



inkel

Pioneering Infrastructure in Kerala
A PPP INITIATIVE OF GOVERNMENT OF KERALA



15th

ANNUAL REPORT
2021-2022
INKEL Limited

www.inkel.in

Message from the Chairman



Shri P Rajeeve

Chairman

Hon'ble Minister of Industries, Law
and Coir, Government of Kerala

Dear Shareholders

I am delighted to share my maiden thoughts as Chairman of INKEL. As you are all aware, INKEL is going through a crucial phase since its inception in 2007. While the COVID pandemic has slowed down the progress of project implementation greatly in the years 2020-21, things have improved subsequently.

Further, efforts are on to diversify profit earning streams from a predominantly Project Monitoring Consultant to an EPC (Engineering Procurement and Contract) contractor to raise the top line. The company's efforts to implement Solar Power Projects has given new hope in that direction. The Renewable Energy division has been revamped and strengthened. Hopefully, the number of projects under the renewable energy stream will bring in higher turnover and profit.

Moreover, your company is in the process of adopting new operational strategy to identify areas where the future lies for INKEL. I am sure, in the coming years, INKEL will have a credible place not only among the accredited agencies in Kerala but also as one of the best Project Management Consultant. The entire team of Board of Directors, Managing Director and all the employees have a new found enthusiasm and hope, to improve its operations further in the coming years so as to provide decent returns to you all.

I would like to state that the shareholders interest is of prime importance to the company and every effort will be made to protect your investments. I wish all of you a successful year 2022-23.

P RAJEEVE

Board of Directors



Mr P Rajeeve
Chairman



Dr K Ellangovan
Managing Director



Mr Suman Billa IAS
Director



Mr Rappai C V
Director



Mr Varghese Kurian
Director



Mr Mohamed Althaf
Director



Mr Jacob Kovoov Ninan
Independent Director



Adv Geethakumary
Independent Director



Mr Jayakrishnan Krishna Menon
Director

Board of Directors

Chairman	:	Mr P Rajeeve
Managing Director	:	Dr K Ellangovan
Directors	:	Mr Suman Billa IAS Mr Varghese Kurian Mr Rappai C V Mr Mohamed Althaf Mr Jayakrishnan Krishna Menon Adv Geethakumary Mr Jacob Kovoov Ninan
Chief Financial Officer:		Mr Prasanna Kumar V
Company Secretary	:	Ms Meera C
Statutory Auditors	:	M/s Sridhar & Co, Chartered Accountants, Thiruvananthapuram
Secretarial Auditors	:	M C Sajumon, Practicing Company Secretary, Cochin
Bankers	:	SBI, Csez Branch, Kakkanad
Registrar and share transfer agents	:	Integrated Registry Management Services Pvt Ltd, Bangalore
Registered Office	:	Door No. 7/473 ZA-5&6, 2nd Floor, Ajiyal Complex, Kakkanad, Cochin Ernakulam KL 682030 IN
Website	:	www.inkel.in

INKEL LIMITED

CIN: U45209KL2007PLC020471

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Projects Implemented by INKEL

INKEL Limited is a technology driven Total Solution Provider delivering services from concept to commissioning for Infrastructure projects such as super speciality hospitals, roads, bridges, conservation projects, institutional and industrial buildings. Our areas of expertise include providing holistic consultancy services as a Project Management Consultant (PMC) including specialised works such as Cathlabs & Medical Lab system, civil construction including EPC (Engineering, Procurement and Construction) mode, renewable energy project such as solar and wind energy projects.

INKEL Ltd is also an accredited agency with the Government of Kerala and is currently implementing many major projects such as hospitals, schools, treasury buildings, heritage and tourism projects etc as a Special Purpose Vehicle (SPV)/ Project Management Consultant (PMC).

Our Major Clients

- Department of Health and Family Welfare, Kerala
- Department of Tourism, Kerala
- Department of General and Higher Education, Kerala
- Department of Treasuries, Kerala

- Department of Transport, Kerala
- Department of Scheduled Caste Development, Kerala
- Local Self Government Department, Kerala
- National Health Mission, Kerala
- Cochin Smart Mission Limited, Kerala
- Kerala Industrial Infrastructure Development Corporation, Kerala
- Kerala State Industrial Development Corporation Ltd, Kerala

Outlay of Projects in Hand

Out of the total Administrative Sanction -AS (Rs 4127 Cr) received by INKEL from various beneficiary departments, Financial sanction (FS) to the tune of Rs. 2096 Cr is received as on date. The remaining quantum of AS is under various stages of processing in KIIFB or other financial institutions. Altogether there are more than 150 projects entrusted to INKEL for implementation.

Centage

INKEL receives about 3 to 7% of the project cost (contracted value) as the centage fee. This is a major source of revenue for INKEL.

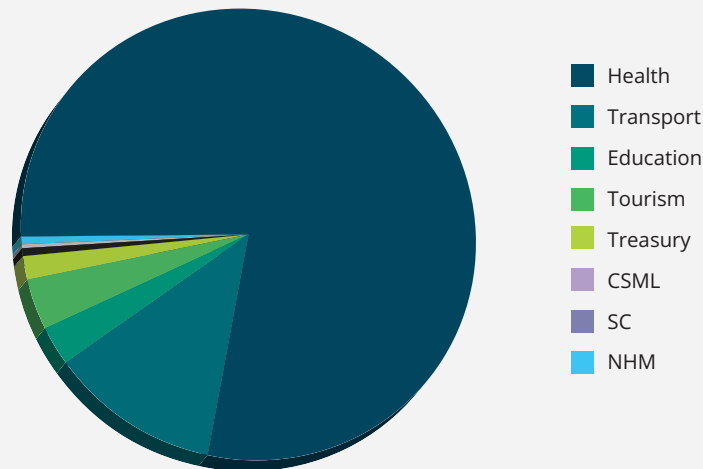


Fig 1: Sectorwise distribution of AS

AS Received ₹ 4127.12 Cr
 FS Received ₹ 2096.69 Cr

Under implimentation	₹ 1021.38 Cr
Yet to Start	₹ 1075.31 Cr
Awaiting FS	₹ 2030.43 Cr

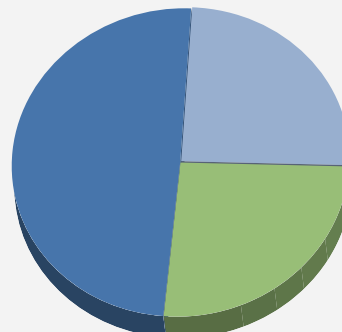


Fig 2: Implementation status overview of AS

Completed projects in FY 2021-22



Completed construction of the elevated corridor and internal roads at Govt. Medical College Trivandrum



Completed 19 Nos of school projects all over Kerala.



Rejuvenated many heritage buildings in Kerala.



Handed over 13 Nos of treasury buildings all over Kerala.



Commissioned Liquid Oxygen Plant at Govt. Medical College Ernakulam

Major Projects under Execution :

1. Hospital Projects: Various hospital projects under 'Healthcare to the Poor mission' funded by KIIFB are under construction, entrusted to INKEL Limited as SPV.



Govt. Medical College Ernakulam and Cochin Cancer Research Centre

2. School Projects: INKEL is the assigned SPV for 39 schools funded through KIIFB which are being upgraded/constructed.



3. Treasury Projects: Department of Treasuries, Kerala has entrusted INKEL with construction of 24 Sub Treasury Buildings in various districts of Kerala.
4. Transport Projects: Transport Department of Kerala Government has assigned INKEL as SPV for development of Alappuzha Mobility Hub. The total cost for the project is estimated to be Rs 493.06 Cr as per the Administrative Sanction issued by the Department. While major part of the work is under authority approval, work is ongoing for temporary garage portion.
5. Tourism Projects: The scope of work includes conservation of various buildings under Alappuzha and Muziris Heritage zone. The total project cost under this category is Rs151.38 Cr

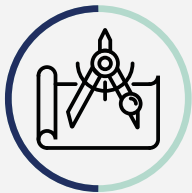
Renewable Energy (RE) Wing: The RE wing of INKEL Limited is one of the leading turnkey Solar EPC players in the State. It has an experienced in-house design, engineering and construction team that, with its technical expertise and in-depth industry know-how, can develop the most cost-effective and energy efficient PV solar plants of any scale for any kind of terrain. INKEL's systematic and integrated approach enables it to execute large-scale solar power projects on time, every time. INKEL has the prowess to manage solar energy projects of any scale and deliver turnkey projects across utility sectors, rooftop, or special projects like floating solar plants, BESS, mini and micro-grids. The RE division is backed by an energetic team of renewable energy experts having years of experience in the sector. INKEL is the Govt. accredited agency for installation and maintenance of Solar Power Plants in The Local Governance Department and The Department of Co-Operation. INKEL is the only Kerala based agency with the highest rating of

SP1B for Solar System Integrators.

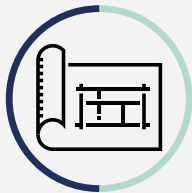
The RE division of INKEL has extended its wings to the State of Karnataka by taking up the execution of Hybrid Rooftop Solar Systems for The Rural Development and Panchayath Raj Department in 8 districts. The cumulative capacity of solar projects executed

by INKEL till date has crossed 12.143 MWp. Further, a total of 10MWp+ projects are under execution. INKEL is also venturing into Wind Power and Large-scale BESS (Battery Energy Storage Systems) development.

Services Offered



Viability Studies



Site-specific Design



Engineering



Site Work



Equipment Procurement



Installation



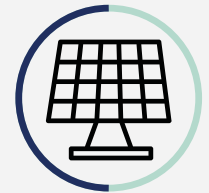
Construction



Commissioning



Rooftop System

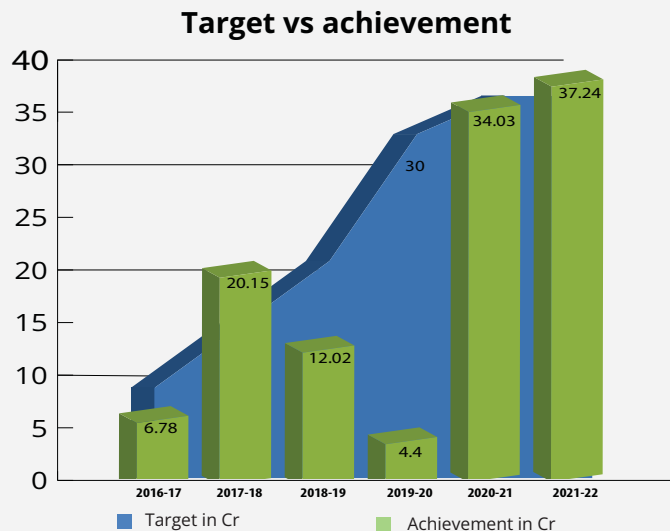


Ground Mounted System

Our Major Clients

- Kerala State Electricity Board Ltd.
- Kerala State Transport Project
- Department of Health
- Local Self-Governing Department
- SC ST Department
- Rural Development and Panchayath Raj Department, Karnataka

Turnover of RE wing from 2016-17:



Major Installations till Date



100kWp Solar power plant in Govt. Secretariat



70kWp Solar power plant in District Panchayath Thiruvananthapuram



100kWp Solar power plant in General hospital Neyyattinkara



300kWp Solar Power Plant in Mohandas College of Engineering



300kWp Solar power plant in Heera college of engineering Nedumangad



600kWp Solar Power Plant in 110kV Kottiyam Substation



3MWp Solar Power Plant in 220KV
Kanjikode Substation



1MWp Solar Power Plant in 33KV Agali
Substation

Major Achievements of FY 2021-22



Awarded Solar EPC Company of The Year for Kerala by Solar Quarter

Major Projects under Execution

- 4MWP Brahmapuram: 4MWp Ground mount project is being executed for KSEBL at their land in the premises of Brahmapuram Diesel Power Plant in Ernakulam.
- 2MWp Autokast: 2 MWp Ground mount project is being executed for Autokast Limited at their land in Cherthala.
- RDPR Karnataka: Hybrid rooftop systems are being installed at various Panchayath Buildings in Karnataka.

Upcoming Projects

- Kasaragode District Panchayath – 260 kWp Rooftop Grid Connected Systems
- Kozhikode District Panchayath – 330 kWp Rooftop Grid Connected Systems
- Trivandrum District Panchayath – 250 kWp Rooftop Grid Connected Systems
- Ernakulam District Panchayath – 100 kWp Rooftop Grid Connected Systems

In addition to above, INKEL is in the process of setting up a Wind-Solar Hybrid Solar Power Plant at its own land in Palakkad

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 15th Annual General Meeting (AGM) of the members of INKEL Limited (the Company) will be held on Thursday, 15th September 2022, at 12 Noon (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) organized by the Company, to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Door No. 7/473 ZA-5&6, 2nd Floor, Ajiyal Complex, Kakkanad, Cochin Ernakulam KL 682030 IN.

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the year ended on March 31, 2022 and the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the year ended on March 31, 2022 and the Report of the Auditors thereon.

2. To appoint a Director in the place of Mr. Varghese Kurian (DIN: 01114947) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS: -

3. Appointment of and Remuneration payable to Dr. Ellangovan K (DIN:05272476) as Managing Director.

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to appoint Dr Ellangovan K (DIN: 05272476) as the Managing Director of the Company for a period of 3 (Three) Years with effect from 24.02.2022 on the following terms and conditions and remuneration, which

has been recommended by the Nomination and Remuneration Committee:

1. A fixed salary of Rs. 3,42,000/- per month
2. Car/SUV with driver for personal and official use
3. Mobile and Landline telephone /Broadband at the residence, for personal and official use.
4. Other benefits applicable to the employees of the Company as per Company's rules

“RESOLVED FURTHER THAT Dr Ellangovan K be paid a Performance Incentive, on the line offered to previous Managing Directors, as detailed below for financial year 2022-23 and 2023-24, which will be reviewed thereafter:

When the Annual turnover of the company is between Rs 50 Cr and Rs 75 Cr, an amount of Rs 50,000 per month will be paid as incentive. When the Annual turnover of the company is between Rs 75 Cr and Rs 100 Cr, an incentive of Rs 75,000 per month will be paid and when the Annual turnover exceeds Rs 100 Cr, an incentive of Rs. 1,00,000 per month will be paid. In addition to the above turnover-based incentive, the Managing Director will be eligible to get an incentive equal to 1% of the profit of the Company, calculated as per Section 198 of the Companies Act 2013, in excess of Rs 10 Cr.”

“RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary be hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

4. Appointment of Ms. Geethakumary P S (DIN:08087165) as an Independent Director on the Board of the Company.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms Geethakumary P S, (DIN: 08087165), who was appointed as an Additional Director (in the category of Independent Director) of the Company by the Board of Directors with effect from 30th March 2022, pursuant to Section 161(1) of the Act, be and is hereby appointed as an Independent Director of the

Company for an initial term of two years i.e. from 30.03.2022 up to 30.03.2024, and who is not liable to retire by rotation.”

5. Appointment of Mr. Mohamed Althaf (DIN:06409935) as director on the Board of the Company

To consider and, if thought fit, to pass with or without modifications(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Mohamed Althaf (DIN: 06409935) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.03.2022 in terms of Section 161(1) of the Companies Act 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation.”

by order of the Board
For INKEL Limited

Date : 29.06.2022
Place : Kochi

Meera C
Company Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act 2013, in respect of the Special business set out in the notice is annexed hereto and the details as required under Secretarial Standard in respect of the Directors seeking appointment/re-appointment at this Annual General Meeting is annexed hereto.
2. In view of the continuing COVID –19 pandemic, the companies are permitted to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the members at a common venue, for the calendar year 2022, by the Ministry of Corporate Affairs vide its Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No.2/2022 dated May 05, 2022. Pursuant to the above circulars, the 15th AGM of the Company shall be conducted through VC/OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Pursuant to the above

circulars, Annual Report for the Financial Year 2021-22 and Notice of the 15th AGM are sent only through electronic mode to the members of the Company.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Since the AGM is being held through VC/OAVM, the physical attendance of the Members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may please note that the Notice and Annual Report 2021-22 will also be available on the Company's website (www.inkel.in). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, (the Act).
6. All documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID deptcs@inkelkerala.com till the date of AGM.
7. The annual accounts of the subsidiary company are made available on the website of the Company www.inkel.in.
8. Members may note that dividends not encashed or claimed within seven years and 30 days from the date of declaration of the dividend, will, as per Section 124 read with Section 125 of the Companies Act 2013, be transferred to the Investor Education and Protection Fund of Government of India. The company has transferred the unclaimed dividend for the FY 2013-14 to Investor Education & Protection Fund (IEPF) established by the Central Government. A few members have not encashed their dividend pertaining to the

dividend declared for the financial year ended 31st March 2015, 31st March 2016, 31st March 2017, 31st March 2018 and 31st March 2019. Details of the unclaimed/unpaid dividend are also uploaded on the company's website www.inkel.in. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the company.

9. Contact details of the official responsible to address the grievances connected with remote e-voting: Company Secretary, INKEL Limited , Door No. 7/473 ZA-5&6, 2nd Floor, Ajijal Complex, Kakkanad, Cochin Ernakulam, Kerala 682030, Ph: 0484 2978101/03; email: deptcs@inkelkerala.com

Voting through electronic means:

1. In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular No. 2/2022 dated 05.05.2022 which is sequel to their earlier Circular No. 2/2021 dated 13.01.2021 read with Circulars dated 05.05.2020, 08.04.2020 and 13.04.2020 (collectively referred to as 'MCA Circulars') permits the holding of Annual General Meeting ('AGM') by VC/OAVM without the physical presence of the Members at a common venue. Accordingly, in compliance with the said provisions, the AGM of the Company shall be held through VC/OAVM and thus the Members can attend and participate in the AGM through VC/ OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. 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 to at least 1000 members on first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to Section 112 and Section 113 of the Companies Act 2013, 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 through e-voting.
6. M/s. SEP & Associates, Company Secretaries, First Floor, Building No. CC 56/172, K C Abraham Master Road, Panampilly Nagar, Kochi – 682 036 has been appointed as the Scrutinizer to oversee the voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and e-voting on the date of the AGM in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Company.
8. The results of voting shall be declared forthwith by the company and the results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website (www.inkel.in) and on the website of Central Depository Services Limited (CDSL).
9. In continuation of this Ministry's General Circular Nos.2/2022 dated 05th May 2022 and after due examination, it has been decided to allow companies whose AGMs become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05th May 2020.

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins from 09.00 am (IST) on 11th September 2022 and ends at 05.00 p.m (IST) on 14th September 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 9th September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereaf-

(ii) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account number and PAN from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(iii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. If the shares are dematerialised through Central Depository Services (India) Limited. (CDSL), use 16 digits beneficiary ID as USER ID
 - b. If the shares are dematerialised through National Securities Depository Limited (NSDL), India use 16

digits character consisting of 8 character DP ID followed by 8 Digit Client ID as USER ID.

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant INKEL Limited on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiv) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; deptcs@inkelkerala.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at deptcs@inkelkerala.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at deptcs@inkelkerala.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to deptcs@inkelkerala.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no 1800 22 55 33.

- a) If a Member does not provide an updated e-mail address, the company shall not be in default for non-receipt of such Notice by the Member.
- b) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

by order of the Board
For INKEL LIMITED

Date : 29.06.2022
Place : Kochi

Meera C
Company Secretary

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

Item No 3 :Appointment of and Remuneration payable to Dr. Ellangovan K (DIN:05272476) as Managing Director

Dr. Ellangovan Kannan Kamala (DIN:05272476) was appointed as the Managing Director of the Company w.e.f 24.02.2022. Pursuant to the provisions of Companies Act, 2013 his appointment needs to be approved by the shareholders of the Company by way of a special resolution. The Nomination and Remuneration Committee and the Board of Directors of the Company had recommended his appointment along with the terms thereon for approval of members in the Annual General Meeting of the Company.

Dr. K. Ellangovan is a medical doctor by training, who got into Indian Administrative Services from Kerala Cadre in the year 1992. The Committee further noted that Dr Ellangovan served as Chairman of Kerala State Electricity Board Ltd, Managing Director of Kerafed, Kerala Tourism Development Corporation, Executive Director of Council for Leather Exports (Ministry of Commerce) Govt. of India and Deputy Chairman in Chennai Port Trust (Ministry of Shipping). Prior to his superannuation on 31.01.2022, he was the Additional Chief Secretary, Industries Department, Government of Kerala.

Board of Directors of the Company recommends the resolution as special resolution for approval of the members.

Disclosure under schedule V is given in page number 16.

Except Dr. Ellangovan K, none of the Directors, key managerial persons or their relatives is interested in the resolution Item No 3.

Item No 4: Appointment of Ms. Geethakumary P S (DIN:08087165) as an Independent Director

Ms. Geethakumary P S was appointed as the Additional Director in category of Independent Director of the Company with effect from 30.03.2022. As per the provisions of the Companies Act, 2013 her appointment needs to be regularized by members by way of an ordinary resolution.

Adv Geethakumary P S is a qualified lawyer with over 26 years of experience as practicing lawyer.

She was the Independent Director of RITES Limited, under Ministry of railways. She is also an accredited mediator with High court of Kerala. Adv. Geethakumary is also the panel advocate for KSFE during 2007-2012 and standing counsel for state Insurance at MACT, Ernakulam during 2011-13.

Board of Directors of the Company recommends the resolution as an ordinary resolution for approval of the members.

Except Ms. Geethakumary P S, none of the Directors, key managerial persons or their relatives is interested in the resolution item no 4.

Item No 5: Appointment of Mr. Mohamed Althaf (DIN:06409935) as director liable to retire by rotation

Mr. Mohamed Althaf was appointed as the Additional Director of the Company with effect from 30.03.2022. As per the provisions of the Companies Act, 2013 he holds office only up to the date of ensuing AGM. The Nomination and remuneration Committee and the Board of Directors recommends his appointment as Director liable to retire by rotation in the AGM.

Mr. Mohamed Althaf is an Indian national and postgraduate, with a qualification in Law from the University of Delhi and Diploma in intellectual property rights from WIPO, Geneva. He is based in Doha, State of Qatar. Mr. Mohamed Althaf is the Director of Lulu Group International, the fastest growing hypermarket/supermarket/shopping mall chain in the State of Qatar.

Board of Directors of the Company recommends the resolution as an ordinary resolution for approval of the members.

Except Mr. Mohamed Althaf, none of the Directors, key managerial persons or their relatives is interested in the resolution item No 5.

by order of the Board
For INKEL Limited

Date : 29.06.2022
Place : Kochi

Meera C
Company Secretary

Statement under clause (iv) of Part II of Schedule V of the Companies Act, 2013:		
General Information:		
1.	Nature of Industry	Infrastructure Development
2.	Date or Expected date of commencement of commercial production	The Company was incorporated on 09.03.2007 and commenced operations on 07.05.2007
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
4.	Financial performance based on given indicators.	The details of financial performance for the years 2020-21 and 2021-22 are furnished in the Annual Report for the FY 2021-22
5.	Foreign Investments or collaborators	The Company has not entered into any material foreign collaboration agreements. But a number of NRIs is holding the equity shares of the Company
Information about the appointee:		
6.	Back ground details	Dr. K. Ellangovan is a medical doctor by training, who got into Indian Administrative Services from Kerala Cadre in the year 1992. The Committee further noted that Dr Ellangovan served as Chairman of Kerala State Electricity Board Ltd, Managing Director of Kerafed, Kerala Tourism Development Corporation, Executive Director of Council for Leather Exports (Ministry of Commerce) Govt. of India and Deputy Chairman in Chennai Port Trust (Ministry of Shipping). Prior to his superannuation on 31.01.2022, he was the additional Chief Secretary, Industries Department, Government of Kerala.
7.	Past Remuneration	Dr. K. Ellangovan was appointed as Managing Director of the Company on 24.02.2022. Before that he has not drawn any remuneration so far.
8.	Recognition and awards:	NIL
9.	Job Profile and his suitability	Dr Ellangovan K is the Managing Director of the Company and he is responsible for execution of the decisions of the Board. He is empowered with the substantial powers of the management of the Company. Being an expert in health industry both as a Medical Doctor and as an administrator he is suitable for the post of Managing Director.
10.	Remuneration proposed	As detailed in resolution

11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Dr. Ellangovan, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
12.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Dr Ellangovan, he do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel
Other information:		
13.	Reasons of loss or inadequate profits(if applicable)	The Company is earning adequate profits.
14.	Steps taken or proposed to be taken for improvement	The Company is intending to venture into new areas of operation within the existing object clause.
15.	Expected increase in productivity and profits in measurable terms.	The aforesaid steps taken by the Company are expected to further improve the Company's performance and profitability within a couple of years.

by order of the Board For INKEL
Limited

Date : 29.06.2022
Place : Kochi

Meera C
Company Secretary

INFORMATION REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS - As required under Secretarial Standards - 2, the particulars of Directors who are proposed to be appointed/re-appointed at this Meeting are given below:

Name of Director	Dr Ellangovan K, DIN: 05272476	Ms. Geethakumary P S DIN: 08087165	Mr. Mohamed Althaf DIN: 06409935	Mr. Varghese Kurian DIN: 01114947
Age	60 years	56 years	54 years	60 years
Qualification	MS (Ortho), MA (Population Studies), Ph D (IIT, Madras)	LLB	LLB	Civil Engineer
Experience in functional area	Over 25 years' experience in Administration	Nil	Over a decade of experience in Business management	Over a decade of experience in Business management
Directorship in other Companies as on date of Notice	INKEL-EKK Roads Private Limited INKEL Infrastructure Development Projects Limited MIV Logistics Private Limited INKEL-KSIDC Projects Limited INKES Trade Centre Limited	Nil	INKEL-EKK Roads Private Limited Lulu Convention and Exhibition Center Private Limited Lulu India Shopping Mall Private Limited	Tecil Chemical and Hydro Power Limited VKL Estates India Private Limited Lakshmi Paper Industries Private Limited VKL Industries Private Limited K V Apartments Private Limited Maradu Properties Private Limited Sandune Properties Private Limited VKL Projects India Private Limited VKL Infrastructure Products Private Limited Lintex Constructions and Properties Private Limited Seethathode Constructions and Properties Private Limited VKL Resorts India Private Limited Poothotta Resorts Private Limited .SVJ Granites Private Limited JVK Motors Private Limited
Terms & Conditions of appointment	Detailed in Resolution No.3	For a period of 2 years from 30.03.2022	NA	Detailed in Resolution No.2
Date of First appointment	07.02.2018 as Nominee Director	30.03.2022	30.03.2022	22/11/2007
Shareholding	Nil	Nil	26,67,667 shares	13,494,697 shares
Relationship with other directors	NA	NA	NA	NA
No of Board meeting attended	Held	NIL	NIL	Held
	Attended			Attended
Membership / Chairmanship of Committees	Management Committee Corporate Social Responsibility Committee Boards Sub Committee on legal matters Stakeholders relations Committee	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee Stakeholders relations Committee Boards Sub Committee on legal matters (Chairperson)	Nomination & Remuneration Committee Boards Sub Committee on legal matters	Nomination & Remuneration Committee Management Committee

DIRECTORS' REPORT

Your Directors have pleasure in submitting the 15th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2022.

1. FINANCIAL RESULTS

(Amount in lakhs)

Particulars	Standalone		Consolidated	
	As on 31.03.2022	As on 31.03.2021	As on 31.03.2022	As on 31.03.2021
Revenue from Operations	5531.28	5276.25	9293.33	11255.82
Other Income	408.84	866.43	1008.18	1291.84
Total Income	5940.12	6142.68	10301.51	12547.65
Total Expenses	5816.09	6536.97	8782.98	8890.98
Profit/(Loss) Before Tax	124.02	(394.29)	1518.52	3656.67
Tax Expense	6.33	(60.81)	716.23	620.19
Profit/(Loss) After Tax	117.70	(333.49)	887.82	3031.67

* The Company had invested 65% in the paid-up capital of M/s. Seguro Foundations and Structures Private Limited, since the financials of the Company is not available, it is not consolidated.

M/s. INKEL Infrastructure Development Projects Limited (IIDPL), is the wholly owned subsidiary company of INKEL Limited and the IIDPL had invested 49% in the paid-up capital of Calicut Expressway Private Limited (CEPL). The financials of CEPL are not consolidated with the financials of IIDPL.

M/s. MIV Logistics Private Limited, is the Associate Company of INKEL Limited and the MIV Logistics Private Limited had invested 26% in the paid-up capital of Seabird Seaplane Private Limited. The financials of Seabird Seaplane Private Limited are not consolidated with the financials of MIV Logistics Private Limited.

2. REVIEW OF PERFORMANCE & STATE OF AFFAIRS

Your Company has recorded a total income of Rs 5940.12 lakhs and expense of Rs 5816.09 lakhs during the year 2021-2022. During the year the Company had recorded a profit after tax of Rs 117.70 lakhs, as against loss of Rs 333.49 lakhs during the last year.

On a consolidated basis, your Company has recorded a total income of Rs.10301.51 lakhs and expense of Rs. 8782.98 lakhs during the year 2021-2022. During the year the Company had recorded a profit after tax of Rs. 887.82 lakhs, as against profit of Rs. 3031.67 lakhs during the last year.

3. PERFORMANCE OF SUBSIDIARY/ASSOCIATE COMPANIES

FINANCIAL PERFORMANCE OF JOINT VENTURE/SUBSIDIARY/ASSOCIATE COMPANIES/LLP												
(Amount in Lakhs)												
Particulars	INKEL-EKK Roads Private Limited		INKEL-KSIDC Projects Limited		INKEL Infrastructure Development Projects Limited		INKES Trade Centre Limited		MIV Logistics Private Limited		Seguro-INKEL Consortium LLP	
	As on 31.03.22	As on 31.03.21	As on 31.03.22	As on 31.03.21	As on 31.03.22	As on 31.03.21	As on 31.03.22	As on 31.03.21	As on 31.03.22	As on 31.03.21	As on 31.03.22	As on 31.03.21
Revenue from Operations	2314.35	1797.62	1697.70	4313.65	-	-	-	-	1952.08	1742.56	-	68.29
Other Income	685.52	431.03	206.32	98.44	0.05	482.42	-	-	57.09	68.75	0.49	7.18
Total Income	2999.87	2228.65	1904.02	4412.09	0.05	482.42	-	-	2009.17	1811.31	0.49	75.47
Total Expense	1811.51	1816.43	634.55	1825.63	1199.20	517.11	7.19	7.04	1773.88	1792.31	31.47	156.21
Profit/(Loss) Before Tax	1188.36	412.22	1269.47	2586.46	(1199.15)	(34.69)	(7.19)	(7.04)	235.29	19.00	(30.98)	(80.74)
Tax Expense	346.16	125.52	364.21	555.49	-	-	-	-	18.35	31.14	-	-
Profit/(Loss) After Tax	842.20	286.70	905.26	2030.97	(1199.15)	(34.69)	(7.19)	(7.04)	216.94	(12.13)	(30.98)	(80.74)

4. DIVIDEND

No Dividend is proposed to be declared for the current financial year.

5. RESERVES

During the year under review an amount of Rs. 117.70 lakhs were transferred to reserves.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company had transferred an amount of Rs 50,400 being the dividend for the year 2013-14, which remained unpaid or unclaimed dividend for a period of seven years to the Investor Education and Protection Fund.

7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company have the following Joint venture Companies/LLP, in which it holds more than 50% of paid-up capital as 31.03.2022

1. INKEL KSIDC Projects Limited
2. INKEL EKK Roads Private Limited
3. INKES Trade Centre Limited
4. INKEL Infrastructure Development Projects Limited
5. Seguro Foundations & Structures Private Limited
6. SEGURO INKEL Consortium LLP

M/s MIV Logistics Private Limited is an Associate Company of M/s INKEL Limited. A statement containing the salient features of the financial statement of Subsidiaries/Associates Companies/Joint Ventures in Form No: AOC 1, is attached to this report as **Annexure 1**.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL
i. Composition of Board

The Board of your Company consisted of nine Directors as on 31.03.2022. The details are as follows:

Name of Director	Designation/Category
Mr. P Rajeeve	Non-Executive Chairman
Mr. Suman Billa IAS	Nominee Director
Adv. Geethakumary P S	Independent Director
Mr. Jacob Kovoov Ninan	Independent Director
Mr. Varghese Kurian	Non-Executive Director
Mr. C V Rappai	Non-Executive Director
Mr. Jayakrishnan Krishna Menon	Non-Executive Director
Mr. Mohamed Althaf	Non-Executive Director
Dr Ellangovan K	Managing Director

During the year under review, Mr. P Rajeeve ,(DIN: 09239099) Hon'ble Minister (Law, Industries & Coir) who was nominated by the Government of Kerala vide G.O(Rt)-No.771/2021/ID dated 26/07/2021, was appointed as Nominee Director with effect from 11.08.2021. Mr. E P Jayarajan,(DIN: 01659757) Nominee Director vacated the office with effect from 26.07.2021, on withdrawal of his nomination.

Ms. Vidhya (DIN: 08525336) Independent Director vacated the office of Independent Director with effect from 30.12.2021. Board of Directors of the Company accepted the resignation dated 13.08.2022, of Mr. Mohanlal

(DIN: 08956382) from the post of Managing Director of the Company with effect from 31.01.2022.

Dr. Ellangovan K (DIN: 05272476), who was nominee director to the Board of the Company was appointed as the Managing Director with effect from 24.02.2022. Nomination and Remuneration Committee and the Board of Directors recommends his appointment for approval of members at the Annual General Meeting.

Mr Suman Billa (DIN: 00368821) was appointed as the nominee director of the Company with effect from 24.02.2022.

At the Board meeting held on 30.03.2022, Mr Mohamed Althaf (DIN: 06409935) was inducted to the Board as Additional Director to hold office upto the conclusion of ensuing Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors recommends his appointment as Director to the Board.

Adv Geethakumary P S (DIN: 08087165) was inducted to the Board as Additional Director in the category of Independent Director with effect from 30.03.2022. The Nomination and Remuneration Committee and the Board of Directors recommends her appointment as Independent Director to the Board for a period of two years with effect from 30.03.2022.

The Company has received declarations from all the Directors to the effect that they are not disqualified from being directors under Section 164 of the Companies Act, 2013.

ii. Appointment/ Change in Key Managerial Personnel

As on 31.03.2022 the Company have following Key Managerial Personnel under section 203 of the Companies Act, 2013:

- Dr Ellangovan K – Managing Director
- Mr. Prasannakumar V- Chief Financial Officer
- Ms Meera C – Company Secretary

During the year under review, Mr Mohanlal (DIN: 08956382), Managing Director, resigned from the directorship of the Company and the Board accepted the resignation with effect from 31.01.2022. Dr Ellangovan K (DIN: 05272476) joined the Company as the Managing Director with effect from 24.02.2022. Further, Ms Anjana M A resigned from the post of Company Secretary of the Company with effect from 01.01.2022 and Ms Meera C joined with effect from 17.01.2022.

9. DISCLOSURE ON BOARD / OR COMMITTEE MEETING CONDUCTED DURING THE YEAR 2021-22

BOARD MEETINGS

Six meetings of the Board of Directors were held during the period under review on 28.04.2021, 11.08.2021, 13.10.2021, 06.12.2021, 24.02.2022 and 30.03.2022. The composition of Board and category of the Directors along with their attendance at Board Meetings for the financial year 2021-22 are given below:

Sl. No.	Name of the Director	Category of Director	No of Board Meetings	
			Held During the tenure	Attended
1.	Mr. Rajeeve P	Non-Executive Chairman	5	5
2.	Mr. Suman Billa	Nominee Director	1	1
3.	Mr. Jacob Kovoov	Independent Director	6	6
4.	Mr. C V Rappai	Non-Executive Director	6	5
5.	Mr. Varghese Kurian	Non-Executive Director	6	5
6.	Mr. Jayakrishnan Krishnan Menon	Non-Executive Director	6	6
7.	Dr Ellangovan K	Managing Director	6	6
8.	Mr. Mohamed Althaf	Non-Executive Director	0	0
9.	Ms Geethakumary	Independent Director	0	0
10.	Mr E P Jayarajan	Non-Executive Chairman	1	1
11.	Mr Mohanlal	Managing Director	3	1
12.	Ms Vidhya	Independent Director	4	4

AUDIT COMMITTEE MEETINGS

The Audit Committee of the Board was constituted under the provisions of Section 177 of the Companies Act, 2013. Four meetings of the Audit Committee of Directors were held during the period under review on 18.06.2021, 06.08.2021, 04.12.2021, and 24.03.2022. The composition of the Committee and category of the Directors along with their attendance at Audit Committee Meetings for the financial year 2021-22 are given below:

Sl. No.	Name of the Director	Category of Director	No of Committee Meetings	
			Held During the tenure	Attended
1.	Mr. Jacob Kovoov	Independent Director	4	4
2.	Mr. C V Rappai	Non-Executive Director	4	4
3.	Ms Geethakumary	Independent Director	0	0
4.	Ms Vidhya	Independent Director	3	3

NOMINATION & REMUNERATION COMMITTEE MEETINGS

Nomination and remuneration Committee was constituted under the provisions of Section 178 of the Companies Act, 2013 and four meetings of the Committee were held during the period under review on 22.10.2021, 03.12.2021, 16.02.2022, and 24.03.2022. The composition of the Committee and category of the Directors along with their attendance at the Committee Meetings for the financial year 2021-22 are given below:

Sl. No.	Name of the Director	Category of Director	No of Board Meetings	
			Held During the tenure	Attended
1.	Mr. Jacob Kovoov	Independent Director	4	4
2.	Mr Varghese Kurian	Non-Executive Director	4	4
3.	Ms Geethakumary	Independent Director	0	0
4.	Ms Vidhya	Independent Director	2	2
5.	Mr. Mohamed Althaf	Non-Executive Director	0	0

MANAGEMENT COMMITTEE MEETINGS

The Company had constituted a Management Committee on 13.08.2021. The Committee met seven times during the year 2021-22 on 24.08.2021, 06.09.2021, 22.09.2021, 09.10.2021, 22.10.2021, 27.10.2021, and 29.01.2022.

The composition of the Committee and category of the Directors along with their attendance at the Committee Meetings for the financial year 2021-22 are given below:

Sl. No.	Name of the Director	Category of Director	No of Board Meetings	
			Held During the tenure	Attended
1.	Mr. Jacob Kovoov	Independent Director	7	7
2.	Mr. Varghese Kurian	Non-Executive Director	7	7
3.	Dr. Ellangovan K	Nominee Director	7	7

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company had constituted a Corporate Social Responsibility Committee under Section 135 of the Companies Act, 2013, with Mr Jacob Kovoor (Independent Director) as Chairman, Ms Geethakumary P S (Independent Director) and Dr Ellanagovan K (Managing Director) as members. No meeting of the Committee was held during the year as the provisions of Corporate Social Responsibility is not applicable to the Company for the year 2021-22.

STAKE HOLDERS' RELATIONSHIP COMMITTEE

The Company had constituted a Stake holders relationship Committee under Section 178 of the Companies Act, 2013, with Mr. C V Rappai, Ms. Geethakumary P S and the Managing Director of INKEL Limited, as members. No meeting of the Committee was held during the year.

10. DECLARATION OF INDEPENDENT DIRECTORS

The Company had received declarations from Independent Directors confirming that they meet the criteria of independence as envisaged in section 149 of the Companies Act, 2013.

11. WOMEN DIRECTOR

The Company is required to appoint a Woman Director as per Section 149(1) of the Companies Act, 2013. The Company had appointed Adv Geethakumary P S as the Woman/Independent director to the Board of the Company.

12. CAPITAL STRUCTURE

The Authorized Capital of the Company is Rs.200 crores and the issued, subscribed and paid-up share capital of the Company is Rs.177.81crores. There was no change in the Capital Structure of the Company during the financial year under review.

13. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company had complied with applicable Secretarial Standards issued by ICSI.

14. SECRETARIAL AUDIT

As required under Section 204 of the Compa-

nies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Secretarial Auditor, to ensure compliances of various legislations as applicable to the Company and to provide a report in this regard. The Board of Directors of your Company has appointed Mr M C Saju-mon, Practicing Company Secretary as Secretarial Auditor of the Company and the Secretarial Audit Report in Form MR-3 is attached as **Annexure 2** to this report.

15. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

16. DETAILS OF LEGAL CASES

There are a number of litigations pending by or against the Company in various legal forums. Majority of these cases are at pleading stage. The chances of these cases causing financial implication on the Company in near future is highly unlikely. The Board of Directors of your Company is taking every possible step to protect the interest of shareholders of the Company.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company follows the best practices on all aspects including conservation of energy and technology absorption. There was no foreign exchange inflow or outflow during the year under review.

18. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY/ VIGIL MECHANISM OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal. The Company is covered under section 177 (9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

19. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Corporate Social Responsibility are not applicable to the Company for the year under review.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The provisions of section 186 are not applicable to the Company as it is engaged in the business of providing infrastructural facilities.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There are no material related party transactions which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. The details in form AoC 2 is attached as **Annexure 3**.

22. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

There are no qualifications, reservations or adverse remarks made by the Auditors in their report.

23. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company had a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

24. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement of Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013 and based on the representations received from the Management, your Directors state that:

i. in the preparation of the annual accounts for the financial year ended 31st March, 2022 the

applicable accounting standards have been followed and there are no material departures from the same;

ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the company for the year ended on that date;

iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv. the Directors have prepared the annual accounts on a going concern basis; and

v. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. PUBLIC DEPOSITS

The Company has accepted public deposits in compliance with the provisions of Companies Act, 2013. The disclosure required under Rule 8 of The Companies (Accounts) Rules, 2014, the details relating to deposits, covered under Chapter V of the Act are given below:

Accepted during the year	Nil
Remained unpaid or unclaimed as at the end of the year;	Rs 16,75,000
whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-	
at the beginning of the year	Nil
maximum during the year;	Nil
at the end of the year;	Nil
the details of deposits which are not in compliance with the requirements of Chapter V of the Act;	Nil

26. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

27. STATUTORY AUDITORS

M/s. Sridhar & Co, Firm Registration No. 0039785, Chartered Accountants, Cochin were appointed as the Statutory Auditors of your Company at the Extra Ordinary General Meeting held on 12.03.2020 to hold office from the conclusion of the 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting.

28. PARTICULARS OF EMPLOYEES

During the financial year 2021-22, no employee of the Company was in receipt of remuneration exceeding the limits prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

29. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

30. DETAIL OF FRAUD AS PER AUDITORS REPORT

There is no fraud in the Company during the F.Y. ended 31st March, 2022. This was also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the F.Y. ended 31st March, 2022.

31. MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

32. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

- a) Issue of equity shares with differential right as to dividend, voting or otherwise
- b) Issue of shares (including sweat equity shares) to employees of the company under any scheme save and except ESOP referred to in this report.
- c) No significant or material orders were passed by the regulators or Courts or tribunals which impact the going concern status and Company's operation in future.

33. ACKNOWLEDGEMENTS

The Directors place on record their appreciation for the support and services rendered by the shareholders, Government of Kerala and its agencies and officials, bankers, business associates and the employees of the company. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

for and on behalf of the Board of Directors

Date : 29.06.2022
Place: Kochi

P Rajeeve
Chairman

Annexure 1
Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures
FORM NO. AOC - 1
Part "A" : Subsidiaries

Sl No.	Name of subsidiary	Financial Period Ended	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Amount in Lakhs	
												Proposed dividend	% of holding
1	INKEL-EKK Roads Private Limited	31.03.2022	2,800.00	2,126.05	18,200.91	13,274.86	-	2,999.87	1,188.36	346.16	842.20	-	72.00
2	INKEL-KSIDC Projects Limited	31.03.2022	2,476.14	1,966.64	4,578.55	135.78	-	1,904.02	1,269.47	364.21	905.26	-	74.00
3	Inkel Trade Centre Limited	31.03.2022	500.00	(88.33)	705.63	293.96	-	-	(7.19)	-	(7.19)	-	74.00
4	INKEL Infrastructure Development Projects Limited	31.03.2022	1.00	(1,305.35)	4,898.14	6,202.49	-	0.05	(1,199.15)	-	(1,199.15)	-	99.94

Part "B" : Associates & Joint Ventures

Name of Associate / joint Venture	Amount in lakh.	
	Latest audited Balance Sheet Date	MIV Logistics Private Limited
Shares of Associate/joint venture held by the company on the year end :	31.03.2022	
No:	11829714	
Amount of Investment:	118297140	
Extend of holding	39.43%	
Description of how there is significant influence		Controls more than 20% of total share capital
Reason why associate/joint venture is not consolidated		NA
Net worth attributable to shareholding as per latest audited Balance Sheet	2249.19	
Profit/Loss for the year		
i. considered in consolidation before tax		
ii. not considered in consolidation	235.29 lakh	

Notes:

Name of associate which is yet to commence operation: NIL

Name of associate which have been liquidated or sold during the year: NIL

Name of associate which is yet to commence operation: NIL

Name of associate which have been liquidated or sold during the year: NIL

 For and on behalf of the Board
of Directors

 Date : 29.06.2022
Place : Kochi

 P Rajeeve
Chairman

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2022**

**[in Form MR-3, Pursuant to Section 204(1) of the Companies Act, 2013
and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To
The Members
INKEL LIMITED
(CIN :U45209KL2007PLC020471)
Kakkanad, Kochi, Kerala, India.
682 030

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by INKEL LIMITED (CIN: U45209KL2007PLC020471) (hereinafter called the company). INKEL LIMITED is a Non-Government unlisted public company limited by shares formed in the year 2007, as a PPP initiative for infrastructural development. The company has subsidiaries viz; (a) INKEL-KSIDC Projects Limited (b) INKEL-Infrastructure Development Projects Limited (WOS) (c) INKES Trade Centre Limited (d) INKEL-EKK Roads Private Limited (e) SEGURO Foundations and Structures Private Limited and Associates/Associate Companies viz SEGURO-INKEL Consortium LLP and MIV Logistics Private Limited and JV Inkel-KMC. The Secretarial Audit of INKEL LIMITED was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the verification of company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 ('Audit Period'/'Period under report') complied with the statutory provisions listed hereunder and also that the company has followed the Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by INKEL LIMITED for the financial year ended on 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under- Not applicable as the company is an unlisted public company;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under. The company has dematerialized its share certificates and the company has appointed Integrated Registry Management Services Private Limited, No. 30 Ramana Residency, 4th Cross Sampige Road, Malleswaram, Bengaluru - 560 003 as Registrar and Transfer Agent (RTA) to comply with the provisions of the Act; The Company at the Board meeting held on 30.03.2022, had decided to unfreeze the demat account maintained with M/s. KARVY Stock Broking Limited for holding its shares with subsidiary and associated companies and to migrate the same to M/s. IIFL Wealth Distribution Services Limited, as SEBI had banned KARVY from undertaking its activities .
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings. As per information provided by the company, during the reporting period, there was no Foreign Direct Investment in the company and the company has not made any Overseas Direct Investment and also had not availed External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a. The Securities and Exchange Board of India (LODR) Regulations, 2015 - Not applicable as the company is an unlisted public company;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Not applicable as the company is an unlisted public company;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - Not applicable as the company is an unlisted public company;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as

- the company is an unlisted public company;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 - Not applicable as the company is an unlisted public company;
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the company is an unlisted public company;
 - g. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as the company is an unlisted public company and has not offered any shares or granted any options pursuant to any Employee Benefit Scheme during the period under review;
 - h. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not applicable as the company is an unlisted public company;
 - i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the company is an unlisted public company; and
 - j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the company is an unlisted public company;
6. I have also examined compliances with respect to:
- i. The Secretarial Standards, issued by the Institute of Company Secretaries of India and as notified by the Ministry of Corporate Affairs, and report that the Company has complied with the said standards.
 - ii. The Listing Agreements entered into by the company with Stock Exchanges - Not applicable as the company is an unlisted public company.

During the period under report the company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, as given above and mentioned herein, subject to the following observations;

Independent Directors shall have at least one meeting in a financial year without the attendance of non-independent directors and members of the management as per code for Independent Direc-

tors prescribed under Section 149(8) of the Act, and specified in Schedule IV thereof, inter-alia to review the performance of non-independent directors and the Board as whole, but no such meeting was held during the audit period. The Independent Directors of the Company have furnished declaration(s) to the Board that they meet the criteria of 'independence' as provided in sub-section (6) of Section 149. Pursuant to the notification of the Ministry of Corporate Affairs dated 22nd October 2019, an online data bank for the independent directors had been rolled out by the Indian Institute of Corporate Affairs and the Independent Directors of the Company had registered themselves in the Data Bank.

7. INKEL Limited is an infrastructure development company. The company has identified and informed me that the industry/sector specific laws, applicable to the company under Central and/or State legislations, are:
- i. Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
 - ii. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Central Rules, 1998.
 - iii. The Building and Other Construction Workers' Welfare Cess Act, 1996.
 - iv. Building and Other Construction Workers Welfare Cess Rules, 1998.
 - v. The Building and Other Construction Workers (RE & CS) Kerala Rules, 1998
 - vi. The Kerala Building & Other Construction Workers' Welfare Cess Rules.
8. The company has also identified and informed me that the following Environmental Laws, Labour laws and General laws are specifically applicable to the company under Central and/or State legislations Environmental laws viz; Environment Protection Act, 1986 and rules made there under; Water (Prevention and Control of Pollution) Act, 1974 and rules made there under; Air (Prevention and Control of Pollution) Act, 1981 and rules made there under; Noise Pollution (Regulation and Control) Rules, 2000, The Hazardous Wastes (Management Handling and Trans boundary Movement) Rules, 2008 and Labour laws viz; The Employees' Provident Fund & Misc. Provisions Act, 1952 and rules made there under; The Employees' State Insurance Act, 1965 and rules made there under, The Maternity Benefit Act, 1961 and rules made there under; The Payment of Gratuity Act, 1972 and rules made there under; The Minimum Wages Act, 1948 and rules made there under;

The Payment of Bonus Act, 1965 and rules made there under; Kerala Industrial Establishments (National and Festival Holidays) Act, 1958 and rules made there under; The Contract Labour (Regulation and Abolition) Act, 1970 and rules made there under, Apprentices Act, 1961 and rules made there under, The Factories Act, 1948 and rules made there under; and The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and other General laws viz; The Industrial Disputes Act, 1947 and rules made thereunder; vis-a-vis, Kerala Shops and Commercial Establishments Act, 1960.

For the purpose of examining the adequacy of compliances with industry/sector specific laws and Environmental/Labour laws, reliance has been placed on information/records produced by the Company during the course of audit and the Management Representation Letter issued by the management of the company and the reporting is limited to that extent and based on that I am of the opinion that the company has generally complied with the specific laws and Environmental laws etc.

I further report that the compliance by the company of the financial laws like direct and indirect tax laws and various labour laws and other laws has not been reviewed in this audit, since they do not come under the scope of this audit. However based on the information received and records maintained by the company and on their examination I report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with general laws like labour laws, Competition law, environmental laws, rules, regulations and guidelines.

I further report that the Board of Directors of the company is constituted with Executive Director, Non-Executive Directors and Woman Director. Ms. Vidhya had been the Woman Director (Independent) of the company till the expiry of her term of office on 30.12.2021 and she was succeeded by Adv. Geethakumary (DIN: 08087165), Additional Director (Non-executive & Independent) appointed by the Board of Directors, w.e.f 30.03.2022, as per second proviso to Section 149(1) of the Companies Act, 2013. As per sub section (4) read with sub-section (5) of Section 149 of the Act and Companies (Appointment & Qualification of Directors) Rules 2014, the company shall have two independent Directors. Any intermittent vacancy in the office of an independent director shall be filled up by the Board in the immediately next board meeting or within three months from the date of such vacancy, whichever is later as per second proviso to Rule 4 of Companies (Appointment

& Qualification of Directors) Rules 2014. Adv. Geethakumary (DIN: 08087165), was appointed by the Board as Additional Director (Non-executive & Independent) of the company on 30.03.2022, that is within three months.

The following changes in the composition of the Board of directors and other KMPs took place during the audit period and were carried out in compliance with the provisions of the Act.

- a. Shri. P Rajeeve (DIN:09239099), Hon'ble Minister (Law, Industries & Coir) who had been nominated by Government of Kerala vide G.O.(Rt) No.771/2021/ID dated 26/07/2021 was appointed as Nominee Director of the Company w.e.f 11.08.2021, by the Board at the meeting held on 11.08.2021. Further, pursuant to Article 87(1) of Articles of Association of the Company, Shri. P Rajeeve was appointed as the Chairman of the Company w.e.f 11.08.2021, at the same meeting.
- b. Ms. Vidhya (DIN: 08525336) who had been originally appointed as an Additional Director w.e.f 01.08.2019 and later on re-designated as a Woman Director (Independent), of the company w.e.f 28.12.2019, ceased to hold her office as Independent Director on 30.12.2021, after expiry of the term up to two consecutive years.
- c. On 24.02.2022, the Board met to consider the resignation letter dated 13.08.2021, submitted by Managing Director Mr. Mohanlal (DIN:08956382) and his resignation was accepted w.e.f. 31.01.2022. Whereas Mr. Mohanlal had submitted his resignation from the post of Managing Director and filed Form DIR 11 with the RoC intimating his resignation w.e.f 13.08.2021.
- d. At the Board meeting held on 24.02.2022, Mr. Ellangovan Kannan Kamala (DIN:05272476) was appointed as Director and also as Managing Director of the Company for a period of three years w.e.f. 24.02.2022, as recommended by the Nomination and Remuneration Committee at its meeting held on 16.02.2022, subject to the approval of shareholders of the Company in the upcoming AGM, for the financial year ending 31st March 2022. He was also nominated to the Board of the Associate Companies/ Joint Ventures/ Subsidiary Companies viz. (a) MIV Logistics Private Limited (b) INKEL-EKK Roads Private Limited (c) INKES-Trade Centre Limited (d) INKEL-KSIDC Projects Limited and (e) INKEL Infrastructure Development Projects Limited as their Chairman.
- e. Mr. Suman Billa IAS (DIN:00368821), Principal Secretary, Industries who had been nominated by Government of Kerala vide G.O (Rt) No.170/2022/ID dated 24/02/2022 was appointed as Nom-

inee Director, by the Board w.e.f .24.02.2022, pursuant to the provision to Section 161(3) of the Companies Act, 2013 read with other applicable provisions and as authorised by Clause 70 of the Article of Association of the Company.

- f. The Board meeting held on 30.03.2022, appointed Adv. Geethakumary (DIN: 08087165), as an Additional Director (Non- executive Independent) to ensure the need of a Women Director as well as Independent Director in the Board, on the recommendation of the Nomination and Remuneration Committee and in pursuant to the provisions of Section 161 of the Companies Act, 2013. Further, as she met the criteria for independence prescribed under Section 149 (6), she had been appointed as an Independent Director, for a term upto two consecutive years commencing from 30.03.2022, subject to the approval of shareholders in the ensuing AGM to be held, for the financial year ending 31st March 2022.
- g. Mr. Mohamed Althaf (DIN: 06409935), on recommendation of the Nomination & Remuneration Committee, was appointed by the Board as an Additional Director of the Company w.e.f 30.03.2022, till the next AGM for the financial year ending 31st March 2022.
- h. Mr.C V Rappai (DIN: 02011057), Director who was liable to retire by rotation at the 14th Annual General Meeting held on 30.12.2021 pursuant to Section 152(6) of the Companies Act, 2013, was re-appointed as Director of the Company at that AGM as recommended by the Board at the meeting held on 06.12.2021.
- i. Ms. Meera C, an Associate Member of the Institute of Company Secretaries of India (ACS 22673), was appointed as the Company Secretary, w.e.f 17.01.2022, by the Board of Directors, in their meeting held on 06.12.2021, in compliance with the provisions of Section 203 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The meeting also considered and accepted the resignation tendered by Company Secretary Ms. Anjana M A and she was relieved from the services of the Company w.e.f 01.01.2022.

The company has held Six (6) Board meetings during the period under review respectively on 28.04.2021, 11.08.2021, 13.10.2021, 06.12.2021, 24.02.2022 and 30.03.2022. The Ministry of Corporate Affairs (MCA) vide Notification No. G.S.R 409(E) dated 15th June 2021, omitted Rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014 (Rules), thereby removing all restrictions on the agenda items to be discussed in Board meetings through video conferenc-

ing. This amendment has provided such an increased flexibility that all the matters can be deliberated and resolutions can be passed through Video Conferencing (VC) or Other Audio Visual Means (OVAM). Therefore, all the Board Meetings of the company during the reporting period were held through Video Conferencing (VC) or other Audio visual (AV) means and the requirement of maximum 120 days' time gap of between the two consecutive board meetings, stipulated under Section 173(1) has been duly complied with.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance duly complying with the time limits specified and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. During the reporting period, the resolutions circulated on 16.07.2021 & 30.08.2021 were passed and taken into record by the Board, in their meetings held on 11.08.2021 and 13.10.2021 respectively.

In addition to the general business and statutory matters, the Board at the meeting held on 28.04.2021 (through VC), also noted the disclosure of interest received from the Directors of the Company for the Financial Year 2020-21 pursuant to the provisions of Section 184(1) of the Companies Act, 2013, read with rule 9(1) of the Companies (Meetings of Board and its power) Rules, 2014, and taken on record. The Directors have given declaration that none of them are disqualified under the provisions of section 164(2) of the Act.

The Board meeting held on 11.08.2021 engaged M/s. Sridhar & Co; Chartered Accountants for conducting Tax Audit for the financial year 2021-22 and as per recommendation of the Audit committee, appointed M/s Thomas Manianganadan & Associates, Chartered Accountants as the Internal Auditors of the company for the financial year 2021-22. The meeting also appointed the Secretarial Auditor for the financial year 2021-22.

On 13.10.2021, the Board met and accorded its consent to transfer the unpaid/unclaimed dividend for the F.Y. 2013-14 amounting to Rs.50,400/- to Investor Education & Protection Fund (IEPF), in accordance with the provision of Sections 124 & 125 of the Companies Act, 2013, as the said amount had been remaining unpaid/unclaimed in Company's Un-

paid Dividend Account, for a period of seven years. Accordingly, the unclaimed dividend amount of Rs.50,400/- for the F.Y. 2013- 14 was transferred to IEPF on 03.11.2021. A resolution seeking extension of three months' time for holding the Annual General Meeting for the Financial Year 2020-21, pursuant to provisions of Section 96 (1) of the Companies Act 2013 was circulated on 30.08.2021 & the same was passed and taken into record in the Board meeting held on 13.10.2021. The Company obtained an order extending the AGM for three months, from the Registrar of Companies, Kerala.

The draft financial statements (standalone and consolidated) as on 31.03.2021 along with the Auditor's Report and Board's Report thereon was considered and approved by the Board, in its meeting held on 06.12.2021.

The reconstitution of the four (4) committees of the Board viz; Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship committee, was done by the Board of Directors in their meeting held on 30.03.2022. The meeting also nominated its three (3) Directors- Mr. Mohamed Althaf (DIN: 06409935), Mr. Varghese Kurian (DIN: 01114947) and Mr. Jayakrishnan Krishna Menon (DIN: 02734324) to the Board of Directors of M/s. INKEL- EKK Roads Private Limited, the subsidiary in which INKEL holds 72% of paid-up capital, in order to ensure adequate representation in commensurate with the shareholding. The Risk management committee and Share Transfer committee were not mandatory for the company and Clause 49 of the Listing Agreement was not applicable to the company.

A new committee called "Management Committee" was constituted in the Board meeting held on 11.08.2021 with Directors Mr. K. Ellangovan (DIN: 05272476), Mr. Varghese Kurian (DIN: 01114947) & Mr. Jacob Kovoov Ninan (DIN: 01213357) as its members, in order to govern legal, financial and administrative functions in the day to day activities of the Company. The Board meeting held on 11.08.2021 appointed Mr. N Sasidharan Nair as the Chief Operating Officer (COO) of the Company w.e.f 12.08.2021 to execute the decisions of the Management Committee. Further vide Circular Resolution dated 30.08.2021 as noted in the minutes of the Board meeting held on 13.10.2021, Mr. N Sasidharan Nair, Chief Operating Officer (COO) - INKEL, was nominated as the representative/nominee Director of the Company on the Boards of Subsidiary/Associate companies in the place of Mr. A Mohanlal, the former Managing Director.

The Committee met Seven (7) times during the reporting period on 24.08.2021, 06.09.2021, 22.09.2021, 09.10.2021, 22.10.2021, 27.10.2021 and 29.01.2022 respectively. The proceedings of the above committee meetings were duly recorded and signed by the Chairman and its recommendations were also duly considered by the Directors in their respective Board meetings. Since the Board meeting held on 24.02.2022 appointed Committee Member Mr. K Ellangovan, (DIN: 05272476) to hold the office of the Managing Director of the company for the next three years, the Management Committee stood dissolved w.e.f 24.02.2022. Mr. N Sasidharan Nair was relieved from the position of Chief Operating Officer (COO)-INKEL, on the basis of resignation tendered by him on 10.03.2022. It was explained to me that he had not been designated as KMP by the Board and his appointment didn't fall within the ambit of definition of Key Managerial Personnel (KMP) under section 2(51) of the Act and so no return had to be filed with the Registrar regarding his appointment and cessation.

During the reporting period, Audit Committee meetings were held Four (4) times on 18.06.2021, 06.08.2021, 04.12.2021 and 24.03.2022 respectively. The Audit Committee was reconstituted in the meeting held on 30.03.2022, with three members including two Independent Directors viz. Mr. Jacob Kovoov as Chairman and Adv. Geethakumary as member. Mr. C V Rappai, Director was the other member and Managing Director of the company is permanent invitee to the committee. In their meeting held on 18.06.2021, Audit Committee recommended the re-appointment of M/s Thomas Manianganadan & Associates, Chartered Accountants as Internal Auditors of the company for the financial year 2021-22, as per the provisions of Section 138 (1) of the Companies Act 2013 read with rule 13 (b) of the Companies (Accounts) Rules 2014. The Audit Committee meeting held on 04.12.2021, among other matters recommended to the Board to engage M/s. Sridhar & Co; Chartered Accountants for conducting Tax Audit for the financial year 2021-22, who had been appointed as Statutory Auditors as envisaged under Section 139 for a period of 5 years from the conclusion of 12th Annual General Meeting to 17th Annual General Meeting.

During the reporting period, Nomination & Remuneration Committee meeting was held Four (4) times on 22.10.2021, 03.12.2021, 16.02.2022 and 24.03.2022 respectively. The Committee was reconstituted by the Board at its meeting held on 30.03.2022 with four directors Mr. Jacob Kovoov as Chairman, Mr. Varghese Kurian, Mr. Mohamed Althaf and Adv Geethakumary as members. The half of the directors in the committee was independent directors and minimum

three non-executive directors were in the committee. The Committee, in its respective meetings, made recommendations to the Board on the appointment of Key Managerial Personnel and also fixed their terms of appointment and the Board considered them in the respective meetings and took decisions.

The company at its Board Meeting held on 30.03.2022 has reconstituted CSR committee with three (3) Directors - Mr. Jacob Kovoor as Chairman and Adv. Geethakumary & Managing Director of INKEL as its members, in pursuance of section 135 of the Companies Act, 2013. The Board meeting held on 06.12.2021, ratified the CSR spending for the preceding financial year 2020-21 of Rs.15,93,400/- out of the balance remaining in the consolidated CSR fund of Rs.50 Lakhs. There were no ongoing CSR projects and the Company was not liable to undertake any CSR activity for the financial year 2021-22, as it incurred losses continuously for the three preceding financial years. No meetings of the CSR Committee had been held during the audit period.

In the Board Meeting held on 30.03.2022, the Board decided to constitute a sub-committee of the Board viz. Board's Sub-Committee on legal matters of INKEL consisting of Dr. Ellangovan K, Managing Director, Adv. Geethakumary and Mr. Mohamed Althaf as the members of the Committee.

Pursuant to Section 178 of the Companies Act 2013 read with Rule 6 of the Companies (Meetings of Board & its Powers) Rules 2014, the Board has constituted Stakeholders Relationship Committee. During the reporting period, the said Committee has been reconstituted with Mr. C V Rappai as Chairman and Adv. Geethakumary and Managing Director of INKEL as members by the Board at its meeting held on 30.03.2022.

I further report that:

- a. on the basis of explanation received the Company has formulated a vigil mechanism policy in compliance with section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.
- b. on the basis of explanation received and on verification of records, the company has constituted Internal Complaints Committee under Section 4 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 with four (4) Members. No complaints relating to sexual harassment had been reported during the audit period. However as per records of the company the Internal Complaints Committee needs to be reconstituted and company needs to conduct more workshops and seminars

to create awareness among the employees how to approach the complaints committee with their grievances, if any.

- c. As per records of the company and explanation received from the company, the Company has accepted deposits and has complied with all rules and regulations in this regard in terms of the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, as amended and the company has not made any default in repayment of deposits or payment of interest thereon. The Company has on 30.06.2021 filed the Return of Deposits and Particulars of transactions by a company not considered as deposits with the Registrar in Form DPT-3, as required to be filed on or before 30.06.2021, in respect of the financial year ending on 31.03.2021 pursuant to rule 16 and 16A of the Companies (Acceptance of Deposits) Rules, 2014 with the disclosure that information furnished therein were as on 31.03.2021 but audit for the financial year ending 31.03.2021 was not over by then due to Covid-19 pandemic.
- d. The Company has filed Form No.IEPF-1 with the Registrar of Companies stating the details of the unpaid/unclaimed dividend for the Financial Year 2013-14 amounting to Rs.50,400/- credited to Investor Education & Protection Fund (IEPF) , as it was lying in the Unpaid Dividend Account for a period of seven years.
- e. The company has filed Form No.IEPF-2, with the Registrar of Companies, the statement/details of unclaimed and unpaid amounts lying in the unpaid dividend accounts of the company and No. of underlying shares for the amount in the unpaid dividend account for each of the last seven financial years and the amount refunded by the company from the unpaid dividend account in the financial year ended on 31.03.2021 and AGM held on 30.12.2021.
- f. on the basis of explanation received from the company during the audit period there was no requirement to file MSME Form 1 with ROC in respect of outstanding payments to Micro or Small enterprises suppliers exceeding 45 days pursuant to order dated 2nd January 2019 issued under Section 405 of the Companies Act, 2013.
- g. on the basis of explanation received and on verification of records the directors of the company have filed Web-Form DIR-3 KYC WEB or Form DIR-3-KYC as the case may be with MCA/ROC as it has been made mandatory for the DIN holders to update the DIN Status within the stipulated date by the MCA for updating its register with latest and personal information of DIN holders vide notification dated 5th July 2018, either through the

company or on their own.

- h. The Company is into construction & development of public infrastructure and hence it is a company specified in item (B) (Non-regulated Sectors) of Rule 3 of Companies (Cost records and Audit) Rules, 2014, which shall get its cost records audited, if the overall annual turnover of the company from all its products and services during the immediately preceding financial year is Rupees One Hundred Crore (Rs.100 Crore) or more and the aggregate turnover of the individual product(s) or service (s) for which cost records are required to be maintained under Rule (3) is Rupees Thirty Five Crores (Rs.35 Crore) or more. As regards Applicability of Cost Audit for the company it was explained that the aggregate turnover of the individual product(s) or service(s) for which cost records are required to be maintained has not exceeded rupees Thirty Five Crore (Rs.35 Crore) or more and so Cost Audit is not applicable to the company as of now.
- i. The company has filed E-Form PAS-6 with MCA/ RoC pursuant to sub-rule (8) of rule 9A Companies (Prospectus and Allotment of Securities Rules, 2014, in respect of Reconciliation of share Capital Audit Report for the half year ended 31.03.2022.

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13th January 2021 read with circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without physical presence of the Members at a common venue. Accordingly, the 14th Annual General Meeting of the company for the financial year ending 31.03.2021, by extension of time for three months from the Registrar of companies, was held on 30.12.2021 through Video Conference, adhering to the provisions of MCA Circulars 20/2020 (dated 5th May, 2020), 14/2020 (dated 8th April, 2020), 17/2020 (dated 13th April, 2020) and 02/2021 (dated 13th day of January 2021). M/s SEP & Associates was appointed as Scrutinizers for the purpose of conducting e-voting before and during AGM, in fair and transparent manner, as stipulated under the Companies (Management & Administrative) Rules, 2014. The meeting considered and passed all the agenda items, except item No.3 – appointment of Mr. Mohanlal as Managing Director, which had been withdrawn and was duly communicated to the shareholders via e-mail dated 29.12.2021 and was also informed in AGM by the Company Secretary. The proceedings of the above meeting was properly

recorded and signed by the Chairman. Further, the Company had filed Form MGT-14 with RoC for registering the resolutions passed at the said AGM, pursuant to MCA Circular No. 14/2020 dated 08.04.2020. As per records of the company there was no Extra Ordinary General Meeting of the members of the Company during the financial year ending on 31.03.2022.

I further report that based on the information received and records maintained by the company 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.

I further report that during the audit period the company has the following specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

- i. The Board, at the meeting held on 28.04.2021 had decided :
 - a. to revoke Corporate Guarantee executed by INKEL for the loan taken by M/s. Seguro – INKEL Consortium LLP in 2015 and 2016;
 - b. to revoke Share Purchase Agreement dated 8th November 2017 and Share Subscription & Holders Agreement dated 16th November 2017 to recover M/s. INKEL's investments in M/s. Seguro Foundations & Structures (P) Ltd; and
 - c. to defend the SARFAESI proceedings initiated by Federal Bank against M/s. INKEL Ltd, among others, for recovery of money due from M/s. Seguro Foundations & Structures (P) Ltd. (SFS) i.e., Rs.49.78 Crores and interest etc, since no corporate guarantee has been extended by INKEL. INKEL has procured 65% of the shares of Seguro Foundations & Structures (P) Ltd. INKEL has issued a Letter of Comfort to Federal Bank to sanction working capital loan to SFS.
- ii. The Board meeting held on 11.08.2021 has taken into record the resolution circulated on 16.07.2021 seeking Board's consent:
 - a. to make an application to the National Law Tribunal (NCLT) under Section 272 of the Companies Act, 2013, for winding up of the subsidiary company M/s. Seguro Foundations & Structures Private Limited in the capacity of INKEL Ltd. as contributory and

- b. to make an application for winding up of associate entity, M/s. Seguro –INKEL Consortium LLP, as all the projects of LLP have been terminated on risk and cost basis. INKEL has an outstanding of Rs.629.33 Lakh from M/s. Seguro –INKEL Consortium LLP. INKEL has provided corporate Guarantee to Federal Bank for the loan taken by M/s. Seguro –INKEL Consortium LLP. Federal Bank has initiated proceedings against M/s. INKEL Ltd, among others, for recovery of money due from M/s. Seguro –INKEL Consortium LLP, i.e. 2.70 Crore and interest etc. INKEL is partner in the LLP with 50% shareholding.
- iii. On 30.03.2022, the Board has decided to extend Performance Bank Guarantee of Rs.85.50 Crore. (Rupees Eighty Five Crores & Fifty Lakh Only) furnished by INKEL Ltd. to National Highway Authority of India (NHAI), on behalf of the project Calicut Expressway Private Limited (CEPL) undertaken by INKEL-KMC Joint Venture, for a further period of three months i.e., up to 16.07.2022, subject to the condition that M/s. KMC Constructions Ltd., the Co-venturer, will bear the bank charges for such extension. The meeting also ratified the decision of sub-committee for negotiating and entering into Binding MoU & Shareholder Agreements with KMC.

The report of even date is to be read along with the Annexure A.

UDIN: A009868D00057717
 Name of Company Secretary in
 practice: M.C SAJUMON
 M.No: A9868,
 C.P. No.: 2385

Date: 06.07.2022
 Place: Kochi

ICSI Unique Code: I1995KE067800
 Per Review Cert. No. 713/2020

ANNEXURE - A

To
 The Members
 Inkel Limited
 (CIN :U45209KL2007PLC020471)
 Kakknad, Kochi, Kerala, India.
 682 030

The report of even date is to be read along with this Annexure.

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices that were followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of any of the financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. I have, based my opinion on the basis of information/records produced by the company during the course of the audit and the reporting is limited to that extent.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

UDIN: A009868D00057717
 Name of Company Secretary in
 practice: M.C SAJUMON
 M.No: A9868,
 C.P. No.: 2385

Date: 06.07.2022
 Place: Kochi

ICSI Unique Code: I1995KE067800
 Per Review Cert. No. 713/2020

Annexure 3

FORM NO. AOC - 2 (Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto						
Sr No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	INKEL KSIDC Projects Limited Subsidiary Company	i) Expense Reimbursement	FY 2021-22	i) Rs 0.33 lakh- Land Tax remitted by INKID on behalf of INKEL		
2	INKEL Infrastructure Development Projects Limited Subsidiary Company	i) Loans & Advances ii) Expense Reimbursement iii) Receivable iv) Payable	FY 2021-22 FY 2021-22 FY 2021-22 FY 2021-22	i) Rs 4667.84 lakh (Outstanding) ii) Rs 14.65 lakh iii) Rs 837.67 lakh iv) Rs 16.72 lakh		
3	INKES Trade Centre Limited Subsidiary Company	i) Loans & Advances ii) Receivable	FY 2021-22 FY 2021-22	i) Rs 0.67 lakh ii) Rs 17.43 lakh		
4	INKEL EKK Roads Private Limited Subsidiary Company	i) Guarantee Commission ii) Operation & maintenance iii) Receivable iv) Loan availed	FY 2021-22 FY 2021-22 FY 2021-22 FY 2021-22	i) Rs 83.63 lakh (1% of outstanding loan amount with bank) ii) Rs 250 lakh (Income from O&M contract) iii) Rs 94.50 lakh iv) Rs 400 lakh (Loan availed)		
5	MIV Logistics Private Limited Associate Company	i) Guarantee Commission ii) Receivable	FY 2021-22 FY 2021-22	i) Rs 10.19 lakh (1% of outstanding loan amount with bank) ii) Rs 19.76 lakh		
6	Seguro INKEL Consortium LLP Associate	i) Loans and advances ii) Receivable iii) Share of Profit/Loss	FY 2021-22 FY 2021-22 FY 2021-22	i) Rs 30.33 lakh ii) Rs 629.34 lakh iii) Rs 15.49 lakh (loss)		

For and on behalf of the Board of Directors

 P Rajeeve
Chairman

 Date : 29.06.2022
Place : Kochi

INDEPENDENT AUDITOR'S REPORT

To the members of INKEL LIMITED,

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of INKEL Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022 and its profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 2.33.1 of the standalone financial statements, as per which, INKEL Limited (INKEL) had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 and made an investment of Rs.1381.50 lakh. SFS has been functioning as a subsidiary of INKEL from such date. During the financial year 2018-19 certain instances of non-adherence with proper corporate governance systems, as also incompleteness/deficiencies in the financial information furnished by the former management of SFS were noticed, which were prima facie considered material. The committee constituted by the Board

of INKEL has found out serious lapses, irregularities, diversion of funds and misappropriations and recommended the Board to consider legal remedies against the erstwhile management of SFS. The forensic audit simultaneously conducted by the management of INKEL by engaging a firm of chartered accountants had also reported that the Managing Director of SFS has perpetrated frauds. Having regard to the report that 'SFS's shares were overvalued through misrepresenting its financial positions and the investment made by INKEL was siphoned away by the managing director of SFS', the Board of INKEL has declared the transaction of investment in SFS as a fraud on INKEL by SFS.

We draw attention to Note 2.33.2 of the standalone financial statements, as per which,

(i) Based on unaudited financial statements as on 31/03/2019 provided by SFS and the provisional financial statements of SFS compiled for the year ended 31/03/2020, the net worth of SFS has fully eroded. Further no financial statements of SFS was compiled for the year 31/03/2021. In view of the matters of fraud and erosion of share value reported above, there is permanent diminution in the value of investments in the subsidiary company, SFS as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision made on FY 2019-20 has been retained for the investment of Rs.1381.50 lakh by INKEL in SFS as on 31.03.2022.

(ii) Based on audited financial statements as on 31/03/2022 provided by INKEL Infrastructure Development Projects Limited, the net worth has fully eroded. In view of the erosion in share value reported above, there is permanent diminution in the value of investments in the subsidiary company, IIDPL as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision has been retained for the investment of Rs.1.00 lakh by INKEL in INKEL Infrastructure Development Projects Limited as on 31.03.2022.

We draw attention to Note 2.33.3 of the standalone financial statements, as per which, based on valuation of the assets of the subsidiary companies INKES Trade Centre Limited, as well as of the associate company MIV Logistics Private Limited (which includes investments in equity shares of its associate company Seabird Seaplane Private Limited which has not commenced any commercial operations and loans and advances extended to the said company as stated therein) carried out by independent chartered engineers and plans for improved future operations of such companies, the management is of the opin-

ion that there is no permanent diminution in value of investments in the said subsidiary/associate companies to be recognized at this stage as per AS-13 (Accounting for Investments).

Our opinion is not modified in respect of these matters.

Key Audit Matters

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

Key Audit matter	How our audit addressed the Key audit matter
<p>Documentation of process flow and procedures : The Company's key financial accounting processes are handled through a file management software, which is working in a well-controlled environment. However, there is a lack of documentation of the defined process flow, standard operating procedures and concentration of authority in single key management personnel, such that there exists a risk that lack of such documentation and concentration of authority may result in gap in control environment, which could result in the financial accounting and reporting records being misstated. Hence we have identified the 'documentation of process flow and procedures' as key audit matter.</p>	<p>We tested a sample of key controls operating over the financial accounting and reporting systems and design and operating effectiveness of key controls. For a selected group of key controls over financial and reporting systems, we independently performed procedures to determine that these control remained unchanged during the year or were changed following the standard change management process. The substantive tests were designed to provide us with reasonable assurance that the financial accounting and reporting are free from material misstatements.</p>

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including Annexure to the Director's Report in the Annual Report of the Company for the financial year 2021-22, but does not include the financial statements and our auditor's report thereon.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

- of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
 - e. On the basis of the written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.36 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 has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund (IEPF) by the company;
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sourc-

- es or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever 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, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

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

For Sridhar & Co.
Chartered Accountants
FRN: 003978S

CA. S. Unnikrishnan
Partner

Date: 29.06.2022
Place: Kochi

Membership No.218366
UDIN : 22218366AMUTH3328

“ANNEXURE A” REFERRED TO IN PARAGRAPH 1(f) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INKEL LIMITED FOR THE YEAR ENDED 31st MARCH 2022

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

We have audited the internal financial control systems with reference to standalone financial statements reporting of INKEL Limited (“the Company”) as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements 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 company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls systems with reference to standalone financial statements reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls system with reference to financial statements 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 with reference to financial statements reporting and their operating effectiveness. Our audit of internal financial controls system with reference to financial statements reporting included obtaining an understanding of internal financial controls system with reference to financial statements reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements reporting

A company’s internal financial controls system with reference to financial statements 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 controls system with reference to financial statements 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 with reference to Financial Statements reporting

Because of the inherent limitations of internal financial controls system with reference to financial statements 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 system with reference to financial statements reporting to future periods are subject to the risk that the internal financial controls system with reference to financial statements 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, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements reporting and

such internal financial controls system with reference to financial statements reporting were operating effectively as at 31st March, 2022, based on the internal control with reference to financial statements 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 Sridhar & Co.
Chartered Accountants
FRN: 003978S

CA. S. Unnikrishnan
Partner

Date: 29.06.2022
Place: Kochi

Membership No.218366
UDIN : 22218366AMUTH3328

“ANNEXURE B” REFERRED TO IN PARAGRAPH 2 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INKEL LIMITED FOR THE YEAR ENDED 31st MARCH 2022

1. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:

a) (A) According to the information and explanation given to us and the records produced to us for our verification, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress.

(B) According to the information and explanation given to us, the Company has maintained proper records showing full particulars of intangible assets.

b) We are informed that Property, Plant and Equipment have been physically verified by the management at reasonable intervals and that no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable and the process of physical verification is to be improved.

c) According to the information and explanation given to us, the records of the Company examined by us and the confirmation received from a financial lender in respect of title deeds deposited with them, the title deeds of the immovable property of the company are held in the name of the Company.

d) The Company has not revalued any of its Property, Plant and Equipment and Intangible assets during the year.

e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2. In respect of the Company’s Inventories:

a) According to the information and explanations given to us and the records of the Company examined by us, the inventory has been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification is a reasonable. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.

b) According to the information and explanations given to us, the Company has no sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, during the year, from banks on the basis of security of current assets.

3. In respect of Investments made, guarantees provided, security given, loans and advances in the nature of loans:

a) According to the information and explanation given to us, during the year the Company has provided loans and stood guarantee to the Companies, Limited Liability Partnerships or any other parties as follows:

Rs. in Lakh

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiary Companies	-	-	30.67	-
- Subsidiary Entity	-	-	30.33	-
- Associates	-	-	-	-
- Others	60.77	-	-	-
Balance Outstanding as at the Balance Sheet date in respect of above cases				
- Subsidiary Companies	18,200.00	-	4,673.67	-
- Subsidiary Entity	5,750.00	-	271.8	-
- Associates	4,550.00	-	-	-
- Others	10,435.35	-	-	-

b) In our opinion and according to the information and explanations given to us, investments made, guarantees provided and securities given are, prima facie, not prejudicial to the Company's interest.

c) As per the information and explanations given to us and the records of the Company examined by us, the terms do not stipulate any repayment schedule and the principal and interest are repayable on demand and hence we do not offer any comments regarding regularity of repayments.

d) As per the information and explanations given to us and the records of the Company examined by us and read with our comments in (c) above, there are no overdue amounts in respect of such loans.

e) As per the information and explanations given to us and the records of the Company examined by us, no loans or advances in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing given to the same parties.

f) As per the information and explanations given to us and the records of the Company examined by us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, except,

Type of Borrower	Amount of loan or advance in the nature of loan outstanding (Rs. in lakh)	Percentage to the total Loans and Advances in the nature of loans
(i) Related Parties		
- INKEL Infrastructure Development Projects Limited (Wholly Owned Subsidiary)	4,667.84	94.25%
- Seguro - INKEL Consortium LLP	271.84	5.49%
- INKES Trade Centre Limited	5.83	0.12%

4. According to the information and explanations given to us and the records of the Company examined by us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act in respect of the loans granted, investments made, guarantees given and security provided by the Company, to the extent applicable to the Company.

5. According to the information and explanations given to us, the records of the Company examined by us and the confirmation received from the Registrar for the deposit scheme engaged by the company, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder in accepting deposits from the public during the year.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the Company.

7. a) As per the information and explanations given to us and according to our examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Cess and other statutory dues as applicable to the Company to the appropriate authorities during the year.

There are no arrears of undisputed statutory dues outstanding at the last day of the financial year for a period of more than six months from the date on which they became payable.

b) According to the information and explanations given to us and the records of the Company exam-

ined by us, the Company has no dues of Income Tax, Service Tax, Goods and Service Tax, or Value Added Tax that have not been deposited on account of any dispute.

8. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

9. In respect of loans and borrowings of the Company:

a) According to the information and explanations given to us and the records of the Company examined by us and there is default in repayment of the loan instalment due on 31st March 2021 to Kerala Industrial Infrastructure Development Corporation (KINFRA), of Rs. 300.00 lakh.

b) Other than that the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or dues to debenture holders.

c) According to the information and explanations given to us, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.

d) According to the information and explanations given to us, the company has not obtained any term loans. Accordingly, requirement to report on clause 3(ix)(c) of the Order is not applicable.

e) According to the information and explanations given to us, and the procedures performed by us and on an overall examination of the Standalone Financial

Statements of the Company, we report that, prima facie, no funds raised on short term basis have been used by the Company for long-term purposes.

f) According to the information and explanations

Nature of fund taken	Details of lender entity	Amount involved (Rs. in lakh)	Nature of transaction for which funds utilized	Relation
Inter-corporate Loan	INKEL-EKK Roads Private Ltd.	30.00	Inter-corporate Loan	Subsidiary

g) As per the information and explanations given to us and the records of the Company examined by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or jointly controlled entities.

10. a) According to the information and explanations given to us and the records of the Company examined by us, no money has been raised by way of initial public offer or further public offer (including debt instruments) by the Company have been applied for the purpose for which the loan was obtained.

b) According to the information and explanations given to us and based on the examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year.

11 a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the Company noticed or reported during the year, nor have been informed of any such case by the Management.

b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.

given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has taken funds from following entity to meet the obligations of its wholly owned subsidiary as per the details below:

12. The Company is not a Nidhi company. Accordingly, the reporting requirements under clause (xii) of paragraph 3 of the Order are not applicable.

13. According to the information and explanations given to us and the records of the Company examined by us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in Note 2.32 to the stand-alone financial statements as required by the applicable accounting standards.

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

b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

15. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors. Accordingly, the reporting requirement under clause (xv) of paragraph 3 of the Order is not applicable.

16. According to the information and explanations given to us and the records of the Company examined by us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement under clause (xvi) of paragraph 3 of the Order is not applicable.

17. The Company has not incurred cash losses in the current year and in the immediately preceding financial year respectively.

18. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

19. On the basis of the financial ratios disclosed in Note 2.34 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of

the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. During the year, the company is not required to spend amounts under section 135 of The Companies Act, 2013, hence Clause 3(xx) is not applicable.

For Sridhar & Co.
Chartered Accountants
FRN: 0039785

Date: 29.06.2022
Place: Kochi

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN : 22218366AMUTH3328

INKEL LIMITED
CIN:U45209KL2007PLC020471
Door No. 7/473 ZA - 5 & 6 - 2nd Floor, Ajjiyal Complex, Kakkanad, Kochi - 30
BALANCE SHEET AS AT 31st MARCH 2022

Particulars	Note No.	As at 31.03.2022 (₹ In Lakh)	As at 31.03.2021 (₹ In Lakh)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2.1	17,781.43	17,781.43
(b) Reserves and Surplus	2.2	2,233.22	2,116.87
(2) Non - Current Liabilities			
(a) Long - Term Borrowings	2.3	-	403.89
(b) Deferred Tax Liabilities (Net)	2.4	86.09	162.00
(c) Other Long Term Liabilities	2.5	34.08	162.13
(d) Long - Term Provisions	2.6	153.04	113.17
(3) Current Liabilities			
(a) Short Term Borrowings	2.7	2,551.99	2,545.91
(b) Trade Payables :-	2.8		
i. Total outstanding dues of micro enterprises and small enterprises; and		-	-
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises		3,583.27	2,552.57
(c) Other Current Liabilities	2.9	3,196.98	2,941.63
(d) Short - Term Provisions	2.10	102.93	9.90
TOTAL		29,723.03	28,789.50
II. ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment and intangible Assets			
(i) Property, Plant and Equipment	2.11	5,242.26	5,498.26
(ii) Intangible Assets	2.11	5.31	7.43
(iii) Capital Work in Progress	2.12	1.77	-
(b) Non - Current Investments	2.13	6,865.71	6,882.20
(c) Long - Term Loans and Advances	2.14	427.48	205.98
(d) Other Non - Current Assets	2.15	4,938.57	4,429.40
(2) Current Assets			
(a) Inventories	2.16	1.17	215.46
(b) Trade Receivables	2.17	5,634.51	4,882.11
(c) Cash and Cash Equivalents	2.18	770.85	637.62
(d) Short - Term Loans and Advances	2.19	5,217.95	5,291.31
(e) Other Current Assets	2.20	617.45	739.73
TOTAL		29,723.03	28,789.50

Significant Accounting Policies and Notes to Accounts 1 & 2

The Accompanying Notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our separate report of even date attached

 Dr. K Ellangovan
 Managing Director
 DIN: 05272476

 Jacob Kovoov Ninan
 Director
 DIN: 01213357

 For Sridhar & Co
 Chartered Accountants
 FRN : 0039785

 Meera C
 Company Secretary

 Prasanna Kumar V
 Chief Financial Officer

 CA. S. Unnikrishnan
 Partner
 Membership No.218366
 UDIN:22218366AMUTHT3328

 Date: 29.06.2022
 Place: Kochi

INKEL LIMITED
CIN:U45209KL2007PLC020471
Door No. 7/473 ZA - 5 & 6 - 2nd Floor, Ajiyal Complex, Kakkanad, Kochi - 30
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2022

Particulars	Note No.	For the year ended 31.03.2022 (₹ In Lakh)	For the year ended 31.03.2021 (₹ In Lakh)
Income			
I. Revenue from Operations	2.21	5,531.28	5,276.25
II. Other Income	2.22	408.84	866.43
III. Total Income (I+II)		5,940.12	6,142.68
IV. Expenses			
i) Cost of land acquired/building/amenities constructed and disposed (on Long Term Finance Lease Agreements)	2.23	122.64	87.08
ii) Purchases of Stock-in-Trade	2.24	2,805.89	2,193.55
iii) Changes in inventories of Stock-in-Trade	2.25	2.33	37.77
iv) Employee Benefits Expense	2.26	755.47	877.22
v) Finance Costs	2.27	152.96	140.21
vi) Depreciation and Amortisation Expense	2.11	140.60	185.48
vii) Other Expenses	2.28	1,679.52	2,811.99
viii) Provisions	2.29	158.50	203.67
Total Expenses		5,817.91	6,536.97
V. Profit Before Tax (III - IV)		122.21	(394.29)
VI. Tax Expense			
(1) Current Tax		100.42	-
(2) Deferred tax		(75.91)	(76.49)
(3) Taxes relating to prior years		(18.64)	15.68
VII. Profit for the year (V - VI)		116.34	(333.49)
VIII. Earnings per Equity Share:			
Face value of share ₹ 10/- (₹ 10/-)	2.30		
(1) Basic		0.07	(0.19)
(2) Diluted		0.07	(0.19)

Significant Accounting Policies and Notes to Accounts 1 & 2

The Accompanying Notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our separate report of even date attached

Dr. K Ellangovan
 Managing Director
 DIN: 05272476

Jacob Kovoov Ninan
 Director
 DIN: 01213357

For Sridhar & Co
 Chartered Accountants
 FRN : 0039785

Meera C
 Company Secretary

Prasanna Kumar V
 Chief Financial Officer

CA. S. Unnikrishnan
 Partner
 Membership No.218366
 UDIN:22218366AMUTH3328

Date: 29.06.2022
 Place: Kochi

INKEL LIMITED
CIN:U45209KL2007PLC020471
Door No. 7/473 ZA - 5 & 6 - 2nd Floor, Ajiyal Complex, Kakkanad, Kochi - 30
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2022
₹ In Lakh

	Particulars	For the Year ended 31.03.2022	For the Year ended 31.03.2021
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before Tax	122.21	(394.29)
	Adjustments for :		
	Depreciation and Amortisation expense	140.60	185.48
	Provision for Doubtful Debts	-	3.67
	Provision for Doubtful Advances	157.50	200.00
	Provision for dimunition in value of investment	1.00	-
	Loss/(Profit) on sale of Assets(Net)	2.34	0.01
	Interest Income	(149.75)	(200.47)
	Dividend received INKEL EKK Ltd	-	-
	Finance costs	152.96	140.21
	Share of (Profit)/Loss from Seguro-INKEL Consortium LLP	15.49	40.37
	Conversion of fixed assets to current assets	122.64	87.08
	Operating profit before Working Capital Changes	564.99	62.06
	Changes in Working Capital		
	Adjustments for Increase/Decrease in Operating Assets		
	Trade Receivables	(752.40)	(2,651.44)
	Short term loans and advances	138.00	(152.77)
	Other Non-Current Assets	(509.17)	(1,364.61)
	Inventories	214.29	(174.19)
	Long term Loans and Advances	-	31.06
	Other Current Assets	140.93	359.41
		(768.35)	(3,952.55)
	Adjustments for Increase/ Decrease in Operating Liabilities		
	Trade Payables	1,030.70	2,068.42
	Other Current Liabilities	184.28	(728.46)
	Short term Provisions	(7.40)	(0.51)
	Long term Provisions	39.87	(0.22)
	Other Long Term Liabilities	(1.09)	6.99
		1,246.36	1,346.23
	Cash generated from Operations	1,042.99	(2,544.26)
	Taxes Paid	(203.13)	4.60
	Net Cash Generated from Operating activities - (A)	839.86	(2,539.66)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets including Capital WIP/Capital Advances	(9.80)	(7.75)
	Loans and Advances (given)/repaid	(222.14)	(323.09)
	Interest received on loans/deposits	131.10	231.61
	Proceeds from sale of Fixed assets	0.61	2.07
	Dividend received INKEL EKK	-	-
	Net Cash Used in Investing activities - (B)	(100.00)	(97.15)

C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from /(Repayment of) Short term borrowings	6.08	2,448.56
	Proceeds/(Repayment) from Long term borrowings	(387.14)	(993.27)
	Finance costs paid	(224.93)	(91.74)
	Dividend paid	(0.67)	0.28
	Dividend Distribution tax paid	-	-
	Net Cash Generated from/ (Used in) Financing Activities - (C)	(606.66)	1,363.83
	Net increase in Cash and Cash equivalents (A+B+C)	133.20	(1,272.98)
	Cash and Cash equivalents at the beginning of the year	637.65	1,910.63
	Cash And Cash Equivalents at the end of the year	770.85	637.65

For and on behalf of the Board of Directors

As per our separate report of even date attached

Dr. K Ellangovan
Managing Director
DIN: 05272476

Jacob Kovoov Ninan
Director
DIN: 01213357

For Sridhar & Co
Chartered Accountants
FRN : 0039785

Meera C
Company Secretary

Prasanna Kumar V
Chief Financial Officer

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN:22218366AMUTHT3328

Date: 29.06.2022
Place: Kochi

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022

1. Significant Accounting Policies

a. Basis of Accounting

The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

b. Use of Estimates

The presentation of financial statements in conformity with the Generally Accepted Accounting Principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known /materialized.

c. Tangible Assets (Property, Plant and Equipment)

Property, Plant and Equipments are stated at cost less accumulated depreciation and impairment in value if any. Cost includes purchase price (inclusive of non - refundable purchase taxes, after deducting trade discounts and rebates), other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (Major components).

Land acquired on long term lease arrangements that are in the nature of financial leases are classified under Fixed Assets and amortised over the lease period. Buildings constructed on such land are capitalised and depreciated as per company's accounting policy. Such land and building are reclassified and treated as Current Assets (at Net Book Value) when the decision to dispose under long- term finance leases is conclusively taken by the management.

The cost of assets not ready for use at the balance

sheet date are disclosed under Capital Work in Progress.

d. Intangible Assets

Intangible assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

e. Depreciation/ Amortisation

Depreciation on property, plant and equipments is provided on Written Down Value Method on the basis of the useful lives in the manner prescribed as per Schedule II of The Companies Act, 2013 based on a review by the management at the year end.

Leasehold land is amortised over the duration of the lease. Cost of software treated as Intangible Assets are amortised over a period of six years.

f. Government Grant/Subsidies

Grants and Subsidies in the nature of Promoters contribution or identifiable with non-depreciable assets are credited to capital reserve.

Grants and Subsidies, specifically identifiable with capital assets other than depreciable assets, are credited to the carrying cost of the respective asset.

Grants/Subsidies in the nature of revenue are recognized as income over the period necessary to match them with the related costs which they are intended to compensate.

g. Investments

Non-Current Investments are stated at cost. Decline in value, if any, which is not considered temporary in nature, is provided for.

h. Revenue Recognition

Revenue arising on disposal of current assets under long-term lease arrangements that are in nature of financial leases is recognised in the year in which the lease agreements are entered into.

Proportionate income during the period of license agreement and income from other arrangements which are in the nature of operating leases, are recognized as income in the respective years.

Income from services rendered are recognized based on the stage of completion of the respective contracts/arrangements having regard to the specific milestones wherever specified therein.

Other incomes are recognized on accrual basis except when there are significant uncertainties.

i. Inventories

Inventories of Land and Building/amenities includes the cost of purchase, development costs, construction costs, overheads and is valued at lower of cost identified on specific identification method and net realisable value.

Inventories of Stock in trade is valued at Lower of Cost, identified on specific identification method or net realisable value.

j. Employee Benefits

i. Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognized in the period in which the employee renders the related service.

ii. Defined Contribution Plans

The company has defined contribution plans for employees comprising of Provident Fund, Employee's State Insurance and National Pension Scheme. The contributions paid/payable to these plans during the year are charged to the Statement of Profit and Loss for the year.

iii. Defined Benefit Plans

Gratuity (Funded) & Long-term employee benefits: Compensated absences (Unfunded).

a) Gratuity:

The company makes contributions to the Employee's Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India. The net present value of the obligation for gratuity benefits as determined on actuarial valuation conducted annually using the projected unit credit method, as adjusted for unrecognised past services cost, if any, and as reduced by the fair value of plan assets, is recognised in the accounts. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

b) Compensated absences:

The company has a scheme for compensated absences for employees, the liability of which is determined on the basis of an actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

iv. Termination Benefits

Termination benefits are recognized in the State-

ment of Profit and Loss for the period in which the same accrue.

k. Income Tax

Income tax is accounted in accordance with Accounting Standard on Accounting for Taxes on Income (AS-22), which includes current taxes and deferred taxes. Deferred Tax assets/ liabilities representing timing differences between accounting income and taxable income are recognised to the extent considered capable of being reversed in subsequent years. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is a virtual certainty that sufficient future taxable income will be available to realise the same. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

l. Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities other than forward contracts, outstanding at the Balance Sheet date are translated at the applicable exchange rates prevailing at the said date. The exchange gain/loss arising during the year are adjusted to the Statement of Profit and Loss.

m. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalised. Other borrowing costs are recognized as expenditure for the period in which they are incurred.

n. Earnings per share

Basic/ diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares/ dilutive potential equity shares outstanding

as at the end of the year as the case may be.

o. Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognized in the Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

p. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the company has a present obligation as a result of a past event, for

which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are neither recognized nor disclosed in the accounts.

INKEL LIMITED
CIN:U45209KL2007PLC020471
Door No. 7/473 ZA - 5 & 6, 2nd Floor, Ajjyal Complex, Kakkanad, Kochi - 30
NOTES FORMING PART OF STATEMENT OF BALANCESHEET FOR THE YEAR ENDED 31st MARCH 2022
NOTE - 2.1 SHARE CAPITAL
(₹ In Lakh)

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	Amount	Number of Shares	Amount
Authorised Equity Share Capital				
Equity Shares of ₹ 10/- (₹ 10/-) each	20,00,00,000	20,000.00	20,00,00,000	20,000.00
	20,00,00,000	20,000.00	20,00,00,000	20,000.00
Issued, Subscribed and Paid up				
Equity Shares of ₹ 10/- (₹ 10/-) each	17,78,14,334	17,781.43	17,78,14,334	17,781.43
	17,78,14,334	17,781.43	17,78,14,334	17,781.43

2.1.1 Terms/ Rights attached to Equity Shares

The company has only one class of shares referred to as equity shares with a face value of ₹ 10/- (₹ 10/-) each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed/ declared by the Board of Directors is subject to approval/regularisation of the shareholders' in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

Reconciliation of shares at the beginning and at the end of the financial year
(₹ In Lakh)

Particulars	As at 31.03.2022		As at 31.03.2021	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares				
As at the beginning of the financial year	17,78,14,334	17,781	17,78,14,334	17,781
Shares issued during the financial year	-	-	-	-
As at the end of the financial year	17,78,14,334	17,781	17,78,14,334	17,781
Particulars of Shareholders holding more than 5% share in the Company				
Govt. of Kerala - 22.78 % (Previous year 22.78 %)	4,05,00,000	4,050	4,05,00,000	4,050
Bismi Holdings Limited - 6.19 % (Previous year 6.19 %)	1,10,00,000	1,100	1,10,00,000	1,100
Shri.Yusuffali M A - 17.02 % (Previous year 17.02 %)	3,02,60,018	3,026	3,02,60,018	3,026
Shri.Varghese Kurian - 7.59 % (Previous year 7.59 %)	1,34,94,697	1,349	1,34,94,697	1,349
Dr.Mohamed Ali - 5.91 % (Previous year 5.91 %)	1,05,00,000	1,050	1,05,00,000	1,050

Shares held by promoters for the year ended 31st MARCH 2022

Promoter Name	No of Shares	% of Total Shares	% of Change during the year
Govt. of Kerala	4,05,00,000	22.78%	-
Total	4,05,00,000	22.78%	

NOTE - 2.2 RESERVES AND SURPLUS

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
(a) Securities Premium		
Opening Balance	739.37	739.37
Add: Additions during the year		-
Closing balance	739.37	739.37
(b) Surplus in statement of profit and loss		
Opening balance	1,377.51	1,711.00
Add: Profit/Loss for the year	116.34	(333.49)
Amount available for appropriation	1,493.85	1,377.51
Closing Balance	1,493.85	1,377.51
Total	2,233.22	2,116.87

NOTE - 2.3 LONG-TERM BORROWINGS

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
(a) Term Loans from Other parties		
Unsecured (See Note 2.3.1)	-	-
(b) Deposits		
Unsecured	-	403.89
	-	403.89

2.3.1 Deposits received from directors during the year ₹ Nil/- (₹ Nil/-).

NOTE - 2.4 DEFERRED TAX LIABILITIES (NET)

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
A. Deferred Tax Liability		
On excess of net book value over Income tax written down value of Property, Plant & Equipment	254.96	279.55
B. Deferred Tax Assets		
On Provisions/other disallowances	168.87	117.55
Net Deferred Tax Assets	86.09	162.00

NOTE - 2.5 OTHER LONG TERM LIABILITIES

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Security Deposits	34.08	35.17
Interest accrued but not due on borrowings	-	126.96
	34.08	162.13

NOTE - 2.6 LONG-TERM PROVISIONS

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for employee benefits (See Note-2.31)		
- Provision for Gratuity	84.04	55.45
- Provision for Leave Encashment	69.00	57.73
	153.04	113.17

NOTE - 2.7 SHORT TERM BORROWINGS

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
ICL - INKEL EKK Roads Pvt Ltd	2,148.60	1,748.60
Current Maturities of Long Term borrowings		
- Unsecured- Deposit from Public (See Note 2.7.1)	403.39	797.31
	2,551.99	2,545.91

2.7.1 Deposits accepted from various parties and interest thereon are repayable over the agreed terms. The details are as follows:

Terms of repayment	Cumulative basis		Non-Cumulative basis	
	Rate	Amount (₹ In Lakh)	Rate	Amount (₹ In Lakh)
Within 1 years - Scheme 2			10%	0.75
Within 1 year - Scheme 3	11.49%	202.51	10%	216.88
Total		202.51		217.63

Interest is payable on a quarterly / maturity basis in accordance with the terms agreed with the depositors.

NOTE - 2.8 TRADE PAYABLES

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Trade Payables due for payment (See Note 2.8.1)		
i. Outstanding dues of micro enterprises and small enterprises (See Note 2.8.2)	-	-
ii. Outstanding dues of trade payables other than micro enterprises and small enterprises	3,583.27	2,552.57
	3,583.27	2,552.57

Note -2.8.1 Trade Payables Ageing Schedule

(₹ In Lakh)

As at 31.03.2022					
Particulars	Outstanding for following periods after due date of payment				Total
	Less than 1 year	1 to 2 years	2 to 3 Years	Above 3 years	
MSME*	-	-	-	-	-
Others	3,379.92	47.03	156.33	-	3,583.27
Disputed Dues MSME					
Disputed dues Others					

(₹ In Lakh)

As at 31.03.2021					
Particulars	Outstanding for following periods after due date of payment				Total
	Less than 1 year	1 to 2 years	2 to 3 Years	Above 3 years	
MSME*					-
Others	2,391.66	152.29	8.61	-	2,552.57
Disputed Dues MSME	-	-	-	-	-
Disputed dues Others	-	-	-	-	-

* MSME as per Micro, Small and Medium Enterprises Act 2006.

2.8.2 The company has taken steps to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006 and the same is in progress. Based on available information, there are no balance outstanding as payable to such suppliers as at the year end. In the opinion of the management there are no amounts paid/payable towards interest under the said statute.

Particulars	As at 31.03.2022	As at 31.03.2021
a. Principal Amount remaining unpaid but not due as at the year end	-	-
b. Interest due thereon and remaining unpaid as at the year end.	-	-
c. Interest paid by the Company in terms of Section 16 of Micro, Small & Medium Enterprises Development Act 2006 along with the amount of payment made to the supplier beyond the appointed day during the year.	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
e. Interest accrued and remaining unpaid as at the year end	-	-
f. Further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

NOTE - 2.9 OTHER CURRENT LIABILITIES
(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Interest accrued but not due on borrowings	54.99	-
Unpaid dividend (See Note 2.9.1)	4.34	5.01
Current Liabilities		
ASIDE Loan- KINFRA (See Note 2.9.2)	300.00	300.00
Deposit matured and payable	16.75	-
Advances from Customers		
- for Deposit Work	1,170.17	588.74
- Others	404.47	824.16
Reimbursement payable to Employees	2.69	0.15
Retention Money payable	929.00	985.31
Statutory Dues	276.02	205.41
Security Deposit / Earnest Money Deposit	38.56	32.86
	3,196.98	2,941.63

2.9.1 Unclaimed dividend, if any, shall be transferred to investor education and Protection Fund as and when it becomes due. as at 31st March, 2022, there is no amount due and outstanding to be transferred to the Investor Education and Protection Fund by the company.

2.9.2 The interest free loan was sanctioned under the Assistance to States for developing Export Infrastructure and other Allied Activities (ASIDE) Scheme implemented by Kerala Industrial Infrastructure Development Corporation (KINFRA) as the Nodal Agency for Government of Kerala. The loan is repayable in three annual instalments of ₹ 100.00 lakh each starting from the fourth year of disbursement, to be paid before 31st March 2019, 31st March 2020 & 31st March 2021 respectively. **Overdue Details as on 31st March 2022- Rs 3 Crore for a period of 3 years.**

NOTE - 2.10 SHORT-TERM PROVISIONS
(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for employee benefits		
-Provision for Gratuity (See Note 2.31)	-	4.57
-Provision for Leave Encashment (See Note 2.31)	2.51	5.33
Provision for Income tax	100.42	-
	102.93	9.90

NOTE - 2.12 Capital Work In Progress
(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Wind Energy- Palakkad (refer note 2.45)	1.77	-
	1.77	-

NOTE - 2.13 NON-CURRENT INVESTMENTS
(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
a) Investments in Equity Instruments (Un-quoted, Trade, at cost)		
i) In Subsidiary Companies		
- INKEL- KSIDC Projects Limited	1,832.34	1,832.34
1,83,23,412 (1,83,23,412) Equity Shares of ₹ 10/- each, fully paid up		-
- INKEL Trade Centre Limited	370.00	370.00
37,00,000 (37,00,000) Equity Shares of ₹ 10/- each, fully paid up		-
- INKEL-EKK Roads Private Limited	2,016.00	2,016.00
2,01,60,000 (2,01,60,000) Equity Shares of ₹ 10/- each, fully paid up		-
- Seguro Foundations and Structures Private Limited	1,381.50	0.00
62,02,248 (62,02,248) Equity Shares of ₹ 10/- each, fully paid up		-
Less: Provision for diminution in Value	1,381.50	-
* After considering provision for diminution, valued @ Re 1/- (Refer note 2.33.2)		-
- Inkel Infrastructure Development Projects Limited	1.00	0.00
10,000 (Nil) Equity Shares of ₹ 10/- each, fully paid up		-
Less: Provision for diminution in Value	1.00	-
* After considering provision for diminution, valued @ Re 1/- (Refer note 2.13.1)		-
ii) In Associate Companies		
- MIV Logistics Private Limited	1,182.97	1,182.97
1,18,29,714(1,18,29,714) Equity Shares of ₹ 10/- each, fully paid up		-
iii) In Others		
- K V Apartments Private Limited		
5,000 (5,000) Equity Shares of ₹ 100/- each, fully paid up	5.00	5.00
		-
b) Investment in Limited Liability Partnership (LLP) (Un-quoted, Trade, at cost)		
i) In Subsidiary Entity		
- Seguro - INKEL Consortium LLP		
Investment towards 45% of the capital	4.50	4.50
Add: Opening balance of Share of Profit from LLP	(129.61)	(89.23)
Less: Received during the year	-	-
Add: Share of Profit from LLP	(15.49)	(40.37)
	(140.60)	(125.11)
c) Investment in Preference Instruments (Un-quoted, Trade, at cost)		
i) In Associate Companies		
- MIV Logistics Private Limited		
1,60,00,000 (1,60,00,000) optionally convertible preference shares of ₹ 10/- each, fully paid up	1,600.00	1,600.00
Total investments (a) + (b) + (c)	6,865.71	6,882.20
Aggregate amount of unquoted investments	6,865.71	6,882.20

2.13.1- Considering the erosion of Networth as per the audited financial statements(FY 2021-22) of the INKEL Infrastructure Developments Projects Limited, provision for diminution in the value of investments amounting to ₹ 1.00 lakh has been made in the books of accounts.

2.13.2 Inkel Infrastructure Development Projects Limited (IIDPL) ,a 100 % subsidiary of INKEL Ltd had an accumulated loss of Rs.13.05 crores as at 31.03.2022, and accordingly the net worth of IIDPL got fully eroded. INKEL Ltd had made full provision for its investment in the subsidiary considering the eroded net worth. The Board of Directors of INKEL Ltd vide its meeting dt 29.06.2022 has decided to increase its share capital in IIDPL by conversion of advances made to IIDPL to the extent of Rs.14 Crores ,in order to revive IIDPL and make it financially healthy and credible with a positive net worth and a good equity base.

2.13.3
Details of Investment in Seguro- INKEL Consortium LLP
(₹ In Lakh)

Particulars	Capital in LLP	Share of Profit	Share of Capital in LLP
INKEL Limited	4.50	0.50	0.45
Seguro Foundations and Structures Private Limited	5.50	0.50	0.55
Total	10.00	1.00	1.00

Total capital of the LLP is ₹ 10.00 lakh (₹ 10.00 lakh)

NOTE - 2.14 LONG-TERM LOANS AND ADVANCES

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
(Unsecured, Considered good)		
Income Tax (Net)	427.48	205.98
	427.48	205.98

NOTE - 2.15 OTHER NON-CURRENT ASSETS

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Unbilled Revenue		
-Lease Premium Installment	168.14	135.70
Security Deposits	31.66	27.54
Balance with Banks		
-In Fixed Deposit Accounts (See note 2.15.1)	4,738.78	4,266.16
	4,938.57	4,429.40

2.15.1 Balance with banks in Deposit Account includes ₹ 3284.78 lakh (₹ 3469.56 lakh) held under lien including (₹ 2175.00 lakh) being cash margin towards Bank Guarantee of (₹ 8550.00 lakh) provided in favour of National Highway Authority of India on behalf of Calicut Expressway Private Limited.

NOTE - 2.16 INVENTORIES

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Land and Building held on long term finance lease		
Opening Balance		
Add: Additions during the year	122.64	87.08
Less: Disposed during the year	122.64	87.08
Closing Balance	-	-
Stock-in-trade:		
Solar Panel/Inverter	1.17	3.50
	1.17	3.50
Project-In- Progress		198.88
Goods In Transit	-	13.08
	1.17	215.46

NOTE - 2.17 TRADE RECEIVABLES

(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Considered good		
i.Secured	-	-
ii.Unsecured	5,634.51	4,882.11
	5,634.51	4,882.11
Considered Doubtful		
i.Secured	-	-
ii.Unsecured	62.23	62.23
Less: Provision for doubtful debts	(62.23)	(62.23)
	-	-
	5,634.51	4,882.11

Note- 2.17.1 Trade Receivables Ageing Schedule

(₹ In Lakh)

As at 31.03.2022			
Particulars	Outstanding for following periods after due date of payment		
	Less than 6 months	6 Months- 1 year	1-2 years
i.Undisputed Trade Receivables-Considered good	3,936.42	138.20	1,197.54
ii.Undisputed Trade Receivables-Considered doubtful	-	-	0.44
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-

(₹ In Lakh)

As at 31.03.2022			
Particulars	Outstanding for following periods after due date of payment		
	2 to 3 Years	Above 3 years	Total
i.Undisputed Trade Receivables-Considered good	326.75	35.60	5,634.51
ii.Undisputed Trade Receivables-Considered doubtful	0	61.74	62.23
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-

(₹ In Lakh)

As at 31.03.2021			
Particulars	Outstanding for following periods after due date of payment		
	Less than 6 months	6 Months- 1 year	1-2 years
i.Undisputed Trade Receivables-Considered good	3,747.15	582.54	527.47
ii.Undisputed Trade Receivables-Considered doubtful	-	0.26	1.49
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-

(₹ In Lakh)

As at 31.03.2021			
Particulars	Outstanding for following periods after due date of payment		
	2 to 3 Years	Above 3 years	Total
i.Undisputed Trade Receivables-Considered good	24.95	-	4,882.11
ii.Undisputed Trade Receivables-Considered doubtful	60.48	-	62.23
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-

NOTE - 2.18 CASH AND CASH EQUIVALENTS
(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Cash on Hand	0.06	0.08
Balance with Banks		
-In Current Accounts	29.19	8.63
-In Fixed Deposit Accounts	741.60	628.90
	770.85	637.62

2.18.1 Earmarked Balances:

Balance with banks in current accounts include earmarked balances for unpaid dividend ₹ 4.52 lakh (₹ 5.34 lakh).

Balance with banks in current accounts include earmarked balances of ₹ 5.48 lakh (₹0.53 lakh) held for specific projects.

2.18.2 Balance with banks in Deposit Accounts include ₹ 253.22 lakh (₹ 167.35 lakh) held with a maturity period of more than 12 months and ₹ 166.36 lakh (159.57 lakh) held against public deposits in pursuance of the requirements of applicable Rules.

2.18.3 Balance with banks in Deposit Account includes ₹ 3284.78 lakh (₹ 3469.56 lakh) held under lien.

2.18.4 Balance with banks in Deposit Account includes ₹1899.49 lakh (₹1261.29 lakh) earmarked for specific projects.

NOTE - 2.19 SHORT-TERM LOANS AND ADVANCES
(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
(Unsecured, Considered good)		
-Loans/Advances to related parties:		
INKEL Infrastructure Development Projects Limited- Subsidiary Company	4,667.84	4,476.71
Seguro - INKEL Consortium LLP- Subsidiary Entity	271.84	399.00
INKES Trade Centre Limited-Subsidiary Company	5.83	5.15
-Others:		
Advances recoverable in cash or in kind or for value to be received	7.16	8.36
Security Deposits/Earnest Money Deposits	54.77	91.89
Balances with Government Authorities	193.75	57.00
Advance to Suppliers/Contractors	16.77	253.15
Advance to employees	-	0.04
	5,217.95	5,291.31
(Unsecured, Considered doubtful)		
Advances recoverable in cash or in kind or for value to be received	450.03	292.53
Less: Provision for doubtful loans/advances	(450.03)	(292.53)
	-	-
	5,217.95	5,291.31

NOTE - 2.20 OTHER CURRENT ASSETS
(₹ In Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
Interest accrued on Fixed Deposits	45.85	30.88
Unbilled Revenue		
-Project Management Consultancy Income	566.47	582.04
Interest accrued on Lease Premium Installment	5.13	1.45
Claims Receivable	-	125.36
	617.45	739.73

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NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2022
NOTE - 2.21 INCOME FROM OPERATIONS

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Sale of Services		
Income from disposal of land and building (On long term finance lease)	351.73	411.68
Income from operating lease	78.01	75.49
Income from Project Management Consultancy services (See Note 2.21.1)	811.42	1,112.50
Share of course fee received	8.55	29.96
Lighting system commissioning services	628.09	1,016.32
Construction Income	304.35	28.35
Operation & Maintenance Income	250.00	200.00
Sale of Products		
Sale of lighting/security system	3,095.80	2,397.96
Income from agriculture	3.33	3.99
	5,531.28	5,276.25

2.21.1 Details of Project Management Consultancy services (PMC):

- Revenue recognised from PMC contracts :Rs 811 lakh (Rs 1113 lakh)
- Details of cost incurred for PMC contracts : Rs 587.68 lakh (Rs 646.34 Lakh)
- Amount of advances received:Rs 388.54 lakh (Rs 346.99 lakh)
- Amount of retentions: NIL (Rs. NIL)

NOTE - 2.22 OTHER INCOME

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Interest income	149.75	200.47
Guarantee fee income	93.82	124.24
Profit on sale of asset	0.04	0.01
Miscellaneous income	165.23	541.71
	408.84	866.43

Other Note:- Undisclosed income- No Undisclosed income.

NOTE - 2.23 COST OF LAND ACQUIRED/BUILDING/AMENITIES CONSTRUCTED AND DISPOSED

(On long term finance lease agreements)

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Cost of Land	53.56	87.08
Cost of Building/Amenities	69.08	-
	122.64	87.08

NOTE - 2.24 PURCHASES OF STOCK-IN-TRADE

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Solar light	2,805.89	2,193.55
	2,805.89	2,193.55

NOTE - 2.25 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Opening Stock-in-Trade	3.50	41.27
Closing Stock-in-Trade	1.17	3.50
	2.33	37.77

NOTE - 2.26 EMPLOYEE BENEFITS EXPENSE

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Salaries & Wages	693.65	802.73
Contribution to Provident and Other funds	40.44	48.37
Staff Welfare Expenses	21.38	26.12
	755.47	877.22

NOTE - 2.27 FINANCE COSTS

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Other borrowing costs		
Interest on Intercompany Loan	63.52	-
Interest on public deposits	86.70	137.61
Other Borrowing costs - Expenses for procurement and administration of Public Deposits	2.75	2.60
	152.96	140.21

NOTE - 2.28 OTHER EXPENSES

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Expenditure on corporate social responsibility activity (See Note 2.28.3)	-	15.93
Share of Loss from LLP	15.49	40.37
Construction expense	307.88	26.93
Consultancy expense	1.08	2.70
Lighting system commissioning expenses	599.79	785.09
Operation & Maintenance Expense	154.36	117.18
Agricultural expense	4.01	8.68
Power & Fuel	18.54	23.70
Rent	47.81	51.79
Repairs & maintenance		
- Others	9.32	18.08
Insurance	2.58	4.85
Payments to the Auditor		
- as auditor	7.00	6.00
- for taxation matters	1.00	1.00
- for other services	-	-
Bank charges	157.65	218.50
Meeting expense	3.78	5.95
Sitting fee to directors	13.75	9.00
Consideration for manpower services	35.73	50.80
Advertisement & publicity	13.62	8.93
Printing and stationery	8.58	10.26
Professional charges	115.86	374.52
Legal Fee	64.19	14.72
Rates & Taxes	10.46	4.90
Water line charges	14.33	10.26
Software Running Expenses	12.58	16.86
Travelling & Conveyance	30.03	34.74
Postages, telephone and internet charges	4.09	5.54
General Expense	4.53	5.40
Miscellaneous expenses	17.40	4.92
Prior Period Expense (See note 2.28.2)	4.09	-
Bad Debts Written off (see Note 2.28.1)	-	934.38
	1,679.52	2,811.99

Note -2.28.1-INKEL has an outstanding of Rs 629.33 Lakh from Seguro INKEL consortium LLP. Out of which Rs 200 lakh have been provided last year. Considering the amount spend on behalf of LLP and also possible amount payable to Federal Bank on account of Corporate Guarantee given by INKEL Limited and considering the possible recovery from the LLP, additional provision of Rs 157.50 lakh is created in the books of INKEL Limited.

Note -2.28.2 - Interest expense not charged in FY 2020-21

2.28.3 Note on Expenditure on corporate social responsibility activities

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
i) Gross amount required to be spent during the year		3.28
ii) Amount spent during the year		-
- Construction/acquisition of any asset	-	15.93
- on purposes other than above		

CSR Not applicable since loss incurred in previous 2 years

NOTE - 2.29 PROVISIONS

(₹ In Lakh)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Provision for diminution in value of Investment (Inkel Infrastructure Development Projects Limited 10,000 Equity Shares of ₹ 10/- each, fully paid up)	1.00	-
Provision for Doubtful debts		3.67
Provision for Doubtful advances (Short Term loans and advances to Seguro INKEL Consortium LLP considered doubtful and provision made) (Refer note 2.28.1)	157.50	200.00
	158.50	203.67

NOTE - 2.30 EARNINGS PER EQUITY SHARE

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Basic:		
Profit after tax for the year as per Statement of Profit and Loss (In ₹)	1,16,34,412	(3,33,48,926)
Weighted average number of equity shares of ₹ 10/- (₹ 10/-) each (fully paid up)	17,78,14,334	17,78,14,334
Basic Earnings per Share (In ₹)	0.07	(0.19)
Diluted:		
Profit after tax for the year as per Statement of Profit and Loss (In ₹)	1,16,34,412	(3,33,48,926)
Weighted average number of equity shares of ₹ 10/- (₹ 10/-) each (fully paid up)	17,78,14,334	17,78,14,334
Diluted Earnings per Share (In ₹)	0.07	(0.19)

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NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH 2022
NOTE - 2.11 PROPERTY, PLANT, EQUIPMENT & INTANGIBLE ASSETS

Sl. NO.	Particulars	GROSS BLOCK				DEPRECIATION/ AMORTISATION				Closing Balance	NET BLOCK AS ON 31.03.2022	NET BLOCK AS ON 31.03.2021
		Opening Balance	Additions/ Adjustments during the year	Deletions/ Adjustments during the year	Closing Balance	Opening Balance	Depreciation/ Amortisation for the year	Deleted during the year				
1	Freehold Land	3,439.76 (3,439.76)	-	-	3,439.76 (3,439.76)	-	-	-	-	-	3,439.76 (3,439.76)	3,439.76 (3,439.76)
2	Leasehold Land - See Note 2.12.1	788.55 (887.51)	-	62.50 (98.96)	726.05 (788.55)	101.24 (86.18)	27.00 (26.94)	8.94 (11.88)	119.30 (101.24)	606.75 (687.31)	687.31 (801.33)	687.31 (801.33)
3	Buildings- See Note 2.12.1	1,673.22 (1,673.22)	-	83.78	1,589.44 (1,673.22)	506.61 (414.18)	75.19 (92.43)	16.94	564.86 (506.61)	1,024.58 (1,166.61)	1,166.61 (1,259.04)	1,166.61 (1,259.04)
4	Plant & Machinery	376.74 (373.76)	1.65 (2.98)	17.43	360.96 (376.74)	275.18 (245.33)	15.83 (29.85)	12.37	278.64 (275.18)	82.32 (101.56)	101.56 (128.43)	101.56 (128.43)
5	Furniture and Fittings	229.29 (228.76)	0.94 (0.53)	2.05	228.19 (229.29)	172.54 (164.28)	5.92 (8.26)	1.94	176.51 (172.54)	51.68 (56.75)	56.76 (64.48)	56.76 (64.48)
6	Office Equipments	46.42 (43.59)	2.17 (2.83)	-	48.59 (46.42)	40.41 (34.68)	3.36 (5.72)	-	43.76 (40.41)	4.83 (6.01)	6.02 (8.91)	6.02 (8.91)
7	Computer	111.16 (112.55)	3.26 (0.69)	0.29 (2.07)	114.14 (111.16)	100.76 (95.44)	3.09 (7.25)	0.29 (1.93)	103.55 (100.76)	10.59 (10.40)	10.40 (17.10)	10.40 (17.10)
8	Motor Car	32.57 (32.57)	-	-	32.57 (32.57)	26.51 (23.77)	1.88 (2.74)	-	28.39 (26.51)	4.18 (6.06)	6.06 (8.80)	6.06 (8.80)
9	Electrical Fittings	81.83 (81.83)	-	-	81.83 (81.83)	58.05 (49.52)	6.21 (8.54)	-	64.27 (58.05)	17.56 (23.78)	23.77 (32.31)	23.77 (32.31)
	Total (A)	6,779.54 (6,874.55)	8.03 (7.03)	166.04 (101.03)	6,621.54 (6,779.54)	1,281.29 (1,113.38)	138.48 (181.72)	40.49 (13.81)	1,379.28 (1,281.30)	5,242.26 (5,498.26)	5,498.25 (5,760.16)	5,498.25 (5,760.16)
B. INTANGIBLE ASSETS												
1	Computer Software	27.85 (27.85)	-	-	27.85 (27.85)	20.42 (16.66)	2.12 (3.76)	-	22.54 (20.42)	5.31 (7.43)	7.43 (11.19)	7.43 (11.19)
	Total (B)	27.85 (27.85)	-	-	27.85 (27.85)	20.42 (16.66)	2.12 (3.76)	-	22.54 (20.42)	5.31 (7.43)	7.43 (11.19)	7.43 (11.19)
	Grand Total (A) + (B)	6,807.40 (6,902.40)	8.03 (7.03)	166.04 (101.03)	6,649.39 (6,807.40)	1,301.72 (1,130.04)	140.60 (185.48)	40.49 (13.81)	1,401.82 (1,301.72)	5,247.57 (5,505.69)	5,505.68 (5,771.35)	5,505.68 (5,771.35)

2.11.1 Deletions/ Adjustments includes cost of land/building re-classified as current asset based on management decision to dispose the same as per long term lease agreement.

Note No. 2.31 EMPLOYEE BENEFITS

(Disclosure under Accounting Standard 15 – ‘Employee Benefits’, Revised 2005)

2.31.1 Defined Contribution Plans

During the year the company has recognized ₹ 29.85 lakh (₹35.01 lakh) as Contribution to Provident Fund, ₹ 5.25 lakh (₹ 7.60 lakh) as Contribution to National Pension Scheme and ₹ 2.85 lakh (₹2.89 lakh) as Contribution to Employee State Insurance in the Statement of Profit and Loss on account of defined contribution plans.

2.31.2 Defined Benefit Plans
Gratuity (Funded)

(i)	Actuarial Assumptions	31 st March 2022	31 st March 2021
	Discount Rate	7.37% p.a.	7.50% p.a.
	Rate of return on plan assets	7.50% p.a.	7.50% p.a.
	Compensation escalation rate *	5.00% p.a.	5.00% p.a.
	Mortality rate**	IALM 2012-14	Modified q(x) values under above Mortality Table

*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

**IAL: India Assured Lives Mortality modified Ult.

(Rs in Lakh)

(ii)	Reconciliation of present value of obligation:	31 st March 2022	31 st March 2021
	Present value of obligation at the beginning of the year	51.53	62.08
	Current Service Cost	19.12	6.85
	Interest Cost	3.60	4.91
	Actuarial gain/(loss)	19.6	11.19
	Benefits Paid	(7.00)	(33.50)
	Curtailments	-	-
	Settlements	-	-
	Present value of obligation at the end of the year	86.88	51.53

(Rs in Lakh)

(iii)	Reconciliation of fair value of plan assets :	31 st March 2022	31 st March 2021
	Fair value of plan assets at the beginning of the year	(4.75)	25.73
	Acquisition Adjustments	-	-
	Expected return on plan assets	(0.24)	2.38
	Actuarial gain/(loss)	4.84	(3.36)
	Contributions	10.00	-
	Benefits paid	(7.00)	(33.50)
	Assets distributed on settlement	-	-
	Fair value of plan assets at the end of the year	(2.84)	(4.75)

(Rs in Lakh)

(iv)	Net (Asset)/Liability recognised in the Balance Sheet as at year end:	31 st March 2022	31 st March 2021
	Present value of obligation	86.88	51.53
	Fair value of plan assets	(2.84)	(4.75)
	Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet	84.04	56.28

(Rs in Lakh)

(v)	Expenses recognised in the Statement of Profit and Loss:	31 st March 2022	31 st March 2021
	Current Service Cost	19.12	6.85
	Interest Cost	3.60	4.91
	Expected return on plan assets	0.24	(2.38)
	Acquisition Adjustment of assets	-	-
	Actuarial (gain) /loss recognised in the period	14.80	14.55
	Past Service Cost	-	-
	Curtailement cost	-	-
	Settlement cost	-	-
	Total expenses recognised in the Statement of Profit and Loss	37.76	23.93

Leave Plan (Unfunded)

(i)	Actuarial Assumptions	31 st March 2022	31 st March 2021
	Discount Rate	7.365% p.a.	7.50% p.a.
	Rate of return on plan assets	Not Applicable	Not Applicable
	Compensation escalation rate *	5.00% p.a.	5.00% p.a.
	Mortality rate	Indian Assured Lives Mortality [2012-2014] Ultimate Table	Indian Assured Lives Mortality [2006-2008] Ultimate Table

*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

(Rs in Lakh)

(ii)	Reconciliation of present value of obligation:	31 st March 2022	31 st March 2021
	Present value of obligation at the beginning of the year	63.06	87.45
	Current Service Cost	18.47	22.50
	Interest Cost	3.76	7.40
	Actuarial (gain)/loss	12.05	27.30
	Benefits Paid	(25.83)	(81.60)
	Curtailments	-	-
	Settlements	-	-
	Present value of obligation at the end of the year	71.51	63.06

(Rs in Lakh)

(iii)	Reconciliation of fair value of plan assets :	31 st March 2022	31 st March 2021
	Fair value of plan assets at the beginning of the year	-	-
	Expected return on plan assets	-	-
	Actuarial gain/(loss)	-	-
	Contributions	-	-
	Benefits paid	-	-

Assets distributed on settlement	-	-
Fair value of plan assets at the end of the year	-	-

(Rs in Lakh)

(iv) Net (Asset)/Liability recognised in the Balance Sheet as at year end:	31 st March 2022	31 st March 2021
Present value of obligation	71.51	63.06
Fair value of plan assets	-	-
Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet	71.51	63.06

(Rs in Lakh)

(v) Expenses recognised in the Statement of Profit and Loss:	31 st March 2022	31 st March 2021
Current Service Cost	18.47	22.50
Interest Cost	3.76	7.40
Expected return on plan assets	-	-
Actuarial (gain) /loss recognised in the period	12.05	27.30
Past Service Cost	-	-
Curtailement cost	-	-
Settlement cost	-	-
Total expenses recognised in the Statement of Profit and Loss	34.28	57.20

The above disclosures are based on information certified by the independent actuary and relied upon by the auditors.

NOTE -2.32

Disclosure of transactions with Related Parties as required by Accounting Standard – 18 on Related Party Disclosures

A. Related parties and nature of relationship

i. INKEL KSIDC Projects Limited	Subsidiary Company
ii. INKEL KINFRA Infrastructure Projects Limited	Subsidiary Company
iii. INKES Trade Centre Limited	Subsidiary Company
iv. INKEL- EKK Roads Private Limited	Subsidiary Company (w.e.f 28-09-2016) Jointly Controlled Entity (upto 27-09-2016)
v. Thalikulam PURA Private Limited	Subsidiary Company
vi. Tirurangadi PURA Private Limited	Subsidiary Company
vii. Seguro Foundations and Structures Private Limited	Subsidiary Company (w.e.f 01-12-2017) Associate Company (w.e.f. 8-11-2017) (upto 30-11-2017)
viii. MIV Logistics Private Limited	Associate Company
ix. Seguro - INKEL Consortium LLP	Subsidiary Entity (w.e.f 01-12-2017) Jointly Controlled Entity (upto 30-11-2017)
x. Inkel Infrastructure Development Projects Limited (IIDPL)	Subsidiary Company (w.e.f 27-10-2018)
xi. INKEL-KMC JV	Joint venture (W.E.F. 12.12.2018)
xii. Key Managerial Personnel Mr. K Venugopal Mr M.P Dinesh Mr. Mohanlal A Mr. Ellangovan K	Managing Director (w.e.f. 04-02-2020) (upto 25.06.2020) Managing Director (w.e.f. 26-06-2020) (upto 30.10.2020) Managing Director (w.e.f. 31-10-2020) (upto 31.01.2022) Managing Director (w.e.f. 24-02-2022)
xiii. Calicut Expressway Private Limited	Enterprise in which the company has significant influence indirectly through an intermediary (IIDPL)

B. Description of Transactions

(₹ In Lakh)

Nature of Transaction	Subsidiary/ Associate/ Jointly Controlled Entity	Key Managerial Personnel	Total
Income			
1. Project Management Services	NIL	NIL	NIL
2. Guarantee Commission Received			
Seguro-INKEL Consortium LLP	-	-	-
INKEL EKK Roads Private Limited	83.63	-	83.63
	(101.57)	-	(101.57)
MIV Logistics Private Limited	10.19	-	10.19
	(16.23)	-	(16.23)
INKEL KSIDC Projects Limited	-	-	-
	(6.44)	-	(6.44)
3. Interest income from Loans/Debentures	-	-	-
INKEL KSIDC Projects Limited	-	-	-
	(0.74)	-	(0.74)
Seguro-INKEL Consortium LLP	-	-	-
4. Facility Management Services	-	-	-
INKEL KSIDC Projects Limited	-	-	-
5. Expenses Recovered	-	-	-
MIV Logistics Private Limited	9.69	-	9.69
	(34.27)	-	(34.27)
INKEL KSIDC Projects Limited	-	-	-
	(0.17)	-	(0.17)
Inkel Infrastructure Development Projects Limited	-	-	-
	-	-	-
6. Operation & Maintenance Income	-	-	-
INKEL EKK Roads Private Limited	250.00	-	250.00
	(200.00)	-	(200.00)

Expenses			
1. Remuneration to Managing Director			
Mr. K Venugopal	-	-	-
Mr M.P Dinesh	-	(5.67)	(5.67)
Mr. Mohanlal A	-	(9.09)	(9.09)
Mr. Ellangovan K	-	8.63	8.63
	-	(9.97)	(9.97)
	-	5.99	5.99
2. Project Management Services	-	-	-
Inkel Infrastructure Development Projects Limited	-	-	-
INKES Trade Centre Limited	-	-	-
3. Consideration for outsource	-	-	-
Inkel Infrastructure Development Projects Limited	14.65	-	14.65
	(26.27)	-	(26.27)
	-	-	-
Loans and Advances			
1. INKEL KSIDC Projects Limited	-	-	-
- Loan/Advances given	0.33	-	0.33
	(0.75)	-	(0.75)
- Loan/Advances recovered	0.33	-	0.33
	(46.55)	-	(46.55)
2. Thalikulam PURA Pvt Ltd	-	-	-
- Loan/Advances given	-	-	-
- Loan/Advances recovered	-	-	-
- Investment written off	-	-	-
	-	-	-
3. Tirurangadi PURA Pvt Ltd.	-	-	-
- Loan/Advances given	-	-	-
- Loan/Advances recovered	-	-	-
- Investment written off	-	-	-
	-	-	-
4. Seguro-INKEL Consortium LLP	-	-	-
- Loan/Advances given	30.33	-	30.33
	(522.77)	-	(522.77)
- Loan/Advances recovered	-	-	-
	-	-	-
5. INKES Trade Centre Limited	-	-	-
- Advances given	0.67	-	0.67
	(0.50)	-	(0.50)
- Loan/Advances recovered	-	-	-
	-	-	-
6. INKEL KINFRA Infrastructure Projects Limited	-	-	-
- Advances given	-	-	-
- Loan/Advances transferred	-	-	-
	-	-	-
7. INKEL EKK Roads Private Limited	-	-	-
- Loan/Advances availed	400.00	-	400.00
	(1,748.60)	-	(1,748.60)
- Loan/Advances given	-	-	-
- Loan/Advances recovered	-	-	-
	-	-	-
8. Inkel Infrastructure Development Projects Limited	-	-	-
- Loan/Advances given	4,667.84	-	4,667.84
	(4,476.71)	-	(4,476.71)
- Loan/Advances recovered	-	-	-
- Expenses Recoverable	-	-	-
	(825.63)	-	(825.63)
	-	-	-
Share of Profit/ -loss			
1. Seguro-INKEL Consortium LLP	(15.49)	-	(15.49)
	(40.37)	-	(40.37)

Investments			
1. INKEL KSIDC Projects Limited	1,832.34	-	1,832.34
	(1,832.34)	-	(1,832.34)
2. INKES Trade Centre Limited	370.00	-	370.00
	(370.00)	-	(370.00)
3. INKEL-EKK Roads Private Limited	2,016.00	-	2,016.00
	(2,016.00)	-	(2,016.00)
4. MIV Logistics Private Limited (Including Preference Shares)	2,782.97	-	2,782.97
	(2,782.97)	-	(2,782.97)
5. Thalikulam PURA Pvt Ltd (Fully written off in the books of accounts)	-	-	-
	-	-	-
6. Tirurangadi PURA Pvt Ltd. (Fully written off in the books of accounts)	-	-	-
	-	-	-
7. Seguro-INKEL Consortium LLP (Including share of profit)	(140.60)	-	(140.60)
	(125.11)	-	(125.11)
8. Seguro Foundations and Structures Private Limited	0.00	-	0.00
	(0.00)	-	(0.00)
9. Inkel Infrastructure Development Projects Limited	0.00	-	0.00
	(1.00)	-	(1.00)
Guarantee given during the year			
1. Calicut Expressway Private Limited	-	-	-
	(8,550.00)	-	(8,550.00)
2. INKEL-EKK Roads Private Limited	-	-	-
	(18,200.00)	-	(18,200.00)
Guarantee given			
1. MIV Logistics Private Limited	4,550.00	-	4,550.00
	(4,550.00)	-	(4,550.00)
2. Seguro-INKEL Consortium LLP	5,750.00	-	5,750.00
	(5,750.00)	-	(5,750.00)
3. INKEL-EKK Roads Private Limited	18,200.00	-	18,200.00
	(18,200.00)	-	(18,200.00)
4. Calicut Expressway Private Limited	8,550.00	-	8,550.00
	(8,550.00)	-	(8,550.00)
5. INKEL KSIDC Projects Limited	-	-	-
	(643.55)	-	(643.55)
Shares pledged during the year			
NIL	-	-	-
Shares pledged			
1. INKEL-EKK Roads Private Limited	1,032.00	-	1,032.00
	(1,032.00)	-	(1,032.00)
	-	-	-
Receivables			
1. MIV Logistics Private Limited	19.76	-	19.76
	(28.62)	-	(28.62)
2. INKEL KSIDC Projects Limited	-	-	-
	(7.35)	-	(7.35)
3. Seguro-INKEL Consortium LLP	629.34	-	629.34
	(1,533.38)	-	(1,533.38)
4. INKES Trade Centre Limited	17.43	-	17.43
	(16.75)	-	(16.75)
5. INKEL-EKK Roads Private Limited	94.50	-	94.50
	(116.05)	-	(116.05)
6. Inkel Infrastructure Development Projects Limited	837.67	-	837.67
	(840.28)	-	(840.28)

2.32.1 Transactions in the nature of current account transactions have not been included in the above disclosure.

NOTE - 2.33

2.33.1 Fraud on INKEL : INKEL Limited (INKEL) had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 and made an investment of Rs. 1381.50 lakh . SFS has been functioning as a subsidiary of INKEL from such date. During the financial year 2018-19 certain instances of non-adherence with proper corporate governance systems, as also incompleteness/deficiencies in the financial information furnished by the former management of SFS were noticed, which were prima facie considered material. The committee constituted by the Board of INKEL has found out serious lapses, irregularities, diversion of funds and misappropriations including “Overvaluation of Seguro’s shares for investment by INKEL, Practice of showing inflated unbilled revenue (work in progress), Non Utilisation of Investment by INKEL on any projects, Irregularities in financial transactions and diversion of funds, Absence of transparency in related party transactions, Statutory non compliances and malpractices to hide the same, availing higher working capital facility from bank by submitting inflated receivable” etc. and recommended the Board to consider legal remedies against the erstwhile management of SFS. The forensic audit simultaneously conducted by the management of INKEL by engaging a firm of chartered accountants had also reported that the Managing Director of SFS has perpetrated frauds by “siphoning funds through bogus creditors, fictitious expense, misappropriation/ diversion of funds, overstatement of unbilled revenue, conflicting interest, non- reported related party transactions” etc. Based on the aforesaid reports INKEL has initiated legal actions against SFS and its erstwhile management. Having regard to the report that SFS’s shares were overvalued through misrepresenting its financial positions and the investment made by INKEL was siphoned away by the managing director of SFS, the Board of INKEL has de-

clared the transaction of investment in SFS as a fraud on INKEL by SFS.

2.33.2 Impairment of value of investment:

i) Based on unaudited financial statements as on 31/03/2019 provided by SFS and the provisional financial statements of SFS complied for the year ended 31/03/2020, the net worth of SFS has fully eroded. Further no financial statements of SFS was complied for the year 31/03/2021 and 31/03/2022 In view of the matters of fraud and erosion of share value reported above, there is permanent diminution in the value of investments in the subsidiary company, SFS as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision made on FY 2019-20 has been retained for the investment of Rs. 1381.50 lakh by INKEL in SFS as on 31.03.2022.

ii) Based on audited financial statements as on 31/03/2022 provided by INKEL Infrastructure Development Projects Limited, the net worth has fully eroded. In view of the erosion in share value reported above, there is permanent diminution in the value of investments in the subsidiary company, IIDPL as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision has been retained for the investment of Rs. 1.00 lakh by INKEL in INKEL Infrastructure Development Projects Limited as on 31.03.2022.

2.33.3 Investment in other subsidiaries and associates:

a) As per audited financial statements of the following subsidiary companies and an associate of INKEL, the net worth of these companies as at 31st March 2022 continues to be eroded, although not turned negative, which has resulted in value of the shares as per books of the respective companies having values lower than the cost of investments in equity shares are shown hereunder:

Rs. in Lakh

Name of Company / Relationship	Carrying Cost of Investment as per books of INKEL		Share of Net Asset Value as per books of the respective Company	
	As at 31st March 2022	As at 31st March 2021	As at 31st March 2022	As at 31st March 2021
1)INKES Trade Centre Limited (INKES)/ Subsidiary	370.00	370.00	304.63	309.95
2)MIV Logistics Private Limited (MIV)/ Associates	1182.97	1182.97	303.80	218.25

b) Further, as per the financial statements of MIV ((a) (2) referred to above) as at 31st March 2021, the said company is holding investments in equity shares amounting to Rs.269.13 lakh in its associate company viz. Seabird Seaplane Private Limited (Seabird) and has outstanding loans and advances given by MIV to the said company amounting to Rs.301.84 lakh (excluding interest not charged in accounts). Seabird has not commenced any commercial operations since its inception in 2012 and insolvency resolution process has been initiated against that company before National Company Law Tribunal (NCLT). Pending resolution of the said proceedings and in the absence of a proper valuation of the assets of Seabird, MIV has not recognised any loss in the carrying cost of investments or loans receivable in its books, which if fully

adjusted/provided for, would have a further impact of the Net Worth of MIV becoming lower to the extent of Rs.570.98 lakh, with consequential reduction in the net asset value of shares of MIV.

c) Based on the valuation of the assets (including lease hold land) of the above subsidiaries and associate companies carried out by independent chartered engineers engaged by the respective companies, and improved plans for future operations as approved by the Board of INKEL, the management is of the opinion that there is no permanent diminution in value of such investments to be adjusted/ provided for at this stage in the accounts of INKEL at this stage as at 31st March 2022, as per AS-13 (Accounting for Investments).

**Note 2.34
RATIOS**

Sl No.	Particulars	Numerator	Denominator	31.03.22	31.03.21	Variance
1	Current ratio	Current Assets	Current Liabilities	1.30	1.43	-14%
2	Debt Equity Ratio	Total Debt	Equity	0.14	0.17	-2%
3	Debt Service Coverage Ratio	Net Profit before Tax and before interest depreciation	Repayment of instalment and interest	0.46	(0.02)	48%
4	Return on Equity	Net Profit after Tax	Equity Capital	0.01	(0.02)	3%
5	Inventory Turn Over Ratio	Cost of Goods Sold	Average Inventory	1,204.19	99.69	-110450%
6	Trade Receivable turn over Ratio	Revenue from operations	Trade Debtors	0.98	1.08	-10%
7	Trade Payable Turn over Ratio	Operating Expenses	Creditors	0.82	0.91	-9%
8	Net Capital Turn Over Ratio	Revenue from Operations	Net Working Capital	0.26	0.28	-3%
9	Net Profit Ratio	Net Profit after Tax	Turn over	0.02	(0.05)	8%
10	Return On Capital Employed	Earnings before Interest & Tax	Capital employed	0.01	(0.02)	2%
11	Return On Investment	Return on Investment	Non Current Investment	0.01	0.02	0%

Reason for Variance above 25%
1) Debt Service Coverage Ratio

Last year Profit was negative compared to the current year.

2) Inventory Turn Over Ratio

Revenue from Operation consists of Project Management Consultancy, Disposal of land and building (long lease), solar energy projects etc, out of which 40% of income is generated from other than solar projects.

The said inventory pertains to Solar Projects and maintaining stock is not under the scope of INKEL Limited, however a negligible amount of inventory for Rs 1.17 lakh is maintained due to the same being Unbilled to the Customer.

NOTE - 2.35

The company is engaged in providing infrastructure facilities and other services in connection with infrastructure projects. In the opinion of the manage-

ment, this is the only primary reportable segment within the meaning of Accounting Standard-17 notified by the Companies (Accounting Standard) Rules 2006.

NOTE - 2.36 Contingent Liabilities not provided for :

Particulars	Rs. in Lakh	
	As at 31.03.2022	As at 31.03.2021
a) Corporate guarantee issued in favour of -		
- MIV Logistics Private Limited	4,550.00	4,550.00
- Seguro-INKEL Consortium LLP	5,750.00	5,750.00
- INKEL-EKK Roads Private Limited	18,200.00	18,200.00
- INKEL KSIDC Projects Limited	-	643.55
b) Performance Guarantee issued in favour of:	-	-
- National Highway Authority of India (NHAI) on behalf of Calicut Expressway Private Limited- secured by cash margin of 21,75,00,000 and also by equitable Mortgage of 124.12 acres of land at Palakkad and unsold space/ receivables of INKEL Tower II at Angamaly. INKEL is in the process of forming the strategies for	8,550.00	8,550.00
	-	-
	-	-
	-	-
c) Other Counter Guarantees issued in favour of Banks for the guarantees issued	942.67	1,107.78
-KSEB	677.94	630.27
LSGD-Kerala	4.69	-
PWD	3.03	-
-CSML	5.00	-
-KINFRA	230.00	229.63
-RDPR KARNATAKA	22.01	40.00
-LETTER OF CREDIT-TELK	-	128.19
-LETTER OF CREDIT-ABB	-	79.70
d) Claims towards Building Tax	131.16	131.16

1. Federal bank has filed an application before the Debt Recovery Tribunal (OA 149/2021) under S.19 of the Recovery of Debts and Bankruptcy Act,1993 against M/s Seguro Foundations and Structures Pvt Ltd in which INKEL is arrayed as the 5th defendant. The application is filed for recovery of Rs.4978.39 lakh along with pendente lite and future interest @ 10.58% + 2% penal interest per annum. The bank has also prayed for a direction from the DRT in the same petition for payment of Rs.52.01 lakh along with pendente lite and future interest @10.48% +2% penal interest.

The case is being defended by INKEL as there is no corporate guarantee extended by INKEL.

2. Federal bank has filed an application before the Debt Recovery Tribunal (OA 158/2021) under S.19 of the Recovery of Debts and Bankruptcy Act,1993 against M/s Seguro-INKEL Consortium LLP in which INKEL is the 4th defendant. Inkel is a partner in the said LLP with 50% shareholding. The application is filed for recovery of Rs.270.66 Lakh along with pendente lite and future interest @ 10.58% + 2% penal interest per annum.

INKEL is trying for one time settlement in this case.

3. One Mr. Shaji Mathew has filed a case before the NCLT, Kochi bench against M/s Seguro Foundations and Structures Pvt Ltd claiming an amount of Rs. 11.02 Lakh. INKEL has been exparte impleaded as

Additional Corporate Debtor in this case by virtue of NLCT order dated 26.11.2020. INKEL has obtained an indefinite stay from NCLAT against this order.

4. M/s CEMEX has raised a Demand under rule 5 of Insolvency and Bankruptcy Code jointly against Seguro Foundations and Structures Pvt Ltd and INKEL for the dues claimed to be payable by Seguro Foun-

datations and Structures Pvt Ltd. The claimed amount is Rs.41.52 lakh as per RA bill and profitability statement, rent bill and other heads is Rs.114.46 lakh , interest at the rate of 12% amounting to Rs.23.00 lakh, totaling to an amount of Rs. 178.97 lakh INKEL has replied to this disputing the claim raised. No litigation initiated as on 24.06.2022.

NOTE - 2.37 Capital Commitments
Rs. in Lakh

Particulars	As at 31.03.2022	As at 31.03.2021
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil

NOTE - 2.38 Remittances in foreign currency
2.38.1. Dividend
Rs. in Lakh

Particulars	As at 31.03.2022	As at 31.03.2021
Year to which dividend relates	Financial Year 2021-22	Financial Year 2020-21
Amount remitted during the year	-	-
Number of non resident shareholders	-	-
Number of shares on which dividend was due	-	-

2.38.2. Other Remittances
Rs. in Lakh

Particulars	As at 31.03.2022	As at 31.03.2021
Software Purchase	0.79	0.80

NOTE - 2.39

Impact of tax rate change: The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has re-measured its Deferred Tax Assets basis the rate prescribed in the said section. The full impact of this change has been recognised in the statement of Profit & Loss for the year.

NOTE - 2.40

Operating Lease: Company as Lessee
The Company has acquired assets under the operating lease agreements that are renewable on a periodic basis at the option of both the lessor and lessee. Rental expenses are those expenses under

those leases debited to statement of profit and loss was Rs.51.79 lakh (Rs.52.85 lakh).

The company has only entered into cancellable lease arrangements.

NOTE - 2.41

Previous year figures unless otherwise stated are given within brackets and have been regrouped and recast wherever necessary.

NOTE - 2.42

Title deeds of Immovable Property not held in name of the Company- NIL

NOTE - 2.43

The Company has not revalued its Property, Plant and Equipment during the year by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

NOTE - 2.44

The Company has no Loans or Advances in the nature of loans granted to promoters, directors, KMPs

NOTE - 2.45
Capital-Work-in Progress (CWIP)

CWIP Ageing schedule		Rs. in Lakh	
	CWIP	Project In Progress	Projects Temporarily Suspended
Amount in CWIP for the period of	Less than 1 year	1.77	-
	1 to 2 years	-	-
	2 to 3 years	-	-
	3 years and above	-	-
	Total	1.77	-

NOTE - 2.46

The Company has no Intangible Assets under Development as on 31.03.2022, whose completion is overdue or has exceeded its cost compared to its original plan.

government or government authority

NOTE - 2.47

The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

NOTE - 2.49

The Company does not have any transactions with companies struck off.

NOTE - 2.50

The Company does not have any charges or satisfaction which is yet to be registered with ROC (Registrar of Companies) beyond the statutory period.

NOTE - 2.48

The Company has not been declared wilful defaulter by any bank or financial institution or other lender or

Note 2.51

The Company has complied with number of layers of companies as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

For and on behalf of the Board of Directors

As per our separate report of even date attached

Dr. K Ellangovan
Managing Director
DIN: 05272476

Jacob Kovoov Ninan
Director
DIN: 01213357

For Sridhar & Co
Chartered Accountants
FRN : 0039785

Meera C
Company Secretary

Prasanna Kumar V
Chief Financial Officer

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN:22218366AMUTHT3328

Date: 29.06.2022
Place: Kochi

INDEPENDENT AUDITOR'S REPORT

To the Members of INKEL LIMITED,

Report on the Audit of the Consolidated Financial Statements

Disclaimer of Opinion

We were engaged to audit the accompanying Consolidated Financial Statements of INKEL Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as the "Consolidated Financial Statements").

We do not express an opinion on the aforesaid Consolidated Financial Statements of the group and its associates. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

Basis for Disclaimer of Opinion

As stated in Note No 2.40.1 & Note No 2.40.2 to the consolidated financial statements of INKEL Limited (INKEL), certain instances of non-adherence with proper corporate governance systems, as also incompleteness/deficiencies in the financial information furnished by the subsidiary company Seguro Foundations and Structures Private Limited (SFS) have been identified during financial year 2018-19, which are prima facie considered material and are being independently examined as stated therein. The committee appointed by INKEL and the forensic audit simultaneously conducted by INKEL had reported that 'SFS's shares were overvalued through misrepresenting its financial positions and the investment made by INKEL was siphoned away by the managing director of SFS', the Board of INKEL has declared the transaction of investment in SFS as a fraud on INKEL by SFS. The legal actions initiated by INKEL have not reached finality. Pending resolution of the matter the financial statement for the year ended 31.03.2022 have not been drawn up or approved by the Board of Directors of the said company. Further, financial statements for the years ended 31.03.2019; 31.03.2020 and 31.03.2021 are subject to audit by that company's auditors. Due to the reason the financial statements of SFS was not consolidated for the year ended 31.03.2022.

The auditors of M/s. MIV Logistics Private Limited, in

its consolidated audit report where in the accounts are consolidated with unaudited financial statements of its associate M/s. Sea Bird Seaplane Private Limited has made the following qualifications:

> The Associate company, Sea Bird Sea Plane Private Limited has not commenced its commercial operations, and the creditors has approached National Company Tribunal for liquidation of the mortgaged assets. On the basis of it is construed that the associate company is no longer a going concern and as a result, the assets of the associate company are to be valued at net realizable value. In the absence of financial information/audited financial statements with respect to valuation of the assets, impairment on the value of investments of the company could not be ascertained by us.

Due to the foretasted issues of non-consolidation of financial statements of SFS for the financial year 2020-21 and 2021-22 and the reason that financial statements of SFS for the financial years 2018-19 and 2019-20 are unaudited and the impact of further adjustments, if any, that may be necessary in the financial statements of SFS in relation to the financial year ended 31st March 2022, as well as in relation to the preceding year ended 31st March 2019, 31st March 2020 and 31st March 2021 which are being subject to independent review as stated above, cannot be ascertained at this stage and hence has not been considered in these Consolidated Financial Statements. The impact on the share of Profit in the Consolidated Financial Statements of M/s. MIV Logistics Private Limited regarding the impact of the qualification of the statutory auditors in the consolidated financial statements of the subsidiary company.

We are unable to obtain sufficient appropriate audit evidence on which to base our opinion regarding the group's and its associate's share of total assets, net assets, total revenues, net loss and net cash inflows in respect of the subsidiary companies, Seguro Foundations and Structures Private Limited and the impact of share of Profit of M/s. MIV Logistics Private Limited; as well as regarding the impact of further changes, if any, that may be necessary based on the outcome of the independent reviews as stated above, the possible effects of which on the consolidated financial statements could be both material and pervasive and forms the basis for the Disclaimer of Opinion.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report including Annexures thereon but does not in-

clude the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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.

Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting

unless the Board of Directors either intends to liquidate the 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 and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion paragraph of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the Code of Ethics and provisions of the Companies Act, 2013 that are relevant to our audit of the consolidated financial statements in India under the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics and the requirements under the Companies act, 2013.

Emphasis of Matter

We draw attention to Note 2.40.1 of the consolidated financial statements, as per which, INKEL Limited (INKEL) had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 and made an investment of Rs. 1381.50 lakh. SFS has been functioning as a subsidiary of INKEL from such date. During the financial year 2018-19 certain instances of non-adherence with proper corporate governance systems, as also incompleteness/deficiencies in the financial information furnished by the former management of SFS were noticed, which were prima facie considered material. The committee constituted by the Board of INKEL and has found out serious lapses, irregularities, diversion of funds and misappropriations and recommended the Board to consider legal remedies against the erstwhile management of SFS. The forensic audit simultaneously conducted by the management of INKEL by engaging a firm of chartered accountants had also reported that the Managing Director of SFS has perpetrated frauds. Having regard to the report that 'SFS's shares were overvalued through misrepresenting its financial positions and the investment made by INKEL was siphoned away by the managing director of SFS', the Board of INKEL has declared the transaction of investment in SFS as a fraud on INKEL by SFS.

We draw attention to Note No.2.40.2 of the consolidated financial statements, as per which,

(i) Based on the unaudited financial statements as on 31.03.2019 provided by SFS and the provisional financial statements of SFS complied for the year ended 31.03.2020, the net worth of SFS has fully eroded. Further no financial statements of SFS was compiled for the year 31/03/2021 and 31/03/2022, in view of the matters of fraud and erosion of share value, there is permanent diminution in the value of investments in the subsidiary company, SFS as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision made on FY 2019-20 has been retained for the investment of Rs. 1381.50 lakh by INKEL in SFS as on 31.03.2022 in its standalone financial statement.

(ii) Based on audited financial statements as on 31/03/2022 provided by INKEL Infrastructure Development Projects Limited (IIDPL), the net worth has fully eroded. In view of the erosion in share value reported above, there is permanent diminution in the value of investments in the subsidiary company, IIDPL as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision has been retained for the investment of Rs 1.00 lakh by INKEL in IIDPL as on 31.03.2022 in its standalone financial statement.

The Board of Directors of INKEL Ltd. vide its meeting dated 29.06.2022 has decided to increase its share capital in IIDPL by conversion of advances made to IIDPL to the extent of Rs.14 Crores, in order to revive IIDPL and make it financially healthy and credible with a positive net worth and a good equity base.

We draw attention to Note No 2.40.3 to the Consolidated Financial Statements which states that based on valuation of the assets of the subsidiary company, INKES Trade Centre Limited, as well as of the associate company, MIV Logistics Private Limited (which includes investments in equity shares in and loans and advances granted to an associate company of MIV Logistics Private Limited, viz. Seabird Seaplane Private Limited (Seabird) which has not commenced any commercial operations since its inception in 2012 and insolvency resolution process has been initiated before National Company Law Tribunal, carried out by independent chartered engineers engaged by the respective companies and plans for improved future operations as approved by the Board of INKEL Ltd., the management is of the opinion that although there is some erosion in the net worth of these companies as per financial statements, there is no impairment in the carrying value of the Group's share of total assets in these companies to be recognized at this stage.

The auditors of INKEL EKK Ltd have drawn attention to the following notes without qualifying their opinion,

- During the Financial Year 2019-20, the Company had taken a term loan from State Bank of India (SBI), Ernakulam amounting to INR 182 Crores vide Loan Sanction Letter ADV/SL/IER-PL/121/19-20, by way of securitization of annuity receivables.

The Company subsequently approved an inter-corporate loan of INR 45.02 Crores to be given to INKEL Limited (the "Holding Company") vide a special resolution dated 26th August 2019 in its Extra-Ordinary General Meeting (EGM) bearing an interest which is equivalent to the interest charged by SBI on the Term Loan plus a spread of 2%.

During Financial Year 2021-22, the Company has further advanced a total amount of INR 4 Crores to the Holding Company on 25th January 2022.

- The Company is engaged in the business of developing, operating and maintaining an infrastructure facility is eligible to claim a deduction of an amount equal to a hundred percent of the profits and gains derived from such business for ten consecutive assessment years under Section 80IA of the Income-tax Act, 1961.

This deduction had been claimed in the FY's 2017-18, 2018-19, and 2019-20. However, the Assessing Officer of the Income Tax Department has disputed the same solving various reasons. Please refer Note 2.36.2 of Notes to the Consolidated Financial Statements.

- The Company had received a show cause notice u/s 274, with respect to Section 270A of The Income Tax Act, 1961 on 7th April 2021. However, since the IT Portal was under maintenance, the management was unable to provide any response to this notice.

Subsequently, Income Tax Refund for the AY 2020-21 was adjusted against the outstanding demand incurred due to this non-response. A request letter had been submitted to The Additional Commissioner of Income Tax seeking some additional time to furnish a reply to show cause as to why penalty u/s 270A should not be imposed in the instant case for which the fined order has not yet been passed. Hence the adjustment of Income Tax Refund against the aforementioned Outstanding Demand has not been provided in books of accounts.

The auditors of INKEL Infrastructure Development Projects Ltd.(IIDPL) have drawn attention to the following, Without qualifying their opinion,

- The Company has accumulated loss amounting to Rs. 1305.34 lakh (Previous Year Rs. 106.19 lakh), exceeding share capital and reserves with a negative net worth of Rs. 1304.34 lakh (Previous Year Rs. 105.19 lakh). These conditions indicate the existence of uncertainty which may cast considerable doubt as to the Company's ability to continue as a going concern. The management has represented that the company is a fully owned subsidiary of INKEL Limited and that the impact of accumulated loss and the resultant negative net worth would not have any bearing on the ability to continue as a going concern. The management is of the view that the financial statements are to be prepared on going concern basis.

For the reasons stated in the Basis for Disclaimer of Opinion section of our report, we have not expressed an opinion on the aforesaid consolidated financial statements.

Other Matters

(a) We did not audit the financial statements/financial information of the four subsidiaries viz. INKID, INKES, INKEL-EKK, IIDPL and one subsidiary entity viz Seguro INKEL Consortium LLP whose financial statements/financial information reflect total assets of Rs. 3031.29 lakh and net assets of Rs. 8183.12 lakh as at 31st March 2022, total revenues of Rs. 4904.43 lakh and Total net cash inflow amounting to Rs. 2351.37 lakh for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 85.54 lakh for the year ended 31st March, 2022 as considered in the consolidated financial statements, in respect of one associate company viz. MIV Logistics Private Limited (which includes its share of results of operations in an associate viz. Seabird Seaplane Private Limited) as stated in the Consolidated Financial Statements, whose financial statements/financial information have not been audited by us. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of the other auditors. The auditors of the associate enterprise MIV Logistics Private Limited have stated in their report that the financial statements of Seabird Seaplane Private Limited have not been audited.

(b) As stated in Note No 1.b.ii to the Consolidated

Financial Statements, the Holding Company had written off the book value of investments in certain subsidiary companies viz Thalikulam PURA Private Limited, Tirurangadi PURA Private Limited and Inkel - Kinfra Infrastructure Projects Limited, the effect of which is not considered to be material.

(c) The auditors of M/s. MIV Logistics Private Limited, in its consolidated audit report where in the accounts are consolidated with unaudited financial statements of its associate M/s. Sea Bird Seaplane Private Limited has made the following qualification:

The financial statement of the Parent Company is consolidated using Equity method with unaudited financial statement of its associate, whose financial statements reflect total assets of Rs. 1742.34 lakh as at March, 2022, total revenues of Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements includes the Group's share of the net profit/ (loss) of (Rs. 0.30 lakh) for the year ended 31st March 2022, as considered in the consolidated financial statements in respect of the associate company, whose financial statements have not been audited by us. These Financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the associate which is material to the group and our reports in terms of subsections (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid associate is based solely on such unaudited financial statements.

For the reasons stated in the Basis for Disclaimer of Opinion section of our report, we have not expressed an opinion on the aforesaid consolidated financial statements.

Report on Other Legal and Regulatory Requirements

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

(a) As described in the Basis for Disclaimer of Opinion paragraph, we were unable to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) On account of the matters stated in the Basis for Disclaimer of Opinion paragraph above, we are unable to state whether proper books of account as required by law have been kept by the Group and its associate so far as appears from our examination of those books;

(c) For the reasons stated in the Basis for Disclaimer of Opinion paragraph above, we are unable to state whether the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion paragraph above, in our opinion, we are unable to state whether the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) The matter described in Basis for Disclaimer of Opinion paragraph above, may, in our opinion, have an adverse effect on the functioning of the Group;

(f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of four subsidiary companies and the associate company, none of the directors of the Group companies and its associate, is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act. In the absence of relevant information regarding the subsidiary company SFS, we are unable to comment on whether the directors of the said company are disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act;

(g) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Disclaimer of Opinion paragraph above;

(h) With respect to the adequacy of the internal financial control over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";

(i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, for the reasons stated in the Basis for Disclaimer of Opinion paragraph above, we are unable to state whether the remuneration paid by the Group to its directors during the year is in accordance with the provision of Section 197 of the Act;

(j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and

according to the explanations given to us:

i The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position in the consolidated financial statements – Refer Note No 2.38. However, in view of the matters reported in the Basis for Disclaimer of Opinion paragraph above, we are unable to comment on whether the impact of the same has been fully disclosed in the consolidated financial statements;

ii Based on our audit of the holding company and the reports issued by statutory auditors of four subsidiaries and the associate company, the Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts, other than in respect of the subsidiary company INKES Trade Centre Limited which has made provision as required under the applicable law or Accounting Standards in respect of the same. In view of the matters reported in the 'Basis for Disclaimer of Opinion' paragraph above, we are unable to comment on the existence of any material foreseeable losses on long-term contracts including derivative contracts in respect of the subsidiary company SFS;

iii Based on our audit of the holding company and the reports issued by statutory auditors of four subsidiaries and the associate company, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and its associate in respect of these companies. In view of the matters reported in the Basis for Disclaimer of Opinion paragraph above, we are unable to comment on whether there were any amounts which were required to be transferred to the Investor Education and Protection Fund in respect of the subsidiary company SFS.

(k) a) The respective managements of the Holding Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group, associates and joint ventures to or in any other person or entity, 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, associates and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of its knowledge and belief, no funds have been received by the Group, associates and joint ventures from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group, associates and joint ventures 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 that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

I Based on our audit of the holding company and the

reports issued by statutory auditors of four subsidiaries and the associate company, the Group and its associate has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company, and CARO reports issued by other auditors in case of subsidiaries and associate included in the consolidated financial statements of the Company, we report that there are no qualifications or adverse remarks in these CARO reports.

For Sridhar & Co.
Chartered Accountants
FRN: 003978S

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN : 22218366AMUTQU1497

Date: 29.06.2022
Place: Kochi

“ANNEXURE A” REFERRED TO IN PARAGRAPH 1(h) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INKEL LIMITED, ITS FIVE SUBSIDIARY COMPANIES AND ASSOCIATE COMPANY INCORPORATED IN INDIA FOR THE YEAR ENDED 31ST MARCH 2022

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

We were engaged to audit the internal financial control systems with reference to financial statements reporting of Inkel Limited (“hereinafter referred to as “the Holding Company”) and its five subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) and its associate, which are companies incorporated in India, as of March 31, 2022 in conjunction with our audit of the consolidated financial statements of the Group and its associate for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial control systems with reference to financial statements reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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

Group’s and its associate’s internal financial control systems with reference to financial statements reporting based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Group and its associate.

Meaning of Internal Financial Controls with reference to Financial Statements reporting

A company’s internal financial control systems with reference to financial statements 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 systems with reference to financial statements 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.

Disclaimer of Opinion

As stated in Note No 2.40 of the consolidated financial statements, the financial statements of a material component of the Group - Seguro Foundations and Structures Private Limited (SFS) for the financial year ended 31st March 2019 have not been approved by the Board of Directors of the said company and are subject to audit by that company's auditors. Accordingly, we are not able to determine if the Group and its associate has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at 31st March, 2022.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Group and its associate,

and the disclaimer has affected our opinion on the consolidated financial statements of the Group and its associate and we have issued a disclaimer of opinion on the consolidated financial statements.

For Sridhar & Co.
Chartered Accountants
FRN: 003978S

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN : 22218366AMUTQU1497

Date: 29.06.2022
Place: Kochi

INKEL LIMITED
CIN:U45209KL2007PLC020471
Door No. 7/473 ZA - 5 & 6 - 2nd Floor, Ajiyal Complex Kakkanad, Kochi - 30
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2022

Particulars	Note No.	As at 31-03-2022 (₹ In Lakh)	As at 31-03-2021 (₹ In Lakh)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2.1	17,781.43	17,781.43
(b) Reserves and Surplus	2.2	3,472.61	3,054.10
(2) Minority Interest			
	2.3	2,621.64	2,152.32
(3) Share Application Money Pending Allotment			
		-	-
(4) Non - Current Liabilities			
(a) Long -Term Borrowings	2.4	13,601.20	14,481.34
(b) Deferred Tax Liabilities (Net)	2.5	86.09	162.00
(c) Other Long -Term Liabilities	2.6	104.99	271.63
(d) Long - Term Provisions	2.7	153.54	114.19
(5) Current Liabilities			
(a) Short - Term Borrowings	2.8	1,294.92	3,008.20
(b) Trade Payables	2.9		
i. Total outstanding dues of micro enterprises and small enterprises; and		-	-
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises		3,649.47	2,716.34
(c) Other Current Liabilities	2.10	3,739.31	3,754.62
(d) Short - Term Provisions	2.11	316.46	610.11
TOTAL		46,821.67	48,106.29
II. ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	2.12	7,466.76	8,198.78
(ii) Intangible Assets	2.12	5.31	7.43
(iii) Capital Work - In - Progress	2.13	120.00	118.23
(b) Goodwill on Consolidation	2.39	6.09	6.09
(c) Non - Current Investments	2.14	1,784.08	1,731.62
(d) Deferred Tax Assets (Net)	2.15	126.99	118.93
(e) Long -Term Loans and Advances	2.16	6,711.63	6,627.39
(f) Other Non-Current Assets	2.17	12,533.75	13,521.39
(2) Current Assets			
(a) Inventories	2.18	48.80	546.44
(b) Trade Receivables	2.19	7,644.72	8,909.02
(c) Cash and Cash Equivalents	2.20	8,148.59	5,663.98
(d) Short - Term Loans and Advances	2.21	651.85	783.32
(e) Other Current Assets	2.22	1,573.11	1,873.67
TOTAL		46,821.67	48,106.29

Significant Accounting Policies and Consolidated Notes to Accounts 1&2

The Accompanying notes are an integral part of the financial statements

For and on behalf of the Board of Directors

As per our separate report of even date attached

 Dr. K Ellangovan
 Managing Director
 DIN: 05272476

 Jacob Kovoov Ninan
 Director
 DIN: 01213357

 For Sridhar & Co
 Chartered Accountants
 FRN : 003978S

 Meera C
 Company Secretary

 Prasanna Kumar V
 Chief Financial Officer

 CA. S. Unnikrishnan
 Partner
 Membership No.218366
 UDIN:22218366AMUTQU1497

 Date: 29.06.2022
 Place: Kochi

INKEL LIMITED
CIN:U45209KL2007PLC020471
Door No. 7/473 ZA - 5 & 6 - 2nd Floor, Ajiyal Complex Kakkanad, Kochi - 30
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2022

Particulars	Note No.	For the year ended 31-03-2022 (₹ In Lakh)	For the year ended 31-03-2021 (₹ In Lakh)
Income			
I. Revenue from Operations	2.23	9,293.33	11,255.82
II. Other Income	2.24	1,008.18	1,291.84
III. Total Income (I+II)		10,301.51	12,547.65
IV. Expenses:			
i) Cost of land acquired/building/amenities constructed and disposed (on Long Term Finance Lease Agreements)	2.25	615.33	1,364.59
ii) Purchases of Stock-in-Trade	2.26	2,805.89	2,192.68
iii) Changes in Inventories of Stock-in-Trade	2.27	285.68	38.64
iv) Operating, Works Contract and Project Expenses	2.28	486.33	283.45
v) Employee Benefit Expenses	2.29	763.32	933.11
vi) Finance Costs	2.30	1,371.46	1,645.50
vii) Depreciation and Amortisation Expense	2.12	248.20	308.54
viii) Other Expenses	2.31	2,206.77	2,120.80
ix) Provisions	2.32	(0.00)	3.67
Total Expenses		8,782.98	8,890.98
V. Profit/(Loss) Before Tax (III - IV)		1,518.52	3,656.67
VI. Tax Expense:			
(1) Current Tax		818.85	698.23
Less: MAT credit entitlement			-
Net Current Tax			-
(2) Tax relating to prior years		(18.64)	15.68
(3) Deferred Tax		(83.97)	(93.72)
VII. Profit/(Loss) for the year before Minority Interest, Share in Net Profit/(Loss) of Associate (V-VI)		802.28	3,036.48
VIII. Share of Profit/ (Loss) of Associate Company		85.54	(4.78)
IX. Profit/(Loss) for the year (VII+VIII)		887.82	3,031.69
X. Profit/(Loss) attributable to			
Owners of the Company		418.51	2,425.17
Minority Interest		469.31	606.50
		887.82	3,031.67
XI. Earnings per Equity Share:	2.33		
Face value of share ₹ 10/- (₹ 10/-)			
(1) Basic		0.24	1.36
(2) Diluted		0.24	1.36

Significant Accounting Policies and Consolidated Notes to Accounts
The Accompanying notes are an integral part of the financial statements

1 & 2

For and on behalf of the Board of Directors

As per our separate report of even date attached

Dr. K Ellangovan
Managing Director
DIN: 05272476

Jacob Kovoov Ninan
Director
DIN: 01213357

For Sridhar & Co
Chartered Accountants
FRN : 0039785

Meera C
Company Secretary

Prasanna Kumar V
Chief Financial Officer

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN:22218366AMUTQU1497

Date: 29.06.2022
Place: Kochi

INKEL LIMITED

CIN:U45209KL2007PLC020471

Door No. 7/473 ZA - 5 & 6 - 2nd Floor, Ajiyal Complex Kakkanad, Kochi - 30

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

	Particulars	For the Year ended 31-03-2022 (₹ In Lakh)	For the Year ended 31-03-2021 (₹ In Lakh)
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before Taxation and exceptional items	1,518.52	3,656.65
	Adjustments for :		-
	Depreciation and Amortisation	248.20	308.54
	Provision for Doubtful Debts	-	3.67
	(Profit)/Loss on sale of Assets(Net)	2.58	0.01
	Profit on sale of fixed Assets	-	-
	Interest Income	(820.86)	(736.85)
	Interest Expense	1,371.46	398.64
	Conversion of fixed assets to current assets	615.34	1,364.59
	Operating profit before Working Capital Changes	2,935.25	4,995.24
	Changes in Working Capital	-	-
	Adjustments for (Increase)\Decrease in Operating Assets	-	-
	Trade Receivables	1,264.30	(4,556.94)
	Inventories	(495.87)	(173.33)
	Short term loans and advances	131.47	(293.95)
	Other Current Assets	500.72	(1,251.85)
	Long term Loans and Advances	121.81	71.49
	Other Non Current Assets	987.64	(1,271.84)
		2,510.07	(7,476.42)
	Adjustments for Increase\ (Decrease) in Operating Liabilities		
	Trade Payables	933.13	2,348.60
	Non Current Liabilities	-	-
	Other Current Liabilities	(58.56)	(508.48)
	Short term Provisions	(7.39)	(0.72)
	Long term Provisions	39.35	129.42
	Long term Liabilities	(39.68)	(97.93)
		867.00	1,870.90
	Cash generated from Operations	6,312.32	(610.28)
	Taxes Paid	(479.71)	(480.77)
	Net Cash Used in Operating activities - (A)	5,832.61	(1,091.05)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Property, Plant and Equipment including Capital WIP	(142.70)	(28.80)
	Loans and Advances (given)/Repaid	-	(323.09)
	Proceeds from sale of Property, Plant and Equipment	(10.72)	197.25
	Dividend Received(Net of Dividend distribution tax)	-	-
	(Investments)/Sale of Equity shares/Preference Shares	33.08	-
	Net Cash Used in Investing activities - (B)	(120.00)	(154.63)

C	CASH FLOW FROM FINANCING ACTIVITIES		
	Dividend paid	(0.67)	0.28
	Interest Received	620.70	767.99
	Interest paid	(1,270.94)	(350.17)
	Proceeds from/(Repayment of) Short Term Borrowings	16.75	439.04
	Proceeds from/ (Repayment of) Long Term Borrowings	-	(1,368.29)
	Net Cash Generated By Financing Activities - (C)	(634.00)	(511.16)
	Net increase in Cash and Cash equivalents(A+B+C)	5,078.61	(1,756.84)
	Cash and Cash equivalents at the beginning of the year *	5,663.98	7,420.82
	Closing Cash And Cash Equivalents at the end of the year (See note 2.20)	10,742.59	5,663.98

For and on behalf of the Board of Directors

As per our separate report of even date attached

Dr. K Ellangovan
Managing Director
DIN: 05272476

Jacob Kovoov Ninan
Director
DIN: 01213357

For Sridhar & Co
Chartered Accountants
FRN : 003978S

Meera C
Company Secretary

Prasanna Kumar V
Chief Financial Officer

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN:22218366AMUTQU1497

Date: 29.06.2022
Place: Kochi

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO CONSOLIDATED ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31 ST MARCH 2022
1. Significant Accounting Policies
a. Principles of Consolidation

The consolidated financial statements relate to INKEL Limited (the 'Company'), its subsidiaries (hereinafter referred to as 'the Group'), and the Group's share of profit / loss in its associate company. Following subsidiaries and associate company have been considered in the preparation of the consolidated financial statements:

Name of the entity	Abbreviation Used	Relationship	% of Holding and voting power either directly or indirectly through subsidiary as at	
			31 March, 2022	31 March, 2021
INKEL KSIDC Projects Limited	INKID	Subsidiary Company	74%	74%
INKES Trade Centre Limited	INKES	Subsidiary Company	74%	74%
Inkel Infrastructure Development Projects Limited	IIDPL	Subsidiary Company (w.e.f 27-10-2018)	100%	100%
INKEL- EKK Roads Private Limited	INKEL-EKK	Subsidiary Company	72%	72%
SEGURO - INKEL Consortium LLP	SIC LLP	Subsidiary Entity (w.e.f 01-12-2017) Jointly Controlled Entity (upto 30.11.2017)	80.75%	80.75%
MIV Logistics Private Limited	MIV	Associate Company	39.43%	39.43%

The consolidated financial statements have been prepared on the following basis:

i. The financial statements / financial information of the subsidiaries and associate company used in the consolidation are drawn upto the same reporting date as that of the Company, i.e., 31 March 2022.

ii. The financial statements of the Company and its subsidiaries (including subsidiary entity) have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered, as per AS 21 'Consolidated Financial Statements'.

iii. The consolidated financial statements include the share of results in operations in an associate entity (which includes its share of profits/losses in an associate) which has been accounted for using 'equity method' as per AS 23 'Accounting for Investments in Associates in Consolidated Financial Statements'. Accordingly, the share of profit / loss of the associate entity (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investment.

iv. The difference between the cost of investment in the subsidiary company and the net assets at the time of acquisition of shares in the subsidiary company is recognised in the Consolidated Financial Statements as Goodwill or Capital Reserve, as the case may be

and where two or more investments are made over a period of time, Goodwill/Capital Reserve is calculated on a step by step basis.

v. Minority interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

vi. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements and if a member of the group uses accounting policies other than those adopted in the consolidated financial statements for such transactions and events, appropriate adjustments are made to its financial statements when they are used in preparing the consolidated financial statements.

b. Basis of Preparation

i. The Consolidated Financial Statements of INKEL Limited (the Company) and its subsidiaries, INKID, INKES, INKEL- EKK, IIDPL and SIC LLP collectively referred to as the 'group' and its associate MIV (which includes its share of results of operation in an associate viz Seabird) have been prepared in accordance with Accounting Standard - 21 (AS 21), "Consolidated Financial Statements" and Accounting Standard - 23 (AS 23) "Accounting for Investments in Associates in Consolidated Financial Statements"

ii. The company had in earlier years written off the book value of investments in subsidiary companies Thalikulam PURA Private Limited and Tirurangadi PURA Private Limited as these companies had not commenced any commercial activities and there are no management plans for revival. Current financial statements / financial information in relation to these companies is not available, although both of these companies has any significant assets or liabilities and hence these entities have been excluded for the purpose of consolidation, the effect of which is not material. The investment value in another subsidiary INKEL-KINFRA Infrastructure Projects Limited had also been written off by the Company in the earlier years and the Company has been stricken off during year.

iii. In the consolidated financial statements of the associate company M/s MIV, investments made by MIV in their associate company M/s. Seabird Seaplane Private Limited (Seabird) have been accounted using the Equity Method of accounting as per AS 23 - "Accounting for investment in Associates", based on the unaudited financial statements of Seabird. The impact of changes in the financial results of Seabird on completion of audit in the consolidated financial statements of INKEL Limited is not expected to be material.

iv. In the absence of financial statements/ financial information, the consolidated financial statements does not reflect the transactions of the subsidiary Seguro Foundations & Structures Pvt Limited (SFS) .

v. In the absence of financial statements/ financial information, the consolidated financial statements do not reflect the share of results in operations as per AS 23 - "Accounting for investment in Associates" relating to investments made by the wholly owned subsidiary company IIDPL in its associate M/s Calicut Expressway Private Limited, the impact of which in the consolidated financial statements of INKEL Limited is not expected to be material.

c. Basis of Accounting

The consolidated financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP).

The Company has prepared these consolidated financial statements to comply in all material respects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year.

d. Use of Estimates

The presentation of consolidated financial statements in conformity with the Generally Accepted Accounting Principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities (including contingent liabilities if any) as on the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known /materialised.

e. Property, Plant and Equipment

i. Land acquired on long term lease arrangements that are in the nature of financial leases are classified under Fixed Assets and amortised over the lease period. Buildings constructed on such land are capitalised and depreciated as per company's accounting policy. Such land and building are reclassified and treated as Current Assets (at Net Book Value) when the decision to dispose under long-term finance leases is conclusively taken by the management.

ii. Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment in value if any. Cost includes purchase price (inclusive of non-refundable purchase taxes, after deducting trade discounts and rebates), other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

iii. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (Major components).

iv. The cost of assets not ready for use at the Balance Sheet date are disclosed under Capital Work-in-Progress.

f. Intangible Assets

Intangible assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

g. Project Development Expenses In case of the INKES:

Expense incurred in connection with Project Development are treated as project development expense pending capitalisation/ adjustment. These expenses are shown under capital work in progress.

h. Depreciation/Amortisation

i. Depreciation on property, plant and equipment is charged on Written Down Value Method on the basis of the useful lives in the manner prescribed as per Schedule II of The Companies Act, 2013 based on a review by the management at the year end, except where stated.

ii. Leasehold land is amortised over the duration of the lease.

iii. Cost of software treated as Intangible Assets is amortised over a period of six years.

iv. Buildings owned by INKID-Building are depreciated over useful lives which have been assessed lower than the life prescribed in schedule II to the Companies Act 2013 having regard to the fact that the appurtenant land is acquired on Lease basis for 30 years and hence remaining useful life for buildings is also reckoned on that basis.

-Buildings owned by MIV-Useful life has been assessed lower than the life prescribed in schedule II to the Companies Act, 2013 due to the fact that land is acquired on Lease basis for 30 years from Cochin Port Trust and hence remaining useful life only considered for Building.

i. Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognised in the Consolidated Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

j. Government Grants/Subsidies

Government Grants and Subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the Grants/Subsidies will be received. Government Grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. Government Grants and subsidies in the nature of Promoter's Contribution like Investment Subsidy, where no repayment is ordinarily expected in respect thereof, or identifiable with non-depreciable assets are credited to Capital Reserve. Other Government grants and subsidies are recognised as Income over the periods necessary to match them with the costs for which they are intended to compensate on a systematic basis.

k. Investments

Non-Current Investments are stated at cost. Decline in value, if any, which is not considered temporary in nature, is provided for.

l. Revenue Recognition

i. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured. Revenue

is recognised net of taxes.

ii. Revenue arising on disposal of current assets under long-term lease arrangements that are in nature of financial leases is recognised in the year in which the lease agreements are entered into.

iii. Proportionate income during the period of license agreement and income from other arrangements which are in the nature of operating leases, are recognised as income in the respective years.

iv. Revenue from construction contracts is recognised on the percentage of completion method as mentioned in Accounting Standard [AS 7(Revised)] "Construction Contracts" notified under section 133 of the Companies Act, 2013, read with Rule 2014. The percentage of completion is determined by the proportion that contract costs incurred for work performed up to the balance sheet date bear to the estimated total contract costs over the concession period. However, profit is not recognised unless there is reasonable progress on the contract. If total cost of a contract, based on technical and other estimates, is estimated to exceed the total contract revenue, the foreseeable loss is provided for. The effect of any adjustment arising from revision to estimates is included in the income statement of the year in which revisions are made.

v. Income from services rendered are recognised based on the stage of completion of the respective contracts/arrangements having regard to the specific milestones wherever specified therein.

vi. Other incomes are recognised on accrual basis except when there are significant uncertainties.

m. Inventories

i. Inventories of Stock in trade are valued at lower of cost (on specific identification or FIFO basis) and net realisable value.

ii. Inventories of land and building/amenities includes cost of purchase, development costs, construction costs, overheads.

n. Employee Benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognised in the period in which the employee renders the related service.

Defined Contribution Plans

The companies have defined contribution plans for employees comprising of Provident Fund, Employee's State Insurance and National Pension Scheme. The contributions paid/payable to these plans during the year are charged to the Consolidated Statement of Profit and Loss for the year.

Defined Benefit Plans: Gratuity (Funded)

The company makes contributions to the Employee's Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India. The net present value of the obligation for gratuity benefits as determined on independent actuarial valuation conducted annually using the projected unit credit method, as adjusted for unrecognised past services cost, if any, and as reduced by the fair value of plan assets, is recognised in the accounts. Actuarial gains and losses are recognised in full in the Consolidated Statement of Profit and Loss for the period in which they occur.

Other Long-term employee benefits: Compensated absences

The company has a scheme for compensated absences for employees, the liability of which is determined on the basis of an independent actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in full in the Consolidated Statement of Profit and Loss for the period in which they occur.

Termination Benefits

Termination benefits are recognised in the Statement of Profit and Loss for the period in which the same accrue.

o. Income Tax

Income tax is accounted in accordance with Accounting Standard on Accounting for Taxes on Income (AS-22), which includes current taxes and deferred taxes. Deferred Tax assets/ liabilities representing timing differences between accounting income and taxable income are recognised to the extent considered capable of being reversed in subsequent years. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is a virtual certainty that sufficient future taxable income will be available to realise the same. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes

eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

p. Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities outstanding at the Balance Sheet date are translated at the applicable exchange rates prevailing at the year-end. The exchange gain/loss arising during the year is adjusted to the Consolidated Statement of Profit and Loss.

q. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalised. Other borrowing costs are recognised as expenditure for the period in which they are incurred.

r. Earnings per share

Basic/ diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable

taxes) by the weighted average number of equity shares/ dilutive potential equity shares outstanding as at the end of the year as the case may be.

s. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the company has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are neither recognised nor disclosed in the accounts.

t. Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

INKEL LIMITED
CIN:U45209KL2007PLC020471
Door No. 7/473 ZA - 5 & 6, 2nd Floor, Ajiyal Complex, Kakkanad, Kochi - 30

NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31.03.2022

NOTE - 2.2 RESERVES AND SURPLUS		(₹ In Lakh)	
Particulars	As at 31-03-2022	As at 31-03-2021	
(a) Securities Premium			
Opening Balance	739.37	739.37	
Add: Additions during the year	-	-	
Closing balance	739.37	739.37	
(b) Surplus in statement of profit and loss			
Opening Balance	2,025.01	(242.33)	
Share of loss of Seguro foundation limited not consolidated adjusted	-	(157.84)	
Add: Profit/(Loss) for the year	418.51	2,425.17	
Amount available for appropriation	2,443.52	2,025.01	
Less: Appropriations	-	-	
Total Appropriations	3,182.89	2,764.38	
Less: Minority Interest adjusted (as per contra)	-	-	
Add: Adjusted against majority interest (as per contra)	-	-	
Closing Balance	3,182.89	2,764.38	
Capital Reserve(transfer of intercompany loan receivable from KINFRA)	151.38	151.38	
Capital Reserve on Consolidation	138.35	138.35	
	3,472.61	3,054.10	

NOTE - 2.3 MINORITY INTEREST		(₹ In Lakh)	
Particulars	As at 31-03-2022	As at 31-03-2021	
Share Capital	1,894.36	1,894.36	
Add: Share of accumulated reserves	257.96	(348.54)	
Add: Profit/(Loss) for the year transferred from Statement of Profit and Loss	469.31	606.50	
Less: Dividend and Divident tax paid	-	-	
Add: Adjusted against majority interest (as per contra)	-	-	
Closing Balance	2,621.64	2,152.32	

NOTE - 2.4 LONG TERM BORROWINGS		(₹ In Lakh)	
Particulars	As at 31-03-2022	As at 31-03-2021	
Term Loans (Secured)			
From Banks			
Term loan from State Bank of India (See Note 2.4.1 & 2.4.2)	12,224.79	13,387.45	
	-	-	
From other parties			
Unsecured	1,376.41	690.00	
	-	-	
Deposits			
Unsecured	-	403.89	
	13,601.20	14,481.34	

2.4.1 In case of the subsidiary company INKEL-EKK Roads Private Limited : Term Loan is availed on hypothecation of the assets of the company.

2.4.2 In case of the subsidiary company INKEL - KSIDC PROJECTS LIMITED, State Bank of India has sanctioned a Term Loan of ₹ 30.00 Crores/-.The details of terms of repayment for the long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	Terms of repayment and security	As at 31-03-2022 (₹ In Lakh)	As at 31-03-2021 (₹ In Lakh)
Term loan from bank:			
State Bank of India (Including current maturites of Long term borrowings)	To be repaid in 72 monthly Installments	-	643.55

Security : Equitable Mortgage of 15 Acres of Land at Angamaly - Re. Sy . No- 266/5 in Block No-11 , Sy. No-165/3 , A, B, C - Lease deed No 2464/2010 of Angamaly Sub Registry Office - Value of Land amounting to Rs.37.80 Crores
Interest rate : 9.50% - MCLR + 0.95%
Repayment Period - 72 Months

NOTE - 2.5 DEFERRED TAX LIABILITIES (NET)

Particulars	(₹ In Lakh)	
	As at 31-03-2022	As at 31-03-2021
A. Deferred Tax Liability		
On excess of net book value over Income tax written down value of Property, Plant and Equipment	254.96	279.55
B. Deferred Tax Assets		
On Provisions/other disallowances	168.87	117.55
Net Deferred Tax Liability	86.09	162.00

NOTE - 2.6 OTHER LONG TERM LIABILITIES

Particulars	(₹ In Lakh)	
	As at 31-03-2022	As at 31-03-2021
Security Deposits	74.46	75.55
Interest accrued but not due on borrowings	-	126.96
Recovery against Future Expenditure	-	38.59
Retention & Earnest Money Deposit	28.26	28.26
Performance Guarantee Payable	2.26	2.26
	104.99	271.63

NOTE - 2.7 LONG TERM PROVISIONS

Particulars	(₹ In Lakh)	
	As at 31-03-2022	As at 31-03-2021
Provision for Employee Benefits (See Note 2.34)		
- Provision for Gratuity	84.32	55.48
- Provision for Leave Encashment	69.22	58.71
	153.54	114.19

NOTE - 2.8 SHORT TERM BORROWINGS

Particulars	(₹ In Lakh)	
	As at 31-03-2022	As at 31-03-2021
From Banks (Secured)		
Federal Bank Limited (See Note 2.8.1)	251.53	295.35
Term Loan from SBI	640.00	1,465.00
Current maturities of Long Term Debt		
- Term Loan(See Note 2.4.1& 2.4.2)	-	450.54
- Unsecured- Deposit from Public (See Note 2.8.2)	403.39	797.31
	1,294.92	3,008.20

2.8.1 In case of the subsidiary entity - M/s Seguro-INKEL Consortium LLP, cash credit loan availed from Federal Bank, sanctioned on 27.03.2018 with a limit of ₹ 19 Crore against the security of Hypothecation of Bill Receivables with 35% Margin, Fixed Deposit for ₹ 3 crores & Collateral Security (Mortgaged Piravom Land) & Corporate Guarantee of INKEL Limited.

2.8.2 Deposits accepted from various parties and interest thereon are repayable over the agreed terms. The details are as follows:

Terms of repayment	Cumulative basis		Non-Cumulative basis	
	Rate	Amount (₹ In Lakh)	Rate	Amount (₹ In Lakh)
Within 1 years - Scheme 2	0.00%	-	10%	0.75
Within 1 year - Scheme 3	11.49%	202.51	10%	216.88
Total		202.51		217.63

Interest is payable on a quarterly / maturity basis in accordance with the terms agreed with the depositors.

NOTE - 2.9 TRADE PAYABLES

Particulars	(₹ In Lakh)	
	As at 31-03-2022	As at 31-03-2021
Trade Payables due for Payment(See Note 2.9.1)		
i.Outstanding dues of micro enterprises and small enterprises (See Note 2.9.2)	-	-
ii.Outstanding dues of trade payables other than micro enterprises and small enterprises	3,649.47	2,716.34
	3,649.47	2,716.34

Note -2.9.1 Trade Payables Ageing Schedule

Particulars	(₹ In Lakh)			
	As at 31.03.2022			
	Outstanding for following periods after due date of payment			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
MSME*	-	-	-	-
Others	3,383.01	79.56	186.17	365.03
Disputed Dues MSME	-	-	-	-
Disputed dues Others	-	-	-	-

* MSME as per Micro, Small and Medium Enterprises Act 2006.

(₹ In Lakh)

As at 31.03.2021				
Particulars	Outstanding for following periods after due date of payment			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
MSME*	-	-	-	-
Others	2,157.01	192.57	373.64	-
Disputed Dues MSME	-	-	-	-
Disputed dues Others	-	-	-	-

* MSME as per Micro, Small and Medium Enterprises Act 2006.

2.9.2 The group has taken steps to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006 and the same is in progress. Based on available information, there are no balance outstanding as payable to such suppliers as at the year end. In the opinion of the management there are no amounts paid/payable towards interest under the said statute. Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 are as follows:

Particulars	As at 31-03-2022	As at 31-03-2021
a. Principal Amount remaining unpaid but not due as at the year end	-	-
b. Interest due thereon and remaining unpaid as at the year end.	-	-
c. Interest paid by the group in terms of Section 16 of Micro, Small & Medium Enterprises Development Act 2006 along with the amount of payment made to the supplier beyond the appointed day during the year.	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
e. Interest accrued and remaining unpaid as at the year end	-	-
f. Further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

NOTE - 2.10 OTHER CURRENT LIABILITIES

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
Other Payables	278.24	277.93
Interest accrued but not due on borrowings	54.99	-
Unpaid Dividend	4.34	5.01
Current Liabilities		
ASIDE loan -KINFRA (See Note 2.10.1)	300.00	300.00
Deposit matured and payable	16.75	-
Advance From Customers/Clients	-	-
- for Deposit Work	1,170.17	588.74
- Others	577.70	1,213.79
Retention Money payable	980.95	1,043.56
Statutory Dues	282.17	239.44
Security Deposit / Earnest Money Deposit	38.59	33.89
Advance from employees	2.69	0.20
Provision		
Expenses Payable	6.23	52.07
Interest on Loan	26.50	-
	3,739.31	3,754.62

2.10.1 The interest free loan was sanctioned under the Assistance to States for developing Export Infrastructure and other Allied Activities (ASIDE) Scheme implemented by Kerala Industrial Infrastructure Development Corporation (KINFRA) as the Nodal Agency for Government of Kerala. The loan is repayable in three annual instalments of ₹ 100.00 lakh each starting from the fourth year of disbursement, to be paid before 31st March 2019, 31st March 2020 & 31st March 2021 respectively. **Overdue Details as on 31st March 2022- Rs 3 Crore for a period of 3 years.**

NOTE - 2.11 SHORT TERM PROVISIONS

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
Provision for employee benefits		
- Provision for Leave Encashment (See Note 2.34)	2.51	5.33
- Provision for Gratuity (See Note 2.34)	-	4.57
Provision for Income Tax	313.95	600.21
	316.46	610.11

NOTE - 2.13 CAPITAL WORK IN PROGRESS

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
Projects under implementation (See Note 2.49)	120.00	118.23
	120.00	118.23

NOTE - 2.14 NON CURRENT INVESTMENTS

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
a) Investments in Equity Instruments		
i) In Associate companies		
- MIV Logistics Pvt Ltd		
1,18,29,714 (1,18,29,714) Equity Shares of ₹10/-each, Fully Paid up		
Opening Balance	93.54	98.32
Add: Share of Profit/ (Loss) of Associate	85.54	(4.78)
Closing Balance	179.08	93.54
- INKEL-EKK Roads Pvt Ltd		
3,000(Nil) Equity Shares of Rs.10/- each, fully paid up		
- Seguro Foundations & Structures Pvt Ltd		
- Calicut Expressway Pvt Ltd (CEPL)		
3,30,750 (1,65,000) equity shares of ₹10/- each, Fully paid up	-	33.08
ii) In Others		
- KV Apartments Pvt Ltd		
5,000 (5,000) Equity Shares of ₹100/- each, fully paid up	5.00	5.00
b) Investments in Preference Instruments		
(Un-quoted, Trade, at cost)		
i) In Associate companies		
- MIV Logistics Pvt Ltd		
1,60,00,000 (1,60,00,000) Optionally Convertible Preference Shares of ₹10/-	1,600.00	1,600.00
c) Investment in Partnership Firm		
- A.V Associates	-	-
Total investments (a) + (b) + (c)	1,784.08	1,731.62
Aggregate amount of unquoted investments	1,784.08	1,731.62

2.14.1 Inkel Infrastructure Development Projects Limited (IIDPL), a 100% subsidiary of INKEL Ltd had an accumulated loss of Rs.13.05 crores as at 31.03.2022, and accordingly the net worth of IIDPL got fully eroded. INKEL Ltd had made full provision for its investment in the subsidiary considering the eroded net worth. The Board of Directors of INKEL Ltd vide its meeting dt 29.06.2022 has decided to increase its share capital in IIDPL by conversion of advances made to IIDPL to the extent of Rs.14 Crores, in order to revive IIDPL and make it financially healthy and credible with a positive net worth and a good equity base.

NOTE - 2.15 DEFERRED TAX ASSETS (NET)

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
A. Deferred Tax Assets		
On Provisions/other disallowances	126.99	118.93
B. Deferred Tax Liability		
On excess of net book value over Income tax written down value of Property, Plant and Equipment	-	-
Net Deferred Tax Asset	126.99	118.93

NOTE - 2.16 LONG TERM LOANS AND ADVANCES

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
(Unsecured, Considered good)		
EKK Infrastructure Limited	1,751.00	1,751.00
MAT Credit Entitlement	60.08	147.46
Loans and Advances to related parties	4,473.07	4,473.07
Others	-	34.43
Income Tax (Net)	427.48	221.44
	6,711.63	6,627.39

NOTE - 2.17 OTHER NON CURRENT ASSETS
(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
(Unsecured, Considered good)		
Balance with banks in Fixed Deposit accounts	4,738.78	4,266.16
Security Deposits	124.11	186.87
Advance Income Tax and TDS	67.63	71.92
Income Receivable	7,435.10	8,860.74
Unbilled Revenue	168.14	135.70
	12,533.75	13,521.39

2.17.1 Balance with banks in Deposit Account includes ₹ 3284.78 lakh (₹ 3469.56 lakh) held under lien including (₹ 2175.00 lakh) being cash margin towards Bank Guarantee of (₹ 8550.00 lakh) provided in favour of National Highway Authority of India on behalf of Calicut Expressway Private Limited.

NOTE - 2.18 INVENTORIES
(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
Land and Building held on long term finance lease		
Opening Balance	-	-
Add: Additions during the year	615.33	1,340.75
Less: Disposed during the year	(615.33)	(1,340.75)
Closing Balance	-	-
Raw Materials	47.63	47.63
Stock-in-trade: Solar Panel/Inverter	1.17	3.50
Project-In- Progress	-	482.23
Goods in Transit	-	13.08
	48.80	546.44

2.18.1 In case of the subsidiary company INKEL KSIDC Projects Limited The amortized value of the land subleased is transferred from the lease hold land asset of the company to inventories based on the requirement from the prospective customer. The land is subleased to the customer and is treated as a sale in the books of the company. As such the company does not hold any inventory.

NOTE - 2.19 TRADE RECEIVABLES
(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
i. Unsecured, Considered good	7,644.72	8,909.02
ii. Unsecured, Considered doubtful	62.23	62.23
Less: Provision for doubtful debts	(62.23)	(62.23)
	-	-
	7,644.72	8,909.02

Note- 2.19.1 Trade Receivables Ageing Schedule
(₹ In Lakh)

Particulars	As at 31.03.2022		
	Outstanding for following periods after due date of payment		
	Less than 6 months	6 Months- 1 year	1-2 years
i. Undisputed Trade Receivables-Considered good	4,205.79	220.84	984.10
ii. Undisputed Trade Receivables-Considered doubtful	-	-	0.44
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-
v. Unbilled dues	1,080.73	-	-

(₹ In Lakh)

Particulars	As at 31.03.2022		
	Outstanding for following periods after due date of payment		
	2 to 3 Years	Above 3 years	Total
i. Undisputed Trade Receivables-Considered good	944.75	208.51	6,563.99
ii. Undisputed Trade Receivables-Considered doubtful	0.05	61.74	62.23
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-
v. Unbilled dues	-	-	1,080.73

(₹ In Lakh)

Particulars	As at 31.03.2021		
	Outstanding for following periods after due date of payment		
	Less than 6 months	6 Months- 1 year	1-2 years
i. Undisputed Trade Receivables-Considered good	7,066.03	77.48	742.78
ii. Undisputed Trade Receivables-Considered doubtful	-	0.26	1.49
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-
v. Unbilled dues	-	-	-

(₹ In Lakh)

Particulars	As at 31.03.2021		
	Outstanding for following periods after due date of payment		
	2 to 3 Years	Above 3 years	Total
i. Undisputed Trade Receivables-Considered good	1,022.73	-	8,909.02
ii. Undisputed Trade Receivables-Considered doubtful	60.48	-	62.23
iii. Disputed Trade Receivables considered good	-	-	-
iv. Disputed Trade Receivables considered doubtful	-	-	-
v. Unbilled dues	-	-	-

2.19.2 Trade Receivables include debts due from:

(₹ In Lakh)

Particulars	Description	As at 31-03-2022	As at 31-03-2021
MIV Logistics Private Limited	Private limited company in which a director of INKEL Limited is a director	-	-
Kerala Industrial Infrastructure Development Corporation (KINFRA)	Government of Kerala owned Statutory Body in which a director of INKEL Limited is a director	-	-
Inkel-EKK Roads Private Limited	Private limited company in which a director of INKEL Limited is a director	75.61	116.05

NOTE - 2.20 CASH AND CASH EQUIVALENTS

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
Cash on Hand	0.15	0.18
Balance with Banks		
In Current Accounts	40.24	19.38
In Fixed Deposit Accounts	8,108.20	5,644.43
	8,148.59	5,663.98

2.20.1 Earmarked Balances:

Balance with banks in current accounts include earmarked balances for unpaid dividend ₹ 4.52 lakh (₹ 5.34 lakh).
Balance with banks in current accounts include earmarked balances of ₹ 5.48 lakh (₹0.53 lakh) held for specific projects.

2.20.2 Balance with banks in Deposit Accounts include ₹ 253.22 lakh (₹ 167.35 lakh) held with a maturity period of more than 12 months and ₹ 166.36 lakh (159.57 lakh) held against public deposits in pursuance of the requirements of applicable Rules.

2.20.3 Balance with banks in Deposit Account includes ₹ 3284.78 lakh (₹ 3469.56 lakh) held under lien.

2.20.4 Balance with banks in Deposit Account includes ₹1899.49 lakh (₹1261.29 lakh) earmarked for specific projects.

2.20.5 In case of Subsidiary company INKEL-EKK Roads Private Ltd., Term Deposit Lien marked for Rs.834.58 lakh.

NOTE - 2.21 SHORT TERM LOANS AND ADVANCES

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
(Unsecured, Considered good)		
INKES Trade Centre Ltd.	0.15	0.00
Kerala State Industrial Enterprises Ltd.	35.00	35.00
Others:		
Advances recoverable in cash or in kind or for value to be received	9.67	9.93
Earnest Money Deposits	54.77	91.89
Balances with Government Authorities	529.75	390.02
Advance to Suppliers/Contractors	22.52	253.15
Advance to employees	-	0.04
Advance to Gratuity	-	3.06
Others	-	0.23
(Unsecured, Considered doubtful)		
Advances recoverable in cash or in kind or for value to be received	92.53	92.53
Less: Provision for Doubtful Advances	(92.53)	(92.53)
	651.85	783.32

NOTE - 2.22 OTHER CURRENT ASSETS

(₹ In Lakh)

Particulars	As at 31-03-2022	As at 31-03-2021
Interest Receivable	413.49	213.33
Mobilisation Advance	148.58	148.58
Provision for Bill discounting	6.82	6.82
Unbilled Revenue	566.47	582.04
Claims Receivable	-	125.36
Others	437.75	797.55
	1,573.11	1,873.67

INKEL LIMITED

CIN:U45209KL2007PLC020471

Door No. 7/473 ZA - 5 & 6 - 2nd Floor, Ajijal Complex, Kakkanad, Kochi - 30

**NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31-03-2022**
NOTE - 2.23 REVENUE FROM OPERATIONS

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Sale of Services		
Income from disposal of land and building(On Long Term Finance Lease)	2,042.87	4,720.15
Construction Income (Refer Note 2.23.1)	2,618.70	1,894.26
Share of Course Fee Received	8.55	29.96
Income from Operating Lease	84.57	80.68
Income from Project Management Services (Refer Note 2.23.2)	811.42	1,112.50
Lighting system commissioning services	628.09	1,016.32
Sale of Products		
Sale of lighting system/security system	3,095.80	2,397.96
Income from Agriculture	3.33	3.99
	9,293.33	11,255.82

2.23.1 In respect of the subsidiary company INKEL-EKK Roads Private Limited, The Company recognises revenue from construction contracts based on the percentage of completion method as specified in Accounting Standard [AS 7 (Revised)] "Construction Contracts". Revenue has been recognised in the previous year to the extent of 41.30% of the Total Contract Revenue, as the percentage of completion of work as on 31st March 2021 was 41.30%. Since the percentage of completion of work as on 31st March 2022 is 46.06% based on the estimate of the project cost, revenue is recognised in the current year at 4.76% so that the cumulative revenue recognised as on 31st March 2022 is 46.06%.

2.23.2 Details of Project Management Consultancy services (PMC):

- Revenue recognised from PMC contracts : Rs 811 lakh (Rs 1113 lakh)
- Details of cost incurred for PMC contracts : Rs 587.68 lakh (Rs 646.34 Lakh)
- Amount of advances received : Rs 388.54 lakh (Rs 346.99 lakh)
- Amount of retentions: NIL (Rs. NIL)

NOTE - 2.24 OTHER INCOME

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Interest Income	557.38	496.76
Guarantee Fee Received	10.19	16.23
Profit on Sale of Assets	0.04	0.01
Interest on Fixed Deposit/Bank	263.48	218.67
Miscellaneous Income	177.09	560.16
	1,008.18	1,291.84

2.24.1 In the case of the subsidiary INKEL-KSIDC Projects Ltd, Interest Income includes Interest on Lease Premium for Rs. 152.19 lakh(Rs. 81.42 lakh) , Overdue interest on lease premium Rs. 0.14 lakh(Rs. 0.19 lakh) & Bank Interest of Rs. 52.26 lakh(Rs 16.31 lakh).

Other Note:- Undisclosed income- No Undisclosed income.

NOTE - 2.25 COST OF LAND ACQUIRED/BUILDING/AMENITIES CONSTRUCTED AND DISPOSED

(On long term finance lease agreements)

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Cost of Land	546.25	1,364.59
Cost of Building/Amenities	69.08	-
	615.33	1,364.59

NOTE - 2.26 PURCHASES OF STOCK-IN-TRADE

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Solar light	2,805.89	2,193.55
Purchase of Trading goods	-	(0.87)
	2,805.89	2,192.68

NOTE - 2.27 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Opening Stock- Raw Materials	47.63	48.50
Closing Stock- Raw Materials	47.63	47.63
Opening Stock In Trade	286.85	324.62
Closing Stock In Trade	1.17	286.85
	285.68	37.77
	285.68	38.64

NOTE 2.28 OPERATING, WORKS CONTRACT AND PROJECT EXPENSES

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Construction and Project Cost	360.03	124.76
Consultancy Charges	48.28	49.23
Finance Cost	78.02	99.20
Power Fuel and Water Charges	-	10.26
	486.33	283.45

NOTE - 2.29 EMPLOYEE BENEFITS EXPENSES

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Salaries & Allowances	698.01	852.61
Gratuity	3.06	-
Contribution to Provident and Other Funds	40.87	51.32
Staff Welfare Expenses	21.38	29.18
	763.32	933.11

2.29.1 In the case of the subsidiary INKEL-KSIDC Projects Ltd, an amount of Rs. 3.06 lakh lying in the books of accounts has been written off during the year

NOTE - 2.30 FINANCE COSTS

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Interest Expense	1,256.88	1,343.08
Interest on Incometax	0.06	-
Interest on Term Loan SBI	25.08	162.21
Interest on Public Deposits	86.70	137.61
Other Borrowing costs	2.75	2.60
	1,371.46	1,645.50

NOTE - 2.31 OTHER EXPENSES

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Expenditure on corporate social responsibility activity (See Note 2.31.1)	-	15.93
Lighting system commissioning expenses	599.79	785.09
Operation & Maintenance Expense	154.36	117.18
Agricultural expenses	4.01	8.68
Power & Fuel	18.56	23.72
Rent	71.89	52.49
Repairs & Maintenance:		
- Building	-	0.55
- Others	10.32	29.20
Insurance	2.58	4.85
Payment to Auditors		
- as auditor	10.55	9.55
- for taxation matters	1.90	2.30
- for other services	0.15	0.25
Bank charges & interest	189.59	255.18
Meeting expense	3.78	5.95
Sitting fee to Directors	16.04	10.39
Consideration for Manpower services	46.67	61.79
Advertisement & Publicity	13.82	8.93
Postages, Telephone and internet charges	4.35	6.64
Printing and Stationery	29.25	30.93
Professional Charges	118.57	377.25
Credit facility renewal charges	-	31.50
Legal Fee	64.76	15.12
Rates & Taxes	41.21	10.53
Software Running Expenses	12.58	16.86
Water line charges	14.33	-
Travelling & Conveyance	30.04	34.87
Business Promotion Expense	2.88	3.12
Office General Expenses	4.60	5.47
Miscellaneous Expenses	17.43	4.94
Loss on sale of fixed assets	0.24	-
Bad debts written off	721.85	-
Bank guarantee charges	-	161.74
Land Development expense	-	3.87
Road Project Expenses (See note 2.31.2)	-	25.92
Prior Period Expenses	0.69	-
	2,206.77	2,120.80

NOTE - 2.31.1 Note on Expenditure on Corporate Social Responsibility activities

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
i) Gross amount required to be spent during the year	-	3.28
ii) Amount spent during the year - On purposes other than above	-	15.93

2.31.2 In case of the subsidiary company - Inkel Infrastructure Development Projects Limited, Road Project expenses is incurred by the company on behalf of Calicut Expressway Private Limited (Associate Company.) This is disclosed after netting off the same amount of income reimbursable from them.

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Road Project expenses incurred	-	465.58
Less: Reimbursable from CEPL	-	465.58
Net expense incurred on behalf of CEPL	-	-

NOTE - 2.32 PROVISIONS

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31.03.2021
Provision for Doubtful debts	-	3.67
	(0.00)	3.67

NOTE - 2.33 EARNINGS PER EQUITY SHARE

(₹ In Lakh)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Basic:		
Profit/(Loss) after tax for the year as per Statement of Profit and Loss (In ₹)	418.51	2,425.17
Weighted average number of equity shares of ₹ 10/- (₹ 10/-) each (fully paid up)	17,78,14,334	17,78,14,334
Basic Earnings Per Equity Share- In ₹ (Face Value of Share- ₹ 10 each)	0.24	1.36

Diluted:		
Profit after tax for the year as per Statement of Profit and Loss (In ₹)	418.51	2,425.17
Weighted average number of equity shares of ₹ 10/- (₹ 10/-) each (fully paid up)	17,78,14,334	17,78,14,334
Diluted Earnings per Share (In ₹) (Face Value of Share- ₹ 10 each)	0.24	1.36

INKEL LIMITED
 CIN:U45209KL2007PLC020471
 Door No. 7/473 ZA - 5 & 6, 2nd Floor, Aijyal Complex, Kakkanad, Kochi - 30
NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2022

NOTE - 2.12 PROPERTY, PLANT, EQUIPMENT & INTANGIBLE ASSETS
A. PROPERTY, PLANT, EQUIPMENT

SL. NO.	Particulars	GROSS BLOCK					DEPRECIATION/AMORTISATION					NET BLOCK AS ON 31.03.2022	NET BLOCK AS ON 31.03.2021
		Opening Balance	Assets transferred on acquisition of subsidiary	Additions during the year	Deletions/ Adjustments during the year	Closing Balance	Opening Balance	Accumulated depreciation transferred on acquisition of subsidiary	For the year	Deleted during the year	Closing Balance		
1	Freehold Land	3,487.06 (3,487.06)	-	-	-	3,487.06 (3,487.06)	-	-	-	-	-	3,487.06 (3,487.06)	3,487.06 (3,487.06)
2	Leasehold Land	2,737.68 (4,731.38)	-	-	624.33 (2,017.66)	2,113.36 (2,737.68)	363.94 (488.56)	-	50.79 (57.67)	78.07 (182.28)	336.66 (363.94)	1,776.69 (2,373.74)	2,373.74 (4,242.82)
3	Building	2,441.98 (2,441.98)	-	82.95	83.78	2,441.15 (2,441.98)	1,169.53 (1,042.40)	-	104.47 (127.13)	16.94	1,257.05 (1,169.53)	1,184.09 (1,272.45)	1,272.45 (1,399.58)
4	Plant & Machinery	3,066.23 (3,063.26)	-	1.65	17.43	3,050.46 (3,066.23)	2,300.05 (2,270.20)	-	15.83 (29.85)	12.37	2,300.51 (2,300.05)	746.94 (766.18)	766.18 (793.05)
5	Furniture and Fittings	258.87 (258.34)	-	13.63	14.74	257.77 (258.87)	196.82 (187.99)	-	8.53 (6.83)	4.23	201.11 (196.82)	56.66 (62.05)	62.05 (70.35)
6	Office Equipments	46.42 (43.59)	-	2.17	-	46.42 (46.42)	40.41 (34.68)	-	3.36 (5.72)	-	43.76 (40.41)	4.83 (6.02)	6.02 (8.91)
7	Computer	128.91 (130.29)	-	3.26	0.29	131.88 (128.91)	116.91 (110.73)	-	3.67 (8.11)	0.29	120.28 (116.91)	11.60 (12.00)	12.00 (19.56)
8	Motor Car	257.16 (236.11)	-	39.03	-	296.19 (257.16)	201.04 (198.29)	-	11.63 (2.76)	-	212.68 (201.04)	83.51 (56.11)	56.11 (37.82)
9	Electrical Fittings	366.04 (366.04)	-	(21.05)	-	366.04 (366.04)	202.88 (138.16)	-	47.79 (64.72)	-	250.67 (202.88)	115.37 (163.16)	163.16 (227.88)
	Total (A)	12,790.36 (14,758.06)	-	142.70 (52.04)	740.56 (2,019.73)	12,192.50 (12,790.36)	4,591.58 (4,471.02)	-	246.08 (304.78)	111.91 (184.22)	4,725.74 (4,591.58)	7,466.76 (8,198.78)	8,198.78 (10,287.04)

B. INTANGIBLE ASSETS

1	Computer Software	27.85 (27.85)	-	-	-	27.85 (27.85)	20.42 (16.66)	-	2.12 (3.76)	-	22.54 (20.42)	5.31 (7.43)	7.43 (11.19)
	Total (B)	27.85	-	-	-	27.85	20.42	-	2.12	-	22.54	5.31	7.43
	Grand Total (A) + (B)	12,818.22 (14,785.91)	-	142.70 (52.04)	740.56 (2,019.73)	12,220.36 (12,818.22)	4,612.00 (4,487.68)	-	248.20 (308.54)	111.91 (184.22)	4,748.29 (4,612.00)	7,472.07 (8,206.22)	8,206.22 (10,298.23)

2.13.1 Deletions/ Adjustments includes cost of land/building re-classified as current asset based on management decision to dispose the same as per long term finance lease agreement.

Note No. 2.34 EMPLOYEE BENEFITS

(Disclosure under Accounting Standard 15 – ‘Employee Benefits’, Revised 2005)

2.34.1 Defined Contribution Plans
In case of the Holding Company-INKEL Ltd

During the year the company has recognised ₹ 29.85 lakh (₹35.01 lakh) as Contribution to Provident Fund, ₹ 5.25 lakh (₹ 7.60 lakh) as Contribution to National Pension Scheme and ₹ 2.85 lakh (₹2.89 lakh) as Contribution to Employee State Insurance in the Statement of Profit and Loss on account of defined contribution plans.

2.34.2 Defined Benefit Plans
Gratuity (Funded)

(i)	Actuarial Assumptions	31 st March 2022	31 st March 2021
	Discount Rate	7.37% p.a.	7.50% p.a.
	Rate of return on plan assets	7.50% p.a.	7.50% p.a.
	Compensation escalation rate *	5.00% p.a.	5.00% p.a.
	Mortality rate**	IALM 2012-14	Modified q(x) values under above Mortality Table

*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

**IAL: India Assured Lives Mortality modified Ult.

(Rs in Lakh)

(ii)	Reconciliation of present value of obligation:	31 st March 2022	31 st March 2021
	Present value of obligation at the beginning of the year	51.53	62.08
	Current Service Cost	19.12	6.85
	Interest Cost	3.60	4.91
	Actuarial gain/(loss)	19.6	11.19
	Benefits Paid	(7.00)	(33.50)
	Curtailments	-	-
	Settlements	-	-

	Present value of obligation at the end of the year	86.88	51.53
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(Rs in Lakh)

(iii)	Reconciliation of fair value of plan assets :	31 st March 2022	31 st March 2021
	Fair value of plan assets at the beginning of the year	(4.75)	25.73
	Acquisition Adjustments	-	-
	Expected return on plan assets	(0.24)	2.38
	Actuarial gain/(loss)	4.84	(3.36)
	Contributions	10.00	-
	Benefits paid	(7.00)	(33.50)
	Assets distributed on settlement	-	-
	Fair value of plan assets at the end of the year	(2.84)	(4.75)

(Rs in Lakh)

(iv)	Net (Asset)/Liability recognised in the Balance Sheet as at year end:	31 st March 2022	31 st March 2021
	Present value of obligation	86.88	51.53
	Fair value of plan assets	(2.84)	(4.75)
	Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet	84.04	56.28

(Rs in Lakh)

(v)	Expenses recognised in the Statement of Profit and Loss:	31 st March 2022	31 st March 2021
	Current Service Cost	19.12	6.85
	Interest Cost	3.60	4.91
	Expected return on plan assets	0.24	(2.38)
	Acquisition Adjustment of assets	-	-
	Actuarial (gain) /loss recognised in the period	14.80	14.55

Past Service Cost	-	-
Curtailment cost	-	-
Settlement cost	-	-
Total expenses recognised in the Statement of Profit and Loss	37.76	23.93

Leave Plan (Unfunded)

(i) Actuarial Assumptions	31 st March 2022	31 st March 2021
Discount Rate	7.365% p.a.	7.50% p.a.
Rate of return on plan assets	Not Applicable	Not Applicable
Compensation escalation rate *	5.00% p.a.	5.00% p.a.
Mortality rate	Indian Assured Lives Mortality [2012-2014] Ultimate Table	Indian Assured Lives Mortality [2006-2008] Ultimate Table

*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

(Rs in Lakh)

(ii) Reconciliation of present value of obligation:	31 st March 2022	31 st March 2021
Present value of obligation at the beginning of the year	63.06	87.45
Current Service Cost	18.47	22.50
Interest Cost	3.76	7.40
Actuarial (gain)/loss	12.05	27.30
Benefits Paid	(25.83)	(81.60)
Curtailments		
Settlements		
Present value of obligation at the end of the year	71.51	63.06

(Rs in Lakh)

(iii)	Reconciliation of fair value of plan assets :	31 st March 2022	31 st March 2021
	Fair value of plan assets at the beginning of the year	-	-
	Expected return on plan assets	-	-
	Actuarial gain/(loss)	-	-
	Contributions	-	-
	Benefits paid	-	-
	Assets distributed on settlement	-	-
	Fair value of plan assets at the end of the year	-	-

(Rs in Lakh)

(iv)	Net (Asset)/Liability recognised in the Balance Sheet as at year end:	31 st March 2022	31 st March 2021
	Present value of obligation	71.51	63.06
	Fair value of plan assets	-	-
	Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet	71.51	63.06

(Rs in Lakh)

(v)	Expenses recognised in the Statement of Profit and Loss:	31 st March 2022	31 st March 2021
	Current Service Cost	18.47	22.50
	Interest Cost	3.76	7.40
	Expected return on plan assets	-	-
	Actuarial (gain) /loss recognised in the period	12.05	27.30
	Past Service Cost	-	-
	Curtailement cost	-	-
	Settlement cost	-	-
	Total expenses recognised in the Statement of Profit and Loss	34.28	57.20

The above disclosures are based on information certified by the independent actuary and relied upon by the auditors.

Note - 2.35

Disclosure of transactions with Related Parties as required by Accounting Standard - 18 on Related Party Disclosures as prescribed by Companies (Accounting Standards) Rules, 2006.

A. Related parties and nature of relationship

i. MIV Logistics Private Limited	Associate Company
ii. Calicut Expressway Private Limited (CEPL)	Associate Company
iii. KSIDC Limited	Enterprise having substantial interest in the Subsidiary Company - INKEL-KSIDC Projects Limited
iv. EKK Infrastructure Private Limited	Enterprise having substantial interest in the Subsidiary Company - INKEL-EKK Roads Private Limited
v. KSIE Limited	Enterprise having substantial interest in the Subsidiary Company - INKES Trade Centre Limited
vi. AV Associates	Enterprise in which Key Managerial Personnel of the subsidiary Company - Seguro Foundations & Structures Private Limited are able to exercise significant influence
vii SeaBird Sea Plane Private Limited	Associate Company of MIV Logistics Private Limited
viii INKEL KSIDC Projects Limited	Subsidiary Company
ix KMC-INKEL (JV)	Jointly Controlled Operation(w.e.f 12-12-2018)
x Key Managerial Personnel	
Mr. K Venugopal	Managing Director (w.e.f. 04-02-2020) (upto 25.06.2020)
Mr M.P Dinesh	Managing Director (w.e.f. 26-06-2020) (up to 30.10.2020)
Mr. Mohanlal A	Managing Director (w.e.f. 31-10-2020) (up to 31.01.2022)
Dr. Ellangovan K	Managing Director (w.e.f. 24-02-2022)

In subsidiary Seguro Foundations and Structures Pvt Ltd.

Mr. C V Rajeev	Managing Director of the company
Mrs. Seena Rajeev	Director of the company

B. Description of Transactions
(₹ in Lakh)

Nature of Transaction	Subsidiary/ Associate/ Jointly Controlled Entity	Key Managerial Personnel	Total
Income			
1. Guarantee Commission Received			
MIV Logistics Private Limited	10.19	-	10.19
	(16.23)	-	(16.23)

2. Expenses Recovered			
MIV Logistics Private Limited	9.69	-	9.69
	(34.27)	-	(34.27)
Expenses			
1 Remuneration to Managing Director			
Mr. Mohanlal A	-	8.63	8.63
	-	(9.97)	(9.97)
Mr. Ellangovan K	-	5.99	5.99
	-	-	-
In subsidiary Inkel-EKK Roads Private Limited			
1. Sitting Fees	-	-	-
	-	(0.88)	(0.88)
In subsidiary Inkel Infrastructure Development Projects Limited			
1. Road project expenses incurred on behalf of:			
Calicut Expressway Private Limited (CEPL)	837.67	-	837.67
	(837.67)	-	(837.67)
Loans and Advances			
1. Calicut Expressway Private Limited(CEPL)	4,473.07		4,473.07
- Loan/Advances given	(4,473.07)		(4,473.07)
2. KSIE Limited			
- Loan/Advances given	35	-	35
	(35)	-	(35)
3. EKK Infrastructure Private Limited			
-Intercorporate Loan	-		-
	-		-
4 In subsidiary Inkel Infrastructure Development Projects Limited			
<u>Unsecured loan received</u>			
Varghese Kurian	-	-	-
		(345.00)	(345.00)
Mohamed Althaf	-	-	-
		(345.00)	(345.00)
5 In subsidiary Inkel Infrastructure Development Projects Limited			
Calicut Expressway Private Limited (CEPL)	4,800.00	-	4,800.00
	(5,521.85)		(5,521.85)
Investments			
1. In subsidiary Inkel Infrastructure Development Projects Limited			
Calicut Expressway Private Limited	33.07	-	33.07
	(33.07)	-	(33.07)
Guarantee given during the year			
1. Calicut Expressway Private Limited	8,550	-	8,550
	(8,550)	-	(8,550)
Guarantee given			
1. MIV Logistics Private Limited	4,550.00	-	4,550.00
	(4,550.00)	-	(4,550.00)
2. Calicut Expressway Private Limited	8,550.00	-	8,550.00
	(8,550.00)	-	(8,550.00)

Receivables			
1. MIV Logistics Private Limited	19.12	-	19.12
	(28.62)	-	(28.62)
2. KSIDC Limited	42.39	-	42.39
	(18.43)	-	(18.43)
3 SeaBird Sea Plane Private Limited	301.85	-	301.85
	(301.85)	-	(301.85)
Payables			
1. EKK Infrastructure Private Limited	-	-	-
	-	-	-
2. KSIE Limited (Payable against lease premium)	275	-	275
	(275)	-	(275)

2.35.1 Transactions in the nature of current account transactions have not been included in the above disclosure.

2.35.2 Transactions with Associate Company are prior to elimination.

Note - 2.36

In case of the company and its subsidiaries:

The companies are engaged in providing infrastructure facilities and other services in connection with infrastructure projects including construction. In the opinion of the management, this is the only primary reportable segment within the meaning of Accounting Standard-17 notified by the Companies (Accounting Standards) Rules, 2006.

In case of the associate company :

The company has during the year a single segment namely "LOGISTICS". Therefore the company's business does not fall under different segments as defined by AS-17 "Segmental Reporting" issued by ICAI.

Note - 2.36.1

In case of the subsidiary company INKES Trade Centre Limited:

The company has entered agreement with KSIE Ltd for developing of land at Thampanoor and lease premium is amortised during the period under review.

Preoperative expense incurred will be allocated to the assets at the time of capitalization.

Note - 2.36.2

In case of the subsidiary company INKEL-EKK ROADS PRIVATE LIMITED

The Company, being engaged in the business of developing, operating and maintaining an infrastructure facility, is eligible to claim a deduction of an amount equal to hundred per cent of the profits and gains derived from such business for ten consecutive assessment years under Section 80IA of the Income Tax Act, 1961. The company has claimed the said deduction from Assessment Year 2018-19, 2019-20 and 2020-21

Note 2.36.3

In case of the associate company MIV Logistics Private Limited

Penal Interest due on default of instalments and interest amounting to Rs. 10.24 lakhs (Rs.8.84 lakhs) and Rs 64.00 lakhs (Rs.55.48 lakhs) respectively from Sea Bird Sea Plane Services (P) Ltd is not recognized in the accounts.

Cumulative interest amount receivable from Sea Bird Sea Plane services is Rs 281.38 Lakhs (Rs 217.38 lakhs). Penal Interest due on installments unpaid and interest amounting to Rs.44.94 lakhs (Rs 34.74 lakhs).

Note no: 2.37
RATIOS

SI No.	Particulars	Numerator	Denominator	31.03.22	31.03.21	Variance
1	Current Ratio	Current Assets	Current Liabilities	2.00	1.71	29%
2	Debt Equity Ratio	Total Debt	Equity	0.84	0.98	-15%
3	Debt Service Coverage Ratio	Net Profit before Tax and before interest depreciation	Repayment of instalment and interest	0.87	0.56	32%
4	Return on Equity	Net Profit after Tax	Equity Capital	0.05	0.17	-12%
5	Inventory Turn Over Ratio	Cost of goods sold	Average Inventory	16.15	6.78	-938%
6	Trade Receivable Turn Over Ratio	Revenue from operations	Trade Debtors	1.22	1.26	-5%
7	Trade Payable Turn over Ratio	Operating Expenses	Creditors	1.15	1.43	-28%
8	Net Capital Turn Over Ratio	Revenue from Operations	Net Working Capital	0.34	0.40	-6%
9	Net Profit Ratio	Net Profit after Tax	Turn over	0.09	0.27	-18%
10	Return On Capital Employed	Earnings before Interest & Tax	Capital employed	0.03	0.09	-6%
11	Return On Investment	Return on Investment	Non Current Investment	0.02	0.02	0%

Reason for Variance above 25%

- 1) **Current Ratio**
In case of INKEL EKK Projects Limited(one of the subsidiaries), short term borrowing has been reduced by Rs 825 lakh(paid to the bank) impacting significantly
- 2) **Debt Service Coverage Ratio**
Last year Profit was negative compared to the current year.
- 3) **Inventory Turnover Ratio**
The said inventory pertains to Solar Projects and maintaining stock is not under the scope of INKEL Limited, however a negligible amount of Inventory for Rs 1.17 lakh is maintained due to the same being Unbilled to the Customer.
In case of IIDPL, entire Inventories has been written off during the year and Revenue from operations reported as NIL
- 4) **Trade Payable Turn over Ratio**
Variance reported due to value of Creditors increased compared to previous year

Note - 2.38 Contingent Liabilities not provided for :

(₹ in Lakh)

Particulars	As at 31.03.2022	As at 31.03.2021
I. In case of the Company		
a) Corporate guarantee issued in favour of -		
- MIV Logistics Private Limited	4,550.00	4,550.00
- Seguro-INKEL Consortium LLP	5,750.00	5,750.00
- INKEL-EKK Roads Private Limited	18,200.00	18,200.00
- INKEL KSIDC Projects Limited	-	643.55
b) Performance Guarantee issued in favour of:	-	-
- National Highway Authority of India (NHAI) on behalf of Calicut Expressway Private Limited- secured by cash margin of ₹ 21,75,00,000 and also by equitable Mortgage of 124.12 acres of land at Palakkad and unsold space/ receivables of INKEL Tower II at Angamaly. INKEL is in the process of forming the strategies for implementation of the Calicut Expressway project, to be implemented by INKEL directly or through any of its subsidiaries or JV's, and is yet to be finalised.	8,550.00	8,550.00
	-	-
	-	-
c) Other Counter Guarantees issued in favour of Banks for the guarantees issued by the Banks	942.67	1,107.78
-KSEB	677.94	630.27
LSGD-Kerala	4.69	-
PWD	3.03	-
-CSML	5.00	-
-KINFRA	230.00	229.63
-RDPR KARNATAKA	22.01	40.00
-LETTER OF CREDIT-TELK	-	128.19
-LETTER OF CREDIT-ABB	-	79.70
d) Claims towards Building Tax	131.16	131.16
II. In case of the subsidiary company INKEL - KSIDC Project Limited		
a) Interest as per the lease agreement entered into with Kerala State Industrial Development Corporation (KSIDC) not provided in the books for the lease premium, being paid on instalments as the matter is under renegotiation by the management with KSIDC and is expected a waiver.	805.00	805.00
III. In case of the subsidiary entity SEGURO-INKEL Consortium LLP		
a) Guarantees	5,750	5,750
1	Federal bank has filed an application before the Debt Recovery Tribunal (OA 149/2021) under S.19 of the Recovery of Debts and Bankruptcy Act,1993 against M/s Seguro Foundations and Structures Pvt Ltd in which INKEL is arrayed as the 5th defendant. The application is filed for recovery of Rs.4978.39 lakh along with pendente lite and future interest @ 10.58% + 2% penal interest per annum. The bank has also prayed for a direction from the DRT in the same petition for payment of Rs.52.01 lakh along with pendente lite and future interest @10.48% +2% penal interest. The case is being defended by INKEL as there is no corporate guarantee extended by INKEL.	
2	Federal bank has filed an application before the Debt Recovery Tribunal (OA 158/2021) under S.19 of the Recovery of Debts and Bankruptcy Act,1993 against M/s Seguro-INKEL Consortium LLP in which INKEL is the 4th defendant. Inkel is a partner in the said LLP with 50% shareholding. The application is filed for recovery of Rs.270.66 Lakh along with pendente lite and future interest @ 10.58% + 2% penal interest per annum. INKEL is trying for one time settlement in this case.	
3	One Mr. Shaji Mathew has filed a case before the NCLT, Kochi bench against M/s Seguro Foundations and Structures Pvt Ltd claiming an amount of Rs. 11.02 Lakh. INKEL has been exparte impleaded as Additional Corporate Debtor in this case by virtue of NLCT order dated 26.11.2020. INKEL has obtained an indefinite stay from NCLAT against this order.	
4	M/s CEMEX has raised a Demand under rule 5 of Insolvency and Bankruptcy Code jointly against Seguro Foundations and Structures Pvt Ltd and INKEL for the dues claimed to be payable by Seguro Foundations and Structures Pvt Ltd. The claimed amount is Rs.41.52 lakh as per RA bill and profitability statement, rent bill and other heads is Rs.114.46 lakh , interest at the rate of 12% amounting to Rs.23.00 lakh, totaling to an amount of Rs. 178.97 lakh INKEL has replied to this disputing the claim raised. No litigation initiated as on 24.06.2022.	

Note 2.39
Computation of goodwill arising on consolidation of Subsidiary Company: INKEL EKK Roads Private Limited

Particulars	As at 31st March 2022	As at 31st March 2021
Consideration Paid	816.00	816.00
Less: Nominal value of share capital held by INKEL Limited in INKEL EKK Roads Private Limited	816.00	816.00
Less: Share of INKEL Limited in the accumulated losses as on the date of acquisition	(3.34)	(3.34)
Add: Transfer from Minority Interest on change in Share Holding in Financial Year 2017-18	2.75	2.75
Goodwill on consolidation	6.09	6.09

NOTE - 2.40
2.40.1 Fraud on INKEL:

INKEL Limited (INKEL) had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 and made an investment of Rs.1381.50 lakh. SFS has been functioning as a subsidiary of INKEL from such date. During the financial year 2018-19 certain instances of non-adherence with proper corporate governance systems, as also incompleteness/deficiencies in the financial information furnished by the former management of SFS were noticed, which were prima facie considered material. The committee constituted by the Board of INKEL has found out serious lapses, irregularities, diversion of funds and misappropriations including "Overvaluation of Seguro's shares for investment by INKEL, Practice of showing inflated unbilled revenue (work in progress), Non Utilisation of Investment by INKEL on any projects, Irregularities in financial transactions and diversion of funds, Absence of transparency in related party transactions, Statutory non compliances and malpractices to hide the same, availing higher working capital facility from bank by submitting inflated receivable" etc. and recommended the Board to consider legal remedies against the erstwhile management of SFS. The forensic audit simultaneously conducted by the management of INKEL by engaging a firm of chartered accountants had also reported that the Managing Director of SFS has perpetrated frauds by "siphoning funds through bogus creditors, fictitious expense, misappropriation/ diversion of funds, overstatement of unbilled revenue, conflicting interest, non-reported related party transactions" etc. Based on the aforesaid reports INKEL has initiated legal actions against SFS and its erstwhile management. Having regard to the report that SFS's shares were overvalued through misrepresenting its financial positions and the investment made by INKEL was siphoned away by the managing director of SFS, the Board of INKEL has declared the transaction of investment in

SFS as a fraud on INKEL by SFS.

2.40.2 Impairment of value of investment:

i) Based on unaudited financial statements as on 31/03/2019 provided by SFS and the provisional financial statements of SFS compiled for the year ended 31/03/2020, the net worth of SFS has fully eroded. Further no financial statements of SFS was compiled for the year 31/03/2021 and 31/03/2022. In view of the matters of fraud and erosion of share value reported above, there is permanent diminution in the value of investments in the subsidiary company, SFS as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision made on FY 2019-20 has been retained for the investment of Rs. 1381.50 lakh by INKEL in SFS as on 31.03.2022.

ii) Based on audited financial statements as on 31/03/2022 provided by INKEL Infrastructure Development Projects Limited, the net worth has fully eroded. In view of the erosion in share value reported above, there is permanent diminution in the value of investments in the subsidiary company, IIDPL as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence full provision has been retained for the investment of Rs. 1.00 lakh by INKEL in INKEL Infrastructure Development Projects Limited as on 31.03.2022.

2.40.3 Investment in other subsidiaries and associates:

a) As per audited financial statements of the following subsidiary companies and an associate of INKEL, the net worth of these companies as at 31st March 2022 continues to be eroded, although not turned negative, which has resulted in value of the shares as per books of the respective companies having values lower than the cost of investments in equity shares are shown hereunder:

Rs in Lakh

Name of Company / Relationship	Carrying Cost of Investment as per books of INKEL		Share of Net Asset Value as per books of the respective Company	
	As at 31 st March 2022	As at 31 st March 2021	As at 31 st March 2022	As at 31 st March 2021
1)INKES Trade Centre Limited (INKES)/ Subsidiary	370.00	370.00	304.63	309.95
2)MIV Logistics Private Limited (MIV)/ Associates	1182.97	1182.97	303.80	218.25

b) Further, as per the financial statements of MIV ((a) (2) referred to above) as at 31st March 2021, the said company is holding investments in equity shares amounting to Rs.269.13 lakh in its associate company viz. Seabird Seaplane Private Limited (Seabird) and has outstanding loans and advances given by MIV to the said company amounting to Rs.301.84 lakh (excluding interest not charged in accounts). Seabird has not commenced any commercial operations since its inception in 2012 and insolvency resolution process has been initiated against that company before National Company Law Tribunal (NCLT). Pending resolution of the said proceedings and in the absence of a proper valuation of the assets of Seabird, MIV has not recognised any loss in the carrying cost of investments or loans receivable in its books, which if fully

adjusted/provided for, would have a further impact of the Net Worth of MIV becoming lower to the extent of Rs.570.98 lakh, with consequential reduction in the net asset value of shares of MIV.

c) Based on the valuation of the assets (including lease hold land) of the above subsidiaries and associate companies carried out by independent chartered engineers engaged by the respective companies, and improved plans for future operations as approved by the Board of INKEL, the management is of the opinion that there is no permanent diminution in value of such investments to be adjusted/ provided for at this stage in the accounts of INKEL at this stage as at 31st March 2022, as per AS-13 (Accounting for Investments).

Note - 2.41

Capital Commitments	As at 31.03.2022	As at 31.03.2021
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil

Note 2.42 Remittances in Foreign Currency
Note - 2.42.1 Dividend

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Year to which dividend relates	Financial Year 2020-21	Financial Year 2019-20
Amount remitted during the year	-	-
Number of non resident shareholders	-	-
Number of shares on which dividend was due	-	-

Note - 2.42.2 Other Remittances

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Software Purchase	0.79	0.80

NOTE - 2.43
In case of the Company

Impact of tax rate change: The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has re-measured its Deferred Tax Assets basis the rate prescribed in the said section. The full impact of this change has been recognised in the statement of Profit & Loss for the year.

NOTE - 2.44
In case of the Company

Operating Lease: Company as Lessee

The Company has acquired assets under the operating lease agreements that are renewable on a periodic basis at the option of both the lessor and lessee. Rental expenses are those expenses under those leases debited to statement of profit and loss was Rs.51.79 lakh (Rs.52.85 lakh). The company has only entered into cancellable lease arrangements.

NOTE - 2.45

Previous year figures unless otherwise stated are given within brackets and have been regrouped and

recast wherever necessary.

NOTE - 2.46

Title deeds of Immovable Property not held in name of the Company and its subsidiaries - NIL

NOTE - 2.47

The Company and its subsidiaries have not revalued its Property, Plant and Equipment during the year by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

NOTE - 2.48

The Company and its subsidiaries have not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) except, - INKEL EKK Projects Private Limited granted Loan to M/s EKK Projects Limited- Outstanding amount as on 31.03.2022- Rs 1751.00 lakh

NOTE - 2.49

Capital-Work-in Progress (CWIP)

CWIP Ageing schedule

Rs in Lakh

Amount in CWIP for the period of	CWIP	Project In Progress	Projects Temporarily Suspended
	Less than 1 year		1.77
1 to 2 years		-	
2 to 3 years		118.23	
3 years and above		-	
Total		120.00	-

NOTE - 2.50

The Company and its subsidiaries have no Intangible Assets under Development as on 31.03.2022, whose completion is overdue or has exceeded its cost compared to its original plan.

NOTE - 2.51

The Company and its subsidiaries does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

NOTE - 2.52

The Company and its subsidiaries have not been declared wilful defaulter by any bank or financial insti-

tution or other lender or government

NOTE - 2.53

The Company and its subsidiaries does not have any transactions with companies struck off.

NOTE - 2.54

The Company and its subsidiaries does not have any charges or satisfaction which is yet to be registered with ROC (Registrar of Companies) beyond the statutory period.

Note 2.55

The Company and its subsidiaries have Complied with number of layers of companies are as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Note No 2.56 Additional information as required by paragraph 2 of the General instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

Name of the entity	As at 31.03.2022 Net Assets, ie Total Assets - Total liabilities		As at 31.03.2021 Net Assets, ie Total Assets - Total liabilities	
	As a % of consolidated net assets	Amount (₹ In Lakh)	As a % of consolidated net assets	Amount (₹ In Lakh)
Parent Company	65.21%	15,569.38	66.37%	15,256.44
Subsidiaries:				
INKEL KSIDC Projects Limited	13.77%	3,287.21	11.39%	2,617.76
INKES Trade Centre Ltd	1.28%	304.64	1.35%	309.95
INKEL EKK Roads Private Limited	14.86%	3,546.73	12.79%	2,940.37
Seguro Foundations & Structures Pvt Ltd	0.00%	-	0.00%	-
Inkel Infrastructure Development Projects Limited	-5.45%	(1,302.35)	-0.46%	(105.20)
Subsidiary Entity:				
SEGURO-INKEL Consortium LLP	-0.99%	(237.11)	-0.92%	(212.09)
Associate Company:				
Equity Investment in MIV Logistics Private Limited		1,182.97		1,182.97
Add: Share of Profit		1,268.51		1,178.19
	0.36%	85.54	-0.02%	(4.78)
Equity Investment in Calicut Expressway Private Limited	0.00%	-	0.14%	33.08
Minority Interest	10.98%	2,621.64	9.36%	2,152.32
Total	100%	23,875.68	100%	22,987.86

Name of the entity	For the year ended 31.03.2022 Share in Profit or (Loss)		For the year ended 31.03.2021 Share in Profit or (Loss)	
	As a % of consolidated Profit or (Loss)	Amount (₹ In Lakh)	As a % of consolidated Profit or (Loss)	Amount (₹ In Lakh)
Parent Company	25.93%	230.18	-36.36%	841.24
Subsidiaries:				
INKEL KSIDC Projects Limited	75.45%	669.89	-27.85%	1,502.92
INKES Trade Centre Ltd	-0.60%	(5.32)	2.42%	(5.21)
INKEL EKK Roads Private Limited	68.30%	606.38	-7.75%	206.43
Seguro Foundations & Structures Private Limited	0.00%	-	0.00%	-
Inkel Infrastructure Development Projects Limited	-135.07%	(1,199.15)	26.13%	(34.68)
Subsidiary Entity:				
SEGURO-INKEL Consortium LLP	3.49%	30.98	89.74%	(80.75)
Associate Company:				
MIV Logistics Private Limited	9.63%	85.54	-24.88%	(4.78)
Minority Interest	52.86%	469.31	19.72%	606.50
Total	100%	887.82	100%	3,031.67

For and on behalf of the Board of Directors

As per our separate report of even date attached

Dr. K Ellangovan
Managing Director
DIN: 05272476

Jacob Koor Ninan
Director
DIN: 01213357

For Sridhar & Co
Chartered Accountants
FRN : 0039785

Meera C
Company Secretary

Prasanna Kumar V
Chief Financial Officer

CA. S. Unnikrishnan
Partner
Membership No.218366
UDIN:22218366AMUTQU1497

Date: 29.06.2022
Place: Kochi



inkel

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REGISTERED OFFICE

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