MANGALORE SEZ LIMITED
17th Annual Report
2022-2023

Regd off : Sy.No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone,
Bajpe Village, Mangalore Taluk, Dakshina Kannada (Dist), Karnataka – 574142.
Phone : 0824-2885501-02, Fax : 0824- 2885503
Website : www.mangaloresez.com; Email : info@msezl.com
CIN : U45209KA2006PLC038590.

Corporate Information

Board of Directors

Smt Pomila Jaspal	:	Chairperson, Nominee Director of ONGC
Shri D.Adhikari	:	Additional Director (Nominee of ONGC (w.e.f 11.04.2023))
Shri Vivek Chandrakant Tongaonkar		Additional Director (Nominee of ONGC (w.e.f 06.06.2023))
Shri B.H.V.Prasad	:	Additional Director (Nominee of ONGC (w.e.f 06.06.2023))
Shri Baiju	:	Nominee Director (Nominee of IL&FS)
Shri Ravi Brijmohan Sikeriya	:	Nominee Director (Nominee of IL&FS)
Shri M.Ganesh Kamath	:	Additional Director (Nominee of KCCI (w.e.f 27.01.2023))
Smt Nalini Padmanabhan	:	Independent Director
Shri D.N.Narasimha Raju	:	Independent Director
Shri ISN Prasad	:	Independent Director (Up to 04.06.2023)
Dr Alka Mittal	:	Chairperson, Nominee Director of ONGC (up to 01.09.2022)
Shri Rajesh Kumar Srivastava	:	Chairman, Nominee of ONGC (up to 16.12.2022)
Shri Shashidhar Pai Maroor	:	Nominee Director of KCCI (Up to 22.12.2022)
Shri Anurag Sharma	:	Nominee Director (Nominee of ONGC (up to 01.03.2023))
Shri Arun Kumar Singh	:	Chairman, Nominee of ONGC (up to 17.05.2023)
Shri Venkatesh Madhava Rao	:	Nominee Director of ONGC (Up to 01.06.2023)

Chief Executive Officer	**Chief Financial Officer**	**Company Secretary**
Velnati Suryanarayana	K.S.Ramesh	V.Phani Bhushan

Statutory Auditors	**Internal Auditors**	**Secretarial Auditor**	**Cost Auditor**
M/s Ray & Ray., Chartered Accountants, Bangalore. Upt to AGM.	M/s. BP Rao & Co, Chartered Accountants, Bangalore.	M/s S U & Associates, Company Secretaries LLP (LLPIN AAM-9499), Mangalore.	Mr. P.Venkatagiri Rao Cost Accountant, Mangaluru.

Banker	**Security Trustee**	**Registrar and Transfer Agent**
State Bank of India Corporate Account Group –II, Redfort Capital Parsvnath Towers,4th & 5th Floor, Bhai Veer Singh Marg,Gole Market, New Delhi-110001	**SBICAP Trustee Company Ltd** 202, Maker tower E, Cuffe Parade, Mumbai – 400005	**KFIN Technologies Limited.** Karvy Selenium, Tower B, Plot 31-32, Gachibowli,Financial District, Nanakramguda, Hyderabad – 500 032, Telangana

Registered office	**Project Site**
Sy.No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village, Mangalore Taluk, Dakshina Kannada (Dist), Karnataka – 574142. Phone : 0824-2885501-02, Fax : 0824- 2885503 Website : www.mangaloresez.com; Email : info@msezl.com CIN : U45209KA2006PLC038590.	Bajpe, Permude village, Mangaluru – 574 509, Dakshina Kannada (Dist), Karnataka

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Mangalore SEZ Limited

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Mangalore taluk, Dakshina Kannada (Dist), Karnataka – 574142.
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Website: www.mangaloresez.com; CIN: U45209KA2006PLC038590

NOTICE OF 17th ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Members of **MANGALORE SEZ LIMITED** (MSEZL) will be held on Friday, the 08th Day of September, 2023 at 11.30 Hours through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt

    a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, the report of the Board of Directors and the report of the Auditor's thereon; and

    b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of the Auditor's thereon.

2. To appoint a director in place of **Shri Baiju (DIN: 05274214)** who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint the Statutory Auditors

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

    "**RESOLVED THAT** in accordance with the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, read with rules framed there under (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) approval of the members be and is hereby accorded for the appointment of M/s RPSV & Co., Chartered Accountants, bearing FRN 013151S as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting at such remuneration as may be decided by the Audit Committee/Board of Directors thereon".

FURTHER RESOLVED THAT the Board of Directors (which term includes a duly constituted Audit Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

SPECIAL BUSINESS:

4. **Appointment of Shri Mangalore Ganesh Kamath (DIN: 07941510) as Director of the Company**

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

   "RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the Company, **Shri Mangalore Ganesh Kamath (DIN: 07941510)**, who was appointed as an Additional Director of the Company with effect from **January 27, 2023**, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of KCCI)** of the Company, liable to retire by rotation."

5. **Appointment of Shri Debdulal Adhikari (DIN: 09667061) as Director of the Company**

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

   "RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the

Company, **Shri Debdulal Adhikari (DIN: 09667061)**, who was appointed as an Additional Director of the Company with effect from **April 11, 2023**, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of ONGC)** of the Company, liable to retire by rotation."

6. **Appointment of Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854) as Director of the Company.**

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

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the Company, **Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854)**, who was appointed as an Additional Director of the Company with effect from **June 06, 2023**, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of ONGC)** of the Company, liable to retire by rotation."

7. **Appointment of Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851) as Director of the Company.**

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

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force, and in accordance with the Articles of Association of the Company, **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, who was appointed as an Additional Director of the Company with effect from **June 06, 2023**, pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is, hereby appointed as **Director (Nominee of ONGC)** of the Company, liable to retire by rotation."

8. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR, SHRI P.VENKATGIRI RAO, COST ACCOUNTANT FOR THE FINANCIAL YEAR ENDING 31st MARCH 2024.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri P.Venkatagiri Rao, Cost Accountant (Firm Registration Number: 101602) appointed by the 76th Board of Directors of the company as cost auditor for the financial year ending 31st March, 2024, be paid a remuneration of Rs 50,000 (Rupees Fifty Thousand only) per annum plus out of pocket expenses, at actuals, and applicable taxes.

RESOLVED FURTHER THAT the Audit Committee/Board of Directors of the company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

By Order of the Board of Directors
For Mangalore SEZ Limited

Sd/-

Place: Mangalore **Phani Bhushan.V**
Date: 27/07/2023 **Company Secretary**

NOTES:

1. The Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on

all the Directors proposed to be appointed/re-appointed at the Meeting are provided in the **Annexure** to this Notice

2. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (collectively referred to as 'MCA Circulars') have permitted the holding of the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM) during the calendar year 2020, 2021, 2022 up to September 30, 2023, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), the 17th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.

3. In terms of the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the 17th AGM shall be deemed to be the Registered Office of the Company situated at Sy.No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village Mangalore Taluk, Dakshina Kannada (Dist), Karnataka – 574142.

4. The Ministry of Corporate Affairs vide its Circulars has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2023 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice and Annual Report for financial year ended **2022-23** shall also be available on the website of the Company at www.mangaloresez.com.

5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the

facility for appointment of proxies by the members under Section 105 will not be available for the 17th AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes. In case a poll is demanded, the designated email id is phanibhushan@msezl.com to which the members can send email to cast their vote.

6. Members of the Company under the category Corporate Shareholders are encouraged to attend and vote at the AGM through VC/OAVM are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company by email to phanibhushan@msezl.com.

7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto

8. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

9. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA)/Company Secretary by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.

10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Auditors, who are allowed to attend the AGM without restriction on account of first come first serve basis.

11. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance by email to phanibhushan@msezl.com.

12. Members may send in their queries at least a week in advance to the Company at phanibhushan@msezl.com to facilitate clarifications during the Meeting

13. Members who hold shares in physical form are requested to intimate to the Company Bank mandate under the signature of Sole/first named joint shareholder specifying Bank's name, Address (with PIN No.) of the Branch, Account Type - Saving (SA) or Current (CA), Account No.

14. As per the Ministry of Corporate affairs notification dt 10th September 2018, every holder of securities of an unlisted public company who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialized before the transfer.

15. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since transfers are permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

16. Members are also requested to notify any changes in their email ID or Bank Mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or Bank mandates or address to their Depository Participants.

17. Nomination facility: Pursuant to Section 72 of the Companies Act, 2013 (corresponding section 109A of the Companies Act, 1956) individual/ joint members are entitled to register nomination in respect of the shares held by them in Form No.SH-13 and send it to the Company.

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through VC/OAVM can apply at phanibhushan@msezl.com requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID and for any queries regarding the access, members can send email to phanibhushan@msezl.com or contact the Company secretary at 0824-2885510.

2. Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the company, may get their email IDs registered with the Registrar & Transfer Agent or with the Company by sending an email to phanibhushan@msezl.com with the following credentials:
    a. Name registered as per the records of the company
    b. DPID-Client ID/ Folio Number
    c. Email ID to be registered for attending the Meeting

3. Members may send the above-mentioned request at least 7 days before the meeting date. In case of joint holding, the credentials of the first named holder shall be accepted.

4. On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered email IDs.

5. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

6. In case of Android/iPhone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.

7. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.

8. 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. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4 :

Kanara Chamber of Commerce & Industry (KCCI) vide its letter dated 23rd December, 2022 had nominated Shri Mangalore Ganesh Kamath (DIN 07941510) as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed Shri Mangalore Ganesh Kamath (DIN 07941510), as an Additional Director (Nominee of KCCI) of the Company with effect from January 27, 2023.

Shri Mangalore Ganesh Kamath will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Mangalore Ganesh Kamath (DIN 07941510) for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.

Shri Mangalore Ganesh Kamath is a commerce graduate from the prestigious St.Aloysius College, Mangalore. He is the Managing Partner of M/s G.K.Pharma, a firm engaged in the business of Pharmaceutical distribution with standing of over 40 Years.

He is actively involved with various associations and organisations and was the past secretary of the South Kanara District Chemists and Druggist Association. He is also a member of Rotary Club of Mangalore for 30 years and has served as the Assistant Governor of RI Dist.3180. He is also the

Managing Committee member of Karnataka Chemists and Druggist Association, Bangalore. He is also the past honorary Secretary of Mangalore Club.

The details of Board meeting attendance of Shri Mangalore Ganesh Kamath have been mentioned in the Corporate Governance Report which is forming part of the Board's Report.

He doesn't hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except Shri Mangalore Ganesh Kamath is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 5 :

Oil and Natural Gas Corporation Limited (ONGC) vide letter dated March 20, 2023 has nominated Shri Debdulal Adhikari, Executive Director, Chief BD-JV of ONGC as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed **Shri Debdulal Adhikari (DIN: 09667061)** as an Additional Director (Nominee of ONGC) of the Company with effect from 11th April, 2023.

Shri Debdulal Adhikari will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of **Shri Debdulal Adhikari (DIN: 09667061)** for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.

Shri Debdulal Adhikari, a Chemical Engineer from University of Calcutta and he had advanced professional management trainings from several reputed national and international institutes. He has rich experience of upstream oil & gas industry through his association over 30 years with ONGC. He has presented few papers in national and international forums.

He is currently working as Executive Director, Chief – Joint Ventures & Business Development, overseeing subsidiaries and JVs of ONGC in refining, petrochemicals, power and infrastructure space. He is also heading the Business development activities in Renewables and New Energy of

ONGC. He is on the Board of Indradhanush Gas Grid Limited (IGGL), Petronet MHB Limited (PMHBL), Dahej SEZ Ltd (DSL) & Rohini Heliport Limited (RHL).

He has rich experience in the areas of project management, upstream oil & gas operations, developing, planning, negotiating and implementing various strategies and projects successfully. He has also in-depth knowledge of corporate governance and corporate affairs including management of all kinds of stakeholders.

The appointment of **Shri Debdulal Adhikari** as Director was made on April 11th, 2023, hence attendance at the Board meetings during the year 2022-23 is not applicable.

He doesn't not hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except **Shri Debdulal Adhikari** is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 6 :

Oil and Natural Gas Corporation Limited (ONGC) vide letter ONGC/BDJV/06/2023 dated 17th May, 2023 had nominated Shri Vivek Chandrakant Tongaonkar, Director (Finance) of Mangalore Refinery and Petrochemicals Ltd as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed **Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854)** as an Additional Director (Nominee of ONGC) of the Company with effect from June 06, 2023.

Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854) will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of **Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854)** for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.

Shri Vivek Chandrakant Tongaonkar is an engineering graduate from the College of Engineering, Pune. He started his career in ONGC in March 1987 as an Assistant Executive Engineer (Electrical) and worked in the Engineering & Construction Division of ONGC during the first decade of his career. During this period, he gained rich experience in the design, engineering, fabrication, installation, pre-commissioning & commissioning of offshore facilities like well platforms, process platforms and pipelines. Later he enrolled for full time MBA (Finance) program in the Symbiosis Institute of Business Management, Pune by availing leave for higher education. After completion of the program, he laterally shifted to the Finance discipline in ONGC.

Shri Vivek Chandrakant Tongaonkar is an industry veteran with over 36 years of professional experience in diverse activities across the Exploration & Production (E&P) value-chain. Shri Tongaonkar grew up along the hierarchy and served in different capacities in ONGC. Shri Tongaonkar had extensive experience in Accounts, Audit, Budget, Treasury & Investments, Capital Investments, Commercial & Marketing, Taxation, JV Finance and Strategy. He was Head of Investors Relation Cell of ONGC. As ED-Chief Corporate Finance of ONGC, he handled the crucial portfolios of Finance in the Organization and steering the Organization in its transformation journey. Before being appointed as the Executive Director – Chief Corporate Finance, he held the position of CFO, ONGC, from April 2021 to December 2021. Prior to that he was the Executive Director – Chief Offshore Finance at Mumbai overseeing the finance functions of Mumbai Region which is ONGC's biggest operational and revenue area. He also took the initiative of centralizing the forex procurement which has resulted in substantial savings for the company. Under his dynamic leadership, Mumbai Finance team could deliver uninterrupted services during the challenging COVID times.

The appointment of **Shri Vivek Chandrakant Tongaonkar** as Director was made on June 06th 2023, hence attendance at the Board meetings during the year 2022-23 is not applicable.

He doesn't not hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except **Shri Vivek Chandrakant Tongaonkar** is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 07 :

Oil and Natural Gas Corporation Limited (ONGC) vide letter ONGC/BDJV/06/2023 dated 17th May, 2023 had nominated **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, Executive

Director -Projects of Mangalore Refinery and Petrochemicals Ltd as Director on the Board of Mangalore SEZ Limited. Pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company, the Board of Directors have appointed **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, as an Additional Director (Nominee of ONGC) of the Company with effect from June 06, 2023.

Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851), will hold office up to the date of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)**, for the office of Director.

Copy of the notice received under Section 160 of the Companies Act, 2013 will be made available electronically for inspection by the members at the Registered Office of the Company during the business hours on all working days up to the date of the meeting.

Shri Bappanadu Hoigegudde Vasudeva Prasad has done his BE (Mechanical) and M.Tech from Manipal Institute of Technology, Manipal. He started his career in a Multi-National Engineering Consultancy Company in Mumbai. Later Joined MRPL in 1993 as a Senior Engineer. He has over 30 Years of professional experience covering the areas such as Refining, Projects, Corporate Strategy, Marketing, Maintenance, Design and Engineering and Human Resources.

Shri **Bappanadu Hoigegudde Vasudeva Prasad** has to his credit the successful completion of highly technical and complex projects of MRPL within the schedule time and cost. He is known for successfully handling large contracts of value more than rupees 10,000 Crores.

As a Group General Manager and Head of HR at MRPL, he has been credited with achieved the Systems improvements, Industrial relations, external stake holder relation, signing of Long term settlement with unions, implementation of new HR policies for the workers and implementation of milestone CSR activities in Costal Dist especially D.K.District.

He is presently the Executive Director (Projects and Marketing) of MRPL and also a Director on the Board of Shell MRPL Aviation fuels and services Ltd.

The appointment of **Shri Bappanadu Hoigegudde Vasudeva Prasad** as Director was made on June 06th 2023, hence attendance at the Board meetings during the year 2022-23 is not applicable.

He doesn't not hold any equity shares of the Company. Accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in this item for your approval.

None of the Directors, Key Managerial Personnel and their relatives except **Shri Bappanadu Hoigegudde Vasudeva Prasad** is concerned or interested in this resolution. The Board recommends the resolution for your approval.

Item No. 8 :

The 76th Board based on the recommendation of the 65th audit committee, had approved the appointment of Shri P.Venkatgiri Rao, Practicing Cost Accountant, Mangalore bearing membership No.32390 and firms registration no 101602 as cost auditors at a remuneration of Rs 50,000/- (Rupees Fifty Thousand) per annum plus out of pocket expenses, at actuals and applicable taxes, to conduct the audit of the cost records of the company for the financial year ending 31 March 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.8 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31 March 2024.

None of the directors or key managerial personnel of the company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out in item no. 8 of the notice.

The board recommends the resolution set forth in item no. 8 of the notice for approval of the members.

By Order of the Board of Directors
For Mangalore SEZ Limited

Sd/-

Place: Mangalore **Phani Bhushan.V**
Date: 27/07/2023 **Company Secretary**

Annexure to the Notice

Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting)

Name of Director	**Shri Baiju**	**Shri Mangalore Ganesh Kamath**	**Shri Debdulal Adhikari**	**Shri Vivek Chandrakant Tongaonkar**	**Shri Bappanadu Hoigegudde Vasudeva Prasad**
Date of Birth	29/03/1971	03/09/1967	04/01/1964	22/04/1966	21/05/1966
Date of Appointment	12/09/2021	27/01/2023	11/04/2023	06/06/2023	06/06/2023
Expertise in specific functional areas	He has 26 years of work experience and has worked in various capacities as an Engineer and in Finance & Accounts departments in companies such as Mazagon Docks Ltd, Essar Steel Limited, Sterlite Industries Ltd (now Vedanta), Reliance Industries Ltd, Visa Power Ltd and in IL&FS.	He is the Managing Partner of M/s G.K.Pharma, a firm engaged in the business of Pharmaceutical distribution with standing of over 40 Years. He is actively involved with various associations and organisations and was the past secretary of the South Kanara District Chemists and Druggist Association.	He has rich experience of upstream oil & gas industry through his association over 30 years with ONGC. He is currently working as Executive Director, Chief – Joint Ventures & Business Development, overseeing subsidiaries and JVs of ONGC in refining, petrochemicals, power and infrastructure space. He is also heading the Business development	He started his career in ONGC in March 1987 as an Assistant Executive Engineer (Electrical) and worked in the Engineering & Construction Division of ONGC during the first decade of his career. During this period, he gained rich experience in the design, engineering, fabrication, installation, pre-commissioning & commissioning of offshore facilities like	He has over 30 Years of professional experience covering the areas such as Refining, Projects, Corporate Strategy, Marketing, Maintenance, Design and Engineering and Human Resources. He has to his credit the successful completion of highly technical and complex projects of MRPL within the schedule time and cost. He is known for successfully handling large contracts of value

		He is also a member of Rotary Club of Mangalore for 30 years and has served as the Assistant Governor of RI Dist.3180. He is also the Managing Committee member of Karnataka Chemists and Druggist Association, Bangalore. He is also the past honorary Secretary of Mangalore Club.	activities in Renewables and New Energy of ONGC. He has rich experience in the areas of project management, upstream oil & gas operations, developing, planning, negotiating and implementing various strategies and projects successfully. He has also in-depth knowledge of corporate governance and corporate affairs including management of all kinds of stakeholders.	well platforms, process platforms and pipelines. With over 36 years of professional experience in diverse activities across the Exploration & Production (E&P) value-chain. Shri Tongaonkar grew up along the hierarchy and served in different capacities in ONGC. Shri Tongaonkar had extensive experience in Accounts, Audit, Budget, Treasury & Investments, Capital Investments, Commercial & Marketing, Taxation, JV Finance and Strategy. He was Head of Investors Relation Cell of ONGC. As ED-Chief Corporate Finance of ONGC, he handled the	more than rupees 10,000 Crores. As a Group General Manager and Head of HR at MRPL, he has been credited with achieved the Systems improvements, Industrial relations, external stake holder relation, signing of Long term settlement with unions, implementation of new HR policies for the workers and implementation of milestone CSR activities in Costal Dist especially D.K.District.

				crucial portfolios of Finance in the Organization and steering the Organization in its transformation journey. Before being appointed as the Executive Director – Chief Corporate Finance, he held the position of CFO, ONGC, from April 2021 to December 2021. Prior to that he was the Executive Director – Chief Offshore Finance at Mumbai overseeing the finance functions of Mumbai Region which is ONGC's biggest operational and revenue area. He also took the initiative of centralizing the forex procurement which has resulted in substantial	

				savings for the company. Under his dynamic leadership, Mumbai Finance team could deliver uninterrupted services during the challenging COVID times	
Qualification	Bachelor of Engineering and Master of Management studies.	Commerce Graduate from the prestigious St.Aloysius College, Mangalore.	A Chemical Engineer from University of Calcutta and he had advanced professional management trainings from several reputed national and international institutes.	An engineering graduate from the College of Engineering, Pune. MBA (Finance) program in the Symbiosis Institute of Business Management, Pune	BE (Mechanical) and M.Tech from Manipal Institute of Technology, Manipal.
List of other companies in which directorship is held as on March 31, 2023*/dt of the report	1. Tamil Nadu Water Investment Company Limited 2. New Tirupur Area Development Corporation Limited	1. Kanara Chamber of Commerce and Industry	1. Indradhanush Gas Grid Limited (IGGL) 2. Petronet MHB Limited (PMHBL), 3. Dahej SEZ Ltd (DSL) & 4. Rohini Heliport Limited (RHL).	1. Mangalore Refinery and Petrochemicals Limited	1. Shell MRPL Aviation Fuels and Services Limited

Chairman/ Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2023* /dt of the report	Nil	Nil	1. Petronet MHB Limited – Member of Audit Committee.	Nil	Nil
Equity Shares held in the Company	Nil	Nil	Nil	Nil	Nil
Relationship between Directors inter-se	Nil	Nil	Nil	Nil	Nil

* Directorships and Committee memberships in Mangalore SEZ Ltd and its Committees are not included in the aforesaid disclosure. The directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stake holders' relationship Committees of only public Companies have been included in the aforesaid table.

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 17th Annual Report of the Company for the year ended 31st March, 2023.

Financial Performance:

The highlights of the financial results of the Company for the year ended 31st March, 2023 are as follows:

Rs in Lakhs

	Standalone		Consolidated	
Particulars	**2022-23**	**2021-22**	**2022-23**	**2021-22**
REVENUE:				
Income from operations	20363.48	19244.60	20363.48	19244.61
Other Income	14100.99	654.46	14101.26	654.70
Total Revenue	**34464.47**	**19899.06**	**34464.74**	**19899.31**
EXPENSES:				
Cost of materials consumed	7086.73	6240.63	7086.73	6240.63
Employee Benefit Expenses	754.34	741.40	754.34	741.40
Finance Costs	4028.73	3998.94	4028.73	3998.94
Depreciation and amortization expense	3580.56	3604.66	3580.56	3604.66
Net Impairment losses on financial assets	14117.76	2670.47	14117.76	2670.47
Other Expenses	3683.56	3365.41	3684.15	3365.97
Total Expenses	**33251.68**	**20621.51**	**33252.27**	**20622.07**
Profit Before Exceptional items and tax from continuing operations	1212.79	(722.45)	1212.47	(722.77)
Profit Before Tax	**1212.79**	**(722.45)**	**1212.47**	**(722.77)**
Tax Expense-Current Tax	(.002)	314.91	(.002)	314.91
Tax Expense-Deferred Tax	494.18	955.75	494.18	955.75
Profit for the period from continuing operations	**718.61**	**(1993.11)**	**718.29**	**(1993.42)**
Profit/(Loss) for the period	**718.61**	**(1993.11)**	**718.29**	**(1993.42)**
Other Comprehensive Income	**5.36**	**8.24**	**5.36**	**8.24**
Total Comprehensive Income	**723.97**	**(1984.87)**	**723.65**	**(1985.18)**

Review of Performance and state of the company's affairs

- During the year under review,
    - The standalone revenues (operations) have increased by Rs 1118.88 Lakhs to Rs 20363.48 Lakhs from Rs 19244.60 Lakhs of the previous year 2021-22 mainly due to increase in power sales, water along with incremental revenue from Lease rental & Zone O&M.
    - Other income has increased by Rs 13446.53 lakhs to Rs 14100.99 lakhs from Rs 654.46 lakhs for the previous year 2021-22 mainly due to write back of JBF provisions and other credits by Rs 12978 lakhs post the NCLT order u/s 31 of the IBC 2016 dated 13.03.2023
    - Total Expenses have increased by Rs 12630.17 Lakhs from Rs 20621.51 Lakhs to Rs33251.68 Lakhs, mainly due to write off JBF receivables
    - The Company has achieved the Profit Before Tax of Rs 1212.79 Lakhs as Compared to (Rs 722.45) Lakhs in the Previous year.

- The Company has achieved Profit After Tax (PAT) of Rs 718.61 Lakhs as Compared to a PAT of (Rs 1993.11) Lakhs in the Previous year.
- The comprehensive income has increased to Rs 723.97 Lakhs compared to (Rs 1984.87) lakhs of the previous year 2021-22.

- The Net worth of the Company as at 31 March, 2023 was (Rs 61.92 Lakhs) as compared to Net Worth of (Rs 785.89 Lakhs) of the previous year.

- The Company had prepaid principal on the Term Loan in advance for the Quarter ended September 23 during the FY 2022-23.

The Company has substantially completed infrastructure development for Phase–I of the Project. The status and salient features of the developments during the year are as under:

- Up to 31st March 2023, the Company has awarded and completed 294 major orders for infrastructure development of the zone cumulatively amounting to capex of Rs 868 Cr since beginning of the Project.

- Subsequent to the receipt of de-notification approval from the Board of Approval, Ministry of Commerce and Industries, New Delhi in February, 2022 for phase -1 (110 Acres), the Company has taken up DTA infrastructure works such as Compound wall, approach Road to DTA and said works are nearing completion.

- During the year, the Company has taken up new pass section building at the entrance of the Zone which is under advanced stage of completion and parking area for the trucks at the entrance which has been completed.

- Based on the demand from the consumers of CETP, the Company has taken up expansion of the existing CETP from 3.5 MLD to 4.5 MLD and is in the process of obtaining various statutory approvals from the State Pollution control Board.

Land & Rehabilitation and Resettlement (R&R) of Displaced People

- As part of the implementation of the Government Order for R&R activities, out of the total no of 1628 eligible PDF candidates for employment, onetime compensation has been paid to 893 candidates and balance 735 are to be provided employment. Out of the 735 candidates 639 candidates have been provided employment and balance 96 are yet to be placed. Out of 96 PDF's 36 PDF's have not decided so far whether to avail the job/one time compensation. Payment of Stipend & Sustenance allowance to PDF nominees is being paid by the Company.

- As per the Lease cum sale agreement with KIADB, the Company is entitled to seek for Sale deed once 50% of the area is utilized. Accordingly, the Company has made an application to KIADB, Zonal office, Mangalore for the sale deed. The Zonal office has sought for certain additional documents, layout plans and reconciliation of payments which has been furnished. The Zonal office has scrutinized and has sent its recommendation to the Head office for further approval at Bangalore. The file has to be approved by different departments which is under process. Upon receipt of approval from KIADB the Sale deed will have to be approved by Ministry of commerce and Industry, Government of Karnataka.

- As the GoK has taken up construction of Jakribettu barrage for Multi village water supply under Paschima Vahini project where MSEZL had permission to build barrage and draw 6.5 MGD of water, owing to above, the Company has made a representation to the Water Resources Department, Government of Karnataka (GoK) for allocation of 2.5 MGD of water from Jakribettu barrage and Sarilikatta barrage being built by Minor irrigation Department, GoK.

Power

I. The Company is a deemed Distribution Licensee for supply of Power to various units in the Zone. The Company is annually filing the tariff application for fixation of tariff before the KERC. During the year under review, the Company has filed before KERC for approval of Annual Performance Review (APR) for FY 2021-22 and determination of Revised Annual Revenue Requirement for the Distribution & Retail Supply Business for FY 22-23. The KERC has passed the tariff order on 12th May 2023.

II. To reduce the end retail power supply tariff on consumers in the Zone, the Company during the year has purchased power through IEX at an average landed rate of Rs.4.76/unit.

III. Based on the Tariff order for FY 2017-18, One of the consumers had filed petition before KERC challenging the recovery of dues amounting to Rs.79,32,960 and your Company had appealed against the petition filed. The KERC has vide its order dated 28th May 2019 dismissed the petition filed by the consumer and upheld the recovery of dues of Rs.79,32,960 from the said consumer. The consumer has since filed a writ petition before the Hon'ble High Court of Karnataka against the KERC and restrained the recovery of dues. The Company has filed interlocutory application (IA) for vacating the interim order of the Hon'ble High Court and objections to the said consumer IA direction. The KERC has also filed a detailed statement of objections to the said consumer IA direction. Later, based on the outcome of the Court, a joint memo was filed regarding an interim arrangement to the effect that Cardolite shall furnish BG of Rs 79.33 lakhs which shall be kept current and valid till disposal of the petition and the payment to be made under the Bank Guarantee shall be subject to orders of the Hon'ble Court and the outcome of the litigation. The matter is in argument stage before the High Court of Karnataka.

Environment

- The Company is submitting the Compliance reports as per the Environmental Clearance conditions to the Ministry of Environment & Forests (MoEF) and Karnataka State Pollution Control Board (KSPCB) as stipulated.

- The company has installed an online ambient air quality monitoring station as mandated by MoEF & Pollution Control Board. The online monitored data is continuously uploaded to Central Pollution Control Board website.

- As part of the Compliance requirement to KSPCB directions for operation of CETP and marine out fall systems, the Company had installed online analysers to monitor the quality of inlet and outlet parameters of effluents to the CETP and marine out fall systems and the same is being uploaded to CPCB and KSPCB on real-time basis.

Green Belt Development

- The Company has till date developed green belt in 272 acres as part of green belt requirements of the Zone. During the FY 2022-23, the Company planted 3000 saplings at its facilities such as Domestic Tariff Area, CETP, Water Treatment Plant, Grid Sub-station-3 and Corridor. In addition, the Company undertook regular maintenance of the green belt.

- MSEZL in coordination with department of forest completed maintaining 1000 avenue trees in fly over area for the third year to improve the aesthetics.

- MSEZ in coordination with District legal authority, State Pollution Control Board, SEZ Units, neighboring industries and department of forests celebrated world environment day on June 05, 2022 by undertaking Tannirbavi beach cleaning, mass plantation etc., at Thokur playground and distributed 500 trees.

New Initiatives

The company has taken initiatives and implemented the roof top solar over its car shed parking area (28 KW) and DC office (15 KW) to harness the benefit of solar power for self-consumption.

Marketing Initiatives

- During the year under review, the Company has signed MOU's for leasing around 133.06 acres to various investors such as
  - Indian Strategic Petroleum Reserves Limited 126.79 Acres
  - IWL India Ltd 2.50 Acres
  - Yashaswi fish meal and oil company 1.78 Acres
  - GAIL Gas 0.39 Acres &
  - Moogambigai Metal Refineries 1.60 Acres

which would fetch around Rs 239.08 Cr one time non-refundable lease premium over a period of 12 to 18 months.

Further, the Company has around 162 Acres of land to be leased to prospective investors out of which 59.78 Acres is in DTA & balance in SEZ.

- The GoK identified MSEZ as the preferred location for the Green Hydrogen projects and the Company is in discussion with various Green hydrogen investors for leasing of balance land.

Administrative Matters

- The Registered office of the Company is situated at Sy. No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village Mangalore taluk, Dakshina Kannada (Dist), Karnataka – 574142.

- The Project site of the company is at Bajpe, Permude village, Mangalore – 574 509, Dakshina Kannada (Dist), Karnataka.

- The total strength of the employees as at March 31, 2023 is 42.

- The company has a HR policy which has been approved by the Board.

Units in SEZ

The Company has leased/allotted land to 11 Units in the SEZ. Presently, 9 companies had already commenced its operations viz

1. Mangalore Refinery and Petrochemicals Ltd (Aromatic Complex)
2. Indian Strategic Petroleum Reserve Limited (ISPRL),
3. Syngene International Ltd (Syngene) (a subsidiary of M/s Biocon Ltd),
4. Catàsynth Speciality Chemicals Private Ltd,
5. Cardolite Specialty Chemicals India LLP(Cardolite),
6. Gadre Marine Exports Pvt Ltd (Gadre),

7. Ulka India (ULKA),
8. Yashaswi Fish Meal and Oil Company (Yashaswi) &
9. Authentic Ocean Treasure (AOT)

while the other 2 entities viz., JBF Petrochemicals Ltd and Anthea Aromatics are in the process of setting up units in the SEZ and are in different stages of implementation.

Share Capital

During the period under review there is no change in the authorised and paid-up capital of the Company. The authorised share capital is Rs 425,00,00,000 and paid-up share capital is Rs 50,00,12,000.

Your Company has provided the facility to its shareholders to hold the equity shares in Demat mode under ISIN INE04YJ01012 in line with directions of Ministry of Corporate Affairs (MCA). As at 31st March, 2023, 7 shareholders representing 3,84,81,200 Equity Shares constituting 76.96% of the paid-up share capital are held in Demat form, while the balance 2 shareholders representing 1,15,20,000 Equity Shares constituting 23.04% of the paid-up share capital are held in Physical form and requests have been made to the 2 shareholders for earliest conversion of their physical holding to Demat mode of holding.

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Companies Act, 2013 read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Dividend

No dividend is being recommended by the Company for the year ended 31st March, 2023 as the Company has accumulated losses and no amount has been transferred to General Reserve during the FY 2022-23.

Credit Rating

The Company had obtained credit rating from CARE Ratings Ltd for the Long-term Credit facilities of Rs 472.73 Cr (reduced from Rs 504.0 Cr) outstanding. CARE has revised the rating to CARE A plus Stable (Single A plus with outlook as stable) on 27th December, 2022.

Declaration of Commercial Operation Date (COD)

The Company has achieved the Commercial Operations Date (COD) with effect from April 01, 2015.

Credit facilities

The company has Term Loan facility of Rs 585 Cr from State Bank of India (Refinanced from consortium of 7 Banks lead by Indian Overseas Bank). The outstanding amount as at 31st March 2023 is around Rs 463.65 Cr.

During the year under review, the interest rates were ranging from 7.35% to 8.55% p.a. The interest rate from 01/04/2022 to 30/06/2022 was 7.35% p.a, 01/07/2022 to 31/12/2022 was 7.75% p.a (6 Months MCLR plus 40 BPS spread) & 01/01/2023 to 31/03/2023 was 8.55% p.a (6 Months MCLR plus 25 BPS spread). Owing to improved Credit rating, the spread on the Term Loan got reduced to 25 BPS w.e.f 01/01/2023. The Interest rate remains at half yearly MCLR reset (01st January & 01st July).

Financial Accounting

Your Company's financial statements for the year ended March 31, 2023 are prepared in accordance with Ind AS notified under Section 133 of the Companies Act, 2013, amended Schedule III to the Companies Act, issued by Ministry of Corporate Affairs (MCA) read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable from time to time.

Consolidated Financial Statements:

The Annual Audited Consolidated Financial Statements together with Auditors' report thereon form part of annual report.

The Company has the following two Subsidiaries:

1. Mangalore STP Limited (MSTPL)

Mangalore STP Limited is a Special Purpose Company registered under the Companies Act, 2013 on 24th March 2011. The main object of the Company is to undertake the O&M of the 3 sewage treatment plants and connected wet wells on Cost sharing basis in the ratio of 70:30 between the Company and MCC. The shareholding is held by Mangalore SEZ Limited (70%) and Mangalore City Corporation (MCC) (30%).

MSTPL presently operates the Kavoor STP and its associated 9 wet wells plus wet well 6 and 7 of Bajal STP which were taken over from MCC for efficient operation & maintenance.

The Company has engaged M/s Vishvaraj Environment Private Limited, Pune as the O&M operator for Kavoor STP, 12 Wet Wells, Sewage Pumping Mains & related ancillaries in Mangalore City for a period of 3 Years vide contract Package no: MSTPL/O&M/STP Kavoor/2021 with Commencement date of 01st October, 2021 up to 30th September 2024. MSTPL has been supplying STP water to MSEZ on a regular basis.

During the year under review, the revenues from operations stood at Rs 831.27 Lakhs as compared to Rs 758.66 Lakhs during the FY 2021-22. The comprehensive income is Nil in the Current year and Previous year.

2. MSEZ Power Limited (MPL)

MSEZ Power Limited is a 100% Subsidiary of the company formed with the prime objective of distribution of Power to the units in MSEZL. This Subsidiary will commence its operations once the power distribution segment currently vesting with Mangalore SEZ Ltd (MSEZL) is transferred to MPL. There is no progress on the capital structure options and its feasibility to transfer the power assets to MSEZ Power Ltd. It has also been granted a Co-Developer status from the Ministry of Commerce and Industries on May 19, 2015.

During the year under review, the company had other revenue income of Rs 0.27 Lakhs as compared to Rs 0.24 Lakhs during the FY 2021-22. The Loss for the Period is Rs 0.32 Lakhs and the comprehensive income for the period is Rs (0.32) Lakhs compared to comprehensive Income of Rs (0.31) Lakhs in the Previous year.

The statement containing the salient features of the financial statement of a company's subsidiaries under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 is annexed in form **AOC-1** as **Annexure V.**

Directors & Meetings of the Board

Four meetings of the Board of Directors were held during the financial year. The details of the meetings have been furnished in the Corporate Governance report annexed to this report as **Annexure-II.**

Directors and Key Managerial Personnel - *changes during the financial year 2022-23:*

Change in Directors (Resignations):

- Consequent upon completion of tenure, Shri ISN Prasad ceases to be an Independent Director w.e.f 04th June, 2022
- Consequent upon superannuation from the services of Oil and Natural Gas Corporation Limited (ONGC) as Chairperson and Managing Director, Dr Alka Mittal resigned as the Chairman/Director of the Company with effect from 01st September, 2022.
- Shri Shashidhar Pai Maroor has resigned as Nominee Director (KCCI) of the Company effective from 22nd December, 2022.
- Consequent to the nomination of Shri Arun Kumar Singh as Chairman by ONGC, Shri Rajesh Kumar Srivastava ceases to be a Chairman of the Company w.e.f 16th December, 2022.
- Consequent upon superannuation from the services of Oil and Natural Gas Corporation Limited (ONGC) as Director (Onshore), Shri Anurag Sharma has resigned as the Nominee Director of the Company with effect from 01st March, 2023.

Your directors wish to place on record their sincere appreciation for the valuable services rendered by Shri ISN Prasad, Dr.Alka Mittal, Shri Shashidhar Pai Maroor, Shri Rajesh Kumar Srivastava and Shri Anurag Sharma during their association with the Company.

Change in Directors (Appointments)

The following persons were appointed as Directors during the year

1. Smt Nalini Padmanabhan has been inducted as an additional Director in the capacity of Independent Director on the Board of Mangalore SEZ Ltd w.e.f 21st April, 2022
2. Shri Narasimha Raju Narasappa Doddahosahalli has been inducted as an additional Director in the capacity of Independent Director on the Board of Mangalore SEZ Ltd w.e.f 02nd July, 2022.
3. Smt Pomila Jaspal (Nominee of ONGC) has been inducted as an additional Director on the Board of Mangalore SEZ Ltd w.e.f 02nd July, 2022.
4. Shri Rajesh Kumar Srivastava (Nominee of ONGC) has been inducted as an additional Director & Chairman on the Board of Mangalore SEZ Ltd w.e.f 07th September, 2022.
5. Shri Arun Kumar Singh (Nominee of ONGC) has been inducted as an additional Director & Chairman on the Board of Mangalore SEZ Ltd w.e.f 16th December, 2022.
6. Shri M.Ganesh Kamath (Nominee of KCCI) has been inducted as an additional Director on the Board of Mangalore SEZ Ltd w.e.f 27th January, 2023.
7. Shri Baiju was regularized as Director (Nominee of IL&FS) at the 16th AGM held on 26th August, 2022.
8. Shri Ravi Brijmohan Sikeriya was regularized as Director (Nominee of IL&FS) at the 16th AGM held on 26th August, 2022.

9. Dr Alka Mittal was regularized as Director (Nominee of ONGC) at the 16th AGM held on 26th August, 2022.
10. Shri Shashidhar Pai Maroor was regularized as Director (Nominee of KCCI) at the 16th AGM held on 26th August, 2022.
11. Smt Nalini Padmanabhan was appointed as Independent Director at the 16th AGM held on 26th August, 2022.
12. Shri Narasimha Raju Narasappa Doddahosahalli was appointed as Independent Director at the 16th AGM held on 26th August, 2022.
13. Smt Pomila Jaspal was regularized as Director (Nominee of ONGC) at the 16th AGM held on 26th August, 2022.

Change in* Key Managerial Personnel**: ***Nil

a. Re-appointments of Directors at the 17th AGM:

The following re-appointments to the Board are proposed:

Approval of the shareholders is being sought for the re-appointment of **Shri Baiju (DIN: 05274214)**, Nominee Director of the Company, who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013 and pursuant to Articles of Association of the Company. Your Board recommends his re- appointment.

b. Appointments of Directors at the 17th AGM:

- **Shri Mangalore Ganesh Kamath (DIN: 07941510)** was inducted as an Additional Director on the Board w.e.f January 27, 2023. As per the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company. Approval of the Shareholders is being sought for his appointment as Director **(Nominee of KCCI)** (Non-Executive) in the ensuing Annual General Meeting pursuant to the provisions of the Section 160 of the Companies Act, 2013. Being eligible, the Board recommends his appointment.

- **Shri Debdulal Adhikari (DIN: 09667061)** was inducted as an Additional Director on the Board w.e.f April 11, **2023**. As per the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company. Approval of the Shareholders is being sought for his appointment as Director **(Nominee of ONGC)** (Non-Executive) in the ensuing Annual General Meeting pursuant to the provisions of the Section 160 of the Companies Act, 2013. Being eligible, the Board recommends his appointment.

- **Shri Vivek Chandrakant Tongaonkar (DIN: 10143854)** was inducted as an Additional Director on the Board w.e.f **June 06, 2023**. As per the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company. Approval of the Shareholders is being sought for his appointment as Director **(Nominee of ONGC)** (Non-Executive) in the ensuing Annual General Meeting pursuant to the provisions of the Section 160 of the Companies Act, 2013. Being eligible, the Board recommends his appointment.

- **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN: 09505851)** was inducted as an Additional Director on the Board w.e.f **June 06, 2023**. As per the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company. Approval of the Shareholders is being sought for his appointment as Director **(Nominee of ONGC)** (Non-Executive) in the ensuing Annual General Meeting pursuant to the provisions of the Section 160 of the Companies Act, 2013. Being eligible, the Board recommends his appointment.

Declarations by Independent Directors:

The Company had received declarations from the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

Directors’ Responsibility Statement

As required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, your Directors confirm that:

a) the applicable accounting standards have been followed along with proper explanations relating to material departures, if any, for preparation of the annual accounts;
b) the accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2023 and of the profit and Loss of the Company for that period.
c) proper and sufficient care has been taken to maintain adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud or other irregularities;
d) the annual accounts have been prepared on a going concern basis.
e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Governance

The report on Corporate Governance is annexed to this report as **Annexure-II.**

Contracts and Arrangements with Related Parties

Related party transactions that were entered during the financial year are on arm’s length basis and were in the ordinary course of business. There were no related party transactions with the Company’s Promoters, Directors, Management or their relatives, which could have a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its review. The particulars of transactions made with the Related Parties during the year in the prescribed Form AOC-2 are enclosed as **Annexure-III**.

Corporate Social Responsibility (CSR) initiatives

As a socially responsible organization, MSEZL is committed to the well-being of the communities around the SEZ area. The Company had reported loss and hence the CSR budget for the FY 2022-23 was nil, hence, the Company could not take up any CSR activities during the FY 2022 -23.

As required under the Companies Act, 2013, the Company is required to spend at least 2% of the average net profits in the immediately three preceding financial years. The average profit before tax for the last three years viz., 2019-20, 2020-21 & 2021-22 was Rs (6377.24) Lakhs and 2% of 3-year average Profit After Tax was Rs (42.51) Lakhs.

The CSR Policy may be accessed on the Company’s website at http://www.mangaloresez.com/index.php/about-us/company-policies. A Nil report on the CSR activities for FY 2022-23 is provided as an **Annexure-IV** to this report

Risk Management

The Risk Management Policy has been adopted for the organization by the Board. The Risk Management Committee reviews various types of risks whether present or future and updates the risk register. The Management appraises the same to the Audit Committee periodically.

Internal Financial Control Systems and their Adequacy:

Your Company has in place a Policy on Internal Financial Controls. The Audit Committee regularly reviews the Internal Audit Reports for the audit carried out in all the key areas of the operations. Additionally, the Audit Committee reviews the significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans if any and projections wherever required are given to the Board of Directors. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as and when required.

The Company's assets are adequately covered by comprehensive insurance, risk assessments, inspections and safety audits are carried out periodically.

Statutory Auditors

M/s Ray & Ray, Chartered Accountants, bearing Registration No. 301072E are the Statutory Auditors of the Company for a period of 5 years from the conclusion of 12th Annual General Meeting till the conclusion of 17th Annual General Meeting at such remuneration as may be decided by the Audit Committee/Board of Directors thereon. They have audited the Financial Statements for the FY 2022-23 and submitted their report which forms part of this report.

M/s Ray & Ray, Chartered Accountants, Statutory Auditors holds their office until the conclusion of the 17TH Annual General Meeting of the Company. The firm has completed a tenure of 5 years as Statutory Auditors of the Company. Although eligible for another term of 5 years, the Board opined that as a prudent Corporate Governance practice, the statutory auditors have to be rotated after completion of their term of 5 Years.

The Board of Directors based on the recommendation of the 65th Audit Committee have recommended for appointment for M/s RPSV & Co.,, Chartered Accountants bearing Firm Registration No. 013151S as Statutory Auditors of the Company for a period of 5 years subject to approval of the members at the 17th AGM.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from M/s RPSV & Co., Chartered Accountants to such appointment and also a certificate to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made there under. Appropriate resolutions form part of the notice at the ensuing Annual General Meeting.

Auditors' Report:

The report of the Auditors of the Company and notes to the accounts are self-explanatory and therefore do not call for any further comments and may be treated as adequate compliance of Section 134(2) of the Companies Act, 2013.

The Auditors' Report is un qualified but has an emphasis on the following matters:

Emphasis in the Audit Report on Standalone Financials:

"The National Company Law Tribunal (NCLT), Ahmedabad – Court 2, has pronounced an order under Section 31 of the IBC (Insolvency and Bankruptcy Code) dated 13th March, 2023 approving the Resolution plan submitted by GAIL (Successful Resolution Applicant). On expectation to receive Rs. 3,110.63 Lakhs only as a full and final settlement for the claim filed before IRP (Insolvency Resolution Professional) of the corporate debtor, the Company has written off the balance un recoverable Rs. 14,024 Lakhs receivable from the JBF Petrochemicals Limited (JBF) in its books of account as on 31st March, 2023. The Company has accounted the amount of write off of the balance unrecoverable amount based on the information received from ERP (Erstwhile Resolution Professional in the matter of CIRP of JBF) for the release of full and final settlement as stated above subject to post-infusion of funds by Successful Resolution Applicant, GAIL which is pending as on the Balance Sheet date".

Management reply for the emphasis matter :

The National Company Law Tribunal (NCLT), Ahmedabad vide its order dated 13th March, 2023 had approved the Resolution plan submitted by GAIL (Successful Resolution Applicant)in respect of the Corporate Debtor i.e., JBF Petrochemicals Ltd. Basis which the ERP has communicated to the Company that the Company would receive Rs 3110.63 Lakhs as a full and final settlement. The Company based on Write off policy on Fixed assets, receivable and others had obtained the approval of the Audit Committee and written off unrecoverable amount of Rs 14023.12 Lakhs as on 31 March, 2023 (Impairment provision of Rs 11617.16 lakhs up to Mar 22 plus impairment provision of FY 22-23 for Rs 2405.96 lakhs). The balance receivable amount of Rs 3110.62 lakhs is received by the company from the Corporate Debtor as per the due date of the NCLT order.

Emphasis in the Audit Report on Consolidated Financials:

"The National Company Law Tribunal (NCLT), Ahmedabad – Court 2, has pronounced an order under Section 31 of the IBC (Insolvency and Bankruptcy Code) dated 13th March, 2023 approving the Resolution plan submitted by GAIL (Successful Resolution Applicant). On expectation to receive Rs. 3,110.63 Lakhs only as a full and final settlement for the claim filed before IRP (Insolvency Resolution Professional) of the corporate debtor, the Company has written off the balance un recoverable Rs. 14,024 Lakhs receivable from the JBF Petrochemicals Limited (JBF) in its books of account as on 31st March, 2023. The Company has accounted the amount of write off of the balance unrecoverable amount based on the information received from ERP (Erstwhile Resolution Professional in the matter of CIRP of JBF) for the release of full and final settlement as stated above subject to post-infusion of funds by Successful Resolution Applicant, GAIL which is pending as on the Balance Sheet date".

Management reply for the emphasis matter :

The National Company Law Tribunal (NCLT), Ahmedabad vide its order dated 13th March, 2023 had approved the Resolution plan submitted by GAIL (Successful Resolution Applicant)in respect of the Corporate Debtor i.e., JBF Petrochemicals Ltd. Basis which the ERP has communicated to the Company that the Company would receive Rs 3110.63 Lakhs as a full and final settlement. The Company based on Write off policy on Fixed assets, receivable and others had obtained the approval of the Audit Committee and written off unrecoverable amount of Rs 14023.12 Lakhs as on 31 March, 2023 (Impairment provision of Rs 11617.16 lakhs up to Mar 22 plus impairment provision of FY 22-23 for Rs 2405.96 lakhs). The balance receivable amount of Rs 3110.62 lakhs is received by the company from the Corporate Debtor as per the due date of the NCLT order.

Internal Auditors

The Board of Directors at its 72nd meeting held on 27th October, 2022 have appointed M/s. B P Rao & Co, Chartered Accountants as Internal Auditors of the Company for the financial year 2022-23. The Internal audit is a quarterly audit and the report by the internal audit report along with the management observations is submitted to the Audit Committee for its review.

Secretarial Audit

The Board at its 73rd Board meeting held on 27th January, 2023 had appointed S U & Associates, Company Secretaries LLP (LLPIN AAM-9499) as the Secretarial Auditor to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith and marked as **Annexure-I** to this Report. **The Secretarial Audit Report do not contain any qualification, reservation or adverse remark *excepting an observation on delay in filing of 3 Dir-12 forms with the Ministry of Corporate Affairs. The reason for delay in filing of the above Forms was on account of MCA portal Version 3 upgradation/technical issues due to which the Forms were not being accepted by the new MCA V3 portal. The Company has raised the various tickets to MCA and ROC after which the MCA V3 issues was resolved and the said forms could be filed by the Company.***

Cost Auditors & Cost Records

Mr. P.Venkatgiri Rao, Practicing Cost Accountant, Mangalore bearing membership No.32390 and firm's registration no 101602 was appointed by the 70th Board of Directors on 05th May, 2022 as the Cost Auditor of the company for FY 2022-23 at a remuneration of Rs 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and out of pocket expenses, subject to ratification of the said remuneration by the Members at the ensuing 16th Annual General Meeting pursuant to Section 148 of the Companies Act, 2013. The Company has maintained the necessary accounts and records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 pertaining to Cost Audit. They are required to submit the report within 180 (One Hundred and Eighty) days from the end of the accounting year.

Evaluation of Board

The provisions of Section 134 (3) (p) of the Companies Act, 2013 read with rule 8(4) of the Companies (Accounts) rules, 2014 requires every listed company and every other public Company having paid-up share capital of Rs 25 Cr or more shall include a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

Accordingly, based on the criteria of Board evaluation approved by the Nomination and Remuneration Committee (NRC), the Board of Directors have evaluated the performance of Board, Non-Executive and Non-Independent Directors, Committees of Board and Independent Directors of the Company. A consolidated report was submitted to the 21st Nomination and Remuneration Committee and to the 74th Board for its review. The 21st Nomination and Remuneration Committee reviewed the consolidated report on Evaluation and noted the % of rating obtained against each category by the Directors. Based on the % of rating obtained, the 21st NRC had expressed its satisfaction and recommended for reappointment of the Directors of the Company. The Consolidated report on the performance of Board, Non-Executive and Non-Independent Directors, Committees of Board and Independent Directors was placed for review and noting by the Board. The Board reviewed the consolidated report on Board Evaluation and concurred with the recommendations of the 21st Nomination and Remuneration Committee.

Meeting of Independent Directors

7th Independent Directors meeting was held on February 09, 2023, inter-alia, to discuss the evaluation of performance of Non- Independent Directors, the Board as a whole, evaluation of the performance of the Chairman and the evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The Independent Directors expressed satisfaction over the same.

Disclosures:

Audit Committee

The Audit Committee Consists of the following Directors as its members as at 31 March, 2023. The constitution consists of Two Independent Directors and one non-independent Director. The details of the Terms of reference are provided in the Corporate Governance Report.

Name of Director	Designation
Smt Nalini Padmanabhan	Chairperson and Independent Director
Shri D.N.Narasimha Raju	Independent Director
Shri Venkatesh Madhava Rao	Member

Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of following Directors as its members as at 31 March, 2023. The constitution consists of One non independent Director and Two Independent Directors. The details of the Terms of reference are provided in the Corporate Governance Report. The Nomination and Remuneration Policy may be accessed on the Company's website at http://www.mangaloresez.com/index.php/about-us/company-policies.

Name of Director	Designation
Smt Nalini Padmanabhan	Chairperson and Independent Director
Shri D.N.Narasimha Raju	Member and Independent Director
Shri Venkatesh Madhava Rao	Member

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee Consists of the following Directors as its members as at 31 March, 2023. The CSR Committee constitution consisted of at least one Independent Director as member as required under Section 135 of the Companies Act, 2013. The details of the Terms of reference are provided in the Corporate Governance Report.

Name of Director	Designation
Smt Nalini Padmanabhan	Chairperson and Independent Director
Shri Baiju Mathew	Member
Shri Ravi Brijmohan Sikeriya	Member

Internal Complaints Committee (ICC):

The Company in compliance of instruction of Department of Woman and Child development read with the guidelines issued by the Honorable Supreme Court, the company has constituted an Internal Complaints Committee to enquire into the complaints on sexual harassment of women at work place under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The ICC was re-constituted w.e.f 25th February, 2023 with the induction of 2 new members Mr. K.S.Ramanujam in place of Mr. Yogeesha K and Ms.Noopur Kaushik Bhalla in place of Mrs Priya D Souza. The following are the members of the ICC., Mrs Divya T (Presiding officer), Mrs Saritha K, Mr. Nishanth B.S, Mr K.S.Ramanujam and Mrs Noopur Kaushik Bhalla. During the financial year ended 31st March, 2023, Four meetings were held on 06th May, 2022, 09th September, 2022, 11th January, 2023 and 21st February, 2023. The Company has not received any complaints pertaining to Sexual Harassment.

Vigil Mechanism:

The Company has adopted in its Board Meeting held on 28th March, 2015 a Vigil mechanism and Whistle blower policy (part of HR policy) which would be overseen by the Audit Committee under which a protected Disclosures should be addressed to the Chairman of the Audit Committee. If the protected disclosure is received by an executive, the same should be forwarded to the Chairman of the Audit Committee for appropriate action. The Company Secretary shall act as a vigil officer for operational matters under the policy. Detailed policy on vigil mechanism is available on the Company's website viz., www.mangaloresez.com. During the year, the Company has not received any Complaints under the Vigil mechanism.

Details of frauds reported by auditors under Section 143(12) other than those which are reportable to the Central Government – Nil

Particulars of Loans given, Investments made, Guarantees given and securities provided

During the year, the Company has not made any investment and no loans or guarantees or securities were provided to other business entities.

Fixed Deposit

The Company did not invite or accept any deposits from the public during the year within the meaning of Section 73 of the Companies Act, 2013. There are no unpaid or unclaimed deposits with the Company.

Particulars of Conservation of Energy, Technology Absorption etc.

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of Energy :	
i) the steps taken or impact on conservation of energy	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimise use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
ii) the steps taken by the company for utilizing alternate sources of energy	
iii) the capital investment on energy conservation equipment's;	
(B) Technology absorption :	

(i) the efforts made towards technology absorption	Updation of Technology is a Continuous process, absorption implemented and adapted by the Company for innovation. Efforts are continuously made to developing infrastructure and rendering allied services to its clients.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been successful in conservation of river water by constructing Sewage Treatment Plants for treating the secondary sewage water with the help of the State of the Art Technology and making it fit for Industrial use.
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Not applicable since 5 years period is over.
(a) the details of technology imported	
(b) the year of import;	
(c) whether the technology been fully absorbed	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv) the expenditure incurred on Research and Development.	Nil

Foreign Exchange Earnings and Outgo	**2022-23**	**2021-22**
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Rs 53,49,534	Nil

Development in the NCLT matter in respect of JBF Petrochemicals Ltd (Corporate Debtor) under IBC :

The company had initially filed application as operational creditor on the Corporate Debtor (JBF Petrochemicals Limited) to initiate Corporate Insolvency Resolution process under the IBC before the National Company Law Tribunal (NCLT), Ahmadabad. As the Corporate Debtor (JBF Petrochemicals Limited) is admitted before IBC, the NCLT vide its order dated 28th January 2022 directed the Company to place its claim before the Interim Resolution Professional (IRP) of the Corporate Debtor. Accordingly, the Company has filed the claim before the IRP and the same has been admitted. *"The National Company Law Tribunal (NCLT), Ahmedabad vide its order dated 13th March, 2023 had approved the Resolution plan submitted by GAIL (Successful Resolution Applicant). Basis which the ERP has communicated to the Company that the Company would receive Rs 3110.63 Lakhs as a full and final settlement of the claims amount. In addition, the Company would also receive Lease Rental and Zone O&M Charges during the CIRP period.*

Extract of Annual Return

Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company and can be accessed at https://www.mangaloresez.com/index.php/about-us/annual-reports.

Particulars of Employees

Since, your Company is an unlisted company, the Company is not required to provide any disclosures required in terms of Section 197(12) and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, any such information required shall be made available to any shareholder on a specific request made by him in writing before or after the date of such Annual General Meeting.

Material changes and commitments, if any, affecting the financial position of the company

There are no material changes and commitments affecting the financial position of the company which occurred between the end of the financial year to which the financial statements relate and the date of the report.

Significant and Material Orders passed by the Regulators or Courts

No significant and material orders were passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

Acknowledgment

Your directors wish to express a deep sense of gratitude and acknowledge the co-operation, assistance and support extended by the Central and State Government, Government departments & agencies, Banks and local authorities for their continued guidance and support. The Directors also wish to place on record their sincere appreciation for the total commitment, dedication and hard work put in by the employees at all levels for the development of the Company.

The Directors place on record their appreciation for the continued co-operation and confidence reposed by all stakeholders viz Oil and Natural Gas Corporation Ltd (ONGC), Infrastructure Leasing and Financial Services Ltd (IL&FS), Karnataka Industrial Areas Development Board (KIADB), Kanara Chamber of Commerce and Industry (KCCI) and Mangalore Refinery and Petrochemicals Ltd (MRPL).

On Behalf of the Board
For Mangalore SEZ Limited

	Sd/-	**Sd/-**
Place : Mangalore	**(Vivek Chandrakant Tongaonkar)**	**(Bappanadu Hoigegudde Vasudeva Prasad)**
Dated : 27/07/2023	**Director**	**Director**
	DIN : 10143854	**DIN : 09505851**

ANNEXURE I TO BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023)

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

To,
The Members
MANGALORE SEZ LIMITED
Sy. No 168/3A, Plot No U-1,
Administrative Building,
Mangalore Special Economic Zone,
Bajpe Village, Mangalore- 574142

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MANGALORE SEZ LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.
Based on our verification of **MANGALORE SEZ LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period on 31st March 2023 complied with the statutory provisions listed in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms, and returns filed and other records maintained by **MANGALORE SEZ LIMITED** for the financial year on 31st March 2023 according to the provisions of:

I) The Companies Act, 2013 (the act) and the Rules made there under;
II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and rules made thereunder do not apply to the Company as it is Unlisted Public Company.
III) The Depository Act, 1996 and the Regulations and Byelaws to the extent applicable to the Company.
IV) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under.
V) The regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') is not applicable to Company as it is not a listed Company.
VI) The other laws/Guidelines.

For the compliances of Labour Laws & other General Laws, our examination and reporting are based on the documents, records as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. In our opinion, there are adequate systems and processes that exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals and would be covered by them.

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

i) Secretarial Standards issued by The Institute of Company Secretaries of India. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines & Standards mentioned above.

2. I further report that:

The Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the rules made thereunder as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

a) Maintenance of various statutory registers and documents and making necessary entries therein;
b) Closure of the Register of Members: there were no events observed that required the closure of Register of Members during the year under review.
c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government.

All the Forms have been filed within the statutory time period, except for the following Forms which have been filed with some delay with applicable additional fees:

Sl. No.	*Form Name*	*Particulars/Sections under which filed*	*Date of Filing/Challan Date*
1	*DIR--12*	*For filing intimation of cessation of Director Mr. ANURAG SHARMA, DIN 08050719 on 01/03/2023*	*13/04/2023*
2	*DIR--12*	*For filing intimation of cessation of Director Mr. MAROOR SHASHIDHAR PAI, DIN 07613534 on 22/12/2022*	*15/04/2023*
3	*DIR--12*	*For filing intimation of appointment of MANGALORE GANESH KAMATH, DIN 07941510, on 27/01/2023*	*19/04/2023*

On a query for the reason for delay in filing of the above Forms, the Company Secretary of the Company explained that the delay was on account of MCA portal Version 3 upgradation/technical issues due to which the Forms were not being accepted by the new MCA V3 portal. The Company has raised the various tickets to MCA and ROC after which the MCA V3 issues was resolved and the said forms could be filed by the Company.

d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
e) Notice of Board meetings and Committee Meetings of Directors;
f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;

4 Board Meetings, 6 Audit Committee Meetings, 1 CSR Committee Meeting, 5 NRC Meetings and 1 Independent Directors' Meeting were conducted in the period under review;

g) The Annual General Meeting for the calendar year 2022 was held on 26/08/2022.
h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings.
i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government Authorities, wherever required;
j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Whole-time Directors;
k) There was no payment of remuneration to Directors including the Whole-time Directors except payment of sitting fees to Independent Directors for attending the Board and Committee meetings;
l) Appointment and Remuneration of Auditors and Internal Auditors;
m) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares if any; There were no such events observed during the year under review;
n) Declaration and payment of dividends if any: is not applicable.
o) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs is not applicable;
p) Borrowings and registration, modification and satisfaction of charges wherever applicable;
q) Investment of the Company's funds including investments and loans to others if any: There were no such events during the year under review;
r) Form of Balance Sheet as prescribed under Part I, form of Statement of Profit and Loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
s) Directors' report;
t) Contracts, common seal, registered office, and publication of name of the Company; and
u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors (NIL), Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes. The Company has obtained all necessary approvals under the various provisions of the Act; and
There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories and Guidelines framed under these Acts against/ on the Company, its Directors and Officers.
The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management personnel;

4. The provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding is not applicable to this company.

5. I further report that:

Based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For S U & ASSOCIATES LLP
LLP Identification Number: AAM-9499

Designated Partner
ULHAS S BHAT
(DPIN 07104951)
FCS No.7116, CP No.7806
PRACTISING COMPANY SECRETARY
UDIN:F007116E000605406

Place: Mangalore
Date:13/07/2023

ANNEXURE II TO BOARD'S REPORT

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2022-23

Company's philosophy on Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance in its dealings with its various stakeholders. It is an integral part of the Company's core values which include transparency, integrity, honesty and accountability. The Company believes in practicing good Corporate Governance and endeavors to improve on these aspects on an ongoing basis.

Board of Directors

As on March 31, 2023, the Company's Board of Directors comprised of Eight Directors consisting of Six Non-Executive Directors and Two Independent Directors. The Details of the Directors are as under :

S.No	Name of Director	Designation	Category of Directorship
1	Shri Arun Kumar Singh	Chairman, Additional Director (Nominee from ONGC).	Non-Executive Director
2	Smt Pomila Jaspal	Nominee Director from ONGC.	Non-Executive Director
3	Shri M.Venkatesh	Nominee Director from ONGC	Non-Executive Director
4	Smt Nalini Padmanabhan	Independent Director	Non-Executive Director
5	Shri D.N.Narasimha Raju	Independent Director	Non-Executive Director
6	Shri Baiju	Nominee Director from IL&FS	Non-Executive Director
7	Shri Ravi Brijmohan Sikeriya	Nominee Director from IL&FS	Non-Executive Director
8	Shri M.Ganesh Kamath	Additional Director (Nominee from KCCI)	Non-Executive Director

Changes during the financial year 2022-23:

Name of the Director	***Date of Resignation/tenure completion***	***Remarks***
Shri I.S.N.Prasad	*04/06/2022*	Completed tenure as Independent Director
Dr.Alka Mittal	*01/09/2022*	Consequent upon superannuation from the services of ONGC as Chairperson and Managing Director, resigned as Director & Chairperson of the Company.
Shri Rajesh Kumar Srivastava	*16/12/2022*	Due to change of Nomination by ONGC- Ceases to be Additional Director and Chairman
Shri Shashidhar Pai Maroor	*22/12/2022*	Resigned as Director of the Company
Shri Anurag Sharma	*01/03/2023*	Consequent to superannuation from the services of Oil and Natural Gas Corporation Limited as Director (Onshore) on Tuesday, the 28th February, 2023, resigned as Director of the Company,

Name of the Director	*Date of Appointment*	*Remarks*
Smt Nalini Padmanabhan	*21/04/2022*	*Appointed as* Additional Director in the capacity of Independent Director *of the Company.*
Shri D.N.Narasimha Raju	*02/07/2022*	*Appointed as* Additional Director in the capacity of Independent Director *of the Company.*
Smt Pomila Jaspal	*02/07/2022*	*Appointed as* Additional Director (Nominee of ONGC) *of the Company.*
Shri Rajesh Kumar Srivastava	*07/09/2022*	*Appointed as Additional Director and Chairman of the Company.*
Shri Arun Kumar Singh	*16/12/2022*	*Appointed as Additional Director and Chairman of the Company.*
Shri M.Ganesh Kamath	*27/01/2023*	*Appointed as Additional Director (Nominee of KCCI) of the Company.*
Dr. Alka Mittal	*26/08/2022*	*Appointed as Director (Nominee of ONGC) at the 16th AGM.*
Shri Baiju	*26/08/2022*	*Appointed as Director (Nominee of IL&FS) at the 16th AGM.*
Shri Ravi Brijmohan Sikeriya	*26/08/2022*	*Appointed as Director (Nominee of IL&FS) at the 16th AGM.*
Shri Shashidhar Pai Maroor	*26/08/2022*	*Appointed as Director (Nominee of KCCI) at the 16th AGM.*
Smt Nalini Padmanabhan	*26/08/2022*	*Appointed as Independent Director at the 16th AGM.*
Shri D.N.Narasimha Raju	*26/08/2022*	*Appointed as Independent Director at the 16th AGM.*
Smt Pomila Jaspal	*26/08/2022*	*Appointed as Director (Nominee of ONGC) at the 16th AGM.*

Changes in the Board of Directors after 31st March 2023.

1. Shri D.Adhikari was appointed as Additional Director (Nominee of ONGC) w.e.f 11th April, 2023

2. Shri Arun Kumar Singh resigned as Director and Chairman of the Company w.e.f 17th May, 2023

3. Smt Pomila Jaspal was appointed as Chairperson of the Company w.e.f 22nd May, 2023.

4. Shri M.Venkatesh resigned as Director of the Company w.e.f 01st June, 2023.

5. Shri Vivek Chandrakant Tongaonkar was appointed as Additional Director (Nominee of ONGC) of the Company w.e.f 06/06/2023.

6. Shri B.H.V.Prasad was appointed as Additional Director (Nominee of ONGC) of the Company w.e.f 06/06/2023.

The Board places on record its appreciation for the valuable services rendered by Shri ISN Prasad Dr.Alka Mittal, Shri Shashidhar Pai Maroor, Shri Rajesh Kumar Srivastava and Shri Anurag Sharma during their tenure as Directors of the Company.

Directors Appointments/Re-appointments

In terms of Section 152 of the Companies Act, 2013, **Shri Baiju (DIN: 05274214)** Nominee Director of IL&FS will retire by rotation at the Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommend his re-appointment.

In terms of Section 160 of the Companies Act, 2013, **Shri Mangalore Ganesh Kamath (DIN: 07941510)** who was appointed as additional director by the Board on January 27, 2023 is proposed to be appointed as **Nominee Director (Nominee of KCCI)** at the ensuing Annual General Meeting. The Board of Directors of the Company recommends his appointment.

In terms of Section 160 of the Companies Act, 2013, **Shri Debdulal Adhikari (DIN: 09667061)** who was appointed as additional director by the Board on **April 11, 2023** is proposed to be appointed as **Nominee Director (Nominee of ONGC)** at the ensuing Annual General Meeting. The Board of Directors of the Company recommends his appointment.

In terms of Section 160 of the Companies Act, 2013, **Shri Vivek Chandrakant Tongaonkar (DIN ; 10143854)** who was appointed as additional director by the Board on **June 06, 2023** is proposed to be appointed as **Nominee Director (Nominee of ONGC)** at the ensuing Annual General Meeting. The Board of Directors of the Company recommends his appointment.

In terms of Section 160 of the Companies Act, 2013, **Shri Bappanadu Hoigegudde Vasudeva Prasad (DIN ; 09505851)** who was appointed as additional director by the Board on **June 06, 2023** is proposed to be appointed as **Nominee Director (Nominee of ONGC)** at the ensuing Annual General Meeting. The Board of Directors of the Company recommends his appointment.

A Statement showing the particulars of Directors as per the corporate governance regulations is Annexed to the Notice of 17th Annual General Meeting.

Board Meetings held during the financial year 2022-23

During the financial year under review, the Board of Directors met four times as under:

Number of the Meeting	Date of Meeting	Place of Meeting
70th	05th May, 2022	New Delhi
71st	25th July, 2022	New Delhi
72nd	27th October, 2022	New Delhi
73rd	27th January, 2023	New Delhi

Attendance of Directors as on March 31, 2023 at the Board meetings held during the financial year 2022-23 and attendance at the 16th AGM and directorships/Committee positions held in other companies were as under :

Name of Director	No. of Board meetings held during the year	No. of Board Meetings attended	Attendance at the 16th AGM	Directorships in other companies*	No. of outside committee #	
					Member	Chairman
Shri Arun Kumar Singh	4	1	NA	6	-	-
Smt Pomila Jaspal	4	2	Present	5	4	-
Shri M.Venkatesh	4	4	Present	2	-	-
Smt Nalini Padmanabhan	4	4	Present	4	1	1
Shri D.N.Narasimha Raju	4	3	Absent	0	-	-
Shri Baiju	4	4	Absent	2	-	-
Shri Ravi Brijmohan Sikeriya	4	4	Present	1	-	-
Shri M.Ganesh Kamath	4	1	NA	1	-	-

Chairmanship/Membership of the Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies,
*excludes directorships in foreign companies

Details of attendance of Directors (resigned during the year/completed tenure) at the Board meetings held during the financial year 2022-23 and attendance at the 16th AGM and directorships/Committee positions held in other companies

Name of Director	No. of Board meetings held during the year	No. of Board Meetings attended	Attendance at the 16th AGM	Directorships in other companies*	No. of outside committee #	
					Member	Chairman
Dr Alka Mittal	4	2	Absent	7	1	-
Shri Anurag Sharma	4	3	Absent	4	2	1
Shri ISN Prasad	4	1	NA	11	5	1
Shri Shashidhar Pai Maroor	4	3	Present	1	-	-
Shri Rajesh Kumar Srivastav	4	1	Absent	7	-	-

Chairmanship/Membership of the Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies,
*excludes directorships in foreign companies
Note : Directorships and Committees data as per the last Disclosure made to the Company

Independent Directors

In order to comply with the provisions of Companies Act 2013, the company has appointed Independent Directors. Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and memberships held in various committees of other companies by such persons while selecting such Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision subject to the approval of Shareholders in the General Meeting. Accordingly, the 2 independent Directors registered in the data bank of Independent Directors were appointed.

Following are the Independent Directors as at 31st March, 2023.

Name	Term	Tenure
Smt Nalini Padmanabhan (DIN 01565909)	21st April, 2022 to 20th April 2027.	5 Years
Shri D.N.Narasimha Raju (DIN: 01070476)	02nd July, 2022 to 01st July, 2025.	3 Years

Disclosure of Relationships between directors Inter-se:

Inter-se relationships between Directors and Key Managerial Personnel of the Company: None

Number of Shares held by Non-Executive Directors: Nil

Audit Committee

The Audit Committee was re-constituted on 02nd July, 2022 and 21st April,2022 in accordance with the provisions of Section 177 of the Companies Act, 2013. The broad terms of reference, role and scope were drawn as per the provisions of the Companies Act, 2013. The terms of reference of the Audit Committee as approved by the Board is reproduced below:

- To discuss with the auditors periodically about the internal control systems, the scope of audit including the observation of the auditors.
- To review the half-yearly and annual financial statements before submission to the Board for its approval,
- To ensure compliance of internal control systems
- To investigate into any matter in relation to the items referred to it by the Board.
- To make any recommendations on any matter relating to financial management, including the Audit Report.
- review of annual capital and revenue budgets

Six meetings of the Audit Committee were held during the financial year 2022-23;

Number of the meeting	Date of Meeting	Place of meeting
56th	04th May, 2022	Mangalore
57th	22th July, 2022	Mangalore
58th	26th October, 2022	Mangalore
59th	26th December, 2022	Mangalore
60th	24th January, 2023	Mangalore
61st	09th February, 2023	Bangalore

The composition of the Committee during the year under review and the details of meetings attended by the Directors during the financial year are given below:

Name of Director	Designation	No. of meetings held during the year	No. of meetings attended
Smt Nalini Padmanabhan	Chairperson & Independent Director	6	6
Shri D.N.Narasimha Raju	Member	6	5
Shri Venkatesh Madhava Rao	Member	6	5
Shri ISN Prasad*	Member & Independent Director	6	0

*Ceases to be a member w.e.f 04/06/2022.

The Statutory Auditors and Internal Auditors of the Company were invited to attend the Audit Committee meetings where ever required.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted on April 21, 2022 pursuant to Section 135 of the Companies Act, 2013. The CSR Committee formulates the CSR Policy, monitors the CSR activities & CSR spending of the company as per the guidelines of Companies Act, 2013.

One meeting of the Corporate Social Responsibility Committee was held during the financial year 2022-23;

Number of the meeting	Date of Meeting	Place of meeting
15th	04th May, 2022	Mangalore

The composition of the Committee during the year under review and the details of meetings attended by the Directors during the financial year are given below:

Name of Director	Designation	No. of meetings held during the Year	No. of meetings attended
Smt Nalini Padmanabhan*	Chairperson & Independent Director	1	1
Shri Baiju Mathew	Member	1	1
Shri Ravi Sikeriya	Member	1	1

* Member w.e.f 21st April, 2022.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was re-constituted by the Board on 21st April,2022 pursuant to Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee shall:

a. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

b. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

c. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel (at Board level).

d. Review the organogram, HR policy framework, compensation structure bench marked to (a) other companies in infrastructure arena, other JV's of ONGC, the KPI's of different roles of the executives and the role relationship amongst the intra functional and inter functional teams of the Company for the Construction phase and O&M phase

Five meetings of the Nomination and Remuneration Committee was held during the financial year 2022-23;

Number of the meeting	Date of Meeting	Place of meeting
16th	19th April, 2022	Mangalore
17th	04th May, 2022	Mangalore
18th	01st July, 2022	Mangalore
19th	22nd July, 2022	Mangalore
20th	10th October, 2022 and adjourned meeting on 11th October, 2022	Mangalore

The composition of the Committee during the year under review and the details of meetings attended by the Directors during the financial year are given below:

Name of Director	Designation	No. of meetings held during the year	No. of meetings attended
Smt Nalini Padmanabhan**	Chairperson & Independent Director	5	4
Shri M.Venkatesh	Member	5	5
Shri D.N.Narasimha Raju ***	Member & Independent Director	5	2
Shri ISN Prasad*	Member & Independent Director	5	1

*Ceases to be a member w.e.f 04/06/2022.
** Member w.e.f 21/04/2022
*** Member w.e.f 02/07/2022

Committee of Directors (COD)

The Committee of Directors is constituted for following powers based on the value of contracts and proposals:

1. To approve the work contracts: Award of contracts on open tender basis from Rs.10 Crore to Rs.200 Crore, limited tender basis from Rs. 7.5 Crore to Rs. 150 Crore and single tender basis from Rs.2.50 to Rs. 50 Crore.
2. To approve appointment of consultants ranging from Rs. 50 Lakhs to Rs. 1 Crore.
3. To approve variation proposals where value of variation is between Rs. 5 Crore to Rs. 50 Crore subject to max ceiling of 10% of the contract value.
4. Consideration of proposals of new capital investment, marketing related proposals beyond the approved business plan under the Scope of the Committee of Directors.

Committee of Directors reviews all proposals of award of works which requires approval of Board of Directors and furnishes its recommendation to the Board. Committee of Directors have powers up to 5% of the order value mentioned against in S.No.1 above to waive compensation for loss and/or liquidated damage/price reduction already claimed /levied due to failure of contractors/suppliers.

COD Meetings held during the financial year 2022-23 - Nil.

The Committee of Directors was re-constituted by the Board on April 21, 2022. The composition of the Committee during the year under review are given as under:

Name of Director	Designation
Smt Nalini Padmanabhan*	Chairperson
Shri M.Venkatesh	Member
Shri Baiju Mathew	Member

* Member w.e.f 21/04/2022,

Remuneration to Directors

The Company pays sitting fees to Non-Executive Independent Directors for attending the Board and Committee meetings. The Details of sitting fees paid during the financial year 2022-23 are provided hereunder

Name of Director	Amount In Rs
Smt Nalini Padmanabhan	3,55,000
Shri D.N.Narasimha Raju	3,05,000
Shri ISN Prasad	25,000

The company does not pay any sitting fees to the Non-Executive Directors/ Executive Director.

Other Disclosures as required under Schedule V part II of Section II :

S.No	Particulars	Details
I	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	Sitting fees is paid to Independent Directors for attending the Board and Committee meetings.

Ii	Details of fixed component. and performance linked incentives along with the performance criteria	NA
Iii	Service contracts, notice period, severance fees; and	Nil
Iv	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	NA

Annual General Meetings (AGM)

The details of the last three Annual General Meetings of the Company are as under:

Financial Year Ended	Date of AGM	Time	Venue	Special Resolution passed
31st March 2020	29th September, 2020.	9.45 Hrs	Registered office through Video conferencing /Other audio visual means	Nil
31st March 2021	10th September, 2021.	10.00 Hrs	Registered office through Video conferencing /Other audio visual means	Nil
31st March 2022	26th August, 2022.	11.00 Hrs	Registered office through Video conferencing /Other audio visual means	1. Appointment of Smt Nalini Padmanabhan (DIN 01565909) as Independent Director 2. Appointment of Shri Narasimha Raju Narasappa Doddahosahalli (DIN: 01070476) as an Independent Director

Extra-ordinary General Meeting

During the year under review, the company has not conducted any Extra-Ordinary General Meeting.

Code of Conduct

The Company is committed to conducting its business in conformity with ethical standards and applicable laws and regulations. This commitment stands evidenced by the Code of Conduct adopted by the Board of Directors at their 32nd meeting held on 26th March, 2013 which is applicable to each member of the Board of Directors and Senior Management of the Company. The Board Members and Senior Management have affirmed the compliance to the Code of Conduct of the company for the year ended March 31, 2023.

CEO and CFO Certification

Certificate on the financial statement and internal controls relating to financial reporting from Chief Executive Officer and Chief Financial Officer for the year ended 31st March, 2023 was submitted to the Board at its meeting held on 09th May, 2023.

General Shareholder Information

a. The Company is registered in the State of Karnataka, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is U45209KA2006PLC038590.

b. The Annual General Meeting is scheduled to be held on September 08, 2023.

c. Financial Calendar: April to March

d. Book Closure: None

e. ISIN: INE04YJ01012

f. Registrars/Transfer Agent: **KFIN Technologies Limited.**
Karvy Selenium, Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032, Telangana
Contact person: Mr. Hanumantha Rao P, Sr Manager– Corporate Registry,
(040) 6716 1602
email: hanumantha.patri@kfintech.com

g. Shareholders' Enquiries: Shri V.Phani Bhushan, Company Secretary, E-mail ID for shareholders' queries: Email: phanibhushan@msezl.com.

h. **Address for correspondence:** Sy.No 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village, Mangalore Taluk, Dakshina Kannada (Dist), Karnataka – 574142.

i. **Annual Report**: Annual Report containing inter-alia, Audited Accounts, Board's Report, Corporate Governance Report, Auditor's Report including information for the shareholders and other important information is circulated to the members and others entitled thereto.

j. **Designated Exclusive email-id**: The Company has designated the following email-id exclusively for investor services: info@msezl.com

k. **Special Economic Zone Location;** Mangalore SEZ Ltd, Bajpe, Permude village, Mangalore – 574 509, Dakshina Kannada (Dist), Karnataka.

Shareholding Pattern as on 31st March 2023:

Sl. No.	Name of Shareholder	No. of Equity Shares of Rs 10/- each Held	% of Shareholding
1	Infrastructure Leasing and Financial Services Ltd. (IL&FS)	25,000,000	50.00
2	Oil and Natural Gas Corporation Ltd. (ONGC)	13,000,000	26.00
3	Karnataka Industrial Area Development Board (KIADB)	11,500,000	23.00
4	Mangalore Refinery and Petrochemicals Ltd (MRPL)*	480,000	0.96

5	Kanara Chamber of Commerce & Industries (KCCI)	20,000	0.04
6	V.Suryanarayana	100	0
7	Rishi Bhardwaj	500	0
8	Diwakar Sinha	100	0
9	Paritosh Kumar Gupta	500	0
	TOTAL	**50,001,200**	**100.00**

* The Government of India, Ministry of Corporate affairs vide final order 24/3/2021 - CL-III dt 18/04/2022 had approved the scheme of amalgamation of ONGC Mangalore Petrochemicals Limited(OMPL), Transferor Company with Mangalore Refinery and Petrochemicals Limited (MRPL)(Transferee Company). Pursuant to the above, 4,80,000 equity shares of Mangalore SEZ Ltd held by ONGC Mangalore Petrochemicals Limited shall stand transferred to Mangalore Refinery and Petrochemicals Limited. Stock Holding Corporation of India vide its Demat statement dt 24th November, 2022 intimated MRPL about effecting the change.

Disclosures:

Related Party Transactions: There was no related party transaction with its promoters, the Directors or the management or relative of the Directors that may have potential conflict with the interests of the Company.

Disclosure of Accounting Treatment: In preparation of the Financial Statements, the company has followed the Accounting Standards issued by the Institute of Chartered Accountant of India (ICAI), to the extent applicable.

Compliances: The Company has complied with provisions of law and regulations as applicable to the Company.

Transfer to Investor Education and Protection Fund (IEPF): The Company has not accepted any deposits from the public and also the Company has not declared any dividend since its incorporation. Therefore, transfer by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 124 of the Companies Act, 2013 do not arise.

On Behalf of the Board
For Mangalore SEZ Limited

	Sd/-	**Sd/-**
Place : Mangalore	**(Vivek Chandrakant Tongaonkar)**	**(Bappanadu Hoigegudde Vasudeva Prasad)**
Dated : 27/07/2023	**Director**	**Director**
	DIN : 10143854	**DIN : 09505851**

ANNEXURE III TO BOARD'S REPORT

FORM NO AOC-2

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

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

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

Sl. No	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements /transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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

S.No	Name (s) of the related party	KIADB	MRPL Aromatic Complex-SEZ Unit	MRPL	Hindustan Petroleum Corporation Ltd
A	Nature of Relationship	Associate	SEZ unit of MRPL	Subsidiary of ONGC	Subsidiary of ONGC
B	Nature of contracts/ arrangements/ transaction	As mentioned in Sl. No. (d) below	As mentioned in Sl. No. (d) below	As mentioned in Sl. No. (d) below	As mentioned in Sl. No. (d) below
C	Duration of the contracts/ arrangements / transaction	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023
D	Salient terms of the contracts or arrangements or	a) Services received – Annual lease rent &others	a) Supply of services- Annual lease rental	a) Sale of products b) Supply of services	a) Supply of Service

	transaction including the value, if any		b) Sale of products c) Supply of Services d) Interest expense on security deposit	c)Other services	
E	Justification for entering into such contracts or arrangements or transactions	Ordinary course of business	Ordinary course of business	Ordinary course of business	Ordinary course of business
F	Date of approval by the Board	Not Applicable	Not Applicable	Not Applicable	Not Applicable
G	Amount incurred during the year (Rs In Lakhs)	a)6.02	a)233.96 b)4355.69 c)820.27 d)6.70	a)2190.26 b)3865.00 c) -	a)64.79

S.No	Name (s) of the related party	Mangalore STP Ltd	MSEZ Power Ltd	Key Managerial Personnel	Key Managerial Personnel	Key Managerial Personnel
A	Nature of Relationship	Subsidiary Company	Wholly owned Subsidiary company	Chief Executive Officer	Chief Financial officer	Company Secretary
B	Nature of contracts/ arrangements/ transaction	As mentioned in Sl. No. (d) below	As mentioned in Sl. No. (d) below	Remuneration	Remuneration	Remuneration
C	Duration of the contracts/ arrangements / transaction	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023
D	Salient terms of the contracts or arrangements or transaction including the value, if any	a) Supply of goods	a) Supply of services	Chief Executive Officer	Chief Financial Officer	Company Secretary
E	Justification for entering into such contracts or arrangements or transactions	Ordinary course of business	Ordinary course of business	Ordinary course of business	Ordinary course of business	Ordinary course of business
F	Date of approval by the Board	Not applicable	Not applicable	13/05/2019	21/09/2019	12/05/2016

G	Amount incurred during the year (Rs In Lakhs)	a) 625.25	a) 0.70	62.04	36.91	27.31

On Behalf of the Board
For Mangalore SEZ Limited

	Sd/-	**Sd/-**
Place : Mangalore	**(Vivek Chandrakant Tongaonkar)**	**(Bappanadu Hoigegudde Vasudeva Prasad)**
Dated : 27/07/2023	**Director**	**Director**
	DIN : 10143854	**DIN : 09505851**

ANNEXURE IV TO BOARD'S REPORT

Format of the Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-23.

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

   To actively contribute to the social and economic development of the communities in which we operate through our services, conduct and initiatives with environmental concern. In so doing build a better, sustainable way of life for the weaker sections of society.

   Depending upon their core competency and business interest, Company shall undertake activities for economic and social development of communities and geographical areas, particularly in the vicinity of its operations.

   These include: Promoting education, skill building for livelihood of people, health, cultural and social welfare etc, particularly targeting sections of society.

   To generate through its CSR initiatives, a community goodwill for MSEZL and help re-inforce a positive and socially responsible image of the Company as a Corporate entity

   Since the profits for the CSR are negative, the CSR Committee has not allocated the budget for CSR activities for the FY 2022-23. The CSR Policy is available at companies Website viz www.mangaloresez.com under policies.

2. **Composition of CSR Committee:**

   Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the allied rules, the Company's CSR Committee, comprises of the following members as on 31st March, 2023:

S.No	Name of the Director	Designation/Nature of Directorship	No.of Meetings of CSR Committee held during the year	No.of Meetings of CSR Committee attended during the year
1	Smt Nalini Padmanabhan	Chairperson of Committee & Independent Director	1	1
2	Shri Baiju Mathew	Member of Committee & Nominee Director	1	1
3	Shri Ravi Brijmohan Sikeriya	Member of Committee & Nominee Director	1	1

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

The CSR Committee has allocated Nil budget for CSR activities for the FY 2022-23 as the average net profits of the Company is negative. The CSR Policy is available at companies Website viz www.mangaloresez.com under policies.

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). –** Not Applicable.
5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

S.No	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
Nil			

6. **Average net profit of the company as per section 135(5)** : Rs (6377.24) Lakhs

7. **Total CSR Obligation for the Financial Year 2022-23:**

SL. No.	Particulars	Amount in Rs Lakhs
a)	Two (2) % percent of average net profit of the company as per section 135(5)	(42.51)
b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	0
c)	Amount required to be set off for the financial year	0
	Total CSR obligation for the financial year(a+b+c)	**(42.51)**

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

Total Amount spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of the fund	Amount	Date of transfer
NA	NA	NA	NA	NA	NA

(b) DETAILS OF CSR AMOUNT SPENT AGAINST ONGOING PROJECTS FOR THE FINANCIAL YEAR 22-23: NA

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. no.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Project Duration	Amount allocated for the project (in Rs.).	Amount spent /disbursedin the current financial Year (in Rs.) #	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number.
	Not Applicable											

(c) DETAILS OF CSR AMOUNT SPENT AGAINST OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR FY 2022-23:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S.No.	Name of the Project	Item from the list of activities in schedule VII of the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation – Direct yes /No)	Mode of implementation Through implementing agency	
				State	District			Name	CSR Registration number
Not Applicable									
	Total (c)								

a. **Amount spent in Administrative Overheads : Nil**

b. **Amount spent on Impact Assessment, if applicable : Nil**

c. **Total amount spent/disbursed for the Financial Year- (8b+8c+8d+8e) : Nil**

d. **Excess amount for set off, if any NIL**

Sl.No.	Particular	Amount (in Rs.)
i.	Two percent of average net profit of the company as per section 135(5)	Nil
ii.	Total amount spent/disbursed for the Financial Year 21-22	Nil
iii.	Excess amount spent for the financial year [(ii)-(i)]	Nil
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

Sl. No.	Preceding Financial Year	Amount transferred to unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount Rs).	Date of transfer.	
1	**21-22**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
2	**20-21**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
3	**19-20**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Total			**Nil**	**Nil**	**Nil**	**Nil**

(b) Details of CSR amount spent in the financial year FY 22-23 for ongoing projects of the preceding financial year(s):Nil

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project I	Name of the Project	Financial year in which the project was commenced	Project duratio	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in	Cumulative amount spent at the end of reporting Financial	Status of the project - Completed /Ongoing.

					As per Budget	Rs).	Year. (in Rs.)	
1								
2								

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

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

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

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

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

2. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – Not Applicable

Sd/- **(Ravi Brijmohan Sikeriya)** **Director** **DIN : 06591404**	**Sd-** **(Nalini Padmanabhan)** **Chairman CSR Committee** **DIN : 01565909**

Annexure V to Board's Report

Form AOC -1

Statement containing salient features of the financial statements of subsidiaries/associate companies/Joint ventures

Statement pursuant to first proviso to sub section (3) of section 129 of the companies act, 2013, read with rule 5 of companies (Accounts) Rules, 2014.

Part –A : Subsidiaries

Amount in Rupees Lakhs

S.No	Particulars	Name of the Subsidiary	
		Mangalore STP Ltd	**MSEZ Power Ltd**
1	Reporting Currency	INR	INR
2	Exchange Rate	NA	NA
3	Share Capital	5.00	5.00
4	Other Equity	0	(1.58)
5	Total Assets	152.12	5.19
6	Total Liabilities	152.12	5.19
7	Investment other than investment in Subsidiary	0	0
8	Turnover/other income	831.27	0.27
9	Profit /(Loss)before Tax	0	(0.32)
10	Provision for Taxation	0	-
11	Profit /(Loss)after taxation	0	(0.32)
12	Proposed Dividend	0	0
13	% of share holding	70	100

*turnover do not include other income

1. Names of subsidiaries which are yet to commence operations; MSEZ Power Ltd is yet to commence its operations.
2. Names of subsidiaries which have been liquidated or sold during the year; Not Applicable

Part "B": Associates and Joint Ventures – Not Applicable

On Behalf of the Board
For Mangalore SEZ Limited

Sd/-
(Vivek Chandrakant Tongaonkar)
Director
DIN : 10143854

Sd/-
(Bappanadu Hoigegudde Vasudeva Prasad)
Director
DIN : 09505851

Place : Mangalore
Dated : 27/07/2023

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF

MANGALORE SEZ LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Mangalore SEZ Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the 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 March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate, subject to our note below, to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note No. 12 of the standalone financial statements;

The National Company Law Tribunal (NCLT), Ahmedabad – Court 2, has pronounced an order under Section 31 of the IBC (Insolvency and Bankruptcy Code) dated 13th March, 2023 approving the Resolution plan submitted by GAIL (Successful Resolution Applicant). On expectation to receive Rs. 3,110.63 Lakhs only as a full and final settlement for the claim filed before IRP (Insolvency Resolution Professional) of the corporate debtor, the Company has written off the balance unrecoverable amount of Rs. 14,023.13 Lakhs receivable from the JBF Petrochemicals Limited (JBF) in its books of account as on 31st March, 2023. The Company has accounted the amount of write off of the unrecoverable amount based on the information received from ERP (Erstwhile Resolution Professional in the matter of CIRP of JBF) for the release of full and final settlement as stated above subject to post-infusion of funds by Successful Resolution Applicant, GAIL which is pending as on the Balance Sheet date.

Our opinion is not modified in respect of the above matter.

Information other than the Financial Statements and Auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial Statements and our auditors' 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 these standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the 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, total comprehensive income, changes in equity and cash flows 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.

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

Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the "Ind AS" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

   g) According to the information and explanation given to us by the management, no managerial remuneration has been paid/provided to any director of the Company during the year .

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer to Note no. 55(b) to the 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;

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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 person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures we have 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 (a) and (b) contain any material misstatement.

v. No dividend is declared or paid by the Company during the year and hence, compliance with section 123 of the Companies Act, 2013 is not applicable to the Company.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For RAY & RAY
Chartered Accountants
(Firm's Registration No. 301072E)

Sd/-
(Shipra Gupta)
Partner
Membership No. 436857
UDIN:23436857BGWXPP9098

Place: Bengaluru
Date: 09th May, 2023.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Refer to paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Mangalore SEZ Limited of even date)

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

We have audited the internal financial controls over financial reporting of MANGALORE SEZ LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

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 generally, in all material respect has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RAY & RAY
Chartered Accountants
(Firm's Registration No. 301072E)

Sd/-
(Shipra Gupta)
Partner
Membership No. 436857
UDIN:23436857BGWXPP9098

Place: Bengaluru
Date: 09th May, 2023.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Refer to paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Mangalore SEZ Limited at even date)

We report that -

i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and the situation of the Property Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has the program of physical verification of all Property Plant and Equipment in a phased manner over a period of three years. In accordance with the program, all assets are physically verified once within the period of three years block. In our opinion, the reasonableness of the frequency of such physical verification is commensurate to the size of the Company and the nature of the assets. According to the information and explanations given to us, management has not carried out any physical verification of Property Plant and Equipment during the year.

(c) According to the information and explanations given to us, the Company has no immovable property that are not held in the name of the Company (other than properties where the Company is lessee and the lease agreement are executed in favor of the lessee) as disclosed in the Financial Statements.

(d) According to the information and explanations given to us, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

(e) According to the information and explanations given to us, the Company is not holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, the disclosure requirement is not applicable to the Company.

ii. (a) The Company does not maintain any inventories in its books of accounts. Accordingly, clause 3 (ii) (a) of the Order is not applicable to the Company.

(b) According to information and explanation given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Hence, filings of returns or statements to Banks or Financial Institution are not applicable to Company.

iii. According to the information and explanations given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, the disclosure of clause 3(iii) (a) to (f) is not applicable to the Company.

iv. According to the information and explanations given to us, the Company has not made any loans, investments, guarantees and securities, where provisions of sections 185 and 186 of the Companies Act have to be complied with. Hence, the disclosure of clause 3 (iv) is not applicable to the Company.

v. The Company has not accepted any deposits or amounts which are deemed to be deposited during the year. Hence, the provisions of clause 3 (v) of the Order are not applicable to the Company.

vi. The Central Government under sub section (1) of section 148 of the Companies Act has specified the maintenance of Cost Records as applicable to the Company. On the basis of the information and explanations provided to us, the Company has generally maintained cost records in accordance with the rules made by Central Government under Sub-section (1) of section 148 of the Companies Act, 2013.

vii. According to the information and explanations given to us:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities and the extent of the arrears of outstanding statutory dues on the last day of the financial year does not concern a period of more than six months from the date they became payable.

(b) There are no statutory dues referred to in sub clause (a) which has not been deposited as on March 31, 2023 on account of any dispute.

viii. According to the information and explanations given to us, the Company has not surrendered or disclosed any transactions not recorded in the books of accounts as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. According to the information and explanations given to us:

(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company is not declared a willful defaulter by any bank or financial institutions or other lender.

(c) The Company has applied the loans for the purpose of which the loans were obtained.

(d) The Company has not raised any funds on a short-term basis. Accordingly, reporting under clause ix (d) is not applicable.

(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 any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate company.

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 to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year. Hence, reporting under clause 3 (x) (b) of the Order is not applicable to the Company.

xi. According to the information and explanations given to us:

(a) No fraud on or by the Company 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 by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) The Company has not received any whistle-blower complaints during the year.

xii. The Company is not a Nidhi Company and hence clause 3 (xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us, all the related party transactions are in compliance with section 177 and 188 of the Companies Act, where applicable and the details of such transactions have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

xiv. According to the information and explanations given to us:

(a) The Company has an internal audit system commensurate with the size and nature of its business

(b) The report of the Internal Auditor for the period under Audit was duly considered for the Statutory Audit purpose.

xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors during the year. Hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. According to the information and explanations and representation given to us:

(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(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) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, the Group of Companies does not have any Core Investment Company as a part of the Group as per the definition of the Group contained in the Core Investment Company (Reserve Bank) Directions 2016. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year. The cash profit generated by the Company are as follows:

Amount (Rs. in Lakhs)

Particular	**FY 2022-23**	**FY 2021-22**
Net Profit/(Loss) after tax before OCI	719	(1,993)
Depreciation and Amortization	3,581	3,605
Non-cash Items	(1,617)	869
Cash Profit/(Loss) for the year	**2,683**	**2,481**

xviii. There has not been any resignation of the Statutory Auditors during the year. Hence, the reporting under clause 3 (xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the review of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, knowledge of the Board of Directors and management plans, no material uncertainty exists as on the date of audit report. Based on the Financial Statement, the Company is capable of meeting its liabilities existing as on the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. According to the information and explanations given to us, the provisions of section 135 of the Companies Act are not applicable to the Company. Hence, reporting under clause 3(xx) of the Order is not applicable to the Company.

For RAY & RAY
Chartered Accountants
(Firm's Registration No. 301072E)

Sd/-
(Shipra Gupta)
Partner
Membership No. 436857
UDIN:23436857BGWXPP9098

Place: Bengaluru
Date: 09th May, 2023.

Mangalore SEZ Limited

Balance Sheet

as at 31st March, 2023

(Rs. in lakhs)

		Notes	As at 31.03.2023	As at 31.03.2022
	ASSETS			
(1)	**Non-current assets**			
	(a) Property, plant and equipment	3	74,483.32	77,103.39
	(b) Capital work in progress	4	6,699.76	6,667.08
	(c) Investment Property	5	52,779.80	52,771.23
	(d)Other Intangible Assets	6	1,060.61	1,122.35
	(e) Financial Assets			
	(i) Investments	7	8.50	8.50
	(ii) Trade Receivables	8	-	638.40
	(iv) Others	9	955.25	707.04
	(f) Other non-current assets	10	389.90	505.67
			1,36,377.14	**1,39,523.66**
(2)	**Current assets**			
	(a) Financial Assets			
	(i) Investments	11	3,282.47	4,303.91
	(ii) Trade receivables	12	5,138.29	7,014.16
	(iii) Cash and cash equivalents	13	30.92	291.91
	(iv) Bank Balances other than (iii) above	14	3,380.35	2,802.73
	(va) Other Financial Assets	15	78.70	70.39
	(b) Current tax asset (Net)	16	246.03	0.09
	(c) Other current assets	17	492.86	440.34
			12,649.62	**14,923.53**
	Total Assets		**1,49,026.76**	**1,54,447.19**
	EQUITY AND LIABILITIES			
(1)	**EQUITY**			
	(a) Equity Share capital	18	5,000.12	5,000.12
	(b) Other equity	19	(5,062.04)	(5,786.01)
			(61.92)	**(785.89)**
	LIABILITIES			
(2)	**Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	20	44,488.21	48,104.63
	(ia) Lease liabilities	21	2,210.50	2,247.42
	(ii) Other financial liabilities	22	5,194.37	5,151.06
	(b) Provisions	23	231.59	219.09
	(c) Deferred tax liabilities (Net)	24	3,522.70	3,026.64
	(d) Government grant	25	1,612.88	1,695.38
	(e) Other Non Current Liabilities	26	83,303.40	86,482.31
			1,40,563.65	**1,46,926.53**
(3)	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	27	1,813.50	1,482.98
	(ia) Lease liabilities	28	34.56	27.80
	(ii) Trade payables	29		
	- To Micro and Small enterprises		254.52	172.60
	- To Others		705.26	1,077.91
	(iii) Other financial liabilities	30	1,815.06	1,780.72
	(b) Other current liabilities	31	3,626.13	3,420.03
	(c) Provisions	32	193.50	262.00
	(d) Government grant	33	82.50	82.50
			8,525.03	**8,306.54**
	Total liabilities		**1,49,088.68**	**1,55,233.08**
	Total Equity and Liabilities		**1,49,026.76**	**1,54,447.19**

The accompanying notes are an integral part of these financial statements

(i) Significant accounting policies and key accounting estimates and judgements Notes 1 to 2

(ii) Other Financial Notes 3 to 57

As per our report of even date
For Ray & Ray
Chartered Accountants
(Firms Registration No.301072E)

Sd/-
Shipra Gupta
Partner
Membership No. 436857
UDIN: 23436857BGWXPP9098

For and on behalf of the Board

Sd/-
VENKATESH MADHAVA RAO
Director
DIN:07025342

Sd/-
M.GANESH KAMATH
Director
DIN:07941510

Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date: 09/05/2023

Place: MANGALORE
Date:09/05/2023

Mangalore SEZ Limited

Statement of Profit and Loss

for the period ended 31st March, 2023

(Rs. in lakhs)

	Particulars	Notes	Year 2022-23	Year 2021-22
I	Revenue from Operations	34	20,363.48	19,244.60
II	Other Income	35	14,100.99	654.46
III	**Total Income (I+II)**		**34,464.47**	**19,899.06**
IV	**EXPENSES**			
	Cost of materials consumed	36	7,086.73	6,240.63
	Employee benefit expense	37	754.34	741.40
	Finance costs	38	4,028.73	3,998.94
	Depreciation and amortisation expense	39	3,580.56	3,604.66
	Impairment losses (Net)	40	14,117.76	2,670.47
	Other expenses	41	3,683.56	3,365.41
	Total Expense (IV)		**33,251.68**	**20,621.51**
V	**Profit/(loss) before exceptional items and tax (III - IV)**		**1,212.79**	**(722.45)**
VI	Exceptional items		-	-
VII	**Profit/(loss) before tax (V - VI)**		**1,212.79**	**(722.45)**
VIII	**Tax expense**	42 A		
	(1) Current tax		(0.002)	314.91
	(2) Deferred tax		494.18	955.75
	Total Tax expense		**494.18**	**1,270.66**
IX	**Profit/(loss) for the period from continuing operations (VII - VIII)**		**718.61**	**(1,993.11)**
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X -XI)		-	-
XIII	**Profit/(loss) for the period (IX + XII)**		**718.61**	**(1,993.11)**
XIV	**Other Comprehensive Income**	42 B		
	Items that will not be reclassified to profit or loss			
	(a) Remeasurement of the defined benefit plans		7.24	11.14
	(b) Income tax relating to the above		(1.88)	(2.90)
			5.36	**8.24**
XV	**Total Comprehensive Income for the period (XIII+XIV)**		**723.97**	**(1,984.87)**
XVI	**Earnings per equity share:**	53		
	(1) Basic		1.44	(3.99)
	(2) Diluted		-	-

The accompanying notes are an integral part of these financial statements

(i) Significant accounting policies and key accounting estimates and judgements Notes 1 to 2

(ii) Other Financial Notes 3 to 57

As per our report of even date
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DIN:07025342

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Director
DIN:07941510

Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date: 09/05/2023

Place: MANGALORE
Date: 09/05/2023

Mangalore SEZ Limited

Statement of Changes in Equity

for the period ended 31st March, 2023

A **Equity Share Capital**

(Rs. in lakhs)

	Particulars	As at 31.03.2023	As at 31.03.2022
i	**Balance at the beginning of the reporting period**	5,000.12	5,000.12
ii	Changes in equity share capital due to prior period errors	-	
iii	**Restated balance at the beginning of the current reporting period (i+ii)**	**5,000.12**	**5,000.12**
iv	Changes in equity share capital during the current year	-	
v	**Balance at the end of the reporting period (iii+iv)**	**5,000.12**	**5,000.12**

B **Other Equity**

(Rs. in lakhs)

	Particulars	As at 31.03.2023		As at 31.03.2022	
		Reserves and Surplus	Total	Reserves and Surplus	Total
		Retained Earnings		Retained Earnings	
i	**Balance at the beginning of the current reporting period**	(5,786.01)	(5,786.01)	(3,801.14)	(3,801.14)
ii	Changes in accounting policy or prior period errors	-	-	-	-
iii	**Restated balance at the beginning of the reporting period (i+ii)**	**(5,786.01)**	**(5,786.01)**	**(3,801.14)**	**(3,801.14)**
iv	Additions during the year:		-		
	Profit/(Loss) for the year/period	718.61	**718.61**	(1,993.11)	**(1,993.11)**
v	Items of OCI for the year, net of taxes:				
	Remeasurment benefit of defined benefit plans	5.36	5.36	8.24	**8.24**
vi	**Total Comprehensive Income for the current year (iii+iv+v)**	723.97	**723.97**	(1,984.87)	**(1,984.87)**
vii	Reductions during the year/period:				
	Transfer to general reserves	-	-	-	-
viii	Any other change	-	-	-	-
ix	**Total (vii+viii)**	-	-	-	-
x	**Balance at the end of the current reporting period (iii+vi-ix)**	(5,062.04)	**(5,062.04)**	(5,786.01)	**(5,786.01)**

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Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date: 09/05/2023

Place: MANGALORE
Date: 09/05/2023

Mangalore SEZ Limited

Statement of Cash Flows

for the period ended 31st March, 2023

(Rs. in lakhs)

Particulars		Year 2022-23		Year 2021-22	
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**				
	Profit before tax	**1,212.79**		**(722.45)**	
	Adjustments for:				
	- Depreciation and amortisation expense	3,580.56		3,604.66	
	- Net Impairment loss on financial assets	14,117.76		2,670.47	
	- Finance cost	3,787.61		3,763.97	
	- Interest on lease liability	205.07		207.00	
	-Provision for Gratuity	22.49		22.05	
	-Provision for Leave Encashment	20.19		20.38	
	-Provision for bonus	1.17		3.41	
	-Provision for other Employee benefits	73.47		70.36	
	- Provision for interest on income tax	-		4.71	
	-Interest Income	(155.05)		(109.78)	
	-Gain on sale of investments	(207.75)		(142.55)	
	-Fair value gain on mutual funds	0.38		(0.19)	
	-Deferred Government Grant	(82.50)		(82.50)	
	-Liabilities no longer required written back	(13,539.76)		-	
	-Interest on income tax refund	(13.29)		(147.57)	
	-Other (describe) - (Profit)/Loss on sale/discard of asset	56.85		72.74	
	Operating Profit before Working Capital Changes	**9,080.01**		**9,234.71**	
	Adjustments for:-				
	-(Increase)/decrease in Trade and other receivables	158.17		(595.91)	
	-(Increase)/decrease in Other assets	(281.26)		(13.88)	
	-Increase/(Decrease) in Trade payable and other liabilities	(1,440.31)		(2,410.92)	
	Increase/(Decrease) in provisions	(93.44)		(88.44)	
	Cash generated from Operating activities	**7,423.16**		**6,125.56**	
	Income Tax (Paid)/Refund	(121.30)		1,060.29	
	Net Cash generated from Operating activities		**7,301.86**		**7,185.86**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**				
	Payments for Property, plant and equipment	(957.19)		(992.58)	
	Payments for investment property	(78.85)		(53.76)	
	Payments for Intangible assets	(4.35)		-	
	Investment in term deposits	(577.62)		(23.27)	
	Proceeds from maturity of term deposits	-		26.15	
	Gain on redemption of mutual funds	207.75		142.55	
	Fair value gain on mutual funds	(0.38)		0.19	
	Interest received	132.01		117.57	
	Net Cash (used) in Investing activities		**(1,278.64)**		**(783.16)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**				
	Repayment of current borrowings	(1,482.98)		(2,304.90)	
	Repayment of non-current borrowings	(1,814.44)		(1,483.67)	
	Finance Cost paid	(3,775.36)		(3,755.05)	
	Interest paid on lease liability	(205.07)		(207.00)	
	Principal paid of lease liability	(27.81)		(21.64)	
	Net Cash (used) in Financing activities		**(7,305.66)**		**(7,772.26)**
D.	**Net (Decrease)/Increase in cash and cash equivalents [A+B+C]**		**(1,282.43)**		**(1,369.57)**
	Add: Opening Cash and Cash Equivalents		4,595.82		5,965.38
	Closing Cash and Cash Equivalents		**3,313.39**		**4,595.82**

Continued

Mangalore SEZ Limited

Statement of Cash Flows
for the period ended 31st March, 2023

Notes:

i The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 on Cash Flow statements.

ii Payments for property, plant and equipment includes movement of Capital Work-in-progres during the year.

iii Brackets indicate cash outflow/ deduction.

iv Cash and cash equivalents as per above statement comprises as under:

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Balances with Banks:		
'- Current account	30.68	291.75
Cash on hand	0.24	0.16
Investment in liquid mutual funds	3,282.47	4,303.91
Cash and cash equivalents in Cash Flow Statement	**3,313.39**	**4,595.82**

v Statement showing reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes

(Rs. in lakhs)

Particulars	As at 01.04.2022	Cash Flows	Non-cash changes		As at 31.03.2023
			Fair value changes	Current/Non-current classification	
Borrowings					
-Non Current	48,104.63	(1,814.44)	11.52	(1,813.50)	44,488.21
-Current	1,482.98	(1,482.98)	-	1,813.50	1,813.50

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Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date:09/05/2023

Place: MANGALORE
Date:09/05/2023

1. Corporate information

Mangalore SEZ Limited ("Company"), an unlisted Public Limited Company domiciled and incorporated in India having its registered office at Survey No. 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village, Mangalore Taluk, Karnataka -574 142 is engaged in the business of leasing and maintenance after development of property in Special Economic Zone (SEZ) and Domestic Tariff Area at Mangalore.

The Company is jointly promoted by Karnataka Industrial Area Development Board (KIADB), Oil & Natural Gas Corporation Limited (ONGC) and Infrastructure Leasing and Financial Services Limited (IL&FS).

2. Significant accounting policies

2.1. Statement of compliance

The Standalone Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 and Technical Guide on Accounting for Special Economic Zones (SEZs) Development Activities issued by the Institute of Chartered Accountants of India.

2.2 Basis of Preparation

The Standalone Financial Statements have been prepared on the historical cost basis except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.
Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or noncurrent as per the Company's operating cycle and other criteria set out in Ind AS-I Presentation of Financial Statements (Ind AS-I) and Schedule III to the Companies Act, 2013.
The Standalone Financial Statements are presented in Indian Rupees.

Fair value Measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the assets in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets and liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement at a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.
This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

2.3 Investments in subsidiaries

The Company records the investments in subsidiaries at cost less impairment loss, if any.

2.4 Non-current assets held for sale

Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable, and the

assets or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.
Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

2.5 Accounting for Government Grants and Disclosure of Government Assistance

Government grants are not recognized until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

These are recognized in the Standalone Statement of Profit and Loss on a systematic basis over the periods in which the Company recognizes the related costs for which the grants are intended to compensate.

Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognized at fair value as deferred revenue and disclosed as 'Deferred revenue arising from government grant a liability in the Standalone Balance Sheet and transferred to the Standalone Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

2.6 Property, Plant and Equipment (PPE)

Buildings held for use in the production or supply of goods or services or for administrative purposes, are stated in the Standalone Balance Sheet at cost less accumulated depreciation and impairment losses, if any.
Property, Plant and Equipment is stated at cost less accumulated depreciation and impairment losses ("Cost Model"). Cost includes of an asset comprises its purchase price or its construction costs (net of applicable tax credits) and any cost directly attributable to bring the asset into the present location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. The carrying amount of a PPE is de-recognized on disposal or when no further economic benefits are expected from its use and the gain / loss arising from such de-recognition is considered in the statement of profit and loss.
Depreciation of these PPE commences when the assets are ready for their intended use.
Depreciation is provided on the cost of PPE less residual value, under straight-line method in accordance with the Schedule II to the Companies Act, 2013 adopting the

useful life for assets as specified therein, except for the following, whose useful life have been taken on the basis of the technical certification obtained. However, the management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Asset	Useful life (in years)
Electrical Installations & Equipment's	15
Hydraulic works, pipelines & sluices	30
Marine Pipeline Asset – Pipeline Inside Sea	15
TTP Water Membranes	10
Car Parking Shed	20
Corridor	30
Common Effluent Treatment Plant	15
Furniture and Fixtures	10
Vehicles	08
Street light fixtures, Corridor structure painting, Machines viz., Grass cutting, Mobile Barriers, Boom Barriers, CETP Rooftops	05
MBBR Media	04
UPS backup	03

Depreciation on power distribution assets is provided at the rate of depreciation notified by Central Electricity Regulatory Commission (CERC).

Buildings and pipelines related to River Water System, Tertiary Treatment Plant and Water Treatment Plant are depreciated on Units of Production Method.

The estimated useful lives and residual values are reviewed at the end of each year and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sale proceeds and the carrying amount of assets and is recognized in the Statement of Profit and Loss.

The company follows a plan of physical verification of items of Property, Plant and Equipment to ensure full coverage over 3 years in a phased manner. This would provide adequate control having regard to the nature of assets and the operations of the Company.

2.7 Investment properties (Freehold Land):

Property (Freehold Land) that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment properties are measured initially at its cost, including related transaction costs, and where applicable borrowing costs. Subsequent expenditure including mandatory & unavoidable expenditure incurred on creation of infrastructure at R&R colony is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.8 Intangible Assets

(i) Intangible Assets and Amortization

Intangible assets acquired are measured on initial recognition at cost.
Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably and are amortized under straight line method as follows:

- Specialized software over a period of 5 years from the month of addition.
- Cost of Barrage usage Rights is amortized on a straight line basis over the lease period/life of the underlying asset whichever is less and determined at 25 Years.

(ii) De-recognition of Intangible Assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. When the asset is derecognized, Gains or losses, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized as impairment in the Statement of Profit & Loss.

2.9 Impairment of Assets

The Company reviews the carrying amount of its Property, Plant and Equipment (including Capital Works in progress) and intangible asset annually to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.
Recoverable amount is the higher of fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.
If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

An assessment is made annually as to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of impairment loss are recognized in the Statement of Profit and Loss.

2.10 Inventories

Inventories are valued at lower of cost (weighted average method) and net realizable value.

Unserviceable and scrap items, when determined, are valued at estimated net realizable value less all costs necessary to make the sale.

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

2.11 Revenue recognition

Under Ind AS 115, Revenue is recognized on satisfaction of performance obligation, which is measured at the amount of transaction price, net of variable consideration as part of contract, allocated to that performance obligation.

a) Sale of Goods

Revenue arising from sale of goods is recognized when the control is passed to the buyer and the company does not retain any managerial involvement in the goods transferred and the amount of revenue can be measured reliably.

1. Income from supply of River water and Tertiary Treated Plant are recognized on the basis of quantity committed/delivered to the units and invoiced at the agreed rates.
2. Income from distribution of power is recognized as per actual consumption billed at Karnataka Electricity Regulatory Commission (KERC) approved tariff.

b) Sale of Services

Revenue from services is recognized when the outcome of services can be estimated reliably and it is probable that the economic benefits associated with rendering of services will flow to the Company, the amount of revenue can be measured reliably.

1. Operation and Maintenance charges (O&M) and CETP Treatment & Usage Charges are recognized based on the agreed rates with the units.

2. Marine outfall usage charges, Corridor Usage charges, CETP joining fees, internal corridor charges received in advance are recognized over the useful life of the asset on proportionate basis.

c) Other Income:

1. Capital Gains are recognized based on the receipt of the redemption proceeds from the Liquid Mutual Funds
2. The Liquid Mutual funds are on Marked to market based on the closing NAV. Gain or Loss is accounted accordingly
3. Dividend income from the investments is recognized when the right to receive payment is established
4. Interest income from financial assets is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is that rate exactly discounts the estimated future cash receipts through the expected life of the financial asset to that assets net carrying amount on initial recognition.
5. Rental and other charges for usage of long term assets of the company which do not partake the character of lease, are recognized as and when they fall due as per the terms of the agreements.

2.12 Leases

The Company has adopted Ind AS 116 “Leases” effective 1st April, 2019, as notified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standard), Amendment Rules, 2019, using the modified retrospective method.
On transition, the adoption of the standard resulted in recognition of Right-to-Use assets with corresponding equivalent lease liabilities.

Lease Income and Lease rentals paid are recognized in accordance with the recognition and measurement principles as per Ind AS 116.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset. Lease other than financial lease are classified as operating lease.

AS LESSEE:

Land acquired from KIADB on a long term lease cum sale and to be converted into a sale subject to fulfillment of the terms and conditions is treated as finance lease and recognized under Investment Property.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term. Prepayments towards operating lease are amortized on straight line basis over the period of the lease. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

AS LESSOR:
Lease agreements with a definite term with no stipulation for transfer of the ownership of the asset by the end of the lease term or for further renewal, are treated as operating lease.

Lease Premium:
Lease Premium received/receivable are recognized on straight line basis over the lease term as specified in the lease agreements.

Lease Rentals:
Lease rentals are recognized as and when they fall due as per the terms of the lease agreements

2.13 Foreign Exchange Transaction

The functional currency of the Company is Indian Rupees which represents the currency of the economic environment in which it operates.

A foreign currency transaction is recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of each reporting period:

a. Foreign currency monetary items are translated using the closing rate.
b. Non Monetary items measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition or in the previous financial statements are recognized in the statement of profit and loss of the period.

2.14 Employee Benefits

a) Short term employee benefits:

Short term employee benefit are recognized in the year in which the service has been rendered by the employees and measured at cost.

All short term employee benefits are recognized at the undiscounted amount in the accounting period in which they are incurred.

b) Post-employment benefits

i. Defined Contribution Plans: The provident fund scheme and the employee pension scheme are defined contribution plans. The contribution paid / payable under the schemes are recognized during the period in which the employee renders the related service.

ii. Defined Benefit plans: The employee's gratuity liability is the company's defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the term of related obligations.

Actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI).

c) Long term employee benefits

The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

2.15 Taxes on Income

Income tax expense represents the aggregate of Current tax and Deferred tax.

(i) Current tax

Current tax is the amount of Income tax payable in respect of the taxable profit for a period.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect of situations in which applicable tax regulations re subject to interpretation ad establishes provisions where appropriate.

(ii) Deferred Tax

Deferred tax is recognized on deductable/taxable temporary differences between the carrying amounts of assets and liabilities in the Financial Statement and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. In the absence of virtual certainty of the recoverability, deferred tax on impairment provision is not considered as per prudent practise followed by the company consistently.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to get future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

(iii) Current and deferred tax for the year

Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.16 Borrowing Costs

Borrowing costs specifically identified in the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss applying the “effective interest method” as described in Ind AS 109, *Financial Instruments.*

Borrowing Cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.17 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by way of notes to accounts where an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

2.18 Financial instruments

A Financial Instrument is a contract that gives rise to a financial asset or a financial liability or an equity instrument of another entity.

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

2.19 Financial assets

Cash and cash equivalents

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

Financial assets at amortized cost

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

Financial assets at fair value through other comprehensive income

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

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. Financial assets in the form of trade receivables are initially measured at their transaction price unless those contain significant financial components measured in accordance with Ind AS-115.

Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure.

a) Lease receivables under Ind AS 116.

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows ‘simplified approach’ for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and

- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the cost of borrowing. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized in the statement of profit and loss (P&L). This amount is reflected under the head 'Net impairment loss on financial assets' 'in the Statement of P&L. The balance sheet presentation for various financial instruments is described below:

Derecognition of financial assets

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

2.20 Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and delivered financial instruments.

The measurement of the financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit or loss include liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near team. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk is recognized in OCI. These gains/losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

The category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor falls to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Financial liabilities

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

De-recognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognized and the consideration paid and payable is recognized in the Statement of Profit and Loss.

2.21 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.22 Cash Flow Statement

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

2.23 Operating Segments

Operating Segments are identified based on the business activities from which they earn revenue and incur expenses and whose operating results are regularly reviewed by the entities Chief operating decision maker and for which discrete financial information is available.

2.24 Critical Accounting Judgments and Key Sources of Estimation Uncertainty

Application of many of the accounting policies used in preparing the Financial Statements, MSEZL Management makes judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of judgments and estimation of uncertainty in the preparation of the Financial Statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment, useful lives of Property, Plant and Equipment, retirement benefit obligations, provisions, valuation of deferred tax assets and contingent assets & liabilities.

2.25 Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (Refer note 56), that the Management have made in the process of applying the Company's accounting policies and that have the significant effect on the amounts recognized in the Financial Statements.

2.26 Key sources of estimation uncertainty

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

a) Impairment of assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired, if any indication exists, or when annual impairment testing for an asset is required, the Company estimates that asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or groups of assets, when the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on investments, are recognized in the statement profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, am assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

b) Defined benefit obligation (DBO)

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

Note 3: Property, Plant & Equipment

(Rs. in lakhs)

Particulars	Gross carrying amount				Depreciation /Amortisation				Net carrying amount	
	As at 01.04.2022	Additions during the period	Deductions /Adjustments	As at 31.03.2023	As at 01.04.2022	Additions during the period	Deductions /Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Lease- Right-of-use assets										
Leasehold land	36.24	-	-	36.24	15.35	1.81	-	17.16	19.08	20.89
Lease assets (Refer Note no. 49)	2,324.08	-	2.35	2,321.73	335.61	113.31	-	448.93	1,872.80	1,988.47
Buildings	48,869.51	236.46	212.23	48,893.74	7,022.51	1,525.38	8.88	8,539.01	40,354.73	41,847.00
Plant and equipment	42,253.59	616.39	908.96	41,961.02	9,565.75	1,673.51	813.63	10,425.63	31,535.39	32,687.84
Weigh Bridge	5.19	-	-	5.19	2.63	0.38	-	3.00	2.19	2.57
Grass Cutting Machine	2.65	0.20	0.78	2.07	1.78	0.24	0.78	1.24	0.83	0.87
Computer	23.30	6.54	0.00	29.84	12.02	5.57	0.00	17.59	12.25	11.28
Mobile Barriers	0.80	-	-	0.80	0.80	-	-	0.80	-	0.00
Contineous Air Quality Monitoring	91.42	11.91	2.70	100.63	27.97	6.40	0.97	33.41	67.22	63.45
Diesel Generator CAAQMS	3.20	-	-	3.20	0.92	0.20	-	1.12	2.08	2.28
Online Analyzers CETP	6.50	-	-	6.50	1.83	0.41	-	2.24	4.26	4.67
Hydrulic works, pipelines & sluices	28,220.62	55.29	1.70	28,274.22	4,302.89	843.15	0.17	5,145.87	23,128.35	23,917.73
Transformers, Substations parts & Other fixed apparatus	2,129.48	26.07	-	2,155.55	706.90	102.43	-	809.33	1,346.22	1,422.59
Underground cables, towers, poles and fixtures	3,599.77	4.88	-	3,604.65	1,111.44	171.18	-	1,282.62	2,322.03	2,488.33
Electrical Installations & Equipment	8,170.66	511.49	903.79	7,778.36	3,396.58	543.54	811.72	3,128.40	4,649.96	4,774.08
Furniture and fixtures	109.58	2.91	-	112.49	61.03	8.28	-	69.31	43.18	48.54
Vehicles	191.56	-	-	191.56	130.56	22.75	-	153.31	38.25	60.99
Office equipment	89.90	11.70	5.35	96.25	64.00	8.97	3.48	69.49	26.76	25.89
Roads	8,499.74	338.03	-	8,837.77	8,075.99	168.65	-	8,244.63	593.14	423.75
Total	**1,02,374.19**	**1,205.50**	**1,128.89**	**1,02,450.80**	**25,270.80**	**3,522.66**	**825.99**	**27,967.48**	**74,483.32**	**77,103.39**
Previous Year	**1,02,128.47**	**356.23**	**110.51**	**1,02,374.19**	**21,769.34**	**3,538.49**	**37.02**	**25,270.80**	**77,103.39**	**80,359.13**

3(i) The company has taken borrowings from bank which carry charge over all the assets of the company (refer Note no.20 towards security and pledge).
3(ii) All the title deeds of immovable Property, Plant and Equipment, except the lease assets, are held in the name of the Company.
3(iii) Refer Note no.55(a) for disclosure of contractual commitments for acquistion of Property, Plant & Equipment.

3(iv) Corridor Asset:

In the development of the Special Economic Zone (SEZ), the Company has set up a Pipeline-cum-Road Corridor Project from New Mangalore Port Trust (NMPT) to Mangalore SEZ (MSEZ). The project has been developed and capitalized entirely during FY 20-21 on a self-sustainable, cost and revenue model under an agreement with two customers viz., MRPL and OMPL.

In terms of the agreement:

(a) All the three parties have contributed in equal shares towards cost of the project.

(b) The title, ownership, possession and maintenance of the assets vests with MSEZ only.

(c) OMPL and MRPL have been given perpetual rights to use the corridor for **specified width** leaving **substantial width** of the corridor for commercial exploitation by

(d) The ‘usership fee’ relating to the width allocated to OMPL and MRPL on ‘cost basis’ is adjusted against the contribution and the balance is also treated as ‘user fee’ but reckoned for ‘residual contribution’.

(e) The revenue on the corridor project from third party customers accrue to the three parties in the ratio of their ‘residual contributions’.

Note 4: Capital work in progress

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Capital work in progress		
Development of Land	2,653.59	2,653.59
Infrastructrure Development	4,046.17	4,013.49
Total	**6,699.76**	**6,667.08**

4(i) Capital work in progress includes Rs.2,653.59 lakh as at March 31, 2023 (Rs.2,653.59 lakh as at March 31, 2022) mandatory and unavoidable expenditure incurred on creation of infrastructure at R&R colony, pursuant to the Government of Karnataka ORder No.KE 309 REH, 2006, Bangalore dated 20.06.2007. The expenditure will be transferred to the cost of land in the year in which the obligation is completed.

4(ii) The Company has an obligation vide Government Order no. RD 309 REH 2006 dated 20.06.2007 to provide various compensations to the Project Displaced Families (PDFs) including one job per family and sites for construction. The PDFs can opt for cash in lieu of site and cash in lieu of job. The estimated provision in respect of various compensations is as under which has been included in development of land.

(Rs. in lakh)

Particulars	As at 31.03.2023	As at 31.03.2022
Rehabilitation Compensation including training	170.62	210.90
Rehabilitation Colony Development Cost	-	30.00
Total	**170.62**	**240.90**

The Company has made the above provision based on present obligation as a result of past event. Further, the said R&R package has been amended vide G.O. no. RD 116 REH 2011 dated 02.12.2011 by including the following:

a) Exit Option - the PDF's can opt for an ex-gratia cash in lieu of employment, in addition to the one time cash compensation payable as per earlier G.O.

b) Payment of stipend/sustenance allowance to PDF/nominees who do not opt for the ex-gratia as mentioned in option (a) above.

4(iii) Refer Note No.44 (i) and 44(ii) for disclosure on CWIP aging and completion schedule respectively.

4(iv) Refer Note No.55(a) for disclosure of contractual commitments for acquistion of Plant, Property & Equipment

Note 5: Investment Property

(Rs. in lakhs)

Particulars	Gross carrying amount				Amortisation				Net carrying amount	
	As at 01.04.2022	Additions during the period	Deductions/ Adjustments	As at 31.03.2023	As at 01.04.2022	Additions during the period	Deductions/ Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Land - Lease cum Sale	52,771.23	8.57	-	52,779.80	-	-	-	-	52,779.80	52,771.23
Previous Year	**46,487.98**	**6,283.25**	-	**52,771.23**	-	-	-	-	**52,771.23**	**46,487.98**

5(i) No fair value has been obtained for investment property.

5(ii) Refer Note no.43 on 'Title deeds not held in name of Company' and Note no.49(i) on Finance lease.

5(iii) Refer Note no.54 on 'amounts recognised in statement of profit & loss account'.

5(vi) Refer Note No.55(a) for disclosure of contractual commitments for Investment Property.

Note 6: Other Intangible Assets

(Rs. in lakhs)

Particulars	Gross carrying amount				Amortisation				Net carrying amount	
	As at 01.04.2022	Additions during the period	Deductions/ Adjustments	As at 31.03.2023	As at 01.04.2022	Additions during the period	Deductions/ Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Specialised Software	1.65	4.35	-	6.00	1.65	0.07	-	1.72	4.28	0.00
Barrage usage rights	1,584.49	-	-	1,584.49	462.14	66.02	-	528.16	1,056.33	1,122.35
Total	**1,586.14**	**4.35**	-	**1,590.49**	**463.79**	**66.09**	-	**529.88**	**1,060.61**	**1,122.35**
Previous Year	**1,586.14**	-	-	**1,586.14**	**397.62**	**66.17**	-	**463.79**	**1,122.35**	**1,188.52**

Note 7: Investments

(Rs. in lakhs)

Particulars	**No of shares**	**As at 31.03.2023**	**As at 31.03.2022**
Investments in Equity Instruments:			
- Unquoted Equity Shares:			
- Subsidiaries (measured at cost):			
a) MSEZ Power Limited, Mangaluru (Wholly owned subsidairy)	50,000	5.00	5.00
50,000 shares as on March 31, 2023; 50,000 shares as on March 31, 2022			
b) Mangalore STP Limited, Mangaluru (Partly owned subsidiary)	35,000	3.50	3.50
35,000 shares as on March 31, 2023; 35,000 shares as on March 31, 2022			
Total		**8.50**	**8.50**
Aggregate amount of unquoted investments - At Cost		**8.50**	**8.50**

Note 8: Trade Receivables

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Trade receivables		
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	-	-
(c) Trade Receivables which have significant increase in credit risk	-	-
(d) Trade Receivables - credit impaired	-	638.40
	-	**638.40**
Less: Allowance for bad and doubtful debts		
Considered good - Unsecured	-	-
Trade Receivables - credit impaired	-	-
	-	-
Total	**-**	**638.40**

Note 9: Other financial Assets

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Security Deposits	954.66	706.50
Bank deposits with more than 12 months maturity	0.59	0.54
Total	**955.25**	**707.04**

Note 10: Other Non current Assets

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Capital Advances:	154.19	154.19
Others		
-Security deposits	47.31	52.04
-Income Tax (Net of Provision)	188.40	299.44
Total	**389.90**	**505.67**

Note 11: Investments

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Investments in Mutual Funds - Quoted		
- SBI Liquid Fund - Direct plan Daily Income Distribution cum Capital Withdrawal		
2,88,712.282 units of face value of Rs.1,136.9344 each (Previous corresponding March, 2022 - 4,00,157.819 units of face value Rs.1,075.5542 each)	3,282.47	4,303.91
Total	**3,282.47**	**4,303.91**
Aggregate amount of quoted investments - At market value	**3,282.47**	**4,303.91**

Note 12: Trade Receivables

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Trade receivables		
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	1,859.09	2,284.65
(c) Trade Receivables which have significant increase in credit risk	3,339.76	-
(d) Trade Receivables - credit impaired	115.05	16,572.14
	5,313.90	**18,856.79**
Less: Allowance for bad and doubtful debts		
Considered good - Unsecured	60.56	148.70
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impared	115.05	11,693.93
	175.61	**11,842.63**
Total	**5,138.29**	**7,014.16**

Note on JBF Petrochemicals Ltd (JBF) claim settelement under IBC

Note 12 (i): Status of claim:

The company filed an application as an operational creditor with National Company Law Tribunal, Ahmedabad Bench under the IBC. The NCLT vide its order dated 28th January 2022 had directed the Company to place its claim before the Interim Resolution Professional (IRP) of the Corporate Debtor. Accordingly, the Company had filed the claim of Rs.54,572.62 Lakhs before the IRP of the corporate debtor and the same had been accepted as per list of Operational Creditors' Claims accepted till 16th February, 2022. The NCLT, Ahmedabad Bench, Court-2 has vide order dated 13th March, 2023 u/s 31 IBC pronounced order in matter of CIRP JBF Petrochemicals Limited. In accordance with the approved resolution plan in the said order, the operational creditors are entitled to receive 5.70% of the total admitted claim towards full and final settlement of dues payable by JBF under the CIRP. Thus, the company is entitled to receive Rs.3,110.63 Lakhs i.e, Rs.54,572.62 lakhs * 5.70% . The IRP has confirmed that payment shall be received on post infusion of funds by the Successful Resolution Applicant i.e. M/s GAIL (India) Limited in accordance with the implementation schedule provided in the NCLT approved resolution plan.

Note 12(ii): Accounting treatment during current year:

a. As detailed in above Note no.12(i), company has written off an irrecoverable amount of Rs.14,023.13 lakhs i.e.Rs.17,133.76 lakhs *minus* Rs.3,110.63 lakhs in the current year books of account. The company has written off Rs.14,023.13 lakhs by debiting the statement of profit & loss and crediting JBF ledger.

b. The company having written off an irrecoverable amount of Rs.14,023.13 lakh is current year books has correspondingly written back Rs.11,617.16 lakh (the impairment provision made for JBF dues as at 01st April, 2022) by crediting the statement of profit & loss as 'Other income - Liabilities no longer required written back' and debiting the provision for impairment.

Note no.12(iii): Trade Receivables aging schedule:
As at March 31, 2023

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 6 months	6 months - 1 year	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered	1,818.04	41.07	-	-	**1,859.10**
(ii) Undisputed Trade receivables which have significant increase in credit risk	-	-	-	3,110.63	**3,110.63**
(iii) Undisputed Trade receivables - credit	-	-	-	-	**-**
(i) Disputed Trade receivables - considered good	-	-	-	-	**-**
(ii) Disputed Trade receivables which have significant increase in credit risk	12.22	12.81	12.45	116.97	**168.56**
(iii) Disputed Trade receivables - credit impaired	-	-	-	-	**-**
Total	**1,830.26**	**53.88**	**12.45**	**3,227.60**	**5,138.29**

As at March 31, 2022

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 6 months	6 months - 1 year	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered	1,464.87	95.78	152.87	193.12	**1,972.82**
(ii) Undisputed Trade receivables which have significant increase in credit risk	-	-	-	-	**-**
(iii) Undisputed Trade receivables - credit	91.20	91.20	1,017.29	3,587.32	**4,878.21**
(i) Disputed Trade receivables - considered good	11.76	12.13	8.92	116.93	**163.13**
(ii) Disputed Trade receivables which have significant increase in credit risk	-	-	-	-	**-**
(iii) Disputed Trade receivables - credit impaired	-	-	-	-	**-**
Total	**1,567.83**	**199.11**	**1,179.07**	**3,897.38**	**7,014.16**

Note 13: Cash and Cash Equivalents

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(A) Cash and cash equivalents		
(a) Balances with banks:		
- Current accounts	30.68	291.75
(b) Cash on hand	0.24	0.16
Total	**30.92**	**291.91**

Note 14: Bank Balances other than above

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Other Balances with banks		
Term Deposits with original maturity of more than three months but less than 12 months	550.00	-
Term deposits held as margin money	909.35	881.73
Term deposit as per arbitration	1,921.00	1,921.00
Total	**3,380.35**	**2,802.73**

Note 15: Other Financial Assets

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Due from related parties	1.42	0.72
Interest accrued on deposits	42.74	19.70
Other receivables	27.81	49.97
Unbilled revenue (unsecured, considered good)	6.73	-
Total	**78.70**	**70.39**

Note 16: Current tax asset (net)

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Tax credits	246.03	323.04
Income tax provision	-	(322.95)
Total	**246.03**	**0.09**

Note 17: Other current assets

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Advances:		
(i) Advances to Suppliers	33.73	2.36
(ii) Advaces to Related party and Others	49.69	6.32
(ii) Balances with government authorities		
- Goods and Service Tax input	53.00	105.28
Prepaid expenses	356.44	326.38
Total	**492.86**	**440.34**

Note 18. Equity Share Capital

Authourised, Issued, Subscribed and Paid up Share Capital

(Rs. in lakhs)

	As at 31.03.2023	As at 31.03.2022
Authorised :		
425000000 Equity Shares of Rs. 10 each	42,500	42,500
Issued		
100000000 Equity Shares of Rs. 10 each fully paid up	10,000	10,000
Subscribed and fully Paid up capital		
50001200 Equity Shares of Rs. 10 each fully paid up	5,000.12	5,000.12
	5,000.12	**5,000.12**

Fully paid Equity shares	**As at 31.03.2023**		**As at 31.03.2022**	
	No. of Shares	**Amount in Rs. lakhs**	**No. of Shares**	**Amount in Rs. lakhs**
At the beginning of the year	5,00,01,200	5,000.12	5,00,01,200	5,000.12
Add: Issued during the year	-	-	-	-
At the end of the year	**5,00,01,200**	**5,000.12**	**5,00,01,200**	**5,000.12**

b) Terms / rights attached to equity shares:

(i) The Company has issued only one class of equity shares and no securities have been issued with the right / option to convert the same into equity shares at a later date.

(ii) No shares have been reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

(iii) The shares issued and subscribed carry equal rights and voting power.

(iv) All the shares issued and subscribed carry equal right of dividend declared by the Company and no restrictions are attached to any specific shareholder.

c) Details of Shareholders holding more than 5% of equity shares in the Company:

Name of the Shareholders	**As at 31.03.2023**		**As at 31.03.2022**	
	No. of Equity Shares	Percentage of Holding	No. of Equity Shares	Percentage of Holding
Fully paid Equity Shares of Rs.10 each held by:				
Infrastructure Leasing and Financial Services Limited (Associate)	2,50,00,000	50%	2,50,00,000	50%
Oil and Natural Gas Corporation Limited (Associate)	1,30,00,000	26%	1,30,00,000	26%
Karnataka Industrial Areas Development Board (Associate)	1,15,00,000	23%	1,15,00,000	23%

Note 18. Equity Share Capital

d) Details of Shareholding of Promoters:

As at 31.03.2023

Equity Shares held by promoters at the end of the year				% Change during the year
Sl. No.	Promoter Name	No of shares	% of total shares	
1	Infrastructure Leasing and Financial Services Limited	2,50,00,000	50%	-
2	Oil and Natural Gas Corporation Limited	1,30,00,000	26%	-
3	Karnataka Industrial Areas Development Board	1,15,00,000	23%	-

As at 31.03.2022

Equity Shares held by promoters at the end of the year				% Change during the year
Sl. No.	Promoter Name	No of shares	% of total shares	
1	Infrastructure Leasing and Financial Services Limited	2,50,00,000	50%	-
2	Oil and Natural Gas Corporation Limited	1,30,00,000	26%	-
3	Karnataka Industrial Areas Development Board	1,15,00,000	23%	-

Mangalore SEZ Limited
Notes accompanying financial statements

Note 19: Other Equity

(Rs. in lakhs)

Particulars	Reserves and Surplus	TOTAL
	Retained Earnings	
Balance at the end of the reporting period March 31, 2021	**(3,801.14)**	**(3,801.14)**
Changes in accounting policy	-	-
Restated balance at the beginning of the reporting period April 01, 2021 (A)	**(3,801.14)**	**(3,801.14)**
Additions during the year:		
Profit/(Loss) for the year	(1,993.11)	**(1,993.11)**
Items of OCI for the year, net of taxes:		
Remeasurment benefit of defined benefit plans	8.24	**8.24**
Total Comprehensive Income for the period March 31, 2022 (B)	(1,984.87)	**(1,984.87)**
Reductions during the year:		
Transfer to general reserves	-	-
Any other change -	-	-
Total (C)	-	-
Balance at the end of the reporting period March 31, 2022 (D= A+B+C)	**(5,786.01)**	**(5,786.01)**
Changes in accounting policy	-	-
Restated balance at the beginning of the reporting period April 01, 2022 (E)	(5,786.01)	**(5,786.01)**
Additions during the year:		-
Profit/(Loss) for the year	718.61	**718.61**
Items of OCI for the year, net of taxes:		-
Remeasurment benefit of defined benefit plans	5.36	**5.36**
Total Comprehensive Income for the period March 31, 2023 (F)	723.97	**723.97**
Reductions during the year:	-	-
Transfer to general reserves	-	-
Any other change	-	-
Total (G)	-	-
Balance at the end of the reporting period March 31, 2023 (E+F-G)	(5,062.04)	**(5,062.04)**

Note 20: Borrowings

(Rs. in lakhs)

Particulars	Maturity date	Terms of repayment	Effective interest rate	As at 31.03.2023	As at 31.03.2022
Secured					
Rupee Term Loans	March 2032	Sixty two unequal quarterly installments	8.59% (7.38%)*	46,365.66	49,663.08
Less: Amortized cost of debt				(63.95)	(75.47)
Non-current borrowings				**46,301.71**	**49,587.61**
Less: Current maturities of long-term borrowings (included under Current financial liabilities Note 27)				(1,813.50)	(1,482.98)
Total non-current borrowings				**44,488.21**	**48,104.63**

* Indicates the EIR as at 31.03.2022

(i) Term loan from banks including current maturities is secured by mortagage of the land and structure/lease hold rights, of the entire immovable assets of the borrower both present and future, excluding land & structure pertaining to the rehabiltation and resettlement of the colony and lands for which lease agreements with tenants of the SEZ project already in place. First charge on the entire assets of the borrower present and future both movable and immovable. First charge on all revenues/receivables accuring to the project.
(ii) There has been no default in payment of principal and interest during the year.

Note 21: Lease liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Lease liabilities (Refer Note no.48)	2,245.06	2,275.22
Less: Current maturities of lease liabilities (included under Other Current financial liabilities refer Note 28)	(34.56)	(27.80)
Total non current lease liabilities	**2,210.50**	**2,247.42**

Note 22: Other financial liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Payable towards capex related works	4,561.73	4,561.73
Retention monies relating to capex related works	381.13	381.13
Trade Deposits	251.51	208.21
Total	**5,194.37**	**5,151.06**

Payable to contractors towards retention monies are non-interest bearing.

Note 23: Provisions

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for employee benefits		
Provision for Gratuity (Refer Note no. 50)	146.58	137.76
Provision for Compensated absences (Refer Note no. 50)	85.01	81.33
Total	**231.59**	**219.09**

Note 24: Deferred tax

The major components of deferred tax liabilities/(assets) arising on account of timing differences are as follows:

As at 31st March, 2023

(Rs. in lakhs)

Particulars	**Balance Sheet**	**Recognised in Profit and Loss**	**Recognised in Other Comprehensive income**	**Balance Sheet**
	01.04.2022	**2022-23**	**2022-23**	**31.03.2023**
Difference between written down value of Property, Plant and Equipment as per the books of accounts and Income Tax Act, 1961	6,909.75	535.16	-	7,444.91
Difference between written down value of Intangible assets as per the books of accounts and Income Tax Act, 1961	248.62	(6.11)	-	242.51
Difference in carrying value and tax base of term loan measuerd at amortized cost	19.63	(2.99)	-	16.64
Employee benefit, provision for expense allowed for tax purpose on payment basis	(3.76)	(1.83)	1.88	(3.71)
DTA on non refundable one time user fee considered as income for Income Tax, while the same is amortized over the period of agreement under IND AS	(4,147.60)	(30.05)	-	(4,177.65)
Net Deferred tax liabilities	**3,026.64**	**494.18**	**1.88**	**3,522.70**

Note 25: Government grant

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Government grant (refer Note no.52)	1,695.38	1,777.88
Less: Current release of government grant (included under 'Other Current Liabilities' Refer Note 33)	(82.50)	(82.50)
Total	**1,612.88**	**1,695.38**

Note 26: Other non current liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Advances from customers	86,603.26	89,596.55
Less: Current release of advances from customers (included under 'Other Current liabilities' Refer Note 31)	(3,498.83)	(3,294.99)
Total (a)	**83,104.43**	**86,301.56**
Deferred income	212.30	190.83
Less: Current release of deferred income (included under 'Other Current Liabilities' Refer Note 31)	(13.33)	(10.08)
Total (b)	**198.97**	**180.75**
Total (a+b)	**83,303.40**	**86,482.31**

Note 27:Borrowings

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Current maturities of long term borrowings (refer Note no.20)	1,813.50	1,482.98
Total	**1,813.50**	**1,482.98**

Note 28: Lease liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Lease liabilities (refer Note no.21)	34.56	27.80
Total	**34.56**	**27.80**

Note 29: Trade Payables

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Outstanding dues to Micro and Small Enterprises	254.52	172.60
Outstanding dues of creditors other than Micro and Small Enterprises	705.26	1,077.91
Total	**959.78**	**1,250.51**

Note 29(i): The classification of the suppliers under Micro, Small and Medium Enterprises Development Act, 2006 is made on the basis of information made available to the Company.

Note 29(ii): Disclosure requirement as required under Micro, Small, & Medium Enterprises Development Act, 2006 is as follows

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year:		
Principal	254.52	172.60
b. The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts 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 (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	Nil	Nil
d. The amount of interest accrued and remaining unpaid at the end of the accounting year and	Nil	Nil
e. The amount of further interest due and payable even in the succeeding year, 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.	Nil	Nil

Note 29 (iii): Trade Payables aging schedule

As at 31.03.2023

(Rs. in lakhs)

Sl. No.	Particulars	Outstanding for following periods from the due of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	254.52	-	-	-	**254.52**
(ii)	Others	595.27	102.08	3.00	4.92	**705.26**
(iii)	Disputed dues-					
	MSME	-	-	-	-	-
	Others	-	-	-	-	-
	Total	**849.79**	**102.08**	**3.00**	**4.92**	**959.78**

As at 31.03.2022

(Rs. in lakhs)

Sl. No.	Particulars	Outstanding for following periods from the due of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	172.60	-	-	-	**172.60**
(ii)	Others	1,034.84	3.02	8.55	31.50	**1,077.91**
(iii)	Disputed dues-					
	MSME	-	-	-	-	-
	Others	-	-	-	-	-
	Total	**1,207.44**	**3.02**	**8.55**	**31.50**	**1,250.51**

Note 30: Other financial liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Retention monies relating to capex related works	92.85	199.45
Security Deposits	733.07	662.45
Earnest Money Deposit	8.10	13.88
Payable towards capex related works	907.14	833.26
Payable to employees	67.75	65.38
Others	6.15	6.30
Total	**1,815.06**	**1,780.72**

Payable to contractors towards project related EMD accepted by company and retention monies to contractors, are non-interest bearing.

Note 31: Other current liabilties

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Advances from customers (refer Note no.26)	3,498.83	3,294.99
Deferred income (refer Note no. 26)	13.33	10.08
Others		
-Payable towards Goods & Service tax	56.03	59.16
-Payable towards TDS and TCS under Income Tax	56.01	53.83
-Payable towards Providend fund, Profession Tax and ESI	1.93	1.97
Total	**3,626.13**	**3,420.03**

Note 32: Provisions

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee Benefits		
-Provision for Gratuity (Refer Note no.50)	7.99	7.12
-Provision for Compensated absences (Refer Note no. 50)	14.89	13.98
Provision towards Rehabilitation & Resettlement cost (refer Note no. 4 (ii))	170.62	240.90
Total	**193.50**	**262.00**

Movement for Rehabilitation & Resettlement provision

Particulars	As at 31.03.2023	As at 31.03.2022
Opening provision	240.90	1,105.66
Addition during the year	5.64	45.27
Provision write back during the year	-	(873.33)
Utilized during the year	(75.93)	(36.70)
Closing provision	**170.62**	**240.90**

Note 33: Government grant

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Government grant (refer Note no. 25)	82.50	82.50
Total	**82.50**	**82.50**

Note 34: Revenue from operations

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Sale of Products		
River water and Tertiary treated water	4,208.24	4,084.26
Power	7,416.37	6,888.51
Sale of Services		
Land Lease Premium	1,411.84	1,408.75
Land Lease Rental	608.03	382.09
Operation and Maintenance Charges	4,570.47	4,035.23
Usuage charges towards infrastructure facilities	2,148.53	2,445.76
Total	**20,363.48**	**19,244.60**

Note 35: Other Income and other gain/(losses)
(a) Other income

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Interest Income:		
(i) On financial assets measured at fair value	155.05	109.78
(ii) On security deposits measured at amortized cost	16.83	13.27
(iii) On income tax refund	13.32	147.57
Gain on redemption of mutual funds	207.75	142.55
Government grant amortization	82.50	82.50
Liabilities no longer required written back	13,539.76	-
Other non operating income	86.16	158.60
Total (a)	**14,101.37**	**654.27**

(b) Other gains/(losses)

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Fair value gain on mutual fund investment	(0.38)	0.19
Total (b)	**(0.38)**	**0.19**
Total other income (a+b)	**14,100.99**	**654.46**

Note 36: Cost of materials consumed

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Purchase of Power	6,504.85	5,709.57
STP water drawal charges	581.88	531.06
Total	**7,086.73**	**6,240.63**

Note 37: Employee benefit expense

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Salaries and allowances	674.43	646.64
Contribution to provident and other funds	10.23	10.33
Gratuity	22.49	22.05
Staff welfare expenses	47.19	62.38
Total	**754.34**	**741.40**

Note 38: Finance costs

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Interest on financial liabilities measured at amortized cost		
-Interest on bank borrowings	3,760.15	3,737.32
-Interest on security deposit	12.69	10.97
Interest on security deposits measured at fair value	27.46	26.65
Interest on lease liability at fair value (Note no. 48)	205.07	207.00
Other borrowing cost	23.36	17.00
Total	**4,028.73**	**3,998.94**

Note 39: Depreciation and amortisation expense

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Depreciation of Property, plant and equipment (Refer Note 3)	3,399.34	3,422.91
Amortization of right-of-use assets (Refer Note no. 3 and Note no.48)	115.13	113.31
Amortisation of Intangible assets (Refer Note no. 6)	66.09	68.44
Total	**3,580.56**	**3,604.66**

Note 37: Cost of materials consumed

(Rs. in lakhs)

Particulars	Quarter ended 31.03.2023	Quarter ended 31.12.2022	Quarter ended 31.03.2022	For period ended 31.03.2023	For period ended 31.03.2022	31-Mar-23	31-Mar-22
Purchase of Power	1,438.07	1,675.16	1,662.96	6,504.85	5,709.57	6,504.85	5,709.57
STP water drawal charges	156.49	171.00	133.26	581.88	531.06	581.88	531.06
Total	**1,594.56**	**1,846.16**	**1,796.22**	**7,086.72**	**6,240.63**	**7,086.72**	**6,240.63**

Note 38: Employee benefit expense

(Rs. in lakhs)

Particulars	Quarter ended 31.03.2023	Quarter ended 31.12.2022	Quarter ended 31.03.2022	For period ended 31.03.2023	For period ended 31.03.2022	31-Mar-23	31-Mar-22
Salaries and allowances	151.16	174.59	167.34	674.43	646.64	674.43	646.64
Contribution to provident and other funds	2.49	2.54	2.55	10.23	10.33	10.23	10.33
Gratuity	5.92	5.53	5.10	22.49	22.05	22.49	22.05
Staff welfare expenses	12.82	5.10	14.86	47.19	62.38	47.19	62.38
Total	**172.39**	**187.77**	**189.86**	**754.33**	**741.40**	**754.34**	**741.40**

Note 39: Finance costs

(Rs. in lakhs)

Particulars	Quarter ended 31.03.2023	Quarter ended 31.12.2022	Quarter ended 31.03.2022	For period ended 31.03.2023	For period ended 31.03.2022	31-Mar-23	31-Mar-22
Interest on financial liabilities measured at amortized cost							
-Interest on bank borrowings	986.87	928.19	902.90	3,760.15	3,737.32	3,760.15	3,737.32
-Interest on security deposit	5.02	2.56	5.48	12.69	10.97	12.69	10.97
Interest on security deposits measured at fair value	7.38	6.72	6.57	27.46	26.65	27.46	26.65
Interest on lease liability at fair value (refer Note no. 45)	50.49	51.61	50.97	205.07	207.00	205.07	207.00
Other borrowing cost	5.71	9.14	4.86	23.36	17.00	23.36	17.00
Total	**1,055.47**	**998.21**	**970.78**	**4,028.73**	**3,998.94**	**4,028.73**	**3,998.94**

Note 40: Depreciation and Amortisation Expense

(Rs. in lakhs)

Particulars	Quarter ended 31.03.2023	Quarter ended 31.12.2022	Quarter ended 31.03.2022	For period ended 31.03.2023	For period ended 31.03.2022	31-Mar-23	31-Mar-22
Depreciation of Property, plant and equipment (Refer Note 3)	823.92	897.62	836.30	3,399.34	3,422.91	3,399.34	3,422.91
Amortization of right-of-use assets (Refer Note 3 and Note no.XXXX)	28.39	29.01	27.94	115.13	113.31	115.13	113.31
Amortisation of Intangible assets (Refer Note 6)	16.31	16.66	16.85	66.09	68.44	66.09	68.44
Total	**868.62**	**943.29**	**881.09**	**3,580.55**	**3,604.66**	**3,580.55**	**3,604.66**

Note 40: Impairment losses (Net)

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Impairment written off - trade receivables	14,023.13	104.69
Impairment written off -PPE & non-current assets	44.30	27.33
Fair Value loss provision (Note no. 46C)	50.33	2,538.45
Total	**14,117.76**	**2,670.47**

Note 41: Other expenses

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Rent	50.10	51.58
Rates & taxes	452.00	533.65
Repair and Maintenance	2,487.28	2,122.03
Insurance	112.26	106.62
Advertising and publicity	14.12	16.28
Travelling expenses	85.54	69.19
Professional & consultancy charges	39.95	50.01
Legal fees	29.01	3.53
Payment to auditors (Note no. 41(i))	9.50	10.64
Corporate social responsibility (Note no. 41 (ii))	-	-
Interest on income tax	-	4.71
Miscellaneous Expenses	403.80	397.18
Total	**3,683.56**	**3,365.41**

Note 41(i): Payment to auditors

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Audit fee	3.75	3.75
Tax Audit fee	1.00	1.00
Limited Review and Certification fees	3.50	4.10
Re-imbursement of expenses	1.25	1.79
Total payment to auditors	**9.50**	**10.64**

Note 41(ii): Corporate Social Responsibility Expenses

(Rs. in lakhs)

Particulars	Year 2002-23	Year 2021-22
A. Gross amount required to be spent by the Company	-	-
B. Amount spent during the year on:	-	-
i. Construction/Acquisition of any assets	-	-
ii. Purposes other than (i) above	-	-
Total	-	-
Amount spent against current year budget	-	-
Amount spent against previous year	-	-

Note 42 A: Income tax expense

The major components of income tax expense for the year are as under:

Income tax recognised/reported in the Statement of Profit and loss

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Current tax:		
Current tax on profits for the year	-	317.51
Adjustments for current tax of prior periods	(0.002)	(2.60)
Total current tax expense	**(0.002)**	**314.91**
Deferred tax:		
-Increase/(Decrease) in deferred tax	494.18	955.75
Total deferred tax expense/(benefit)	**494.18**	**955.75**
Income tax expense	**494.18**	**1,270.66**
Income tax expense is attributable to:		
Profit from continuing operations	**494.18**	**1,270.66**

Note 42 B: Expenses recognised in the Other Comprehensive Income

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Actuarial (Gains)/Losses on Defined benefit obligation	(7.24)	(11.14)
Total	**7.24**	**11.14**

Deferred tax related to items recognised in OCI

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Income tax charged on Defined benefit obligation	1.88	2.90
Total	**1.88**	**2.90**

Note no.43:Title deeds of Immovable Property not held in name of the Company

Table 1: Statement showing the details of total land area:

Area Details - in Acres

Total Area as on 01.04.2022	Transferred to KIADB for MRPL Purpose	Balance area	Land handed/yet to be handed over to entities related to R&R Colony viz, local bodies & PDF	Balance land as on 31.03.2023	Registerd Land as on 31.03.2023		Un-registered land as on 31.03.2023	Total Area as on 31.03.2022	Area Registered as on 31.03.2022	Land surrendered to KIADB and land handed over to PDF/Local bodies	Balance not registered as on 31.03.2022 (after surrender to KIADB)
					Acres	Registeration date					
2346.92	251.23	2095.69	199.33	**1896.36**	1533.22	17.02.2011	266.63	**2346.92**	1,629.73	450.56	266.63
					9.99	11.08.2011					
					86.52	10.11.2014					
2346.92	**251.23**	**2095.69**	**199.33**	**1896.36**	**1629.73**		**266.63**	**2,346.92**	**1,629.73**	**450.56**	**266.63**

(*) The 199.33 Acres includes (i) 91.8707 Acres handed over to Project Displaced Families (PDFs), (ii)1.2785 Acres yet to be handed over to PDFs and (iii) 106.1809 Acres handed over to Local bodies, as per the Government of Karnataka Rehabilitation & Resettlement Policy.
(**) 266.6292 acres of land is in possession but unregistered.

Table 2: Statement showing title deeds of Immovable Property not held in name of the Company

Sl. No.	Relevant line item in the Balance sheet	Description of item of property	Gross carrying value - Rs. In lakhs	Title deeds held in the name of	Whether title deeds holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
A	**Investment property**	**Land - Acres**					
i		199.33	16,143.30	Project displaced families and Local authourities	No	Year 2011	The Company has developed Rehabilitation and Resettlement Colonies for the Project Displaced families as per GoK order No.KE 309 REH, 2006, Bangalore dated 20.06.2007. The developed colonies along with common infrastructure developed areas are handed over to the indivdual PDF and local authourities respectively.
ii		266.63	4,661.17		Yes, held by KIADB who is a Co-promoter and also the lessor of the property.	Year 2012	This land is situated outside the notified SEZ area. The land is being utilized for various utilities viz., corriodor, approach roads,green belt. The land is also held for lease to DTA industries. As and when the land use pattern is firmed up based on the requirement the Company will take up registration.

Further, refer to Note no.49(i) on Finance lease

Note 44: Capital-Work-in Progress (CWIP)

(i) Aging schedule
As at 31.03.2023

(Amount in Rs. lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
R&R Colony Development	-	-	-	2,653.59	**2653.59**
By Pass road works	-	-	-	3,320.05	**3320.05**
Providing and laying MS Pipeline in the river bed	12.00	114.28	-	-	**126.28**
Roof sheeting works over Sarapady Head works	17.00	-	-	-	**17.00**
Pass section building works	36.05	-	-	-	**36.05**
Development Commissioner Office Building Works	2.71	-	-	-	**2.71**
COD online sensor	8.75	-	-	-	**8.75**
Sarapady Rooftop SRTPV Plant	2.34	-	-	-	**2.34**
CETP 3.5MLD-4.5MLD works	185.80				**185.80**
Projects temporarily suspended					
Boundary Wall Package 3 (*)				347.19	**347.19**
Total	**264.65**	**114.28**	**-**	**6,320.83**	**6,699.76**

Aging schedule
As at 31.03.2022

(Amount in Rs. lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
R&R Colony Development	-	-	-	2,653.59	**2,653.59**
By Pass road works	-	-	-	3,260.05	**3,260.05**
DAF and Digister system	21.49	235.44	-	-	**256.93**
Installation of Electromagnetic flow meters	16.7	-	-	-	**16.70**
Construction of Chemical storage house	9.24	-	-	-	**9.24**
CAAQMS spares	9.1	-	-	-	**9.10**
Projects temporarily suspended					**-**
Providing and laying MS Pipeline in the river bed	114.28	-	-	-	**114.28**
Boundary Wall Package 3				347.19	**347.19**
Total	**170.81**	**235.44**	**-**	**6,260.8**	**6,667.08**

(ii) Completion schedule:
As at 31.03.2023

(Amount in Rs. lakhs)

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Providing and laying MS Pipeline in the river bed	126.28	-	-	-	**126.28**
Roof sheeting works over Sarapady Head works	17.00	-	-	-	**17.00**
Pass section building works	36.05	-	-	-	**36.05**
Development Commissioner Office Building Works	2.71	-	-	-	**2.71**
COD online sensor	8.75	-	-	-	**8.75**
Sarapady Rooftop SRTPV Plant	2.34	-	-	-	**2.34**
CETP 3.5MLD-4.5MLD works	185.80	-	-	-	**185.80**
Projects temporarily suspended					
Boundary Wall Package 3 (*)	347.19	-	-	-	**347.19**
Total	**726.12**	**-**	**-**	**-**	**726.12**

Completion schedule:
As at 31.03.2022

(Amount in Rs. lakhs)

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
DAF and Digister system	310.00	-	-	-	**310.00**
Installation of Electromagnetic flow meters	16.70	-	-	-	**16.70**
Construction of Chemical storage house	20.71	-	-	-	**20.71**
CAAQMS spares	9.10	-	-	-	**9.10**
Projects temporarily suspended					**-**
Providing and laying MS Pipeline in the river bed	114.28	-	-	-	**114.28**
Boundary Wall Package 3	347.19	-	-	-	**347.19**
Total	**817.98**	**-**	**-**	**-**	**817.98**

(*) Boundrywall: Due to agitations from the local residents the balance portion of Boundrywall works could not be executed & hence the contract was closed in FY 2015-16. The company is pursuing with the District Administration and local residents to resolve the issue. The company would assess the status of completion of the boundry wall works and capitalize accordingly.

Mangalore SEZ Limited
Notes accompanying financial statements

Note No. 45: Ratios

	Particulars	31-Mar-23 Reference	31-Mar-23 Amount Rs. in lakh	31-Mar-23 Ratio	31-Mar-22 Reference	31-Mar-22 Amount Rs. in lakh	31-Mar-22 Ratio	% Variance	Reasons if variance is more than 25%
(a)	Current Ratio, (i/ii)			1.48			1.80	-17.41%	-
	Current assets (i)	As per BS	12,649.62		As per BS	14,923.53			
	Current liabilities (ii)	As per BS	8,525.03		As per BS	8,306.54			
(b)	Debt-Equity Ratio, (i/ii)			0.54			0.56	-4.63%	-
	Debt (i)	Note No: 20	46,365.66		Note No: 20	49,663.08			
	Equity								
	Equity	As per BS	(61.92)		As per BS	(785.89)			
	Long term advances	Note No: 26	86,584.53		Note No: 26	89,172.60			
	Net Equity (ii)		**86,522.61**			**88,386.71**			
(c)	Debt Service Coverage Ratio (i/iv)			1.74			1.54	13.27%	-
	Earnings before Interest, Depreciatoin and Tax (i)								
	Total Income	As per P&L	34,464.47		As per P&L	19,899.06			
	Less: Liabilities no longer required written back	As per P&L	13,539.76						
	Total Income (ii)		**20,924.71**						
	Less: Operating expenses (iii)								
	Cost of materials consumed	As per P&L	7,086.73		As per P&L	6,240.63			
	Employee benefit expense	As per P&L	754.34		As per P&L	741.40			
	Interest on security deposits; Interest on Lease assets; Other borrowing costs	Note No: 38	268.58		Note No: 38	261.62			
	Other expenses	As per P&L	3,683.56		As per P&L	3,365.41			
	Total operating exepnses		**11,793.21**			**10,609.06**			
	Earnings before Interest, Depreciatoin and Tax (ii-iii)		***9,131.50***			***9,290.01***			
	Debt (iv)								
	Current maturities of long term borrowings	As per BS	1,482.98		As per BS	2,304.90			
	-Interest on bank borrowings	Note No: 38	3,760.15		Note No: 38	3,737.32			
			5,243.12			**6,042.22**			
(d)	Return on Equity Ratio, (i/ii)			1160.5%			253.61%	357.61%	The PAT for the current year is positive and also, the net equity for the year has improved resulting in overall variance more than 25%.
	Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.61		As per P&L	(1,993.11)			
	Equity (ii)	As per BS	(61.92)		As per BS	(785.89)			
(e)	Inventory turnover ratio,	**Not applicable**							
(f)	Trade Receivables turnover ratio, (i/iii)			9.87			7.75	27.31%	The outstanding dues from customers is realized in current year, thereby improving the base factor of closing trade receivables in comparision to previous year closing trade receivables.
	Revenue from operations (i)	As per P&L	20,363.48		As per P&L	19,244.60			
	Less: One time revenue amortizations	As per P&L	2,619.92		As per P&L	2,692.05			
	Net Revenue from operations (i)		**17,743.56**			**16,552.55**			
	Net closing trade receivables - Considered good, unsecured (ii)	Note No: 12	1,798.53		Note No: 12	2,135.95			

Note 45 Contd….

Note No. 45: Ratios

(g)	Trade payables turnover ratio (i/ii)			11.22			7.68	46.08%	The qunatum of power purchase from IEX has increased in current year, wherein the payment for purhcase is made on daily basis. The closing trade payable is lower compared to previous year due to less power purhcase payable to MESCOM. Thereby contributing to increase in turnover ratio for current year resulting in variance more than 25%.
	Value Goods and services obtained (i)								
	-Cost of material consumed	As per P&L	7,086.73		As per P&L	6,240.63			
	-Other Expenses	As per P&L	3,683.56		As per P&L	3,365.41			
	Net value of goods and services obtained (i)		**10,770.29**			**9,606.04**			
	Closing trade payable (ii)	As per BS	959.78		As per BS	1,250.51			
(h)	Net capital turnover ratio (i/ii)			4.94			2.91	69.76%	The increase in turnover coupled with decrease in working capital position has lead to increase variance.
	Total revenue from operations (i)	As per P&L	20,363.48		As per P&L	19,244.60			
	Net Working capital (ii =a-b)		4,124.59			6,617.00			
	Current asset (a)	As per BS	12,649.62		As per BS	14,923.53			
	Current liabilities (b)	As per BS	8,525.03		As per BS	8,306.54			
(i)	Net profit ratio (i/ii)			2.09%			-10.0%	120.82%	The positive PAT for the current year vis-à-vis the negative PAT for previous year has resulted increased % variance more than 25%.
	Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.61		As per P&L	(1,993.11)			
	Total Income (ii)	As per P&L	34,464.47		As per P&L	19,899.06			
(j)	Return on Capital employed,			0.54%			-1.44%	137.46%	The positive PAT for the current year vis-à-vis the negative PAT for previous year has resulted increased % variance more than 25%.
	Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.61		As per P&L	(1,993.11)			
	Capital employed (ii)								
	Equity								
	Equity	As per BS	(61.92)		As per BS	(785.89)			
	Long term advances	Note No: 26	86,584.53		Note No: 26	89,172.60			
	Net Equity		**86,522.61**			**88,386.71**			
	Debt	Note No: 20	46,365.66		Note No: 20	49,663.08			
	Total capital employed (Debt + Equity) (ii)		**1,32,888.27**			**1,38,049.79**			
(k)	Return on investment								
	Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.61	0.67%		(1,993.11)	-2%	136.90%	The positive PAT for the current year vis-à-vis the negative PAT for previous year has resulted increased % variance more than 25%.
	Investment:		**1,07,885.00**			**1,10,412.37**			
	-Net PPE (excluding lease assets)	Note No: 3	72,591.44		Note No: 3	75,094.04			
	-CWIP	Note No: 4	6,699.76		Note No: 4	6,667.08			
	-Investment property	Note No: 5	52,779.80		Note No: 5	52,771.23			
	-Intangible assets (excluding software)	Note No: 6	1,056.33		Note No: 6	1,122.35			
	Less: Contributions received								
	For Corridor Project		(19,514.33)			(19,514.33)			
	For Marine Outfall		(3,758.00)			(3,758.00)			
	For CETP and Flyover - Governemnt Grant		(1,970.00)			(1,970.00)			

Note no. 46A: Category-wise Classification of Financial instruments

(Rs. in lakhs)

Financial assets measured at fair value through profit or loss (FVTPL)	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Investments in quoted mutual funds	11	-	-	3,282.47	4,303.91
		-	-	**3,282.47**	**4,303.91**

Financial assets measured at fair value through other comprehensive income (FVTOCI)	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Investment in unquoted equity shares (*)	7	8.50	8.50	-	-
		8.50	**8.50**	-	-

Financial assets measured at amortized cost	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Trade Receivables	8, 12	-	638.40	5,138.29	7,014.16
Term deposits with original maturity of more than 12 months	9	955.25	707.04	-	-
Cash and cash equivalents	13	-	-	30.92	291.91
Term deposits	14	-	-	3,380.35	2,802.73
Others	15			78.70	70.39
		955.25	**1,345.44**	**8,628.26**	**10,179.20**

Financial liabilities measured at fair value through profit or loss	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
		-	-	-	-

Financial liabilities measured at fair value through amortized cost	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Term loan from bank	20, 27	44,488.21	48,104.63	1,813.50	1,482.98
Lease liabilities	21, 28	2,210.50	2,247.42	34.56	27.80
Trade deposits	22	251.51	208.21	-	-
Trade payables	29	-	-	959.78	1,250.51
Retention monies relating to capital expenditure/projects	30	381.13	-	92.85	199.45
Security Deposits	30	-	-	733.07	662.45
Payable to contractors towards project related Earnest Money Deposit	30	-	-	8.10	13.88
Payable towards capital/project related expenditure/works	22, 30	4,561.73	4,561.73	907.14	833.26
Payable to employees	30	-	-	67.75	65.38
Others	30			6.15	6.30
		51,893.07	**55,121.98**	**4,622.90**	**4,542.01**

(*) Investments in the equity shares represents the investment is subsidiary companies and the shares are not held for trading. The Company has chosen to measure these investments in equity instruments at FVTOCI irrevocably as the management believes that presenting fair value gains and losses relating to these investments is the Statement of Profit and Loss may not be indicative of the performance of the Company.

Note no. 46(B): Fair value measurements

(i) The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities:

As at March 31, 2023

(Rs. in lakhs)

Financial assets	Refer Note	Fair value as at 31.03.2023	Fair Value hierarchy		
			Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in quoted mutual funds	11	3,282.47	3,282.47	-	-
Financial assets measured at fair value through other comprehensive income					
Investment in unquoted equity shares	7	8.50	-	-	8.50

As at March 31, 2022

(Rs. in lakhs)

Financial assets	Refer Note	Fair value as at 31.03.2022	Fair Value hierarchy		
			Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in quoted mutual funds	11	4,303.91	4,303.91	-	-
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investment in unquoted equity shares	7	8.50	-	-	8.50

(ii) Valuation technique used to determine fair value

Financial instruments measured at fair value

The valuation technique used to value financial instruments at fair value is based on the quoted market prices of mutual funds recognized at their closing NAV per unit

The fair value of security deposits is determined using cost of borrowing.

Note no. 46 (C): Financial Risk Management - Objectives and Policies

The Company's financial liabilities comprises mainly of viz., term loan borrowings, trade payables and other payables. The Company's financial assets comprises mainly of cash and cash equivalents, trade receivables, investments in mutual funds and other receivables.

The Company has financial risk exposure in the form of viz., market risk, credit risk and liquidity risk. The Risk Management Committee under the Board of Directors oversees the risk to which the Company is exposed and operates.

The present disclosures made by the Company summarizes the exposure to the financial risks.

1) 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 price comprises three types of risk: currency risk, interest rate risk and other price risk. The financial instruments affected by market risk includes rupee term loan and loans & advance.

a) Interest Rate Risk exposure

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 has availed significant rupee term loans at floating interest rates from State Bank of India, New Delhi. The interest rate is six months MCLR rate of SBI plus spread 0.25% (w.e.f.01-01-23) and the interest rate is reset once every six months.. The Company has not entered into any of the interest rate swaps and hence, the Company is exposed to interest rate risk.

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

Rs. in lakhs

	31-Mar-23	31-Mar-22
Variable rate borrowings	46,365.66	49,663.08
	46,365.66	**49,663.08**

As at the end of the reporting period, the company has the following variable rate borrowings outstanding:

31-Mar-23				**31-Mar-22**			
	Weighted average interest rate	Balance Amount in Rs. lakh	% of total loans		Weighted average interest rate	Balance (*) Amount in Rs. lakh	% of total loans
Rupee term loan	7.81%	46,365.66	100%	Rupee term loan	7.23%	49,663.08	100%
Exposure to cash flow interest rate risk		46,365.66	100%	Exposure to cash flow interest rate risk		49,663.08	100%

(Note no. 46 C continued)

Interest Rate Sensitivity analysis

The Company considering the economic environment in which it operates has determined the interest rate sensitivity analysis (interest exposure) at the end of the reporting period. The interest rate for the Company are floating rates and hence, the analysis is prepared assuming the amount of the borrowings outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point +/- fluctuation in the interest rate is used for disclosing the sensitivity analysis.

(Rs. in lakhs)

	Impact on Profit before tax	
Sensitivity	31-Mar-23	31-Mar-22
Interest rates - increase by 50 basis points	240.07	257.79
Interest rates - decrease by 50 basis points	(240.07)	(257.79)

The interest rate sensitivity analysis is done holding on the assumption that all other variables remaining constant.

The increase/decrease in interest expense is directly attributable to the Company's exposure to interest rates on its variable rate of borrowings.

b) Foreign currency risk exposure

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company undertakes transactions in Indian Rupees and its borrowings/loans payable & trade receivables are also denominated in Indian Rupees and hence, there is no exposure to foreign exchange operations and as such no rate fluctuations involves.

Foreign currency rate sensitivity analysis:
Since, there is no foreign currency risk, sensitivity analysis for the same does not arise

c) Other price risk

Other price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market traded prices. The Company invests in liquid fund - Direct plan Daily IDCW (Cash). The Company's equity investment in its subsidiary is not held for trading and hence, there is no risk of price movement.

(Note no. 46 C continued)

2) Credit Risk

The Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, Bank balances and other receivables.

The Company primarily deals with the units/consumers operating inside the Mangalore Special Economic Zone (MSEZ). The units/consumers are the industries who have invested in MSEZ for setting up their industry. The Company enters into MOU/Lease deed for lease of land and receives on-time lease premium (as per agreed milestones) and also collects annual lease rentals. The Company supplies water;power and provides services to units/consumers through pre-determined contracts and agreed rates. In so far as supply of power is concerned the Company charges tariff based on the approved tariff by regulatory commission. The Company's exposure are continuously monitored and the aggregate value of transactions is reasonably spread amongst the units. The Company upon entering into MOU/lease agreement for balance leaseble land with the prospective units/consumer would receive one-time lease premium and annual rentals and concurrently, would also receive steady operating cash flows through sale of products and supply of services.

The credit risk arising from the exposure of investing in mutual funds and bank balances is limited and there is no collateral held against these because the counterparties are the recognized financial institutions and public sector banks, which are creditworthy.

The credit period in majority of the trade receivables range from 7 days-15 days and average credit period is less than 30 days. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. The concentration of the credit risk is generally limited due to fact that the area of operation of the Company is confined to one geography (MSEZ) and the number of units/consumers are also limited, wherein again the credit risk mitigated through pre-existing contract obligations.

For trade receivables, as a practical expedient, the Company computes the credit loss allowance if there is life-time expected credit losses and fair value loss measured at present value, based on rate of cost of borrowing.

(Note no. 46 C continued)

Movement in expected credit loss allowance on trade receivables

Rs. in lakhs

Particulars	31.03.2023	31.03.2022
Balance at the beginning of the year	11,842.63	9,304.72
Impairment allowance	50.33	3,063.10
Fair value losses provided/(write back)	(11,717.35)	(419.95)
Impairment written-off		(105.24)
Balance at the end of the year	**175.61**	**11,842.63**

3) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly to meet obligations when due. The Company's exposure to liquidity risk arises primarily from mismatches of values of the financial assets and liabilities.

The Company manages the liquidity risk by (i) maintaining adequate and sufficient cash and cash equivalents including investments in mutual funds (ii) making available the funds from realizing timely maturities of financial assets to meet the obligations when due. The management monitors rolling forecast of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. Also, the Company manages the liquidity risk by projecting cash flows considering the level of liquid assets necessary to meet the obligations by matching the maturity profiles of financial assets and financial liabilities and monitoring balance sheet liquidity ratios. Further, the liquidity risk management involves matching the maturity profiles of financial assets and financial liabilities.
The company makes an annual/long term financial plan so as to ensure there are no maturity mismatches in settlement of liabilities.

Note no. 46 (D): Capital Management

The Company's objective when managing capital are to:

a) safeguard the Company's ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

b) Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may vary the distribution of dividends to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

As at March 31, 2023, the Company has only one class of equity share and rupee term loan. Consequent to such capital structure, there are no externally imposed capital requirements.

The capital structure of the Company consists of debt (borrowings as detailed **in notes 20 and 27** and total equity including advances received from units towards lease of land and use of infrastructure facilities of the Company and monitors capital, based on this capital structure's gearing ratio.

The gearing ratio at the end of the reporting period is computed as follows

Rs. in lakhs

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
i) Debt	46,365.66	49,663.08
ii) Equity share capital	5,000.12	5,000.12
iii) Other equity	(5,062.04)	(5,786.01)
iv) One time non-refundable amounts from customers	86,584.53	89,172.60
v) Total equity [(ii)+(iii)+(iv)]	**86,522.61**	**88,386.71**
vi) Debt to equity ratio (times) - [i/iv]	0.54	0.56

Note no.47: Segment reporting

The company has only one operating segment i.e.Development, Operation & Maintenance of Mangalore Special Economic Zone.

Note no. 48: Leases - As lessee

Right-of-use assets - Ind-AS 116

Rs. in lakhs

Sl. No.	Particulars	Note	31-Mar-23	31-Mar-22
1	Depreciation charge for right-of-use assets	3	115.13	113.31
2	Interest expense on lease liabilities	38	205.07	207.00
3	Total cash outflow for leases	Refer Cash flow statement	(232.88)	(228.64)
4	Carrying amount of right-to-use assets	3	1,872.80	1,988.47
5	Present value of lease liabilities	21, 28	2,245.06	2,275.22

The estimated future undiscounted cash flows for lease is as follows:

Rs. in lakhs

Sl. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Future Lease payments payable from the end of the year	4,760.69	4,998.31
i	Upto one year	236.62	232.57
ii	Between one to three years	486.38	478.07
iii	Between three to five years	504.47	495.82
iv	More than five years Total -	3,533.21	3,791.84
2	**Total - (i+ii+iii+iv)**	**4,760.69**	**4,998.31**
3	Less: Interest Cost	2,515.62	2,723.09
4	Net Lease liability (2-3)	2,245.06	2,275.22
5	Perpetual Lease liability	2,245.06	2,275.22
6	Less: Inter group eliminations	-	-
7	**Total lease liabilities (5-6)**	**2,245.06**	**2,275.22**

Note no. 49: Leases - As lessor

Lease of land

(i) Finance Lease:

The Company has obtained on a lease-cum-sale basis from Karnataka Industrial Area Development Board (KIABD) vide lease-cum-sale agreement dated 28.12.2010. The lease is for a period of 50 years. The lease agreement with KIADB stipulates various conditions related to lease, including in relation to the manner in which the Company will obtain freehold title of land. The Company is reasonably certain to obtain freehold title, since the terms and conditions for conversion to freehold land has been fulfilled and have already applied to KIADB for absolute sale deed in favour of the Company. Since, reasonable certainity exists that ownership of the asset - land the economic ownership of the land ab initio would eventually pass on to the Company the land is accounted as a tangible asset of the Company e.g.Leasehold land convertible into freehold. Thus in substantive terms, the Company has acquired a tangible asset - only in legal terms the conversion into freehold status is pending.

The Company paid leasehold premium upfront and same has been capitalized. Also, refer to Note No.43 on 'Title deeds not held in the name of the Company'

Note No.49 continued

(ii) Operating Lease

The Company has sub leased land inside MSEZ (lease-cum-sale land acquired from KIADB) on operating lease to various units. The sub-lease are long term in nature and the period of sub-lease with the units is coterminous with that of the lease period entered into by the company with KIADB i.e. Until 26th January 2060. The sub-lease are non-cancellable and does not include contingent rent. The subleases are renewable for a further period on substantial terms as specified in the lease agreements.

The Ministry of Commerce & Industry, Department of Commerce (SEZ Section) has vide Office Memorandum dated 9th February, 2022 has approved for the partial denotification of 79.9241 Ha of SEZ Land.

The Company has entered into MoU for lease of land in Domestic Tariff Area (DTA) with M/s.Eswari Global Metal Industries Pvt Limited (5 Acres), M/s.SJT Lifesciences Pvt Limited (5 Acres), M/s.IWL India Pvt Ltd (2.50 Acres) and M/s.Moogambikai Metal Refineries (1.60 Acres). As at 31st March, 2023 the Company has received lease premium advance of Rs.751.96 lakhs (Previous year Rs.178.99 lakh). Subject to the Company getting ownership from KIADB, the MoU also provides an option to the above parties to seek for a sale deed by paying an additional premium as agreed.

The total future rentals receivable as at March 31, 2023 (based on the agreements concluded with the units) is as under:

Rs. in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Not later than one year	13,877.74	401.41
later than one year and not later than five years	13,002.20	1,633.85
later than five years	15,486.39	15,779.04

Note no. 50: Employee Benefits

(i) Post-employment benefits
Brief Description: A general description of the type of employee benefit plan is as follows:

Defined benefit gratuity plan (Unfunded):
The company has a defined benefit gratuity plan for its employees. It is governed by Payment of Gratuity Act, 1972. Under the said Act employees who have completed five years of service is entitled to gratuity benefits. The level of benefit provided depends on the employees length of service and last drawn salary.

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 (PUCM).

This post-employment plan typically expose the Company to actuarial risks such as: Investment risk, interest rate risk, longevity risk and salary risk.

Investment Risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government
Interest rate Risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity Risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life
Salary Risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.
Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

The company has implemented the benefit scheme in line with Payment of Gratuity Act, 1972. The monetary ceiling of gratuity payable to the employees has been changed from Rs.10 Lakhs to Rs.20 Lakhs.

The most recent actuarial valuation of the plan assets and the present value of defined obligation were carried out as at March 31, 2023.

The principal actuarial assumptions used in determining Gratuity are as follows

Sl. No	Particulars	As at 31.03.2023	As at 31.03.2022
1	Discount Rate	7.44%	6.98%
2	Annual increase in	8.00%	8.00%
3	Employee Turnover	5.00%	5.00%

The discount rate relates to the benchmark rate available on G.Sec. and is taken as per deal rate as on 31.03.2023. The tenure of the G.Sec. Rate matches with the expected term of the obligation

Note no. 50 Continued

The following table summarize the components of the defined benefits expense recognized in the statement of profit or loss/OCI.

Rs. in lakhs

	As at 31.03.2023	As at 31.03.2022
Current Service Cost	12.38	12.86
Net Interest Cost	10.11	9.19
Components of defined benefit costs recognized in profit or loss	**22.49**	**22.05**
Re-measurement on the net defined benefit liability	(7.24)	(11.14)
Components of remeasurement recognized in other comprehensive income	**(7.24)**	**(11.14)**
Total	**15.25**	**10.91**

The following table summarize the components of the defined benefits expense recognized in the Balance

Rs. in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Present value of benefit obligation at the end of the Period	154.57	144.88
(Fair Value of plan assets at the end of the period)	-	-
Net (liability)/Asset recognized in the Balance sheet	154.57	144.88

Movements in the present value of the defined benefit obligation are as follows

Rs. in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Present Value of Benefit Obligation at the beginning of the period	144.88	133.97
Interest Cost	10.11	9.19
Current Service Cost	12.38	12.86
Past Service Cost		
(Benefit paid Directly by the Employer)	(5.55)	
Actuarial (Gains)/ Losses on Obligations - Due to change in Demographic Assumptions		0.03
Actuarial (Gains)/ Losses on Obligations - Due to change in Financial Assumptions	(5.77)	(11.72)
Actuarial (Gains)/ Losses on Obligations - Due to Experience	(1.48)	0.55
Present Value of Benefit Obligation at the end of the period	**154.58**	**144.88**
Current	7.99	7.12
Non-Current	146.58	137.76

Note no. 50 Continued

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below have been determined based on the reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all the other assumption constant.

Rs. in lakhs

Sensitivity analysis	**As at 31.03.2023**	**As at 31.03.2022**
Projected benefit Obligation on Current Assumptions	154.58	144.88
Discount Rate		
-Impact due to increase of 1%	(11.40)	(11.44)
-Impact due to decrease of 1%	13.00	13.12
Salary increase		
-Impact due to increase of 1%	9.55	10.08
-Impact due to decrease of 1%	(9.45)	(9.65)
Employee Turnover		
-Impact due to increase of 1%	(0.09)	(0.45)
-Impact due to decrease of 1%	(0.12)	0.48

Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

(ii) Other employee long term benefits

Actual Leave and Sick leave assumptions

Compensated absences **-** Earned leave eligibility is 25 days per annum and sick leave 12 days per annum. Encashment permitted up to a maximum of 300 days per employee.

The liability towards compensated absences (annual leave and sick leave) for the year ended 31st March, 2023 based on actuarial valuation carried out by using Projected Unit Credit Method resulted in increase in liability by Rs.4.59 lakhs (Previous year increase by Rs.3.56 laksh).

Assumptions

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Retirement Age	60 years	60 years
Attrition rate	5% p.a.	5% p.a.
Salary Escalation Rate	8% p.a.	8% p.a.
Discount Rate	7.44% p.a.	6.98% p.a.
While is service Encashment rate	20% of the Leave balance(for the next year)	20% of the Leave balance(for the next year)

Note no.51: Related Party disclosures

A Name of related parties and description of relationship:

i Parent entities

Name of the Company	Type	Place of incorporation	Ownership interest	
			31-Mar-23	31-Mar-22
Infrastructure Leasing and Financial Services Limited (IL&FS)	Associate	India	50%	50%
Oil and Natural Gas Corporation Limited (ONGC)	Associate	India	26%	26%
Karnataka Industrial Areas Development Board (KIADB)	Associate	India	23%	23%

ii Subsidiaries :(where control exists)

Name of the Company	Type	Place of Incorporation	Ownership interest	
			31-Mar-23	31-Mar-22
Mangalore STP Limited (MSTP Limited)	Subsidiary	India	70%	70%
MSEZ Power Limited	Wholly owned subsidiary	India	100%	100%

B Board of Directors/Key Management Personnel

(i) Board of Directors

Name	Designation
Shri Arun Kumar Singh	Chairman w.e.f 16.12.2022
Smt Nalini Padmanabhan	Independent Director w.e.f 21.04.2022
Shri Narasimha Raju Narasappa Doddahosahalli	Independent Director w.e.f 02.07.2022
Smt Pomila Jaspal	Nominee Director of ONGC w.e.f. 02.07.2022
Shri Baiju Mathew	Nominee Director (IL&FS)
Shri Ravi Brijmohan Sikeriya	Nominee Director (IL&FS)
Shri Venkatesh Madhava Rao	Nominee Director of ONGC
Shri M.Ganesh Kamath	Additional Nominee Director (KCCI)

(ii) **Key Management Personnel**

Shri Velnati Suryanarayana	Chief Executive Officer
Shri K S Ramesh	Chief Financial Officer
Shri Phani Bhushan V	Company Secretary

C List of related parties

Name of the Company	Relationship
MRPL Aromatic Complex SEZ Unit (MRPL -SEZ Unit)	SEZ unit of Mangalore Refineries and Petrochemicals Limited (MRPL)
Mangalore Refineries and Petrochemicals Limited (MRPL)	Subsidiary of ONGC
Karnataka Industrial Areas Development Board (KIADB)	A statutory body of Government of Karnataka
Hindustan Petroleum Corporation Limited (HPCL)	Subsidiary of ONGC

Note no.51 continued

D Details of transactions:

(i) Transactions with related parties

Rs. in lakhs

Name of related Party	Nature of Transaction	For the year ended Marach 31, 2023	For the year ended March 31, 2022
MRPL Aromatic Complex SEZ Unit	Supply of services - Annual lease rental	233.96	233.96
	Sale of products	4355.69	3,291.47
	Supply of services	820.27	978.28
	Interest expense on security deposit	6.70	6.55
MRPL	Sale of products	2190.26	2,541.56
	Supply of services	3865.00	2,994.27
	Other services	-	6.34
KIADB	Services received -Annual Lease rent & Others	6.02	10.98
	Others	-	37.07
MSTP Limited	Supply of goods	625.25	613.75
MSEZ Power Limited	Supply of services	0.70	0.31
HPCL	Supply of services	64.79	68.00

(ii) Outstanding balances with related parties

Rs. in lakhs

Name of related Party	Nature of Transaction	For the year ended Marach 31, 2023	For the year ended March 31, 2022
a. Amount payable:			
IL&FS	Trade payable	-	35.13
KIADB	Towards acquisition of land	3608.99	3,608.99
MRPL- SEZ Unit	Other payable	633.61	633.46
MRPL	Other payable	325.16	325.16
HPCL	Trade payable	2.53	-
b. Amount Receivable:			
MRPL- SEZ Unit	Trade Receivable	429.16	637.06
MRPL	Trade Receivable	307.55	408.51
MSEZ Power Ltd	Other receivable	1.42	0.72
HPCL	Other receivable	-	5.41
c. Loans and other assets (Debit balances)			
KIADB	Security deposit	11.60	11.60
	Capital advances	154.19	154.19
MRPL	Security deposit	0.13	0.13
MSTP Limited	Advance paid	49.69	6.32

Note no.51 Continued

d. Advances & Deposits (Credit balances)

Name of related Party	**Nature of Transaction**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
MRPL- SEZ Unit	Security deposits	302.02	279.06
MRPL	Security deposits	126.80	126.80
HPCL	Security deposits	3.65	3.65

(iii) **Provisions for doubtful debts related to amount of outstanding balances**

Rs. in lakhs

Name of the related party	**Nature of Transaction**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
MRPL- SEZ Unit	Supply of services	-	28.81
MRPL	Supply of services	38.27	-
Total		**38.27**	**28.81**

(iv) **Expense recognised during the period in respect of bad or doubtful debts**

Rs. in lakhs

Name of the related party	**Nature of Transaction**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
MRPL- SEZ Unit	Supply of services	(28.81)	32.60
MRPL	Supply of services	38.27	28.21
Total		**9.46**	**60.81**

The transactions with related parties are made on terms equivalent to those that prevail in an arm's length transactions. The outstanding balances are unsecured and will be settled in cash

(v) Compensation to Key management personnel:

(a) Chief executive officer

Rs. in lakhs

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Short-term employee benefits (including variable pay)	61.82	61.71
Post-employment benefits (gratuity) & long-term benefit (Compensated absences)	20.02	17.05
Contribution to providend fund	0.22	0.22
Total	**82.05**	**78.98**

Note no.51 Continued

(b) Chief financial officer

Rs. in lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Short-term employee benefits (including variable pay)	36.69	33.39
Post-employment benefits (gratuity) & long-term benefit (Compensated absences)	6.35	5.09
Contribution to providend fund	0.22	0.22
Total	**43.26**	**38.69**

(c) Company secretary

Rs. in lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Short-term employee benefits (including variable pay)	27.09	25.42
Post-employment benefits (gratuity) & long-term benefit (Compensated absences)	9.10	7.18
Contribution to providend fund	0.22	0.22
Total	**36.40**	**32.82**

(d) Independent directors

Rs. in lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sitting fees	6.85	3.25

Note no. 52: Government Grants and Government Assistance

(a) Government Grants (refer Note 25 and 33)

The Company has received government grants of Rs.495 lakhs for construction of Common Effluent Treatment Plant (CETP) and Rs.1485 lakhs for construction of Two lane flyover near Jokatte, Mangalore in the year FY 2017-18 & FY 2018-19 respectively. The company has taken a policy to release the grant to the statement of profit and loss for a period of 15 years for CETP & 30 years for Two lane flyover.

Movement in Government Grants

(i) CETP

Rs. in lakhs

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Opening balance	354.75	387.75
Add: Addition during the year	-	-
Less: Released to Profit & loss account during the year	33.00	33.00
Closing Balance	**321.75**	**354.75**

(ii) Two lane Flyover

Rs. in lakhs

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Opening balance	1,423.12	1,472.62
Add: Addition during the year	-	
Less: Released to Profit & loss account during the year	49.50	49.50
Closing Balance	**1,373.62**	**1,423.12**

(b) Government Assistance

The Company had developed special economic zone (SEZ) at Mangalore, Karnataka, India. Accordingly, it is eligible for certian economic benefits such as exemptions from customs duty, Goods and Service tax etc. which are in the nature of government assistance. These benefits are subject to fulfillment of certain obligations by the company.

Note no.53: Earnings Per Share (EPS)

Basic EPS amounts are included by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit/(Loss) after tax for the year attributable to equity shareholders (Rs. in lakh)	718.61	(1,993.11)
Weighted average number of equity shares	5,00,01,200	5,00,01,200
Basic & diluted earnings per share (Rs.)	1.44	(3.99)
Face value per equity share (Rs.)	10.00	10.00

Note no.54: The amount recognized in Profit & Loss Account for investment property (refer note 5)

(Rs. in lakhs)

Particulars	Year 2022-23	Year 2021-22
Rental Income	2,029.51	1,800.28
Direct Operating Expenses from property that generate direct rental income	265.56	420.70
Profit from investment property before depreciation and other indirect cost	1,763.96	1,379.59
Profit from investment property	1,763.96	1,379.59

Note no.55: Commitments and Contingent Liabilities

(a) Commitments

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Estimated amount of contracts remaining to be executed on capital account and not provided for		
- Towards Plant, Property & Equipment	358.64	607.47
- Towards Investment Property	179.75	382.98
Total	**538.39**	**990.45**

Note no. 55

b. Contingent liabilities
The claims against the company not acknowledged as debt is Rs.7,892.25 lakhs (previous year Rs. Rs.5,971.25 lakhs). The details are as under

Sl. No.	Petitioner	A brief description nature of court cases	Estimate of the financial effect - Amount in Rs. lakhs	Indication of the uncertainties relating to the amount or timing of any outflow
1	Mr. Ravindranath Bajpe	The Company had laid the water pipeline by the side of Mangalore-Bajpe Old Airport PWD Road abutting the schedule properties and other properties on the same line commencing from Nethravathi River Bank at sarapady to MSEZ Industrial area. While carrying out works near the plaintiffs (Ravindranath Bajpe) property, had contended that Company officials & contractors have trespassed his property and demolished the stone compound wall of 7 feet height, foundation of 3 feet height beneath the ground & 2 feet wide to the extent of about 500 meters and also cut & destroyed about 101 valuable trees and laid pipeline beneath the schedule properties about to extent of 500 meters. Therefore, Ravindranath Bajpe has filed an Original Suit before the civil court directing the defendants jointly and severally to pay a sum of Rs 47,90, 500/-	47.91	1.Ravindranath Bajpe filed a criminal compliant agianst the Company, its officials and Directors at JMFC Court, Mangalore. Then the Company filed a criminal revision petition at the District Court to set aside the summons issued byJMFC court. The District Court upheld the petition filed by the Company. (2) Ravindranath Bajpe challenged the order passed by the District Court at the Karnataka High Court which was also dimissed (3) The party again filed a SLP before the Supreme Court which had been dismissed. (4) In the meantime, the party has also filed a civil case at the District Court in which the District Court has allowed his relatives also to implead, which has been challenged by the Party in the High Court. (5) The District court is now awaiting the orders of High Court in the matter of impleading. (6) The Party has made a huge claim which is baseless & far from truth. However, the Company has withheld the amount from the contractor's payment towards the claim that may arise in the case.
2	Cherian Varkey Construction Company (CVCC)	The petitioner was awarded the Reach IV contract forming part of Pipeline cum Road Corridor on August 2011. The petitioner had failed to complete the awarded contract as per milestones. Due to which the contract was extended. The petitioner has also stopped the work in an unauthorized manner on multiple occasions. Due to non-handing over of the front for executing work on Part A of the contract within the original contract period, the petitioner was seeking increase in rates for items covered under BOQ. The contract entered between the Company and petitioner being a fixed price contract did not provide for escalation of rates and compensation events to deal with instances of delay in handing over fronts. The intransigence on part of the petitioner lead to delay in works. Hence, the contract was terminated with immediate effect on 06.11.2013 and all Bank Guarantees furnished by the petitioner was invoked. The petitioner approached the Hon'ble District Court in Mangalore and secured a temporary injunction restraining the Company form encashing the BG. After the matter came up for argument in the Court and several adjournments, the case filed by petitioner was dismissed by Hon'ble on 05th April 2014. The petitioner has also initiated proceedings in the matter. In order to settle the dispute out of court/arbitration an opportunity for redressal through an independent committee, the Company sought consent for constituting an Outside Expert Committee (OEC) which was accepted by petitioner. The arbitration proceedings was put on hold while OEC took over the dispute resolution. The OEC has recommended the Company to pay Rs.9.39 Cr to petitioner. However, the petitioner did not accept the recommendations of the OEC and choose to pursue the Arbitration proceedings. The Arbitral Tribunal had passed the award on 24.09.2016 stating that the performance and completion of works under the contract was on account of breaches/defaults committed by the Company and termination of contract was unlawful. The Company was directed to pay to Rs.19,23,53,085. Aggrieved by the Arbitration award, the company and the Petitioner had filed a Arbitration suits contesting the Arbitration Award before the 1st Additional Dist. Session Judge, Mangaluru and matter is still pending. Further, the petitioner filed an execution petition for recovery of Rs.29,13,63,551 and sought for attachment of bank accounts to the tune of Rs.3500 lakh. After several rounds of court proceedings, the 1st Additional District Judge, Mangaluru vide order dated 28.02.2020 has dismissed the contentions of the Company and passed orders to attach the bank accounts of the Company to the tune of Rs.3500 lakh. The party has approached the company for an out of court settlement and the company after deliberations has proposed for Rs.1315 lakhs as settlement amount and the same is pending for confirmation from the party.	5,421.00	MSEZL and CVCC had filed Arbitration suits no 1 & 2 /2020 in he IVth Additional District Court, Mangalore challenging the Award passed by the Arbitral Tribunal. Arguments have been held and the Court has summoned the original arbitral records from the Arbitrators. The case was listed for arguments on 07th March, 2021 and adjourned to 11th April, 2022 at request of claimant. The CVCC has in the interveining period filed an execution case against the Company for attaching the bank accounts of the Company to the tune of Rs.3500 lakhs, which was allowed by the District Court. The Company filed a writ petition No 4974/2020 (GM-CPC) before the Hon'ble High Court of Karnataka, Bengaluru, wherein the Hon'ble High Court vide order dated 17.03.2020 stayed the order dated 28.02.2020 passed by Its Additional District Judge, Mangaluru subject to the Company furnishing security of fixed deposit to an extent of award amount. The Company has followed the directions of High Court and executed a term deposit of Rs.1921 lakhs. Further, considering the PBG encashment of Rs.730.20 lakhs and contract retention money payable Rs.237.07 lakh, the net charge to statement of profit and loss would be Rs.2532.73 lakh. The matter is in the hearing stage.

Note No.55 (b) Continued

Note no. 55

b. Contingent liabilities

Sl. No.	Petitioner	A brief description nature of court cases	Estimate of the financial effect - Amount in Rs. lakhs	Indication of the uncertainties relating to the amount or timing of any outflow
3	Office of The Commissioner of Customs, Mangalore	The Company received a Show Cause Notice (SCN) dated 28.3.2022 from the Customs department seeking a clarification as to why customs duty on the clearances of crushed rock during the period April 2017 to February 2022 should not be demanded and recovered as per the applicable customs Act along with the applicable interest.	117.34	The Company has entered into a MoU with M/s.Trident Infrastructure for sale of boulders/rock against which Trident has paid for supply along with applicable taxes levied by the Company. M/s.Trident Infrastructure would crush the boulders and sell them in DTA by paying applicable duties and taxes at his cost. Now, the Department has issued SCN to the Company demanding payment of Customs duty on the crushed rock cleared by Trident Infrastructure to DTA. The SCN issued by the Department on DTA clearences made by Trident Infrastructure is erroneous. The Company has filed a writ petition no. 8438 dated 18.4.2022 before the Karnataka High Court . The same was listed on 19.4.2022 and the High Court granted an interim order against the operation of the SCN until further order. In any case, the liability to pay the customs duty falls on M/s. Trident Infrastructure as the crushed rocks were moved out to DTA by Trident Infrastructure. M/s Trident Infrastructure have given undertaking to pay the applicable Customs duty under protest and have been transporting crushed rock to the DTA by filing the Bill of Entry and paying the applicable Customs duty under protest in advance. The matter is in the arguments stage at the High Court.
3	M/s.RPP Infra Projects	M/s RPP Infra Projects Ltd has invoked the arbitration clause in the contract for Pipeline Corridor Reach I which was executed from Dec ’10 to Aug ’14.	2,306.00	The arbitration clause was invoked by M/s RPP in April ’18. MSEZL had rejected the invocation of the Arbitration citing that the contract has been discharged after payment of final bill upon issue of No Claim Certificate by the Contractor. The Contractor filed a Civil Miscellaneous Petition in the Hon'ble High Court of Karnataka seeking directions to the Company to appoint a nominee arbitrator. The Hon'ble High Court has appointed a Sole Arbitrator. RPP have filed claims to the tune of Rs 2306 lakhs. The Statement of Objections is filed and issues framed on 14th December, 2021 and matter was posted to 30th March, 2022 for evidence by claimant. In the meantime the sole arbitrator was appointed as Upalokayukta by the GoK and further proceedings in the Arbitration were held under Justice N Kumar (Retd) who was appointed by the High Court in place of the earlier appointed Arbitrator. Cross Examination of the Claimant's witness has been completed and Cross Examination of the Respondent's witness is currently in. Further
		Total Contingent liability	**7,892.25**	

Note No.55 (b) Continued

Note no. 55

b. Contingent liabilities

Note No.55 (c): **A brief description of other court cases - Non Contingent in nature**

Sl. No.	Cases filed	Particulars	Amount in Rs.lakhs	Brief description
1	Cardolite Specialty Chemicals India LLP	The Cardolite Specialty Chemicals India LLP (a unit in MSEZ) has filed a writ petition in the Hon'ble High Court, Karnataka against the tariff order passed by Karnataka State Electricity Commission (KERC)	79.33	The matter came up for hearing on 10 Dec '21 during which a joint memo was filed regarding an interim arrangement to the effect that Cardolite shall furnish BG of Rs 79.33 lakhs which shall be kept current and valid till disposal of the petition and the payment to be made under the Bank Guarantee shall be subject to orders of the Hon'ble Court and the outcome of the litigation. The Court ruled that subject to the aforesaid, MSEZL shall provide its consent to the Cardolite to avail open access power. Subsequently NOC for availing open access has been given to Cardolite on 22 Dec '21 after furnishing of the BG to the Court. Thereafter, Cardolite obtained an interim order from the Court through an Interlocutory Application in which MSEZL was directed to share its Business fof FY 2011-12 with Cardolite. MSEZL appealed against the Order before the Divsion Bench which set aside the Order and referred the matter back to the Single Judge to examine the entire matter along with the IA on merits. The matter is in the arguments stage.
2	Various parties	Various petitioners have filed cases under the Relief and Rehabilitation package notified by GoK Notification No: RD 309 REH 2006 dtd: 20-06-2007.	70.0	The cases pertains to re-categorisation or benefits under the R&R policy where the company is not the main respondant in majority of the cases. The company does not forsee any liability arising from such cases.

Note no.56: Critical judgments in applying accounting policies

I. Recognition of Revenue

(a) The Company's power distribution business is rate/tariff regulated by Karnataka Electricity Regulatory Commission (KERC). Hence, the Company files Annual Revenue Requirement/tariff application before KEFC. The KERC passes tariff order determining and notifies the retail supply tariff to be charged from Consumers. In respect of FY 2022-23, the revenue is recognized based on the KERC tariff order dated 04th April, 2022 applicable for electricity consumed from the first meter reading date falling on or after 1st April, 2022. The Company upon submission of Annual audited accounts (pertaining to power distribution business) the KERC appraises the accounts and finalizes the revenue requirement. Thus, on final determination of the revenue requirement by KERC, the effect will be given for the difference, if any accordingly.

(b) The Company has recognized revenue, from a consumer, amounting to Rs.31.87 lakh for the current year (previous year Rs.30.94 lakh) towards Zone Operation and Maintenance (O&M) charges. The agreement with the said consumer is under discussion. Pending finalization of agreement, the Zone O&M charge with the said consumer is recognized at Board approved rate/sft.

II. Recognition of borrowing cost

Borrowing costs are charged to the Statement of Profit & Loss applying the effective interest method. The interest charged on the loan is 25 basis point plus six months Maximum Commercial Lending Rate (MCLR) rate of the Lender. If the Lender changes the MCLR rate, the effective rate of interest will also change resulting in reduction or increase in interest cost.

III. Estimated useful life of tangible and intangible assets

(a) The Company has estimated the useful life of certain assets based technical evaluation and that of certain assets based on useful life as specified in Schedule-II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful life and residual values are reviewed at the end of each financial year and if necessary, changes in estimates are accounted. The Company has adopted unit of production method for charging depreciation in respect of River Water Assets and Tertiary Treatment Plant assets (both excluding Electrical Installations and Equipment) Under unit of production method, the Management estimates the production likely to be achieved in future years. The actual productions are reviewed at the end of each financial year and if necessary, changes in estimation are accounted.

(b) The Company amortizes the cost of barrage useful usage rights on a straight-line basis over the lease period.

IV. Impairment of Trade Receivable

The impairment provision for financial assets is based on the assumption about risk of default and expected loss rates. The Company uses judgments in making these assumptions and selecting the input impairment calculation based on the Company past history as well as forward looking assumptions at the end of each reporting period.

V. Income taxes

The computation of advance taxes, provision for current/deferred tax are made based on significant judgments and which may get revised pursuant to position taken by the tax authorities.

Note no. 57: Previous year's figures have been regrouped wherever necessary to correspond with the current year's classification/disclosure

As per our report of even date
For Ray & Ray
Chartered Accountants
(Firms Registration No.301072E)

For and on behalf of the Board

Sd/-
Shipra Gupta
Partner
Membership No. 436857
UDIN:23436857BGWXPP9098

Sd/-
VENKATESH MADHAVA RAO
Director
DIN:07025342

Sd/-
M.GANESH KAMATH
Director
DIN:07941510

Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date: 09/05/2023

Place: MANGALORE
Date:09/05/2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MANGALORE SEZ LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Mangalore SEZ Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise of the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities 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 independence 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 we have obtained is sufficient and appropriate, subject to our note below, to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to Note No. 11 of the consolidated financial statements;

The National Company Law Tribunal (NCLT), Ahmedabad – Court 2, has pronounced an order under Section 31 of the IBC (Insolvency and Bankruptcy Code) dated 13th March, 2023 approving the Resolution plan submitted by GAIL (Successful Resolution Applicant). On expectation to receive Rs. 3,110.63 Lakhs only as a full and final settlement for the claim filed before IRP (Insolvency Resolution Professional) of the corporate debtor, the Company has written off the balance unrecoverable amount of Rs. 14,023.13 Lakhs receivable from the JBF Petrochemicals Limited (JBF) in its books of account as on 31st March, 2023. The Company has accounted the amount of write off of the unrecoverable amount based on the information received from ERP (Erstwhile Resolution Professional in the matter of CIRP of JBF) for the release of full and final settlement as stated above subject to post-infusion of funds by Successful Resolution Applicant, GAIL which is pending as on the Balance Sheet date.

Information other than the Financial Statements and Auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial Statements and our auditors' 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 these consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the 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 Consolidated Financial Statements

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

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, 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 to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements. For the other entities 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.

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

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

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

Other Matters

We did not audit the financial statements of one subsidiary whose financial statements reflect total assets of Rs.152.12 lakh as at 31st March 2023, total comprehensive income of Rs. NIL and net cash flows amounting to Rs.0.87 lakh for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors, whose reports have been furnished to us by the management and our opinion in the consolidated financial statements in so far as it related to the amounts and disclosure included in respect of the aforesaid subsidiary, and our report in terms of subsection (3) and (11) of section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit 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.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Company as on March 31, 2023 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in “Annexure A” which is based on the auditor’s reports of the Company and its subsidiary companies incorporated in India.

g) According to the information and explanation given to us by the management, no managerial remuneration has been paid/ provided during the year. Accordingly, the provisions of section 197(16) of the Companies Act, 2013 are not applicable.

h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

    i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note no. 55 b to Consolidated Financial Statements.

    ii. The Group did not have any long-term contracts, including derivative contracts; and

    iii. There has not been an occasion during the year under report to transfer any sums to the Investor Education and Protection Fund by the Holding company or its Subsidiary Companies. Therefore, the question of delay in transferring such sums does not arise.

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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 Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures we have considered reasonable and appropriate in these circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend is declared or paid by the Group during the year and hence, compliance with section 123 of the Companies Act, 2013 is not applicable to the Company.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in clause (xxi) of the paragraphs 3 and 4 of the Order.

For RAY & RAY
Chartered Accountants
(Firm's Registration No. 301072E)

Sd/-
(Shipra Gupta)
Partner
Membership No. 436857
UDIN:23436857BGWXPQ4975

Place: Bengaluru
Date: 09th May, 2023.

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 to the Members of Mangalore SEZ Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of **MANGALORE SEZ LIMITED** (hereinafter referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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 to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, generally, in all material respects, have an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RAY & RAY
Chartered Accountants
(Firm's Registration No. 301072E)

Sd/-
(Shipra Gupta)
Partner
Membership No. 436857
UDIN:23436857BGWXPQ4975

Place: Bengaluru
Date: 09th May, 2023.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred under paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section of our report at even date)

We report that -

xxi. In our opinion and according to the information and explanations given to us during the course of the audit, no qualified or adverse opinion has been reported in the Companies (Auditor's Report) Order, 2020 (CARO) reports of the Companies audited by the respective Auditors which are required to be included in the Consolidated Financial Statements of Group.

For RAY & RAY
Chartered Accountants
(Firm's Registration No. 301072E)

Sd/-
(Shipra Gupta)
Partner
Membership No. 436857
UDIN:23436857BGWXPQ4975

Place: Bengaluru
Date: 09th May, 2023.

Mangalore SEZ Limited

Consolidated Balance Sheet

as at 31st March, 2023

(Rs. in lakhs)

		Notes	As at 31.03.2023	As at 31.03.2022
	ASSETS			
(1)	**Non-current assets**			
	(a) Property, plant and equipment	3	74,483.32	77,103.39
	(b) Capital work in progress	4	6,699.76	6,667.08
	(c) Investment Property	5	52,779.80	52,771.23
	(d)Other Intangible Assets	6	1,060.61	1,122.35
	(e) Financial Assets			
	(ii) Trade Receivables	7	-	638.40
	(iv) Others	8	965.52	717.32
	(f) Other non-current assets	9	389.90	505.67
			1,36,378.91	**1,39,525.44**
(2)	**Current assets**			
	(a) Financial Assets			
	(i) Investments	10	3,282.47	4,303.91
	(ii) Trade receivables	11	5,278.64	7,122.08
	(iii) Cash and cash equivalents	12	31.84	292.57
	(iv) Bank Balances other than (iii) above	13	3,385.48	2,807.60
	(va) Other financial assets	14	77.28	69.67
	(b) Current tax asset (Net)	15	246.65	0.46
	(c) Other current assets	16	443.17	434.02
			12,745.54	**15,030.31**
	Total Assets		**1,49,124.45**	**1,54,555.75**
	EQUITY AND LIABILITIES			
(1)	**EQUITY**			
	(a) Equity Share capital	17	5,000.12	5,000.12
	(b) Other equity	19	(5,063.60)	(5,787.25)
	Total Equity Attributable to owners of the Company		**(63.48)**	**(787.13)**
	Non-Controlling Interests	18	1.50	1.50
	Total Equity		**(61.98)**	**(785.63)**
	LIABILITIES			
(2)	**Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	20	44,488.21	48,104.63
	(ia) Lease liabilities	21	2,210.50	2,247.42
	(ii) Other financial liabilities	22	5,194.37	5,151.07
	(b) Provisions	23	231.59	219.09
	(c) Deferred tax liabilities (Net)	24	3,522.70	3,026.64
	(d) Government grant	25	1,612.88	1,695.38
	(e) Other Non Current Liabilities	26	83,303.20	86,482.31
			1,40,563.45	**1,46,926.54**
(3)	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	27	1,813.50	1,482.98
	(ia) Lease liabilities	28	34.56	27.80
	(ii) Trade payables	29		
	- To Micro and Small enterprises		267.73	184.01
	- To Others		784.06	1,170.31
	(iii) Other financial liabilities	30	1,818.32	1,782.35
	(b) Other current liabilities	31	3,628.81	3,422.90
	(c) Provisions	32	193.50	262.00
	(d) Government grant	33	82.50	82.50
			8,622.98	**8,414.85**
	Total liabilities		**1,49,186.43**	**1,55,341.39**
	Total Equity and Liabilities		**1,49,124.45**	**1,54,555.75**

The accompanying notes are an integral part of these financial statements

(i) Significant accounting policies and key accounting estimates and judgements Notes 1 to 2

(ii) Other Financial Notes 3 to 57

As per our report of even date
For Ray & Ray
Chartered Accountants
(Firms Registration No.301072E)

Sd/-
Shipra Gupta
Partner
Membership No. 436857
UDIN: 23436857BGWXPQ4975

For and on behalf of the Board

Sd/-
VENKATESH MADHAVA RAO
Director
DIN:07025342

Sd/-
M.GANESH KAMATH
Director
DIN:07941510

Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date: 09/05/2023

Place: MANGALORE
Date: 09/05/2023

Mangalore SEZ Limited

Consolidated Statement of Profit and Loss

for the period ended 31st March, 2023

(Rs. in lakhs)

	Particulars	Notes	Year 2022-23	Year 2021-22
I	Revenue from Operations	34	20,363.48	19,244.61
II	Other Income	35	14,101.26	654.70
III	**Total Income (I+II)**		**34,464.74**	**19,899.31**
IV	**EXPENSES**			
	Cost of materials consumed	36	7,086.73	6,240.63
	Employee benefit expense	37	754.34	741.40
	Finance costs	38	4,028.73	3,998.94
	Depreciation and amortisation Expense	39	3,580.56	3,604.66
	Impairment losses (Net)	40	14,117.76	2,670.47
	Other expenses	41	3,684.15	3,365.97
	Total Expense (IV)		**33,252.27**	**20,622.07**
V	**Profit/(loss) before exceptional items and tax (III - IV)**		**1,212.47**	**(722.77)**
VI	Exceptional items		-	-
VII	**Profit/(loss) before tax (V - VI)**		**1,212.47**	**(722.77)**
VIII	**Tax expense**	42 A		
	(1) Current tax		(0.002)	314.91
	(2) Deferred tax		494.18	955.75
	Total Tax expense		**494.18**	**1,270.66**
IX	**Profit/(loss) for the period from continuing operations (VII - VIII)**		**718.29**	**(1,993.42)**
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X -XI)		-	-
XIII	**Profit/(loss) for the period (IX + XII)**		**718.29**	**(1,993.42)**
XIV	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	(a) Remeasurement of the defined benefit plans	42 B	7.24	11.14
	(b) Income tax relating to the above		(1.88)	(2.90)
			5.36	**8.24**
XV	**Total Comprehensive Income for the period (XIII+XIV)**		**723.65**	**(1,985.18)**
XVI	**Earnings per equity share:**	53		
	(1) Basic		1.44	(3.99)
	(2) Diluted		-	-

The accompanying notes are an integral part of these financial statements

(i) Significant accounting policies and key accounting estimates and judgements Notes 1 to 2

(ii) Other Financial Notes 3 to 57

As per our report of even date

For Ray & Ray

Chartered Accountants

(Firms Registration No.301072E)

Sd/-

Shipra Gupta

Partner

Membership No. 436857

UDIN: 23436857BGWXPQ4975

For and on behalf of the Board

Sd/-
VENKATESH MADHAVA RAO
Director
DIN:07025342

Sd/-
M.GANESH KAMATH
Director
DIN:07941510

Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date: 09/05/2023

Place: MANGALORE
Date: 09/05/2023

Mangalore SEZ Limited

Consolidated Statement of Changes in Equity

for the period ended 31st March, 2023

(A) Equity Share Capital

(Rs. in lakhs)

	Particulars	As at 31.03.2023	As at 31.03.2022
i	**Balance at the beginning of the reporting period**	**5,000.12**	**5,000.12**
ii	Changes in equity share capital due to prior period errors	-	-
iii	**Restated balance at the beginning of the current reporting period (i+ii)**	**5,000.12**	**5,000.12**
iv	Changes in equity share capital during the current year	-	-
v	**Balance at the end of the reporting period (iii+iv)**	**5,000.12**	**5,000.12**

(B) Other Equity

(Rs. in lakhs)

	Particulars	As at 31.03.2023		As at 31.03.2022	
		Reserves and Surplus	Total	Reserves and Surplus	Total
		Retained Earnings		Retained Earnings	
i	**Balance at the beginning of the current reporting period**	(5,787.25)	**(5,787.25)**	(3,802.07)	**(3,802.07)**
ii	Changes in accounting policy or prior period errors	-	-	-	-
iii	**Restated balance at the beginning of the reporting period (i+ii)**	(5,787.25)	**(5,787.25)**	**(3,802.07)**	**(3,802.07)**
iv	Additions during the year:				
	Profit/(Loss) for the year/period	718.29	**718.29**	(1,993.42)	**(1,993.42)**
v	Items of OCI for the year, net of taxes:				
	Remeasurment benefit of defined benefit plans	5.36	**5.36**	8.24	**8.24**
vi	**Total Comprehensive Income for the current year (iii+iv+v)**	**723.65**	**723.65**	(1,985.18)	**(1,985.18)**
vii	Reductions during the year/period:				
	Transfer to general reserves	-	-	-	-
viii	Any other change	-	-	-	-
ix	**Total (vii+viii)**	-	-	-	-
x	**Balance at the end of the current reporting period (iii+vi-ix)**	(5,063.60)	**(5,063.60)**	(5,787.25)	**(5,787.25)**

As per our report of even date
For Ray & Ray
Chartered Accountants
(Firms Registration No.301072E)

Sd/-
Shipra Gupta
Partner
Membership No. 436857
UDIN: 23436857BGWXPQ4975

For and on behalf of the Board

Sd/-
VENKATESH MADHAVA RAO
Director
DIN:07025342

Sd/-
M.GANESH KAMATH
Director
DIN:07941510

Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date:09/05/2023

Place: MANGALORE
Date: 09/05/2023

Mangalore SEZ Limited

Statement of Consolidated Cash Flows

for the period ended 31st March, 2023

(Rs. in lakhs)

Particulars		Year 2022-23		Year 2021-22	
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**				
	Profit before tax	**1,212.47**		**(722.76)**	
	Adjustments for:				
	- Depreciation and amortisation expense	3,580.56		3,604.66	
	- Net Impairment loss on financial assets	14,117.76		2,670.47	
	-Interest on Borrowings	3,787.61		3,763.97	
	-Interest on lease liability	205.07		207.00	
	-Provision for Gratuity	22.49		22.05	
	-Provision for Leave Encashment	20.19		20.38	
	-Provision for bonus	1.17		3.41	
	-Provision for other Employee benefits	73.47		70.36	
	- Provision for interest on income tax	-		4.71	
	-Interest Income	(155.32)		(110.03)	
	-Gain on sale of investments	(207.75)		(142.55)	
	-Fair value gain on mutual funds	0.38		(0.19)	
	-Deferred Government Grant	(82.50)		(82.50)	
	-Liabilities no longer required written back	(13,539.76)		-	
	-Interest on income tax refund	(13.29)		(147.57)	
	-Other (describe) - (Profit)/Loss on sale of asset	56.85		72.74	
	Operating Profit before Working Capital Changes	**9,079.41**		**9,234.16**	
	Adjustments for:-				
	-(Increase)/decrease in Trade and other receivables	125.73		(591.20)	
	-(Increase)/decrease in Other assets	(237.17)		(7.26)	
	-Increase/(Decrease) in Trade payable and other liabilities	(1,450.59)		(2,428.41)	
	Increase/(Decrease) in provisions	(93.44)		(88.44)	
	Cash generated from Operating activities	**7,423.94**		**6,118.86**	
	Income Tax (Paid)/Refund	(121.55)		1,059.91	
	Net Cash generated from Operating activities		**7,302.39**		**7,178.76**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**				
	Payments for Property, plant and equipment	(957.20)		(992.57)	
	Payments/receipts for investment property	(78.86)		(53.76)	
	Payments for Intangible assets	(4.35)		-	
	Investment in term deposits	(577.89)		(23.27)	
	Proceeds from maturity of term deposits	-		26.15	
	Gain on redemption of mutual funds	207.75		142.55	
	Fair value gain on mutual funds	(0.38)		0.19	
	Interest received	132.28		117.81	
	Net Cash (used) in Investing activities		**(1,278.65)**		**(782.90)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**				
	Repayment of current borrowings	(1,482.98)		(2,304.90)	
	Repayment of non-current borrowings	(1,814.44)		(1,483.67)	
	Finance Cost paid	(3,775.36)		(3,755.05)	
	Interest paid on lease liability	(205.07)		(207.00)	
	Principal paid of lease liability	(27.81)		(21.64)	
	Net Cash (used) in Financing activities		**(7,305.65)**		**(7,772.26)**
D.	**Net (Decrease)/Increase in cash and cash equivalents [A+B+C]**		**(1,281.91)**		**(1,376.40)**
	Add: Opening Cash and Cash Equivalents		4,601.35		5,977.75
	Closing Cash and cash Equivalents		**3,319.44**		**4,601.35**

Mangalore SEZ Limited

Statement of Consolidated Cash Flows

for the period ended 31st March, 2023

Notes:

i The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 on Cash Flow statements.

ii Payments for property, plant and equipment includes movement of Capital Work-in-progres during the year.

iii Brackets indicate cash outflow/ deduction.

iv Cash and cash equivalents as per above statement comprises as under:

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Balances with Banks:		
-Current account	31.60	292.41
-Deposits with original maturity of more than three months	5.13	4.87
Cash on hand	0.24	0.16
Investment in liquid mutual funds	3,282.47	4,303.91
Cash and cash equivalents in Cash flow statement	**3,319.44**	**4,601.35**

v Statement showing reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes

(Rs. in lakhs)

Particulars	As at 01.04.2022	Cash Flows	Non-cash changes		As at 31.03.2023
			Fair value changes	Current/Non-current classificatio	
Borrowings					
-Non Current	48,104.63	(1,814.44)	11.52	(1,813.50)	44,488.21
-Current	1,482.98	(1,482.98)	-	1,813.50	1,813.50

As per our report of even date
For Ray & Ray
Chartered Accountants
(Firms Registration No.301072E)

Sd/-
Shipra Gupta
Partner
Membership No. 436857
UDIN: 23436857BGWXPQ4975

For and on behalf of the Board

Sd/-
VENKATESH MADHAVA RAO
Director
DIN:07025342

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Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date:09/05/2023

Place: MANGALORE
Date: 09/05/2023

1. Corporate information

Mangalore SEZ Limited (MSEZ) is a Unlisted Public Limited Group domiciled and incorporated in India having its Registered Office at Survey No. 168/3A, Plot No U-1, Administrative Building, Mangalore Special Economic Zone, Bajpe Village Mangalore Taluk, Karnataka -574 142

The Group is jointly promoted by Karnataka Industrial Area Development Board (KIADB), Oil & Natural Gas Corporation Limited (ONGC) and Infrastructure Leasing and Financial Services Limited (IL&FS).

The Consolidated Financial Statements relate to the Group, its Subsidiaries and Joint Venture Entities. The Group (comprising of the Group and its subsidiaries), Joint Venture Entities and Associates are mainly engaged in the business of Development, Operation and Maintenance of Special Economic Zone & Domestic Tariff Area at Mangalore, Supply of Sewage Treated Water and Supply of power.

2. Significant accounting policies

2.1. Statement of compliance

The Consolidated Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 and Technical Guide on Accounting for Special Economic Zones(SEZs) Development Activities, issued by the Institute of Chartered Accountants of India.

2.2 Basis of Preparation

The Consolidated Financial Statements have been prepared on the historical cost basis except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or noncurrent as per the Group’s operating cycle and other criteria set out in Ind AS-I Presentation of Financial Statements (Ind AS-I) and Schedule III to the Companies Act, 2013.

The Consolidated Financial Statements are presented in Indian Rupees.

Fair value Measurement

The group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

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

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

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets and liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement at a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

2.3 Principles of Consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company and its subsidiaries (collectively referred as “the Group”). The Group has investments in associates and joint ventures which are accounted using equity method in these consolidated financial statements. Refer note 2.4 for the accounting policy of investment in associates and joint ventures in the Consolidated Financial Statements. Subsidiaries are entities controlled by the Company.

The Company controls an entity when it is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date of their acquisition being the date on which the Company obtains control and continue to be consolidated until the date that such control ceases.

The Consolidated Financial Statements are prepared using uniform accounting policies consistently for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s Standalone Financial Statements except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group’s Significant Accounting Policies. The Consolidated Financial Statements have been prepared by combining the financial statements of the company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flow after eliminating in full intra-group assets, liabilities, equity, income, expenses and cash flow relating to intra-group transactions and unrealized profits.

2.4 Investments in subsidiaries

The Group records the investments in subsidiaries at cost less impairment loss, if any.

2.5 Non-current assets held for sale

Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the assets or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

2.6 Accounting for Government Grants and Disclosure of Government Assistance

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

These are recognized in the Standalone Statement of Profit and Loss on a systematic basis over the periods in which the Group recognizes the related costs for which the grants are intended to compensate.

Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognized at fair value as deferred revenue and disclosed as ‘Deferred revenue arising from government grant a liability in the Standalone Balance Sheet and transferred to the Standalone Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

2.7 Property, Plant and Equipment (PPE)

Buildings held for use in the production or supply of goods or services or for administrative purposes, are stated in the Standalone Balance Sheet at cost less accumulated depreciation and impairment losses, if any.

Property, Plant and Equipment is stated at cost less accumulated depreciation and impairment losses (“Cost Model”). Cost includes of an asset comprises its purchase price or its construction costs (net of applicable tax credits) and any cost directly attributable to bring the asset into the present location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company’s accounting policy. The carrying amount of a PPE is de-recognized on disposal or when no further economic benefits are expected from its use and the gain / loss arising from such de-recognition is considered in the statement of profit and loss

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided on the cost of PPE less residual value, under straight-line method in accordance with the Schedule II to the Companies Act, 2013 adopting the useful life for assets as specified therein, except for the following, whose useful life have been taken on the basis of the technical certification obtained. However, the management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Asset	Useful life (in years)
Electrical Installations &Equipment’s	15
Hydraulic works, pipelines & sluices	30
Marine Pipeline Asset – Pipeline Inside Sea	15
TTP Water Membranes	10
Car Parking Shed	20
Corridor	30
Common Effluent Treatment Plant	15

Depreciation on power distribution assets is provided at the rate of depreciation notified by Central Electricity Regulatory Commission (CERC).

Buildings and pipelines related to River Water System, Tertiary Treatment Plant and Water Treatment Plant are depreciated on Units of Production Method.

The estimated useful lives and residual values are reviewed at the end of each year and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sale proceeds and the carrying amount of assets and is recognized in the Statement of Profit and Loss.

The group follows a plan of physical verification of items of Property, Plant and Equipment so as to ensure full coverage over 3 years in a phased manner. This provides adequate control having regard to the size and nature of operations of the Group.

2.8 Investment properties (Freehold Land):

Property (Freehold Land) that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the group, is classified as investment property. Investment properties are measured initially at its cost, including related transaction costs, and where applicable borrowing costs. Subsequent expenditure including mandatory & unavoidable expenditure incurred on creation of infrastructure at R&R colony is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.9 Intangible Assets

(i) Intangible Assets and Amortization

Intangible assets acquired are measured on initial recognition at cost.

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably and are amortized under straight line method as follows:

- Specialized software over a period of 5 years from the month of addition.

- Cost of Barrage usage Rights is amortized on a straight line basis over the lease period/life of the underlying asset whichever is less and determined at 25 Years.

(ii) De-recognition of Intangible Assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. When the asset is derecognized, Gains or losses, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized as impairment in the Statement of Profit & Loss.

2.10 Impairment of Assets

The Group reviews the carrying amount of its Property, Plant and Equipment (including Capital Works in progress) annually to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

An assessment is made annually as to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of impairment loss are recognized in the Statement of Profit and Loss.

2.11 Inventories

Inventories are valued at lower of cost (weighted average method) and net realizable value.

Unserviceable and scrap items, when determined, are valued at estimated net realizable value less all costs necessary to make the sale.

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

2.12 Revenue recognition

Under Ind AS 115, Revenue is recognized on satisfaction of performance obligation, which is measured at the amount of transaction price, net of variable consideration as part of contract, allocated to that performance obligation.

a) Sale of Goods

Revenue arising from sale of goods is recognized when the control is passed to the buyer and the company does not retain any managerial involvement in the goods transferred and the amount of revenue can be measured reliably.

1. Income from supply of River water and Tertiary Treated Plant are recognized on the basis of quantity committed/delivered to the units and invoiced at the agreed rates.
2. Income from distribution of power is recognized as per actual consumption billed at Karnataka Electricity Regulatory Commission (KERC) approved tariff.

b) Sale of Services

Revenue from services is recognized when the outcome of services can be estimated reliably and it is probable that the economic benefits associated with rendering of services will flow to the Company, the amount of revenue can be measured reliably.

1. Operation and Maintenance charges (O&M) and CETP Treatment and Usage Charges are recognized based on the agreed rates with the units.

2. Marine outfall usage charges, Corridor Usage charges, CETP joining fees, internal corridor charges received in advance are recognized over the useful life of the asset on proportionate basis.

c) Non-Operating Revenue

1. Capital Gains are recognized based on the receipt of the redemption proceeds from the Liquid Mutual Funds.

2. The Liquid Mutual funds are on Marked to market based on the closing NAV. Gain or Loss is accounted accordingly.

3. Dividend income from the investments is recognized when the right to receive payment is established.

4. Interest income from financial assets is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is that rate exactly discounts the estimated future cash receipts through the expected life of the financial asset to that assets net carrying amount on initial recognition.

5. Rental and other charges for usage of long term assets of the company which do not partake the character of lease, are recognized as and when they fall due as per the terms of the agreements

2.13 Leases

The Company has adopted Ind AS 116 "Leases" effective 1st April, 2019, as notified by the Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standard), Amendment Rules, 2019, using the modified retrospective method.
On transition, the adoption of the standard resulted in recognition of Right-to-Use assets with corresponding equivalent lease liabilities.
The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset. Lease other than financial lease are classified as operating lease.

AS LESSEE:

Land acquired from KIADB on a long term lease cum sale and to be converted into a sale subject to fulfillment of the terms and conditions is treated as finance lease and recognized under Investment Property.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term. Prepayments towards operating lease are amortized on straight line basis over the period of the lease. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

AS LESSOR:

Lease agreements with a definite term with no stipulation for transfer of the ownership of the asset by the end of the lease term or for further renewal, are treated as operating lease.

Lease Premium:

Lease Premium received/receivable are recognized on straight line basis over the lease term as specified in the lease agreements.

Lease Rentals:

Lease rentals are recognized as and when they fall due as per the terms of the lease agreements.

2.14 Foreign Exchange Transaction

The functional currency of the Group is Indian Rupees which represents the currency of the economic environment in which it operates.

A foreign currency transaction is recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of each reporting period:

a. Foreign currency monetary items are translated using the closing rate.

b. Non Monetary items measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition or in the previous financial statements are recognized in the statement of profit and loss of the period.

2.15 Employee Benefits

a) Short term employee benefits

Short term employee benefit are recognized in the year in which the service has been rendered by the employees and measured at cost.

All short-term employee benefits are recognized at the undiscounted amount in the accounting period in which they are incurred.

b) Post-employment benefits

i) Defined Contribution Plans: The provident fund scheme and the employee pension scheme are defined contribution plans. The contribution paid / payable under the schemes are recognized during the period in which the employee renders the related service.

ii) Defined Benefit plans: The employee's gratuity liability is the group's defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the term of related obligations.

Actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI).

c) Long term employee benefits

The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

2.16 Taxes on Income

Income tax expense represents the aggregate of Current tax and Deferred tax.

(i) Current tax

Current tax is the amount of Income tax payable in respect of the taxable profit for a period.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect of situations in which applicable tax regulations re subject to interpretation ad establishes provisions where appropriate.

(ii) Deferred Tax

Deferred tax is recognized on deductable/taxable temporary differences between the carrying amounts of assets and liabilities in the Financial Statement and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. In the absence of virtual certainty of the recoverability, deferred tax on impairment provision is not considered as per prudent practise followed by the company consistently.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to get future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

(iii) Current and deferred tax for the year

Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.17 Borrowing Costs

Borrowing costs specifically identified in the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss applying the "effective interest method" as described in Ind AS 109, *Financial Instruments.*

Borrowing Cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.18 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by way of notes to accounts where an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

2.19 Financial instruments

A Financial Instrument is a contract that gives rise to a financial asset or a financial liability or an equity instrument of another entity.

Financial assets and financial liabilities are recognized when Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

2.20 Financial assets

Cash and cash equivalents

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

Financial assets at amortized cost

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

Financial assets at fair value through other comprehensive income

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

The Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. Financial assets in the form of trade receivables are initially measured at their transaction price unless those contain significant financial components measured in accordance with Ind AS-115.

Impairment of financial assets

In accordance with Ind AS 109, the group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure.

a) Lease receivables under Ind AS 116

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116.

The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the cost of borrowing. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rate cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized in the statement of profit and loss (P&L). This amount is reflected under the head 'Net impairment loss on financial assets' 'in the Statement of P&L. The balance sheet presentation for various financial instruments is described below.

Derecognition of financial assets

The Group de-recognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

2.21 Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and delivered financial instruments.

The measurement of the financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit or loss include liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near team. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk is recognized in OCI. These gains/losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amorisation is included as finance costs in the statement of profit and loss.

The category generally applies to borrowings.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor falls to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Financial liabilities

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

De-recognition of financial liabilities

The Group de-recognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognized and the consideration paid and payable is recognized in the Statement of Profit and Loss.

2.22 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.23 Cash Flow Statement

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

2.24 Operating Segments

Operating Segments are identified based on the business activities from which they earn revenue and incur expenses and whose operating results are regularly reviewed by the entities Chief operating decision maker and for which discrete financial information is available.

2.25 Critical Accounting Judgments and Key Sources of Estimation Uncertainty

Application of many of the accounting policies used in preparing the Financial Statements, the group makes judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of judgments and estimation of uncertainty in the preparation of the Financial Statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment, useful lives of Property, Plant and Equipment, retirement benefit obligations, provisions, valuation of deferred tax assets and contingent assets & liabilities.

2.26 Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (Refer note 56), that the group have made in the process of applying the Group's accounting policies and that have the significant effect on the amounts recognized in the Financial Statements.

2.27 Key sources of estimation uncertainty

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

a) Impairment of assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired, if any indication exists, or when annual impairment testing for an asset is required, the Group estimates that asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or groups of assets, when the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on investments, are recognized in the statement profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, am assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

b) Defined benefit obligation (DBO)

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

Note 3: Property, Plant & Equipment

(Rs. in lakhs)

	Gross carrying amount				Depreciation /Amortisation				Net carrying amount	
	As at 01.04.2022	Additions during the period	Deductions/Adjustments	As at 31.03.2023	As at 01.04.2022	Additions during the period	Deductions/Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Lease- Right-of-use assets										
Leasehold land	36.24	-	-	36.24	15.35	1.81	-	17.16	19.08	20.89
Lease assets (Refer Note no. 49)	2,324.08	-	2.35	2,321.73	335.61	113.31	-	448.93	1,872.80	1,988.47
Buildings	48,869.51	236.46	212.23	48,893.74	7,022.51	1,525.38	8.88	8,539.01	40,354.73	41,847.00
Plant and equipment	42,253.59	616.39	908.96	41,961.02	9,565.75	1,673.51	813.63	10,425.63	31,535.39	32,687.84
Furniture and fixtures	109.58	2.91	-	112.49	61.03	8.28	-	69.31	43.18	48.54
Vehicles	191.56	-	-	191.56	130.56	22.75	-	153.31	38.25	61.00
Office equipment	89.90	11.70	5.35	96.24	64.00	8.97	3.48	69.49	26.76	25.89
Roads	8,499.74	338.03	-	8,837.77	8,075.99	168.65	-	8,244.63	593.14	423.75
Total	**1,02,374.19**	**1,205.50**	**1,128.89**	**1,02,450.80**	**25,270.80**	**3,522.66**	**825.99**	**27,967.48**	**74,483.32**	**77,103.39**
Previous Year	**1,02,128.47**	**356.23**	**110.51**	**1,02,374.19**	**21,769.34**	**3,538.49**	**37.02**	**25,270.80**	**77,103.39**	**80,359.13**

3(i) The company has taken borrowings from bank which carry charge over all the assets of the company (refer Note no.20 towards security and pledge).
3(ii) All the title deeds of immovable Property, Plant and Equipment, except the lease assets, are held in the name of the Company.
3(iii) Refer Note no.55(a) for disclosure of contractual commitments for acquistion of Property, Plant & Equipment

3(iv) Corridor Asset:

In the development of the Special Economic Zone (SEZ), the Company has set up a Pipeline-cum-Road Corridor Project from New Mangalore Port Trust (NMPT) to Mangalore SEZ (MSEZ). The project has been developed and capitalized entirely during FY 20-21 on a self-sustainable, cost and revenue model under an agreement with two customers viz., MRPL and OMPL.

In terms of the agreement:

(a) All the three parties have contributed in equal shares towards cost of the project.

(b) The title, ownership, possession and maintenance of the assets vests with MSEZ only.

(c) OMPL and MRPL have been given perpetual rights to use the corridor for **specified width** leaving **substantial width** of the corridor for commercial exploitation by

(d) The 'usership fee' relating to the width allocated to OMPL and MRPL on 'cost basis' is adjusted against the contribution and the balance is also treated as 'user fee' but reckoned for 'residual contribution'.

(e) The revenue on the corridor project from third party customers accrue to the three parties in the ratio of their 'residual contributions'.

Note 4: Capital work in progress

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Capital work in progress		
Development of Land	2,653.59	2,653.59
Infrastructrure Development	4,046.17	4,013.48
Total	**6,699.76**	**6,667.08**

4(i) Capital work in progress includes Rs.2,653.59 lakh as at March 31, 2023 (Rs.2,653.5 31, 2022) mandatory and unavoidable expenditure incurred on creation of infrastructur pursuant to the Government of Karnataka ORder No.KE 309 REH, 2006, Bangalore date expenditure will be transferred to the cost of land in the year in which the obligation is comp

4(ii) The Company has an obligation vide Government Order no. RD 309 REH 2006 d provide various compensations to the Project Displaced Families (PDFs) including one j sites for construction. The PDFs can opt for cash in lieu of site and cash in lieu of job. The e in respect of various compensations is as under which has been included in development of l

(Rs. in lakh)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Rehabilitation Compensation including training	170.62	210.90
Rehabilitation Colony Development Cost	-	30.00
Total	**170.62**	**240.90**

The Company has made the above provision based on present obligation as a result of past event. Further, the said R&R package has been amended vide G.O. no. RD 116 REH 2011 dated 02.12.2011 by including the following:

a) Exit Option - the PDF's can opt for an ex-gratia cash in lieu of employment, in addition to the one time cash compensation payable as per earlier G.O.

b) Payment of stipend/sustenance allowance to PDF/nominees who do not opt for the ex-gratia as mentioned in option (a) above.

4(iii) Refer Note No.44(i) and 44(ii) for disclosure on CWIP aging and completion schedule respectively.

4(iv) Refer Note no.55(a) for disclosure of contractual commitments for acquistion of Plant, Property & Equipment.

Note 5: Investment Property

(Rs. in lakhs)

	Gross carrying amount				Amortisation				Net carrying amount	
	As at 01.04.2022	Additions during the period	Deductions/Adjustments	As at 31.03.2023	As at 01.04.2022	Additions during the period	Deductions/ Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Land - Lease cum Sale	52,771.23	8.57	-	52,779.80	-	-	-	-	52,779.80	52,771.23
Previous Year	**46,487.98**	**6,283.25**	-	**52,771.23**	-	-	-	-	**52,771.23**	**46,487.98**

5(i) No fair value has been obtained for investment property.

5(ii) Refer Note no.43 on 'Title deeds not held in name of Company' and Note no.49(i) on Finance lease.

5(iii) Refer Note no.54 on 'amounts recognised in statement of profit & loss account'.

5(iv) Refer Note no.55(a) for disclosure of contractual commitments for Investment Property.

Note 6: Other Intangible Assets

(Rs. in lakhs)

	Gross carrying amount				Amortisation				Net carrying amount	
	As at 01.04.2022	Additions during the period	Deductions/Adjustments	As at 31.03.2023	As at 01.04.2022	Additions during the period	Deductions/ Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Intangible Assets										
Specialised Software	1.65	4.35	-	6.00	1.65	0.07	-	1.72	4.28	0.00
Barrage usage rights	1,584.49	-	-	1,584.49	462.14	66.02	-	528.16	1,056.33	1,122.35
Total	**1,586.14**	**4.35**	-	**1,590.49**	**463.79**	**66.09**	-	**529.88**	**1,060.61**	**1,122.35**
Previous Year	**1,586.14**	-	-	**1,586.14**	**397.62**	**66.17**	-	**463.79**	**1,122.35**	**1,188.52**

Note 7: Trade Receivables

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Trade receivables		
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	-	-
(c) Trade Receivables which have significant increase in credit risk	-	638.40
(d) Trade Receivables - credit impaired	-	-
	-	**638.40**
Less: Allowance for bad and doubtful debts		
Considered good - Unsecured	-	-
Trade Receivables - credit impaired	-	-
	-	-
Total	**-**	**638.40**

Note 8: Other Financial assets

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Security Deposit	964.93	716.78
Balance with banks (more than 12 months)	0.59	0.54
Total	**965.52**	**717.32**

Break-up for Security Details

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Unsecured, considerd good	964.93	716.78
Total	**964.93**	**716.78**

Note 9: Other Non current Assets

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Capital Advances:	154.19	154.19
Others		
-Security deposits	47.31	52.04
-Income Tax (Net of Provision)	188.40	299.44
Total	**389.90**	**505.67**

Note 10: Investments

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Investments in Mutual Funds - Quoted		
- SBI Liquid Fund - Direct plan Daily Income Distribution cum Capital Withdrawal		
2,88,712.282 units of face value of Rs.1,136.9344 each (Previous corresponding March, 2022 - 4,00,157.819 units of face value Rs.1,075.5542 each)	3,282.47	4,303.91
Total	**3,282.47**	**4,303.91**
Aggregate amount of quoted investments - At market value	**3,282.47**	**4,303.91**

Note 11: Trade Receivables

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Trade receivables		
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	1,999.44	2,392.57
(c) Trade Receivables which have significant increase in credit risk	3,339.76	-
(d) Trade Receivables - credit impaired	115.05	16,572.14
	5,454.25	**18,964.71**
Less: Allowance for bad and doubtful debts		
Considered good - Unsecured	60.57	148.70
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impared	115.05	11,693.93
	175.61	**11,842.63**
Total	**5,278.64**	**7,122.08**

Note on JBF Petrochemicals Ltd (JBF) claim settelement under IBC

Note 11 (i): Status of claim:

The company filed an application as an operational creditor with National Company Law Tribunal, Ahmedabad Bench under the IBC. The NCLT vide its order dated 28th January 2022 had directed the Company to place its claim before the Interim Resolution Professional (IRP) of the Corporate Debtor. Accordingly, the Company had filed the claim of Rs.54,572.62 Lakhs before the IRP of the corporate debtor and the same had been accepted as per list of Operational Creditors' Claims accepted till 16th February, 2022. The NCLT, Ahmedabad Bench, Court-2 has vide order dated 13th March, 2023 u/s 31 IBC pronounced order in matter of CIRP JBF Petrochemicals Limited. In accordance with the approved resolution plan in the said order, the operational creditors are entitled to receive 5.70% of the total admitted claim towards full and final settlement of dues payable by JBF under the CIRP. Thus, the company is entitled to receive Rs.3,110.63 Lakhs i.e, Rs.54,572.62 lakhs * 5.70% . The IRP has confirmed that payment shall be received on post infusion of funds by the Successful Resolution Applicant i.e. M/s GAIL (India) Limited in accordance with the implementation schedule provided in the NCLT approved resolution plan.

Note 11(ii): Accounting treatment during current year:

a. As detailed in above Note no.12(i), company has written off an irrecoverable amount of Rs.14,023.13 lakhs i.e.Rs.17,133.76 lakhs *minus* Rs.3,110.63 lakhs in the current year books of account. The company has written off Rs.14,023.13 lakhs by debiting the statement of profit & loss and crediting JBF ledger.

b. The company having written off an irrecoverable amount of Rs.14,023.13 lakh is current year books has correspondingly written back Rs.11,617.16 lakh (the impairment provision made for JBF dues as at 01st April, 2022) by crediting the statement of profit & loss as 'Other income - Liabilities no longer required written back' and debiting the provision for impairment.

Note no.11(iii): Trade Receivables aging schedule:
As at March 31, 2023

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,958.39	41.07	-	-	-	**1,999.46**
(ii) Undisputed Trade receivables which have significant increase in	-	-	-	-	3,110.63	**3,110.63**
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(i) Disputed Trade receivables -	-	-	-	-	-	-
(ii) Disputed Trade receivables which have significant increase in credit risk	12.22	12.81	14.10	12.45	116.97	**168.56**
(iii) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**1,970.61**	**53.88**	**14.10**	**12.45**	**3,227.60**	**5,278.64**

As at March 31, 2022

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,464.87	203.69	66.18	152.87	193.12	**2,080.74**
(ii) Undisputed Trade receivables which have significant increase in	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	91.20	91.20	91.20	1,017.29	3,587.32	**4,878.21**
(i) Disputed Trade receivables - considered good	11.76	12.13	13.39	8.92	116.93	**163.13**
(ii) Disputed Trade receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**1,567.83**	**307.02**	**170.77**	**1,179.07**	**3,897.38**	**7,122.08**

Note 12: Cash and Cash Equivalents

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(A) Cash and cash equivalents		
(a) Balances with banks:		
Current accounts	31.60	292.41
(b) Cash on hand	0.24	0.16
Total	**31.84**	**292.57**

Note 13: Bank Balances other than above

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Other Balances with banks		
Term Deposits with original maturity of more than three months but less than 12 months	555.13	4.87
Term deposits held as margin money	909.35	881.73
Term deposit as per arbitration	1,921.00	1,921.00
Total	**3,385.48**	**2,807.60**

Note 14: Other Financial Assets

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Interest accrued on deposits	42.74	19.70
Other Receivables	27.81	49.97
Unbilled revenue (unsecured, considered good)	6.73	-
Total	**77.28**	**69.67**

Note 15: Current tax asset (net)

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Tax credits	246.65	323.41
Income tax provision	-	(322.95)
Total	**246.65**	**0.46**

Note 16: Other current assets

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Advances:		
- Advances to Suppliers	33.73	2.36
- Advances to others	-	-
(ii) Balances with government authorities		
- Goods and Service Tax input	53.00	105.28
Prepaid expenses	356.44	326.38
Total	**443.17**	**434.02**

Note 17. Equity Share Capital

Authourised, Issued, Subscribed and Paid up Share Capital

(Rs. in lakhs)

	As at 31.03.2023	As at 31.03.2022
Authorised :		
425000000 Equity Shares of Rs. 10 each	42,500	42,500
Issued		
100000000 Equity Shares of Rs. 10 each fully paid up	10,000	10,000
Subscribed and fully Paid up capital		
50001200 Equity Shares of Rs. 10 each fully paid up	5,000.12	5,000.12
	5,000.12	**5,000.12**

a) Reconciliation of equity shares outstanding at the beginning and at the end of year:

Fully paid Equity shares	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	Amount in Rs. lakhs	No. of Shares	Amount in Rs. lakhs
At the beginning of the year	5,00,01,200	5,000.12	5,00,01,200	5,000.12
Add: Issued during the year	-	-	-	-
At the end of the year	**5,00,01,200**	**5,000.12**	**5,00,01,200**	**5,000.12**

b) Terms / rights attached to equity shares:

(i) The Company has issued only one class of equity shares and no securities have been issued with the right / option to convert the same into equity shares at a later date.

(ii) No shares have been reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

(iii) The shares issued and subscribed carry equal rights and voting power.

(iv) All the shares issued and subscribed carry equal right of dividend declared by the Company and no restrictions are attached to any specific shareholder.

c) Details of Shareholders holding more than 5% of equity shares in the Company:

Name of the Shareholders	As at 31.02.2023		As at 31.03.2022	
	No. of Equity Shares	Percentage of Holding	No. of Equity Shares	Percentage of Holding
Fully paid Equity Shares of Rs.10 each				
Infrastructure Leasing and Financial Services Limited (Associate)	2,50,00,000	50%	2,50,00,000	50%
Oil and Natural Gas Corporation Limited (Associate)	1,30,00,000	26%	1,30,00,000	26%
Karnataka Industrial Areas Development Board (Associate)	1,15,00,000	23%	1,15,00,000	23%

d) Details of Shareholding of Promoters:

As at 31.03.2023

Equity Shares held by promoters at the end of the year				
Sl. No.	Promoter Name	No of shares	% of total shares	% Change during the year
1	Infrastructure Leasing and Financial Services Limited	2,50,00,000	50%	-
2	Oil and Natural Gas Corporation Limited	1,30,00,000	26%	-
3	Karnataka Industrial Areas Development Board	1,15,00,000	23%	-

As at 31.03.2022

Equity Shares held by promoters at the end of the year				
Sl. No.	Promoter Name	No of shares	% of total shares	% Change during the year
1	Infrastructure Leasing and Financial Services Limited	2,50,00,000	50%	-
2	Oil and Natural Gas Corporation Limited	1,30,00,000	26%	-
3	Karnataka Industrial Areas Development Board	1,15,00,000	23%	-

Note 18: Non Controlling Interest

(Rs. in lakhs)

	As at 31.03.2023	**As at 31.03.2022**
Equity Attributable to Non Controlling Interests	1.50	1.50

Note 19: Other Equity

(Rs. in lakhs)

Particulars	Reserves and Surplus	TOTAL
	Retained Earnings	
Balance at the end of the reporting period March 31, 2021	(3,802.07)	**(3,802.07)**
Changes in accounting policy		-
Restated balance at the beginning of the reporting period April 01, 2021 (A)	(3,802.07)	**(3,802.07)**
Additions during the year:		
Profit/(Loss) for the year	(1,993.42)	**(1,993.42)**
Items of OCI for the year, net of taxes:		
Remeasurment benefit of defined benefit plans	8.24	**8.24**
Total Comprehensive Income for the period March 31, 2022 (B)	(1,985.18)	**(1,985.18)**
Reductions during the year:		
Transfer to general reserves	-	-
Any other change -	-	-
Total (C)	-	-
Balance at the end of the reporting period March 31, 2022 (D= A+B+C)	(5,787.25)	**(5,787.25)**
Changes in accounting policy	-	-
Restated balance at the beginning of the reporting period April 01, 2022 (E)	(5,787.25)	**(5,787.25)**
Additions during the year:		-
Profit/(Loss) for the year	718.29	**718.29**
Items of OCI for the year, net of taxes:		-
Remeasurment benefit of defined benefit plans	5.36	**5.36**
Total Comprehensive Income for the period March 31, 2023 (F)	723.65	**723.65**
Reductions during the year:		
Transfer to general reserves	-	-
Any other change	-	-
Total (G)	-	-
Balance at the end of the reporting period March 31, 2023 (E+F-G)	(5,063.60)	**(5,063.60)**

Note 20: Borrowings

(Rs. in lakhs)

Particulars	Maturity date	Terms of repayment	Effective interest rate	As at 31.03.2023	As at 31.03.2022
Secured					
Rupee Term Loans	March 2032	Sixty two unequal quarterly installments	8.59% (7.38%)*	46,365.66	49,663.08
Less: Amortized cost of debt				(63.95)	(75.47)
Non-current borrowings				**46,301.71**	**49,587.61**
Less: Current maturities of long-term debt (included under Other Current financial liabilities Note 27)				(1,813.50)	(1,482.98)
Total non-current borrowings				**44,488.21**	**48,104.63**

* Indicates the EIR as at 31.03.2022

(i) Term loan from banks including current maturities is secured by mortagage of the land and structure/lease hold rights, of the entire immovable assets of the borrower both present and future, excluding land & structure pertaining to the rehabiltation and resettlement of the colony and lands for which lease agreements with tenants of the SEZ project already in place. First charge on the entire assets of the borrower present and future both movable and immovable. First charge on all revenues/receivables accuring to the project.
(ii) There has been no default in payment of principal and interest during the year.

Note 21: Lease liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Lease liabilities (Refer Note no. 48)	2,245.06	2,275.22
Less: Current maturities of lease liabilities (included under Other Current financial liabilities refer Note 28)	(34.56)	(27.80)
Total non current lease liabilities	**2,210.50**	**2,247.42**

Note 22: Other financial liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Payable towards capex related works	4,561.73	4,561.73
Retention monies relating to capex related works	381.13	381.13
Trade Deposits	251.51	208.21
Total	**5,194.37**	**5,151.07**

Payable to contractors towards retention monies are non-interest bearing.

Note 23: Provisions

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for employee benefits:		
-Provision for Gratuity (Refer Note no.50)	146.58	137.76
-Provision for Compensated absences (Refer Note no.50)	85.01	81.33
Total	**231.59**	**219.09**

Note 24: Deferred tax

The major components of deferred tax liabilities/(assets) arising on account of timing differences are as follows:

As at 31st March, 2023

(Rs. in lakhs)

Particulars	Balance Sheet	Recognised in Profit and Loss	Recognised in Other Comprehensive income	Balance Sheet
	01.04.2022	**2022-23**	**2022-23**	**31.03.2023**
Difference between written down value of Property, Plant and Equipment as per the books of accounts and Income Tax Act, 1961	6,909.75	535.16	-	7,444.91
Difference between written down value of Intangible assets as per the books of accounts and Income Tax Act, 1961	248.62	(6.11)	-	242.51
Difference in carrying value and tax base of term loan measuerd at amortized cost	19.63	(2.99)	-	16.64
Employee benefit, provision for expense allowed for tax purpose on payment basis	(3.76)	(1.83)	1.88	(3.71)
DTA on non refundable one time user fee considered as income for Income Tax, while the same is amortized over the period of agreement under IND AS	(4,147.60)	(30.05)	-	(4,177.65)
Net Deferred tax liabilities	**3,026.64**	**494.18**	**1.88**	**3,522.70**

Note 25: Government grant

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Government grant (refer Note no.52)	1,695.38	1,777.88
Less: Current release of government grant (included under 'Other Current Liabilities' Refer Note 33)	(82.50)	(82.50)
Total	**1,612.88**	**1,695.38**

Note 26: Other non current liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Advances from customers	86,603.26	89,596.55
Less: Current release of advances from customers (included under 'Other Current liabilities' Refer Note 31)	(3,499.03)	(3,294.99)
Total (a)	**83,104.23**	**86,301.56**
Deferred income	212.30	190.83
Less: Current release of deferred income (included under 'Other Current Liabilities' Refer Note 31)	(13.33)	(10.08)
Total (b)	**198.97**	**180.75**
Total (a+b)	**83,303.20**	**86,482.31**

Note 27: Borrowings

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Current maturity of long term debt (refer Note no. 20)	1,813.50	1,482.98
Total	**1,813.50**	**1,482.98**

Note 28: Lease liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Lease liabilities (refer Note no. 21)	34.56	27.80
Total	**34.56**	**27.80**

Note 29: Trade Payables

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Outstanding dues to Micro and Small Enterprises	267.73	184.01
Outstanding dues of creditors other than Micro and Small Enterprises	784.06	1,170.31
Total	**1,051.79**	**1,354.32**

Note 29(i): The classification of the suppliers under Micro, Small and Medium Enterprises Development Act, 2006 is made on the basis of information made available to the Company.

Note 29(ii): Disclosure requirement as required under Micro, Small, & Medium Enterprises Development Act, 2006 is as follows

Particulars	31-Mar-23	31-Mar-22
a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year:		
Principal	267.73	184.01
b. The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts 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 (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	Nil	Nil
d. The amount of interest accrued and remaining unpaid at the end of the accounting year and	Nil	Nil
e. The amount of further interest due and payable even in the succeeding year, 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	Nil	Nil

Note 29 (iii): Trade Payables aging schedule

As at 31.03.2023

(Rs. in lakhs)

No.	Particulars	Outstanding for following periods from the due of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	267.72	-	-	-	**267.72**
(ii)	Others	674.07	102.08	3.00	4.92	**784.07**
(iii)	Disputed dues-					-
	MSME	-	-	-	-	-
	Others	-	-	-	-	-
	Total	**941.79**	**102.08**	**3.00**	**4.92**	**1,051.79**

As at 31.03.2022

(Rs. in lakhs)

No.	Particulars	Outstanding for following periods from the due of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	172.60				**172.60**
(ii)	Others	1,138.65	3.02	8.55	31.50	**1,181.72**
(iii)	Disputed dues-					-
	MSME	-	-	-		-
	Others	-	-	-		-
	Total	**1,311.25**	**3.02**	**8.55**	**31.50**	**1,354.32**

Note 30: Other financial liabilities

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Retention monies relating to capex related works	96.11	201.09
Security Deposits	733.07	662.45
Earnest Money Deposit	8.10	13.88
Payable towards capex related works	907.14	833.26
Payable to employees	67.75	65.38
Others	6.15	6.30
Total	**1,818.32**	**1,782.35**

Payable to contractors towards project related EMD accepted by company and retention monies to contractors, are non-interest bearing.

Note 31: Other current liabilties

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Advances from customers (refer Note no. 26)	3,499.03	3,294.99
Deferred income (refer Note no. 26)	13.33	10.08
Others		
-Payable towards Goods & Service tax	56.03	59.16
-Payable towards TDS under Income Tax	58.49	56.70
-Payable towards Providend fund, Profession Tax and ESIC	1.93	1.97
Total	**3,628.81**	**3,422.90**

Note 32: Provisions

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee Benefits		
-Provision for Gratuity (Refer Note no.50)	7.99	7.12
-Provision for Compensated absences (Refer Note no. 50)	14.89	13.98
Provision towards Rehabilitation & Resettlement cost (refer Note no. 4 (ii))	170.62	240.90
Total	**193.50**	**262.00**

Note 33: Government grant

(Rs. in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Government grant (refer Note no.25)	82.50	82.50
Total	**82.50**	**82.50**

Note 34: Revenue from operations

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Sale of Products		
River water and Tertiary treated water	4,208.24	4,084.26
Power	7,416.37	6,888.51
Sale of Services		
Land Lease Premium	1,411.84	1,408.75
Land Lease Rental	608.03	382.09
Operation and Maintenance Charges	4,570.47	4,035.23
Usuage charges towards infrastructure facilities	2,148.53	2,445.76
Total	**20,363.48**	**19,244.61**

Note 35: Other Income and other gain/(losses)
(a) Other income

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Interest Income:		
(i) On financial assets measured at fair value	155.32	110.03
(ii) On security deposits measured at amortized cost	16.83	13.27
(iii) On income tax refund	13.32	147.57
Gain on redemption of mutual funds	207.75	142.55
Government grant amortization	82.50	82.50
Liabilities no longer required written back	13,539.76	-
Other non operating income	86.16	158.60
Total (a)	**14,101.64**	**654.51**

(b) Other gains/(losses)

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Fair value gain on mutual fund investment	(0.38)	0.19
Total (b)	**(0.38)**	**0.19**
Total (a+b)	**14,101.26**	**654.70**

Note 36: Cost of materials consumed

Rs. in lakhs

Particulars	31-Mar-23	31-Mar-22
Purchase of Power	6,504.85	5,709.57
STP water drawal charges	581.88	531.06
Total	**7,086.73**	**6,240.63**

Note 37: Employee benefit expense

Rs. in lakhs

Particulars	31-Mar-23	31-Mar-22
Salaries and allowances	674.43	646.64
Contribution to provident and other funds	10.23	10.33
Gratuity	22.49	22.05
Staff welfare expenses	47.19	62.38
Total	**754.34**	**741.40**

Note 38: Finance costs

Rs. in lakhs

Particulars	31-Mar-23	31-Mar-22
Interest on financial liabilities measured at amortized cost		
-Interest on bank borrowings	3,760.15	3,737.32
-Interest on security deposit	12.69	10.97
Interest on security deposits measured at fair value	27.46	26.65
Interest on lease liability (Note no.48)	205.07	207.00
Other borrowing cost	23.36	17.00
Total	**4,028.73**	**3,998.94**

Note 39: Depreciation and amortisation expense

Particulars	31-Mar-23	31-Mar-22
Depreciation of Property, plant and equipment (Note 3)	3,399.34	3,422.91
Amortization of right-of-use assets (Note 3 and Note no. 48)	115.13	113.31
Amortisation of Intangible assets (Note 6)	66.09	68.44
Total	**3,580.56**	**3,604.66**

Note 40: Impairment losses (Net)

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Impairment written off - trade receivables	14,023.13	104.69
Impairment written off -PPE & non-current assets	44.30	27.33
Fair Value loss provision (Note no. 46C)	50.33	2,538.45
Total	**14,117.76**	**2,670.47**

Note 41: Other expenses

(Rs. in lakhs)

Particulars	31-Mar-23	31-Mar-22
Rent	50.10	51.58
Rates & taxes	452.02	533.69
Repair and Maintenance	2,487.28	2,122.03
Insurance	112.26	106.62
Advertising and publicity	14.12	16.28
Travelling expenses	85.54	69.19
Professional & consultancy charges	40.32	50.32
Legal fees	29.01	3.53
Payment to auditors	9.70	10.84
Corporate social responsibility	-	-
Interest on income tax	-	4.71
Miscellaneous Expenses	403.80	397.18
Total	**3,684.15**	**3,365.97**

Note 42 A: Income tax expense

The major components of income tax expense for the year are as under:

Income tax recognised/reported in the Statement of Profit and loss

(Rs. in lakhs)

Particulars	**31-Mar-23**	**31-Mar-22**
Current tax:		
Current tax on profits for the year	-	317.51
Adjustments for current tax of prior periods	(0.002)	(2.60)
Total current tax expense	**(0.002)**	**314.91**
Deferred tax:		
-Increase/(Decrease) in deferred tax	494.18	955.75
Total deferred tax expense/(benefit)	**494.18**	**955.75**
Income tax expense	**494.18**	**1,270.66**
Income tax expense is attributable to:		
Profit from continuing operations	**494.18**	**1,270.66**

Note 42 B: Expenses recognised in the Other Comprehensive Income

(Rs. in lakhs)

Particulars	**31-Mar-23**	**31-Mar-22**
Actuarial (Gains)/Losses on Defined benefit obligation	(7.24)	(11.14)
Total	**7.24**	**11.14**

Deferred tax related to items recognised in OCI

(Rs. in lakhs)

Particulars	**31-Mar-23**	**31-Mar-22**
Income tax charged on Defined benefit obligation	1.88	2.90
Total	**1.88**	**2.90**

Note no.43:Title deeds of Immovable Property not held in name of the Company

Table 1: Statement showing the details of total land area:

Area Details - in Acres

Total Area as on 01.04.2022	Transferred to KIADB for MRPL Purpose	Balance area	Land handed/yet to be handed over to entities related to R&R Colony viz, local bodies & PDF	Balance land as on 31.03.2023	Registerd Land as on 31.03.2023		Un-registered land as on 31.03.2023	Total Area as on 31.03.2022	Area Registered as on 31.03.2022	Land surrendered to KIADB and land handed over to PDF/Local bodies	Balance not registered as on 31.03.2022 (after surrender to KIADB)
					Acres	Registeration date					
2346.92	251.23	2095.69	199.33	**1896.36**	1533.22	17.02.2011	266.63	**2346.92**	1,629.73	450.56	266.63
					9.99	11.08.2011					
					86.52	10.11.2014					
2346.92	**251.23**	**2095.69**	**199.33**	**1896.36**	**1629.73**		**266.63**	**2,346.92**	**1,629.73**	**450.56**	**266.63**

(*) The 199.33 Acres includes (i) 91.8707 Acres handed over to Project Displaced Families (PDFs), (ii)1.2785 Acres yet to be handed over to PDFs and (iii) 106.1809 Acres handed over to Local bodies, as per the Government of Karnataka Rehabilitation & Resettlement Policy.
(**) 266.6292 acres of land is in possession but unregistered.

Table 2: Statement showing title deeds of Immovable Property not held in name of the Company

Sl. No.	Relevant line item in the Balance sheet	Description of item of property	Gross carrying value - Rs. In lakhs	Title deeds held in the name of	Whether title deeds holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
A	**Investment property**	**Land - Acres**					
i		199.33	16,143.30	Project displaced families and Local authourities	No	Year 2011	The Company has developed Rehabilitation and Resettlement Colonies for the Project Displaced families as per GoK order No.KE 309 REH, 2006, Bangalore dated 20.06.2007. The developed colonies along with common infrastructure developed areas are handed over to the indivdual PDF and local authourities respectively.
ii		266.63	4,661.17		Yes, held by KIADB who is a Co-promoter and also the lessor of the property.	Year 2012	This land is situated outside the notified SEZ area. The land is being utilized for various utilities viz., corriodor, approach roads,green belt. The land is also held for lease to DTA industries. As and when the land use pattern is firmed up based on the requirement the Company will take up registration.

Further, refer to Note no.49(i) on Finance lease

Note 44: Capital-Work-in Progress (CWIP)

(i) Aging schedule as at 31.03.2023
As at 31.03.2023

(Amount in Rs. lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
R&R Colony Development	-	-	-	2,653.59	**2653.59**
By Pass road works	-	-	-	3,320.05	**3320.05**
Providing and laying MS Pipeline in the river bed	12.00	114.28	-	-	**126.28**
Roof sheeting works over Sarapady Head works	17	-	-	-	**17.00**
Pass section building works	36.05	-	-	-	**36.05**
Development Commissioner Office Building Works	2.71	-	-	-	**2.71**
COD online sensor	8.75	-	-	-	**8.75**
Sarapady Rooftop SRTPV Plant	2.34	-	-	-	**2.34**
CETP 3.5MLD-4.5MLD works	185.80	-	-	-	**185.80**
Projects temporarily suspended					
Boundary Wall Package 3	-	-	-	347.19	**347.19**
Total	**264.65**	**114.28**	**-**	**6,320.83**	**6,699.76**

Aging schedule as at 31.03.2022
As at 31.03.2022

(Amount in Rs. lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
R&R Colony Development				2,653.59	**2,653.59**
By Pass road works				3,260.05	**3,260.05**
DAF and Digister system	21.49	235.44			**256.93**
Installation of Electromagnetic flow meters	16.7				**16.70**
Construction of Chemical storage house	9.24				**9.24**
CAAQMS spares	9.1				**9.10**
Projects temporarily suspended					**-**
Providing and laying MS Pipeline in the river bed	114.28	-	-	-	**114.28**
Boundary Wall Package 3	-	-	-	347.19	**347.19**
Total	**170.81**	**235.44**	**-**	**6,260.8**	**6,667.08**

(ii) Completion schedule:
As at 31.03.2023

(Amount in Rs. lakhs)

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 year	More than 3 years	
Projects in progress					
Providing and laying MS Pipeline in the river bed	126.28	-	-	-	**126.28**
Roof sheeting works over Sarapady Head works	17.00	-	-	-	**17.00**
Pass section building works	36.05	-	-	-	**36.05**
Development Commissioner Office Building Works	2.71	-	-	-	**2.71**
COD online sensor	8.75	-	-	-	**8.75**
CETP 3.5MLD-4.5MLD works	185.80	-	-	-	**185.80**
Projects temporarily suspended					
Boundary Wall Package 3 (*)	347.19	-	-	-	**347.19**
Total	**723.78**	**-**	**-**	**-**	**723.78**

Completion schedule:
As at 31.03.2022

(Amount in Rs. lakhs)

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
DAF and Digister system	310.00	-	-	-	**310.00**
Installation of Electromagnetic flow meters	16.70	-	-	-	**16.70**
Construction of Chemical storage house	20.71	-	-	-	**20.71**
CAAQMS spares	9.10	-	-	-	**9.10**
Projects temporarily suspended					**-**
Providing and laying MS Pipeline in the river bed	114.28	-	-	-	**114.28**
Boundary Wall Package 3	347.19	-	-	-	**347.19**
Total	**817.98**	**-**	**-**	**-**	**817.98**

(*) Boundrywall: Due to agitations from the local residents the balance portion of Boundrywall works could not be executed & hence the contract was closed in FY 2015-16. The company is pursuing with the District Administration and local residents to resolve the issue. The company would assess the status of completion of the boundry wall works and capitalize accordingly.

Note no. 45: Ratios

	Particulars	31-Mar-23 Reference	31-Mar-23 Amount Rs. in lakh	31-Mar-23 Ratio	31-Mar-22 Reference	31-Mar-22 Amount Rs. in lakh	31-Mar-22 Ratio	% Variance	Reasons if variance is more than 25%
(a)	Current Ratio, (i/ii)			1.48			1.79	-17.25%	
	Current assets (i)	As per BS	12,745.54		As per BS	15,030.31			
	Current liabilities (ii)	As per BS	8,622.98		As per BS	8,414.85			
(b)	Debt-Equity Ratio, (i/ii)			0.54			0.56	-4.63%	
	Debt (i)	Note No: 20	46,365.66		Note No: 20	49,663.08			
	Equity								
	Equity	As per BS	(63.48)		As per BS	(787.13)			
	Long term advances	Note No: 26	86,584.53		Note No: 26	89,172.60			
	Net Equity (ii)		**86,521.05**			**88,385.47**			
(c)	Debt Service Coverage Ratio (i/iv)			1.74			1.54	13.27%	
	Earnings before Interest, Depreciatoin and Tax (i)								
	Total Income (ii)	As per P&L	34,464.74		As per P&L	19,899.31			
	Less: Liabilities no longer required written back	As per P&L	13,539.76						
	Total Income (ii)		**20,924.98**						
	Less: Operating expenses (iii)								
	Cost of materials consumed	As per P&L	7,086.73		As per P&L	6,240.63			
	Employee benefit expense	As per P&L	754.34		As per P&L	741.40			
	Interest on security deposits; Interest on Lease assets; Other borrowing costs	Note No: 38	268.58		Note No: 38	261.62			
	Other expenses	As per P&L	3,684.15		As per P&L	3,365.97			
	Total operating exepnses		11,793.80			10,609.61			
	Earnings before Interest, Depreciatoin and Tax (ii-iii)		***9,131.18***			***9,289.69***			
	Debt (iv)								
	Current maturities of long term borrowings	As per BS	1,482.98		As per BS	2,304.90			
	-Interest on bank borrowings	Note No: 38	3,760.15		Note No: 38	3,737.32			
			5,243.12			**6,042.22**			
(d)	Return on Equity Ratio, (i/ii)			1131.53%			253.25%	346.80%	The PAT for the current year is positive and also, the net equity for the year has improved resulting in overall variance more than 25%.
	Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.29		As per P&L	(1,993.42)			
	Equity (ii)	As per BS	(63.48)		As per BS	(787.13)			
(e)	Inventory turnover ratio,	**Not applicable**							
(f)	Trade Receivables turnover ratio, (i/iii)			9.15			7.38	24.06%	The outstanding dues from customers is realized in current year, thereby improving the base factor of closing trade receivables in comparision to previous year closing trade receivables.
	Revenue from operations (i)	As per P&L	20,363.48		As per P&L	19,244.61			
	Less: One time revenue amortizations	As per P&L	2,619.92		As per P&L	2,692.05			
	Net Revenue from operations (i)		**17,743.56**			**16,552.56**			
	Net closing trade receivables - Considered good, unsecured (ii)	Note No: 11	1,938.87		Note No: 11	2,243.87			

	Particulars	31-Mar-23 Reference	Amount Rs. in lakh	Ratio	31-Mar-22 Reference	Amount Rs. in lakh	Ratio	% Variance	Reasons if variance is more than 25%
(g)	Trade payables turnover ratio (i/ii)			10.24			7.09	44.37%	The qunatum of power purchase from IEX has increased in current year, wherein the payment for purhcase is made on daily basis. The closing trade payable is lower compared to previous year due to less power purhcase payable to MESCOM. Thereby contributing to increase in turnover ratio for current year resulting in variance more than 25%.
	Value Goods and services obtained (i)								
	-Cost of material consumed	As per P&L	7,086.73		As per P&L	6,240.63			
	-Other Expenses	As per P&L	3,684.15		As per P&L	3,365.97			
	Net value of goods and services obtained (i)		**10,770.88**			**9,606.60**			
	Closing trade payable (ii)	As per BS	1,051.79		As per BS	1,354.32			

(h)	Net capital turnover ratio (i/ii)			4.94			2.91	69.80%	The increase in turnover coupled with decrease in working capital position has lead to increase variance.
	Total revenue from operations (i)	As per P&L	20,363.48		As per P&L	19,244.61			
	Net Working capital (ii =a-b)		4,122.56			6,615.46			
	Current asset (a)	As per BS	12,745.54		As per BS	15,030.31			
	Current liabilities (b)	As per BS	8,622.98		As per BS	8,414.85			

(i)	Net profit ratio (i/ii)			2.1%			-10%	120.80%	The positive PAT for the current year vis-à-vis the negative PAT for previous year has resulted in increased % variance more than 25%.
	Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.29		As per P&L	(1,993.42)			
	Total Income (ii)	As per P&L	34,464.74		As per P&L	19,899.31			

(j)	Return on Capital employed			0.54%			-1.44%	137.43%	The positive PAT for the current year vis-à-vis the negative PAT for previous year has resulted increased % variance more than 25%.
	Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.29		As per P&L	(1,993.42)			
	Capital employed (ii)								
	Equity								
	Equity	As per BS	(63.48)		As per BS	(787.13)			
	Long term advances	Note No: 26	86,584.53		Note No: 26	89,172.60			
	Net Equity		**86,521.05**			**88,385.47**			
	Debt	Note No:20	46,365.66		Note No:20	49,663.08			
	Total capital employed (Debt + Equity) (ii)		**1,32,886.71**			**1,38,048.55**			

(k) Return on investment

Profit/(Loss) after tax for the year attributable to equity shareholders (i)	As per P&L	718.29	1%		(1,993.42)	-2%	136.88%	The positive PAT for the current year vis-à-vis the negative PAT for previous year has resulted in increased % variance more than 25%.
Investment:		1,07,885.00			1,10,412.37			
-Net PPE (excluding lease assets)	Note No: 3	72,591.44		Note No: 3	75,094.04			
-CWIP	Note No: 4	6,699.76		Note No: 4	6,667.08			
-Investment property	Note No: 5	52,779.80		Note No: 5	52,771.23			
-Intangible assets (excluding software)	Note No: 6	1,056.33		Note No: 6	1,122.35			
Less: Contributions received								
For Corridor Project		(19,514.33)			(19,514.33)			
For Marine Outfall		(3,758.00)			(3,758.00)			
For CETP and Flyover - Governemnt Grant		(1,970.00)			(1,970.00)			

Note no. 46A: Category-wise Classification of Financial instruments

(Rs. in lakhs)

Financial assets measured at fair value through profit or loss (FVTPL)	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Investments in quoted mutual funds	10	-	-	3,282.47	4,303.91
		-	**-**	**3,282.47**	**4,303.91**

Financial assets measured at amortised cost	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Trade Receivables	7, 11	-	638.40	5,278.64	7,122.08
Term deposits with original maturity of more than 12 months	8	965.52	717.32	-	-
Cash and cash equivalents	12	-	-	31.84	292.57
Term deposits held as margin money	13	-	-	3,385.48	2,807.60
Security deposit and others	14	-	-	77.28	69.67
		965.52	**1,355.72**	**8,773.25**	**10,291.91**

Financial liabilities measured at fair value through amortized cost	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Term loan from bank	20, 27	44,488.21	48,104.63	1,813.50	1,482.98
Lease liabilities	21, 28	2,210.50	2,247.42	34.56	27.80
Trade deposits	22	251.51	208.21	-	-
Trade payables	29	-	-	1,051.79	1,354.32
Retention monies relating to capital expenditure/projects	22, 30	381.13	-	96.11	201.09
Security Deposits	30	-	-	733.07	662.45
Earnest Money Deposit	30	-	-	8.10	13.88
Payable towards capital/project related expenditure/works	30	4,561.73	4,561.73	907.14	833.26
Payable to employees	30	-	-	67.75	65.38
Others	30	-	-	6.15	6.30
		51,893.07	**55,121.98**	**4,712.02**	**4,641.14**

Note no.46(B) Fair value Measurments

(i) The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities:

As at March 31, 2023

(Rs. in lakhs)

Financial assets	Refer Note	Fair value as at 31.03.2023	Fair Value hierarchy		
			Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in quoted mutual funds	10	3,282.47	3,282.47	-	-

As at 31st March, 2022

(Rs. in lakhs)

Financial assets	Refer Note	Fair value as at 31.03.2022	Fair Value hierarchy		
			Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in quoted mutual funds	10	4,303.91	4,303.91	-	-

(ii) Valuation technique used to determine fair value

Financial instruments measured at fair value

The valuation technique used to value financial instruments at fair value is based on the quoted market prices of mutual funds recognised at their closing NAV per unit.

The fair value of security deposits is determined using cost of borrowing.

Note no.46 (C) Financial Risk Management - Objectives and Policies

The Company's financial liabilities comprises mainly of viz., term loan borrowings, trade payables and other payables. The Company's financial assets comprises mainly of cash and cash equivalents, trade receivables, investments in mutual funds and other receivables.

The Company has financial risk exposure in the form of viz., market risk, credit risk and liquidity risk. The Risk Management Committee under the Board of Directors oversees the risk to which the Company is exposed and operates.

The present disclosures made by the Company summarizes the exposure to the financial risks.

1) 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 price comprises three types of risk: currency risk, interest rate risk and other price risk. The financial instruments affected by market risk includes rupee term loan and loans &

a) Interest Rate Risk exposure

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 has availed significant rupee term loans at floating interest rates from State Bank of India, New Delhi. The interest rate is six months MCLR rate of SBI plus spread 0.25% (w.e.f.01-01-23) and the interest rate is reset once every six months.. The Company has not entered into any of the interest rate swaps and hence, the Company is exposed to interest rate risk.

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

Rs. in lakhs

	31-Mar-23	31-Mar-22
Variable rate borrowings	46,365.66	49,663.08
	46,365.66	**49,663.08**

As at the end of the reporting period, the company has the following variable rate borrowings outstanding:

31-Mar-23				**31-Mar-22**			
	Weighted average interest rate	Balance Amount in Rs. lakh	% of total loans		Weighted average interest rate	Balance Amount in Rs. lakh	% of total loans
Rupee term loan	7.81%	46,365.66	100%	Rupee term loan	7.23%	49,663.08	100%
Exposure to cash flow interest rate risk		46,365.66	100%	Exposure to cash flow interest rate risk		49,663.08	100%

(Note no. 46 C continued)

Interest Rate Sensitivity analysis

The Company considering the economic environment in which it operates has determined the interest rate sensitivity analysis (interest exposure) at the end of the reporting period. The interest rate for the Company are floating rates and hence, the analysis is prepared assuming the amount of the borrowings outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point +/- fluctuation in the interest rate is used for disclosing the sensitivity analysis.

Rs. in lakhs

	Impact on Profit before tax	
Sensitivity	31-Mar-23	31-Mar-22
Interest rates - increase by 50 basis points	240.07	257.79
Interest rates - decrease by 50 basis	(240.07)	(257.79)

The interest rate sensitivity analysis is done holding on the assumption that all other variables remaining constant.

The increase/decrease in interest expense is directly attributable to the Company's exposure to interest rates on its variable rate of borrowings.

b) Foreign currency risk exposure

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company undertakes transactions in Indian Rupees and its borrowings/loans payable & trade receivables are also denominated in Indian Rupees and hence, there is no exposure to foreign exchange operations and as such no rate fluctuations involves.

Foreign currency rate sensitivity analysis:

Since, there is no foreign currency risk, sensitivity analysis for the same does not arise

c) Other price risk

Other price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market traded prices. The Company's investment in liquid fund - Direct plan Daily IDCW (Cash). The Company's equity investment in its subsidiary is not held for trading and hence, there is no risk of price movement.

(Note no. 46 C continued)

2) Credit Risk

The Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, Bank balances and other receivables.

The Company primarily deals with the units/consumers operating inside the Mangalore Special Economic Zone (MSEZ). The units/consumers are the industries who have invested in MSEZ for setting up their industry. The Company enters into MOU/Lease deed for lease of land and receives on-time lease premium (as per agreed milestones) and also collects annual lease rentals. The Company supplies water;power and provides services to units/consumers through pre-determined contracts and agreed rates. In so far as supply of power is concerned the Company charges tariff based on the approved tariff by regulatory commission. The Company's exposure are continuously monitored and the aggregate value of transactions is reasonably spread amongst the units. The Company upon entering into MOU/lease agreement for balance leaseble land with the prospective units/consumer would receive one-time lease premium and annual rentals and concurrently, would also receive steady operating cash flows through sale of products and supply of services.

The credit risk arising from the exposure of investing in mutual funds and bank balances is limited and there is no collateral held against these because the counterparties are the recognised financial institutions and public sector banks, which are creditworthy.

The credit period in majority of the trade receivables range from 7 days-15 days and average credit period is less than 30 days. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. The concentration of the credit risk is generally limited due to fact that the area of operation of the Company is confined to one geography (MSEZ) and the number of units/consumers are also limited, wherein again the credit risk mitigated through pre-existing contract obligations.

For trade receivables, as a practical expedient, the Company computes the credit loss allowance if there is life-time expected credit losses and fair value loss measured at present value, based on rate of cost of borrowing.

(Note no. 46 C continued)

Movement in expected credit loss allowance on trade receivables

Rs. in lakhs

Particulars	31.03.2023	31.03.2022
Balance at the beginning of the year	11,842.63	9,304.72
Impairment allowance	50.33	3,063.10
Fair value losses provided/(write back)	(11,717.35)	(419.95)
Impairment written-off	-	(105.24)
Balance at the end of the year	**175.61**	**11,842.63**

3) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly to meet obligations when due. The Company's exposure to liquidity risk arises primarily from mismatches of values of the financial assets and liabilities.

The Company manages the liquidity risk by (i) maintaining adequate and sufficient cash and cash equivalents including investments in mutual funds (ii) making available the funds from realising timely maturities of financial assets to meet the obligations when due. The management monitors rolling forecast of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. Also, the Company manages the liquidity risk by projecting cash flows considering the level of liquid assets necessary to meet the obligations by matching the maturity profiles of financial assets and financial liabilities and monitoring balance sheet liquidity ratios. Further, the liquidity risk management involves matching the maturity profiles of financial assets and financial liabilities.
The company makes an annual/long term financial plan so as to ensure there are no maturity mismatches in settlement of liabilities

Note no.46 (D) Capital Management

The Company's objective when managing capital are to:

a) safeguard the Company's ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

b) Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may vary the distribution of dividends to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

As at March 31, 2023, the Company has only one class of equity share and rupee term loan.

Consequent to such capital structure, there are no externally imposed capital requirements.

The capital structure of the Company consists of debt (borrowings as detailed **in notes 20 and 27**) and total equity including advances received from units towards lease of land and use of infrastructure facilities of the Company and monitors capital, based on this capital structure's gearing ratio.

The gearing ratio at the end of the reporting period is computed as follows

Rs. in lakhs

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
i) Debt	46,365.66	49,663.08
ii) Equity share capital	5,000.12	5,000.12
iii) Other equity	(5,063.60)	(5,787.25)
iv) One time non-refundable amounts from customers	86,584.53	89,172.60
v) Total equity [(ii)+(iii)+(iv)]	**86,521.05**	**88,385.47**
vi) Debt to equity ratio (times)	**0.54**	**0.56**

Note no.47: Segment reporting

The company has only one operating segment (Development, Operation & Maintenance of Mangalore Special Economic Zone).

Note no. 48: Leases - As lessee

Right-of-use assets - Ind-AS 116

Rs. in lakhs

Sl. No.	Particulars	Note	31-Mar-23	31-Mar-22
1	Depreciation charge for right-of-use assets	3	115.13	113.31
2	Interest expense on lease liabilities	38	205.07	207.00
3	Total cash outflow for leases	Refer Cash flow statement	(232.88)	(228.64)
4	Carrying amount of right-to-use assets	3	1,872.80	1,988.47
5	Present value of lease liabilities	21, 28	2,245.06	2,275.22

The estimated future undiscounted cash flows for lease is as follows:

Rs. in lakhs

Sl. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Future Lease payments payable from the end of the year	4,760.69	4,998.31
i	Upto one year	236.62	232.57
ii	Between one to three years	486.38	478.07
iii	Between three to five years	504.47	495.82
iv	More than five years Total -	3,533.21	3,791.84
2	**Total - (i+ii+iii+iv)**	**4,760.69**	**4,998.31**
3	Less: Interest Cost	2,515.62	2,723.09
4	Net Lease liability (2-3)	2,245.06	2,275.22
5	Perpetual Lease liability	2,245.06	2,275.22
6	Less: Inter group eliminations	-	-
7	**Total lease liabilities (5-6)**	**2,245.06**	**2,275.22**

Note no. 49: Leases - As lessor

Lease of land

(i) Finance Lease:

The Company has obtained on a lease-cum-sale basis from Karnataka Industrial Area Development Board (KIABD) vide lease-cum-sale agreement dated 28.12.2010. The lease is for a period of 50 years. The lease agreement with KIADB stipulates various conditions related to lease, including in relation to the manner in which the Company will obtain freehold title of land. The Company is reasonably certain to obtain freehold title, since the terms and conditions for conversion to freehold land has been fulfilled and have already applied to KIADB for absolute sale deed in favour of the Company. Since, reasonable certainity exists that ownership of the asset - land the economic ownership of the land ab initio would eventually pass on to the Company the land is accounted as a tangible asset of the Company e.g.Leasehold land convertible into freehold. Thus in substantive terms, the Company has acquired a tangible asset - only in legal terms the conversion into freehold status is pending.

The Company paid leasehold premium upfront and same has been capitalized. Also, refer to Note No.43 on 'Title deeds not held in the name of the Company'

Note No.49 continued

(ii) Operating Lease

The Company has sub leased land inside MSEZ (lease-cum-sale land acquired from KIADB) on operating lease to various units. The sub-lease are long term in nature and the period of sub-lease with the units is coterminous with that of the lease period entered into by the company with KIADB i.e. Until 26th January 2060. The sub-lease are non-cancellable and does not include contingent rent. The subleases are renewable for a further period on substantial terms as specified in the lease agreements.

The Ministry of Commerce & Industry, Department of Commerce (SEZ Section) has vide Office Memorandum dated 9th February, 2022 has approved for the partial denotification of 79.9241 Ha of SEZ Land.

The Company has entered into MoU for lease of land in Domestic Tariff Area (DTA) with M/s.Eswari Global Metal Industries Pvt Limited (5 Acres), M/s.SJT Lifesciences Pvt Limited (5 Acres), M/s.IWL India Pvt Ltd (2.50 Acres) and M/s.Moogambikai Metal Refineries (1.60 Acres). As at 31st March, 2023 the Company has received lease premium advance of Rs.751.96 lakhs (Previous year Rs.178.99 lakh). Subject to the Company getting ownership from KIADB, the MoU also provides an option to the above parties to seek for a sale deed by paying an additional premium as agreed.

The total future rentals receivable as at March 31, 2023 (based on the agreements concluded with the units) is as under:

Rs. in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Not later than one year	13,877.74	401.41
later than one year and not later than five years	13,002.20	1,633.85
later than five years	15,486.39	15,779.04

Note no. 50: Employee Benefits

(i) Post-employment benefits
Brief Description: A general description of the type of employee benefit plan is as follows:

Defined benefit gratuity plan (Unfunded):
The company has a defined benefit gratuity plan for its employees. It is governed by Payment of Gratuity Act, 1972. Under the said Act employees who have completed five years of service is entitled to gratuity benefits. The level of benefit provided depends on the employees length of service and last drawn salary.

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 (PUCM).

This post-employment plan typically expose the Company to actuarial risks such as: Investment risk, interest rate risk, longevity risk and salary risk.

Investment Risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government
Interest rate Risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity Risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life
Salary Risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.
Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

The company has implemented the benefit scheme in line with Payment of Gratuity Act, 1972. The monetary ceiling of gratuity payable to the employees has been changed from Rs.10 Lakhs to Rs.20 Lakhs.

The most recent actuarial valuation of the plan assets and the present value of defined obligation were carried out as at March 31, 2023.

The principal actuarial assumptions used in determining Gratuity are as follows

Sl. No	Particulars	As at 31.03.2023	As at 31.03.2022
1	Discount Rate	7.44%	6.98%
2	Annual increase in	8.00%	8.00%
3	Employee Turnover	5.00%	5.00%

The discount rate relates to the benchmark rate available on G.Sec. and is taken as per deal rate as on 31.03.2023. The tenure of the G.Sec. Rate matches with the expected term of the obligation

Note no. 50 Continued

The following table summarize the components of the defined benefits expense recognized in the statement of profit or loss/OCI.

Rs. in lakhs

	As at 31.03.2023	As at 31.03.2022
Current Service Cost	12.38	12.86
Net Interest Cost	10.11	9.19
Components of defined benefit costs recognized in profit or loss	**22.49**	**22.05**
Re-measurement on the net defined benefit liability	(7.24)	(11.14)
Components of remeasurement recognized in other comprehensive income	**(7.24)**	**(11.14)**
Total	**15.25**	**10.91**

The following table summarize the components of the defined benefits expense recognized in the Balance

Rs. in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Present value of benefit obligation at the end of the Period	154.57	144.88
(Fair Value of plan assets at the end of the period)	-	-
Net (liability)/Asset recognized in the Balance sheet	154.57	144.88

Movements in the present value of the defined benefit obligation are as follows

Rs. in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Present Value of Benefit Obligation at the beginning of the period	144.88	133.97
Interest Cost	10.11	9.19
Current Service Cost	12.38	12.86
Past Service Cost		
(Benefit paid Directly by the Employer)	(5.55)	
Actuarial (Gains)/ Losses on Obligations - Due to change in Demographic Assumptions		0.03
Actuarial (Gains)/ Losses on Obligations - Due to change in Financial Assumptions	(5.77)	(11.72)
Actuarial (Gains)/ Losses on Obligations - Due to Experience	(1.48)	0.55
Present Value of Benefit Obligation at the end of the period	**154.58**	**144.88**
Current	7.99	7.12
Non-Current	146.58	137.76

Note no. 50 Continued

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below have been determined based on the reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all the other assumption constant.

Rs. in lakhs

Sensitivity analysis	**As at 31.03.2023**	**As at 31.03.2022**
Projected benefit Obligation on Current Assumptions	154.58	144.88
Discount Rate		
-Impact due to increase of 1%	(11.40)	(11.44)
-Impact due to decrease of 1%	13.00	13.12
Salary increase		
-Impact due to increase of 1%	9.55	10.08
-Impact due to decrease of 1%	(9.45)	(9.65)
Employee Turnover		
-Impact due to increase of 1%	(0.09)	(0.45)
-Impact due to decrease of 1%	(0.12)	0.48

Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

(ii) Other employee long term benefits

Actual Leave and Sick leave assumptions

Compensated absences **-** Earned leave eligibility is 25 days per annum and sick leave 12 days per annum. Encashment permitted up to a maximum of 300 days per employee.

The liability towards compensated absences (annual leave and sick leave) for the year ended 31st March, 2023 based on actuarial valuation carried out by using Projected Unit Credit Method resulted in increase in liability by Rs.4.59 lakhs (Previous year increase by Rs.3.56 laksh).

Assumptions

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Retirement Age	60 years	60 years
Attrition rate	5% p.a.	5% p.a.
Salary Escalation Rate	8% p.a.	8% p.a.
Discount Rate	7.44% p.a.	6.98% p.a.
While is service Encashment rate	20% of the Leave balance(for the next year)	20% of the Leave balance(for the next year)

Note no. 51: Related Party disclosures

A Name of related parties and description of relationship:

i Parent entities

Name of the Company	Type	Place of incorporation	Ownership interest	
			31-Mar-23	31-Mar-22
Infrastructure Leasing and Financial Services Limited (IL&FS)	Associate	India	50%	50%
Oil and Natural Gas Corporation Limited (ONGC)	Associate	India	26%	26%
Karnataka Industrial Areas Development Board (KIADB)	Associate	India	23%	23%

ii Subsidiaries :(where control exists)

Name of the Company	Type	Place of Incorporation	Ownership interest	
			31-Mar-23	31-Mar-22
Mangalore STP Limited (MSTP Limited)	Subsidiary	India	70%	70%
MSEZ Power Limited (MPL)	Wholly owned subsidiary	India	100%	100%

B Board of Directors/Key Management Personnel

(i) Board of Directors

Name	**Designation**
Shri Arun Kumar Singh	Chairman w.e.f 16.12.2022
Smt Nalini Padmanabhan	Independent Director w.e.f 21.04.2022
Shri Narasimha Raju Narasappa Doddahosahalli	Independent Director w.e.f 02.07.2022
Smt Pomila Jaspal	Nominee Director of ONGC w.e.f. 02.07.2022
Shri Baiju Mathew	Nominee Director (IL&FS)
Shri Ravi Brijmohan Sikeriya	Nominee Director (IL&FS)
Shri Venkatesh Madhava Rao	Nominee Director of ONGC
Shri M.Ganesh Kamath	Additional Nominee Director (KCCI)

(ii) **Key Management Personnel**

Shri Velnati Suryanarayana	Chief Executive Officer
Shri K S Ramesh	Chief Financial Officer
Shri Phani Bhushan V	Company Secretary

(iii) Directors of the subsidiaries

Name	**Designation**
Shri Velnati Suryanarayana	Director, MSTP Limited
Shri Sudheer Maroor Pai	Nominee Director, MSTP Limited
Srimati Poornima	Nominee Director, MSTP Limited w.e.f.13.12.2022
Shri K S Ramesh	Nominee Director, MSTP Limited
Shri Velnati Suryanarayana	Director, MPL
Shri Eta Srineevasulu	Director, MPL
Shri K S Ramesh	Nominee Director, MPL

Note no.51 continued

C List of related parties

Name of the Company	Relationship
MRPL Aromatic Complex SEZ Unit (MRPL -SEZ Unit)	SEZ unit of Mangalore Refineries and Petrochemicals Limited (MRPL)
Mangalore Refineries and Petrochemicals Limited (MRPL)	Subsidiary of ONGC
Karnataka Industrial Areas Development Board (KIADB)	A statutory body of Government of Karnataka
Hindustan Petroleum Corporation Limited (HPCL)	Subsidiary of ONGC

D Details of transactions:

(i) Transactions with related parties

Rs. in lakhs

Name of related Party	Nature of Transaction	For the year ended Marach 31, 2023	For the year ended March 31, 2022
MRPL Aromatic Complex SEZ Unit	Supply of services - Annual lease rental	233.96	233.96
	Sale of products	4355.69	3,291.47
	Supply of services	820.27	978.28
	Interest expense on security deposit	6.70	6.55
MRPL	Sale of products	2190.26	2,541.56
	Supply of services	3865.00	2,994.27
	Other services	-	6.34
KIADB	Services received -Annual Lease rent & Others	6.02	10.98
	Others	-	37.07
HPCL	Supply of services	64.79	68.00

(ii) Outstanding balances with related parties

Rs. in lakhs

Name of related Party	Nature of Transaction	For the year ended Marach 31, 2023	For the year ended March 31, 2022
a. Amount payable:			
IL&FS	Trade payable	-	35.13
KIADB	Towards acquisition of land	3608.99	3,608.99
MRPL- SEZ Unit	Other payable	633.61	633.46
MRPL	Other payable	325.16	325.16
HPCL	Trade payable	2.53	-
b. Amount Receivable:			
MRPL- SEZ Unit	Trade Receivable	429.16	637.06
MRPL	Trade Receivable	307.55	408.51
HPCL	Other receivable	-	5.41
c. Loans and other assets (Debit balances)			
KIADB	Security deposit	11.60	11.60
	Capital advances	154.19	154.19
MRPL	Security deposit	0.13	0.13

Note no.51 continued

d. Advances & Deposits (Credit balances)

Name of related Party	Nature of Transaction	For the year ended March 31, 2023	For the year ended March 31, 2022
MRPL- SEZ Unit	Security deposits	302.02	279.06
MRPL	Security deposits	126.80	126.80
HPCL	Security deposits	3.65	3.65

(iii) **Provisions for doubtful debts related to amount of outstanding balances**

Rs. in lakhs

Name of the related party	Nature of Transaction	For the year ended March 31, 2023	For the year ended March 31, 2022
MRPL- SEZ Unit	Supply of services	-	28.81
MRPL	Supply of services	38.27	-
Total		**38.27**	**28.81**

(iv) **Expense recognised during the period in respect of bad or doubtful debts**

Rs. in lakhs

Name of the related party	Nature of Transaction	For the year ended March 31, 2023	For the year ended March 31, 2022
MRPL- SEZ Unit	Supply of services	(28.81)	32.60
MRPL	Supply of services	38.27	28.21
Total		**9.46**	**60.81**

The transactions with related parties are made on terms equivalent to those that prevail in an arm's length transactions. The outstanding balances are unsecured and will be settled in cash

(v) Compensation to Key management personnel:

(a) Chief executive officer

Rs. in lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Short-term employee benefits (including variable pay)	61.82	61.71
Post-employment benefits (gratuity) & long-term benefit (Compensated absences)	20.02	17.05
Contribution to providend fund	0.22	0.22
Total	**82.05**	**78.98**

Note no.51 continued

(b) Chief financial officer

Rs. in lakhs

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Short-term employee benefits (including variable pay)	36.69	33.39
Post-employment benefits (gratuity) & long-term benefit (Compensated absences)	6.35	5.09
Contribution to providend fund	0.22	0.22
Total	**43.26**	**38.69**

(c) Company Secretary

Rs. in lakhs

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Short-term employee benefits (including variable pay)	27.09	25.42
Post-employment benefits (gratuity) & long-term benefit (Compensated absences)	9.10	7.18
Contribution to providend fund	0.22	0.22
Total	**36.40**	**32.82**

(d) Independent directors

Rs. in lakhs

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Sitting fees	6.85	3.25

Note no. 52: Government Grants and Government Assistance

(a) Government Grants (refer Note 25 & 33)

The Company has received government grants of Rs.495 lakhs for construction of Common Effluent Treatment Plant (CETP) and Rs.1485 lakhs for construction of Two lane flyover near Jokatte, Mangalore in the year FY 2017-18 & FY 2018-19 respectively. The company has taken a policy to release the grant to the statement of profit and loss for a period of 15 years for CETP & 30 years for Two lane flyover.

Movement in Government Grants

(i) CETP

Rs. in lakhs

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Opening balance	354.75	387.75
Add: Addition during the year	-	-
Less: Released to Profit & loss account during the year	33.00	33.00
Closing Balance	**321.75**	**354.75**

(ii) Two lane Flyover

Rs. in lakhs

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Opening balance	1,423.12	1,472.62
Add: Addition during the year	-	
Less: Released to Profit & loss account during the year	49.50	49.50
Closing Balance	**1,373.62**	**1,423.12**

(b) Government Assistance

Company developes special economic zone (SEZ) at Mangalore, Karnataka, India. Accordingly, it is eligible for certian economic benefits such as exemptions from customs duty, Goods and Service tax etc. which are in the nature of government assistance. These benefits are subject to fulfillment of certain obligations by the company.

Note no.53: Earnings Per Share (EPS)

Basic EPS amounts are included by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Profit/(Loss) after tax for the year attributable to equity shareholders (Rs. in lakh)	718.29	(1,993.42)
Weighted average number of equity shares	5,00,01,200	5,00,01,200
Basic & diluted earnings per share (Rs.)	1.44	(3.99)
Face value per equity share (Rs.)	10.00	10.00

Note no.54: The amount recognised in Profit & Loss Account for investment property (refer note 5)

(Rs. in lakhs)

Particulars	**Year 2022-23**	**Year 2021-22**
Rental Income	2,029.51	1,800.28
Direct Operating Expenses from property that generate direct rental income	264.06	420.70
Profit from investment property before depreciation and other indirect cost	1,765.45	1,379.59
Profit from investment property	1,765.45	1,379.59

Note 55: Commitments and Contingent Liabilities

(a) Commitments

(Rs. in lakhs)

Particulars	**As at 31.03.2023**	**As at 31.03.2022**
Estimated amount of contracts remaining to be executed on capital account and not provided for		
- Towards Plant, Property & Equipment	358.64	607.47
- Towards Investment Property	179.75	382.98
Total	**538.39**	**990.45**

Note no. 55

b. Contingent liabilities
The claims against the company not acknowledged as debt is Rs.7,892.25 lakhs (previous year Rs. Rs.5,971.25 lakhs). The details are as under

Sl. No.	Petitioner	A brief description nature of court cases	Estimate of the financial effect - Amount in Rs. lakhs	Indication of the uncertainties relating to the amount or timing of any outflow
1	Mr. Ravindranath Bajpe	The Company had laid the water pipeline by the side of Mangalore-Bajpe Old Airport PWD Road abutting the schedule properties and other properties on the same line commencing from Nethravathi River Bank at sarapady to MSEZ Industrial area. While carrying out works near the plaintiffs (Ravindranath Bajpe) property, had contended that Company officials & contractors have trespassed his property and demolished the stone compound wall of 7 feet height, foundation of 3 feet height beneath the ground & 2 feet wide to the extent of about 500 meters and also cut & destroyed about 101 valuable trees and laid pipeline beneath the schedule properties about to extent of 500 meters. Therefore, Ravindranath Bajpe has filed an Original Suit before the civil court directing the defendants jointly and severally to pay a sum of Rs 47,90, 500/-	47.91	1.Ravindranath Bajpe filed a criminal compliant agianst the Company, its officials and Directors at JMFC Court, Mangalore. Then the Company filed a criminal revision petition at the District Court to set aside the summons issued byJMFC court. The District Court upheld the petition filed by the Company. (2) Ravindranath Bajpe challenged the order passed by the District Court at the Karnataka High Court which was also dimissed (3) The party again filed a SLP before the Supreme Court which had been dismissed. (4) In the meantime, the party has also filed a civil case at the District Court in which the District Court has allowed his relatives also to implead, which has been challenged by the Party in the High Court. (5) The District court is now awaiting the orders of High Court in the matter of impleading. (6) The Party has made a huge claim which is baseless & far from truth. However, the Company has withheld the amount from the contractor's payment towards the claim that may arise in the case.
2	Cherian Varkey Construction Company (CVCC)	The petitioner was awarded the Reach IV contract forming part of Pipeline cum Road Corridor on August 2011. The petitioner had failed to complete the awarded contract as per milestones. Due to which the contract was extended. The petitioner has also stopped the work in an unauthorized manner on multiple occasions. Due to non-handing over of the front for executing work on Part A of the contract within the original contract period, the petitioner was seeking increase in rates for items covered under BOQ. The contract entered between the Company and petitioner being a fixed price contract did not provide for escalation of rates and compensation events to deal with instances of delay in handing over fronts. The intransigence on part of the petitioner lead to delay in works. Hence, the contract was terminated with immediate effect on 06.11.2013 and all Bank Guarantees furnished by the petitioner was invoked. The petitioner approached the Hon'ble District Court in Mangalore and secured a temporary injunction restraining the Company form encashing the BG. After the matter came up for argument in the Court and several adjournments, the case filed by petitioner was dismissed by Hon'ble on 05th April 2014. The petitioner has also initiated proceedings in the matter. In order to settle the dispute out of court/arbitration an opportunity for redressal through an independent committee, the Company sought consent for constituting an Outside Expert Committee (OEC) which was accepted by petitioner. The arbitration proceedings was put on hold while OEC took over the dispute resolution. The OEC has recommended the Company to pay Rs.9.39 Cr to petitioner. However, the petitioner did not accept the recommendations of the OEC and choose to pursue the Arbitration proceedings. The Arbitral Tribunal had passed the award on 24.09.2016 stating that the performance and completion of works under the contract was on account of breaches/defaults committed by the Company and termination of contract was unlawful. The Company was directed to pay to Rs.19,23,53,085. Aggrieved by the Arbitration award, the company and the Petitioner had filed a Arbitration suits contesting the Arbitration Award before the 1st Additional Dist. Session Judge, Mangaluru and matter is still pending. Further, the petitioner filed an execution petition for recovery of Rs.29,13,63,551 and sought for attachment of bank accounts to the tune of Rs.3500 lakh. After several rounds of court proceedings, the 1st Additional District Judge, Mangaluru vide order dated 28.02.2020 has dismissed the contentions of the Company and passed orders to attach the bank accounts of the Company to the tune of Rs.3500 lakh. The party has approached the company for an out of court settlement and the company after deliberations has proposed for Rs.1315 lakhs as settlement amount and the same is pending for confirmation from the party.	5,421.00	MSEZL and CVCC had filed Arbitration suits no 1 & 2 /2020 in he IVth Additional District Court, Mangalore challenging the Award passed by the Arbitral Tribunal. Arguments have been held and the Court has summoned the original arbitral records from the Arbitrators. The case was listed for arguments on 07th March, 2021 and adjourned to 11th April, 2022 at request of claimant. The CVCC has in the interveining period filed an execution case against the Company for attaching the bank accounts of the Company to the tune of Rs.3500 lakhs, which was allowed by the District Court. The Company filed a writ petition No 4974/2020 (GM-CPC) before the Hon'ble High Court of Karnataka, Bengaluru, wherein the Hon'ble High Court vide order dated 17.03.2020 stayed the order dated 28.02.2020 passed by Its Additional District Judge, Mangaluru subject to the Company furnishing security of fixed deposit to an extent of award amount. The Company has followed the directions of High Court and executed a term deposit of Rs.1921 lakhs. Further, considering the PBG encashment of Rs.730.20 lakhs and contract retention money payable Rs.237.07 lakh, the net charge to statement of profit and loss would be Rs.2532.73 lakh. The matter is in the hearing stage.

Note No.55 (b) Continued

Note no. 55

b. Contingent liabilities

Sl. No.	Petitioner	A brief description nature of court cases	Estimate of the financial effect - Amount in Rs. lakhs	Indication of the uncertainties relating to the amount or timing of any outflow
3	Office of The Commissioner of Customs, Mangalore	The Company received a Show Cause Notice (SCN) dated 28.3.2022 from the Customs department seeking a clarification as to why customs duty on the clearances of crushed rock during the period April 2017 to February 2022 should not be demanded and recovered as per the applicable customs Act along with the applicable interest.	117.34	The Company has entered into a MoU with M/s.Trident Infrastructure for sale of boulders/rock against which Trident has paid for supply along with applicable taxes levied by the Company. M/s.Trident Infrastructure would crush the boulders and sell them in DTA by paying applicable duties and taxes at his cost. Now, the Department has issued SCN to the Company demanding payment of Customs duty on the crushed rock cleared by Trident Infrastructure to DTA. The SCN issued by the Department on DTA clearences made by Trident Infrastructure is erroneous. The Company has filed a writ petition no. 8438 dated 18.4.2022 before the Karnataka High Court . The same was listed on 19.4.2022 and the High Court granted an interim order against the operation of the SCN until further order. In any case, the liability to pay the customs duty falls on M/s. Trident Infrastructure as the crushed rocks were moved out to DTA by Trident Infrastructure. M/s Trident Infrastructure have given undertaking to pay the applicable Customs duty under protest and have been transporting crushed rock to the DTA by filing the Bill of Entry and paying the applicable Customs duty under protest in advance. The matter is in the arguments stage at the High Court.
3	M/s.RPP Infra Projects	M/s RPP Infra Projects Ltd has invoked the arbitration clause in the contract for Pipeline Corridor Reach I which was executed from Dec ’10 to Aug ’14.	2,306.00	The arbitration clause was invoked by M/s RPP in April ’18. MSEZL had rejected the invocation of the Arbitration citing that the contract has been discharged after payment of final bill upon issue of No Claim Certificate by the Contractor. The Contractor filed a Civil Miscellaneous Petition in the Hon'ble High Court of Karnataka seeking directions to the Company to appoint a nominee arbitrator. The Hon'ble High Court has appointed a Sole Arbitrator. RPP have filed claims to the tune of Rs 2306 lakhs. The Statement of Objections is filed and issues framed on 14th December, 2021 and matter was posted to 30th March, 2022 for evidence by claimant. In the meantime the sole arbitrator was appointed as Upalokayukta by the GoK and further proceedings in the Arbitration were held under Justice N Kumar (Retd) who was appointed by the High Court in place of the earlier appointed Arbitrator. Cross Examination of the Claimant's witness has been completed and Cross Examination of the Respondent's witness is currently in services.
		Total Contingent liability	**7,892.25**	

Note no. 55

b. Contingent liabilities

Note No.55 (c): **A brief description of other court cases - Non Contingent in nature**

Sl. No.	Cases filed	Particulars	Amount in Rs.lakhs	Brief description
1	Cardolite Specialty Chemicals India LLP	The Cardolite Specialty Chemicals India LLP (a unit in MSEZ) has filed a writ petition in the Hon'ble High Court, Karnataka against the tariff order passed by Karnataka State Electricity Commission (KERC)	79.33	The matter came up for hearing on 10 Dec '21 during which a joint memo was filed regarding an interim arrangement to the effect that Cardolite shall furnish BG of Rs 79.33 lakhs which shall be kept current and valid till disposal of the petition and the payment to be made under the Bank Guarantee shall be subject to orders of the Hon'ble Court and the outcome of the litigation. The Court ruled that subject to the aforesaid, MSEZL shall provide its consent to the Cardolite to avail open access power. Subsequently NOC for availing open access has been given to Cardolite on 22 Dec '21 after furnishing of the BG to the Court. Thereafter, Cardolite obtained an interim order from the Court through an Interlocutory Application in which MSEZL was directed to share its Business fof FY 2011-12 with Cardolite. MSEZL appealed against the Order before the Divsion Bench which set aside the Order and referred the matter back to the Single Judge to examine the entire matter along with the IA on merits. The matter is in the arguments stage.
2	Various parties	Various petitioners have filed cases under the Relief and Rehabilitation package notified by GoK Notification No: RD 309 REH 2006 dtd: 20-06-2007.	70.0	The cases pertains to re-categorisation or benefits under the R&R policy where the company is not the main respondant in majority of the cases. The company does not forsee any liability arising from such cases.

Note no.56: Critical judgements in applying accounting policies

I. Recognistion of Revenue

(a) The Company's power distribution business is rate/tariff regulated by Karnataka Electricity Regulatory Commission (KERC). Hence, the Company files Annual Revenue Requirement/tariff application before KEFC. The KERC passes tariff order determining and notifies the retail supply tariff to be charged from Consumers. In respect of FY 2022-23, the revenue is recognized based on the KERC tariff order dated 04th April, 2022 applicable for electricity consumed from the first meter reading date falling on or after 1st April, 2022. The Company upon submission of Annual audited accounts (pertaining to power distribution business) the KERC appraises the accounts and finalizes the revenue requirement. Thus, on final determination of the revenue requirement by KERC, the effect will be given for the difference, if any accordingly.

(b) The Company has recognized revenue, from a consumer, amounting to Rs.31.87 lakh for the current year (previous year Rs.30.94 lakh) towards Zone Operation and Maintenance (O&M) charges. The agreement with the said consumer is under discussion. Pending finalization of agreement, the Zone O&M charge with the said consumer is recognized at Board approved rate/sft.

II. Recognition of borrowing cost

Borrowing costs are charged to the Statement of Profit & Loss applying the effective interest method. The interest charged on the loan is 25 basis point plus six months Maximum Commercial Lending Rate (MCLR) rate of the Lender. If the Lender changes the MCLR rate, the effective rate of interest will also change resulting in reduction or increase in interest cost.

III. Estimated useful life of tangible and intangible assets

(a) The Company has estimated the useful life of certain assets based technical evaluation and that of certain assets based on useful life as specified in Schedule-II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful life and residual values are reviewed at the end of each financial year and if necessary, changes in estimates are accounted. The Company has adopted unit of production method for charging depreciation in respect of River Water Assets and Tertiary Treatment Plant assets (both excluding Electrical Installations and Equipment) Under unit of production method, the Management estimates the production likely to be achieved in future years. The actual productions are reviewed at the end of each financial year and if necessary, changes in estimation are accounted.

(b) The Company amortizes the cost of barrage useful usage rights on a straight-line basis over the lease period.

IV. Impairment of Trade Receivable

The impairment provision for financial assets is based on the assumption about risk of default and expected loss rates. The Company uses judgements in making these assumptions and selecting the input impairment calculation based on the Company past history as well as forward looking assumptions at the end of each reporting period.

V. Income taxes

The computation of advance taxes, provision for current/deferred tax are made based on significant judgements and which may get revised pursuant to position taken by the tax authourities.

Note no.57: Previous year's figures have been regrouped wherever necessary to correspond with the current year's classification/disclosure

As per our report of even date
For Ray & Ray
Chartered Accountants
(Firms Registration No.301072E)

For and on behalf of the Board

Sd/-
Shipra Gupta
Partner
Membership No. 436857
UDIN: 23436857BGWXPQ4975

Sd/-
VENKATESH MADHAVA RAO
Director
DIN:07025342

Sd/-
M.GANESH KAMATH
Director
DIN:07941510

Sd/-
V Suryanarayana
Chief Executive Officer

Sd/-
K S Ramesh
Chief Financial Officer

Sd/-
V Phani Bhushan
Company Secretary

Place: BANGALORE
Date:09/05/2023

Place: MANGALORE
Date:09/05/2023

Mangalore SEZ Limited

Your Gateway to Global & Indian Markets

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