIMITED



DHRUV SINGLA
WHOLE TIME DIRECTOR
DIN: 002837754



**AUDITED FINANCIAL STATEMENTS
OF**

CHETAN INDUSTRIES LTD.

SCO 18-19, SECTOR 28C, CHANDIGARH

F.Y. 2021-22

STATUTORY AUDITORS: -

**M/S. JOGLEKAR MAITRA & CO.,
CHARTERED ACCOUNTANTS
MIG - D - 18, SHAIENDRA NAGAR,
RAIPUR (C.G.)
TEL: - +917714036316**

INDEPENDENT AUDITORS' REPORT

To
The Members of Chetan Industries Limited
Chandigarh

Report on the audit of the standalone financial statements

Opinion

We have audited the accompanying financial statements of **CHETAN INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss and Statement of Cash Flows 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 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, 2022, its profit and cash flows 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a



whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Emphasis of Matter

The Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 pandemic which may be different from that estimated as at the date of approval of the financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Our opinion is not modified in respect of this matter.

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, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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 are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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 financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not



detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

Report on other legal and regulatory requirements

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

2. A) 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, and the cash flow statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time;
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;



- f) With respect to adequacy of internal financial controls over financial reporting of company and operating effectiveness of such controls, refer to our separate report in "Annexure B".
- B) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanation given to us the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- C) 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 does not have any pending litigation other than that reported in note no 31 of Notes to Accounts;
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - c. The Company is not required to transfer any amounts to the Investor Education and Protection Fund.
 - d. (i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with



the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

e) No dividend has been declared or paid during the year by the company. Hence compliance of section 123 of the Companies Act 2013 is considered not applicable.

For, JOGLEKAR MAITRA & CO.
CHARTERED ACCOUNTANTS
FRN: 007747C

S.K. GUPTA
(PARTNER)
M.NO:077954

Place: CHANDIGARH

Dated: 27/07/2022

UDIN: 22077954ANWQTU1448



Annexure-A : to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the company on the financial statements for the year ended 31st March 2022, we report that:

- i)(a) (A)As informed to us by the management, the Company has maintained proper records showing full particulars including quantitative details wherever necessary and situation of Property, Plant & Equipment of the company.
- (B) As there are no intangible assets hence maintenance of its records is considered not necessary.
- (b) As explained & informed to us the Property, Plant & Equipment have been physically verified by the management in a phased periodical manner which, in our opinion, is reasonable having regard to the size of the company and nature of its business. No material discrepancies were noticed on such verification.
- (c) As informed to us by the management the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company. As the title deeds are mortgaged in the bank hence, we have relied upon the representation given by the management in this regard.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Hence remaining particulars is considered not applicable.
- (e) According to the information and explanations given to us no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- ii) (a) As informed to us by the management, physical verification of inventory has been conducted by the management at regular intervals, and no material discrepancies were noticed on such physical verification. In our opinion, the coverage and procedure of such verification by the management is commensurate with the nature & size of business.
- (b) The company has been sanctioned working capital limits in excess of five crore rupees during the year, in aggregate, from banks on the basis of security of current assets. However, we have been informed by the company that no quarterly returns or statements are required to be submitted to the bank and hence, its agreement with books of accounts is considered not applicable. Differences in monthly statements submitted are not detrimental to the interests of the bank.



iii) The company has not made investments in, provided any security to companies, firms, Limited Liability Partnerships or any other parties during the year. As explained to us by the management the loans & advances granted to an associate company amounting to ₹ 311.45 lacs (₹ 1323.14 lacs o/s as on 31.03.2022) is in the nature of advance for capital goods and accordingly sub point a, b, c, d, e & f of this clause are considered not applicable in this context. However, the company has provided guarantee to a company. Our observations in this regard are given herein below: -

a) The company has provided guarantee to Standard Chartered Bank for credit facilities availed by its associate company JTL Infra Limited.

A) The aggregate amount of guarantee provided is ₹ 4500.00 lacs.

B) No guarantee has been provided to other than associates.

b) The guarantee provided and the terms and conditions on which the guarantee has been provided are not prima facie prejudicial to the interest of the company.

Point no c, d, e & f are considered not applicable in case of guarantees provided.

iv) As informed and explained to us by the management, the Company has generally complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of guarantees provided.

v) As explained to us, deposits accepted during the year are exempted deposits, hence the provisions of section 73 and 76 or any other relevant provisions of the Act and the rules framed there under are considered not applicable. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal.

vi) We have reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 and in our opinion and according to the information and explanation given to us, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii) a) The company is generally regular in depositing undisputed statutory dues of Income Tax, Goods & Service Tax, Cess and other statutory dues with the appropriate authorities.



b) As informed to us there are no disputed liabilities in case of dues of Sales Tax, Goods & Service Tax & Wealth Tax. The disputed demand of Income Tax & Excise duty and Service Tax are enumerated herein below: -

SLNO	Nature of demand	Financial. Year	Amount (₹ in lacs)	Forum where pending
01.	Income Tax	2010-11	3.48	CPC, Bangalore
02.	Income Tax	2012-13	0.05	CPC, Bangalore
03.	Income Tax	2016-17	4.71	CPC, Bangalore
04.	Income Tax	2017-18	0.29	CPC, Bangalore
05.	Service Tax	2016-17	29.02	Appellate Tribunal

viii) As informed to us by the management, No amounts has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix) (a) The company has not defaulted in repayment of dues to bank. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

(b) As informed to us by the management, The Company is not declared as a wilful defaulter by any bank or financial institution or other lender.

(c) Term loans availed during the year were utilized for the purpose it was obtained.

(d) Funds raised on short term basis have not been utilized for long term purposes.

(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(b) 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.



- xi) (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies 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 informed to us no complaints from any whistle-blower were received during the year. Accordingly, there was nothing on record in this regard for consideration.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) 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 sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) (a) The company has an internal audit system which is commensurate with the size and nature of its business.
- (b) The reports of the internal auditors for the period under audit were considered during the course of statutory audit.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given to us the Group does not have more than one CIC as part of the Group.



- xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii) There has not been any resignation of the statutory auditors during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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.
- xx) Compliance with second proviso to sub-section (5) & (6) of section 135 of the said Act is not required as there is no unspent amount which is required to be transferred to a fund specified in Schedule VII to the Companies Act and accordingly clause a & b of this point are considered not applicable.
- xxi) As the Company is not required to prepare consolidated financial statements inclusion of qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies is not applicable.

For, JOGLEKAR MAITRA & CO.
CHARTERED ACCOUNTANTS
FRN: 007747C



Place : Chandigarh
Dated: 27/07/2022
UDIN: 22077954ANWQTU1448

S.K. GUPTA
(PARTNER)
M.NO:077954

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls 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 **Chetan Industries Limited** ("the Company") as on 31st of March 2022 in conjunction with our audit of the financial statements of the Company for the year ended 31st March 2022.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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



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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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



Opinion

In our opinion 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 31.03.2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, JOGLEKAR MAITRA & CO.
CHARTERED ACCOUNTANTS
FRN: 007747C



Place : Chandigarh
Dated:27.07.2022
UDIN : 22077954ANWQTU1448


S.K. GUPTA
(PARTNER)
M.NO:077954

CHETAN INDUSTRIES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2022

(₹ In Lakhs)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	160.73	160.73
(b) Reserves and surplus	3	3855.06	2751.09
2 Non-current liabilities			
(a) Long Term Borrowings	4	280.01	465.91
(b) Long Term Provisions	5	41.24	34.73
3 Current liabilities			
(a) Short-term borrowings	6	1023.22	976.19
(b) Trade payables:-	7		
i) Total outstanding dues of MSME's		286.07	109.31
ii) Total outstanding dues other than MSME's		318.71	661.10
(c) Other current liabilities	8	204.56	142.24
(d) Short Term Provisions	9	148.64	169.86
Total		6318.24	5471.16
B ASSETS			
1 Non-current assets			
(a) <u>Property Plant & Equipment & Intangible Assets</u>			
Property Plant & Equipment	10	613.09	605.05
(b) Long Term Loans & Advances	11	1462.92	1116.06
(b) Deferred Tax Assets (Net)	12	37.26	36.66
2 Current assets			
(a) Inventories	13	2672.31	2326.79
(b) Trade receivables	14	1329.36	1259.07
(c) Cash and cash equivalents	15	11.72	20.02
(d) Short-term loans and advances	16	179.40	95.20
(e) Other current assets	17	12.18	12.31
Total		6318.24	5471.16
Significant Accounting Policy Applied.	1		

For & On Behalf Of Board

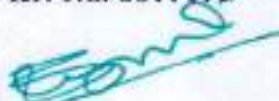
As Per Our Report Of Even Date Attached


MADAN MOHAN SINGLA
(DIRECTOR)
DIN:00156668


VIJAY SINGLA
(DIRECTOR)
DIN:00156801
PLACE: Chandigarh
DATE: 27/07/2022



FOR, JOGLEKAR MAITRA & CO.,
CHARTERED ACCOUNTANTS
FRN No. 007747C

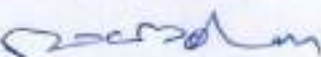

S.K.GUPTA
(PARTNER)
M.NO.077954
PLACE: Chandigarh
DATE: 27/07/2022
UDIN: 22077954ANWQTU1448

CHETAN INDUSTRIES LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2022
(₹ In Lakhs)

Particulars		Note No.	For the year ended 31.03.2022	For the year ended 31.03.2021
1	Revenue from operations	18	37960.13	25425.76
2	Other income	19	25.26	8.58
			37985.39	25434.34
3	Expenses			
	(a) Cost of Material Consumed	20	33604.47	21351.62
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(1056.63)	231.89
	(c) Employee benefits expense	22	637.51	600.05
	(d) Finance costs	23	129.95	135.99
	(e) Depreciation and amortisation expense	24	102.47	96.52
	(f) Other expenses	25	3086.70	2125.53
	Total expenses		36504.47	24541.61
4	Profit / (Loss) before exceptional and extraordinary items and tax		1480.92	892.74
5	Exceptional items		0.00	0.00
6	Profit / (Loss) before extraordinary items and tax	(4-5)	1480.92	892.74
7	Extraordinary items		0.00	0.00
8	Profit / (Loss) before tax	(6-7)	1480.92	892.74
9	Tax expense:			
	a) Current tax expense for current year		377.55	225.16
	b) Mat credit Utilization/(creation)		0.00	0.00
	c) Deferred tax liability/(asset)		(0.60)	(1.10)
			376.95	224.06
10	Profit / (Loss) for the year	(8-9)	1103.97	668.68
11	Earning Per Share			
	a) Basic		68.70	41.60
	b) Diluted		68.70	41.60
	See accompanying notes forming part of the financial statements			

For & On Behalf Of Board

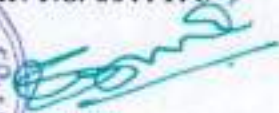
As Per Our Report Of Even Date Attached


MADAN MOHAN SINGLA
(DIRECTOR)
DIN:00156668


VIJAY SINGLA
(DIRECTOR)
DIN:00156801
PLACE: Chandigarh
DATE: 27/07/2022



FOR, JOGLEKAR MAITRA & CO.,
CHARTERED ACCOUNTANTS
FRN No. 007747C

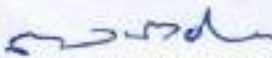

S.K. GUPTA
(PARTNER)
M.NO.077954
PLACE: Chandigarh
DATE: 27/07/2022
UDIN: 22077954ANWQTU1448

CHETAN INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2022

PARTICULARS	₹ In Lakhs)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before extra-ordinary items & tax	1480.92	892.74
ADJUSTMENTS FOR :		
Depreciation	102.47	96.52
Interest Paid/ Finance charges	129.95	135.99
Interest Received	(10.43)	(5.03)
(Profit)/Loss on sale of Fixed Assets	0.00	(3.31)
Operating Profit before extra-ordinary items and working capital changes	1702.91	1116.91
Extra ordinary items & prior period items	0.00	0.00
Operating Profit before working capital changes	1702.91	1116.91
ADJUSTMENTS FOR :		
(Increase)/Decrease in Receivables, Advances & Other Current Assets	(154.36)	(331.38)
(Increase)/Decrease Inventories	(345.52)	(909.98)
Increase/(Decrease) in Current Liabilities	(20.31)	642.35
CASH GENERATED FROM OPERATION	1182.72	517.90
Direct tax paid/deducted at sources	481.77	115.34
NET CASH OUT FLOW FROM OPERATING ACTIVITIES	700.95	402.56
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(110.51)	(78.03)
Sale of Fixed Assets	0.00	3.82
Increase in Investments	(346.86)	0.00
Interest received	10.43	5.03
NET CASH OUT FLOW IN INVESTING ACTIVITIES	(446.94)	(69.18)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term borrowing	(185.90)	131.20
Proceeds from short term borrowings (Banks)	47.03	(321.92)
Other Long Term Provisions	6.51	4.49
Interest Paid	(129.95)	(135.99)
NET CASH IN FLOW FROM FINANCING ACTIVITIES	(262.31)	(322.22)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(8.30)	11.16
Cash and Cash Equivalents at the beginning of the year	20.02	8.86
Cash and Cash Equivalents at the end of the year	11.72	20.02

FOR AND ON BEHALF OF BOARD

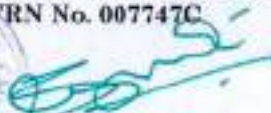
As Per Our Report Of Even Date Attached


MADAN MOHAN SINGLA
(DIRECTOR)
DIN:00156668


VIJAY SINGLA
(DIRECTOR)
DIN:00156801
PLACE: Chandigarh
DATE: 27/07/2022



FOR, JOGLEKAR MAITRA & CO.,
CHARTERED ACCOUNTANTS
FRN No. 007747C


S.K.GUPTA
(PARTNER)
M.NO.077954
PLACE: Chandigarh
DATE: 27/07/2022
UDIN: 22077954ANWQTU1448

CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

- a) Accounting Convention and Revenue Recognition:**
The accounts of the company are prepared on historical cost convention basis using accrual method of accounting in accordance with the generally accepted accounting principals in India and as per the Accounting Standards issued by the Institute of Chartered Accountants of India, and as per the relevant provisions of the Companies Act, 2013.
- b) Property, Plant & Equipments:**
Properties, Plant & Equipments are stated at cost of acquisition/construction and net of Credit of taxes and duties less accumulated depreciation.
- c) Depreciation:**
Depreciation has been provided in the fixed assets on the basis of written down value method as per useful life specified in Schedule II of the Companies Act 2013 on pro rata basis from the date the assets are ready to put to use.
- d) Valuation of Inventories:**
Valuation of inventories is done by using FIFO Method as mentioned below: —
- | | | |
|-------------------------|---|---|
| i) Raw Material | : | At cost |
| ii) Stores & Others | : | At cost |
| iii) Finished Goods | : | At lower of cost or net realisable value. |
| iv) By Products & Scrap | : | At net realisable value. |
- e) Contingent Liabilities:**
If contingent loss is probable, then provision is made of such contingent liabilities. If contingent loss is reasonably possible, then the same is disclosed by way of notes. If loss is remote, then it is ignored.
- f) Prior Period Items:**
Prior Period Items are shown below the line.
- g) Income Recognition:**
- (i) **Sales of Goods:** Income from sale of goods is recognized when the seller of goods has transferred to the risks and rewards of ownership and the seller retains no effective control of the goods. Sale of goods generally coincide with delivery of goods.
- (ii) **Revenue arising from the use by others of enterprise resources yielding interest etc:** Interest is recognised when no significant uncertainty as to measurability or collectability exists. Interest on fixed deposits & other deposits are recognized as per the applicable rates on a time proportion basis and also as declared by the banks, financial institutions, body corporates in their returns/statements. Interest on late payment from customers is recognized on acceptance of the claim by the customer to mitigate any uncertainty on collection of the interest. Interest on loans granted are recognized as per rates mutually agreed upon but not lower than rates on government securities for the tenor at the time of demand of interest and its acceptance by the borrower. If loans or advances granted are expected to be recovered or realized in kind then the excess amount recovered or realized or agreed to be paid by the borrower over & above the loan or advance granted is considered to be interest and is recognized at the time of recovery or realization or claim acceptance with surety of its ultimate realization.
- h) Events Occurring After The Balance Sheet Date:**
Events occurring after the Balance Sheet date and related to circumstances existing on the date of Balance Sheet are accounted for. Events not related to circumstances existing on the Balance Sheet date are disclosed by way of notes to accounts.
- i) Exceptional & Extraordinary Items:-**
Extraordinary & exceptional Items are shown below the line.
- j) Use Of Estimates:-**
The presentation of financial statements requires estimates and assumptions to be made that affects the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialised.
- k) Taxes On Income :-**
- A) Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year. The tax effect is calculated on the accumulated timing differences at the end of accounting period based on prevailing enacted or subsequently enacted regulations.
- B) Provision for current tax is made on the basis of the taxable profits computed for the current accounting period in accordance with Income Tax Act, 1961.
- l) Segment Reporting :-**
The company has established principles for reporting financial information, about the different types of products and services an enterprise produces and the different geographical areas in which it operates as specified in AS-17 issued by The Institute of Chartered Accountants of India. As the company is engaged mainly in manufacturing of Iron & Steel items which are integrated to each other and located in the state of Chhattisgarh only hence segment reporting is considered not applicable during the year.



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

- m) Employees Benefits:-**
 i) **Short Term Employee Benefits:-**
 All employee benefits payable within twelve months of rendering of services are classified as short-term benefits. Such benefits include salaries, wages, bonus, leave salary etc, and the same are recognised in the period in which the employee renders the related service.
 ii) **Post Employment Benefits:-**
 A) **Defined Contribution Plan:**
 Company's contribution to provident fund & ESIC are defined contribution plans and are recognised during the period in which the employee renders the related service.
 B) **Defined Benefit Plans:**
 Gratuity payable to employees comes under defined benefit plans. Liability of gratuity is estimated and accounted on the basis of half month's average salary for each completed year of service vesting occurs upon completion of five years of service. The company accounts for the liability for gratuity benefits payable in the future based on a year end actuarial valuation. Earlier it was based on the liability as per Gratuity Act. However, there is no material difference due to change in the method of provision of gratuity.
- n) Foreign Currency Transactions:**
 As per AS -11 foreign currency transactions are initially recorded in the reporting currency by applying the exchange rate at the date of transaction. Any restatement of such transaction balance at the end of the period or on settlement of transaction results in foreign exchange profit/loss. Exchange differences arising on the settlement of monetary items or on reporting an enterprise's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements should be recognised as income or expense in the period in which they arise. Foreign exchange gains/losses are separately recognised in the profit and loss account and exclude it from the respective captions such as sales purchase etc.

NOTE :2: SHARE CAPITAL

Sl No.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021			
i)	a) AUTHORISED CAPITAL 2,00,00,000 (20,00,000) Equity Shares of ₹ 1/- (₹ 10/-) each with voting rights.	200.00	200.00			
ii)	b) ISSUED, SUBSCRIBED & PAID UP CAPITAL 1,60,72,600 (16,07,260) Equity Shares of ₹ 1/- (₹ 10/-) each with voting rights.	160.73	160.73			
iii)	Reconciliation of shares	As at 31st March 2022	As at 31st March 2021			
	Opening Balance	16.07	16.07			
	Addition during the year	144.66	-			
	Closing balance	160.73	16.07			
iv)	DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF SHARES					
	Particulars	As on March 2022		As on March 2021		
		No. Of Shares	% Of Holding	No. Of Shares	% Of Holding	
	Mithan Lal Singla	10.22	6.36%	1.02	6.36%	
	Madan Mohan Singla	50.05	31.14%	5.01	31.14%	
	Vijay Singla	48.43	30.13%	4.84	30.13%	
	Rakesh Garg	47.60	29.62%	4.76	29.62%	
v) a)	RIGHTS:- The shareholders of the company have voting rights and are also entitled to dividends as stipulated in the Articles of Association of the company. Restrictions w.r.t distribution of dividends and the repayment of capital are also stipulated therein.					
b)	PREFERENCES:- NIL					
vi)	SHAREHOLDING OF PROMOTERS :-	% Change during the year	As on March 2022		As on March 2021	
	Name of Promoter		No. Of Shares	% of total Shares	No. Of Shares	% of total Shares
	Mithan Lal Singla	0.00%	10.22	6.36%	1.02	6.36%
	Madan Mohan Singla	0.00%	50.05	31.14%	5.01	31.14%
	Vijay Singla	0.00%	48.43	30.13%	4.84	30.13%
	Rakesh Garg	0.00%	47.60	29.62%	4.76	29.62%
	Total:-	0.00%	156.30	97.25%	15.63	97.25%



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :3: RESERVES & SURPLUS

Sl No.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	<u>Security Premium Reserve</u> Opening Balance	846.85	846.85
	Addition during the year.	0.00	0.00
	Closing Balance	846.85	846.85
ii)	<u>Capital Reserve</u> Opening Balance	21.11	21.11
	Addition during the year	0.00	0.00
	Closing Balance	21.11	21.11
iii)	<u>Profit & Loss A/C</u> Opening Balance	1883.13	1214.45
	ADD: Profit for the year	1103.97	668.68
	Closing Balance	2987.10	1883.13
	TOTAL	3855.06	2751.09

NOTE :4: LONG TERM BORROWING

Sl No.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
	SECURED:		
i)	<u>Term Loan From Bank</u> HDFC Bank (Term loan from HDFC Bank was secured by hypothecation of vehicle and personal guarantee of directors. The term loan is to be repaid in 39 monthly instalments of ₹ 230492/- each commencing from 07.07.2021. There is no default in repayments.)	39.23	0.00
	UNSECURED:		
ii)	From Related Parties: (Loans from related parties are repayable on demand after 12 months. Interest is payable @12% P.A. on the aforesaid loans except loan from Chetan Singla on which no interest is payable.)	240.78	420.85
iii)	From Body Corporates: (Loans from Body corporate is repayable on demand after 12 months. Interest is payable @12% P.A. on the aforesaid loans.)	0.00	45.06
	TOTAL	280.01	465.91

NOTE :5: LONG TERM PROVISIONS

Sl No.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
p-	<u>Provision for Employee Benefits:</u> Gratuity Payable	41.24	34.73
	TOTAL	41.24	34.73

NOTE :6: SHORT TERM BORROWING

Sl NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	Loans Repayable in Demand i) From Banks (Secured) a) Working Capital loan (Cash Credit Facility from HDFC Bank Limited is primarily secured against hypothecation of stock in trade and book debts & fixed deposits of the Company . The above loan is also collaterally secured by Equitable mortgage of Industrial Property at Raipur and personal guarantee of all directors.)	999.30	976.19
ii)	Current Maturities of Long Term Debt	23.92	0.00
	TOTAL	1023.22	976.19



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :7: TRADE PAYABLES

Sl NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021				
i)	Creditors for material/goods	154.16	619.11				
ii)	Creditors for expenses/ services	372.71	123.51				
iii)	Creditors for fixed assets	77.91	27.79				
	TOTAL	604.78	770.41				
(a) Trade Payables ageing schedule as on 31.03.2022							
	Particulars	Trade payables not due for payment	Outstanding for following periods from due date of payment Amount (₹ In Lakhs)				Total
			Less than 1yr	1-2 yrs	2-3 Yrs	More than 3yrs	
(i)	MSME	224.74	50.82	0.50	-	10.01	286.07
(ii)	Others	153.65	138.26	0.12	-	26.68	318.71
	Total:-	378.39	189.08	0.62	-	36.69	604.78
	Disputed Dues:-						
a.	MSME	-	-	-	-	-	-
b.	Others	-	-	-	-	-	-
	Total:-	-	-	-	-	-	-
Note: There are no unbilled dues.							
Trade Payables ageing schedule as on 31.03.2021							
	Particulars	Trade payables not due for payment	Outstanding for following periods from due date of payment Amount (₹ In Lakhs)				Total
			Less than 1yr	1-2 yrs	2-3 Yrs	More than 3yrs	
(i)	MSME	72.18	26.62	0.50	-	10.01	109.31
(ii)	Others	438.12	196.09	0.21	-	26.68	661.10
	Total:-	510.30	222.71	0.71	-	36.69	770.41
	Disputed Dues:-						
a.	MSME	-	-	-	-	-	-
b.	Others	-	-	-	-	-	-
	Total:-	-	-	-	-	-	-
Note: There are no unbilled dues.							
(b) Details relating to Micro, Small & Medium Enterprises :-							
a)	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year						
	(i) Principal					61.33	37.13
	(ii) Interest					Nil	Nil
b)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year					Nil	Nil
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006					Nil	Nil
d)	The amount of interest accrued and remaining unpaid at the end of each accounting year					-	-
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006					-	-
	Total:-					61.33	37.13



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE:

- 1) Amount due to micro & small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined on the basis of information provided to the company. Some more enterprises may also get classified under the above but in absence of relevant information with the company they can't be classified as MSME.
- 2) Information in point no 6(b) is as per information & claims of interest made if any by MSME's.
- 3) Due date of payment is as per oral agreements made between parties which generally coincide with the credit period extended in normal course of business.
- 4) Payment to creditors is generally outstanding beyond due date of payment due to inferior quality of materials supplied and non adherence to the agreed terms & conditions of purchase by the supplier. No claim of interest has been made by any MSME's due to the above. Necessary adjustment entries will be passed on final settlement of accounts.

NOTE :8: OTHER CURRENT LIABILITIES

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	Other Payables		
a)	Advance from customer	204.27	142.24
b)	Interest accrued but not due on term loans	0.29	0.00
	TOTAL	204.56	142.24

NOTE :9: SHORT TERM PROVISIONS

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	Provision for Employee Benefit	33.61	37.10
ii)	Statutory Payables	107.05	20.56
iii)	Provision for Tax	377.55	
	Less: Advance Tax, TDS & TCS	369.57	7.98
	TOTAL	148.64	169.86

Note: Provision for Employee benefit includes current liability of gratuity as per actuarial valuation, amounting to

NOTE :11: LONG TERM LOANS & ADVANCES

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
a)	Security Deposits (Unsecured Considered Good)	139.78	104.37
b)	Advances recoverable in cash or in kind for value to be received(Unsecured Considered Advance to related party in which director are interested.	1323.14	1011.69
	TOTAL	1462.92	1116.06

Note:

- 1) The company has made payment to Mirage Infra Limited of the above sum for acquisition of certain assets being constructed by the said related party as per agreements & understanding entered between the two companies in this regard. Reclassification & representation of advances have been done accordingly.
- 2) As the above payments are for acquisition of assets/capital goods hence no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties(as defined under Companies Act, 2013) either severally or jointly with any other person.
- 3) Utilisation of Borrowed funds and share premium:**
 - (A) Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
 - (B) The company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall
 - (i) 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
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 10: PROPERTY, PLANT & EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.21	Addition During the year	Transfer/ Subsidy	Total Cost as on 31.03.22	Upto 31.03.21	For the year	Transfer	Total upto 31.03.22	W.D.V as on 31.03.22	W.D.V as on 31.03.21
Land	44.73	0.00	0.00	44.73	0.00	0.00	0.00	0.00	44.73	44.73
Air Conditioner	3.62	0.00	0.00	3.62	3.48	0.00	0.00	3.48	0.14	0.14
Computer	4.71	0.00	0.00	4.71	4.50	0.00	0.00	4.50	0.21	0.21
Crane	46.46	0.00	0.00	46.46	38.99	2.33	0.00	41.32	5.14	7.47
D.G. Set (Generator)	35.37	0.00	0.00	35.37	24.71	1.93	0.00	26.64	8.73	10.66
CC TV	1.66	0.00	0.00	1.66	1.58	0.00	0.00	1.58	0.08	0.08
Electrical Installation	312.74	0.00	0.00	312.74	294.41	4.75	0.00	299.16	13.58	18.33
FAN	0.18	0.00	0.00	0.18	0.17	0.00	0.00	0.17	0.01	0.01
Factory Building	443.89	0.00	0.00	443.89	287.03	14.90	0.00	301.93	141.96	156.86
Fax	0.11	0.00	0.00	0.11	0.10	0.00	0.00	0.10	0.01	0.01
Office Building	18.63	0.00	0.00	18.63	9.08	0.46	0.00	9.54	9.09	9.55
Plant & Machinery	640.38	0.00	0.00	640.38	453.38	33.85	0.00	487.23	153.15	187.00
Telephone	0.31	0.00	0.00	0.31	0.29	0.00	0.00	0.29	0.02	0.02
Vehicle	161.69	110.51	0.00	272.20	133.62	29.99	0.00	163.61	108.59	28.06
Television	0.65	0.00	0.00	0.65	0.62	0.00	0.00	0.62	0.03	0.03
Laboratory Equipments	3.85	0.00	0.00	3.85	2.94	0.24	0.00	3.18	0.67	0.91
Furniture & Fixture	5.01	0.00	0.00	5.01	4.75	0.00	0.00	4.75	0.26	0.26
Water pump	6.33	0.00	0.00	6.33	5.49	0.15	0.00	5.64	0.69	0.84
Gassifire	52.50	0.00	0.00	52.50	43.50	1.63	0.00	45.13	7.37	9.00
Weighbridge	10.23	0.00	0.00	10.23	9.17	0.19	0.00	9.36	0.87	1.06
Weighing Scale	0.13	0.00	0.00	0.13	0.10	0.01	0.00	0.11	0.02	0.03
Misc Equipments & Instruments	385.95	0.00	0.00	385.95	319.59	12.01	0.00	331.60	54.35	66.37
Flat	63.36	0.00	0.00	63.36	0.00	0.00	0.00	0.00	63.36	63.36
Water Cooler	0.35	0.00	0.00	0.35	0.29	0.03	0.00	0.32	0.03	0.06
TOTAL RS. :	2242.86	110.51	0.00	2353.35	1637.78	102.47	0.00	1740.26	613.09	605.05
PY Figures	2175.03	78.03	10.20	2242.86	1550.98	96.52	9.69	1637.81	605.05	624.05
Note:	1) No property, plant & equipment have been found to be impaired during the year. 2) No Property, Plant & Equipment has been revalued during the financial year.									



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :12: DEFERRED TAX ASSET

SI No.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
	Opening Balance	36.66	35.56
	Created/ (Reversal) during the year	0.60	1.10
	Closing (Net)	37.26	36.66

NOTE:

In accordance with the Accounting Standard 22 issued by the Institute of Chartered Accountants of India, the aggregate of current years tax and deferred tax charged to Profit & Loss account is determined in accordance with the laws based upon which income tax is payable as under:—

Current period change:

Deferred Tax:

The Company has estimated the deferred tax credit using the applicable rate of taxation and the same has been credited to Profit & Loss account. The deferred tax has been estimated on the account of difference of book Profit and taxable Profit as per the income Tax Provisions. Accordingly deferred tax Asset is disclosed under separate head in the balance sheet as given below:

Deferred Tax Assets	Opening as at 01.04.21	Addition during the year	Closing as at 31.03.22
On account of time difference:			
*Depreciation	36.66	0.60	37.26
*Other reversible items	0.00	0.00	0.00
Total	36.66	0.60	37.26

NOTE :13: INVENTORIES

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	Finished Goods(At lower of cost or Net Realisable Value)	1607.81	551.18
ii)	Raw Materials(At cost)	972.63	1703.20
iii)	Stores & Spares(At cost)	91.87	72.41
	TOTAL	2672.31	2326.79

NOTE :14: TRADE RECEIVABLE

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	Outstanding for Period Exceeding Six Month from the date they are due for payment. (Unsecured, Considered Good)	44.36	144.18
ii)	Outstanding For Period Not Exceeding Six Month from the date they are due for payment. (Unsecured, Considered Good)	1285.00	1114.89
	TOTAL	1329.36	1259.07

Trade receivables ageing schedule as on 31.03.2022

Particulars	Not Due	Outstanding for following periods from due date of payment Amount (₹ in Lakhs)					Total
		Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i)Undisputed Trade receivables							
a. Considered Good	1211.50	73.49	31.21	5.48	-	-	1321.68
b. Considered Doubtful	-	-	-	-	7.30	0.37	7.68
(ii) Disputed Trade receivables							
a. Considered Good	-	-	-	-	-	-	-
b. Considered Doubtful	-	-	-	-	-	-	-
Total:-	1211.50	73.49	31.21	5.48	7.30	0.37	1329.36



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

Trade receivables ageing schedule as on 31.03.2021							
Particulars	Not Due	Outstanding for following periods from due date of payment Amount (₹ in Lakhs)					Total
		Less than 6 months	6 months-1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables							
a. Considered Good	1069.44	32.66	101.67	54.92	-	-	1258.70
b. Considered Doubtful	-	-	-	-	0.37	-	0.37
(ii) Disputed Trade receivables							
a. Considered Good	-	-	-	-	-	-	-
b. Considered Doubtful	-	-	-	-	-	-	-
Total:-	1069.44	32.66	101.67	54.92	0.37	-	1259.07

Note: Due date of payment is as per oral agreements made between parties which generally coincide with the credit period extended in normal course of business.

NOTE :15: CASH & CASH EQUIVALENTS

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
(A)	Cash & Cash Equivalents:		
i)	Cash In Hand	9.65	6.94
ii)	Cash at Bank:		
	In Current account of State Bank of India	0.00	0.48
	In Cash Credit account with Punjab National Bank Ltd.	0.00	6.42
	In Fixed deposit towards margin money for bank guarantee.	2.07	6.18
	TOTAL	11.72	20.02

NOTE :16: SHORT TERM LOANS & ADVANCES

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	<u>Advances recoverable in cash or in kind for value to be received</u>		
	Advance to suppliers & others	171.86	19.19
ii)	Balance With Government Authorities	7.54	76.01
	TOTAL	179.40	95.20

Note:
1) Loans & Advances represents amount advanced to suppliers & employees.
2) No loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.
3) Utilisation of Borrowed funds and share premium:
(A) Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
(B) The company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall
(i) 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
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTE :17: OTHER CURRENT ASSETS

SI NO.	PARTICULARS	As at 31 March, 2022	As at 31 March, 2021
i)	Interest Receivable	4.72	4.75
ii)	Prepaid Expense	7.46	7.56
	TOTAL	12.18	12.31



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :18: REVENUE FROM OPERATION

SI NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
	Sale Of Products (Gross)		
a)	Sale Of Manufactured Goods		
i)	G.I.Pipe	10734.11	8829.63
ii)	M.S. Pipe	18480.24	8116.72
iii)	Fish Plate	142.76	975.14
iv)	H.R.Strip	13356.95	10889.20
	(a)	42714.06	28810.68
b)	Sale Of Scrap & others		
-	M.S. Rejection Pipe	462.63	306.31
-	M.S.Scrap	1194.82	519.46
-	Zinc Dross	114.92	92.93
-	Zinc Ash	37.91	32.00
-	Raw Material and others	196.85	237.06
	(b)	2007.13	1187.78
c)	Other operating revenues	(c)	(c)
		7.10	3.85
	Gross Revenue from Operations	Total (a+b)	
		44728.29	30002.31
Less:	GST & Cess on Sales	6768.16	4576.55
	Net Revenue from Operations	37960.13	25425.76

NOTE :19: OTHER NON OPERATING INCOME

SI NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
i)	Interest Income	10.43	5.03
ii)	Other Income	14.89	0.24
iii)	Profit on Sales of Fixed Assets	0.00	3.31
	TOTAL	25.26	8.58

Note: Other income represents sales tax refund received in current year.

NOTE :20: COST OF MATERIAL CONSUMED

SI NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
	Opening Stock	1703.20	564.36
Add:	Purchase & Expenses	32873.90	22490.46
Less:	Closing Stock	972.63	1703.20
	Cost of material consumed	33604.47	21351.62

Note: Material Consumed is 100% indigeneous.

	Material Consumed Comprises of:		
i)	M.S.Billet	29092.53	19122.03
ii)	M.S. Black Pipe & M. S. Strips	2088.59	186.33
iii)	Zinc Consumed	2135.59	1808.91
iv)	Fish Plate Bars & others	287.76	234.35
	Total(i+ii+iii+iv)	33604.47	21351.62



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :21: STATEMENT OF CHANGES IN INVENTORY

SI NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
i)	<u>Inventories At End Of The Year</u>		
-	Finished Goods	1319.97	410.69
-	By Products	64.68	2.83
-	Scrap	223.16	137.66
		1607.81	551.18
ii)	<u>Inventories At Beginning Of The Year</u>		
-	Finished Goods	410.69	758.78
-	By Products	2.83	7.09
-	Scrap	137.66	17.20
		551.18	783.07
	Net (increase) / decrease	(1056.63)	231.89

NOTE :22: EMPLOYEE BENEFIT EXPENSES

SI NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
a)	<u>Salary & Wages</u>		
i)	Wages & Salary	578.91	544.07
ii)	Director Salary	30.00	36.00
	Sub Total (i+ii+iii)	608.91	580.07
b)	<u>Contributions to provident and other funds</u>		
i)	Employers contribution to ESIC	2.71	2.04
ii)	Employers contribution to Provident fund	3.39	1.15
iii)	Gratuity	12.23	10.87
iv)	Bonus	5.99	4.72
	Sub Total (i+ii+iii+iv)	24.32	18.78
c)	<u>Staff Welfare</u>		
i)	Staff Welfare Expenses	4.28	1.20
	Sub Total (i)	4.28	1.20
	Total (a+b+c)	637.51	600.05

NOTE :23: FINANCE COST

SI NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
i)	Interest Expenses	129.95	135.99
	TOTAL	129.95	135.99

NOTE :24: DEPRECIATION & OTHER AMORTISATION EXPENSES

SI NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
i)	Depreciation	102.47	96.52
	TOTAL	102.47	96.52



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :25: OTHER EXPENSES

Sl NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
(A)	Manufacturing Expenses		
a)	<u>Cost of Stores Consumed</u>		
	Opening Stock	48.95	43.69
	Purchase & Expenses	785.57	566.85
	Closing Stock	56.94	48.95
	Store Consumed	777.58	561.59
	Note: Stores consumed is 100% indigenous.		
b)	<u>Power & Fuel Consumed</u>		
i)	Power Charges	773.54	632.65
		773.54	632.65
ii)	<u>Fuel consumption</u>		
	Opening Stock	23.46	25.69
	Purchase	932.08	737.96
	Closing Stock	34.93	23.46
		920.61	740.18
	Sub Total (i+ii)	1694.15	1372.83
c)	<u>Other Manufacturing Expenses</u>		
i)	Rep & Maint Expenses	38.57	44.93
ii)	Gasfire exp	43.50	26.61
iii)	Diesel Exp	12.05	5.76
	Sub Total (i+ii+iii)	94.12	77.29
	Total A) : (a+b+c)	2565.85	2011.71
B)	Selling & Administrative Expenses		
	Bank Charges	2.32	1.44
	Carriage Outward	173.79	15.07
	Selling & Marketing Expenses	248.30	32.08
	Property Tax	7.09	7.55
	Insurance	6.47	7.28
	Legal & Professional Fees	1.18	4.23
	Postage ,Telegram & Stationary Expenses	0.98	0.86
	Telephone Charges	0.45	0.31
	Traveling Exp & Conveyance	9.45	7.92
	Taxes and Interest thereon	17.04	0.53
	Office & Administrative Expense	2.18	3.36
	License and Registration Fees	10.58	6.61
	Water Charges	2.52	0.53
	Weightment Charges	0.39	0.76
	Guest House Rent	25.71	24.00
	Sub Total	508.45	112.52
	<u>Corporate Social Responsibility(CSR)</u>		
	CSR Expense	10.50	0.00
	Sub Total	10.50	0.00
	<u>Payment To Auditor (including goods and service tax)</u>		
	Statutory Audit Fees	1.60	1.00
	GST Audit	0.30	0.30
	Sub Total	1.90	1.30
	Total (B)	520.85	113.82
	Total(A+B)	3086.70	2125.53



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :26: CORPORATE SOCIAL RESPONSIBILITY(CSR) EXPENSE

Sl NO.	PARTICULARS	For year ended 31 March, 2022	For year ended 31 March, 2021
1	Amount required to be spent by the company during the year	10.50	0.00
2	Amount of expenditure incurred	10.50	0.00
3	Shortfall at the end of the year	Nil	Nil
4	Total of previous years's shortfall	Nil	Nil
5	Reason for Shortfall	N.A.	N.A.
6	Nature of CSR activities	Note	N.A.
7	Details of related party transaction	Nil	Nil

Note: Food for everyone in Delhi-NCR & child literacy with mid day meals

NOTE :27: FINANCIAL RATIOS

Sr No	Particulars	Numerat or	Denomin ator	RATIO		Variation
				2021-22	2020-21	
1	Current Ratio	Current assets	Current liabilities	2.12	1.80	17.67%
2	Debt-Equity Ratio	Total debt	Total Net Worth	0.32	0.50	-34.47%
3	Debt Service Coverage Ratio	PAT + Depreciation + Interest on Term	Repayment of Term Loan including Interest	58.36	0.00	0.00%
4	Return on Equity Ratio	PAT	Average Total Networth	0.32	0.26	22.85%
5	Inventory turnover ratio	Net Turnover	Average Inventory	15.19	13.58	11.80%
6	Trade Receivables turnover ratio	Net Turnover	Average Receivables	29.33	21.92	33.79%
7	Trade payables turnover ratio	Total Purchases	Average Trade Payables	50.31	45.86	9.70%
8	Net capital turnover ratio	Net Turnover	Average Working Capital	19.57	14.59	34.12%
9	Net profit %	PBT	Net Turnover	3.90%	3.51%	11.11%
10	Return on Capital employed	PBDIT	Capital Employed	0.40	0.33	19.72%
11	Return on investment	Income from Investments	Average Investments	0.00	0.00	0.00%

Sr No	Particulars	Reason for major Variations
1	Debt Equity Ratio	Debt Equity Ratio has decreased due to substantial increase in equity as compared to increase in debt.
2	Trade Receivables turnover ratio	Trade receivables turnover has increased due to increase in turnover(49.32%) being considerably higher than the increase in average receivables(5.58%).
3	Net capital turnover ratio	The ratio has increased due to proportionate increase in turnover being higher than the increase in average working capital.



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :28: EARNING PER EQUITY SHARE

	Particulars	2021-22	2020-21
a)	Basic Earnings Per Share (EPS)(₹)		
	Basic	68.70	41.60
	Diluted	68.70	41.60
b)	Profit after Tax attributable to the Equity Shareholders (₹ in lakhs)	1103.97	668.68
c)	Basic Earnings for equity share has been computed by dividing Net Profit After Tax by the weighted average number of equity share outstanding for the period. Weighted average number of equity shares used in computing earnings per equity		
	Basic	16072600	1607260
d)	Face Value of each equity share (₹)	10/-	10/-

NOTE :29: RELATED PARTY DISCLOSURE

(A) Name of the related parties & description of relationship

S.No	Description of Relationship	Name of Related Parties	DIN/CIN
1	Key Management Personal	Madan Mohan Singla	DIN-00156668
		Vijay Singla	DIN-00156801
		Chetan Singla	DIN-00549795
		Rakesh Garg	DIN-00184081
		Mithan Lal Singla	DIN-00156885
		Preet Kumal Kaur Bhatia	DIN-07070977
		Vikas Chander Verma	DIN-07311312
2	Related Concerns	JTL Infra Ltd.	L27106CH1991PLC01153
		Mirage Infra Ltd.	U45209CH2008PLC03132
		Jagan Industries Pvt Ltd.	U00000CH1990PTC01001
		Himani Steels Pvt Ltd.	U27109CH1994PTC01425
		Tricity Medicare Pvt Ltd.	U85190CH2008PTC03130
		Infinity Infra Pvt Ltd.	U70200CH2019PTC04257
3	Other Related Parties	Mithal Lal & Sons (HUF)	-
		Madan Mohan Singla (HUF)	-
		Pranav Singla	-
		Shukla Singla	-
		Nikita Singla	-
		Dhruv Singla	-
		Vijay Kumar Singla (HUF)	-

(B) In accordance with the accounting standard on "Related Party Disclosure" (AS 18), the disclosure in respect of transactions with the company's related parties are as follows: -

S.No	Nature of transaction	Amount (₹ in Lakhs)	Party	CIN/DIN
1	Director Salary	12.00	Mithan Lal Singla	DIN-00156885
		18.00	Vijay Singla	DIN-00156801
2	Sales (Gross)	4035.47	JTL Infra Ltd.	L27106CH1991PLC011536
3	Purchases (Gross)	121.10	JTL Infra Ltd.	L27106CH1991PLC011536
4	Advance Given	311.45	Mirage Infra Ltd.	U45209CH2008PLC031322
5	Advance outstanding as on 31.03.2022	1323.14	Mirage Infra Ltd.	U45209CH2008PLC031322
6	Unsecured loan o/s as on 31.03.2022	64.80	Chetan Singla	DIN-00549795
		124.38	Mithan Lal Singla	DIN-00156885
		51.60	Vijay Singla	DIN-00156801
7	Interest on Unsecured Loan	1.87	Madan Mohan Singla	DIN-00156668
		11.61	Madan Mohan Singla (H.U.F.)	-
		14.88	Mithan Lal & Sons (H.U.F.)	-
		13.48	Mithan Lal Singla	DIN-00156885
		14.80	Nikita Singla	-
		3.16	Shukla Singla	-
		5.60	Vijay Kumar Singla	DIN-00156801
		13.90	Vijay Kumar Singla (H.U.F.)	-



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

NOTE :30: RETIREMENT BENEFITS TO EMPLOYEE

(i) Change in Benefit Obligation:

The following tables set out the funded status majority of the Indian gratuity plans and the amounts recognized in the Company's financial statements as at March 31, 2022:

	As at 31 March, 2022
a) Present value of obligation as at the beginning of the period	--
b) Acquisition adjustment	--
c) Interest cost	--
d) Past service cost	88.29
e) Current service cost	8.67
f) Curtailment cost/(Credit)	--
g) Settlement cost/(Credit)	--
h) Benefits paid	(1.28)
i) Actuarial (gain)/loss on obligation	--
j) Present value of obligation as at the end of period	45.68
(ii) Fair value of plan assets:	
	As at 31 March, 2022
a) Fair value of plan assets at the beginning of the period	--
b) Acquisition adjustment	--
c) Actual return on plan assets	--
d) Employer contributions	--
e) Benefits paid	--
f) Fair value of plan assets at the end of the period	--
g) Funded status	--
h) Excess of actual over estimated return on plan assets	--
(iii) Actuarial Gain/Loss on plan assets	
	As at 31 March, 2022
a) Expected return on plan assets	--
c) Actual return on plan assets	--
f) Actuarial gain/(loss) on plan assets	--
(iv) Actuarial Gain / loss recognized	
	As at 31 March, 2022
a) Actuarial gain /(loss) for the period- obligation	--
b) Actuarial (gain)/loss for the period - plan assets	--
c) Total (gain)/loss for the period	--
d) Actuarial (gain) / loss recognized in the period	--
e) Unrecognized actuarial (gains) losses at the end of period	--
(v) The amounts to be recognized in balance sheet and related analysis	
	As at 31 March, 2022
a) Present value of obligation as at the end of the period	45.68
b) Fair value of plan assets as at the end of the period	--
c) Funded status / Difference	(45.68)
d) Excess of actual over estimated	--
e) Unrecognized actuarial (gains)/losses	--
f) Net asset/(liability) recognized in balance sheet	(45.68)



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

(vi)	Expense recognized in the statement of profit and loss The amount for the years ended March 31, 2022 recognized in the Statement of Profit and Loss under employee benefit expense are as follows :	
		As at 31 March, 2022
a)	Current service cost	8.68
b)	Past service cost	3.55
c)	Interest cost	--
d)	Expected return on plan assets	--
e)	Curtailement cost / (Credit)	--
f)	Settlement cost / (credit)	--
g)	Net actuarial (gain)/ loss recognized in the period	--
h)	Expenses recognized in the statement of profit & losses	12.23
(vii)	The weighted-average assumptions used to determine benefit obligations as at March 31, 2022	
		As at 31 March, 2022
	i) Discounting Rate	7.19%
	ii) Future salary Increase	9.00%
(viii)	Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the company.	
	i) Retirement Age (Years)	60
	ii) Mortality rate inclusive of Provision for disability	IALM (2012-14)
	iii) Ages	Withdrawal Rate (%)
	Up to 30 Years	10
	From 31 to 44 years	10
	Above 44 years	10
(ix)	Movement in the liability recognized in the balance sheet	
		As at 31 March, 2022
a)	Opening liability	34.73
b)	Expenses as above	12.23
c)	Benefits paid	(1.28)
d)	Actual return on plan assets	--
e)	Acquisition adjustment	--
f)	Closing liability	45.68
(x)	Major categories of plan assets (as percentage of total plan assets)	
		As at 31 March, 2022
a)	Government of India Securities	--
b)	State Government securities	--
c)	High Quality Corporate Bonds	--
d)	Equity Shares of listed companies	--
e)	Property	--
f)	Special Deposit Scheme	--
g)	Funds Managed by Insurer	--
h)	Bank Balance	--
	Total	--



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

(xi)	Enterprise best estimate of expense for the next Annual reporting period is ₹ 15.15 Lacs.	
(xii)	Bifurcation of PBO at the end of year as per schedule III to the companies Act, 2013.	
		As at 31 March, 2022
a)	Current liability	4.44
b)	Non-Current liability	41.24
c)	Total PBO at the end of year	45.68
(xiii)	Sensitivity Analysis of the defined benefit obligation.	
	a) Impact of the change in discount rate	
	Present Value of Obligation at the end of the period	45.68
a)	Impact due to increase of 0.50%	(1.67)
b)	Impact due to decrease of 0.50 %	1.78
	b) Impact of the change in salary increase	
	Present Value of Obligation at the end of the period	45.68
a)	Impact due to increase of 0.50%	1.70
b)	Impact due to decrease of 0.50 %	(1.61)
	Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.	

OTHER NOTES:

31	Contingent liabilities :-		
	a) Guarantees:-		
i)	Bank guarantee issued by HDFC Bank on behalf of the company & outstanding as on 31.03.2022 is ₹ 3.59 lacs (Previous year ₹ 5.30 lacs issued by Punjab National Bank).		
ii)	Corporate guarantee given to Standard Chartered Bank amounting to ₹ 4500.00 lacs for loan facilities sanctioned to JTL Infra Ltd.		
	b) Claims against the company not acknowledged as debt:-		
	i) The office of the Commissioner (Appeals), Central Excise & Customs have in its order stated that cenvat credit availed by the company in F.Y 2016-17 amounting to ₹ 29.02 lacs/- is inadmissible and is to be recovered along with interest and also liable for equal penalty as per Cenvat Credit Rules. The Company has filed an appeal against the aforesaid order before Customs, Excise & Service Tax Appellate Tribunal and is hopeful of positive outcome in its favour. Accordingly, provision of the aforesaid amount was not considered necessary in the books of accounts.		
	ii) Demands raised by Income Tax Department:-		
Sl.N o	Asst. Year	Amount (₹ in lacs)	Remarks
1	2011-12	3.48	Company disagrees with the demand.
2	2013-14	0.05	Company disagrees with the demand.
3	2017-18	4.71	Response submitted.
4	2018-19	0.29	Company disagrees with the demand.
32	Intangible assets under development: ₹ Nil		
33	Details of Benami Property held:- No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.		
34	The Company has borrowings from banks or financial institutions on the basis of security of current assets :- (a) No quarterly statements of current assets were filed by the Company with banks and hence no reconciliation is required. Differences in monthly statements are not prejudicial to the interest of the bank.		
35	The company is not declared a wilful defaulter by any bank or financial institution or other lender.		



CHETAN INDUSTRIES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

- 36 **Relationship with Struck off Companies:-**
The company does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 37 **Registration of charges or satisfaction with Registrar of Companies**
All charges are duly registered with Registrar of Companies.
- 38 **Compliance with number of layers of companies**
The company has not entered into any transactions beyond the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- 39 **Compliance with approved Scheme(s) of Arrangements**
No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- 40 In the opinion of the board the current assets, loans & advances are approximately of the value stated if realised in the ordinary course of business. Provision for depreciation and all known liabilities are adequate and not in excess of amount considered necessary.
- 41 No personal expenses otherwise than those payable under contractual obligation has been charged in account.
- 42 Expenditure & Earnings in foreign currency ₹ Nil.
- 43 Expenditure incurred on employees throughout the year and in receipt of remuneration aggregating of ₹ 102.00 lacs per annum or ₹ 8.5 lacs per month or more if employed for the part of the year is ₹ Nil (Previous year ₹ Nil.)
- 44 The figures are rounded off to the nearest lacs.
- 45 Balance in personal accounts is subject to confirmation from the concerned parties.
- 46 Previous year figures have been recasted/restated wherever necessary for better logical and comparative presentation and also to comply with the revised Schedule III requirements.

For & On Behalf Of Board

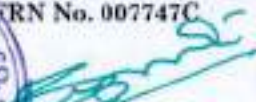
As Per Our Report Of Even Date Attached


MADAN MOHAN SINGLA
(DIRECTOR)
DIN:00156668


VIJAY SINGLA
(DIRECTOR)
DIN:00156801
PLACE: Chandigarh
DATE: 27/07/2022



FOR, JOGLEKAR MAITRA & CO.,
CHARTERED ACCOUNTANTS
FRN No. 007747C


S.K.GUPTA
(PARTNER)
M.NO.077954
PLACE: Chandigarh
DATE: 27/07/2022
UDIN: 22077954ANWQTU1448



INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
JTL INFRA LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of JTL Infra Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.



The Key Audit Matter	Auditor's Response
<p>Related Party Transactions</p> <p>The Company has entered into several transactions with related parties during the year ended 31 March 2022 and also has outstanding balances as at the year end. We identified related party transactions as a key audit matter due to the risk with respect to completeness of disclosures made in the standalone financial statements due to a volume of such transactions, recoverability of balances outstanding, compliance with statutory regulations governing related party transactions such as the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the SEBI listing regulations'), and the judgements involved in assessing whether transactions with related parties are undertaken at an arms' length.</p>	<p>Our key audit procedures around related party transactions included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • Evaluated the design and tested the operating effectiveness of the relevant key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standards. • Assessed the compliance with the SEBI listing regulations and the regulations under the Companies Act, 2013, including authorization and approvals as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions, as applicable. In cases where the matter was subject to interpretation, we assessed reasonableness of management's judgement. • Verified the management's assessment of recoverability of dues from related parties by reference to underlying supporting documents such as valuation of underlying assets of such entities and settlement of such transactions subsequent to the balance sheet date. • On a sample basis, tested the Company's assessment of related party transactions for arms' length pricing. • Considered the adequacy and appropriateness of the disclosures made in the standalone financial statements of related party relationships and transactions in accordance with the requirements of applicable accounting standard.
<p>Revenue Recognition</p> <p>The Company recognizes revenue at the point of time when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.</p> <p>In determining the transaction price</p>	<p>Our key audit procedures around revenue recognition included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • We performed process walk through to understand the adequacy and the design of the revenue cycle. We tested internal controls in the revenue and trade receivables over the accuracy and timing of revenue accounted in the financial statements. • Understanding the policies and procedures applied to revenue recognition, as well as compliance thereof, including an analysis of the effectiveness of



<p>for the sale, the Company considers the effects of variable consideration and consideration receivable from the customer.</p> <p>The nature of rebates, discounts and sales returns, if any, involve judgment in determining sales revenues and revenue cut-off. The risk is, therefore, that revenue may not be recognized in the correct period or that revenue and associated profit is misstated.</p>	<p>controls related to revenue recognition processes employed by the Company.</p> <ul style="list-style-type: none"> • We reviewed the revenue recognition policy applied by the Company to ensure its compliance with Ind-AS 115 requirements. • We checked the contracts of customers along with revenue recognition policy applied by the Company to ensure satisfaction of performance obligation upon transfer of control of products to customer at a point in time. Our checking procedure includes consideration of the accounting and presentation of the rebates and discount arrangements. • In addition to substantive analytical reviews performed to understand how the revenue has trended over the year, we performed a detailed testing on transactions around the year-end, ensuring revenues were recognised in the correct accounting period. We also tested journal entries recognised to revenue focusing on unusual or irregular transactions.
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Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the



Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of Standalone Financial Statement

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

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

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



accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



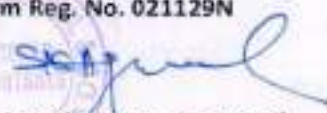
- (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,
- (h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Date: April 20, 2022
Place: Chandigarh

For Suresh K Aggarwal & Co.

Chartered Accountants

Firm Reg. No. 021129N


(CA Suresh Kumar Aggarwal)
Proprietor

Membership No. 090064

UDIN: 22090064AHKRLB4218



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of JTL Infra Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the



assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

Date: April 20, 2022

Place: Chandigarh

For Suresh K Aggarwal & Co.

Chartered Accountants

Firm Reg. No. 021129N

(CA Suresh Kumar Aggarwal)

Proprietor

Membership No. 090064

UDIN: 22090064AHKRLB4218



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 2 Under 'Report on other Legal and Regulatory Requirements' of our Report of Even Date)

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2022, we report that:

- i. (a) - The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- The Company doesnot have any intangible asset hence reporting under clause 3(i)(B) of the Order is not applicable.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner, over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us including registered title deeds, we report that, the title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. In respect of its inventories:
 - (a) The management has physically verified the inventories. In our opinion, the frequency, coverage and procedure of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and such discrepancies have been properly dealt with in the books of accounts.
 - (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets during the year. According to the information and explanations given to us, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of accounts of the Company.



- iii. The Company has made investments in and granted unsecured loans to companies during the year, in respect of which:
- (a) The aggregate amount granted during the year and balance outstanding at the balance sheet date with respect to loans granted is Rs. 2.46 crore and R.2.46 crore respectively. The company has not provided any guarantees or securities for loan taken by subsidiary or associate company.
 - (b) The investment made and terms and conditions of grant of such loans are not prejudicial to the Company's interest.
 - (c) In respect of loans granted by the Company, payment of interest has been stipulated and receipt of interest has been regular.
 - (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made, as applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the accounts and records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment Rules, 2014 specified by the Central Government under section 148 of the Act, and are of the opinion that the prima facie, the prescribed Cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2022 for a period of more than six months from the date they became payable.
 - (c) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2022 on account of disputes are given below:



Name of the statute	Amount (Rs.in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	2.10	AY 2006-07	CIT(Appeal)
Income Tax Act, 1961	122.03	AY 2009-10	CIT(Appeal)
Income Tax Act, 1961	164.71	AY 2010-11	CIT(Appeal)
Income Tax Act, 1961	0.44	AY 2011-12	CIT(Appeal)
Income Tax Act, 1961	14.78	AY 2017-18	CIT(Appeal)
Income Tax Act, 1961	4.48	AY 2019-20	CIT(Appeal)
Income Tax Act, 1961	2.26	AY 2020-21	CIT(Appeal)
Service Tax Act, 1994	4.56	FY2016-17	Concerned Authorities
GST Act, 2017	33.17	FY 2016-17	Concerned Authorities

* Net of amount paid under protest.

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) Based on the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lenders.
 (b) The Company is not declared a willful defaulter by any bank or financial institution or other lender.
 (c) The term loan has been applied for the purpose for which they were obtained.
 (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 (e) The Company has not raised loans during the year on the pledge of securities held in its subsidiary or associate companies.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence, reporting under clause 3(x)(a) of the Order is not applicable).
 (b) According to the information and explanations given to us, the Company has made preferential allotment of shares during the year under review. In respect of the above issue, we further report that :
 a) the requirement of Section 42 of the Companies Act, 2013, as applicable, have been complied with; and



b) the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised.

During the year the Company has not made any private placement of shares or fully or partly convertible debentures.

- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
(c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non-cash transaction with directors or persons connected with him, therefore, reporting under clause 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not engaged in business of Non-Banking Financial Company or Housing Finance Company or Core Investment Company requiring registration under the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred any cash losses in the financial year covered by our audit and in the immediately preceding financial year.



- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a fund specified in Schedule VII to the Companies Act in compliance with Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) There are no unspent amounts towards CSR on ongoing projects requiring a transfer to a fund specified in Schedule VII to the Companies Act in compliance of Section 135 of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

Date: April 20, 2022
Place: Chandigarh

For Suresh K Aggarwal & Co.
Chartered Accountants
Firm Reg. No. 021129N

{ CA Suresh Kumar Aggarwal }
Proprietor
Membership No. 090064
UDIN: 22090064AHKRLB4218

JTL INFRA LIMITED
Standalone Balance Sheet as at March 31, 2022

Particulars	Note No.	Rs. in Lakh	
		As at 31-Mar-22	As at 31-Mar-21
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	4,245.40	2,847.64
Capital Work in Progress	4	339.96	-
Financial Assets			
Investments	5	1,246.87	1.44
Other Non-Current Assets	6	207.72	133.90
Total Non-Current Assets		6,039.95	2,982.99
Current Assets			
Inventories	7	9,254.67	5,308.73
Financial Assets			
Loans	8	271.80	15.82
Trade Receivables	9	9,627.47	9,511.33
Cash and Cash Equivalents	10	9.13	21.23
Bank Balances other than Cash and Cash Equivalents	11	154.66	396.12
Others	12	-	12.98
Other Current Assets	13	2,287.56	2,689.20
Total Current Assets		21,605.29	17,955.43
Total Assets		27,645.24	20,938.42
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	1,183.74	1,060.74
Other Equity	15	14,567.73	8,629.78
Total Equity		15,751.47	9,690.52
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	16	755.74	1,069.66
Provisions	17	93.82	70.58
Deferred Tax Liabilities	18	225.32	201.60
Other Non-Current Liabilities	19	38.56	41.93
Total Non-Current Liabilities		1,113.44	1,383.76
Current Liabilities			
Financial Liabilities			
Borrowings	20	7,071.28	5,198.28
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises and	21	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	22	1,964.98	3,303.87
Other Financial Liabilities	23	301.23	43.53
Other Current Liabilities	24	1,147.32	529.91
Provisions	25	5.16	2.76
Income Tax Liabilities		290.36	705.78
Total Current Liabilities		10,780.33	9,864.13
Total Equity and Liabilities		27,645.24	20,938.42

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For: **Suresh K Aggarwal & Co.**

Chartered Accountants
ERN021129N

Suresh Kumar Aggarwal
Proprietor
M.No. 090064
UDIN: 22090064AHHKRLB4218



Rakesh Garg
Whole Time Director
DIN: 00184081

Mohinder Singh
Company Secretary
PAN: BULPSS287P

For and on behalf of Board of Directors
of **JTL Infra Limited**

Madan Mohan
Managing Director
DIN: 00156668

Dhruv Singh
Chief Financial Officer
PAN: GBS9330L

Place : Chandigarh
Date : April 20, 2022

JTL INFRA LIMITED
Standalone Statement of Profit and Loss for period ended March 31, 2022

Particulars	Note No.	Rs. in Lakh	
		Year ended 31-Mar-22	Year ended 31-Mar-21
Revenue from Operations	25	97,571.61	43,576.10
Other Income	26	353.76	460.76
Total Income (I)		97,925.37	44,036.86
EXPENSES			
Cost of Materials Consumed	27	90,118.72	39,203.61
Purchases of Stock-in-Trade			-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	28	(2,359.28)	28.89
Employee Benefits Expense	29	1,122.33	299.11
Finance Costs	30	641.90	865.77
Depreciation and Amortisation Expense	31	212.59	171.33
Other Expenses	32	1,436.01	765.42
Total Expenses (II)		91,172.27	41,334.13
Profit Before Exceptional items and Tax (I-II)		6,753.10	2,702.73
Exceptional Items		-	-
Profit/ (Loss) Before Tax		6,753.10	2,702.73
Tax Expense/(Benefits):			
Current Tax	18	1,673.81	661.25
Income Tax of Earlier Years		72.46	-
Deferred Tax	18	4.54	35.16
Total Tax Expense		1,750.81	696.41
Profit/ (loss) for the years		5,002.29	2,006.32
Other Comprehensive Income :			
Items that will be reclassified to Profit and Loss			
Re-measurement gains/ (losses) on defined benefit obligations		12.74	(0.34)
Deferred Tax Charge		(3.21)	-
Items that will not be reclassified to Profit and Loss			
Fair valuation of financial instruments through OCI		50.76	-
Deferred Tax Charge		(15.98)	-
Total Other Comprehensive Income		44.31	(0.34)
Total Comprehensive Income		5,046.60	2,005.98
Earnings per Equity Share of Rs. 2/- each			
Basic		8.45	3.39
Diluted		7.63	3.39

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

As per our report of even date attached
For **Suresh K Aggarwal & Co.**
Chartered Accountants
FRN 021129N

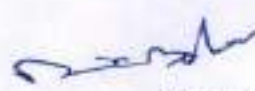
Suresh Kumar Aggarwal
Proprietor
M.No. 090064
UDIN: 22090064AIIKRLB4210

Place : Chandigarh
Date : April 20, 2022

For and on behalf of Board of Directors
of **JTL Infra Limited**


Rakesh Garg
Whole Time Director
DIN: 00184081


Mohinder Singh
Company Secretary
PAN: BELP55287P


Madan Mohan
Managing Director
DIN: 00156668


Dhruv Singla
Chief Financial Officer
PAN: CGBPS9330L

JTL INFRA LIMITED

Standalone Cash Flow Statement for the Period Ended March 31, 2022

Particulars	Rs. in Lakhs	
	Year ended 31-Mar-22	Year ended 31-Mar-21
Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax	6,733.10	2,702.73
Adjustment for:		
Depreciation & Amortisation Expense	212.59	171.33
Interest Income	(67.31)	(19.14)
Interest Expense	630.25	807.24
Net unrealized foreign exchange (gain)	(22.93)	(78.56)
(Gain) / Loss on Sale of Property, Plant and Equipment (net)	(0.19)	(38.87)
Operating Profit before working Capital Changes :	7,505.51	3,344.73
Movements in Working Capital :		
(Increase)/decrease in Trade Receivables	(93.21)	(4,361.21)
(Increase)/decrease in Inventories	(3,945.93)	(3,107.35)
Increase/(decrease) in Trade payables	(1,410.09)	2,266.34
Increase/(decrease) in Other liabilities and Provisions	886.07	348.36
(Increase)/decrease in Other financial assets and Other assets	234.97	(677.27)
Cash generated from Operations :	3,169.32	(386.20)
Direct Taxes Paid	(2,161.69)	(309.80)
Net Cash flow from/(used in) Operating Activities	1,007.63	(496.00)
Cash Flow from Investing Activities		
Purchase of property, plant and equipment including CWIP	(2,049.61)	(663.35)
Proceeds from sale of property, plant and equipment	0.10	50.59
Movement in Investments	(1,245.43)	-
Movement Bank Deposit not considered as cash & cash equivalent	241.46	(363.23)
Interest Received	67.31	19.14
Net Cash flow from/(used in) Investing Activities	(2,986.16)	(756.84)
Cash Flow from Financing Activities		
Proceeds from/ (repayment of) Long term borrowings	(290.68)	1,661.33
Money received against share warrants	1,226.50	1,562.00
Proceeds from/ (repayment of) in Short term borrowings	1,873.01	(596.06)
Dividend Paid	(212.15)	-
Interest Paid	(630.25)	(807.24)
Net Cash flow from/(used in) Financing Activities	1,966.43	1,320.03
Net Increase/Decrease in Cash & Cash Equivalents	(12.10)	(32.69)
Cash & Cash equivalents at the beginning of the year	21.23	53.92
Cash & Cash equivalents at the end of the year	9.13	21.23
Components of Cash and Cash Equivalents		
Cash in Hand	0.96	21.02
Balance with Scheduled Banks:		
Current Accounts	0.17	0.21
	9.13	21.23
Add- Term Deposits pledged with Scheduled banks not considered as cash and cash equivalents	-	-
Less- Fixed Deposits having maturity period more than 12 months	-	-
Cash & Cash Equivalents	9.13	21.23


Notes:

- (i) Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.
- (ii) Purchase of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year.
- (iii) Figures in brackets indicate cash outflows.

In terms of our report attached
As per our report of even date attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants
Firm No. 0211299



Suresh K Aggarwal
Proprietor
M.No. 090064
UDIN: 22090064AHKRLB4218

Place : Chandigarh
Date : April 20, 2022

For and on behalf of Board of Directors
of JTL Infra Limited





Rakesh Garg
Whole Time Director
DIN: 00184081


Mohinder Singh
Company Secretary
PAN: BELP55287P



Madan Mohan
Managing Director
DIN: 00156668


Gurbir Singh
Chief Financial Officer
PAN: GUP593301

JTL INFRA LIMITED

Promoter's Shareholding as at March 31, 2022

Promoter's Shareholding**Equity Share Capital**

S.No.	Particulars	Shareholding at the end of the Year (31.03.2022)		Shareholding at the beginning of the Year (01.04.2021)		Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Madan Mohan	71,98,500	13.57	71,98,500	12.16	-
2	Mithun Lal Singla	29,83,500	5.63	29,83,500	5.04	-
3	Vijay Singla	73,38,000	13.89	73,38,000	12.40	-
4	Rakesh Garg	7,50,000	1.41	7,50,000	1.27	-

Note:

The equity shares of the Company have been sub-divided from existing face value of Rs.10/- per equity share to face value of Rs.2/- per equity share. The effect of sub-division have been considered for the Shareholding at the beginning of the Year.

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

As per our report of even date attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants

FRN 021129N

Suresh Kumar Aggarwal

Proprietor

M.No. 090864

UDIN: 22090064AHKRLB4218

Place : Chandigarh

Date : April 20, 2022



Rakesh Garg
Whole Time Director
DIN: 00184081

Mohinder Singh
Company Secretary
PAN: BELPS5287P

For and on behalf of the Board of Directors of
JTL Infra Limited

Madan Mohan
Managing Director
DIN: 00156668

Vijay Singla
Chief Financial Officer
PAN: CGBPS9330L

J T L INFRA LIMITED

Statement of Change in Equity as at March 31, 2022

a) Equity Share Capital

Rs. in Lakh

Particulars	Amount
Opening Balance as at April 01, 2020	1,000.74
Changes during the year ended March 31, 2021	60.00
Balance as at March 31, 2021	1,060.74
Changes during the year ended March 31, 2021	123.00
Balance as at March 31, 2022	1,183.74

B. Other Equity

Rs. in Lakh

Particulars	Reserve and Surplus					Items of OCI		Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Share Warrants	Re-measurements of defined benefit liability	Fair valuation of Equity Instruments through OCI	
Balance as at April 1, 2020	279.00	-	984.28	3,798.52	-	-	-	5,061.80
Profit for the year	-	-	-	2,006.32	-	-	-	2,006.32
Re-measurements of the net defined benefit Plans	-	-	-	-	-	(0.34)	-	(0.34)
Money received against share warrants	-	-	-	-	1,562.00	-	-	1,562.00
Total comprehensive Income for the year	-	-	-	2,006.32	1,562.00	(0.34)	-	3,567.98
Balance as at March 31, 2021	279.00	-	984.28	5,804.84	1,562.00	(0.34)	-	8,629.78
Balance as at April 1, 2021	279.00	-	984.28	5,804.84	1,562.00	(0.34)	-	8,629.78
Profit for the year	-	-	-	5,002.29	-	-	-	5,002.29
Transferred from Statement of Profit & Loss	-	200.60	-	(200.60)	-	-	-	-
Dividend on Equity shares	-	-	-	(212.15)	-	-	-	(212.15)
Other Comprehensive Income	-	-	-	-	-	9.53	34.78	44.31
Money received against share warrants	-	-	2,091.00	-	1,226.50	-	-	3,317.50
Issued of shares by conversion of warrants	-	-	-	-	(2,214.00)	-	-	(2,214.00)
Total comprehensive Income for the year	-	200.60	2,091.00	4,589.54	(987.50)	9.53	34.78	5,937.95
Balance as at March 31, 2022	279.00	200.60	3,075.28	10,394.38	574.50	9.19	34.78	14,567.73

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

As per our report of even date attached

For: Suresh K Aggarwal & Co.

Chartered Accountants

FRN 0211298



Suresh Kumar Aggarwal

Proprietor

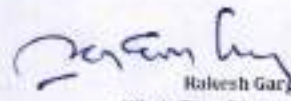
MLNo. 090044

UDIN: 22090644HRXV4134



For and on behalf of the Board of Directors of

J T L Infra Limited



Rakesh Garg

Whole Time Director

DIN: 00184081



Madan Mohan

Managing Director

DIN:

00156668



Mohinder Singh

Company Secretary

PAN: BELP65287P



Dhruv Singh

Chief Financial

PAN: COBPS9330L

Place: Chandigarh

Date: April 20, 2022

ITL INFRA LIMITED
Standalone Notes to the Financial Statements as at and for the year ended March 31, 2022

X. Tangible Assets
A. Property, plant and equipment

Particulars	Computers & Peripherals	Furniture & Fixtures	Telephone & Mobiles	Office Equipments	Electrical Appliances	Plant & Machinery	Land	Building	Misc. Assets	Vehicles	Total property, plant & equipment
Gross Block	803	543	0.00	5.89	85.54	1,620.80	240.27	605.65	2.91	121.85	2,475.41
Diminished Cost as on April 1, 2020	226	72.94	-	11.38	-	286.63	286.63	30.32	-	103.23	883.15
Additions	-	-	-	-	-	-	(11.72)	-	-	-	(11.72)
Deposits / Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	577	470.06	0.00	16.51	85.54	1,334.17	161.92	675.33	2.91	118.62	2,355.04
Additions	3.47	6.56	5.88	5.89	-	940.20	122.01	447.57	-	77.18	1,610.64
Minor Adjustments	-	-	-	(0.99)	-	-	-	-	-	-	(0.99)
As at March 31, 2022	580	476.62	5.88	15.52	85.54	2,274.37	283.93	1,122.90	2.91	195.80	3,975.30
Accumulated Depreciation	-	-	-	-	-	-	-	-	-	-	-
Balance as at April 1, 2020	1.08	0.22	6.43	1.13	0.79	178.29	-	70.60	-	44.83	306.06
Charge for the period	6.66	1.66	6.03	1.68	7.40	106.14	-	28.60	-	37.65	174.33
Reversals / Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	7.74	1.88	12.46	2.81	8.19	284.43	-	99.20	-	82.48	480.39
Charge for the period	2.35	7.45	0.01	3.44	7.40	125.76	-	36.67	-	28.71	172.59
Reversals / Adjustments	-	-	-	(0.61)	-	-	-	-	-	-	(0.61)
As at March 31, 2022	10.09	9.33	12.47	2.20	15.59	410.19	-	135.87	-	111.19	658.98
Net carrying Value	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	3.30	76.77	5.77	16.80	62.95	2,261.39	580.37	936.39	2.91	211.08	4,245.48
As at March 31, 2021	4.25	39.45	0.30	14.13	78.35	1,510.88	463.15	535.10	2.91	162.69	3,047.64

Note:
 (i) For lease/charge against property, plant and equipment refer note 26 and 28.

B. Regulatory Information

Immovable Property
 The title in respect of self-constructed buildings and sub-division of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed under Property, Plant and Equipment are held in the name of the Company.
 The titles of the immovable properties are clear and free from any dispute.

C. Capital work in Progress

- Projects in Progress for Less than 1 year

Particulars	8.6. in Lakh
As at April 01, 2020	-
Add: Addition during the year	205.58
Less: Transfer to property, plant and equipments	(205.58)
As at March 31, 2021	-
As at April 01, 2021	-
Add: Addition during the year	1,286.22
Less: Capitalised during the year	(986.26)
As at March 31, 2022	300.00

Note:
 (i) For lease/charge against property, plant and equipment refer note 16 and 26.



JTL INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

5 Non-Current Investments**A. Investment in Subsidiaries**

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Unquoted investments (at fully paid) Carried at cost		
Investments in Equity Instruments of Subsidiaries	5.00	-
50,000 (Previous Year Nil) equity shares of Rs.10/- each of JTL Tubes Ltd		
Total	5.00	-

Note:

The company has formed wholly owned subsidiary on January 05, 2022 with an authorised capital of Rs.5.00 Lakh

B. Other Non-current Investments**Carried at fair value through other comprehensive income**

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Quoted investments (at fully paid)		
Investment in equity Instruments		
98,000 (Previous Year Nil) equity shares of Rs.10/- each of Share India Securities Ltd	1,226.77	-
6,701 (Previous Year Nil) equity shares of Rs.10/- each of Salasar Techno Engineering Ltd	15.10	-
Investments in Shares-Quoted Equity Shares		1.44
Total	1,241.87	1.44
Aggregate Book value in unquoted investments	5.00	-
Aggregate Market value of quoted investments	1,241.87	1.44

6 Others Non-Current Assets

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
(Unsecured, considered good unless otherwise stated)		
Security Deposits	74.43	99.99
Advance for Capital Goods	133.29	33.91
Total	207.72	133.90

7 Inventories

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Raw Materials	4,935.31	3,567.12
Finished Goods	3,904.83	1,527.18
Consumables	408.00	189.54
Scrap & Wastage	6.52	24.89
Total	9,254.67	5,308.73

All inventories have been pledged/ mortgaged to secure borrowings of the company. (refer note 16, 20 and 22).

8 Loans - unsecured considered good

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Loan receivables considered good- unsecured		15.82
To employees	17.36	-
To others	240.11	-
Advance to employees	2.66	-
Imprest	5.67	-
Total	271.80	15.82

There are no receivables which are due from promoters, directors, KMPs or other related parties of the Company either severally or jointly with any other person.



9 Trade Receivables

Particulars	As at	As at
	31-March-2022	31-March-2021
Trade Receivables considered good - secured	-	-
Trade Receivables considered good - unsecured	9,627.47	9,511.33
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Total	9,627.47	9,511.33

All book debts have been hypothecated/ mortgaged to secure borrowings of the company. (refer note 16, 20 and 22)



10 Cash and Cash Equivalents

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Cash in Hand	8.96	21.02
Balance with Banks in Current Accounts	0.17	0.21
Total	9.13	21.23

11 Bank Balances other than Cash and Cash Equivalents

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Other Bank balances- in earmarked account		
Deposits with remaining maturity for less than 12 months	149.38	396.12
Unpaid Dividend Accounts	5.28	-
Total	154.66	396.12

* Deposits are in the nature of Margin Money pledged with banks against Bank Guarantee's given/Letter of Credit's established by the bank

12 Other Current Financial Assets

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Interest Accrued on Term Deposits	-	12.98
Total	-	12.98

13 Other Current Assets

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Advance to Suppliers	916.21	548.15
Prepaid Expenses	2.65	27.77
Balance with Govt. Authorities		
GST Receivables	1,144.12	821.36
Income Tax Receivables	-	451.00
Income Tax Recoverable	3.33	3.33
Export Incentive Receivables	135.35	9.97
Others Receivables	29.30	17.13
Others Cheque Pending For Realisation	56.60	810.50
Total	2,287.56	2,689.20



Singh

JTL INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

Ageing for trade receivables as at March 31, 2022

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Receivables							
Un disputed trade receivables - considered good	7,487.47	1,604.48	37.25	477.98	5.81		9,612.99
Disputed trade receivables - which have significant increase in credit risk							-
Un disputed trade receivables - credit impaired						14.48	14.48
Disputed trade receivables - considered good							-
Disputed trade receivables - which have significant increase in credit risk							-
Disputed trade receivables - credit impaired							-
	7,487.47	1,604.48	37.25	477.98	5.81	14.48	9,627.47
Less: Allowance for doubtful trade receivables							-
Balance							9,627.47

Ageing for trade receivables as at March 31, 2021

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Receivables							
Un disputed trade receivables - considered good	7,120.08	1,576.42	874.19	11.16			9,496.05
Un disputed trade receivables - which have significant increase in credit risk							-
Un disputed trade receivables - credit impaired							-
Disputed trade receivables - considered good					14.48		14.48
Disputed trade receivables - which have significant increase in credit risk							-
Disputed trade receivables - credit impaired							-
	7,120.08	1,576.42	874.19	11.16	14.48	-	9,511.33
Less: Allowance for doubtful trade receivables							-
Balance							9,511.33

Ageing for trade payables as at March 31, 2022

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payables							
MSME							
Others	1,893.44	40.56	38.98				1,964.98
Disputed dues - MSME							-
Disputed dues - Others							-
	1,893.44	40.56	38.98	-	-	-	1,964.98

Ageing for trade payables as at March 31, 2021

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payables							
MSME							
Others	3,364.93	10.42	6.52				3,381.87
Disputed dues - MSME							-
Disputed dues - Others							-
	3,364.93	10.42	6.52	-	-	-	3,381.87



Particulars	As at March 31, 2017		As at March 31, 2018	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Equity Shares of Rs. 1/- each (previous year Rs. 10/- each) held by:-				
Public	1,76,00,000	1,76,00,000	1,76,00,000	1,76,00,000
Private	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000

Particulars	As at March 31, 2017		As at March 31, 2018	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Shareholders' Funds (including share premium)	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000
Reserves of the Company of the year	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000
Reserve for contingencies	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000
Reserve for contingencies	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000

The Board of Directors of the Company has approved the financial statements for the year ended March 31, 2018, and the auditors have audited the same. The Board of Directors of the Company has also approved the financial statements for the year ended March 31, 2017, and the auditors have audited the same.

The Company has not received any orders from the Registrar of Companies regarding the issue of shares. The Company has not received any orders from the Registrar of Companies regarding the issue of shares.

Particulars	As at March 31, 2017		As at March 31, 2018	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Equity Shares of Rs. 1/- each (previous year Rs. 10/- each) held by:-				
Public	1,76,00,000	1,76,00,000	1,76,00,000	1,76,00,000
Private	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000

The Board of Directors of the Company has approved the financial statements for the year ended March 31, 2018, and the auditors have audited the same.

Particulars	2017-18	2018-19	2019-20	2020-21	2021-22
	Particulars				
Particulars					

Particulars	As at March 31, 2017		As at March 31, 2018	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Equity Shares of Rs. 1/- each (previous year Rs. 10/- each) held by:-				
Public	1,76,00,000	1,76,00,000	1,76,00,000	1,76,00,000
Private	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000

Particulars	As at March 31, 2017		As at March 31, 2018	
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Equity Shares of Rs. 1/- each (previous year Rs. 10/- each) held by:-				
Public	1,76,00,000	1,76,00,000	1,76,00,000	1,76,00,000
Private	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000

4. Appointment of the Provisional Liquidator (Interim Liquidator):

The Board of Directors of the Company has appointed Mr. [Name] as the Provisional Liquidator of the Company for the period from [Date] to [Date].

5. Dividend:

The Board of Directors of the Company has decided to pay a dividend of [Percentage] on the equity shares of the Company for the year ended March 31, 2018.

The dividend is payable to the shareholders of the Company who are entitled to receive the same. The dividend is payable to the shareholders of the Company who are entitled to receive the same.

The accompanying certificate is an integral part of the financial statements.

For Board of Directors & Co. Chartered Accountants
 (Signature)
 (Name)
 (Address)

For and on behalf of the Board of Directors of JTL Infra Limited
 (Signature)
 (Name)
 (Address)

JTL INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

16 Non-Current Borrowings	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Particulars		
Term Loans - secured		
From Banks		
WCTL under GECI,	948.75	990.00
Less -> Current Maturities (refer note-22)	247.50	20.63
From Others	19.70	36.47
Less -> Current Maturities (refer note-22)	19.70	18.29
Other loans- secured		
Vehicle Loans from Banks and NEPC	88.31	86.72
Less -> Current Maturities (refer note-22)	33.86	4.62
	755.74	1,069.66

Terms of Security

Term Loans from bank are secured by first pari-passu charge on all movable fixed assets of the Company, present and future, first pari-passu charge on immovable fixed assets of the Company's units at (a) Derabassi (Punjab), (b) Mangron, Raigad (Maharashtra) and (c) Masdi Golindpurh (Punjab), second pari-passu charge on all current assets of the Company, present

The loans from others are secured by hypothecation of particular assets.

Vehicle loans secured against Hypothecation of respective vehicles.

The loans are also secured by Personal Guarantees of all the directors

The Company has not defaulted in repayment of loans and interest during the period.

The composition of property, plant and equipment and current assets as mentioned above are defined in detail in the respective financing/credit.

17 Non-Current Provisions

Particulars	As at	As at
	31-March-2022	31-Mar-2021
Provisions for Employee Benefits :-		
- Provision for Gratuity	63.65	51.65
- Provision for compensated absences	30.16	18.92
	93.81	70.58

An employee is entitled to be paid the accumulated leave balance on post retirement

19 Other Non-Current Liabilities

Particulars	As at	As at
	31-March-2022	31-Mar-2021
Creditors for Capital Goods	38.56	41.93
	38.56	41.93

20 Current Borrowings

Particulars	As at	As at
	31-March-2022	31-Mar-2021
Secured		
From Banks		
Working Capital Cash Credit	5,846.66	4,099.76
Packing Credit / Post Shipment loans secured	224.62	1,098.52
	7,071.28	5,198.28

Terms of repayment of current Borrowings

Working capital facilities are availed from PNB, HDPC Bank Ltd, Standard Chartered Bank and Axis Bank Ltd. Working capital facilities are repayable on demand.

Terms of Security

Secured Working Capital loans :- These are secured by a first pari-passu charge on all the current assets of the company, both present and future, wherever the same may or be held and have a second pari-passu charge on all movable and immovable fixed assets of the

The working capital loans are also secured by (a) equitable mortgage of Residential property located at Panchkula (Haryana) owned by one of the director and his relative (b) Land located at Metin Khwa, Masdi Golindpurh (Punjab) owned by one of the related enterprise,

and (c) Registered office located at Chandigarh

The loans are also secured by Personal Guarantees of all the directors

The composition of property, plant and equipment and current assets as mentioned above

are defined in detail in the respective financing/credit arrangements.

The Company has not defaulted in repayment of loans and interest during the period.



21 Trade Payables	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Particulars		
Total Outstanding dues of Micro Enterprises and small enterprises	-	-
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises*	1,964.98	3,383.87
	<u>1,964.98</u>	<u>3,383.87</u>

Trade Payables include credit availed by the Company from banks for payment to suppliers for raw materials purchased by the Company. The arrangements are interest-bearing and are payable within one year.

22 Other Financial Liabilities	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Particulars		
Current Maturities of Long Term Borrowings	301.06	43.53
Interest Payable	0.17	-
	<u>301.23</u>	<u>43.53</u>

23 Other Financial Liabilities	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Particulars		
Cheque Issued But Not Cleared	245.97	132.04
Salary and Wages Payable	62.36	27.33
Security dues payable	4.51	85.76
TDS Payable	24.12	11.95
Professional Tax Payable	1.42	1.26
Bonus Payable	25.50	15.97
Unpaid Dividend	5.28	-
Other Payables	210.22	52.80
Advances from Customers	569.85	202.81
	<u>1,147.32</u>	<u>529.91</u>

24 Other Current Liabilities	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Particulars		
Provisions for employee benefits:		
- Provision for Gratuity	5.16	2.75
	<u>5.16</u>	<u>2.75</u>



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JTL INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

25 Revenue from Operations Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Sale of Products		
-Domestic	85,323.01	36,630.32
-Export	12,107.00	6,746.06
Other Operating Revenue		
Job Work Income	139.91	199.72
Total	97,571.61	43,576.10

26 Other Income Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Interest Income earned on-		
Fixed Deposits with banks	5.55	19.14
Others	48.63	-
Other Non-Operating Income		
Brokerage and Commission	149.19	324.15
Profit on foreign currency transaction and translation	137.08	78.56
Others	13.23	38.91
Total	353.76	460.76

27 Cost of Material Consumed Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Opening Stock	3,756.66	2,623.42
Add :- Purchases	89,655.30	38,397.45
Add: Direct Expenses		
-Freight Inward	422.05	811.63
-Power and Fuel	372.92	226.30
-Other Direct Expense	1,254.30	904.48
Less :- Closing Stock	5,343.31	3,756.66
Total	90,118.72	39,203.61

28 Changes in inventories of finished goods, stock-in-trade and work-in-progress Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Opening stock of inventory		
Finished Goods	1,552.07	1,500.97
Work-in-Progress	-	-
Closing stock of inventory		
Finished Goods	3,911.35	1,552.07
Work-in-Progress	-	-
Total	(2,359.28)	38.89



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Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Salary & wages	891.29	170.02
Directors Remuneration	72.00	42.00
Contribution to PF, ESI and other Funds	23.08	12.81
Staff Welfare expenses	55.41	19.00
Bonus, Gratuity & Compensated absences	80.54	47.27
Total	1,122.33	299.11

Disclosures Regarding Employee Benefits

Defined Contribution Plan: Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is

Defined Benefit Plan: Retirement benefits in the form of Gratuity are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of

Particulars	Year ended	
	31-Mar-2022	31-Mar-2021
Interest on-		
Working Capital Loans	505.38	583.46
Vehicle Loans	7.24	1.43
Term Loan	-	4.95
Unsecured Loan	5.00	88.02
Interest on late payment of Statutory Dues	11.65	35.03
Bank Charges	61.89	23.59
Other Borrowing Costs	50.74	129.31
Total	641.90	865.77

Particulars	Year ended	
	31-Mar-2022	31-Mar-2021
Depreciation on Tangible Assets	212.59	171.33
Total	212.59	171.33



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Notes to the Financial Statements as at and for the year ended March 31, 2022

32 Other Expenses Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Manufacturing Expenses		
Repair & Maintenance - Machinery	26.80	6.56
Service Charges	261.56	95.58
	288.36	102.14
Selling & Distribution Expenses		
Clearing, Forwarding & Freight	619.10	446.26
Discount Allowed	58.87	31.87
Business Promotion Expense	21.63	0.50
Brokerage & Commission	5.59	5.54
Tour and Travelling Exp.	80.67	12.13
	785.86	496.29
Establishment Expenses		
Auditors Remuneration	2.00	2.00
Advertisement and Publicity	5.25	0.76
Computer Expenses	0.36	0.04
Office Expenses	6.50	8.73
Insurance Expense	7.32	10.02
Corporate Social Responsibility	100.00	58.41
Festival Expenses	0.77	-
Misc. Expenses	0.19	1.08
Donation	0.53	0.13
Postage Expenses	2.33	1.72
Printing & Stationary	2.56	1.74
Rates, Fee and Taxes	174.50	58.03
Repairs & Maintenance	14.42	4.14
Telephone and Internet Charges	9.72	5.75
Vehicle Running and Maintenance	19.65	14.46
Professional and Legal Expense	10.88	-
Rent Expenses	4.63	-
Loss on Sale of Fixed Assets	0.19	-
	361.79	167.00
	1,436.01	765.42

Auditors' Remuneration

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-March-2021
As auditors		
-Audit Fee	1.50	1.50
-Limited Review	0.50	0.50
	2.00	2.00



Contribution towards CSR Activities

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-March-2021
(a) Gross Amount required to be spent by the Company during the year	40.83	31.28
(b) Amount spent during the year -contribution for promoting Technical Education to special privileged children	100.00	58.41
(c) Unspent Amount		

Earnings per Share

The earnings per share (EPS) disclosed in the statement of profit and loss have been calculated as under:

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-March-2021
Profit for the year as per statement of profit & loss	5,002.29	2,006.32
Weighted average number of equity shares (number)	5,91,87,150	5,30,37,150
Potential dilutive equity shares (number)	63,50,000	
Weighted average number of equity shares in computing diluted earning per share (number)	6,55,37,150	5,30,37,150
Basic earning per share (Rs per share) (face value of Rs.2/- each)*	8.45	3.39
Diluted earning per share (Rs. per share) (face value of Rs.2/- each)*	7.63	3.39

Note

The equity shares of the Company, during the current year, have been sub-divided from existing face value of Rs.10/- per equity shares to face value of Rs.2/- per equity share based on approval by the shareholders in its 30th Annual General Meeting. The Record Date for effecting this sub-division of equity share was October 16, 2021. Accordingly, basic and diluted earnings per equity share for previous year have been computed on the basis of number of equity shares after sub-division.



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(A) Current Tax And Deferred Tax**(i) Income tax expense recognised in statement of profit and loss**

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
(i) Current Tax:		
- in respect of current year	1,673.81	661.25
- in respect of earlier years	72.46	-
Total (A)	1,746.27	661.25
(ii) Deferred Tax:		
- in respect of current year	4.54	35.16
- in respect of earlier years	-	-
Total (B)	4.54	35.16
Total income tax expense (A+B)	1,750.81	696.41

(ii) Income tax recognised in other Comprehensive income

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Deferred tax credit/(charge) related to items recognised in other comprehensive income during the year on:		
- Remeasurement loss/(gains) of defined benefit obligations	(3.21)	-
- Remeasurement of revaluation of shares	(15.98)	-
Total deferred tax credit / (charge) recognised in other comprehensive income	(19.18)	-
Classification of income tax recognised in other comprehensive income:		
- Income taxes related to items that will not be reclassified to profit or loss	(19.18)	-
- Income taxes related to items that will be reclassified to profit or loss	-	-
Total tax credit / (charge) recognised in other comprehensive income	(19.18)	-

(iii) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Profit before tax as per statement of profit and loss	6,733.19	2,702.73
Income tax expense calculated at 25.168%	1,699.62	680.22
Add: Income tax impact on disallowances of items of permanent nature	25.35	16.19
Add: Tax pertaining to prior years & others	25.84	-
Income tax as per (a) above	1,750.81	696.41



(H) Movement in Deferred Tax Balances

Particulars	Rs. in Lakh			
	As at 31-Mar-2021	Recognised in statement of profit & loss	Recognised in OCI	As at 31-March-2022
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	217.84	(18.16)	-	199.68
Others	-	-	-	-
Income considered in the books of accounts but not in income tax				
Provision for employee benefits - Gratuity	-	14.11	3.21	17.32
Unrealised gain on Investments carried at Fair Value through Other Comprehensive Income	-	-	15.98	15.98
	217.84	(4.05)	19.18	232.98
Tax effect of items constituting deferred tax assets				
Expenses allowed for tax purposes when paid	16.24	(8.59)	-	7.65
Others	-	-	-	-
	16.24	(8.59)	-	7.65
Net tax liabilities	201.60	4.54	19.18	225.32

Particulars	Rs. in Lakh			
	As at 31-Mar-2020	Recognised in statement of profit & loss	Recognised in OCI	As at 31-Mar-2021
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	190.64	27.20	-	217.84
Others	-	-	-	-
Income considered in the books of accounts but not in income tax				
Provision for employee benefits - Gratuity	-	-	-	-
Unrealised gain on Investments carried at Fair Value through Other Comprehensive Income	-	-	-	-
	190.64	27.20	-	217.84
Tax effect of items constituting deferred tax assets				
Expenses allowed for tax purposes when paid	12.59	3.65	-	16.24
Others	-	-	-	-
	12.59	3.65	-	16.24
Net tax liabilities	178.05	23.55	-	201.60

(C) Note

The Company had elected to exercise the option permitted under Section 115BA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 during the year ended March 31, 2020. Accordingly, the Company had recognised provision for taxation and re-measured its deferred tax liabilities basis the rate prescribed in the said Section.



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32. Financial Instruments**Capital Management**

For the purpose of Company's capital management, capital includes Issued Equity capital and all reserves attributable to equity holders of the Company.

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- The Company manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure through monitoring of financial ratios, such as net debt-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary. There is no change in the overall capital risk management strategy of the Company compared to last year.

- Debt-to-equity ratio as of March 31, 2022 and March 31, 2021 is as follows:

Particulars	Rs. in Lakh	
	As at March 31, 2022	As at March 31, 2021
Net debt (A) *	8,118.25	6,290.24
Total equity (B)	15,751.47	9,690.52
Net debt to equity ratio (A/B)	0.52	0.65

* The Company includes with in net debt, interest bearing loans and borrowings less cash and cash equivalents.

* Other bank balances are Margins against contingent liabilities, hence not considered under cash and cash equivalents

Fair Value and its categories:

The category wise details as to the carrying value and fair value of the Company's financial assets and financial liabilities including their levels in the fair value hierarchy are as follows:

Particulars	Level of hierarchy	Rs. in Lakh			
		As at March 31, 2022		As at March 31, 2021	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial Assets					
<i>Measured at FVTPL</i>					
Investments		-	-	-	-
<i>Measured at amortised cost</i>					
Investments in unquoted equity	3	5.00	5.00	-	-
Loans & Advances		271.80	271.80	15.02	15.02
Trade Receivables		9,627.47	9,627.47	9,511.33	9,511.33
Cash and cash equivalents		9.13	9.13	21.23	21.23
Bank Balances other than cash & cash equivalents		154.66	154.66	396.12	396.12
Other Financial Assets		-	-	12.50	12.50
<i>Measured at FVOCI</i>					
Investments in equity instruments	1	1,241.07	1,241.07	1.44	1.44
2. Financial Liabilities					
<i>Measured at amortised cost</i>					
Borrowings (including current maturities)		8,128.25	8,128.25	6,311.47	6,311.47
Trade and other payables		1,964.98	1,964.98	3,383.87	3,383.87

Notes:

1. The carrying value of Cash and cash equivalents, trade receivables, trade payables, short-term borrowings, other current financial assets and financial liabilities approximate their fair value mainly due to the short-term maturities of these instruments.
2. The fair values of investment in quoted investment in equity shares is based on the quoted price in the active market of respective investment as at the Balance Sheet date.
3. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Level of hierarchy

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard.

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price and are valued using the closing NAV.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and the fair value is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers between Level 1, Level 2 and Level 3 during the year.

* The fair value of the investment appearing under Level 3 approximates the carrying value and hence, the valuation techniques and inputs with sensitivity analysis has not been given.



34 Financial Risk Management Objectives and Policies

The Company's activities expose it to a variety of financial risks namely market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and The Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing The Company's risk assessment and management policies and processes.

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

(a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade receivables and other financial assets

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits, continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business and through regular monitoring of product of accounts.

An impairment analysis is performed at each reporting date on an individual basis for major customers. The history of trade receivables shows a negligible provision for bad and doubtful debts. The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers. Further, The Company's exposure to customers is diversified and no single customer has significant contribution to trade receivable balances.

In respect of financial guarantees provided by The Company to banks & financial institutions, the maximum exposure which the Company is exposed to is the maximum amount which The Company would have to pay if the guarantee is called upon, based on the expectation at the end of the reporting period. The Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

With regards to all other financial assets with contractual cash flows management believes these to be high quality assets with negligible credit risk. Thus, no provision for expected cash loss has been provided on these financial assets.

(b) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings, lease liabilities and derivative financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. There has been no significant changes to the Company's exposure to market risk or the methods in which they are managed or measured.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The borrowings as at March 31, 2021 is Rs.8128.26 Lakh (previous year Rs.6311.47 Lakh) which are interest bearing and interest rates are variable.

Interest rate sensitivity

For the year ended March 31, 2022, every 1 percentage increase/decrease in weighted average bank interest rate might have affected the Company's incremental margins (profit as a percentage to revenue) approximately by 0.07%.

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities and borrowings when transactions are denominated in a different currency from the Company's functional currency.

The Company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12 month period for hedges of forecasted sales and borrowings. There has been no significant impact in Company's financial position with change in exchange rates.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company has mature liquidity risk management processes covering short-term, mid-term and long-term funding. Liquidity risk is controlled through maintaining sufficient reserves, adequate amount of committed credit facilities and loan funds.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments based on contractual undiscounted payments.

Rs. in Lakh

Particulars	Carrying Amount	Less than one year	More than one year	Total
As at March 31, 2022				
Borrowings	8,128.25	7,372.51	755.74	8,128.25
Other Financial Liabilities	-	-	-	-
Trade Payables	1,964.98	1,964.98	-	1,964.98
Total	10,093.23	9,337.49	755.74	10,093.23
As at March 31, 2021				
Borrowings	6,311.47	5,241.01	1,069.66	6,311.47
Other Financial Liabilities	-	-	-	-
Trade Payables	3,303.07	3,303.07	-	3,303.07
Total	9,695.34	8,625.68	1,069.66	9,695.34



(d) Capital Risk Management Policies and Objectives

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital and to maximise shareholders value. In order to maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as interest bearing loans and borrowings less cash and cash equivalents.

The gearing ratio at the end of the reporting period was as follows:

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Debt		
Less: Cash and Cash Equivalents*	8,128.25	6,311.47
Net Debt	9.11	21.23
Total Equity	8,119.12	6,290.24
Total Capital (including Debt)	15,751.47	9,490.52
Gearing Ratio	23,870.59	15,900.76
	34.01%	39.36%

* Other Bank Balances are Margins against BG, considered as Contingent Liabilities, hence not considered under cash and cash equivalents

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breach in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.






35 Retirement benefit obligations

1 Expense recognised for Defined Contribution plan

Defined Contribution Plans

The Company has certain defined contribution plan such as provident fund and employee state insurance wherein specified percentage is contributed to them.

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Company's contribution to PF and ESI Fund	23.08	12.81
Total	23.08	12.81

2 Defined Benefit Plans

Gratuity

The Company has a defined benefit gratuity plan as per the provisions of the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity.

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Present value of obligation as at the beginning of the period	54.42	39.90
Current service cost	23.37	18.59
Interest cost	3.76	2.76
Benefits paid	-	-
Actuarial loss/ (gain) on obligation	(12.74)	(6.84)
Present value of obligation as at the End of the period	68.81	54.42

3 Movement in Plan Assets - Gratuity

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Fair value of plan assets at beginning of year	-	-
Acquisitions / Transfer in/ Transfer out	-	-
Expected return on plan assets	-	-
Employer contributions	-	-
Benefits paid	-	-
Actuarial gain/ (loss)	-	-
Fair value of plan assets at end of year	-	-
Present value of obligation	-	-
Net funded status of plan	-	-
Actual return on plan assets	-	-

4 Recognised in profit and loss

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Employee Benefit Expenses :		
Current service cost	23.37	18.59
Past service cost	-	-
Interest cost	3.76	2.76
	27.13	21.35



5 Recognised in other comprehensive income

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Remeasurement - Actuarial loss/(gain) on Projected benefit Obligation	(12.74)	(6.84)
Net (Income) / Expense recognised in OCI	(12.74)	(6.84)

6 The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Weighted average actuarial assumptions	As at	
	March 31, 2022	March 31, 2021
Financial/Economic Assumptions		
Discount rate (per annum)	7.18%	6.91%
Salary escalation rate (per annum)	5.50%	5.50%
Demographic Assumptions		
Retirement age	60 years	60 years
Mortality table	100% of IALM (2012-14)	100% of IALM (2012-14)
Withdrawal Rates		
Ages (years)		
Up to 30 Years	5.00%	5.00%
From 31 to 44 years	3.00%	3.00%
Above 44 years	2.00%	2.00%

Notes:

- The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2022. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.
- Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- The salary escalation rate is arrived after taking into consideration the inflation, seniority, promotion and other relevant factors on long term basis.

7 Sensitivity Analysis

The sensitivity of the overall plan obligations to changes in the key assumptions are:

Particulars	Rs. in Lakh	
	As at March 31, 2022	As at March 31, 2021
a) Impact of the change in discount rate		
Present Value of Obligation at the end of the period	68.81	54.42
(a) Impact due to increase of 0.50%	(3.54)	(2.83)
(b) Impact due to decrease of 0.50 %	3.87	3.08
b) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	68.81	54.42
(a) Impact due to increase of 0.50%	3.92	3.11
(b) Impact due to decrease of 0.50 %	(3.61)	(2.87)



Single

8 Maturity profile of defined benefit obligation

Particulars	Rs. in Lakh	
	As at March 31, 2022	As at March 31, 2021
Weighted average duration of the defined benefit obligation		
Expected benefit payments within next-		
0 to 1 Year	5.16	2.76
1 to 2 Year	2.35	2.30
2 to 3 Year	1.22	2.19
3 to 4 Year	3.71	1.18
4 to 5 Year	3.97	2.48
5 to 6 Year	4.70	2.71
6 Year onwards	47.69	40.80

9 Employee benefit provision

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Gratuity	68.81	54.42
Total	68.81	54.42

10 Current and non current provision for Gratuity

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Current provision	5.16	2.76
Non current provision	63.65	51.65
Total provision	68.81	54.42



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36 Contingent liabilities and commitments (to the extent not provided for)

Particulars	[Amount in Rs.]	
	As at March 31, 2022	As at March 31, 2021
(I) Contingent liabilities		
A. Claims against the Company not acknowledged as debts		
a) Disputed Excise duty, Custom Duty and service tax credit	37.73	-
b) Income tax demands against which company has preferred appeals	319.82	164.71
B. Guarantees		
a) Letters of Credits	-	-
b) Unexpired Bank Guarantees	-	1,374.44
	612.71	165.77
(II) Capital & other commitments		
	-	-

The income tax & sales tax liabilities have been provided based on the return filed with the authorities. The additional liabilities, if any arising at the time of finalization of assessment year will be provided in the year of completion of assessment proceedings.

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defences to the claims. The management believe the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the Company.

37 Segment Information

The Company's business operations predominantly relates to manufacture of single product i.e. EBM pipes for selling worldwide. In view of this there may be product as primary segment and geography as secondary segment. All the machines, building, other infrastructure, materials and consumables are used commonly/ interchangeably and it is not possible and practical to allocate revenue, profit/loss, assets or liabilities to any particular size, customer market etc. nor the specified parameters are applicable to any particular size, customer, market etc. distinguishing it as a reportable item under specified headings. However revenue from export (outside India) and home (within India) is given under geographical segment as under.

INFORMATION ABOUT REPORTABLE SEGMENT

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
External revenue in the above reportable business segment	97,571.61	43,576.10



Single

III Related Party Disclosure:

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

A. Name of related party and nature of related party relationship

(i) Key Management Personnel (KMP) and their relatives

Name	Designation
Madan Mohan Singh	Managing Director
Mithun Lal Singh	Director
Rakesh Garg	Whole time Director
Dhiraj Singh	Whole time Director
Pranav Singh	Director
Mr. Mohinder Singh	Company Secretary & Compliance Officer

(ii) Enterprises significantly influenced by key managerial personnel:

- Chetan Industries Limited
- Jagan Industries Private Limited

(iii) Enterprises that are controlled by the Company, i.e. wholly owned subsidiary company:

- Jagan Tubes Limited

B. The disclosures of transactions between the company and related parties



Handwritten signature: Singh

Rs. in Lakh

Particulars	RMP/ Relatives		Enterprises significantly influenced by key managerial personnel		Wholly owned Subsidiary (WOS)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Sale of goods						
Chetan Industries Limited			121.10	3.86		
Jagan Industries Private Limited				208.45		
Purchases						
Chetan Industries Limited			4,005.79	137.48		
Jagan Industries Private Limited			155.24	200.70		
Rent paid						
Jagan Industries Private Limited				4.00		
Salary & Compensation paid	85.95	58.40				
Trade Payables						
Jagan Industries Private Limited			372.73			
Trade Receivables						
Jagan Industries Private Limited			121.57			

The activity from WOS is yet to begin. The company has paid incorporation expenses on behalf of WOS



40 Details of dues to Micro Small & Medium Enterprises Development (MSMED) Act, 2006

Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021
(a) The principal amount & the interest due thereon remaining unpaid at the end of the year		
Principal Amount	-	-
Interest Due thereon	-	-
(b) Payments made to suppliers beyond the appointed day during the year		
Principal Amount	-	-
Interest Due thereon	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

*The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprises as per MSMED Act, 2006 on the basis of information available with The Company and in cases of confirmation from vendors, interest for delayed payments has not been provided.



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44 Distribution Made/Proposed

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Proposed dividend on equity shares:		
Final dividend (for the year ended on March 31, 2021 @ Rs. 2 per share and March 31, 2022 :NIL)	-	212.15
Total	-	212.15

In terms of our report attached

For Suresh K Aggarwal & Co,
Chartered Accountants
FRN/025129N

Suresh Kumar Aggarwal
Proprietor
M.No. 090064
UDIN: 22090064AHRRLB4218

Place: Chandigarh
Date: April 20, 2022



For and on behalf of Board of Directors
of JTL Infra Limited

Rakesh Garg
Whole Time Director
DIN: 00184081

Mohinder Singh
Company Secretary
PAN: BELPS5287P

Madan Mohan Singla
Managing Director
DIN: 00156668

Harv Singla
Chief Financial Officer
PAN: CGBPS9330L



**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
JTL INFRA LIMITED**

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Consolidated financial statements of JTL Infra Limited (hereinafter referred to as "the Holding"), and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2022, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity, for the year then ended, notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on separate financial statements of the subsidiary and associates referred to in the Other Matter section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2022, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows.

Basis of Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in



forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

The Key Audit Matter	Auditor's Response
<p>Related Party Transactions</p> <p>The Company has entered into several transactions with related parties during the year ended 31 March 2022 and also has outstanding balances as at the year end. We identified related party transactions as a key audit matter due to the risk with respect to completeness of disclosures made in the standalone financial statements due to a volume of such transactions, recoverability of balances outstanding, compliance with statutory regulations governing related party transactions such as the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the SEBI listing regulations'), and the judgements involved in assessing whether transactions with related parties are undertaken at an arms' length.</p>	<p>Our key audit procedures around related party transactions included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • Evaluated the design and tested the operating effectiveness of the relevant key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standards. • Assessed the compliance with the SEBI listing regulations and the regulations under the Companies Act, 2013, including authorization and approvals as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions, as applicable. In cases where the matter was subject to interpretation, we assessed reasonableness of management's judgement. • Verified the management's assessment of recoverability of dues from related parties by reference to underlying supporting documents such as valuation of underlying assets of such entities and settlement of such transactions subsequent to the balance sheet date. • On a sample basis, tested the Company's assessment of related party transactions for arms' length pricing. • Considered the adequacy and appropriateness of the disclosures made in the standalone financial statements of related party relationships and transactions in accordance with the requirements of applicable accounting standard.
<p>Revenue Recognition</p> <p>The Company recognizes revenue at the point of time when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in</p>	<p>Our key audit procedures around revenue recognition included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • We performed process walk through to understand the adequacy and the design of the revenue cycle. We tested internal controls in the revenue and trade receivables over the accuracy and timing of revenue accounted in the financial statements.



<p>exchange for those goods or services.</p> <p>In determining the transaction price for the sale, the Company considers the effects of variable consideration and consideration receivable from the customer.</p> <p>The nature of rebates, discounts and sales returns, if any, involve judgment in determining sales revenues and revenue cut-off. The risk is, therefore, that revenue may not be recognized in the correct period or that revenue and associated profit is misstated.</p>	<ul style="list-style-type: none"> • Understanding the policies and procedures applied to revenue recognition, as well as compliance thereof, including an analysis of the effectiveness of controls related to revenue recognition processes employed by the Company. • We reviewed the revenue recognition policy applied by the Company to ensure its compliance with Ind-AS 115 requirements. • We checked the contracts of customers along with revenue recognition policy applied by the Company to ensure satisfaction of performance obligation upon transfer of control of products to customer at a point in time. Our checking procedure includes consideration of the accounting and presentation of the rebates and discount arrangements. • In addition to substantive analytical reviews performed to understand how the revenue has trended over the year, we performed a detailed testing on transactions around the year-end, ensuring revenues were recognised in the correct accounting period. We also tested journal entries recognised to revenue focusing on unusual or irregular transactions.
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Information Other than the Financial Statements and Auditor's Report Thereon

The Holding's Board of Directors is responsible for the other information. The other information comprises Board's Report, Report on Corporate governance and Business Responsibility report but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries and associates audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and associates, is traced from their financial statements audited by the other auditors.

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



Management's Responsibility for the Consolidated Financial Statements

The Holding's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, Consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associates in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates; 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 the 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of the Group and of its associates.

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

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

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



- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

Report on Other and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of other auditors on separate financial statements of subsidiary and associate companies incorporated in India, referred in the Other Matters paragraph above we report, to the extent applicable, that,

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of



those books and the reports of the other auditors

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls. The company has no subsidiary company and associate company incorporated in India. And as such, the internal financial controls over financial reporting and the operating effectiveness of such controls as reported for our Report on Other and Regulatory Requirements of Standalone Financial Statements remain same for Consolidated Financial Statements. Hence separate reporting for Consolidated Financial Statement has not been made.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates.
 - The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

Date: 20th April 2022
Place: Chandigarh


For Suresh K Aggarwal & Co.
Chartered Accountants
Firm Reg. No. 021129N

(CA Suresh Kumar Aggarwal)
Proprietor
Membership No. 090064
UDIN: 22090064AHKRXV4134



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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

TO THE MEMBERS OF
JTL INFRA LIMITED

In conjunction with our audit of the consolidated Ind AS financial statements of JTL Infra Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group are 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 ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated Ind AS financial statements 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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



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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

Date: 20th April 2022

Place: Chandigarh

For Suresh K Aggarwal & Co.

Chartered Accountants

Firm Reg. No. 021129N

(CA Suresh Kumar Aggarwal)

Proprietor

Membership No. 090064

UDIN: 22090064AHKRXXV4134

JTL INFRA LIMITED
Consolidated Balance Sheet as at March 31, 2022

Particulars	Note No.	Rs. in Lakh	
		As at 31-Mar-22	As at 31-Mar-21
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	4,245.40	2,847.64
Capital Work in Progress	4	339.96	-
Financial Assets			
Investments	5	1,241.87	1.44
Other Non-Current Assets	6	207.72	133.90
Total Non-Current Assets		6,034.95	2,982.99
Current Assets			
Inventories	7	9,254.67	5,308.73
Financial Assets			
Loans	8	271.80	15.82
Trade Receivables	9	9,627.47	9,511.33
Cash and Cash Equivalents	10	9.13	21.23
Bank Balances other than Cash and Cash Equivalents	11	159.66	396.12
Others	12	-	12.98
Other Current Assets	13	2,287.56	2,689.20
Total Current Assets		21,610.29	17,955.43
Total Assets		27,645.24	20,938.42
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	1,183.74	1,060.74
Other Equity	15	14,567.73	8,629.78
Total Equity		15,751.47	9,690.52
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	16	755.74	1,069.66
Provisions	17	93.82	70.58
Deferred Tax Liabilities	18	225.32	201.60
Other Non-Current Liabilities	19	38.56	41.93
Total Non-Current Liabilities		1,113.44	1,383.76
Current Liabilities			
Financial Liabilities			
Borrowings	20	7,071.28	5,198.28
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises and	21	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	22	1,964.98	3,383.87
Other Financial Liabilities	23	301.23	43.53
Other Current Liabilities	24	1,147.32	529.91
Provisions	25	5.16	2.76
Income Tax Liabilities		290.36	705.78
Total Current Liabilities		10,780.33	9,864.13
Total Equity and Liabilities		27,645.24	20,938.42

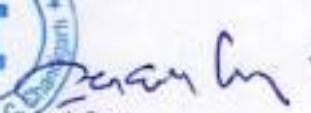
The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For: **Suresh R Aggarwal & Co.**

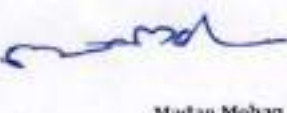
Chartered Accountants
FRN: 021129N


Suresh Kumar Aggarwal
Proprietor
M.No. 090064
UDIN: 22090064AMKRXV4134




Rajesh Garg
Whole Time Director
DIN: 00184081

For and on behalf of Board of Directors
of **JTL Infra Limited**


Madan Mohan
Managing Director
DIN: 00150668


Mohinder Singh
Company Secretary
PAN: BILP55287P


Dinesh Singh
Chief Financial Officer
PAN: CGBPS9330L

Place: Chandigarh
Date: April 20, 2022

J T L INFRA LIMITED
Consolidated Statement of Profit and Loss for period ended March 31, 2022

Particulars	Note No.	Rs. in Lakh	
		Year ended 31-Mar-22	Year ended 31-Mar-21
Revenue from Operations	25	97,571.61	43,576.10
Other Income	26	353.76	460.76
Total Income (I)		97,925.37	44,036.86
EXPENSES			
Cost of Materials Consumed	27	90,118.72	39,203.61
Purchases of Stock-in-Trade		-	-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	28	(2,359.28)	28.89
Employee Benefits Expense	29	1,122.33	299.11
Finance Costs	30	641.90	865.77
Depreciation and Amortisation Expense	31	212.59	171.33
Other Expenses	32	1,436.01	765.42
Total Expenses (II)		91,172.27	41,334.13
Profit Before Exceptional Items and Tax (I-II)		6,753.10	2,702.73
Exceptional Items		-	-
Profit/ (Loss) Before Tax		6,753.10	2,702.73
Tax Expense/(Benefits):			
Current Tax	18	1,673.01	661.25
Income Tax of Earlier Years		72.46	-
Deferred Tax	18	4.54	35.16
Total Tax Expense		1,750.01	696.41
Profit/ (loss) for the years		5,002.29	2,006.32
Other Comprehensive Income :			
Items that will be reclassified to Profit and Loss			
Re-measurement gains/ (losses) on defined benefit obligations		12.74	(0.34)
Deferred Tax Charge		(3.21)	-
Items that will not be reclassified to Profit and Loss			
Fair valuation of financial instruments through OCI		50.76	-
Deferred Tax Charge		(15.98)	-
Total Other Comprehensive Income		44.31	(0.34)
Total Comprehensive Income		5,046.60	2,005.98
Earnings per Equity Share of Rs. 2/- each			
Basic		8.45	3.39
Diluted		7.63	3.39

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

As per our report of even date attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants

FRN:021129N


Suresh Kumar Aggarwal
Proprietor
M.No. 090064
UDIN: 22090064AHKRXY4134

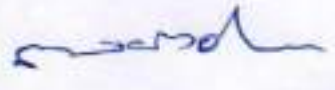
Place : Chandigarh
Date : April 20, 2022

For and on behalf of Board of Directors
of **J T L Infra Limited**




Rakesh Garg
Whole Time Director
UIN: 00184081


Mohinder Singh
Company Secretary
PAN: BELP55287P


Madan Mohan
Managing Director
DIN: 00156668


Dhruv Singh
Chief Financial Officer
PAN: CGBPS9330L

JTL INFRA LIMITED

Consolidated Cash Flow Statement for the Period Ended March 31, 2022

Particulars	Rs. in Lakh	
	Year ended 31-Mar-22	Year ended 31-Mar-21
Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax	6,783.10	2,702.73
Adjustment for:		
Depreciation & Amortisation Expense	212.59	171.33
Interest Income	(67.31)	(19.14)
Interest Expense	620.25	807.24
Net unrealized foreign exchange (gain)	(22.93)	(79.36)
(Gain) / Loss on Sale of Property, Plant and Equipment (net)	(8.19)	(30.87)
Operating Profit before working Capital Changes:	7,505.51	3,544.73
Movements in Working Capital:		
(Increase)/decrease in Trade Receivables	(93.21)	(4,361.21)
(Increase)/decrease in Inventories	(3,945.93)	(1,107.35)
Increase/(decrease) in Trade payables	(3,418.89)	2,266.54
Increase/(decrease) in Other liabilities and Provisions	886.87	148.36
(Increase)/decrease in Other financial assets and Other assets	234.97	(677.27)
Cash generated from Operations:	3,169.32	(185.20)
Direct Taxes Paid	(2,161.69)	(389.88)
Net Cash flow from/(used in) Operating Activities	1,007.63	(495.08)
Cash Flow from Investing Activities		
Purchase of property, plant and equipment including CWIP	(2,049.61)	(963.15)
Proceeds from sale of property, plant and equipment	0.10	50.59
Movement in Investments	(1,245.43)	-
Movement Bank Deposit not considered as cash & cash equivalent	241.40	(163.23)
Interest Received	87.31	19.24
Net Cash flow from/(used in) Investing Activities	(2,966.16)	(756.64)
Cash Flow from Financing Activities		
Proceeds from/ (repayment of) Long term borrowings	(299.68)	1,061.33
Money received against share warrants	1,225.50	1,562.00
Proceeds from/ (repayment of) in Short term borrowings	1,073.01	(596.86)
Dividend Paid	(212.15)	-
Interest Paid	(620.25)	(807.24)
Net Cash flow from/(used in) Financing Activities	1,965.43	1,220.03
Net Increase/Decrease in Cash & Cash Equivalents	(17.10)	(12.69)
Cash & Cash equivalents at the beginning of the year	21.23	33.92
Cash & Cash equivalents at the end of the year	4.13	21.23
Components of Cash and Cash Equivalents		
Cash in Hand	0.96	21.02
Balance with Scheduled Banks:		
Current Accounts	0.17	0.21
	9.13	21.23
Add:- Term Deposits pledged with Scheduled banks not considered as cash and cash equivalents	-	-
Less:- Fixed Deposits having maturity period more than 12 months	-	-
Cash & Cash Equivalents	9.13	21.23

Notes:

(i) Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under Section 133 of the Companies Act, 2013.

(ii) Purchase of property, plant and equipment includes movements of capital work-in-progress (including capital advances and liability for capital goods) during the year.

(iii) Figures in brackets indicate cash outflows.

In terms of our report attached

As per our report of even date attached

For and on behalf of Board of Directors
of JTL Infra Limited

For **Suresh K. Aggarwal & Co.**
Chartered Accountants
FRN 0211279N

Suresh Kumar Aggarwal
Proprietor
M.No. 090364
UDIN: 22090664AHKRXV4134

Place: Chandigarh
Date: April 20, 2022



Rakesh Garg
Whole Time Director
DIN: 00184081

Mouliender Singh
Company Secretary
PAN: BELPS5287P

Madan Mohan
Managing Director
DIN: 00156668

Manoj Singh
Chief Financial Officer
PAN: CCBP59330L

JTL INFRA LIMITED

Promoter's Shareholding as at March 31, 2022

Promoter's Shareholding

Consolidated Equity Share Capital

S.No.	Particulars	Shareholding at the end of the Year (31.03.2022)		Shareholding at the beginning of the Year (01.04.2021)		Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Madan Mohan	71,98,500	13.57	71,98,500	12.16	-
2	Mithun Lal Singla	29,83,500	5.63	29,83,500	5.04	-
3	Vijay Singla	73,38,000	13.84	73,38,000	12.40	-
4	Rakesh Garg	7,50,000	1.41	7,50,000	1.27	-

Note:

The equity shares of the Company have been sub-divided from existing face value of Rs.10/- per equity share to face value of Rs.2/- per equity share. The effect of sub-division have been considered for the Shareholding at the beginning of the Year.

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

As per our report of even date attached

For **Suresh K Aggarwal & Co.**

Chartered Accountants

FRN 021129N

Suresh Kumar Aggarwal

Proprietor

M.No. 090064

U/DIN: 22090064AHKRXV4134

Place : Chandigarh

Date : April 20, 2022



Rakesh Garg
Whole Time Director
DIN: 00184081

Mohinder Singh
Company Secretary
PAN: BELP55287F

and on behalf of the Board of Directors of
JTL Infra Limited

Madan Mohan
Managing Director
DIN: 00156668

Dhruv Singla
Chief Financial Officer
PAN: CGBPS9330L

J T L INFRA LIMITED

Statement of Change in Equity as at March 31, 2022

a) Equity Share Capital

Rs. in Lakh

Particulars	Amount
Opening Balance as at April 01, 2020	1,000.74
Changes during the year ended March 31, 2021	60.00
Balance as at March 31, 2021	1,060.74
Changes during the year ended March 31, 2021	123.00
Balance as at March 31, 2022	1,183.74

B. Other Equity

Rs. in Lakh

Particulars	Reserve and Surplus					Items of OCI		Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Share Warrants	Re-measurements of defined benefit liability	Fair valuation of Equity Instruments through OCI	
Balance as at April 1, 2020	279.00	-	984.28	3,798.52	-	-	-	5,061.80
Profit for the year	-	-	-	2,006.32	-	-	-	2,006.32
Re-measurements of the net defined benefit Plans	-	-	-	-	-	(0.34)	-	(0.34)
Money received against share warrants	-	-	-	-	1,562.00	-	-	1,562.00
Total comprehensive Income for the year	-	-	-	2,006.32	1,562.00	(0.34)	-	3,567.98
Balance as at March 31, 2021	279.00	-	984.28	5,804.84	1,562.00	(0.34)	-	8,629.78
Balance as at April 1, 2021	279.00	-	984.28	5,804.84	1,562.00	(0.34)	-	8,629.78
Profit for the year	-	-	-	5,002.29	-	-	-	5,002.29
Transferred from Statement of Profit & Loss	-	200.60	-	(200.60)	-	-	-	-
Dividend on Equity shares	-	-	-	(212.15)	-	-	-	(212.15)
Other Comprehensive Income	-	-	-	-	-	9.53	34.78	44.31
Money received against share warrants	-	-	2,091.00	-	1,226.50	-	-	3,317.50
Issued of shares by conversion of warrants	-	-	-	-	(2,214.00)	-	-	(2,214.00)
Total comprehensive Income for the year	-	200.60	2,091.00	4,589.54	(987.50)	9.53	34.78	5,937.95
Balance as at March 31, 2022	279.00	200.60	3,075.28	10,394.38	574.50	9.19	34.78	14,567.73

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

As per our report of even date attached

For: Suresh K Aggarwal & Co.

Chartered Accountants

FRN 0211298



Suresh Kumar Aggarwal

Proprietor

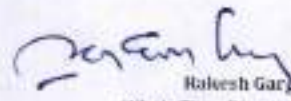
M.No. 090044

UDIN: 22090644HRXV4134



For and on behalf of the Board of Directors of

J T L Infra Limited



Rakesh Garg

Whole Time Director

DIN: 00184081



Madan Mohan

Managing Director

DIN: 00156668



Mohinder Singh

Company Secretary

PAN: BELP65287P



Dhruv Singh

Chief Financial

PAN: COBP69330L

Place: Chandigarh

Date: April 20, 2022

JTL INFRA LIMITED
Consolidated Notes to the Financial Statements as at and for the year ended March 31, 2022

3. Tangible Assets												
A. Property, plant and equipment												
Particulars	Computers & Peripherals	Furniture & Fixtures	Telephones & Mobiles	Office Equipments	Electrical Appliances	Plant & Machinery	Lease	Building	Misc. Assets	Vehicles	Total property, plant & equipment	
Gross Block	623	648	646	639	8554	1,628.37	216.27	695.83	2.91	124.05	2,673.61	
Decreased Loss as at April 1, 2020	3.55	71.94	-	11.40	-	205.58	156.81	16.12	-	103.23	663.13	
Additions	-	-	-	-	-	-	(11.77)	-	-	-	(11.77)	
Disposed / Adjustments	-	-	-	-	-	-	-	-	-	-	-	
As at March 31, 2021	10.13	71.56	646	3639	8554	1,628.37	461.15	715.94	2.91	125.08	3,335.04	
Additions	-	-	-	549	-	-	177.01	447.77	-	73.19	1,610.64	
Sales/ Adjustments	-	-	-	(0.10)	-	-	-	-	-	-	(0.10)	
As at March 31, 2022	10.13	71.56	646	3639	8554	1,628.37	638.16	1,163.71	2.91	198.27	4,058.96	
Accumulated Depreciations	-	-	-	-	-	-	-	-	-	-	-	
Balance as at April 1, 2020	1.09	8.21	6.13	3.13	678	170.29	-	50.88	-	44.81	306.06	
Charge for the period	4.66	1.01	6.05	1.68	740	199.19	-	29.66	-	17.65	173.33	
Reversals / Adjustments	-	-	-	-	-	-	-	-	-	-	-	
As at March 31, 2021	5.75	9.22	12.18	4.81	1418	369.48	-	80.54	-	62.46	473.35	
Charge for the period*	2.35	7.41	6.81	3.44	740	125.76	-	36.87	-	26.71	213.56	
Reversals / Adjustments	-	-	-	(0.01)	-	-	-	-	-	-	(0.01)	
As at March 31, 2022	8.10	16.63	18.99	8.25	2158	495.24	-	117.41	-	89.17	686.96	
Net carrying Value	-	-	-	-	-	-	-	-	-	-	-	
As at March 31, 2022	5.10	78.37	6.77	1600	6225	2,163.13	563.17	926.30	2.91	211.08	4,295.46	
As at March 31, 2021	4.25	77.23	6.50	1423	3835	1,518.89	461.15	515.10	2.91	162.08	2,937.64	

Note: (1) For levy/charge against property, plant and equipment refer notes 14 and 20.

B. Regulatory Information

Intangible Property
The title in respect of self-constructed buildings and title deeds of all other intangible properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed under Property, Plant and Equipment are held in the name of the Company.

The title of the intangible properties are clear and free from any charges.

4. Capital work in Progress

- Projects in Progress for less than 1 year

Particulars	Rs. in Lakhs	
	Plant & Machinery	
As at April 01, 2021	265.58	
Add: Additions During the year	1,465.58	
Less: Transfer to property, plant and equipments	(1,465.58)	
As at March 31, 2021	-	
As at April 01, 2022	1,266.12	
Add: Additions During the year	(140.10)	
Less: Capitalized during the year	(139.89)	
As at March 31, 2022	-	

Note: (1) For levy/charge against property, plant and equipment refer notes 14 and 20.



JTL INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

5 Non-Current Investments**A Investment in Subsidiaries**

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Other Non-current Investments		
Carried at fair value through other comprehensive income		
Quoted investments (at fully paid)		
Investment in equity instruments		
98,000 (Previous Year Nil) equity shares of Rs.10/- each of Share India Securities Ltd	1,226.77	
6,701 (Previous Year Nil) equity shares of Rs.10/- each of Salasar Techno Engineering Ltd	15.10	
Investments in Shares-Quoted Equity Shares		1.44
Total	1,241.87	1.44
Aggregate Book value in unquoted investments	-	-
Aggregate Market value of quoted investments	1,241.87	1.44

6 Others Non-Current Assets

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
(Unsecured, considered good unless otherwise stated)		
Security Deposits	74.43	99.99
Advance for Capital Goods	133.29	33.91
Total	207.72	133.90

7 Inventories

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Raw Materials	4,935.31	3,567.12
Finished Goods	3,904.83	1,527.18
Consumables	408.00	189.54
Scrap & Wastage	6.52	24.89
Total	9,254.67	5,308.73

All inventories have been pledged/ mortgaged to secure borrowings of the company. (refer note 16, 20 and 22).

8 Loans - unsecured considered good

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-March-2021
Loan receivables considered good- unsecured	-	15.82
To employees	17.36	-
To others	246.11	-
Advance to employees	2.66	-
Imprest	5.67	-
Total	271.80	15.82

There are no receivables which are due from promoters, directors, KMPs or other related parties of the Company either severally or jointly with any other person.



9 Trade Receivables

Particulars	As at	As at
	31-March-2022	31-March-2021
Trade Receivables considered good - secured	-	-
Trade Receivables considered good - unsecured	9,627.47	9,511.33
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Total	9,627.47	9,511.33

All book debts have been hypothecated/ mortgaged to secure borrowings of the company. (refer note 16. 20 and 22)



10 Cash and Cash Equivalents		Rs. in Lakh	
Particulars	As at 31-March-2022	As at 31-March-2021	
Cash in Hand	8.96	21.02	
Balance with Banks in Current Accounts	0.17	0.21	
	-	-	
Total	9.13	21.23	

11 Bank Balances other than Cash and Cash Equivalents			
Particulars	As at 31-March-2022	As at 31-March-2021	
Other bank balances- in earmarked account			
Deposits with remaining maturity for less than 12 months	149.38	396.12	
Balance with Banks in Current Account	5.00		
Unpaid Dividend Accounts	5.28	-	
Total	159.66	396.12	

* Deposits are in the nature of Margin Money pledged with banks against Bank Guarantee's given/Letter of Credit's established by the bank

12 Other Current Financial Assets			
Particulars	As at 31-March-2022	As at 31-March-2021	
Interest Accrued on Term Deposits	-	12.98	
Total	-	12.98	

13 Other Current Assets			
Particulars	As at 31-March-2022	As at 31-March-2021	
Advance to Suppliers	916.21	548.15	
Prepaid Expenses	2.65	27.77	
Balance with Govt. Authorities			
GST Receivables	1,144.12	821.36	
Income Tax Receivables	-	451.00	
Income Tax Recoverable	3.33	3.33	
Export Incentive Receivables	135.35	9.97	
Others Receivables	29.30	17.13	
Others Cheque Pending For Realisation	56.60	810.50	
Total	2,287.56	2,689.20	



JTL INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

Ageing for trade receivables as at March 31, 2022

Rs. in Lakh

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Receivables							
Undisputed trade receivables - considered good	7,407.47	1,604.48	37.25	477.98	5.91	-	9,612.99
Undisputed trade receivables - which have significant increase in credit risk							-
Undisputed trade receivables - credit impaired						14.40	14.40
Disputed trade receivables - considered good							-
Disputed trade receivables - which have significant increase in credit risk							-
Disputed trade receivables - credit impaired							-
	7,407.47	1,604.48	37.25	477.98	5.91	14.40	9,617.47
Less: Allowance for doubtful trade receivables							-
Balance							9,617.47

Ageing for trade receivables as at March 31, 2021

Rs. in Lakh

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Receivables							
Undisputed trade receivables - considered good	7,130.08	1,676.42	879.19	11.16			9,496.85
Undisputed trade receivables - which have significant increase in credit risk							-
Undisputed trade receivables - credit impaired						14.40	14.40
Disputed trade receivables - considered good							-
Disputed trade receivables - which have significant increase in credit risk							-
Disputed trade receivables - credit impaired							-
	7,130.08	1,476.42	879.19	11.16	14.40	-	9,511.33
Less: Allowance for doubtful trade receivables							-
Balance							9,511.33

Ageing for trade payables as at March 31, 2022

Rs. in Lakh

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payables							
MSME	1,893.44	48.56	30.98				1,964.98
Others							-
Disputed dues - MSME							-
Disputed dues - Others							-
	1,893.44	48.56	30.98	-	-	-	1,964.98

Ageing for trade payables as at March 31, 2021

Rs. in Lakh

Particulars	Not Due	Outstanding for the following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade Payables							
MSME	3,364.93	18.42	8.52				3,393.87
Others							-
Disputed dues - MSME							-
Disputed dues - Others							-
	3,364.93	18.42	8.52	-	-	-	3,393.87



JTL INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

Chandigarh Division

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
16 Non-Current Borrowings		
Term Loans - secured		
From Banks		
WCTL under GECL	948.75	990.00
Less :- Current Maturities (refer note-22)	247.50	20.63
From Others	19.70	36.47
Less :- Current Maturities (refer note-22)	19.70	18.29
Other loans- secured		
Vehicle Loans from Banks and NBFC	88.35	86.72
Less :- Current Maturities (refer note-22)	33.86	4.62
	<u>755.74</u>	<u>1,069.66</u>

Terms of Security

Term loans from banks are secured by first pari-passu charge on all movable fixed assets of the Company, present and future, first pari-passu charge on immovable fixed assets of the Company's units at (a) Derahassi (Punjab), (b) Mangon, Raigad (Maharashtra) and (c) Mandi Gobindgarh (Punjab); second pari-passu charge on all current assets of the Company, present and future. The loans from others are secured by hypothecation of particular assets. Vehicle loans secured against hypothecation of respective vehicles. The loans are also secured by Personal Guarantees of all the directors. The Company has not defaulted in repayment of loans and interest during the period.

The composition of property, plant and equipment and current assets as mentioned above are defined in detail in the respective financing/credit.

17 Non-Current Provisions

Particulars	As at	
	31-March-2022	31-Mar-2021
Provisions for Employee Benefits :-		
- Provision for Gratuity	63.65	51.65
- Provisions for compensated absences	30.16	18.92
	<u>93.82</u>	<u>70.50</u>

An employee is entitled to be paid the accumulated leave balance on post retirement.

19 Other Non-Current Liabilities

Particulars	As at	
	31-March-2022	31-Mar-2021
Creditors for Capital Goods	30.56	41.93
	<u>30.56</u>	<u>41.93</u>

20 Current Borrowings

Particulars	As at	
	31-March-2022	31-Mar-2021
Secured		
From Banks		
Working Capital Cash Credit	6,846.66	4,399.76
Packing Credit / Post Shipment loans secured	224.62	1,898.51
	<u>7,071.28</u>	<u>6,298.27</u>

Terms of repayment of current borrowings

Working capital facilities are availed from PNB, HDFC Bank Ltd, Standard Chartered Bank and Axis Bank Ltd. Working capital facilities are repayable on demand.

Terms of Security

Secured Working Capital loans : These are secured by a first pari-passu charge on all the current assets of the company, both present and future, wherever the same may or be held and have a second pari-passu charge on all movable and immovable fixed assets of the company. The working capital loans are also secured by (a) Equitable mortgage of Residential property located at Panchkula (Haryana) owned by one of the director and his relative (b) Land located at Motu Khan, Mandi Gobindgarh (Punjab) owned by one of the related enterprise, and (c) Registered office located at Chandigarh. The loans are also secured by Personal Guarantees of all the directors. The composition of property, plant and equipment and current assets as mentioned above are defined in detail in the respective financing/credit arrangements. The Company has not defaulted in repayment of loans and interest during the period.



21 Trade Payables		Rs. in Lakh	
Particulars	As at	As at	
	31-March-2022	31-Mar-2021	
Total Outstanding dues of Micro Enterprises and small enterprises	-	-	
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises*	1,964.98	3,383.87	
	<u>1,964.98</u>	<u>3,383.87</u>	

Trade Payables include credit availed by the Company from banks for payment to suppliers for raw materials purchased by the Company. The arrangements are interest-bearing and are payable within one year.

22 Other Financial Liabilities			
Particulars	As at	As at	
	31-March-2022	31-Mar-2021	
Current Maturities of Long Term Borrowings	301.09	43.53	
Interest Payable	0.17	-	
	<u>301.23</u>	<u>43.53</u>	

23 Other Financial Liabilities			
Particulars	As at	As at	
	31-March-2022	31-Mar-2021	
Cheque Issued But Not Cleared	243.97	132.04	
Salary and Wages Payable	62.36	27.33	
Statutory dues payable	4.51	85.76	
TDS Payable	24.12	11.95	
Professional Tax Payable	1.42	1.26	
Bonus Payable	25.58	13.97	
Unpaid Dividend	5.28	-	
Other Payables	210.22	52.80	
Advances from Customers	569.85	202.81	
	<u>1,147.32</u>	<u>524.91</u>	

24 Other Current Liabilities			
Particulars	As at	As at	
	31-March-2022	31-Mar-2021	
Provisions for employee benefits:			
- Provision for Gratuity	5.16	2.76	
	<u>5.16</u>	<u>2.76</u>	



J T I. INFRA LIMITED

Notes to the Financial Statements as at and for the year ended March 31, 2022

25 Revenue from Operations		Rs. in Lakh	
Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021	
Sale of Products			
-Domestic	85,323.81	36,630.32	
-Export	12,107.88	6,746.06	
Other Operating Revenue			
Job Work Income	139.91	199.72	
Total	97,571.61	43,576.10	
26 Other Income			
Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021	
Interest Income earned on-			
Fixed Deposits with banks	5.55	19.14	
Others	48.63	-	
Other Non-Operating Income			
Brokerage and Commission	149.19	324.15	
Profit on foreign currency transaction and translation	137.08	78.56	
Others	13.23	38.91	
Total	353.76	460.76	
27 Cost of Material Consumed			
Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021	
Opening Stock	3,756.66	2,620.42	
Add :- Purchases	89,655.30	38,397.45	
Add: Direct Expenses			
-Freight Inward	422.85	811.63	
-Power and Fuel	372.92	326.30	
-Other Direct Expense	1,254.38	904.48	
Less :- Closing Stock	5,943.31	3,756.66	
Total	90,118.72	39,203.61	
28 Changes in inventories of finished goods, stock-in-trade and work-in-progress			
Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021	
Opening stock of inventory			
Finished Goods	1,552.07	1,580.97	
Work-in-Progress	-	-	
Closing stock of inventory			
Finished Goods	3,911.35	1,552.07	
Work-in-Progress	-	-	
Total	(2,359.28)	28.89	



29 Employee benefit expenses		Rs. in Lakh	
Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021	
Salary & wages	891.29	178.02	
Directors Remuneration	72.00	42.00	
Contribution to PF, ESI and other Funds	23.08	12.81	
Staff Welfare expenses	55.41	19.00	
Bonus, Gratuity & Compensated absences	80.54	47.27	
Total	1,122.33	299.11	

Disclosures Regarding Employee Benefits

Defined Contribution Plan: Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organisation established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is

Defined Benefit Plan: Retirement benefits in the form of Gratuity are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of

30 Finance Costs			
Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021	
Interest etc:-			
Working Capital Loans	503.38	383.96	
Vehicle Loans	7.24	1.58	
Term Loan	-	4.95	
Unsecured Loan	5.00	88.02	
Interest on late payment of Statutory Dues	11.65	35.03	
Bank Charges	61.89	23.50	
Other Borrowing Costs	50.74	129.31	
Total	641.90	865.77	

31 Depreciation and Amortisation Expense			
Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021	
Depreciation on Tangible Assets	212.59	171.33	
Total	212.59	171.33	



32 Other Expenses Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Manufacturing Expenses		
Repair & Maintenance - Machinery	26.80	6.56
Service Charges	261.56	95.58
	288.36	102.14
Selling & Distribution Expenses		
Clearing, Forwarding & Freight	619.10	446.26
Discount Allowed	58.87	31.87
Business Promotion Expense	21.63	0.50
Brokerage & Commission	5.59	5.54
Tour and Travelling Exp.	80.67	12.13
	785.86	496.29
Establishment Expenses		
Auditors Remuneration	2.00	2.00
Advertisement and Publicity	5.25	0.76
Computer Expenses	0.36	0.04
Office Expenses	6.50	8.73
Insurance Expense	7.32	10.02
Corporate Social Responsibility	100.00	58.41
Festival Expenses	0.77	-
Misc. Expenses	0.19	1.08
Donation	0.53	0.13
Postage Expenses	2.33	1.72
Printing & Stationary	2.56	1.74
Rates, Fee and Taxes	174.50	58.03
Repairs & Maintenance	14.42	4.14
Telephone and Internet Charges	9.72	5.75
Vehicle Running and Maintenance	19.65	14.46
Professional and Legal Expense	10.88	-
Rent Expenses	4.63	-
Loss on Sale of Fixed Assets	0.19	-
	361.79	167.00
	1,436.01	765.42

Auditors' Remuneration

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-March-2021
As auditors		
-Audit Fee	1.50	1.50
-Limited Review	0.50	0.50
	2.00	2.00



Contribution towards CSR Activities

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-March-2021
(a) Gross Amount required to be spent by the Company during the year	40.83	31.28
(b) Amount spent during the year -contribution for promoting Technical Education to special privileged children	100.00	58.41
(c) Unspent Amount	-	-

Earnings per Share

The earnings per share (EPS) disclosed in the statement of profit and loss have been calculated as under:

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-March-2021
Profit for the year as per statement of profit & loss	5,002.29	2,006.32
Weighted average number of equity shares (number)	5,91,87,150	5,30,37,150
Potential dilutive equity shares (number)	63,50,000	-
Weighted average number of equity shares in computing diluted earning per share (number)	6,55,37,150	5,30,37,150
Basic earning per share (Rs per share) (face value of Rs.2/- each)*	8.45	3.39
Diluted earning per share (Rs. per share) (face value of Rs.2/- each)*	7.63	3.39

Note

The equity shares of the Company, during the current year, have been sub-divided from existing face value of Rs.10/- per equity shares to face value of Rs.2/- per equity share based on approval by the shareholders in its 30th Annual General Meeting. The Record Date for effecting this sub-division of equity share was October 16, 2021. Accordingly, basic and diluted earnings per equity share for previous year have been computed on the basis of number of equity shares after sub-division.



(A) Current Tax And Deferred Tax

(i) Income tax expense recognised in statement of profit and loss

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
(i) Current Tax:		
- in respect of current year	1,673.81	661.25
- in respect of earlier years	72.46	-
Total (A)	1,746.27	661.25
(ii) Deferred Tax:		
- in respect of current year	4.54	35.16
- in respect of earlier years	-	-
Total (B)	4.54	35.16
Total income tax expense (A+B)	1,750.81	696.41

(ii) Income tax recognised in other Comprehensive income

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Deferred tax credit/(charge) related to items recognised in other comprehensive income during the year on:		
- Remeasurement loss/(gains) of defined benefit obligations	(3.21)	-
- Remeasurement of revaluation of shares	(15.98)	-
Total deferred tax credit / (charge) recognised in other comprehensive income	(19.18)	-
Classification of income tax recognised in other comprehensive income:		
- Income taxes related to items that will not be reclassified to profit or loss	(19.18)	-
- Income taxes related to items that will be reclassified to profit or loss	-	-
Total tax credit / (charge) recognised in other comprehensive income	(19.18)	-

(iii) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	Rs. in Lakh	
	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Profit before tax as per statement of profit and loss	6,753.10	2,702.73
Income tax expense calculated at 25.168%	1,699.62	680.22
Add: Income tax impact on disallowance of items of permanent nature	25.35	16.19
Add: Tax pertaining to prior years & others	25.84	-
Income tax as per (a) above	1,750.81	696.41



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(B) Movement in Deferred Tax Balances

Rs. in Lakh

Particulars	As at 31-Mar-2021	Recognised in statement of profit & loss	Recognised in OCI	As at 31-March-2022
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	217.84	(18.16)	-	199.68
Others	-	-	-	-
Income considered in the books of accounts but not in income tax				
Provision for employee benefits - Gratuity	-	14.11	3.21	17.32
Unrealised gain on investments carried at Fair Value through Other Comprehensive Income	-	-	15.98	15.98
	217.84	(4.05)	19.18	232.98
Tax effect of items constituting deferred tax assets				
Expenses allowed for tax purposes when paid	16.24	(8.59)	-	7.65
Others	-	-	-	-
	16.24	(8.59)	-	7.65
Net tax liabilities	201.60	4.54	19.18	225.32

Rs. in Lakh

Particulars	As at 31-Mar-2020	Recognised in statement of profit & loss	Recognised in OCI	As at 31-Mar-2021
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	190.64	27.20	-	217.84
Others	-	-	-	-
Income considered in the books of accounts but not in income tax				
Provision for employee benefits - Gratuity	-	-	-	-
Unrealised gain on investments carried at Fair Value through Other Comprehensive Income	-	-	-	-
	190.64	27.20	-	217.84
Tax effect of items constituting deferred tax assets				
Expenses allowed for tax purposes when paid	12.59	8.65	-	16.24
Others	-	-	-	-
	12.59	8.65	-	16.24
Net tax liabilities	178.05	23.55	-	201.60

(C) Note

The Company had elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 during the year ended March 31, 2020. Accordingly, the Company had recognised provision for taxation and re-measured its deferred tax liabilities basis the rate prescribed in the said Section.



33 Financial Instruments

Capital Management

For the purpose of Company's capital management, capital includes Issued Equity capital and all reserves attributable to equity holders of the Company.

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- The Company manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure through monitoring of financial ratios such as net debt-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary. There is no change in the overall capital risk management strategy of the Company compared to last year.

Net debt-to-equity ratio as of March 31, 2022 and March 31, 2021 is as follows:

Particulars	Rs. in Lakh	
	As at March 31, 2022	As at March 31, 2021
Net debt (A)*	8,119.12	6,290.29
Total equity (B)	15,751.47	9,690.52
Net debt to equity ratio (A/B)	0.52	0.65

* The Company includes with in net debt, interest bearing loans and borrowings less cash and cash equivalents.

* Other Bank balances are Margins against contingent liabilities, hence not considered under cash and cash equivalents.

Fair Values and its categories:

The category wise details as to the carrying value and fair value of the Company's financial assets and financial liabilities including their levels in the fair value hierarchy are as follows:

Particulars	Level of hierarchy	Rs. in Lakh			
		As at March 31, 2022		As at March 31, 2021	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial Assets					
Measured at FVTPL					
Investments		-	-	-	-
Measured at amortised cost					
Investments in unquoted equity	3	5.00	5.00	-	-
Loans & Advances		271.00	271.00	15.82	15.82
Trade Receivables		9,627.47	9,627.47	9,511.33	9,511.33
Cash and cash equivalents		9.13	9.13	21.23	21.23
Bank balances other than cash & cash equivalents		159.66	159.66	396.12	396.12
Other financial Assets		-	-	12.90	12.90
Measured at FVTOCI					
Investments in equity instruments	1	1,236.87	1,236.87	1.44	1.44
2. Financial Liabilities					
Measured at amortised cost					
Borrowings (including current maturities) (refer note 16, 20 and 22)		8,128.25	8,128.25	6,311.47	6,311.47
Trade and other payables		1,964.98	1,964.98	3,383.87	3,383.87

Notes:-

- The carrying value of Cash and cash equivalents, trade receivables, trade payables, short-term borrowings, other current financial assets and financial liabilities approximate their fair value mainly due to the short-term maturities of these instruments.
- The fair values of investment in quoted investee in equity shares is based on the quoted price in the active market of respective investment as at the Balance Sheet date.
- The fair value of the Financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Level of hierarchy

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price and are valued using the closing NAV.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and the fair value is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no transfers between Level 1, Level 2 and Level 3 during the year.

* The fair value of the investment appearing under Level 3 approximates the carrying value and hence, the valuation technique and inputs used in sensitivity analysis has not been given.



34 Financial Risk Management Objectives and Policies

The Company's activities expose it to a variety of financial risks namely market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

The Company's financial risk management policy is set by the management. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company manages market risk which evaluates and exercises independent control over the entire process of market risk management. The management recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee.

(a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk arises from cash held with banks as well as credit exposure to clients, including outstanding amounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade receivables and other financial assets

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits, continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business and through regular monitoring of conduct of accounts.

An impairment analysis is performed at each reporting date on an individual basis for major customers. The history of trade receivables shows a negligible provision for bad and doubtful debts. The management believes that no further provision is necessary in respect of trade receivables based on historical trends of these customers. Further, the Company's exposure to customers is diversified and no single customer has significant contribution to trade receivable balances.

In respect of financial guarantees provided by the Company to banks & financial institutions, the maximum exposure which the Company is exposed to is the maximum amount which the Company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

With regards to all other financial assets with contractual cash flows management believes these to be high quality assets with negligible credit risk. Thus, no provision for expected cash loss has been provided on these financial assets.

(b) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loans and borrowings, lease liabilities and derivative financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. There has been no significant changes to the Company's exposure to market risk or the methods in which they are managed or measured.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The borrowings as at March 31, 2021 is Rs.8128.26 Lakh (previous year Rs.6311.47 Lakh) which are interest bearing and interest rates are variable.

Interest rate sensitivity

For the year ended March 31, 2022, every 1 percentage increase/decrease in weighted average bank interest rate might have affected the Company's incremental margins (profit as a percentage to revenue) approximately by 0.07%.

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's spending activities and borrowings when transactions are denominated in a different currency from the Company's functional currency.

The Company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12 month period for hedges of forecasted sales and borrowings. There has been no significant impact in Company's financial position with change in exchange rates.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company has mature liquidity risk management processes covering short-term, mid-term and long-term funding. Liquidity risk is controlled through maintaining sufficient reserves, adequate amount of committed credit facilities and bank funds.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments based on contractual undiscounted payments.

Particulars	Rs. in Lakh			
	Carrying Amount	Less than one year	More than one year	Total
As at March 31, 2022				
Borrowings	8,128.25	7,372.51	755.74	8,128.25
Other Financial Liabilities	-	-	-	-
Trade Payables	1,964.98	1,964.98	-	1,964.98
Total	10,093.23	9,337.49	755.74	10,093.23
As at March 31, 2021				
Borrowings	6,311.47	5,241.01	1,069.66	6,311.47
Other Financial Liabilities	-	-	-	-
Trade Payables	3,383.07	3,383.07	-	3,383.07
Total	9,695.34	8,625.68	1,069.66	9,695.34



(d) Capital Risk Management Policies and Objectives

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital and to maximise shareholders value. In order to maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as interest bearing loans and borrowings less cash and cash equivalents.

The gearing ratio at the end of the reporting period was as follows:

Particulars	Rs. in Lakh	
	As at 31-March-2023	As at 31-March-2022
Debt	6,128.25	6,311.47
Less: Cash and Cash Equivalents*	9.33	21.23
Net Debt	6,119.12	6,290.24
Total Equity	15,751.47	9,690.52
Total Capital including Debt	23,670.59	15,980.76
Gearing Ratio	34.01%	39.36%

* Other Bank Balances are Margins against BG, considered as Contingent Liabilities, hence not considered under cash and cash equivalents.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.



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35 Retirement benefit obligations

1 Expense recognised for Defined Contribution plan

Defined Contribution Plans

The Company has certain defined contribution plan such as provident fund and employee state insurance wherein specified percentage is contributed to them.

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Company's contribution to PF and ESI Fund	23.08	12.81
Total	23.08	12.81

2 Defined Benefit Plans

Gratuity

The Company has a defined benefit gratuity plan as per the provisions of the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity.

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Present value of obligation as at the beginning of the period	54.42	39.90
Current service cost	23.37	18.59
Interest cost	3.76	2.76
Benefits paid	-	-
Actuarial loss/ (gain) on obligation	(12.74)	(6.84)
Present value of obligation as at the End of the period	68.81	54.42

3 Movement in Plan Assets - Gratuity

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Fair value of plan assets at beginning of year	-	-
Acquisitions / Transfer in/ Transfer out	-	-
Expected return on plan assets	-	-
Employer contributions	-	-
Benefits paid	-	-
Actuarial gain/ (loss)	-	-
Fair value of plan assets at end of year	-	-
Present value of obligation	-	-
Net funded status of plan	-	-
Actual return on plan assets	-	-

4 Recognised in profit and loss

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Employee Benefit Expenses :		
Current service cost	23.37	18.59
Past service cost	-	-
Interest cost	3.76	2.76
	27.13	21.35



5 Recognised in other comprehensive income

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
Remeasurement - Actuarial loss/(gain) on Projected benefit Obligation	(12.74)	(6.84)
Net (Income) / Expense recognised in OCI	(12.74)	(6.84)

6 The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Weighted average actuarial assumptions	As at	
	March 31, 2022	March 31, 2021
Financial/Economic Assumptions		
Discount rate (per annum)	7.18%	6.91%
Salary escalation rate (per annum)	5.50%	5.50%
Demographic Assumptions		
Retirement age	60 years	60 years
Mortality table	100% of IALM (2012-14)	100% of IALM (2012-14)
Withdrawal Rates		
Ages (years)		
Up to 30 Years	5.00%	5.00%
From 31 to 44 years	3.00%	3.00%
Above 44 years	2.00%	2.00%

Notes:-

- The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2022. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.
- Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- The salary escalation rate is arrived after taking into consideration the inflation, seniority, promotion and other relevant factors on long term basis.

7 Sensitivity Analysis

The sensitivity of the overall plan obligations to changes in the key assumptions are:

Particulars	Rs. in Lakh	
	As at March 31, 2022	As at March 31, 2021
a) Impact of the change in discount rate		
Present Value of Obligation at the end of the period	68.81	54.42
(a) Impact due to increase of 0.50%	(3.54)	(2.83)
(b) Impact due to decrease of 0.50%	3.87	3.08
b) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	68.81	54.42
(a) Impact due to increase of 0.50%	3.92	3.11
(b) Impact due to decrease of 0.50%	(3.61)	(2.87)



8 Maturity profile of defined benefit obligation

Particulars	Rs. in Lakh	
	As at March 31, 2022	As at March 31, 2021
Weighted average duration of the defined benefit obligation		
Expected benefit payments within next-		
0 to 1 Year	5.16	2.76
1 to 2 Year	2.35	2.30
2 to 3 Year	1.22	2.19
3 to 4 Year	3.71	1.18
4 to 5 Year	3.97	2.48
5 to 6 Year	4.70	2.71
6 Year onwards	47.69	40.80

9 Employee benefit provision

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Gratuity	68.81	54.42
Total	68.81	54.42

10 Current and non current provision for Gratuity

Particulars	Rs. in Lakh	
	As at 31-March-2022	As at 31-Mar-2021
Current provision	5.16	2.76
Non current provision	63.65	51.65
Total provision	68.81	54.42



D.S

36. Contingent liabilities and commitments (to the extent not provided for)

Particulars	(Amount in Rs.)	
	As at March 31, 2022	As at March 31, 2021
I) Contingent Liabilities		
A. Claims against the Company not acknowledged as debts		
a) Disputed Excise duty, Custom Duty and service tax credit	37.73	-
b) Income tax demands against which company has preferred appeals	310.82	164.71
B. Guarantees		
a) Letters of Credits	-	1,374.44
b) Unexpired Bank Guarantees	612.71	105.77
II) Capital & other commitments	-	-

The income tax & sales tax liabilities have been provided based on the return filed with the authorities. The additional liabilities, if any arising at the timing of finalization of assessment year will be provided in the year of completion of assessment proceedings.

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defenses to the claims. The management believe the pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the Company.

37. Segment Information

The Company's business operations predominantly relates to manufacture of single product i.e. ERW pipes for selling worldwide. In view of this there may be product as primary segment and geography as secondary segment. All the machines, building, other infrastructure, materials and consumables are used commonly/ interchangeably and it is not possible and practical to allocate revenue, profit/loss, assets or liabilities to any particular site, customer market etc. nor the specified parameters are applicable to any particular site, customer, market etc. distinguishing it as a reportable item under specified headings. However revenue from export (outside India) and home (within India) is given under geographical segment as under.

INFORMATION ABOUT REPORTABLE SEGMENT

Particulars	Rs. in Lakh	
	Year ended March 31, 2022	Year ended March 31, 2021
External revenue in the above reportable business segment	97,571.61	43,576.10



38 Related Party Disclosure:

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

A. Name of related party and nature of related party relationship

(i) Key Management Personnel (KMP) and their relatives

Name	Designation
Madan Mohan Singh	Managing Director
Mithan Lal Singh	Director
Rakesh Garg	Whole time Director
Dheeraj Singh	Whole time Director
Pranav Singh	Director
Mr. Mohinder Singh	Company Secretary & Compliance Officer

(ii) Enterprises significantly influenced by key managerial personnel

- Chetan Industries Limited
- Jagan Industries Private Limited

(iii) Enterprises that are controlled by the Company, i.e. wholly owned subsidiary company:

- Jagan Tubes Limited

B. The disclosures of transactions between the company and related parties



Rs. in Lakh

Particulars	KMP/ Relatives		Enterprises significantly influenced by key managerial personnel		Wholly owned Subsidiary (WOS)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Sale of goods						
Chetan Industries Limited			121.10	3.86		
Jagan Industries Private Limited				208.45		
Purchases						
Chetan Industries Limited			4,005.79	137.48		
Jagan Industries Private Limited			155.24	200.70		
Rent paid						
Jagan Industries Private Limited				4.00		
Salary & Compensation paid	85.95	58.40				
Trade Payables						
Jagan Industries Private Limited			372.73			
Trade Receivables						
Jagan Industries Private Limited			121.57			

The activity from WOS is yet to begin. The company has paid incorporation expenses on behalf of WOS



40 Details of dues to Micro Small & Medium Enterprises Development (MSMED) Act, 2006

Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021
(a) The principal amount & the interest due thereon remaining unpaid at the end of the year		
Principal Amount	-	-
Interest Due thereon	-	-
(b) Payments made to suppliers beyond the appointed day during the year		
Principal Amount	-	-
Interest Due thereon	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

* The information has been given in respect of such vendor to the extent they could be identified as Micro and Small Enterprises as per MSMED Act, 2006 on the basis of information available with The Company and in cases of confirmation from vendors, interest for delayed payments has not been provided.



44 Distribution Made/Proposed

Rs. in Lakh

Particulars	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Proposed dividend on equity shares:		
Final dividend (for the year ended on March 31, 2021 @ Rs. 2 per share and March 31, 2022 :NIL)	-	212.15
Total	-	212.15

In terms of our report attached

For **Suresh K Aggarwal & Co.**
Chartered Accountants
FRN 021129N

Suresh Kumar Aggarwal
Proprietor
M.No. 090064
UDIN: 22090064AHRXY4134

Place: Chandigarh
Date : April 20, 2022



For and on behalf of Board of Directors
of **JTL Infra Limited**

Rakesh Garg
Whole Time Director
DIN-00184081

Mohinder Singh
Company Secretary
PAN: BELP55287P

Madan Mohan Singla
Managing Director
DIN: 00156668

Harpreet Singh
Chief Financial Officer
PAN: CGBPS9330L

Chetan Industries Limited
Provisional Balance Sheet as at 30.06.2022

Rs in Lacs

Note	30 June 2022	31 March 2022
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	160.73	160.73
Reserves and surplus	4,100.05	3,855.06
Money received against share warrants		
	4,260.77	4,015.79
Share application money pending allotment		
Non-current liabilities		
Long-term borrowings	813.39	280.01
Deferred tax liabilities (Net)	-	-
Other long term liabilities		
Long-term provisions	41.24	41.24
	854.63	321.25
Current liabilities		
Short-term borrowings	23.92	1,023.22
Trade payables	700.64	604.78
Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues of creditors other than micro enterprises and small enterprises		
Other current liabilities	261.32	204.56
Short-term provisions	209.81	148.64
	1,195.69	1,981.20
Total	6,311.09	6,318.24
ASSETS		
Non-current assets		
Property, Plant and Equipment Property and Intangible assets		
Property, Plant and Equipment	587.47	613.09
Intangible assets		
Capital work-in-progress		
Intangible assets under development		
Non-current investments		
Deferred tax assets (Net)	-	-
Long term Loans and advances	1,465.82	1,462.92
Other non-current assets	37.26	37.26
	2,090.55	2,113.27
Current assets		
Current investments		
Inventories	2,506.26	2,672.31
Trade receivables	1,488.25	1,329.36
Cash and bank balances	63.33	11.72
Short term Loans and advances	160.41	179.40
Other current assets	2.29	12.18
	4,220.54	4,204.97
Total	6,311.09	6,318.24

For and on behalf of the Board of Directors of
Chetan Industries Limited

CIN:U26941CH1995PLC017464

For Chetan Industries Limited

For Chetan Industries Limited


Director


Director

Chetan Industries Limited
Provisional Statement of Profit and Loss for the year ended 30.06.2022

	Rs Lacs	31 March 2022
Income:		
Revenue from operations	11,109.10	37,960.13
Adjustment of Stock		
Other Income	7.23	25.26
Total Income	11,116.33	37,985.39
Expenses:		
Cost of materials consumed	9,252.28	33,604.47
Purchase of stock -in-trade/ Traded Goods	-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	517.06	-1,056.63
Employee benefits expense	164.32	637.51
Finance costs	7.85	129.95
Corporate Social Responsibility expenditures		
Depreciation and amortization expense	25.62	102.47
Other expenses	818.14	3,086.70
Total expenses	10,785.27	36,504.47
Profit/(loss) before exceptional and extraordinary items and tax	331.06	1,480.92
Exceptional items (specify nature & provide note/delete if none)	-	-
Profit/(loss) before extraordinary items and tax	331.06	1,480.92
Extraordinary Items (specify nature & provide note/delete if none)	-	-
Profit before tax	331.06	1,480.92
Tax expense:		
Current tax	86.08	377.55
For current year profits		
Adjustments for earlier years	-	-
Deferred tax charge/ (benefit)	-	-0.60
	86.08	376.95
Profit/(Loss) for the period from continuing operations	244.99	1,103.97
Profit/ (loss) from discontinuing operations	-	-
Tax expense of discontinuing operations	-	-
Profit/(loss) from discontinuing operations (after tax)	-	-
Profit/(Loss) for the year	244.99	1,103.97
Earning per Share		
Basic earnings per share	1.52	6.87
Diluted earnings per share	1.52	6.87

For and on behalf of the Board of Directors of
Chetan Industries Limited
CIN:U26941CH1995PLC017464

For Chetan Industries Limited

For Chetan Industries Limited



Director

Director

Share capital

The Company has only one class of share capital having a par value of ₹ 10 per share, referred to herein as equity shares

	30 June 2022	31 March 2022
Authorized		
20000000 (previous year 20000000) equity shares of Rs. 1/- each	200.00	200.00
Issued, subscribed and paid up		
1,60,72,600 (previous year 1,60,72,600) equity shares of Rs. 1/- each	160.73	160.73
Total	160.73	160.73

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

	30 June 2022		31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	1,60,72,600	161	16,07,260	16.07
Add: Issued during the year			1,44,65,340	144.66
Outstanding at the end of the year	1,60,72,600	161	1,60,72,600	160.73

(b) Rights, preferences and restrictions attached to shares

The company has only one class of equity shares having par value of Rs. 1/- per share. Each shareholder is entitled to one vote per share held. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	30 June 2022		31 March 2022	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Mithan Lal Singla	10.22	6.36%	10.22	0.06
Madan Mohan Singla	50.05	31.14%	50.05	0.31
Vijay Singla	48.43	30.13%	48.43	0.30
Rakesh Garg	47.60	29.62%	47.60	0.30

(f) Details of Shares held by Promoters at the end of the year

S. No	Promoter name	30 June 2022			31 March 2022		
		No. Of Shares	% of total shares	% Change during the year*	No. Of Shares	% of total shares	% Change during the year*
	Mithan Lal Singla	10.22	6.36%	-	10.22	6.36%	-
	Madan Mohan Singla	50.05	31.14%	-	50.05	31.14%	-
	Vijay Singla	48.43	30.13%	-	48.43	30.13%	-
	Rakesh Garg	47.60	29.62%	-	47.60	29.62%	-
	Total	156.30	97.25%	0	156.30	97.25%	-

Reserves and surplus

	30 June 2022	31 March 2022
(a) Capital Reserve		
Opening balance	21.11	21.11
Add: Current year transfer from Closing balance	21.11	21.11
(b) Securities Premium Account		
Opening balance	846.85	846.85
Add: Securities premium credited on share issue Closing balance	846.85	846.85
(c) Surplus/(deficit) in the Statement of Profit and Loss		
Opening balance	2,987.10	1,883.13
Add: Net Profit/(Net Loss) for the current year	244.99	1,103.97
Closing balance	3,232.09	2,987.10
Total Reserves and surplus	4,100.05	3,855.06

Long-term borrowings

	Non current maturities	
	30 June 2022	31 March 2022
(a) Secured Loans		
(i) Term Loans from banks		
HDFC Bank Limited	33.41	39.23
(Term Loan from HDFC are secured by Hypothecation of Vehicle and Personal Guarantee of Directors. The Term Loan is to be repaid in 39 monthly installments of Rs 230492/- each commencing from 07.07.2021. There is no default in repayment)		
Unsecured		
(a) From Related Parties		
Loans from related parties are repayable on demand after 12 months. Interest is payable @12% P.A. on the aforesaid loans except loan from Chetan Singla on which no interest is payable.)		240.78

For Chetan Industries Limited

Director

For Chetan Industries Limited

Director

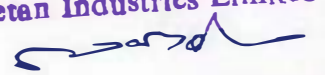
	813.39	280.01
	Short term	
	30 June 2022	31 March 2022
Provisions		
(a) Provision for Employees Benefits Gratuity Payable	41.24	41.24
Total Provisions	<u>41.24</u>	<u>41.24</u>
Short -term borrowings	30 June 2022	31 March 2022
<u>Secured</u>		
(a) Loans repayable on demand from banks (Working Capital Loan) (Cash Credit Facility from HDFC Bank Limited is primarily secured against hypothecation of stock in trade and book debts & fixed deposits of the Company . The above loan is also collaterally secured by Equitable mortgage of Industrial Property at Raipur and personal guarantee of all directors.)		999.30
(b) Current Maturities of Long Term Loans	23.92	23.92
Total Short -term borrowings	<u>23.92</u>	<u>1,023.22</u>
Trade payables	30 June 2022	31 March 2022
i) Creditors for material/goods	167.26	154.16
ii) Creditors for expenses/services	449.16	372.71
iii) Creditors for Fixed Assets	84.22	77.91
Total Trade payables	<u>700.64</u>	<u>604.78</u>
Other current liabilities	30 June 2022	31 March 2022
(i) Advance from Customers	261.32	204.27
(a) Interest Accrued but not due on Term Loan		0.29
Total Other current liabilities	<u>261.32</u>	<u>204.56</u>
Short Term Provisions		
(i) Provision for Employees Benefit	35.00	33.61
(ii) Statutory Payable	110.08	107.05
(iii) Provision for Tax	64.73	7.98
Total Other current liabilities	<u>209.81</u>	<u>148.64</u>

For Chetan Industries Limited


Director



For Chetan Industries Limited


Director

Note 6: TANGIBLE ASSETS (Property, Plant and Equipment)

S. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		Opening as at 01.04.2022	Additions /sales	Closing as at 30.06.2022	As on 01.04.2022	During the year	As On 30.06.2022	Adjustments	WDV as at 30.06.2022	As at 31.03.2022
1	Land	44.73	0.00	44.73	0.00	0.00	0.00	0.00	44.73	44.73
2	Air Conditioner	3.62	0.00	3.62	3.48	0.00	3.48	0.00	0.14	0.14
3	Computer	4.71	0.00	4.71	4.50	0.00	4.50	0.00	0.21	0.21
4	Crane	46.46	0.00	46.46	41.32	0.58	41.90	0.00	4.56	5.14
5	D.G. Set (Generator)	35.37	0.00	35.37	26.64	0.48	27.12	0.00	8.25	8.73
6	CC TV	1.66	0.00	1.66	1.58	0.00	1.58	0.00	0.08	0.08
7	Electrical Installation	312.74	0.00	312.74	299.16	1.19	300.35	0.00	12.39	13.58
8	Fan	0.18	0.00	0.18	0.17	0.00	0.17	0.00	0.01	0.01
9	Factory Building	443.89	0.00	443.89	301.93	3.73	305.66	0.00	138.24	141.96
10	Fax	0.11	0.00	0.11	0.10	0.00	0.10	0.00	0.01	0.01
11	Office Building	18.63	0.00	18.63	9.54	0.12	9.66	0.00	8.98	9.09
12	Plant & Machinery	640.38	0.00	640.38	487.23	8.46	495.69	0.00	144.69	153.15
13	Telephone	0.31	0.00	0.31	0.29	0.00	0.29	0.00	0.02	0.02
14	Vehicle	272.20	0.00	272.20	163.61	7.50	171.11	0.00	101.09	108.59
15	Television	0.65	0.00	0.65	0.62	0.00	0.62	0.00	0.03	0.03
16	Laboratory Equipments	3.85	0.00	3.85	3.18	0.06	3.24	0.00	0.61	0.67
17	Furniture & Fixture	5.01	0.00	5.01	4.75	0.00	4.75	0.00	0.26	0.26
18	Water Pump	6.33	0.00	6.33	5.64	0.04	5.68	0.00	0.65	0.69
19	Gassifire	52.50	0.00	52.50	45.13	0.41	45.54	0.00	6.96	7.37
20	Weighbridge	10.23	0.00	10.23	9.36	0.05	9.41	0.00	0.82	0.87
21	Weighing Scale	0.13	0.00	0.13	0.11	0.00	0.11	0.00	0.02	0.02
22	Misc Equipment & Instrum	385.95	0.00	385.95	331.60	3.00	334.60	0.00	51.35	54.35
23	Flat	63.36	0.00	63.36	0.00	0.00	0.00	0.00	63.36	63.36
24	Water Cooler	0.35	0.00	0.35	0.32	0.01	0.33	0.00	0.02	0.03
	TOTAL	2,353.35	0.00	2,353.35	1,740.26	25.62	1,765.88	0.00	587.47	613.09

For Chetan Industries Limited

(Signature)
Director

For Chetan Industries Limited

(Signature)
Director

Chetan Industries Limited

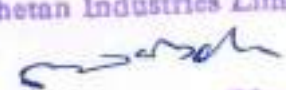
(Rs. In Lacs)

	30 June 2022	31 March 2022
10 Long term loans and advances		
Security Deposits (Unsecured Considered Good)	139.78	139.78
Advances to Related Party	1,326.04	1,323.14
	<u>1,465.82</u>	<u>1,462.92</u>
11 Deferred Tax Assets		
Opening Balance	37.26	36.66
Created/(Reversal) During the year		0.60
Closing Net	<u>37.26</u>	<u>37.26</u>
12 Inventories	30 June 2022	31 March 2022
Finished Goods (at Lower of Cost or net realizable value)	1,090.75	1,607.81
Raw Material (at Cost)	1,265.18	972.63
Stores & Spares (at Cost)	150.33	91.87
Total Inventories	<u>2,506.26</u>	<u>2,672.31</u>
13 Trade receivables	30 June 2022	31 March 2022
Secured, considered good	-	-
Unsecured, considered good	1,488.25	1,329
Unsecured, considered doubtful	-	-
	<u>1,488.25</u>	<u>1,329</u>
Less: Provision for doubtful receivables	-	-
Total Trade receivables	<u>1,488.25</u>	<u>1,329</u>
14 Cash and Bank Balances	30 June 2022	31 March 2022
<u>Cash and cash equivalents</u>		
On current accounts -(Credit balance of CC Limit)	57.63	-
Deposits with original maturity of less than three months	2.07	2.07
Cash on hand	3.63	9.65
Total	<u>63.33</u>	<u>11.72</u>
15 Short term loans and advances	30 June 2022	31 March 2022
(i) Advances recoverable in Cash or kind for value to be received	156.07	171.86
(ii) Balance With Government Authorities	4.34	7.54
(b) Other loans and advances (specify nature)	-	-
Total	<u>160.41</u>	<u>179.40</u>
16 Other current assets	30 June 2022	31 March 2022
(a) Interest Receivable	0.79	4.72
(b) Prepaid Expenses	1.50	7.46
Total	<u>2.29</u>	<u>12.18</u>



For Chetan Industries Limited

 Director

For Chetan Industries Limited

 Director

Chetan Industries Limited

Rs Lacs

	30 June 2022	31 March 2022
17 Revenue from operations		
Sale of Manufacturing Goods	12,302.69	42,714.06
Sale of Scrap and Raw Material	804.59	2,007.13
Other operating revenue	-	7.10
Revenue from operations (Gross)	13,107.28	44,728.29
Less: GST	1,998.18	6,768.16
Revenue from operations (Net)	<u>11,109.10</u>	<u>37,960.13</u>
18 Other income		
Interest income	3.17	10.43
Other Income	4.06	14.83
Total other income	<u>7.23</u>	<u>25.26</u>
19 Cost of raw material consumed		
Raw material consumed		
Opening Stock	972.63	1,703.20
Add : Purchases during the year	9,544.83	32,873.90
Less: At the end of the year	1,265.18	972.63
Cost of raw material consumed	<u>9,252.28</u>	<u>33,604.47</u>
20 Changes in inventories of finished goods, work in		
Inventories at the beginning of the year:		
Finished Goods	1,319.97	410.69
By Products	64.68	2.83
Scrap	223.16	137.66
	<u>1,607.81</u>	<u>551.18</u>
Inventories at the end of the year:		
Finished Goods	859.11	1,319.97
By Products	65.00	64.68
Scrap	166.64	223.16
	<u>1,090.75</u>	<u>1,607.81</u>
(Increase)/decrease in inventories of finished goods, wor	<u>517.06</u>	<u>-1,056.63</u>
21 Employee benefits expense		
(Including contract labour)		
Salaries, wages, bonus and other allowances	153.01	578.91
Director Salary	7.70	30.00
Total	<u>160.71</u>	<u>608.91</u>
Contribution to Provident and other funds		
Employees Contribution to ESIC	1.04	2.71
Employees Contribution to Provident Funds	0.63	3.39
Gratuity		12.23
Bonus		5.99
Staff Welfare Expenses	1.94	4.28
Total Employee benefits expense	<u>164.32</u>	<u>637.51</u>
22 Finance cost		
Interest expense	7.85	129.95
Total Finance cost	<u>7.85</u>	<u>129.95</u>



for Chetan Industries Limited

[Signature]
Director

for Chetan Industries Limited

[Signature]

Director

Chetan Industries Limited

Rs Lacs

	30 June 2022	31 March 2022
23 Depreciation and amortization expense		
on tangible assets	25.62	102.47
on intangible assets (Refer note 14)	-	-
Total Depreciation and amortization expense	25.62	102.47
24 Other Expenses		
Manufacturing Expenses		
a) Cost of Store Consumed		
Opening Stock	56.94	48.95
Purchases & Expenses	196.59	785.57
Closing Stock	87.24	56.94
Store Consumed	166.29	777.58
b) Power & Fuel Consumed		
i) Power Charges	212.40	773.54
ii) Fuel Consumption		
Opening Stock	34.93	23.46
Purchases	344.35	932.08
Closing Stock	63.09	34.93
	316.19	920.61
Total Power & Fuel	528.59	1,694.15
c) Other Manufacturing Expenses		
Repair & Maintenance Expenses	7.88	38.57
Gassfire Expenses	15.00	43.50
Diesel Expenses	5.89	12.05
Total Other expenses	28.77	94.12
	723.65	2,565.85

B Selling & Administrative Expenses

	30 June 2022	31 March 2022
Bank Charges	0.01	2.32
Carriage Outward	58.31	173.79
Selling & Marketing Overheads	3.22	248.30
Property Tax		7.09
Insurance	8.71	6.47
Legal & Professional Tax		1.18
Postage, Telegram & Stationery	0.10	0.98
Telephone Expenses	0.09	0.45
Travelling Expenses & Conveyance	11.05	9.45
Taxes & Interest Thereon		17.04
Office & Administrative Expenses	0.51	2.18
License & Registration Fees	4.30	10.58
Water Charges	1.52	2.52
Weighment Charges	0.10	0.39
Guest House Rent	6.57	25.71
Total	94.49	508.45
Corporate Social Responsibility CSR Expenses		10.50
Payment to Auditor Statutory Audit Fees		1.60
GST Audit		0.30
		1.90

For Chetan Industries Limited

Director

For Chetan Industries Limited

Director

J T L INFRA LIMITED
Provisional Balance Sheet as at June 30, 2022

		Amt in Rs	
Particulars	Note No.	As at 30-Jun-22	As at 31-Mar-22
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	45,33,52,307	42,45,40,117
Capital Work in Progress	4	6,87,66,136	3,39,95,926
Financial Assets			
Investments		13,59,54,631	12,46,87,479
Other Non-Current Assets	5	2,72,08,359	2,07,71,869
Total Non-Current Assets		68,52,81,433	60,39,95,392
Current Assets			
Inventories	6	79,88,04,432	92,54,66,517
Financial Assets			
Loans	7	35,79,413	2,71,79,959
Trade Receivables	8	75,28,16,039	96,27,47,137
Cash and Cash Equivalents	9	25,75,550	9,13,374
Bank Balances other than Cash and Cash Equivalents	10	2,34,15,117	1,54,65,840
Others	11	64,133	-
Other Current Assets	12	27,10,68,170	22,87,55,706
Total Current Assets		1,85,23,22,855	2,16,05,28,533
Total Assets		2,53,76,04,288	2,76,45,23,925
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	12,10,74,300	11,83,74,300
Other Equity	14	1,59,45,37,415	1,45,67,73,140
Total Equity		1,71,56,11,715	1,57,51,47,440
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Other financial liabilities			
Financial Liabilities			
Borrowings	15	6,92,26,050	7,55,74,156
Provisions	16	99,06,134	93,81,634
Deferred Tax Liabilities	17	2,12,57,046	2,25,32,031
Other Non-Current Liabilities	18	53,39,961	38,55,800
Total Non-Current Liabilities		10,57,29,191	11,13,43,621
Current Liabilities			
Financial Liabilities			
Borrowings	19	32,44,43,436	70,71,28,636
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises and	20	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	20	21,38,71,536	19,64,97,708
Other Financial Liabilities	21	2,87,28,848	3,01,22,981
Other Current Liabilities	22	14,10,75,583	11,47,31,614
Provisions	23	7,36,558	5,16,058
Income Tax Liabilities		74,07,422	2,90,35,857
Total Current Liabilities		71,62,63,382	1,07,80,32,854
Total Equity and Liabilities		2,53,76,04,288	2,76,45,23,915

For JTL INFRA LIMITED

Director

Director

J T L INFRA LIMITED

Provisional Statement of Profit and Loss for period ended June 30,2022

Amt in Rs

Particulars	Note No.	Year ended 30-Jun-22	Year ended 31-Mar-22
Revenue from Operations	25	2,56,94,40,497	9,75,71,60,749
Other Income	26	2,23,21,795	3,53,76,201
Total Income (I)		2,59,17,62,292	9,79,25,36,950
EXPENSES			
Cost of Materials Consumed	27	2,34,94,48,146	9,01,18,72,481
Purchases of Stock-in-Trade			
Changes in Inventories of Finished Goods, Stock-in-Trade and Work -in -Progress	28	1,99,32,992	(23,59,27,963)
Employee Benefits Expense	29	3,29,09,539	11,22,33,382
Finance Costs	30	77,48,020	6,41,89,939
Depreciation and Amortisation Expense	31	71,02,850	2,12,58,745
Other Expenses	32	2,78,10,071	14,36,00,536
Total Expenses (II)		2,44,49,51,618	9,11,72,27,120
Profit Before Exceptional Items and Tax (I-II)		14,68,10,674	67,53,09,830
Exceptional Items			
Profit/ (Loss) Before Tax		14,68,10,674	67,53,09,830
Tax Expense/(Benefits):			
Current Tax	18	3,60,58,908	16,73,81,264
Income Tax of Earlier Years		-	72,45,567
Deferred Tax	18	6,66,091	4,53,840
Total Tax Expense		3,67,24,999	17,50,80,671
Profit/ (loss) for the years		11,00,85,675	50,02,29,159
Other Comprehensive Income :			
Items that will be reclassified to Profit and Loss			
Re-measurement gains/ (losses) on defined benefit		52,500	12,73,522
Deferred Tax Charge		(13,213)	(3,20,520)
Items that will not be reclassified to Profit and Loss			
Fair valuation of financial instruments through OCI		(77,64,975)	50,75,649
Deferred Tax Charge		19,54,289	(15,97,959)
Total Other Comprehensive Income		(57,71,399)	44,30,691.84
Total Comprehensive Income		10,43,14,276	50,46,59,851
Earnings per Equity Share of Rs. 10 each			
Basic		1.82	8.45
Diluted		1.68	7.63



For JTL Infra Limited
[Signature]
 Director

For JTL INFRA LIMITED
[Signature]
 Director

A. Equity Share Capital

Issued, Subscribed and fully paid up	No. of Shares	In Rs.
As at April 01, 2021	5 30 37 150	10 60 74 300
Increase/(decrease) during the year	61 50 000	1 23 00 000
As at March 31, 2022	5 91 87 150	11 83 74 300
Increase/(decrease) during the year	13 50 000	27 00 000
As at June 30, 2022	6 05 37 150	12 10 74 300

B. Other Equity

Particulars	Reserve and Surplus					Equity Instruments through OCI	Fair valuation of Equity Instruments through OCI	Total other equity
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Share Warrants			
Balance as at April 1, 2021	2,79,00,000		9,84,28,369	58,04,83,749	15,62,00,000	(33,969)		86,29,78,149
Profit for the year				50,02,29,159				50,02,29,159
Dividend on Equity shares				(2,12,14,860)				(2,12,14,860)
Other Comprehensive Income						9,53,002	34,77,690	44,30,692
Transferred from Statement of Profit & Loss		2,00,60,000		(2,00,60,000)				
Re-measurements of the net defined benefit Plans								
Money received against share warrants			20,91,00,000		12,26,50,000			33,17,50,000
Issued of shares by conversion of warrants					(22,14,00,000)			(22,14,00,000)
Balance as at March 31, 2022	2,79,00,000	2,00,60,000	30,75,28,369	1,03,94,38,048	5,74,50,000	9,19,033	34,77,690	1,45,67,73,140
Profit for the year				11,00,85,675		39,207	(58,10,686)	10,43,14,276
Proposed Dividend								
Other Comprehensive Income								
Money received against share warrants					3,61,50,000			3,61,50,000
Issued of shares by conversion of warrants			4,59,00,000		(4,86,00,000)			(27,00,000)
Balance as at June 30, 2022	2,79,00,000	2,00,60,000	35,34,28,369	1,14,95,23,723	4,50,00,000	9,58,320	(23,32,996)	1,59,45,37,415

(C) Description of the Purposes of Each Reserve Within Equity**Reserve and Surplus:****a) Capital Reserve**

Capital Reserve was created to address the inadequacy of capital funds in the event of additional capital requirements.

b) Securities Premium

Securities premium is used to record premium received on issue of shares. This shall be utilised in accordance with the provisions of the Companies Act 2013.

c) Retained Earnings

Retained earnings are the profits that the company has earned till date, less any transfer to general reserve, dividends or other distribution or the distributions paid to the shareholders.



For JTL INFRA LIMITED

Director

J T L INFRA LIMITED**Provisional Cash Flow Statement for the Period Ended June 30, 2022**

Amt in Rs

Particulars	Period ended 30-Jun-22	Year ended 31-Mar-22
Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax	14,68,10,674	67,53,09,830
Adjustment for :		
Depreciation & Amortisation Expense	71,02,850	2,12,58,745
Interest Income	(11,06,078)	(67,31,121)
Interest Expense	77,48,020	6,30,25,030
Net unrealized foreign exchange (gain)		(22,93,094)
(Gain) / Loss on Sale of Property, Plant and Equipment (net)	(5,50,000)	(18,639)
Operating Profit before working Capital Changes :	16,00,05,467	75,05,50,751
Movements in Working Capital :		
(Increase)/decrease in Trade Receivables	20,99,31,098	(93,20,715)
(Increase)/decrease in Inventories	12,66,62,085	(39,45,93,197)
Increase/(decrease) in Trade payables	1,73,73,828	(14,18,89,222)
Increase/(decrease) in Other liabilities and Provisions	2,81,01,130	8,86,86,962
(Increase)/decrease in Other financial assets and Other assets	(1,87,76,051)	2,34,97,466
Cash generated from Operations :	52,32,97,556	31,69,32,045
Direct Taxes Paid	(5,76,87,343)	(21,61,68,822)
Net Cash flow from/(used in) Operating Activities	46,56,10,213	10,07,63,223
Cash Flow from Investing Activities		
Purchase of property, plant and equipment including CWIP	(7,06,85,250)	(20,49,60,529)
Proceeds from sale of property, plant and equipment	5,50,000	10,000
Movement in Investments	(2,54,68,617)	(12,45,43,032)
Movement Bank Deposit not considered as cash & cash equivalent	(79,49,277)	2,41,46,101
Interest Received	11,06,078	67,31,121
Net Cash flow from/(used in) Investing Activities	(10,24,47,066)	(29,86,16,340)
Cash Flow from Financing Activities		
Proceeds from/ (repayment of) Long term borrowings	(72,17,740)	(2,90,67,835)
Money received against share warrents	3,61,50,000	12,26,50,000
Proceeds from/ (repayment of) in Short term borrowings	(38,26,85,200)	18,73,00,722
Dividend Paid	-	(2,12,14,860)
Interest Paid	(77,48,020)	(6,30,25,030)
Net Cash flow from/(used) in Financing Activities	(36,15,00,960)	19,66,42,997
Net Increase/Decrease in Cash & Cash Equivalents	16,62,186	(12,10,119)
Cash & Cash equivalents at the beginning of the year	9,13,374	21,23,493
Cash & Cash equivalents at the end of the year	25,75,560	9,13,374
Components of Cash and Cash Equivalents		
Cash in Hand	25,58,197	8,96,021
Balance with Scheduled Banks :		
Current Accounts	17,353	17,353
Unpaid Dividend Accounts *		
	25,75,550	9,13,374
Add:- Term Deposits pledged with Scheduled banks not considered as cash and cash equivalents		
Less:- Fixed Deposits having maturity period more than 12 months		
Cash & Cash Equivalents	25,75,550	9,13,374

For JTL Infra Limited

 Director

For JTL INFRA LIMITED


 Director

J T L INFRA LIMITED

Notes to the Financial Statements (Provisional) as at and for the period ended June 30, 2022

4 Non-Current Investments

Particulars	As at	
	30-June-2022	31-March-2022
Other Non-current Investments		
Carried at fair value through other comprehensive income		
Invesments in Shares	13,59,54,631	12,46,87,479
Total	13,59,54,631	12,46,87,479
Aggregate Book value in unquoted investments	5,00,000	5,00,000
Aggregate Market value of quoted investments	13,54,54,631	12,41,87,479

5 Others Non-Current Assets

Particulars	As at	
	30-June-2022	31-March-2022
(Unsecured, considered good unless otherwise stated)		
Security Deposits	83,03,198	74,42,504
Advance for Capital Goods	1,89,05,161	1,33,29,365
Total	2,72,08,359	2,07,71,869

6 Inventories

Particulars	As at	
	30-June-2022	31-March-2022
Raw Materials	36,10,31,617	49,35,31,200
Work - In- Progress		
Finished Goods	36,45,55,553	39,04,83,397
Consumables	5,88,00,015	4,08,00,000
Scrape & Wastage	66,46,773	6,51,920
Stock in Trade	77,70,475	
Total	79,88,04,432	92,54,66,517

7 Loans - unsecured considered good

Particulars	As at	
	30-June-2022	31-March-2022
Loan receivables considered good- unsecured		
To employees	6,44,000	17,36,000
To others	22,86,000	2,46,11,014
Advance to employees	2,40,673	2,66,323
Imprest	4,08,740	5,66,622
Total	35,79,413	2,71,79,959

8 Trade Receivables

Particulars	As at	
	30-June-2022	31-March-2022
Trade Receivables considered good - secured		
Trade Receivables considered good - unsecured	75,28,16,039	96,27,47,137
Trade receivables which have significant increase in credit risk		
Trade receivables - credit impaired		
Total	75,28,16,039	96,27,47,137

There are no trade or other receivables which are due from directors or other officers of the Company either severally or jointly with any other person.

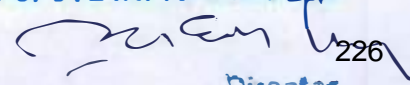
Trade Receivables have been pledged as security for borrowings, refer note 16 and note 20 for details

For JTL Infra Limited



Director

For JTL INFRA LIMITED



Director

9 Cash and Cash Equivalents

Particulars	As at	As at
	30-June-2022	31-March-2022
Cash in Hand	25,58,197	8,96,021
Balance with Banks in Current Accounts	17,353	17,353
Total	25,75,550	9,13,374

10 Bank Balances other than Cash and Cash Equivalents

Particulars	As at	As at
	30-June-2022	31-March-2022
Other Bank balances- in earmarked account		
Deposits with remaining maturity for less than 12 months	2,28,86,825	1,49,37,548
Unpaid dividend account	5,28,292	5,28,292
Total	2,34,15,117	1,54,65,840

* Deposits are in the nature of Margin Money pledged with banks against Bank Guarantee's given/Letter of Credit's established by the bank

11 Other Current Financial Assets

Particulars	As at	As at
	30-June-2022	31-March-2022
Interest Accrued on Term Deposits	64,133	
Total	64,133	

13 Other Current Assets

Particulars	As at	As at
	30-June-2022	31-March-2022
Advance to Suppliers	20,73,07,497	9,16,20,547
Prepaid Expenses	7,867	2,65,446
Balance with Govt. Authorities		
GST Receivables	4,45,49,819	11,44,12,211
Income Tax Receivables		
Income Tax Recoverable	3,32,733	3,32,733
Others Receivables	10,70,884	29,29,502
Export Incentive Receivables	1,42,99,370	1,35,34,967
Others Cheque Pending For Realisation	35,00,000	56,60,300
Other Borrowing cost to the extent not amortised		
Total	27,10,68,170	22,87,55,706



For JTL INFRA LIMITED

[Signature]
Director

J T L INFRA LIMITED

Notes to the Financial Statements as at and for the period ended June 30, 2022

14 Equity Share Capital

Particulars	30-Jun-22	31-Mar-22
Authorised Share Capital		
8,500,000 Equity Shares of Rs. 2 each (as on March 31, 2022- 8,500,000 Equity Shares @ 2 each)	17,00,00,000	17,00,00,000
Issued, subscribed and fully paid-up shares		
60537150 Equity Shares of Rs. 2 each (as on March 31, 2022- 59187150 Equity Shares @ 2 each)	12,10,74,300	11,83,74,300
	12,10,74,300	11,83,74,300

a) The company has single class of shares referred to as equity shares having par value of Rs. 2 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors, is subject to approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend. In the event of liquidation of the company, the equity shareholders are eligible to receive the surplus assets remaining after settlement of preferential amounts in proportion to their shareholding.

b) Reconciliation of the number of shares

	30-Jun-22	31-Mar-22
	No. of Shares held	No. of Shares held
Outstanding at the beginning of the year	5,91,87,150	5,30,37,150
Add : Shares issued during the year	13,50,000	61,50,000
Outstanding at the end of the year	6,05,37,150	5,91,87,150

15 Other equity

Particulars	30-Jun-22	31-Mar-22
Reserve & Surplus		
Capital Reserve	2,79,00,000	2,79,00,000
General Reserve	2,00,60,000	2,00,60,000
Securities Premium	35,34,28,369	30,75,28,369
Retained Earnings (Surplus/(deficit))	1,14,95,23,723	1,03,94,38,048
Money received against share warrants	4,50,00,000	5,74,50,000
Equity Instruments through OCI	(13,74,677)	43,96,723
Total	1,59,45,37,415	1,45,67,73,140



For JTL Infra Limited

 Director

For JTL INFRA LIMITED

Director

J T L INFRA LIMITED
Notes to the Financial Statements as at and for the period ended June 30, 2022

3. Property, plant and equipment											
Particulars	Computers & Printer	Furniture & Fixtures	Telephone & Mobiles	Office Equipments	Electricals & Appliance	Plant & Machinery	Land	Building	Misc. Assets	Vehicles	Total property, plant & equipment
Gross Block											
Deemed Cost as at April 1, 2020	8,03,167	5,62,583	88,769	5,08,967	86,54,103	16,20,79,799	2,16,26,694	6,05,61,344	2,91,298	1,21,84,696	26,73,61,420
Additions	2,56,161	72,93,890	-	11,90,277	-	2,05,57,553	2,56,61,100	10,32,184	-	1,03,23,357	6,63,14,522
Disposal / Adjustments	-	-	-	-	-	-	(11,72,300)	-	-	-	(11,72,300)
As at March 31, 2021	10,59,328	78,56,473	88,769	16,99,244	86,54,103	18,26,37,352	4,61,15,494	6,15,93,528	2,91,298	2,25,08,053	33,25,03,642
Additions	3,47,439	56,150	5,88,104	5,49,411	-	9,48,26,144	1,22,01,250	4,47,6,838	-	77,18,409	16,10,63,745
Sales/ Adjustments	-	-	-	(29,760)	-	-	-	-	-	-	(29,760)
As at March 31, 2022	14,06,767	79,12,623	6,76,873	22,18,895	86,54,103	27,74,63,496	5,83,16,744	10,63,70,366	2,91,298	3,02,26,462	49,35,37,627
Additions	-	-	68,644	1,62,041	-	2,14,86,106	-	-	-	1,41,98,245	3,59,15,036
Sales/ Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at June 30, 2022	14,06,767	79,12,623	7,45,517	23,80,936	86,54,103	29,89,49,602	5,83,16,744	10,63,70,366	2,91,298	4,44,24,707	52,94,52,663
Accumulated Depreciation											
Balance as at April 1, 2020	1,68,537	22,249	13,312	1,13,184	8,79,063	1,78,29,165	-	70,98,019	-	44,82,896	3,06,06,425
Charge for the period	4,65,578	1,08,739	5,423	1,62,860	7,40,168	1,09,19,497	-	29,65,830	-	17,64,964	1,71,33,059
Deductions / Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	6,34,115	1,30,988	18,735	2,76,044	16,19,231	2,87,48,662	-	1,00,63,849	-	62,47,860	4,77,39,484
Charge for the period	2,35,039	7,45,052	80,852	3,43,786	7,40,168	1,25,75,667	-	36,67,425	-	28,70,756	2,12,58,745
Deductions / Adjustments	-	-	-	(721)	-	-	-	-	-	-	(721)
As at March 31, 2022	8,69,154	8,76,040	99,587	6,19,109	23,59,399	4,13,24,329	-	1,37,31,274	-	91,18,616	6,89,97,508
Charge for the period	70,025	1,87,391	38,900	92,921	1,85,042	46,45,460	-	7,78,036	-	11,05,077	71,02,850
Deductions / Adjustments	-	-	-	-	-	-	-	-	-	-	-
As at June 30, 2022	9,39,179	10,63,431	1,38,487	7,12,030	25,44,441	4,59,69,789	-	1,45,09,310	-	1,02,23,693	7,61,00,358
Net carrying Value											
As at June 30, 2022	4,67,588	68,49,192	6,07,030	16,68,906	61,09,662	25,29,79,813	5,83,16,744	9,18,61,057	2,91,298	3,42,01,015	45,33,52,307
As at March 31, 2022	5,37,613	70,36,583	5,77,286	15,99,786	62,94,704	23,61,39,167	5,83,16,744	9,26,39,092	2,91,298	2,11,07,846	42,45,40,121
As at March 31, 2021	4,25,213	77,25,485	70,034	14,23,200	70,34,872	15,38,88,690	4,61,15,494	5,15,29,679	2,91,298	1,62,60,192	28,47,64,157
As at March 31, 2020	6,34,630	5,40,334	75,457	3,95,703	77,75,040	1,42,50,634	2,16,26,694	5,34,63,325	2,91,298	77,01,800	23,67,54,995

(i) Charge has been created against the aforesaid assets for the borrowings taken by the Company (refer note no.16 and 20) For JTL Infra Limited



For JTL INFRA LIMITED
Director

J T L INFRA LIMITED

Notes to the Financial Statements as at and for the period ended June 30, 2022

16 Non-Current Borrowings

Particulars	As at 30-June-2022	As at 31-Mar-2021
Secured		
Vehicle Loans from Banks and NBFC	79,23,967	88,34,744
Less :- Current Maturities (refer note-22)	26,35,418	33,85,588
Term loan from NBFC	13,43,430	19,70,246
Less :- Current Maturities (refer note-22)	13,43,430	19,70,246
WCTL under GECL from Bank	8,86,87,500	9,48,75,000
Less :- Current Maturities (refer note-22)	2,47,50,000	2,47,50,000
	6,92,26,050	7,55,74,156

(Vehicle loans secured against Hypothecation of respective vehicles.)

Note on WCTL under GECL from Bank

17 Non-Current Provisions

Particulars	As at 30-June-2022	As at 31-Mar-2021
Provisions for Employee Benefits :-		
- Provision for Gratuity	63,89,674	63,65,174
- Provision for compensated absences	35,16,460	30,16,460
	99,06,134	93,81,634

19 Other Non-Current Liabilities

Particulars	As at 30-June-2022	As at 31-Mar-2021
Creditors for Capital Goods	53,39,961	38,55,800
	53,39,961	38,55,800

20 Current Borrowings

Particulars	As at 30-June-2022	As at 31-Mar-2021
Working Capital Cash Credit	31,28,55,108	68,46,66,588
Packing Credit / Post Shipment loans secured	1,15,88,328	2,24,62,048
Loan from others		
	32,44,43,436	70,71,28,636

Working capital facilities are secured on 1st charges basis by:

a) Hypothecation of all goods (i. e. Raw Material, Stock in process, Finished goods), book debts, all movable assets and properties stored or to be stored at Company's godown or in

b) Equatbale mortgage of :

(i) Company's land at Gholumajra, Derabssi, Punjab

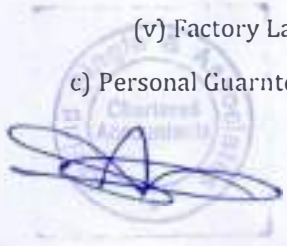
(ii) Residential property at Panchkula, Haryana belonging the one of the director of the company and his relative.

(iii) Land at Motia Khan, Mandi Gobindgarh belonging to the Director's Partnership firm

(iv) Company's Regd & Coroporate Office Building at SCO 18-19, Sector -28 C, Chandigarch

(v) Factory Land & Building situated at Mangaon, Distt. Raigad, Maharashtra

c) Personal Guarntees of the all directors and co-owners of the property mortgaged.



J T L INFRA LIMITED

Director

21 Trade Payables

Particulars	As at 30-June-2022	As at 31-Mar-2021
Total Outstanding dues of Micro Enterprises and small enterprises		
Total Outstanding dues of creditors other than Micro Enterprises and Small Entreprises*	21,38,71,536	19,64,97,708
	21,38,71,536	19,64,97,708

Trade Payables include credit availed by the Company from banks for payment to suppliers for raw materials purchased by the Company. The arrangements are interest-bearing and are payable within one year

22 Other Financial Liabilities

Particulars	As at 30-June-2022	As at 31-Mar-2021
Current Maturities of Long Term Borrowings	2,87,28,848	3,01,05,834
Interest Payable		17,147
	2,87,28,848	3,01,22,981

23 Other Current Liabilities

Particulars	As at 30-June-2022	As at 31-Mar-2021
Cheque Issued But Not Cleared	4,55,98,897	2,43,97,080
Salary and Wages Payable	87,00,406	62,36,494
Statutory dues payable	1,74,587	4,51,337
TDS Payable	16,95,719	24,11,989
Professional Tax Payable	35,732	1,41,800
Bonus Payable	25,57,658	25,57,658
Income Tax Payable	1,07,03,311	
Dividend Payable	5,28,292	5,28,292
Other Payables	1,61,90,828	2,10,21,926
Advances from Customers	5,48,90,153	5,69,85,038
	14,10,75,583	11,47,31,614

24 Current Provisions

Particulars	As at 30-June-2022	As at 31-Mar-2021
Provisions for employee benefits :		
- Provision for Gratuity	7,36,558	5,16,058
	7,36,558	5,16,058



For JTL Infra Limited

[Signature]
Director

For JTL INFRA LIMITED

[Signature]
Director

J T L INFRA LIMITED**Notes to the Financial Statements as at and for the period ended June 30, 2022****25 Revenue from Operations**

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Sale of Products	2,56,94,40,497	9,74,31,69,646
Other Operating Revenue		
Job Work Income	-	1,39,91,103
Total	2,56,94,40,497	9,75,71,60,749

26 Other Income

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Interest Income earned on-		
Fixed Deposits with banks	73,903	5,54,900
Others	10,32,175	61,76,221
Other Non-Operating Income		
Brokerage, Commission and Discount	-	1,49,18,505
Profit on foreign currency transaction and translation	2,06,65,717	1,37,07,544
Other Income	5,50,000	9,841
Total	2,23,21,795	3,53,76,201

27 Cost of Material Consumed

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Opening Stock	53,43,31,200	37,56,65,966
Add :- Purchases	2,21,45,95,634	8,96,55,29,779
Add: Direct Expenses	2,03,52,943	20,50,07,936
Less :- Closing Stock	41,98,31,632	53,43,31,200
Total	2,34,94,48,146	9,01,18,72,481

28 Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Opening stock of inventory		
Finished Goods	39,11,35,317	15,52,07,354
Work-in-Progress		
Closing stock of inventory		
Finished Goods	37,12,02,326	39,11,35,317
Work-in-Progress		
Total	1,99,32,992	(23,59,27,963)



For JTL Infra Limited

 Director

For JTL INFRA LIMITED


 Director

29 Employee benefit expenses

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Salary & wages	2,85,13,164	8,91,29,473
Directors Remuneration	27,00,000	72,00,000
PF and ESI Contribution	3,75,814	23,07,688
Staff Welfare expenses	5,21,081	55,41,349
Other Benefits	7,99,480	80,54,872
Total	3,29,09,539	11,22,33,382

30 Finance Costs

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Interest on:-		
Working Capital Loans	57,65,782	5,05,38,492
Vehicle Loans	1,55,007	7,23,580
Unsecured Loan	-	5,00,000
Interest on late payment of Statutory Dues	1,234	11,64,909
Bank Charges	18,25,997	61,88,525
Other Borrowing Costs	-	50,74,433
Total	77,48,020	6,41,89,939

31 Depreciation and Amortisation Expense

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Depreciation on Tangible Assets	71,02,850	2,12,58,745
Total	71,02,850	2,12,58,745



For JTL INFRA LIMITED

[Signature]
Director

J T L INFRA LIMITED

Notes to the Financial Statements as at and for the period ended June 30, 2022

32 Other Expenses

Particulars	Year ended 30-June-2022	Year ended 31-Mar-2022
Auditors Remuneration	-	2,00,000
Advertisement and Publicity Expense	39,930	5,25,096
Fee and Taxes	23,74,011	1,74,50,081
Service Charges	25,00,292	2,61,56,423
Clearing, Forwarding & Freight	98,05,499	4,15,44,927
Carriage and Freight	36,96,078	1,93,50,089
Discount Allowed	13,53,197	58,86,938
Computer Expenses	-	35,628
Office Expenses	38,303	6,50,383
Business Promotion Expense	1,41,741	21,62,735
Brokerage and Commission	1,60,426	5,59,242
Insurance Expense	6,14,534	7,32,476
CSR Exp	-	1,00,00,000
Diwali Expenses	-	77,476
Misc. Expenses	33,739	18,614
Donation	25,500	52,800
Postage Expenses	98,896	2,32,927
Printing & Stationary	86,902	2,55,949
Repairs & Maintenance	29,18,387	41,20,546
Telephone and Internet Charges	3,92,407	9,72,398
Tour & Travelling Exp.	27,39,940	80,67,362
Vehicle Running & Maintenance	4,15,227	19,64,671
Professional and Legal Expense	-	10,88,100
Rent Expenses	1,01,191	4,62,537
Water Expenses	2,73,872	10,14,500
Loss on Sale of Fixed Assets	-	18,639
	2,78,10,071	14,36,00,536



For JTL Infra Limited
[Signature]
Director

For JTL INFRA LIMITED
[Signature]
Director

DCS/AMAL/TL/IP/2405/2022-23

"E-Letter"

July 07, 2022

The Company Secretary,
JTL INFRA LTD
 S.C.O 18-19, Sector 28-C,
 Chandigarh, Chandigarh, 160002

Dear Sir,

Sub: Observation Letter regarding the Scheme of Arrangement for Amalgamation between Chetan Industries Ltd & JTL Infra Ltd

We are in receipt of the draft Scheme of Arrangement for Amalgamation filed by JTL INFRA LTD as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated July 6, 2022, has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- a) "Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme."
- b) "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges."
- c) "Company shall ensure the compliance with the SEBI Circulars issued from time to time."
- d) "The entities involved in the scheme shall duly comply with various provisions of the Circular."
- e) "Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g) "Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- h) "Company is advised that the proposed Equity Shares to be issued in terms of the 'Scheme' shall mandatorily be in demat form only."
- i) "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- j) "Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."

- k) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT."
- l) "Company is advised to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- m) "It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Sd/-

Prasad Bhide
Manager



MSEI/LIST/2022/813

July 08, 2022

The Company Secretary and Compliance Officer,
JTL Infra Limited
SCO 18-19, Sector 28-C,
Chandigarh, Punjab 160002.

Dear Sir/ Madam,

Sub.: Observation letter regarding the Scheme of Arrangement for Amalgamation between Chetan Industries Limited & JTL Infra Limited.

This is in reference to the draft scheme of Amalgamation for Amalgamation filed by JTL Infra Limited in terms of SEBI Circular No. CFD/DIL/3/CIR/2017/21 dated March 10, 2017, as amended and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 as amended; SEBI vide its letter dated July 06, 2022 has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- *The Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*
- *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the website of the listed company and the stock exchange.*
- *The entities involved in the Scheme shall duly comply with various provisions of the circular.*
- *The Company is advised that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- *The Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*

Page 1 of 3

Metropolitan Stock Exchange of India Limited

Registered Office: 205A, 2nd Floor, Piramal Agastya Corporate Park, Komani Junction, LBS Road, Kurla (West), Mumbai - 400070.
Tel: +91-22-6112 9000 | customerservice@msei.in | www.msei.in | CIN: U65999MH2008PLC185856

- *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 month old.*
- *The Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*
- *The Company is advised that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*
- *The Company is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- *No changes to the draft scheme except those mandated by the regulators/authorities/tribunals shall be made without specific written consent of SEBI.*
- *The Company is advised that the observations of SEBI/ Stock Exchange shall be incorporated in the petition to be filed before National Company Law Tribunal ("NCLT") and the company is obliged to bring the observations to the notice of NCLT.*
- *The Company is advised to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/ observations on draft scheme by SEBI/ Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under Section 230(5) of the Companies Act, 2013, to SEBI again for its comments/ observations/ representations.*

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To comply with various provisions of the said SEBI circulars.

In the light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/ de-listing/ continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

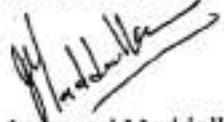
Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to NCLT.

The Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

Yours faithfully,

For and on behalf of Metropolitan Stock Exchange of India Limited



Aasawari Maddolkar
Manager

Complaints Report: J T L INFRA LIMITED
Part A



Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA
2.	NA	NA	NA
3.	NA	NA	NA

The report on Complaints as mentioned above is for the period from the date of filing of the Scheme of Arrangement for Amalgamation with the stock exchange till the date of signing this complaint report.

For & on behalf of
 J T L Infra Limited

Mohinder Singh
 Company Secretary
 Membership No. - A21857
 Address: House No. 874, Burail,
 Sector-45, Chandigarh- 160047

Date: 23.02.2022
 Place: Chandigarh

October 14, 2022

Ref. No.: CPC/MB/097/2022-23

To,
The Board of Directors
Chetan Industries Limited
SCO 18-19, Sector-28C,
Chandiagarh-160002

Subject: Proposed Scheme of Arrangement of Amalgamation between Chetan Industries Limited ("Transferor Company"/" the Company") with the J T L Infra Limited ("Transferee Company") and their respective shareholders and creditors ("the Scheme")

Re: Due Diligence Certificate in adherence to SEBI's Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022, read with SEBI's Master Circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021

Dear Sir(s),

This is in reference to our engagement for providing Due Diligence Certificate ("Certificate") on the accuracy and adequacy of the disclosures made in the Abridged Prospectus by Chetan Industries Limited as per the format provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 as amended from time to time, read with the SEBI's Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 and SEBI's master circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ('SEBI Circulars').

The modified scheme, under Section 230-232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof), has been approved by the Board of Directors of the Company on December 30, 2021 and shall be effective from the Appointed Date i.e., April 1, 2021 or such other date as may be fixed or approved by the Hon'ble National Company Law Tribunal or any other Appropriate Authority.

The information contained herein and our Certificate is intended only for the sole use of captioned purpose of obtaining requisite approvals as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars.



Corporate Professionals Capital Private Limited

CIN - U74899DL2000PTC104508

D 28, South Extn. Part- I, New Delhi 110049, India | T: +91 11 40622200 | F: +91 11 40622201 | E: mb@indiapcp.com

www.corporateprofessionals.com

SCOPE AND LIMITATIONS:

- This Certificate is for a specific purpose and is issued in terms of and in compliance with the SEBI Circulars and hence should not be used for any other purpose or transaction.
- Our due diligence and result are specific to the date of this Certificate and based on information as at October 12, 2022. Further, we have no responsibility to update this Certificate on the circumstances or events after the date hereof.
- We have relied upon the financials and the information and representations furnished to us by the management of the Company and the information available in public domain and have not carried out any audit of such information. Our work does not constitute audit of financials including working results of the Company and accordingly, we are unable to and do not express an opinion on the fairness of any financial information referred to in the Abridged Prospectus.
- This Certificate is issued on the undertaking that the Company has drawn our attention to all the matters, which it was aware of concerning inter-alia its financial position, business, and any other matter, which may have an impact on our Certificate, including any material risk concerning the Company or likely to take place in the financial position of the Company or its business.
- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of reliance on the information set out here in this Certificate.
- Our opinion is not, nor should it be construed as our opining or certifying the compliance with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

CONCLUSION:

In the circumstances, having regard to all relevant factors, on the basis of information and explanations given to us and on the basis of due diligence conducted by us, we certify as on the date hereof, that the disclosures made in the Abridged Prospectus dated October 12, 2022, is in conformity with the relevant documents, materials and other papers related to the Company and are fair, accurate and adequate.

Yours Faithfully,

For Corporate Professionals Capital Private Limited

(Manoj Kumar)
Partner and Head – M&A and Transactions



This is an Abridged Prospectus containing information pertaining to the for the Scheme of Arrangement for Chetan Industries Limited (Transferor Company) and J T L Infra Limited (Transferee Company).

The Abridged Prospectus hereinafter are in terms of the in terms of the requirement specified in SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated 4th February 2022 and master circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021.

THIS INFORMATION MEMORANDUM CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Chetan Industries Limited

CIN: The Company was incorporated under the provisions of the Companies Act, 1956 having Company Identification No. U26941CH1995PLC017464

Date of Incorporation: 21.12.1995

Registered Office: SCO 18-19, Sector-28C, Chandigarh-160002

Corporate Office: SCO 18-19, Sector-28C, Chandigarh-160002

Contact Person: Mr. Mohinder Singh

Tel. No.: 0172 4668000;

E-mail: chetanindustries@outlook.com

Website: NA

PROMOTERS OF CHETAN INDUSTRIES LIMITED

1. Sh. Mithan Lal Singla
2. Sh. Madan Mohan
3. Sh. Vijay Singla
4. Sh. Rakesh Garg
5. Smt. Shukla Singla
6. Smt. Nikita Singla
7. Madan Mohan Singla HUF
8. Prem Kumar & Son HUF

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking any decision in relation to the scheme. For taking any decision, investors must rely on their own examination of the company and the scheme including the risk involved. Specific attention of the investors is invited to the section titled "Risk Factors" on page 5 of this Abridged Prospectus.

PROCEDURE

Pursuant to the Scheme, the JTL Infra Limited shall issue and allot equity shares to the shareholders of Chetan Industries Limited in accordance with provisions of applicable laws and on the basis of share exchange ratio as set out in the Scheme, post receipt of approval from Hon'ble National Company Law Tribunal ("NCLT").

MERCHANT BANKER

Name: Corporate Professionals Capital Private Limited

Address: D-28, South Extn., Part-I, New Delhi – 110049

Ph. No.: +91-11-40622228/ +91-11-40622248/ +91-11-40622218

Fax. No.: 91-11-40622201

Email ID: manoj@indiapcp.com/ruchika.sharma@indiapcp.com

SEBI Regn. No.: INM000011435

STATUTORY AUDITORS OF CHETAN INDUSTRIES LIMITED

Name: Joglekar Maitra & Company, Chartered Accountants

Address: MIG D-18, Shailendra Nagar, Raipur, Chhattisgarh-492001

Tel No.: +91 77140 36316

Fax No.: NA

Website: NA



DETAILS OF PROMOTERS OF CHETAN INDUSTRIES LIMITED

S.No.	Name	Individual/Corporate	Experience and Educational Qualification
1.	Sh. Mithal Lal Singla PAN - AAHPL0184H DIN - 00156885 No. of shares held in the company - 1022100	Individual	Mr. Mithan Lal Singla is commerce graduate having rich experience more than 35 years of experience in steel business Instrumental in setting up existing manufacturing facilities Associated with various ventures in different capacities & conversant with latest industrial techniques
2.	Sh. Madan Mohan PAN - ABCPM9724E DIN - 00156668 No. of shares held in the company -5005100	Individual	Mr. Madan Mohan is graduate having more than 30 years of rich experience in steel industry. In depth knowledge of steel & pipe Industry. Known for his business finance and strategic abilities.
3.	Sh. Vijay Singla PAN - ACWPS2938M DIN - 00184081 No. of shares held in the company - 4843100	Individual	Mr. Vijay Singla is graduate and promoter of the CIL and Whole Time Director on the Board of the Company. With over 30 years of experience in steel industry, administrative and entrepreneurial skills.
4.	Sh. Rakesh Garg PAN - ABNPG2870N DIN - 00184081 No. of shares held in the company - 4760400	Individual	Mr. Rakesh Garg is graduate having 27 years of experience in steel industry. Having ample knowledge of Industrial projects, engineering and management affairs
5.	Shukla Singla PAN - ACWPS2937E DIN-NA No. of shares held in the company- 11500	Individual	Mrs Shukla Singla, promoter group is graduate and having experience of more than 2 decades in Steel Industries.
6.	Sh. Prem Kumar & Sons HUF PAN - AAHHP3184R DIN-NA No. of shares held in the company- 320000	HUF	Mr. Rakesh Garg, Director is Karta of HUF & having rich experience of Steel Tubes and Pipes Industry as stated in point no 4.
7.	Sh. Madan Mohan Singla HUF PAN - AABHM4039E DIN-NA No. of shares held in the company- 13600	HUF	Mr. Madan Mohan Singla, Director in Chetan Industries is also Karta of HUF & having rich experience of Steel Tubes and Pipes Industry as stated in point no 5.
8.	Nikita Singla PAN - ACWPS2936F DIN-NA No. of shares held in the company- 96800	HUF	Mrs Nikita Singla, promoter group in Chetan is graduate and having experience of more than 15 years in Steel Industries.



BUSINESS OVERVIEW AND STRATEGY

Company Overview:	Chetan Industries Limited is manufacturer of HR Strips, Galvanized, MS pipes & tubes
Product/Service Offering:	HR Strips, MS Pipe & GI Pipes,
Revenue Segmentation by product/service offering	HR Strips- 32% GI Pipes – 25% MS Pipes- 43%
Geographies Served:	Company is supplying its products to South, North, Middle India and some part of Western India.
Revenue Segmentation by geographies	Major revenue is from this Southern part of India i.e., around 60%
Key Performance Indicators:	Being incorporated in 1995; CIL has a long operational track record of more than two decades aiding in a healthy relationship with customers and suppliers. CIL is managed by the well experienced directors having more than two decades long business experience in manufacturing steel tubes.
Client Profile or Industries served:	HR Strips is supplied to manufacturer of Steel Tubes & Piper Industries and MS Pipes, GI Pipes is sales through distribution network.
Revenue Segmentation in terms of top 5/10 clients or Industries:	Top clients: 1. Tamil Nādu Steel Tubes Ltd., Tamil Nadu. 2. Suresh Steel Tubes Pvt. Ltd., Bangalore 3. Calcutta Tubes Centre, Bangalore 4. Khera Pipes (P) Ltd. Chennai, 5. Swastik Tube Corporation, Telangana 6. Industrial Distributors & Agencies, Thrissur, Kerala
Intellectual Property, if any:	Nil
Market Share:	N.A.
Manufacturing Plant, if any:	Urla-Sarora Road, Opposite CSEB Sub Station, Urla Industrial Complex, Birgaon, Raipur, Chhattisgarh 492003
Employee Strength:	90 permanent + 40 contractual worker

BOARD OF DIRECTORS OF CHETAN INDUSTRIES LIMITED

Sr. No.	Name	Designation (Independent/ Whole-time/ Executive/ Nominee)	Experience and Educational Qualification	Other Directorship
1.	Mithal Lal Singla PAN - AAHPL0184H DIN - 00156885 No. of shares held in the company - 1022100	Whole Time Director	Mr. Mithan Lal Singla is having rich experience more than 35 years of experience in steel business Instrumental in setting up existing manufacturing facilities Associated with various ventures in different capacities & conversant with latest industrial techniques	Indian Companies – 3 Foreign Companies – Nil
2.	Madan Mohan	Whole Time Director	Mr. Madan Mohan is having more than 30 years of rich experience in	Indian Companies – 4



	PAN - ABCPM9724E DIN - 00156668 No. of shares held in the company - 5005100		steel industry. In depth knowledge of steel & pipe Industry. Known for his business finance and strategic abilities.	Foreign Companies - Nil
3.	Vijay Singla PAN - ACWPS2938M DIN - 00184081 No. of shares held in the company - 4843100	Whole Time Director	Mr. Vijay Singla is the Promoter of the Company and Whole Time Director on the Board of the Company. With over 30 years of experience in steel industry, administrative and entrepreneurial skills.	Indian Companies - 2 Foreign Companies - Nil
4.	Rakesh Garg PAN - ABNPG2870N DIN - 00184081 No. of shares held in the company - 4760400	Whole Time Director	Mr. Rakesh Garg is having 27 years of experience in steel industry. Having ample knowledge of Industrial projects, engineering and management affairs	Indian Companies - 5 Foreign Companies - Nil
5.	Chetan Singla PAN - BBDPS1866B DIN - 00549795 No. of shares held in the company - Nil	Director	Mr. Chetan Singla is a graduate having 12 years of experience in steel industry. He is having ample knowledge of Administrations, Supply chain management etc.	
6.	Preet Kamal Kaur Bhatia PAN - AOHPB1430L DIN - 007070977 No. of shares held in the company - Nil	Independent Director	She is a Chartered Accountant by profession and has around 10 years of experience in Corporate Finance, Accounts, Taxation and other related Matters. She is Associated with the Company as an Independent Director	Indian Companies - 3 Foreign Companies - Nil
7.	Vikas Chander Verma PAN - ADSPV7282Q DIN - 07311312 No. of shares held in the company - Nil	Independent Director	Mr. Vikas Chander is Graduate and having in sound knowledge of Finance & Accounts. He is associated with the Company as an Independent Director.	Indian Companies - 1 Foreign Companies - Nil



SHAREHOLDING PATTERN			
S. No.	Particulars	Number of Shares	Percentage holding of pre-scheme
1.	Promoter & Promoter Group	16072600	100
2.	Public	0	0
Total		16072600	100

RESTATED AUDITED FINANCIALS

STANDALONE

Particulars	(Amount in Crores)			
	Latest Stub Period 30.06.2022	Audited as on 31.03.2022	Audited as on 31.03.2021	Audited as on 31.03.2020
Total Income from operations	111.16	379.85	254.34	199.76
Net Profit / (Loss) before tax and extraordinary items	3.31	14.81	8.93	2.56
Net Profit / (Loss) after tax and extraordinary items	2.45	11.04	6.69	1.91
Equity Share Capital	1.61	1.61	1.61	1.61
Reserves and Surplus	41.00	38.55	27.51	20.82
Net Worth	42.61	40.16	29.12	22.43
Basic earnings per share (Rs.)	1.52	68.70	41.60	11.87
Diluted Earnings per share (Rs.)	1.52	68.70	41.60	11.87
Return on net worth (%)	-	31.9	26.0	8.5
Net asset value per share (Rs.)	26.51	24.99	18.12	13.96

INTERNAL RISK FACTORS

- Company doesn't have large customers base and reliance on large number of smaller customers. This may lead to uncertainty of demand. Change in customer behavior could impact our business operations.
- Company has been dealing with most of customers for the past several years, but we have not entered into any long-term agreements with customers and instead rely on purchase orders to govern the volume and other terms of our sales of products. Consequently, there is no commitment on the part of our customers to continue to place new purchase orders with us and as a result, our cash flow and consequent revenue may fluctuate significantly from time to time.
- Raw materials consumed constitute a significant percentage of our Company's total expenses. Any fluctuation in prices could affect Company's business.
- The demand and pricing in the steel and steel products industry is volatile. A decrease in steel prices may have a material adverse effect on our business, results of operations, prospects and financial condition. and energy
- Any reduction in the demand for our products could lead to underutilization of our manufacturing capacity. We may also face surplus production of a particular product due to various reasons



including inaccurate forecasting of customer requirements, which could adversely affect our business, results of operations, financial condition and cash flows.

- The company operates under several statutory and regulatory permits, licenses and approvals, including that required for operational hazards. Failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on business operations.
- There are certain outstanding Demands and any adverse decision in such proceedings may have adverse effect on finances.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved:

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by SEBI or Stock Exchange against our promoters	Material Civil Litigations	Aggregate amount involved (INR in crores)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	5	-	-	-	0.37
Directors						
By our Directors	-	-	-	-	-	-
Against the Directors	4	7	-	-	-	70.34
Promoters						
By Promoters	-	-	-	-	-	-
Against Promoters	3*	6*	-	-	-	-
Subsidiaries						
By Subsidiaries	-	-	-	-	-	-
Against Subsidiaries	-	-	-	-	-	-

*The cases also include the cases against the directors as the promoters are also directors in the Company

B. Brief details of top 5 material outstanding litigations against the Company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current Status	Amount involved (in cr)
1.	Demand notice under section 143 1A of IT Act 1961 for assessment year 2010-11	Income Tax	Pending with CPC, Bangalore	0.035
2.	Interest demand notice IT Act, 1961 for assessment year 2012-13	Income Tax	Pending with CPC, Bangalore	0.0005
3.	Demand notice under section 143 1A of IT Act, 1961 for assessment year 2016-17	Income Tax	Pending with CPC, Bangalore	0.047
4.	Demand notice under section 143 1A of IT Act, 1961 for assessment year 2017-18	Income Tax	Pending with CPC, Bangalore	0.0029



5.	Show Cause Notice w.r.t. disallowance and reversal of CENVAT credit under Rule 14 of the CENVAT Credit Rules, 2004 read with Section 11A(4) of the Central Excise Act, 1944	Assistant Commissioner, Central GST & Central Excise, Division-II Raipu (C.G.)	Pending with Appellate Tribunal	0.290
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C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the promoters in last 5 financial years including outstanding action, if any: **Not Applicable**

D. Brief details of outstanding criminal proceedings against Promoters:

1. Mr. Vijay Singla, Promoter is co accused in CBI Vs Mahesh Kumar under section 120-B IPC, 7, & 12 of PC Act, 1988 and substantive offence under section 8 of PC Act.
2. Mr. Vijay Singla and Mr. Madan Mohan Singla, Promoters of CIL are co accused in a show cause notice filed by Special Director, Directorate of Enforcement (ED), Chandigarh under Section 16(3) of FEMA Act, 1999 in ED vs Mirage Infra Limited (promoter group entity)
3. Mr. Vijay Singla and Mr. Madan Mohan Singla, promoters are accused in violation under Section 58A of the Companies Act, 1956 a case is registered by ROC Chandigarh vs Mirage Infra Limited.

RATIONALE OF THE SCHEME OF ARRANGEMENT

The Transferor Company and Transferee Company are engaged in similar nature of business hence, the amalgamation of Chetan Industries Limited (“Transferor Company”) with the J T L Infra Limited (Transferee Company) will strengthen the balance sheet of the Transferee Company and shall create a larger and stronger entity, which will have better resources for business growth and expansion. The scheme of arrangement shall provide a running and profitable business to the Transferee Company which has growth potential and shall also provide the shareholders of Transferor Company liquidity through listing and hence there is significant synergy for consolidation of both the entities. •

The Amalgamation of Transferor Company with Transferee Company shall result in multiple manufacturing facilities under single entity which enables Transferee Company to make production planning in more efficient manner, thereby reducing wastages, improves input-output ratio (yield factor) and shorter lead time.

The Amalgamation of Transferor Company with Transferee Company will add an advantage of Multi-location production facilities, reduce freight cost, easily availability of finished goods in the marketplaces which will give better and almost real time business intelligence, improve products competitiveness and acceptance amongst the targeted customers.

The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company.

The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions. The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range. A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.



ANY OTHER IMPORTANT INFORMATION

Nil

DECLARATION

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the scheme is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this scheme are true and correct.

For **Chetan Industries Limited**



Vijay Singla
Director
DIN: 00184081

Place: Chandigarh

Date: 12th October, 2022
Place : Chandigarh

**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH
(through web-based video conferencing platform)**

**CA (CAA) No.47/Chd/Chd/2022
(1st Motion)**

**Under Sections 230-232 read with
applicable provisions of the
Companies Act, 2013 and Rule 3 & 5
Companies (Compromises,
Arrangements and Amalgamations)
Rules, 2016.**

IN THE MATTER OF SCHEME OF AMALGAMATION OF:

Chetan Industries Limited

with its registered office at
SCF 18-19, Sector 28C, Chandigarh-160002
PAN: AAACC9253E
CIN: U26941CH1995PLC017464

...Applicant Company No.1/Transferor Company

And

JTL Infra Limited

with its registered office at
SCF 18-19, Sector-28C, Chandigarh-160002
PAN: AAACJ8505G
CIN: L27106CH1991PLC011536

...Applicant Company No.2/Transferee Company

Order delivered on: 26.09.2022

**Coram: HON'BLE MR. HARNAM SINGH THAKUR, MEMBER (JUDICIAL)
HON'BLE MR. SUBRATA KUMAR DASH, MEMBER (TECHNICAL)**

Present through Video Conferencing: -

For the Applicant Companies: Mr. Suman Kumar Jha, Advocate

Per: Subrata Kumar Dash, Member (Technical)

ORDER

This is a joint First Motion Application filed by Applicant Companies
namely; **Chetan Industries Limited** (for short hereinafter referred to as



Applicant Company No.1/Transferor Company) and **JTL Infra Limited** (for short hereinafter referred to as Applicant Company No.2/Transferee Company); under Section 230-232 of the Companies Act, 2013 (the Act) and other applicable provisions of the Act read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 (the Rules) in relation to the Scheme of Amalgamation between the Applicant Companies. The said Scheme is attached as Annexure A-1 of the Application.

2. The present application has been filed by Authorized Signatories Mr. Madan Mohan, of Applicant Company No. 2, Mr. Vijay Singla of Applicant Company No.1 by the Board of Directors by way of a Board Resolution.(Annexure A-8 and A-2 respectively).

3. The Applicant Companies have prayed for dispensing with the requirement of convening the meetings of the Equity Shareholders of Applicant Company No. 1. It is further prayed to convene the meeting of Equity Shareholders of the Applicant Company No.2 and of Secured and Unsecured Creditors of both the Applicant Companies.

4. The Applicant Company No.1/Transferor Company is presently engaged in the business of manufacturing, refine, prepare, process, sell and deal in all types of cements viz. coloured, slag, white, clinker, ordinary port, alumnia cement and all other varieties cement and all types of building materials and its various products, to work mines, or quarries and prospect for find, win, get, work, crush, manufacture or otherwise deal with lime stone chalk, oils precious and other stones or deposits or products and other related business etc.

5. The Applicant Company No.2/Transferee Company is presently engaged in the business of manufacturers, buyers, sellers, importers, exporters,



consultants, stockiest, suppliers, distributors, users, wholesalers, retailers, repairers of all types of piper & and tubes namely steel pipes, conduit pipes, seamless, pipes;. Galvanised pipes and so on made of alloys, steel, scrap, billets, slabs, non-metals, plastic or any organic substance & business of real estate, to buy, sell, acquire by purchase, lease, grant of licence or otherwise whether urban, rural, commercial, residential, Hotel Business, Multiplex Housing, appertinents, apartments to construct, build, alter, maintain, enlarge, pulldown, remove or replace and to work, manage and control any land, building, offices, factories, mills, shops, machinery and to acquire shares, debentures and other” securities in India or abroad.

6. It is submitted that the registered offices of the Applicant Companies are situated in Chandigarh and, therefore, all the applicant companies are under the territorial jurisdiction of this Bench.

7. The rationale of the Scheme is given below:-

- a) The Transferor Company and Transferee Company are engaged in similar nature of businesS hence, the amalgamation of Chetan Industries Limited ("Transferor Company") with the JTL Infra Limited (Transferee Company) will strengthen the balance sheet of the Transferee Company and shall create a larger and stronger entity, which will have better resources for business growth and expansion. The scheme of arrangement shall provide a running and profitable business to the Transferee Company which has growth potential and shall also provide the shareholders of Transferor Company liquidity through listing and hence there is Significant synergy for consolidation of both the entities.
- b) The independent operations of the Transferor Company and Transferee Company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus



eliminate a multilayered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a Consolidated base for future growth of the Transferee Company.

- c) The Amalgamation of Transferor Company with Transferee Company shall result in multiple manufacturing facilities under a single entity which enables Transferee Company to make production planning in more efficient manner, thereby reducing wastages, improves input- output ratio (yield factor) and shorter lead time.
- d) The Amalgamation of Transferor Company with Transferee Company will add an advantage of Multi-location production facilities, reduce freight cost, easily availability of finished goods in the marketplaces which will give better and almost real time business intelligence, improve products competitiveness and acceptance amongst the targeted customers.
- e) The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company.
- f) The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.



g) The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.

8. As per the Scheme of Amalgamation, it involves the merger of Transferor Company into Transferee Company.

9. It is stated that the Board of Directors of Applicant Companies in their respective meetings held on 18.08.2021 and 30.12.2021 have considered and unanimously approved the Scheme of Amalgamation subject to sanctioning of the same by this Tribunal. The copies of the Board Resolutions of Applicant Companies are attached as Annexure A-2 and Annexure A-8 respectively of the application.

10. The appointed date of the Scheme is 01.04.2021 as mentioned in Part-I Clause 1.3 of Scheme of Amalgamation which is attached as Annexure A-1 of the application.

11. It is stated that Applicant Companies have filed the audited financial statements as on 31.03.2022 which are attached as Annexure A-7 and A-13 respectively of the application.

12. It is further submitted that in pursuance of the proviso to Sec. 230 (7) and Section 232 (3) of the Act, the applicant companies have filed the certificates dated 16.09.2021 & 18.08.2021 issued by statutory auditors of applicant companies certifying that the Scheme is in compliance with the Accounting Standards under Section 133 of the Act and the same are attached as Annexure A-17 of the application.



13. It is further submitted by the counsel for applicant companies that as per Valuation Report/Share Exchange Ratio Report dated 30.12.2021 submitted by Mr. Ajay Kumar Siwach, Registered Valuer bearing registration No. IBBI/RV/05/2019/11412 is attached as Annexure A-16 of the application. The Share Exchange Ratio is given below:-

- *“JTL Infra Limited” shall issue and allot 117 (One Hundred Seventeen) Equity Shares to all the Equity Shareholders of “Chetan Industries Limited” of Face Value of INR 2/- (INR Two) each for every 100 (One Hundred) Equity Share of Face Value of INR 1/- (INR One) each held by them in the Transferor Company.*

14. It is submitted by the learned counsel that the Scheme also takes care of the interests of the staff/workers and employees of the Applicant Companies, by virtue of Part-II Para 6 of the Scheme.

15. It is submitted that the shares of the Transferee Company are listed on BSE and MSE vide its letter dated 07.07.2022 & 08.07.2022 respectively, have provided their observation letter containing no objection to the proposed Scheme of Arrangement for Amalgamation.

16. It is deposed by the authorised representatives of Applicant Companies that the Applicant Companies are not governed by any specific regulator whose approval may be required for sanction of the present Scheme of Amalgamation by this Hon'ble Tribunal, except the statutory authorities, as applicable. The above is furnished as affidavit in support of the application.

17. It is further submitted that there is no requirement for the Applicant Companies to apply to the Competition Commission of India (CCI) for approval as the threshold limits specified for the mergers and amalgamations i.e. value of assets being acquired, taken control of, merged or amalgamated is below the threshold limits for which CCI approval is required, i.e., assets in India of not



more than Rupees three hundred and fifty crores or turnover of not more than rupees one thousand crores in India, as on the Appointed Date i.e. 1st April, 2021.

18. It is stated that there is no investigation or proceedings pending against the applicant companies under the Companies Act, 2013 or under the Companies Act, 1956 and there are no legal proceedings initiated or pending against the Applicant Companies, which may cause any adverse effect of the sanction or implementation of this Scheme of Amalgamation, or may have any adverse impact on the Applicant Companies.

19. It is further mentioned that the Scheme being filed herein is not a corporate debt restructuring scheme and hence a creditor's responsibility statement and other requirements under Section 230 (2) (c) are not applicable to the present case.

20. The Applicant Companies have furnished the following documents:-

- i. Proposed Scheme of Amalgamation (Annexure A-1 of the application).
- ii. Certificate of Incorporation along with Memorandum and Articles of Association of the Applicant Companies (Annexure A-3 and A-9 respectively of the application).
- iii. List of Equity Shareholders of the Applicant Company No. 1 as on 30.06.2022 along with consent furnished by way of affidavits (Annexure A-4 of the application).
- iv. List of Secured Creditors of the Applicant Company No. 1 as on 30.06.2022 duly certified by Joglekar Maitra & Co., Chartered Accountants (Annexure- A-5 of the application).



- v. List of Unsecured Creditors of the Applicant Company No. 1 as on 30.06.2022 duly certified by Joglekar Maitra & Co., Chartered Accountants (Annexure A-6 of the application).
- vi. List of Equity Shareholders of the Applicant Company No. 2 as on 30.06.2022 (Annexure- A-10 of the application).
- vii. List of Secured Creditors of the Applicant Company No. 2 as on 30.06.2022 duly certified by Suresh K Aggarwal & Co., Chartered Accountants (Annexure- A-11 of the application).
- viii. List of Unsecured Creditors of the Applicant Company No. 2 as on 30.06.2022 duly certified by Suresh K Aggarwal & Co., Chartered Accountants (Annexure A-12 of the application).
- ix. Certificates of Statutory Auditors to the effect that the Accounting treatment proposed in the Scheme is in conformity with Section 133 of the Companies Act, 2013 (Annexure A-17 of the application).
- x. Audited Financial Statement as on 31.03.2022 of the Applicant Companies (Annexure A-7 and A-13 respectively of the application).
- xi. Proposed Share Exchange Ratio (Annexure A-16 of the application).
- xii. The copy of the observation letter issued by BSE and MSE dated 07.07.2022 and 08.07.2022 (Annexure A-14 of the application)
- xiii. Affidavit stating no proceedings, pending inquiry or investigation in respect of any of the Applicant Companies under any law for the time being in force (at Page 55 of the application).

21. The Applicant Company No.1/Transferor Company i.e. Chetan Industries Limited CIN: U26941CH1995PLC017464 is a public limited company incorporated under the Companies Act, 1956 on 21.12.1995. The Applicant



Company No.2/Transferee Company i.e. JTL Infra Limited CIN: L27106CH1991PLC011536 is a listed company incorporated under the Companies Act, 1956 on 29.07.1991.

22. The Applicant Companies have furnished the details of the Equity Shareholders, Preference Shareholders, Secured Creditors and Unsecured Creditors as follows:

Name of the Applicant Companies	Shareholders along with their consent on affidavit				Creditors along with their consents on affidavit			
	Equity Shareholders	Consents submitted on affidavit	Preference Share holders	Consents submitted on affidavit	Secured Creditors	Consent submitted on affidavit	Unsecured Creditors	Consents submitted on affidavit
Applicant Company No.1	8 (Eight)	100% in value	Nil	N.A.	1 (One)	meetings to be convened	107	meetings to be convened
Applicant Company No.2	13071	meetings to be convened	Nil	N.A.	7 (Seven)	meetings to be convened	172	meetings to be convened

23. It is noted that Applicant Companies are having a large number of shareholders/creditors for the purpose of meetings and the applicant companies have prayed to conduct the meetings through physical mode. However, Keeping in view the present prevailing situation of Covid-19 and the large number of members attending the meetings, this tribunal deems fit to direct that the meetings be conducted through Video Conferencing mode only.

24. Accordingly, the directions of this Bench in the present case are as under:-

I. In relation to Applicant Company No.1/Transferor Company:

- a. The meetings of the Equity Shareholders of Applicant Company No.1/Transferor Company is dispensed with keeping in view the shareholding and ownership pattern of the company and the fact that



the consent by way of affidavits have been received from all the shareholders;

- b. The meeting of the Secured Creditor of the Applicant Company No.1/Transferor Company be convened as prayed for on 19.11.2022 at 9:30 AM through video conferencing with facility of remote e-voting, subject to notice of the meeting being issued. The quorum of the meeting of the Secured Creditor shall be 1 in number.
- c. The meetings of the Unsecured Creditors of the Applicant Company No.1/Transferor Company be convened as prayed for on 19.11.2022 at 10:30 AM through video conferencing with facility of remote e-voting, subject to notice of the meeting being issued. The quorum of the meeting of the Unsecured Creditors shall be 43 in number or 40% in value of the Unsecured Creditor;

II. In relation to Applicant Company No.2/Transferee Company:

- a. The meetings of the Equity Shareholders of the Applicant Company No.2/Transferee Company be convened as prayed for on 20.11.2022 at 3:30 PM through video conferencing with facility of remote e-voting, subject to notice of the meeting being issued. The quorum of the meeting of the Equity Shareholders shall be 5229 in number or 40% in value of the Equity Shareholders;
- b. The meetings of the Secured Creditors of the Applicant Company No.2/Transferee Company be convened as prayed for on 20.11.2022 at 12.30 PM through video conferencing with facility of remote e-voting, subject to notice of the meeting being issued. The quorum of



the meetings of the Secured Creditors shall be 4 in number or 40% in value of the Secured Creditors;

c. The meetings of the Unsecured Creditors of the Applicant Company No.2/Transferee Company be convened as prayed for on 20.11.2022 at 1.30 PM through video conferencing with facility of remote e-voting, subject to notice of the meeting being issued. The quorum of the meeting of the Unsecured Creditors shall be 69 in number or 40% in value of the Unsecured Creditors;

- III.** In case the required quorum as noted above for the meetings is not present at the commencement of the meeting, the meeting shall be adjourned by 30 minutes and thereafter the persons present and voting shall be deemed to constitute the quorum.
- IV.** Mrs. Munisha Gandhi, Senior Advocate, Address: #62, Sector 2, Chandigarh, Mobile No.09872531108, email id:munishagandhi@gmail.com is appointed as the Chairperson for the meeting to be called under this order. An amount of ₹2,00,000/- (Rupees Two Lakhs Only) be paid for her services as the Chairperson.
- V.** Mr. Vishal Aggarwal, Advocate, R/o Bungalow # 530, Sector 18-B, Chandigarh, Mobile No. 9814690605, e-mail id:vishalaggarwal.advocate@gmail.com, is appointed as the Alternate Chairperson for the meeting to be called under this order. An amount of ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) be paid for his services as the Alternate Chairperson.
- VI.** Mr. Vipul Garg, Chartered Accountant, Address: House No. 74, Sector 13, Urban Estate, Karnal-132001, Mobile No. 9896046612, email id:



vipul_ca@rediffmail.com, is appointed as the Scrutinizer for the above meeting to be called under this order. An amount of ₹1,00,000/- (Rupees One Lakh Only) be paid for his services as the Scrutinizer.

- VII.** The fee of the Chairperson, Alternate Chairperson, Scrutinizer and other out-of-pocket expenses for them shall be borne by the Applicant Companies.
- VIII.** It is further directed that individual notices of the said meetings shall be sent to equity shareholders of Applicant Company No. 2 by the Transferee Company and secured and unsecured creditors by Applicant Companies Nos. 1 & 2 through registered post or speed post or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and time as aforesaid, together with a copy of the Scheme, copy of the explanatory statement with Valuation Report/Share Exchange Ratio as discussed in para 13 of this order required to be sent under the Companies Act, 2013 and the applicable Rules and any other documents as may be prescribed under the Act shall also be duly sent with the notice.
- IX.** It is further directed that along with the notices, Applicant Companies No. 1 & 2 shall also send, statements explaining the effect of the scheme on the creditors, key managerial personnel, promoters and non-promoter members, etc. along with the effect of the scheme of arrangement on any material interests of the Directors of the Company or the debenture trustees if any, as provided under sub-section (3) of Section 230 of the Act.



- X.** It is also directed that the Provisional Financial statements of Applicant Companies not older than 6 months from the date of the meeting be also circulated for the aforesaid meeting(s) in terms of Section 232 (2) (e) of the Act.
- XI.** The Applicant Companies No. No. 1 & 2 shall publish an advertisement with a gap of at least 30 clear days before the aforesaid meeting, indicating the day, date and place and the time of the meeting as aforesaid, to be published in “Financial Express” (English) and “Jansatta” (Hindi) in Chandigarh Edition (in case of Transferor Company) and “Financial Express” (English) and “Jansatta” (Hindi) All India Edition (in case of Transferee Company). The publication shall also indicate that the explanatory statement required to be furnished pursuant to Sections 230 & 232 read with Section 102 of the Companies Act, 2019 can be obtained free of charge at the registered office of the Applicant Companies. The Applicant Company No. No. 1 & 2 shall also publish the notice on its website, if any.
- XII.** Voting shall be allowed on the “Scheme” through electronic means which will remain open for a period as mandated under Clause 8.3 of Secretarial Standards on General Meetings to the Applicant Companies under the Act and the Rules framed thereunder.
- XIII.** The Scrutinizer’s report will contain his/her findings on the compliance to the directions given in Para VII to XII above.
- XIV.** The Chairperson shall be responsible to report the result of the meeting to the Tribunal in Form No. CAA-4, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 7



(seven) days of the conclusion of the meeting. The Chairperson would be fully assisted by the authorized representative/Company Secretary of the Applicant Companies and the Scrutinizer, who will assist the Hon'ble Chairperson and Alternate Chairperson in preparing and finalizing the report.

- XV.** The Applicant Companies shall individually and in compliance of sub-section (5) of Section 230 of the Act and Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 send notices in Form No. CAA-3 along with copy of the Scheme, Explanatory Statement and the disclosures mentioned in Rule 6 of the "Rules" to (i) Central Government through the Regional Director (Northern Region), Ministry of Corporate Affairs, New Delhi; (ii) Jurisdictional Registrar of Companies; (iii) the Official Liquidator; (iv) Income Tax Department through the Nodal Officer – Principal Commissioner of Income Tax, NWR, Aayakar Bhawan, Sector 17-E, Chandigarh by mentioning the PAN number of the Applicant Companies; and to such other Sectoral Regulator(s) governing the business of the Applicant Companies, if any, stating that report on the same, if any, shall be sent to this Tribunal within a period of 30 days from the date of receipt of such notice and copy of such report shall be simultaneously sent to the applicant companies, failing which it shall be presumed that they have no objection to the proposed Scheme.
- XVI.** The Applicant Companies shall furnish a copy of the Scheme free of charge within one day of any requisition for the Scheme made by any



creditor or member/shareholder entitled to attend the meeting as aforesaid.

XVII. The authorized representatives of the Applicant Companies shall furnish an affidavit of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meeting.

XVIII. All the aforesaid directions are to be complied with strictly in accordance with the applicable laws including forms and formats contained in the Rules as well as the provisions of the Companies Act, 2013 by the Applicant Companies

25. With the aforesaid directions, this First Motion Application stands disposed of. A copy of this order be supplied to the learned counsel for the Applicant Companies who in turn shall supply a copy of the same to the Chairperson, Alternate Chairperson and the Scrutinizer immediately.

Sd/-
(Subrata Kumar Dash)
Member (Technical)

Sd/-
(Harnam Singh Thakur)
Member (Judicial)

September 26, 2022
PB/ASH