

# **ORGANIC RECYCLING SYSTEMS LIMITED**

**CIN:U40106MH2008PLC186309**

**1003, 10th Floor, The Affaires Plot No 9, Sector No 17, Sanpada, Navi Mumbai Thane MH  
400705 IN**

**15<sup>TH</sup> ANNUAL REPORT 2022-23**

## **Organic Recycling Systems Limited**

**CIN: U40106MH2008PLC186309**

### **15<sup>TH</sup> ANNUAL REPORT 2022-23**

#### **BOARD OF DIRECTORS**

Mr. Sarang Bhand	Managing Director
Mr. Yashas Bhand	Whole Time Director and CEO (Change in Designation w.e.f 01 <sup>st</sup> October, 2022)
Mrs. Janaki Sarang Bhand	Non-Executive Director (Appointed w.e.f 01 <sup>st</sup> September, 2022)
Mr. Rakesh Mehra	Independent Director (Appointed w.e.f 04 <sup>th</sup> October, 2022)
Mr. Amit Vijay Karia	Independent Director (Appointed w.e.f 04 <sup>th</sup> October, 2022)

#### **CHIEF FINANCIAL OFFICER**

Mr. Jigar Suresh Gudka

#### **COMPANY SECRETARY**

Ms. Zinal Mukund Shah

#### **AUDITORS**

M/s. Jayesh Sanghrajka & Co. LLP  
Chartered Accountants

#### **REGISTERED OFFICE**

1003, 10th Floor, The Affaires Plot No 9,  
Sector No 17, Sanpada, Navi Mumbai  
Thane MH 400705 IN

## NOTICE

**NOTICE** is hereby given that the Fifteenth Annual General Meeting of the shareholders of **Organic Recycling Systems Limited** will be held on **Friday, 25<sup>th</sup> day of August 2023** at **03:30 p.m** at Meeting Room-1, S Floor, Vivanta Navi Mumbai, Turbhe, D/40-1, Turbhe MIDC Rd, MIDC Industrial Area, Turbhe, Navi Mumbai - 400705.India to transact the following matters:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mrs. Janaki Sarang Bhand (DIN: 07118415), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Janaki Sarang Bhand (DIN: 07118415), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

### SPECIAL BUSINESS:

3. **Alteration of the Object Clause of the Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 4 to 12 after existing sub-clause No.3:

4. To design, manufacture, install, commission, market, trade, acquire, sell, maintain and to generally deal in equipment, machinery, etc. in waste to material recovery & waste to energy sector including non-conventional energy resources.
5. To design, manufacture, market, acquire, sell, trade and to generally deal in products dealing in handling, processing & disposal of wastes including municipal, industrial, hazardous waste and other biomass.
6. To undertake marketing & trading of equipment's, organic chemicals, organic manure, recycables and other products recovered from waste feedstocks & other biomass.
7. To undertake research & development (R & D) activities to provide sustainable technology solutions for material recovery from all kinds of waste including agriculture, industrial waste, electronic waste, municipal waste etc.
8. To provide contract research services & training services to various industries to meet sustainability & ESG goals.
9. To collaborate with various government and non-government entities, universities in the field of research & development
10. To undertake consulting & engineering assignments in the field of environment & waste management.

11. To carry out laboratory services including training services, testing services, consulting services to set-up laboratories and trading of laboratory equipment.
12. To provide Engineering, Procurement & Construction services in waste to material recovery sector.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**4. Adoption of New set of Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5,14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, the consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company, as the Articles of Association of the Company in the place and in exclusion and substitution of the entire existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Place: - Navi Mumbai**  
**Date: - 03/08/2023**

**By Order of the Board of Directors**  
**For Organic Recycling Systems Limited**

**Ms. Zinal Mukund Shah**  
**Company Secretary**

**Registered office:**  
**Organic Recycling Systems Limited**  
1003, 10th Floor, The Affaires Plot No 9,  
Sector No 17, Sanpada, Navi Mumbai  
Thane MH 400705 IN

**Tel.:** 022 41702222  
**Website:** <https://organicrecycling.co.in/>  
**Email:** [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in)

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** In order to be effective, the instrument of proxy must be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed herewith.
3. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at Annual General Meeting of the Company.



4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Route-map to the venue of the Meeting is provided at the end of the Notice.
6. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Janaki Sarang Bhand (DIN: 07118415), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends her re-appointment. Details required as per SS-2 is annexed as Annexure A.
7. The Company has obtained ISIN No of Equity Shareholders. The ISIN No. of the Company is INE0MIO01019 Members having shares in physical mode are requested to get their shares in Demat. No Shares can be transferred in physical mode pursuant to section 56 of Companies Act, 2013. Therefore Shares can only be transferred in Demat mode only.

## **EXPLANATORY STATEMENT**

**[Pursuant to Section 102 of the Companies Act, 2013]**

### **Item 3**

We are an engineering company focused on environmental solutions and provide waste management solutions across waste types and across the value chain. The Company has been a forerunner in providing sustainable waste management solutions in India since 2008.

Waste Management is a very huge opportunity in India due to its demographics and consumption pattern. The sector is in its growth stage with very few players having the right technology and capability to provide sustainable solutions. With the data collected over the years, the company is now a front runner for various EPC opportunities in the country and to provide solutions encompassing entire value chain for waste management.

The company is determined to enter into and become one of the leading technology service providers for mitigating waste management challenges by promoting sustainable technological innovations right from door-step and community level solutions to large scale end-to-end infrastructure solutions for waste management. The goal is to integrate and develop a wide technological and service spectrum to provide solutions for managing various waste streams for resource recovery, recycling & upgradation & reduction of waste for final disposal and providing advisory services for the same.

To commence the proposed new business activities, the Object Clause [Clause III (A)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting sub-clause No. 4 to 12 after existing sub-clause No. 3 as stated in the Special Resolution annexed to the Notice. The above amendment would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary.

The Board at its meeting held on June 09, 2023 has considered and approved proposal of aforesaid amendments subject to approval of shareholders.

A copy of the Altered Memorandum of Association of the Company and the relevant documents is available for inspection by the Members of the Company at its Registered Office between 11.00 am to 1.00 pm on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 3 as a Special Resolution.

### **Item No. 4**

Our Company has filed Prospectus on Bombay Stock Exchange to get listed on SME Platform. In this connection, the Company is required to amend its existing Article of Association (AOA) with respect to the change in line with SEBI Guidelines.

The Companies Act, 2013 has been amended frequently by way of notifications and amendment acts including Companies (Amendment), 2020 and Rules framed thereunder and have also undergone sea change by way of numerous circulars and notifications issued by SEBI and Central Government. Earlier, the company had altered its Articles of Association to implement new provisions of Companies Act, 2013. However, in view of frequent changes thereafter, it was thought fit by the Board of directors of the company that certain clauses of the existing Articles of Association of the company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of Articles of Association to align the same with the prevailing provisions of the Act and Rules referred hereinabove. During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of Articles of Association has also been changed and were required to be renumbered. Therefore, the Board of Directors of the Company are of the view that, the existing set of Articles of Association should be replaced wholly by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares, recent amendment in the Companies Act

The Board at its meeting held on June 09, 2023 has considered and approved proposal of new sets of the AoA of the Company subject to approval of shareholders.

A copy of proposed new set of the Article of Association of the Company and other relevant documents together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office between 11.00 am to 1.00 pm during normal business hours on all working days (Except Saturday and Sunday).

As per Section 5, 14 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of adoption of new set of Articles of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 4 as a Special Resolution.

#### **ANNEXURE - A**

Name of the Director	Mrs. Janaki Sarang Bhand
DIN	07118415
Date of Birth	12 June 1985
Age	38 Years
Date of First Appointment on the Board	01st September, 2022
Qualification	Psychologist
Brief Resume, Experience and Expertise in Functional Area	<p>Mrs. Janaki Bhand is the Woman Director of our Company. She is a practicing psychologist for more than 10 years. She is a Gold medalist in BA Psychology from IEHE, Bhopal. She has done her MA in Clinical Psychology from MSU Baroda and PG Diploma in Guidance and Counseling from Fergusson Collage, Pune. She is also a REBT practitioner and has earned her Certificate from Albert Ellis Institute, India. She has previously been associated with the Inclusive Education Cell at the Podar Education Network as a Counselor and with eClerx India as consultant corporate Psychologist. She is also on the panel of online Counselors with Don Bosco's Prafulla (Andheri), and a guest Faculty at the National Institute of Fashion Technology, Kharghar.</p> <p>Mrs. Bhand has her own counseling &amp; training venture under the brand</p>

	name "Soch". Soch is engaged in imparting soft skills training, educational guidance, counseling and consultation services with a mission to promote holistic development of individuals.
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mrs. Janaki Sarang Bhand, who retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
Number of Meetings of the Board attended during the year	12 Meetings of Board of Directors attended
Remuneration last drawn	Director Sitting Fees paid as 1,20,000
Remuneration sought to be paid	Mrs. Janaki Sarang Bhand is entitled to receive Director sitting Fees.
List of Companies and/or Bodies Corporate in which Directorships Held	<p>Mrs. Janaki Sarang Bhand does not hold any directorship in the Listed Company. Details of other companies and body corporates are as under:</p> <ol style="list-style-type: none"> <li>1. Five Elements Environment Ventures Private Limited</li> <li>2. Five Elements Research Foundation</li> </ol>
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mrs. Janaki Sarang Bhand with Mr. Sarang Bhand and Mr. Yashas Bhand.

**ATTENDANCE SLIP**

**ORGANIC RECYCLING SYSTEMS LIMITED**

**CIN No.U40106MH2008PLC186309**

**Regd Office: 1003, 10th Floor, The Affaires Plot No 9, Sector No 17, Sanpada, Navi Mumbai Thane MH  
400705 IN**

**Phone: 022 41702222**

<b>DP ID*</b>	<b>Client ID*</b>	<b>Folio No.</b>	<b>No. of Share(s) held</b>

\* Applicable for members who are holding shares in dematerialized form

I hereby record my presence at the 15<sup>th</sup> Annual General Meeting of the Company on Friday, **25<sup>th</sup> August, 2023** at 3.30 p.m. at Meeting Room-1, S Floor, Vivanta Navi Mumbai, Turbhe, D/40-1, Turbhe MIDC Rd, MIDC Industrial Area, Turbhe, Navi Mumbai - 400705.

<b>Name of the Member(s)</b>	
<b>Signature of the Member</b>	
<b>Name of the Proxy</b>	
<b>Signature of the Proxy</b>	

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.*

**PROXY FORM NO. MGT-11**

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

**ORGANIC RECYCLING SYSTEMS LIMITED**

**CIN No.U40106MH2008PLC186309**

**Regd Office: 1003, 10th Floor, The Affaires Plot No 9, Sector No 17, Sanpada, Navi Mumbai Thane MH 400705 IN**

**Email:- [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in) Website:-[www.organicrecycling.co.in](http://www.organicrecycling.co.in)**

**Phone: 022 41702222**

Name of the Member:

<b>Name of the Member(s)</b>	
<b>Registered Address:</b>	
<b>Email-Id:</b>	
<b>Folio No.</b>	

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

1. Name:.....Address:.....

Email Id:.....,or failing him

2.Name:.....Address:.....

Email Id:.....,or failing him

3.Name:.....Address:.....

Email Id:.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the company to be held on **Friday, 25<sup>th</sup> August, 2023** at 3.30 p.m. at Meeting Room-1, S Floor, Vivanta Navi Mumbai, Turbhe, D/40-1, Turbhe MIDC Rd, MIDC Industrial Area, Turbhe, Navi Mumbai - 400705 or at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	Adoption of Standalone and Consolidated Financial Statement for the year ended 31st March 2023		
2.	To appoint Mrs. Janaki Sarang Bhand (DIN: <u>07118415</u> ), who retires by rotation as a Director		
<b>Special Business</b>			
3.	Alteration of the Object Clause of the Memorandum of Association of the Company		
4.	Adoption of New set of Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.		

Signed this.....day of .....2023.

Signature of Shareholder:.....

Rs. 1/-

Revenue

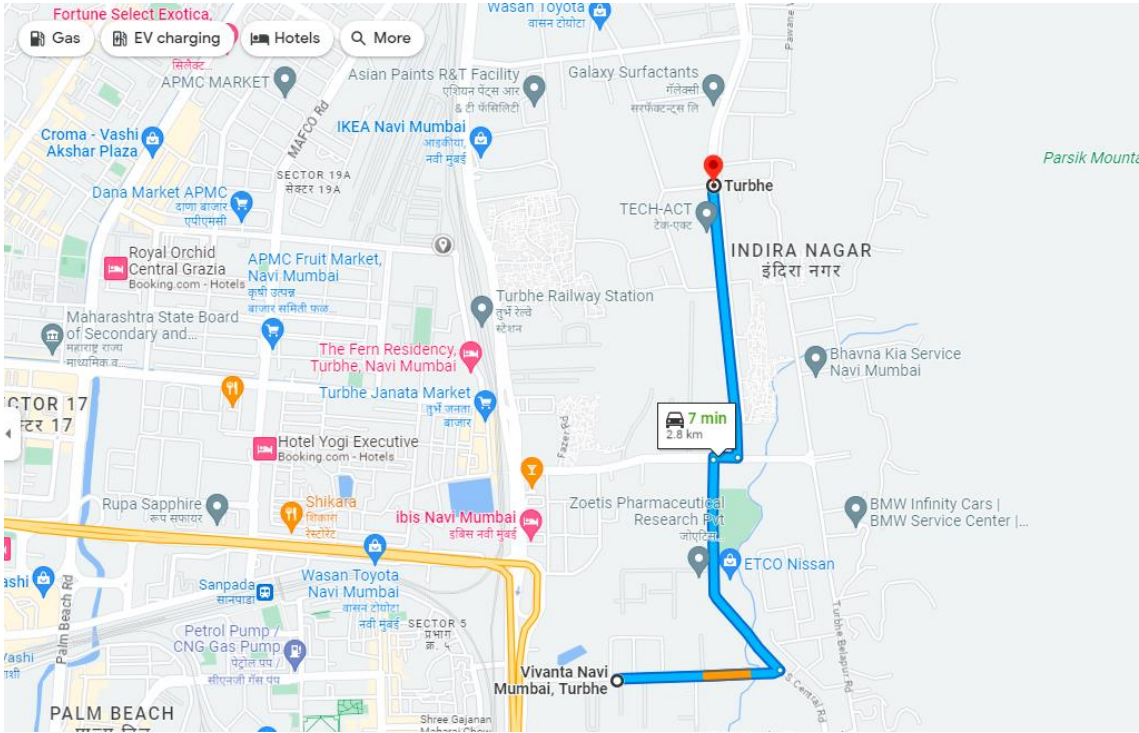
Stamp

Signature of the Proxy Holder(s)

(1) .....(2).....(3).....

Note: The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time of the holding the meeting. The proxy need not be a member of the Company.

Route Map to the Venue of the Meeting





## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 15<sup>th</sup> Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended March 31, 2023 (the "Report").

### 1. FINANCIAL RESULTS:

The summarized financial results of the Company for the financial year ended March 31, 2023 are presented below:  
(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2022-2023	2021-2022	2022-2023	2021-2022
Revenue from Operations	1304.94	931.61	2471.93	1461.37
Other Income	58.97	137.78	62.18	295.30
<b>Total Revenue</b>	<b>1363.91</b>	<b>1069.39</b>	<b>2534.10</b>	<b>1756.67</b>
<b>Profit/(Loss) before Interest &amp; depreciation</b>	<b>727.14</b>	<b>254.56</b>	<b>1149.45</b>	<b>214.08</b>
Less: Interest	128.76	96.84	(187.95)	(152.74)
Less: Depreciation	25.96	22.16	(495.82)	(595.99)
<b>Profit/(Loss) Before Tax</b>	<b>572.42</b>	<b>135.56</b>	<b>465.68</b>	<b>(534.65)</b>
Add/Less: Current Tax	82.56	0	82.56	0
(Add)/Less: Deferred Tax	17.73	0	17.73	0
<b>Profit/(Loss) After Tax</b>	<b>472.12</b>	<b>135.56</b>	<b>365.38</b>	<b>(534.65)</b>

### 2. STATE OF COMPANY'S AFFAIRS, BUSINESS OVERVIEW AND FUTURE OUTLOOK

As you are aware the Company, our Company is a technology development Company focused on pioneering in developing solutions focused on the Municipal Solid Waste (MSW) Space. The Company is involved in the construction, Development and Maintenance of Waste-to-energy projects, particularly in the Municipal Solid Waste Sector, through various Special Purpose Vehicles (SPVs). Further, The Company has also started monetizing its technology through entering into EPC Contracts with developers of MSW projects. The Company was incorporated as a private limited company and became a Limited Company in September, 2022.

The Company operates through bidding for waste management projects and has been awarded contracts by various Municipal Corporations. Some of this contract are executed through SPV

During the year under review, your Company has recorded Revenue from Operations of Rs.1304.94 Lakhs as compared to the Revenue from Operations of Rs.931.61 Lakhs and also earned Other Income of Rs.58.97 Lakhs as compared to that of Rs.137.78 Lakhs, for the corresponding previous year.

The Company has earned net profit to the tune of Rs.472.12 Lakhs as compared to profit of Rs.135.56 in Lakhs in respect of the corresponding previous year.

### **3. IPO/PROSPECTUS MATTER**

The Company has filed Draft Prospectus with BSE Limited on 26 October 2022 for Initial Public Issue of 25,00,200 Equity Shares of face value of Rs.10/- each fully paid up for cash at a price of Rs.200/- per Equity Share (including a premium of Rs.190/- per Equity Share) aggregating to Rs.5,000.40 Lakhs of which 1,30,200 Equity Shares of face value of Rs.10/- each for cash at a price of Rs.200/- per Equity Share, aggregating to Rs.2,60.40 Lakhs will be reserved for subscriptions by the Market Maker to the issue. The issue less market maker reservation portion i.e., Issue of 23,70,000 Equity Shares of face value of Rs.10/- each for cash at a price of Rs.200/- per Equity share, aggregating to Rs.4740.00 Lakhs is the Net Issue to the Public.

The equity shares are proposed to be listed on the SME Platform of BSE limited. The proposed issue is in compliance with the BSE's requirement for being eligible for SME IPO and listing. The Company has responded to the queries / clarifications sought by BSE Limited and are awaiting "in-principle" approval from BSE Limited to list its equity shares on the SME Platform.

### **4. CONSOLIDATED FINANCIAL STATEMENT**

The statement containing salient features of the financial statements of the Subsidiary and Associate Companies in the prescribed format i.e. Form AOC-1 is appended as 'Annexure-1' to the Board's Report. The statement also provides the details of performance and financial position of Subsidiary and Associate Companies.

The Contribution of the subsidiaries and Associates for the growth and expansion of the Company is provided in note 34 of the Consolidated Financial Statement.

The consolidated financial statement represents those of the Company and its Subsidiaries and Associates viz. Solapur Bio-energy Systems Private Limited, Organic Waste India Private Limited, Meerut Bio-Energy Systems Private Limited, Pune Urban Recyclers Private Limited, Blue Planet Palakkad Waste Solutions Private Limited and Blue Planet Kannur Waste Solutions Private Limited

The Consolidated Financial Statements required pursuant to section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules, 2021 have been prepared in accordance with the relevant accounting standards as per the Companies (Accounting Standard) Rules as amended. The audited consolidated financial statement is provided along with the Standalone Financial Statement.

### **5. DIVIDEND**

With a view to conserve resources for expansion of business, the Board of Director have not recommended any dividend for the financial year under review.

### **6. TRANSFER TO RESERVES**

The Company has not transferred any amount to the reserves during the financial year under review. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2023, please refer to the Note No. 5 of the Standalone Financial Statement of the Company.

### **7. DEPOSITS**

During the year, your Company has not accepted any deposits within the meaning of sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there are no details to disclose as required under Rule 8 (5) (v) and (vi) of the Companies (Accounts) Rules, 2014.

However, the Company has taken unsecured loan from director of an amount of Rs.9.17 lakhs, the balance of which as on March 31, 2023, stood at Rs.9.17 lakhs.

## 8. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

### Subsidiary Company: -

The Company has 4 (Four) wholly owned subsidiary company namely Solapur Bio-energy Systems Private Limited, Organic Waste India Private Limited, Meerut Bio-Energy Systems Private Limited, Pune Urban Recyclers Private Limited (holding 100%).

### Associate Company: -

Your Company has 2 Associate Company namely Blue Planet Kannur Waste Solution Private Limited and Blue Planet Palakkad Waste Solution Private Limited.

During the year under review, neither any other Company was formed nor ceased as Subsidiary, Associate or Joint Venture of the Company.

## 9. SHARE CAPITAL

- During the year under review, there was no change in the Authorized Share Capital of the Company.
- During the year under review,
  - The Company has issued and allotted 79,50,000 0.01% Unsecured Compulsorily Convertible Debentures (CCD Series-1) of an aggregate amount of Rs.7,95,00,000/- on private Placement Basis with the approval of shareholder dated 09<sup>th</sup> August, 2022
  - The Company has issued and allotted 49,00,000 .01% Unsecured Compulsorily Convertible Debentures (CCD Series-1) of an aggregate amount of Rs.4,90,00,000/- on private Placement Basis with the approval of shareholder dated 17<sup>th</sup> August, 2022
  - The Company has issued and allotted 10,00,000 .01% Unsecured Compulsorily Convertible Debentures (CCD Series-1) of an aggregate amount of Rs.1,00,00,000/- on private Placement Basis with the approval of shareholder dated 30<sup>th</sup> August, 2022
  - The Company has issued and allotted 41,25,000 Equity Shares as fully paid up bonus Shares in the ratio of 300:1 by capitalization of profits of Rs.4,12,50,000/- transferred from Securities premium, pursuant to the passing of an Ordinary Resolution by the Shareholder in Extra Ordinary General Meeting held in September 8, 2022 .
  - Out of 286400 OPCS, the company has redeemed 91700 Class-1 Optionally Convertible Preference Shares and converted 194700 Optionally Convertible Preference Shares into 194700 Equity Shares at par.
  - The Company has converted its 0.01% Compulsory Convertible Debentures (CCD Series-1) into 865,625 Equity Shares in the ratio of 0.0625:1 (0.0625 Equity Shares of Rs. 10/- each for every 1 0.01% Compulsorily Convertible Debenture Series I held of Rs. 10/- each).
  - the issued, subscribed and paid up Share Capital of the Company as on March 31, 2023, is Rs.535.67 lakhs comprising of 5199075 Equity Shares of Rs. 10/- each and 157632 0% Non-cumulative redeemable preference shares of Rs.10/-each.
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the year under review.
- The Company has not issued any sweat equity shares to its Directors or employees, during the period under review.

### i. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board as on March 31, 2023 comprised of 5 (Five) Directors out of which 2 (Two) are Independent Directors, 1 (One) is Non-Executive and 2 (Two) are Executive Directors out of which One is Managing Director and one is Whole Time Director and CEO.

Mr. Sarang Bhand (DIN 01633419), Managing Director, Mr. Yashas Bhand (DIN 07118419), Whole-time Director & CEO, Mr. Jigar Gudka, CFO and Ms. Zinal Shah, Whole-time Company Secretary are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and rules made there under.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of company by the Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

**a. Appointments and Resignations of Directors and Key Managerial Personnel**

During the period under review, following changes have been occurred:

- Mrs. Janki Bhand (DIN:07118415), appointed as an Additional Non-Executive Director w.e.f 1<sup>st</sup> September, 2022 and subsequently regularized in Extra Ordinary General Meeting held on 08<sup>th</sup> September, 2022.
- Mr. Sarang Bhand (DIN No:- 01633419), Designated as Managing Director w.e.f 01<sup>st</sup> October, 2022 and subsequently regularised in Extra Ordinary General Meeting held in 01<sup>st</sup> October, 2022
- Mr. Yashas Bhand (DIN No:- 07118419), Designated as Whole Time Director and Chief Executive Officer w.e.f 01<sup>st</sup> October, 2022 and subsequently regularised in Extra Ordinary General Meeting held in 01<sup>st</sup> October, 2022.
- Mr. Jigar Gudka appointed as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f 01<sup>st</sup> October, 2022.
- Mr. Amit Vijay Karia (DIN:- 06846654) appointed as Additional Director (Non-Executive & Independent) of the Company w.e.f 04<sup>th</sup> October, 2022 and subsequently regularised in the Extra Ordinary General Meeting held in 18<sup>th</sup> October, 2022.
- Mr. Rakesh Mehra (DIN:- 00035812) appointed as Additional Director (Non-Executive & Independent) of the Company w.e.f 04<sup>th</sup> October, 2022 and subsequently regularised in the Extra Ordinary General Meeting held in 18<sup>th</sup> October, 2022.

**b. Director Liable to Retire by Rotation**

In terms of Section 152 of the Companies Act, 2013, Mrs. Janaki Sarang Bhand (DIN:- 07118415), Non-Executive Director, being Director liable to retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment.

**c. Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct. Further, the Independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, which mandated the inclusion of Independent Director's name in the data bank of Indian Institute of Corporate Affairs ("IICA") till they continue to hold the office of an independent director.

None of the directors of your Company are disqualified under the provisions of Section 164(2) of the Companies Act, 2013. Your directors have made necessary disclosures as required under various provisions of the Companies Act, 2013. In the opinion of the Board, all the independent directors are persons of integrity and possess relevant expertise and experience.

**j. NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

20 (Twenty) meetings of the Board of Directors of the Company were held during the year under review.

**k. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm and state that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) 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.

**l. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgement, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The Company has in place a Policy on appointment & removal of Directors ('Policy').

The salient features of the Policy are:

- It acts as a guideline for matters relating to appointment and re-appointment of Directors.
- It contains guidelines for determining qualifications, positive attributes for Directors and independence of a Director.
- It lays down the criteria for Board Membership
- It sets out the approach of the Company on board diversity
- It lays down the criteria for determining independence of a Director, in case of appointment of an Independent Director.

The Nomination and Remuneration Policy is posted on website of the Company and may be viewed at <https://organicrecycling.co.in/>

m. **PERFORMANCE EVALUATION OF THE BOARD**

The Board has devised a policy pursuant to the provisions of the Companies Act, 2013 for performance evaluation of the chairman, board, individual directors (including independent directors) and committees which includes criteria for performance evaluation of non-executive directors and executive directors.

The Nomination and Remuneration Committee of the Company has specified the manner of effective evaluation of the performance of Board, its committees and individual directors of the Company and has authorized the Board to carry out their evaluation. Based on the manner specified by the Nomination and Remuneration Committee, the Board has devised questionnaire to evaluate the performances of each of executive and non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board has from each of the Directors.

The evaluation framework for assessing the performance of directors comprises of the following key areas:

- i. Attendance at Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management

**COMMITTEES OF THE BOARD**

The Company has several committees, which have been established as part of best corporate governance practices and comply with the requirements of the relevant provisions of applicable laws and statutes:

The Committees and their Composition as on March 31, 2023, are as follows:

➤ **Audit Committee**

- |    |                  |          |
|----|------------------|----------|
| 1. | Mr. Rakesh Mehra | Chairman |
| 2. | Mr. Amit Karia   | Member   |
| 3. | Mr. Sarang Bhand | Member   |

➤ **Nomination and Remuneration Committee**

- |    |                   |          |
|----|-------------------|----------|
| 1. | Mr. Amit Karia    | Chairman |
| 2. | Mr. Rakesh Mehra  | Member   |
| 3. | Mrs. Janaki Bhand | Member   |

➤ **Stakeholders Relationship Committee**

- |    |                  |          |
|----|------------------|----------|
| 1. | Mr. Amit Karia   | Chairman |
| 2. | Mr. Sarang Bhand | Member   |
| 3. | Mr. Yashas Bhand | Member   |

Further, during the year, there are no such cases where the recommendation of any Committee of Board including Audit Committee, have not been accepted by the Board, which is required to be accepted as per the law.

n. **CORPORATE SOCIAL RESPONSIBILITY(CSR)**

Your company does not fall in the ambit of limit as specified in Section 135 of the Companies Act, 2013 read with Rule framed there under in respect of Corporate Social Responsibility. However, the directors of the Company, in their personal capacity, are engaged in philanthropy activities and participating for cause of upliftment of the society.

**o. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the chairman of Audit Committee of the Board. During the year under review, no concern from any whistle blower has been received by the Company. The whistle blower policy is available at the link <https://organicrecycling.co.in/>

**p. STATEMENT ON RISK MANAGEMENT POLICY**

The component of risk in the activities of your Company is very minimal. In the opinion of the Board there is no element of risk that may threaten the existence of the Company.

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

**q. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Particulars of loans give and investments made by the Company under section 186 of the Companies Act, 2013 are provided in Note 11, 13 and 26 of the Standalone Financial Statement. Further, the Company has also given Corporate guarantee of an amount Rs. 28,44,00,000/- in respect of loan/credit facilities availed by Solapur Bioenergy Systems Private Limited, Subsidiary of the Company from Bank of Baroda, Vashi Branch.

**r. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of contract or arrangements or transactions entered into by the Company with related parties, which falls under the provisions of sub-section (1) of section 188 of the Companies Act, 2013, though that transactions are on arm's length basis, forms part of this report in Form No. AOC-2 is annexed as an **Annexure-2** to this report.

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with provision of Act and the policy of the Company on materiality of related party transactions. The statement showing the disclosure of transactions with related parties, the details of the same are provided in note no. 26 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the Board for approval.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available at the link: <https://organicrecycling.co.in/>

**s. INTERNAL FINANCIAL CONTROL SYSTEM**

The Company has in place adequate standards, processes and structures to implement internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed. In addition to above, the Company has in place Internal Audit carried out by independent audit firm to continuously monitor adequacy and effectiveness of the internal control system in the Company and status of its compliances.

t. **AUDITORS**

(a) **Statutory Auditor**

**M/s. Jayesh Sanghrajka & Co. LLP**, has been appointed as Statutory Auditors of the Company for a period of 5 years from the conclusion of 13<sup>th</sup> Annual General Meeting till the conclusion of the 18th Annual General Meeting of the Company. Your Company has received necessary confirmation from them stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013.

The report of the Statutory Auditor forms part of the Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

(b) **Internal Auditor**

The provisions of Companies Act, 2013 regarding appointment of Internal Auditors were not applicable to the Company.

u. **REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its Officers or Employees, the details of which would need to be mentioned in the Board's Report.

v. **MATERIAL CHANGES AND COMMITMENTS**

There were no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year of the Company, i.e. March 31, 2023 till the date of this Directors' Report.

w. **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS**

There were no other significant and material orders passed by the regulators/ courts/ tribunals, which may impact the going concern status and the Company's operations in future.

x. **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The Company being a unlisted Public Company, the provisions of the section 197(12) of the Companies Act, 2013 and Rule made thereunder are not applicable, hence the information as required to be provided under section 197(12) of the Companies Act, 2013 and Rule made thereon does not required to provide.

y. **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

The Company does not have any unpaid/unclaimed amount which is required to be transferred, under the provisions of Companies Act, 2013 into the Investor Education and Protection Fund (IEPF) of the Government of India.

z. **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The information required under Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, with respect to these matters is submitted as an **Annexure-3** hereto.

aa. **ANNUAL RETURN**

As required under Section 92(3) read with the Section 134(3)(a) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the copy of Annual Return as on 31st March, 2023 placed on the website of the Company and can be accessed at <https://organicrecycling.co.in/>



**bb. SECRETARIAL STANDARD OF ICSI**

The Company has complied with the Secretarial Standards on Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India (ICSI).

**cc. MAINTENANCE OF COST RECORDS**

Maintenance of cost records as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013 is not applicable to the Company.

**dd. PREVENTION OF SEXUAL HARASSMENT**

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, during the year Internal Complaints Committee of the Company has not received any case related to sexual harassment.

The policy framed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules framed thereunder may be viewed at <https://organicrecycling.co.in/>

**ee. GENERAL DISCLOSURES**

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

- Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Instance of one-time settlement with any Bank or Financial Institution.
- Application or proceedings under the Insolvency and Bankruptcy Code, 2016

**ff. ACKNOWLEDGEMENTS**

Your Directors take the opportunity to express our deep sense of gratitude to all users, vendors, government and non-governmental agencies and bankers for their continued support in Company's growth and look forward to their continued support in the future.

Your Directors would also like to express their gratitude to the shareholders for reposing unstinted trust and confidence in the management of the Company.

**Place: - Navi Mumbai**  
**Date: - 09/06/2023**

**By Order of the Board of Directors**  
**For Organic Recycling Systems Limited**

**Sarang Bhand**  
**Managing Director**  
**DIN : 01633419**

**Yashas Bhand**  
**Whole Time Director**  
**DIN:- 07118419**

**Registered office:**  
**Organic Recycling Systems Limited**  
1003, 10th Floor, The Affaires Plot No 9,  
Sector No 17, Sanpada, Navi Mumbai  
Thane MH 400705 IN

**Annexure-1  
Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies  
(Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate  
companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs. in Lakhs)

Sl. No.	Particulars	Details
1.	Sr. No.	1
2.	Name of the subsidiary	Solapur Bio- Energy Systems Private Limited
3.	The date since when subsidiary was acquired	15/12/2008
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting Period	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
6.	Share capital	1,733
7.	Reserves & surplus	(946.85)
8.	Total assets	8196.50
9.	Total Liabilities	7410.35
10.	Investments	-
11.	Turnover	1166.99
12.	Profit before taxation	(90.97)
13.	Provision for taxation	-
14.	Profit after taxation	(90.97)
15.	Proposed Dividend	-
16.	Extent of shareholding (In percentage)	99.99%

(Information in respect of each subsidiary to be presented with amounts in Rs. in Lakhs)

Sl. No.	Particulars	Details
1.	Sr. No.	2
2.	Name of the subsidiary	Meerut Bio- Energy Systems Private Limited

3.	The date since when subsidiary was acquired	21/08/2017
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting Period	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
6.	Share capital	1.00
7.	Reserves & surplus	(22.35)
8.	Total assets	14.66
9.	Total Liabilities	36.01
10.	Investments	-
11.	Turnover	-
12.	Profit before taxation	(4.77)
13.	Provision for taxation	-
14.	Profit after taxation	(4.77)
15.	Proposed Dividend	-
16.	Extent of shareholding (In percentage)	99.99%

(Information in respect of each subsidiary to be presented with amounts in Rs. in Lakhs)

Sl. No.	Particulars	Details
1.	Sr. No.	3
2.	Name of the subsidiary	Organic Waste India Private Limited
3.	The date since when subsidiary was acquired	15/12/2008
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting Period	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
6.	Share capital	17.84
7.	Reserves & surplus	423.04
8.	Total assets	456.46
9.	Total Liabilities	15.59
10.	Investments	-
11.	Turnover	-
12.	Profit before taxation	(9.63)

13.	Provision for taxation	-
14.	Profit after taxation	(9.63)
15.	Proposed Dividend	-
16.	Extent of shareholding (In percentage)	99.99%

(Information in respect of each subsidiary to be presented with amounts in Rs. In Lakhs)

Sl. No.	Particulars	Details
1.	Sr. No.	4
2.	Name of the subsidiary	Pune Urban Recyclers Private Limited
3.	The date since when subsidiary was acquired	20/12/2014
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting Period	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
6.	Share capital	1.00
7.	Reserves & surplus	(235.55)
8.	Total assets	0.17
9.	Total Liabilities	234.71
10.	Investments	-
11.	Turnover	-
12.	Profit before taxation	(1.38)
13.	Provision for taxation	-
14.	Profit after taxation	(1.38)
15.	Proposed Dividend	-
16.	Extent of shareholding (In percentage)	99.99%

**Notes:**

1. Meerut Bio- Energy Systems Private Limited, Organic Waste India Private Limited and Pune Urban Recyclers Private Limited have not commenced its operations.
2. The Company has not liquidated or sold any subsidiary, during the year under review.

**Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

<b>Name of associates/Joint Ventures</b>	<b>Blue Planet Palakkad Waste Solutions Private Limited</b>	<b>Blue Planet Kannur Waste Solutions Private Limited</b>
1. Latest audited Balance Sheet Date	31-03-2023	31-03-2023
2. Date on which the Associate or Joint Venture was associated or acquired	17.02.2020	17.02.2020
3. Shares of Associate/Joint Ventures held by the company on the year end		
No.	2600	2600
Amount of Investment in Associates/Joint Venture	0.26	0.26
Extend of Holding (In percentage)	26	26
4. Description of how there is significant influence	Holding 2600 Shares in the Company	Holding 2600 Shares in the Company
5. Reason why the associate/joint venture is not consolidated	Not Applicable	Not Applicable
6. Net worth attributable to shareholding as per latest audited Balance Sheet	(10.88)	(0.49)
7. Profit/Loss for the year	(10.35)	(0.66)
i. Considered in Consolidation	-	-
ii. Not Considered in Consolidation	(10.35)	(0.66)

The Company does not have any Joint Venture Company as on March 31, 2023.

Notes:

1. Blue Planet Palakkad Waste Solutions Private Limited and Blue Planet Kannur Waste Solutions Private Limited have not commenced its operations.
2. The Company has not liquidated or sold any Associates and/or Joint Venture, during the year under review.

**Place: - Navi Mumbai**

**Date: - 09/06/2023**

**By Order of the Board of Directors  
For Organic Recycling Systems Limited**

**Sarang Bhand  
Managing Director  
DIN : 01633419**

**Yashas Bhand  
Whole Time Director & CEO  
DIN:- 07118419**

**Jigar Gudka  
Chief Financial Officer**

**Zinal Mukund Shah  
Company Secretary**

**ANNEXURE - 2**

**Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis (Not Applicable)**

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

SN	Particulars	1
(a)	Name(s) of the related party and nature of relationship	Mr. Suhas Bhand (Relative of Director)
(b)	Nature of contracts/arrangements /Transactions	Salary Capitalised as Technology Development Consultancy Charges
(c)	Duration of the contracts / arrangements/transactions	One Time Transaction
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Salary Capitalised as Technology Development for the F.Y is 15 Lakhs and Consultancy Charges for the F.Y is 15 Lakhs for the year 2022-23.
(e)	date(s) of approval by the Board	28-06-2022
(f)	Amount paid as advances, if any	NA

**Place: - Navi Mumbai**  
**Date: - 09/06/2023**

**By Order of the Board of Directors**  
**For Organic Recycling Systems Limited**

**Sarang Bhand**  
**Managing Director**  
**DIN : 01633419**

**Yashas Bhand**  
**Whole Time Director**  
**DIN:- 07118419**

### Annexure-3

**Particulars Pursuant to Section 134(3) (m) Of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the report**

<b>(A) CONSERVATION OF ENERGY</b>		
1.	<b>Step taken by the Company for conservation of energy:</b> Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. Some of the measures undertaken by the Company on a continuous basis, including during the year, are listed below: a) Use of LED Lights at office spaces. b) Rationalization of usage of electricity and electrical equipment air conditioning system, office illumination, beverage dispensers, desktops. c) Regular monitoring of temperature inside the buildings and controlling the air-conditioning system. d) Planned Preventive Maintenance schedule put in place for electromechanical equipment. e) Usage of energy efficient illumination fixtures	
2.	<b>Steps taken by the company for utilizing alternate sources of energy:</b> The business operation of the Company is not energy-intensive, hence apart from steps mentioned above to conserve energy, there is no requirement to utilize the alternate source of energy.	
3.	<b>The capital investment on energy conservation equipment:</b> There is no capital investment on energy conservation equipment, during the year under review.	
<b>(B) TECHNOLOGY ABSORPTION</b>		
1.	<b>The efforts made towards technology absorption:</b> The Company has been taking every step to use Indigenous Modern Technology for efficient management of existing business as well as new services, designs, frameworks, processes and methodologies.	
2.	<b>The benefits derived like product improvement, cost reduction, product development or import substitution:</b> The Company has been benefited immensely by usage of Indigenous Technology for their operations and management, which saved a sizeable amount of funds.	
3	<b>In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-</b>	
	a	the details of technology imported; The Company has not imported any technology during last year from the beginning of the financial year.
	b	the year of import Not Applicable
	c	whether the technology been fully absorbed Not Applicable
	d	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof Not Applicable
4	<b>The expenditure incurred on Research and Development:</b> Cost amounting to INR 222.84 Lakhs comprise of Salary expenses of INR 221.47 Lakhs and Professional fees of INR 1.37 Lakhs (P.Y. Salary Expenses of INR 229.14 Lakhs) have been incurred for development of In-vessel composting, Activated Carbon to Mesh Membrane development for Water/Gas purification application, Lithium Metal recovery from Industrial waste water, Micro Algae application for waste water treatment, CO2 Methanation Technology and Cashew Apple Juice (CAJ) to Ethanol/Vinegar.	

<b>(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:</b>		
<b>(Amount in Thousands)</b>		
<b>Particulars</b>	<b>Current Year (2022-2023)</b>	<b>Previous Year (2021- 2022)</b>
<b>Expenditure in Foreign Currency</b>	-	-
<b>Earning in Foreign Exchange</b>	-	-

**Place: - Navi Mumbai**  
**Date: - 09/06/2023**

**By Order of the Board of Directors**  
**For Organic Recycling Systems Limited**

**Sarang Bhand**  
**Managing Director**  
**DIN : 01633419**

**Yashas Bhand**  
**Whole Time Director**  
**DIN:- 07118419**



## **Independent Auditors' Report**

To,  
The Members of  
**Organic Recycling Systems Limited**  
(Formerly known as Organic Recycling Systems Private Limited)

### **Report on the audit of the Standalone Financial statements**

#### **Opinion**

We have audited the accompanying Standalone Financial Statements of **Organic Recycling Systems Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, the Statement of Cash Flows for the year then ended, and notes to the Standalone 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Profit and Cash Flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

#### **Key Audit Matters**

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

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

#### **Information other than the Standalone Financial Statements and Auditors' Report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to

Board's Report but does not include the Standalone Financial Statements and our auditor's report thereon.

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

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

### **Management's responsibility for the Standalone Financial Statements**

The Company's board of directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance 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 Standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the Standalone Financial Statements**

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

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

We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the matter to be included in the Auditor's Report under Section 197 (16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to the directors is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) of the Act which are required to be commented upon by us.

- 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 Standalone Financial Statements – Refer Note – 15 and Note – 25 to the Standalone Financial Statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including

foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

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

(c) Based on the audit procedures that have 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.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

**Pritesh Bhagat**

Partner

Membership No.144424

UDIN: 23144424BGRNLU8500

Place: Navi Mumbai

Date: June 9, 2023

## Annexure “A” to the Independent Auditor’s Report\*

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ Section of our report to the members of **Organic Recycling Systems Limited** of even date)

i.	(a)	(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  (B) The Company has maintained proper records showing full particulars of Intangible assets.																																																							
	(b)	Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.																																																							
	(c)	There is no immovable property held by the Company and accordingly, the requirement to report on Clause 3(i)(c) of the Order is not applicable to the Company																																																							
	(d)	The Company has not revalued its Property, Plant and Equipment and Intangible assets during the year ended March 31, 2023.																																																							
	(e)	There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.																																																							
ii.	(a)	The Company does not have any inventories. Accordingly, the requirement to report on Clause 3(ii)(a) of the Order is not applicable to the Company.																																																							
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the requirement to report on Clause 3(ii)(b) of the Order is not applicable to the Company.																																																							
iii.	(a)	During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies or firms as follows:																																																							
		<table><tr><th>Particulars</th><th>Guarantees</th><th>Security</th><th>Loans</th><th>Advances in nature of loans</th></tr><tr><td colspan="5">Aggregate amount granted/ provided during the year</td></tr><tr><td>- Subsidiaries</td><td>-</td><td>-</td><td>INR 670.69 Lakhs</td><td>-</td></tr><tr><td>- Joint Ventures</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>- Associates</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>- Others</td><td>-</td><td>-</td><td>INR 4.96 Lakhs</td><td>-</td></tr><tr><td colspan="5">Balance outstanding as at balance sheet date in respect of above cases</td></tr><tr><td>- Subsidiaries</td><td>-</td><td>-</td><td>INR 6,331.11 Lakhs</td><td>-</td></tr><tr><td>- Joint Ventures</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>- Associates</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>- Others</td><td>-</td><td>-</td><td>INR 4.96 Lakhs</td><td>-</td></tr></table>	Particulars	Guarantees	Security	Loans	Advances in nature of loans	Aggregate amount granted/ provided during the year					- Subsidiaries	-	-	INR 670.69 Lakhs	-	- Joint Ventures	-	-	-	-	- Associates	-	-	-	-	- Others	-	-	INR 4.96 Lakhs	-	Balance outstanding as at balance sheet date in respect of above cases					- Subsidiaries	-	-	INR 6,331.11 Lakhs	-	- Joint Ventures	-	-	-	-	- Associates	-	-	-	-	- Others	-	-	INR 4.96 Lakhs	-
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		- Associates	-	-	-	-																																																			
	- Others	-	-	INR 4.96 Lakhs	-																																																				
(b)	During the year, the Company has not made any investments and the terms and conditions of the grant of all loans to any party are not prejudicial to the Company's interest.																																																								

	(c)	In respect of loans given by the Company, the schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts are regular.
	(d)	There are no amounts of loans granted to any parties which are overdue for more than ninety days.
	(e)	There were no loans to any parties which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
	(f)	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.
iv.		The Company has not made investments, provided any loans, guarantees and securities in respect of which provisions of Sections 185 and 186 of the Act are applicable.
v.		The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on Clause 3(v) of the Order is not applicable to the Company.
vi.		The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the activities of the Company.
vii.	(a)	The Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other statutory dues applicable to it. The provisions relating to duty of excise, sales tax, service tax & value added tax are not applicable to the Company. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
	(b)	There are no dues of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income tax, Customs duty, Cess, and other statutory dues which have not been deposited on account of any dispute. The provisions relating to duty of excise, sales tax, service tax & value added tax are not applicable to the company.
viii.		The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.
ix.	(a)	The Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
	(b)	The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
	(c)	The Company has utilised the money raised by way of term loan for the purposes for which they were obtained.
	(d)	The Company did not raise any funds on short term basis during the year and hence, the requirement to report on Clause (ix)(d) of the Order is not applicable to the Company.

	(e)	According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has taken funds from following persons on account of or to meet the obligations of its subsidiaries as per details below:																														
		<table><tr><th>Nature of Fund Taken</th><th>Name of Lender</th><th>Amount (INR in Lakhs)</th><th>Name of the Subsidiary</th><th>Relation</th><th>Nature of transaction for which funds utilised</th></tr><tr><td>ICD</td><td>Aegis Warehousing Services Private Limited</td><td>276.30</td><td>Solapur Bioenergy Systems Private limited</td><td>Subsidiary</td><td>Business Purpose</td></tr><tr><td>ICD</td><td>Aegis Warehousing Services Private Limited</td><td>14.01</td><td>Organic Waste (India) Private Limited</td><td>Subsidiary</td><td>Business Purpose</td></tr><tr><td>ICD</td><td>Aegis Warehousing Services Private Limited</td><td>4.46</td><td>Meerut Bio-energy Systems Private Limited</td><td>Subsidiary</td><td>Business Purpose</td></tr><tr><td>ICD</td><td>Aegis Warehousing Services Private Limited</td><td>1.08</td><td>Pune Urban Recyclers Private Limited</td><td>Subsidiary</td><td>Business Purpose</td></tr></table>	Nature of Fund Taken	Name of Lender	Amount (INR in Lakhs)	Name of the Subsidiary	Relation	Nature of transaction for which funds utilised	ICD	Aegis Warehousing Services Private Limited	276.30	Solapur Bioenergy Systems Private limited	Subsidiary	Business Purpose	ICD	Aegis Warehousing Services Private Limited	14.01	Organic Waste (India) Private Limited	Subsidiary	Business Purpose	ICD	Aegis Warehousing Services Private Limited	4.46	Meerut Bio-energy Systems Private Limited	Subsidiary	Business Purpose	ICD	Aegis Warehousing Services Private Limited	1.08	Pune Urban Recyclers Private Limited	Subsidiary	Business Purpose
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ICD	Aegis Warehousing Services Private Limited	1.08	Pune Urban Recyclers Private Limited	Subsidiary	Business Purpose																											
	(f)	The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on Clause (ix)(f) of the Order is not applicable to the Company.																														
x.	(a)	The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on Clause 3(x)(a) of the Order is not applicable to the Company.																														
	(b)	The Company has made preferential allotment of shares or convertible debentures during the year and requirements Section 42 of the Act have been complied with and the funds raised have been used for the purposes for which the funds were raised.																														
xi.	(a)	No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.																														
	(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.																														
	(c)	As per information and explanation given to us by the management, Vigil mechanism / whistle blower policy is not applicable to the Company. Accordingly, Clause 3(xi) (c) of the Order is not applicable to the Company.																														
xii.	(a)	The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on Clause 3(xii)(a) of the Order is not applicable to the Company.																														



	(b)	The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on Clause 3(xii)(b) of the Order is not applicable to the Company.
	(c)	The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on Clause 3(xii)(c) of the Order is not applicable to the Company.
xiii.		Transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Standalone Financial Statements, as required by the applicable Accounting Standards.
xiv.		According to the information and explanations given to us and on the basis of our examination of the records of the Company, the provision of Section 138 of the Companies Act, 2013 is not applicable to the Company. Accordingly, paragraph 3(xiv) of the Order is not applicable.
xv.		The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on Clause 3(xv) of the Order is not applicable to the Company.
xvi.	(a)	The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on Clause (xvi)(a) of the Order is not applicable to the Company.
	(b)	The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on Clause (xvi)(b) of the Order is not applicable to the Company.
	(c)	The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on Clause 3(xvi) of the Order is not applicable to the Company.
	(d)	There is no Core Investment Company as a part of the Group, hence, the requirement to report on Clause 3(xvi)(d) of the Order is not applicable to the Company.
xvii.		The Company has not incurred cash losses in the current year and the immediately preceding financial year.
xviii.		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.
xix.		On the basis of the financial ratios disclosed in note 30 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.

xx	(a)	The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on Clause 3(xx)(a) of the Order is not applicable to the Company.
	(b)	The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on Clause 3(xx)(b) of the Order is not applicable to the Company.

**For Jayesh Sanghrajka & Co.LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

**Pritesh Bhagat**

Partner

Membership No.144424

UDIN: 23144424BGRNLU8500

Place: Navi Mumbai

Date: June 9, 2023

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

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our report to the Members of Organic Recycling Systems Limited of even date)

**Report on the internal financial controls over financial reporting under Clause (i) of Sub – Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Organic Recycling Systems Limited (the “Company”) as at March 31, 2023, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

**Management’s responsibility for internal financial controls**

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

**Auditors’ responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on Auditing

prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the Standalone Financial Statements, whether due to fraud or error.

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

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

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

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

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

### **Opinion**

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

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

**Pritesh Bhagat**

Partner

Membership No.144424

UDIN: 23144424BGRNLU8500

Place: Navi Mumbai

Date: June 9, 2023

**Organic Recycling Systems Limited**  
 ("Formerly known as Organic Recycling Systems Private Limited")  
 CIN : U40106MH2008PLC186309  
 Standalone Balance Sheet as at March 31, 2023

(INR in Lakhs)			
Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	4	535.67	45.78
Reserves and surplus	5	10,496.82	9,138.77
		<b>11,032.49</b>	<b>9,184.54</b>
<b>Non-current liabilities</b>			
Long-term borrowings	6	6,588.37	4,400.28
Other Long-term liabilities	7	441.75	441.75
Long-term provisions	8	32.42	29.18
		<b>7,062.54</b>	<b>4,871.21</b>
<b>Current Liabilities</b>			
Short-term borrowings	6	8.00	599.91
Trade payables	9		
Total outstanding dues of micro enterprises and small enterprises		718.46	739.42
Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
Other current liabilities	7	668.12	2,686.75
Short-term provisions	8	3.05	2.76
		<b>1,397.63</b>	<b>4,028.83</b>
<b>Total</b>		<b>19,492.66</b>	<b>18,084.59</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, Plant & Equipment and Intangible assets			
-Property, Plant & Equipment	10	45.54	61.92
-Intangible assets	10	0.59	6.62
-Intangible assets under development	10	653.17	430.33
Non-current investments	11	9,547.46	9,547.46
Deferred Tax Assets	12	17.32	35.05
Long-term loans and advances	13	6,345.71	5,841.24
Other non current assets	14	287.09	381.77
		<b>16,896.89</b>	<b>16,304.39</b>
<b>Current assets</b>			
Trade receivables	15	2,063.43	1,722.13
Cash and Bank Balance	16	15.35	20.88
Short-term loans and advances	13	69.41	36.99
Other current assets	14	447.58	0.20
		<b>2,595.77</b>	<b>1,780.20</b>
<b>Total</b>		<b>19,492.66</b>	<b>18,084.59</b>
Summary of significant accounting policies	3		

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
 Chartered Accountants  
 ICAI Firm Registration No: 104184W/W100075

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Pritesh Bhagat**  
 Designated Partner  
 Membership No.: 144424

**Sarang Bhand**  
 Managing Director  
 DIN : 01633419

**Yashas Bhand**  
 Director and Chief Executive  
 Officer  
 DIN : 07118419

**Jigar Gudka**  
 Chief Financial Officer

**Zinal Shah**  
 Company Secretary

Place: Mumbai  
 Date: June 09, 2023

Place: Mumbai  
 Date: June 09, 2023

Place: Mumbai  
 Date: June 09, 2023

**Organic Recycling Systems Limited**  
("Formerly known as Organic Recycling Systems Private Limited")  
CIN : U40106MH2008PLC186309  
**Statement of Standalone Profit and Loss for the year ended March 31, 2023**

(INR in Lakhs except earning per share)			
Particulars	Notes	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>Income</b>			
Revenue from operations	17	1,304.94	931.61
Other income	18	58.97	137.78
<b>Total Income (i)</b>		<b>1,363.91</b>	<b>1,069.39</b>
<b>Expenses</b>			
Direct expenses	19	168.48	301.77
Employee benefits expense	20	238.44	205.25
Depreciation and amortization expense	21	25.96	22.16
Finance costs	22	128.76	96.84
Other expenses	23	229.84	307.80
<b>Total expenses (ii)</b>		<b>791.49</b>	<b>933.83</b>
<b>Profit before exceptional and extraordinary item and tax (iii = i-ii)</b>		<b>572.42</b>	<b>135.56</b>
Exceptional items (iv)		-	-
<b>Profit before Extraordinary item and tax (v= iii-iv)</b>		<b>572.42</b>	<b>135.56</b>
Extraordinary Items (vi)		-	-
<b>Profit before Tax (vii= v-vi)</b>		<b>572.42</b>	<b>135.56</b>
<b>Tax Expenses (viii)</b>			
Current tax		82.56	-
Deferred tax		17.73	-
Short/(Excess) provision of tax of earlier years		-	-
<b>Total tax expenses</b>		<b>100.30</b>	<b>-</b>
<b>Profit for the year (ix= vii-viii)</b>		<b>472.12</b>	<b>135.56</b>
<b>Earnings per equity share (in INR) [nominal value of INR 10 per share (March 31, 2022 - INR 10 per share)]</b>	24		
Basic		10.11	3.28
Diluted		10.11	3.06
Summary of significant accounting policies	3		

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Pritesh Bhagat**  
Designated Partner  
  
Membership No.: 144424

**Sarang Bhand**  
Managing Director  
  
DIN : 01633419

**Yashas Bhand**  
Director and Chief Executive Officer  
  
DIN : 07118419

Place: Mumbai  
Date: June 09, 2023

**Jigar Gudka**  
Chief Financial Officer  
  
Place: Mumbai  
Date: June 09, 2023

**Zinal Shah**  
Company Secretary  
  
Place: Mumbai  
Date: June 09, 2023



**Organic Recycling Systems Limited**  
**("Formerly known as Organic Recycling Systems Private Limited")**  
CIN : U40106MH2008PLC186309  
**Standalone Cash Flow Statement for the year ended March 31, 2023**

	(INR in Lakhs)	
Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>Cash flow from operating activities</b>		
Profit/(Loss) before Tax	572.42	135.56
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortisation	25.96	22.16
Finance cost	128.76	96.84
Interest income	(9.29)	(10.47)
Sundry balance written back	(48.46)	(127.31)
Bad debts and Balance written off	0.69	46.64
Provision for doubtful debts	-	74.16
<b>Operating profit before working capital changes</b>	<b>670.08</b>	<b>237.58</b>
<b>Movement in working capital :</b>		
Increase/ (Decrease) in Trade payables	(20.96)	72.22
Increase/ (Decrease) in Other liabilities	(1,971.28)	1,217.23
Increase/ (Decrease) in Provisions	3.53	2.77
Decrease/ (Increase) in Loans and advances	(618.58)	(514.37)
Decrease/ (Increase) in Trade receivables	(341.30)	(607.40)
Decrease/ (Increase) in Other current / non current assets	(423.88)	(40.52)
<b>Cash generated from/(used in) operations</b>	<b>(2,702.39)</b>	<b>367.52</b>
Direct Taxes paid (net of refunds)	-	-
<b>Net cash flow from operating activities (A)</b>	<b>(2,702.39)</b>	<b>367.52</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipments including capital advances	(3.32)	(29.89)
Purchase of intangible asset including capital advances	(0.24)	-
Intangible Asset Under Development	(222.84)	(229.14)
Term Deposit	57.71	(0.10)
Investment in Subsidiaries, associates and others	-	-
Interest received	21.88	0.00
<b>Net cash used in investing activities (B)</b>	<b>(146.81)</b>	<b>(259.12)</b>
<b>Cash flow from financing activities</b>		
Issue of Compulsory convertible Debentures	1,385.00	-
Proceeds /(Repayment) from long-term borrowings including current maturity, net	2,188.72	(71.95)
Redemption of Optionally convertible Preference Shares	(9.17)	-
Proceeds /(Repayment) from short-term borrowings, net	(592.54)	1.98
Interest paid	(128.33)	(96.57)
<b>Net cash used in financing activities (C)</b>	<b>2,843.67</b>	<b>(166.53)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>(5.53)</b>	<b>(58.14)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>20.78</b>	<b>78.92</b>
<b>Cash and cash equivalents at end of the year</b>	<b>15.25</b>	<b>20.78</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	0.15	0.18
Balances with banks:		
- on current accounts	15.10	20.60
<b>Total cash &amp; cash equivalents (Note 16)</b>	<b>15.25</b>	<b>20.78</b>

**Summary of significant accounting policies**

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Pritesh Bhagat**  
Designated Partner  
Membership No.: 144424

**Sarang Bhand**  
Managing Director  
DIN : 01633419

**Yashas Bhand**  
Director and Chief Executive Officer  
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**Jigar Gudka**  
Chief Financial Officer

**Zinal Shah**  
Company Secretary

Place: Mumbai  
Date: June 09, 2023

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Date: June 09, 2023

## 1 Nature of Operation

Organic Recycling Systems Limited ("the Company") is a technology development company focused on pioneering in developing solutions focused on the Municipal Solid Waste (MSW) space. The Company is involved in the Construction, Development and Maintenance of Waste-to-Energy projects, particularly in the Municipal Solid Waste sector, through various Special Purpose Vehicles ("SPVs"). Further, the company has also started monetizing its technology through entering into EPC contracts with developers of MSW projects. The Company was incorporated as a private limited company and became a Limited Company in September, 2022.

The Company operates through bidding for waste management projects and has been awarded contracts by various Municipal Corporations. Some of this contract are executed through SPV.

## 2 Basis of accounting and preparation of financial statements

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 with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021 and presentation requirements of Division I of Schedule III to the Companies Act, 2013. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year unless otherwise specified.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle, and other criteria set out in the schedule III to the companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

### Current-Non current classification

All assets and liabilities are classified into current and non-current as follows:

#### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

## 3 Summary of significant accounting policies

### a. Presentation and disclosure

The Company has prepared the Financial Statements along with the relevant notes in accordance with the requirements of Schedule III of the Act.

### b. Use of estimates

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

### c. Cash and Cash Equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

### d. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### e. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use less accumulated depreciation, amortization, impairment, discarding and compensation.

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



**f. Intangible assets**

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment loss, if any. Intangible assets are recognized only if it is probable that the expected future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

**Technology Development:**

Expenditure incurred during research is charged to revenue when no intangible asset arises from such research.

Development expenditure is capitalised to the extent that it is expected that such asset will generate future economic benefits; adequate technical, financial and other resources required to complete the development and to use or sell the asset are available, and the expenditure attributable to the asset during its development can be measured reliably. The Company has filed its patent for 'DRYAD' Technology in June 2014. The company has received the patent on June 16, 2022.

**g. Depreciation & Amortisation**

Depreciation on Property, Plant & Equipment is provided on the written down value method at the calculated rates on the basis of the useful life specified in Part C and in the manner prescribed under Schedule II of the Companies Act, 2013, as under:

Property, Plant & Equipment	Useful Life
Office Equipments	5 years
Furnitures & Fixtures	10 years
Computers	3 years
Vehicles	8 Years

During the year, depreciation is provided at 100% on the written down value of assets which have retired from active use.

Intangible assets in the nature of softwares are amortised on a Straight Line Method over their useful lives of 3 years.

The Company has amortized the Technology Development cost over its estimated life over 10 years

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial period and the amortization method is revised to reflect the changed pattern, if any.

**h. Intangible Assets under Development**

Intangible assets under development are stated at cost, net of accumulated impairment losses, if any. The cost comprises of salary cost and professional fees incurred in development of In-vessel composting, Activated Carbon to Mesh Membrane development for Water/Gas purification application, Lithium Metal recovery from Industrial waste water, Micro Algae application for waste water treatment, CO2 Methanation Technology and Cashew Apple Juice (CAJ) to Ethanol/Vinegar.

**i. Revenue Recognition**

Revenue is recognized based on the nature of activity to the extent it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

**Revenue from Construction Contract**

a. For Engineering, Procurement and Construction ('EPC') and construction contracts, contract prices are either fixed or subject to price escalation clauses.

b. Revenues are recognised on a percentage of completion method measured on the basis of stage of completion which is as per joint surveys and work certified by the customers.

c. Profit is recognised in proportion to the value of work done (measured by the stage of completion) when the outcome of the contract can be estimated reliably. When the total contract cost is estimated to exceed total revenues from the contract, the loss is recognized immediately.

d. Amounts due in respect of price escalation claims and/ or variation in contract work are recognised as revenue only if the contract allows for such claims or variations and/or there is evidence that the customer has accepted it and are capable of being reliably measured.

**Service income**

Service income is recognised on the basis of completion of service method.

**Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

**j. Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. All other investments are classified as long term investments. Long term investments are carried at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

**k. Retirement and other employee benefits**

Short Term Employee Benefits:

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services.

Post-Employment Benefits:

Company's contribution for the period paid/payable to defined contribution retirement benefit schemes are charged to statement of Profit and Loss. Company's liability towards defined benefit plan viz. gratuity is determined using the Projected Unit Credit Method as per actuarial valuation carried out at the balance sheet date. The benefit is unfunded. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

**l. Borrowing Cost**

Borrowing costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing costs are charged to the statement of Profit and Loss in the year in which they are incurred.

**m. Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

**n. Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

**o. Impairment of Assets**

At each Balance Sheet date, the company assesses as to whether there is any indication that an asset is impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. However, as per the assessment made by the company as on the balance sheet date, there is no such indication of any impairment of any asset during the year under report and therefore there is no effect of impairment loss in the financial statement for the year under report.

**p. Provisions and Contingencies**

A provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.



Organic Recycling Systems Limited  
("Formerly known as Organic Recycling Systems Private Limited")  
CIN : U40106MH2008PLC186309  
Notes to standalone financial statements for the year ended March 31, 2023

(INR in Lakhs)				
4 Share capital	Number of Shares March 31, 2023	As at March 31, 2023	Number of Shares March 31, 2022	As at March 31, 2022
<b>Authorized capital</b>				
Equity shares of INR 10 each	20,040,000	2,004.00	20,040,000	2,004.00
0% Optionally convertible preference shares of INR 10 each	300,000	30.00	300,000	30.00
0% Non-cumulative redeemable preference shares of INR 10 each	160,000	16.00	160,000	16.00
<b>Total</b>		<b>2,050.00</b>		<b>2,050.00</b>
<b>Issued, subscribed and fully paid up share capital</b>				
Equity shares of INR 10 each	5,199,075	519.91	13,750	1.38
0% Optionally convertible preference shares of INR 10 each	-	-	286,400	28.64
0% Non-cumulative redeemable preference shares of INR 10 each	157,632	15.76	157,632	15.76
<b>Total issued, subscribed and fully paid-up share capital</b>		<b>535.67</b>		<b>45.78</b>

(A) Equity Share Capital

Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	March 31, 2023		March 31, 2022	
	No. of Shares	INR in Lakhs	No. of Shares	INR in Lakhs
At the beginning of the year	13,750	1.38	13,750	1.38
Add:				
(i) Bonus Shares issued during the year	4,125,000	412.50	-	-
(ii) 0% Optionally convertible Preference shares converted during the year	194,700	19.47	-	-
(iii) Compulsorily Convertible Debenture converted during the year	865,625	86.56	-	-
Less: Shares Bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>5,199,075</b>	<b>519.91</b>	<b>13,750</b>	<b>1.38</b>

**Terms/Rights attached to equity shares**

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of shares held by the shareholders.

**Details of Shareholders holding more than 5% Equity Shares**

Name of shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sarang Bhand	1,567,006	30.14%	5,206	37.86%
Suhrud Patel	571,443	10.99%	-	-
Harish Mehta	360,899	6.94%	-	-
Vipul Modi	259,763	5.00%	2,062	15.00%
Mahendra Modi	183,610	3.53%	2,062	15.00%
Niketa Modi	117,672	2.26%	2,063	15.00%
Leena Modi	-	-	2,063	15.00%

As per the records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**Organic Recycling Systems Limited**  
 ("Formerly known as Organic Recycling Systems Private Limited")

CIN : U40106MH2008PLC186309

Notes to standalone financial statements for the year ended March 31, 2023

**4 Share capital**

(INR in Lakhs)

**Equity shares movement during the 5 years preceding March 31, 2023**

• **Equity shares issued as pursuant to any contract for consideration other than cash**

The Company allotted 41,25,000 equity shares as fully paid up bonus shares by capitalisation of profits transferred from Securities Premium, pursuant to the passing of an Ordinary Resolution by the Shareholder in Extra Ordinary General Meeting held in September 8, 2022 for bonus equity in the ratio of 300:1 [300 (Three Hundred) equity shares to be issued for every 1 (one) equity shares].

• **Equity shares bought back**

The company had not bought back any shares during the 5 preceding years.

**Disclosure of Shareholding of Promoters**

Disclosure of shareholding of Promoter as at March 31, 2023 is as follow:

Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	1,567,006	30.14%	5,206	37.86%	-7.72%

Disclosure of shareholding of Promoter as at March 31, 2022 is as follow:

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	5,206	37.86%	5,000	36.36%	1.50%

**(B) 0% Optionally Convertible Preference Shares**

Reconciliation of the 0% optionally convertible preference shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2023		March 31, 2022	
	No. of Shares	INR in Lakhs	No. of Shares	INR in Lakhs
At the beginning of the year	286,400	28.64	286,400	28.64
Add: Shares issued during the year	-	-	-	-
Less: Shares Bought Back during the year	-	-	-	-
Less: Shares redeemed during the year	(91,700)	(9.17)	-	-
Less: Shares converted into equity shares during the year	(194,700)	(19.47)	-	-
<b>Outstanding at the end of the year</b>	-	-	<b>286,400</b>	<b>28.64</b>

**Terms/Rights attached to 0% optionally convertible preference shares ("OCPS")**

During the year, out of 2,86,400 OCPS, 91,700 have been redeemed at Rs. 10 per OCPS and 1,94,700 have been converted into 1,94,700 Equity shares of Rs. 10 each.

**Details of Shareholders holding more than 5% optionally convertible preference shares**

Name of shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Intellivate Capital Ventures Limited	-	-	28,898	10.09%
Suhas Bhand	-	-	54,000	18.85%
Sarang Bhand	-	-	37,700	13.16%
Suhurd Patel	-	-	25,730	8.98%
K. A. Investment Consultancy LLP (Formerly known as Leena Investment Consultancy LLP)	-	-	79,535	27.77%

**Disclosure of Shareholding of Promoters**

Disclosure of shareholding of Promoter as at March 31, 2023 is as follow:

Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	-	-	37,700	13.16%	-13.16%



Organic Recycling Systems Limited  
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CIN : U40106MH2008PLC186309  
Notes to standalone financial statements for the year ended March 31, 2023

4 Share capital

(INR in Lakhs)

Disclosure of shareholding of Promoter as at March 31, 2022 is as follow:

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	37,700	13.16%	37,700	13.16%	-

(C) 0% Non-Cumulative Redeemable Preference Shares

Reconciliation of the 0% non-cumulative redeemable preference shares outstanding at the beginning and at the end of the reporting period:

Particulars	March 31, 2023		March 31, 2022	
	No. of Shares	INR in Lakhs	No. of Shares	INR in Lakhs
At the beginning of the year	157,632	15.76	157,632	15.76
Add: Shares issued during the year	-	-	-	-
Less: Shares Bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>157,632</b>	<b>15.76</b>	<b>157,632</b>	<b>15.76</b>

Terms/Rights attached to 0% non-cumulative redeemable preference shares

Preference shareholders shall be entitled to rights and privileges as are contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof subject to the Companies Act, 1956 and any subsequent re-enactments thereof.

Preference Shares are redeemable / transferable in accordance with the terms contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof. As per addendum dated September 30, 2018, the preference shares are redeemable on any date on or before March 31, 2024

No dividend is payable on the preference shares of the Company.

Each of the shares shall be redeemed at price calculated based on annual return of 18% p.a. for the Redemption period.

Details of Shareholders holding more than 5% non-cumulative redeemable preference shares

Name of shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Manish Modi	68,916	43.72%	52,116	33.06%
Mahendra Kumar Gupta	-	-	16,800	10.66%
Mahendra Modi	14,000	8.88%	14,000	8.88%
Rupal J Shah Trustee of J.P.S. Family Trust	12,000	7.61%	12,000	7.61%
Ami Modi	10,740	6.81%	10,740	6.81%
Milap C Shah	45,860	29.09%	45,860	29.09%

Disclosure of Shareholding of Promoters

Disclosure of shareholding of Promoter as at March 31, 2023 is as follow:

Name of Promoter	March 31, 2023		March 31, 2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

Disclosure of shareholding of Promoter as at March 31, 2022 is as follow:

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

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		(INR in Lakhs)	
5	Reserves and surplus	As at March 31, 2023	As at March 31, 2022
	<b>Capital Redemption Reserve</b>		
	Balance as at the beginning of the year	-	-
	Add: Addition on account of redemption of preference shares	9.17	-
	<b>Closing balance at the end of the year</b>	<b>9.17</b>	<b>-</b>
	<b>Securities premium account</b>		
	Balance as at the beginning of the year	10,061.83	10,061.83
	Add: Premium on Conversion of Compulsorily Convertible Debenture*	1,298.44	-
	Less: Utilised on allotment of Bonus shares	(412.50)	-
	<b>Closing balance at the end of the year</b>	<b>10,947.76</b>	<b>10,061.83</b>
	<b>Surplus in the Statement of Profit and Loss</b>		
	Balance as at the beginning of the year	(923.06)	(1,058.62)
	Add: Profit / (Loss) for the year	472.12	135.56
	Less: Transferred to Capital Redemption Reserve**	(9.17)	-
	<b>Closing balance at the end of the year</b>	<b>(460.11)</b>	<b>(923.06)</b>
	<b>Total reserves and surplus</b>	<b>10,496.82</b>	<b>9,138.77</b>

\*During the year the Company has converted 1,38,50,000, 0.01% Compulsorily Convertible Debenture Series I (CCD Series I) of INR 10 each into 8,65,625 Equity Shares of INR 10 each in the ratio of 0.0625:1 (0.0625 Equity Shares of INR 10 each for every 1 0.01% Compulsorily Convertible Debenture Series I held of INR 10 each) at INR 160 per share.

\*\*The Company had issued redeemable preference shares in 2013 which were redeemed out of profits in September 2022. In order to comply with the requirements of the then applicable Section 55 of the Companies Act, 2013, the Company had transferred amounts to the Capital Redemption Reserve.

		(INR in Lakhs)			
6	Borrowings	Short term		Long term	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	<b>Secured :</b>				
	<b>Term loans</b>				
	From Banks	5.20	7.36	18.93	24.14
	<b>Loans repayable on demand</b>				
	From Banks	-	592.54	-	-
		<b>5.20</b>	<b>599.91</b>	<b>18.93</b>	<b>24.14</b>
	<b>Unsecured :</b>				
	From Financial Institutions	2.79	-	19.45	22.24
	Inter-Corporate Deposit	-	-	6,540.82	4,353.90
	From Director (Refer Note - 26)	-	-	9.17	-
		<b>2.79</b>	<b>-</b>	<b>6,569.43</b>	<b>4,376.14</b>
	<b>Total</b>	<b>8.00</b>	<b>599.91</b>	<b>6,588.37</b>	<b>4,400.28</b>

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**Notes to standalone financial statements for the year ended March 31, 2023**

	<b>Particulars</b>	<b>Terms of Repayment with interest</b>	<b>EMI (INR in Lakhs)</b>
(i)	A Car loan from ICICI Bank is secured by hypothecation of the vehicle financed by the bank.	Repayable in 62 monthly instalment commencing from August 2018 along with interest at 8.75% p.a.	0.41
(ii)	Car loan from HDFC Bank is secured by hypothecation of the vehicle financed by bank.	Repayable in 84 monthly instalment commencing from March 2022 along with interest at 7.10% p.a.	0.38
	<b><u>From Financial Institution :</u></b>		
(i)	Business loan from Bajaj Finance	Repayable in 84 monthly instalments. The first 26 instalments will only pay interest, while the remaining 58 instalments will pay both principal and interest. Principal repayment commences from May 2023 along with interest at 18% p.a.	0.58
	<b><u>Inter-Corporate Deposit</u></b>		
(a)	Aegis Warehousing Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028. A simple interest at 12% p.a. will be charged on the outstanding balance during the year, which may be reduced or waived on the basis of mutual agreement between the parties without the approval of the members.	-
(b)	Indo Euro Indchem Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
(c)	La Fin Financial Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
(d)	Prash Builders Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028. A simple interest at 6% p.a. will be charged on the outstanding balance during the year, which may be reduced or waived on the basis of mutual agreement between the parties without the approval of the members.	-
(e)	Sunil Equitrade Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
(f)	Organic Waste (India) Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
	<b><u>From Director</u></b>		
(a)	Sarang Bhand	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid after March 31, 2028, which carries interest @ 0%.	-

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(INR in Lakhs)				
7 Other Liabilities	Current		Long-term	
	As at	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Security Deposits*	-	-	291.75	291.75
<b>Trade Advance</b>				
From Related Party (Refer Note 26)	36.65	36.65	-	-
From Others	-	2,135.80	150.00	150.00
Employee benefits payable	59.93	99.23	-	-
Statutory dues including provident fund and tax deducted at source	219.25	52.76	-	-
Advance to Customer	0.50	-	-	-
Sundry Creditors for Expenses	230.38	265.28	-	-
Payable for expenses	66.50	26.87	-	-
Interest Accrued but not due on Term Loan	0.43	-	-	-
Other Payable	54.48	70.16	-	-
<b>Total</b>	<b>668.12</b>	<b>2,686.75</b>	<b>441.75</b>	<b>441.75</b>

\*Security deposit of INR 191.75 Lakhs (PY INR 191.75 Lakhs) has been taken from Blue Planet Yasasu Solutions Private Limited for Performance Bank Guarantee, Earnest money deposit and Tender deposit as per the terms of the contract.

\*Security deposit of INR 100.00 Lakhs (PY INR 100.00 Lakhs) has been taken from Blue Planet Environmental Solutions India Private Limited for Earnest money deposit for Kerala State Industrial Development Corporation Project.

(INR in Lakhs)				
8 Provisions	Short term		Long term	
	As at	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for employee benefits				
Provision for gratuity (Note 27)	3.05	2.76	32.42	29.18
<b>Total</b>	<b>3.05</b>	<b>2.76</b>	<b>32.42</b>	<b>29.18</b>



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		(INR in Lakhs)	
9	Trade payables	As at	As at
		March 31, 2023	March 31, 2022
	Total outstanding dues of micro enterprises and small enterprises (Refer ageing schedule below) (Refer Note 26)	718.46	739.42
	Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	<b>Total</b>	<b>718.46</b>	<b>739.42</b>

The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Company is as under:

		(INR in Lakhs)	
Particulars		As at	As at
		March 31, 2023	March 31, 2022
Principal amount due and remaining unpaid		718.46	739.42
Interest accrued and due on above and the unpaid interest		0.61	0.03
Interest paid		-	-
Payment made beyond the appointed day during the year		-	-
Interest due and payable for the period of delay		-	-
Interest accrued and remaining unpaid		-	-
Amount of further interest remaining due and payable in succeeding years		-	-
		<b>719.07</b>	<b>739.45</b>

Trade Payable ageing schedule for current period:

		(INR in Lakhs)				
Particulars		Outstanding for following periods from due date of payment				As at
		Less than 1 year	1-2 years	2-3 years	more than 3 years	March 31, 2023
MSME		194.33	107.67	318.40	98.06	718.46
Others		-	-	-	-	-
Disputed dues- MSME		-	-	-	-	-
Disputed dues- Others		-	-	-	-	-
<b>Total</b>		<b>194.33</b>	<b>107.67</b>	<b>318.40</b>	<b>98.06</b>	<b>718.46</b>

Trade Payable ageing schedule for previous period:

		(INR in Lakhs)				
Particulars		Outstanding for following periods from due date of payment				As at
		Less than 1 year	1-2 years	2-3 years	more than 3 years	March 31, 2022
MSME		294.10	318.40	103.24	23.68	739.42
Others		-	-	-	-	-
Disputed dues- MSME		-	-	-	-	-
Disputed dues- Others		-	-	-	-	-
<b>Total</b>		<b>294.10</b>	<b>318.40</b>	<b>103.24</b>	<b>23.68</b>	<b>739.42</b>

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**Note - 10 - Property, Plant & Equipment and Intangible assets**

(INR in Lakhs)

Particulars	Property, Plant & Equipment				Total Property, Plant & Equipment	Intangible assets		Total Intangible assets
	Furnitures & Fixtures	Computers	Vehicles	Office Equipments		Technology Development	Software	
<b>At April 01, 2021</b>	<b>51.17</b>	<b>7.04</b>	<b>26.13</b>	<b>12.89</b>	<b>97.23</b>	<b>60.99</b>	<b>3.20</b>	<b>64.19</b>
Addition	-	2.14	25.62	2.13	29.89	-	-	-
Disposals	-	-	-	-	-	-	-	-
<b>At March 31, 2022</b>	<b>51.17</b>	<b>9.18</b>	<b>51.75</b>	<b>15.03</b>	<b>127.13</b>	<b>60.99</b>	<b>3.20</b>	<b>64.19</b>
Addition	1.32	1.66	-	0.35	3.32	-	0.24	0.24
Disposals	-	-	-	-	-	-	-	-
<b>At March 31, 2023</b>	<b>52.49</b>	<b>10.84</b>	<b>51.75</b>	<b>15.37</b>	<b>130.44</b>	<b>60.99</b>	<b>3.44</b>	<b>64.43</b>
<b>Depreciation/Amortisation</b>								
<b>At April 01, 2021</b>	<b>15.79</b>	<b>6.14</b>	<b>19.78</b>	<b>8.44</b>	<b>50.15</b>	<b>48.49</b>	<b>1.97</b>	<b>50.46</b>
Charge for the Year	9.16	0.94	3.07	1.89	15.06	6.10	1.00	7.10
Disposals	-	-	-	-	-	-	-	-
<b>At March 31, 2022</b>	<b>24.95</b>	<b>7.08</b>	<b>22.85</b>	<b>10.33</b>	<b>65.21</b>	<b>54.59</b>	<b>2.97</b>	<b>57.57</b>
Charge for the Year	6.97	1.69	9.02	2.01	19.69	6.10	0.17	6.27
Disposals	-	-	-	-	-	-	-	-
<b>At March 31, 2023</b>	<b>31.92</b>	<b>8.77</b>	<b>31.87</b>	<b>12.34</b>	<b>84.90</b>	<b>60.69</b>	<b>3.14</b>	<b>63.83</b>
<b>Net Book Value</b>								
<b>At March 31, 2022</b>	<b>26.22</b>	<b>2.10</b>	<b>28.90</b>	<b>4.70</b>	<b>61.92</b>	<b>6.40</b>	<b>0.22</b>	<b>6.62</b>
<b>At March 31, 2023</b>	<b>20.57</b>	<b>2.07</b>	<b>19.87</b>	<b>3.03</b>	<b>45.54</b>	<b>0.30</b>	<b>0.29</b>	<b>0.59</b>

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Note - 10 - Intangible Asset Under Development		(INR in Lakhs)
Particular		Amount
<b>Gross Value</b>		
At April 01, 2021		201.19
Addition		229.14
Disposals		-
At March 31, 2022		<u>430.33</u>
Addition		222.84
Disposals		-
At March 31, 2023		<u>653.17</u>
<b>Depreciation/Impairment</b>		
At April 01, 2021		-
Addition		-
Disposals		-
At March 31, 2022		<u>-</u>
Addition		-
Disposals		-
At March 31, 2023		<u>-</u>
<b>Net Carrying Value</b>		
At March 31, 2022		<u>430.33</u>
At March 31, 2023		<u>653.17</u>

**Intangible Assets under Development completion schedule :**

Intangible Assets under Development	Amount in CWIP for a period of				(INR in Lakhs)
	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total
Project in progress	222.84	229.14	201.19	-	653.17

Above Cost amounting to INR 222.84 Lakhs comprise of Salary expenses of INR 221.47 Lakhs and Professional fees of INR 1.37 Lakhs (P.Y. Salary Expenses of INR 229.14 Lakhs) have been incurred for development of In-vessel composting, Activated Carbon to Mesh Membrane development for Water/Gas purification application, Lithium Metal recovery from Industrial waste water, Micro Algae application for waste water treatment, CO2 Methanation Technology and Cashew Apple Juice (CAJ) to Ethanol/Vinegar.



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							(INR in Lakhs)
11	Investments	Number of Shares March 31, 2023	Number of Shares March 31, 2022	Current As at March 31, 2023	As at March 31, 2022	Non-Current As at March 31, 2023	As at March 31, 2022
Trade Investments - Unquoted (Valued At Cost Unless Stated Otherwise)							
Investment in equity instrument							
Investment in Subsidiaries :							
	Solapur Bio-energy Systems Private Limited*#	15,400,000	15,400,000	-	-	6,220.00	6,220.00
	Organic Waste (India) Private Limited**#	198,504	198,504	-	-	1,082.84	1,082.84
	Pune urban Recyclers Private Limited#	10,000	10,000	-	-	1.00	1.00
	Meerut Bioenergy Systems Private Limited#	10,000	10,000	-	-	1.00	1.00
Investment in Associates :							
	Blue Planet Kannur Waste Solution Private Limited	2,600	2,600	-	-	0.26	0.26
	Blue Planet Palakkad Waste Solution Private Limited	2,600	2,600	-	-	0.26	0.26
Investment in Others :							
	Five Elements Environment Ventures Private Limited	1,000	1,000	-	-	0.10	0.10
				-	-	7,305.46	7,305.46
Investment in Preference Shares							
Investment in Subsidiaries :							
	Solapur Bio-energy Systems Private Limited*	1,930,000	1,930,000	-	-	1,930.00	1,930.00
	Organic Waste (India) Private Limited	22,379	22,379	-	-	312.00	312.00
				-	-	2,242.00	2,242.00
Total				-	-	9,547.46	9,547.46
Aggregate amount of							
Quoted Investments							
Market value of Quoted Investments							
Unquoted Investments				-	-	9,547.46	9,547.46

\* 37,00,000 (P.Y. 37,00,000) fully paid up equity shares of Solapur Bio Energy System Private Limited and 14,80,000 (P.Y. 14,80,000) Redeemable Preference shares of Solapur Bio Energy System Private Limited are pledge with Bank for term loan taken by Solapur Bio Energy System Private Limited.

\*\* Out of the total shares issued, 85,000 are partly paid up

# Out of total shareholding, 1 share is held by nominee shareholder.

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		(INR in Lakhs)	
12	Deferred Tax Assets (Net)	As at March 31, 2023	As at March 31, 2022
	<b>Deferred tax liability</b>		
	Disallowance of Expenditure under Section 43B	-	-
	<b>Gross deferred tax liability (B)</b>	-	-
	<b>Deferred tax assets</b>		
	Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	8.39	5.17
	Provision for employee benefit expenses	8.93	8.04
	On unabsorbed depreciation and business loss	-	82.80
	<b>Gross deferred tax assets (A)</b>	<b>17.32</b>	<b>96.00</b>
	<b>Net deferred tax Assets (A-B)</b>	<b>17.32</b>	<b>96.00</b>
	<b>Deferred Tax Assets to be extent recognised (refer note below)</b>	<b>17.32</b>	<b>35.05</b>

According to the Accounting Standard AS-22, deferred tax assets should be recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

		(INR in Lakhs)			
13	Loans and Advances	Short term		Long term	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	<b>Other Loans &amp; Advances</b>				
	Advance to Employees for Expenses	1.06	0.55	-	-
	Advance to vendors	26.92	5.13	-	-
	Loans and advance to related parties* (Refer Note 26)	-	-	6,336.08	5,818.76
	Balance with Government Authorities	37.33	27.68	9.64	22.48
	(Net of Provision for Income Tax of INR 82.56 Lakhs (P.Y. Nil))				
	Loan to Employees	2.39	0.36	-	-
	Prepaid expenses	1.71	3.29	-	-
	<b>Total</b>	<b>69.41</b>	<b>36.99</b>	<b>6,345.71</b>	<b>5,841.24</b>

**Loans and advance to related parties\***

Particular	Interest Rate	INR (in Lakhs)	
		March 31, 2023	March 31, 2021
Subsidiary Companies**	Nil	6,331.11	5,818.76
Others	Nil	4.96	-
<b>Total</b>		<b>6,336.08</b>	<b>5,818.76</b>

\*\* The company, being the holding company, is exempted from the provisions of Section 185, thereby able to advance loans to subsidiaries with common directors.

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(INR in Lakhs)				
14 Other Assets	Current		Non-Current	
	As at	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Security Deposits	-	-	16.14	13.00
Earnest Money Deposit	-	-	113.00	139.65
Term Deposit with bank*	-	-	118.04	175.75
Tender deposits	-	-	15.00	15.00
TDS Reimbursible from Bajaj Finance	0.12	0.19	-	-
Unbilled Revenue** (Refer Note 26)	432.00	-	-	-
Interest accrued but not due on term deposits	0.01	0.00	24.91	38.37
Others Assets***	15.45	-	-	-
<b>Total</b>	<b>447.58</b>	<b>0.20</b>	<b>287.09</b>	<b>381.77</b>

**Notes :**

\* The term deposits are given to various customer as a performance guarantees.

\*\*The Company had received an EPC Contract from Blue Planet Palakkad Waste Solutions Private Limited for the 200 TPD waste-to-energy plant for processing of solid waste located at Kanjikode in Palakkad district, Kerala ("Palakkad Project"). However, the parties to the contract have decided to foreclose the contract due to significant delay at the regulators end to allot land for the aforesaid projects and grant the related approvals. As per the terms of the framework agreement dated December 31, 2022, Blue Planet Palakkad Waste Solutions Private Limited has agreed to pay the company a sum of INR 1,000 Lakhs for payments towards detailed engineering works and other consultancy services provided by the company as per the EPC Contract. Out of INR 1,000 Lakhs, the Company has already billed INR 600 Lakhs during the year.

\*\*\* This includes expenses incurred primarily for upcoming Initial Public Offering

(INR in Lakhs)		
15 Trade receivables	As at	As at
	March 31, 2023	March 31, 2022
Unsecured considered good	2,063.43	1,722.13
Doubtful	74.16	74.16
(-) Provision for doubtful debts	(74.16)	(74.16)
<b>Total</b>	<b>2,063.43</b>	<b>1,722.13</b>

**Trade Receivables ageing schedule for current period :**

(INR in Lakhs)						
Particulars	Outstanding for following periods from due date of payment					As at
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	March 31, 2023
Undisputed Trade receivables- considered good	357.06	156.22	137.56	-	-	650.84
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	138.58	556.08	539.90	178.02	1,412.59
Disputed Trade receivables- considered doubtful	-	-	-	43.78	30.39	74.16
(-) Provision for doubtful debts	-	-	-	(43.78)	(30.39)	(74.16)
<b>Total</b>	<b>357.06</b>	<b>294.81</b>	<b>693.64</b>	<b>539.90</b>	<b>178.02</b>	<b>2,063.43</b>



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15 Trade receivables

Trade Receivables ageing schedule for previous period :						(INR in Lakhs)
Particulars	Outstanding for following periods from due date of payment					As at
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	March 31, 2022
Undisputed Trade receivables- considered good	359.06	46.19	-	-	-	405.24
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	209.88	389.09	539.90	131.80	46.23	1,316.89
Disputed Trade receivables- considered doubtful	-	-	43.78	18.83	11.56	74.16
(-) Provision for doubtful debts	-	-	(43.78)	(18.83)	(11.56)	(74.16)
<b>Total</b>	<b>568.93</b>	<b>435.28</b>	<b>539.90</b>	<b>131.80</b>	<b>46.23</b>	<b>1,722.13</b>

\* In respect of disputed trade receivable, the company has received an order dated June 30, 2022 from Muncipal Corporation of Delhi whereby it has instructed its officer to terminate the contract given to the company and recover the penalties. The Company has filed petition on June 30, 2022 with Hon'ble High Court Delhi to recover outstanding dues from Muncipal Corporation of Delhi. Based on the opinion of the Company's advocate, the Company is hopeful to recover the entire amount along with claim for cost escalation.

		(INR in Lakhs)	
16	Cash and Bank Balance	As at March 31, 2023	As at March 31, 2022
	Cash and cash equivalents		
	Cash on Hand	0.15	0.18
	Bank Balances		
	- In current accounts	15.10	20.60
	Total (A)	15.25	20.78
	Other Bank Balance		
	Term Deposit with bank with maturity less than 12 months	0.10	0.10
	Total (B)	0.10	0.10
	Total (A+B)	15.35	20.88

**Organic Recycling Systems Limited**  
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	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>17 Revenue from operations</b>		
Contract revenue (Refer note below)	1,126.66	507.78
Revenue from Operation and Maintenance	33.28	373.83
Consultancy fees	85.00	50.00
<b>Other Operating Income</b>		
Technology License Fees*	60.00	-
<b>Total</b>	<b>1,304.94</b>	<b>931.61</b>

**Note:**

(i) Includes INR 1,000 Lakhs (P.Y.- 328.71 Lakhs) for which the Company had received an EPC Contract from Blue Planet Palakkad Waste Solutions Private Limited for the 200 TPD waste-to-energy plant for processing of solid waste located at Kanjikode in Palakkad district, Kerala ("Palakkad Project"). However, the parties to the contract have decided to foreclose the contract due to significant delay at the regulators end to allot land for the aforesaid projects and grant the related approvals. As per the terms of the framework agreement dated December 31, 2022, Blue Planet Palakkad Waste Solutions Private Limited has agreed to pay the company a sum of INR 1,000 Lakhs for payments towards detailed engineering works and other consultancy services provided by the company as per the EPC Contract.

(ii) Includes uncertified revenue of INR 67.53 Lakhs (P.Y. - Nil) as on March 31, 2023 which is subsequently certified by the client in the month of May 2023.

\*Income received for use of Company's Technical sub-licensing by other company in providing solutions for Agro Waste processing plant.

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>18 Other income</b>		
Interest Income :		
- On Fixed Deposit	9.29	10.47
Interest on Income Tax Refund	1.21	-
Sundry balance written back (Refer Note 34)	48.46	127.31
<b>Total</b>	<b>58.97</b>	<b>137.78</b>

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>19 Direct expenses</b>		
Purchase	55.58	166.75
Power and fuel	1.78	19.66
Labour Charges	3.63	21.80
Water Charges	0.29	2.39
Security charges	53.16	76.86
Site cleaning charges	0.82	4.36
Diesel Generator - Hiring Charges	1.45	-
Other Direct Cost	2.35	-
Repairs and maintenance	12.64	9.96
Sub-Contract Charges	36.78	-
<b>Total</b>	<b>168.48</b>	<b>301.77</b>

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>20 Employee benefits expense</b>		
Salaries, wages and bonus*	211.71	171.08
Contributions to provident and other funds	9.75	10.35
Stipend	2.88	4.64
Recruitment expense	-	1.87
Gratuity	5.76	11.40
Staff welfare expenses	8.34	5.91
<b>Total</b>	<b>238.44</b>	<b>205.25</b>

\*includes Director remuneration of INR 32.87 Lakhs (P.Y INR 26.33 Lakhs)

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>21 Depreciation and amortization expense</b>		
Depreciation on Property, Plant & Equipment	19.69	15.06
Amortisation of intangible assets	6.27	7.10
<b>Total</b>	<b>25.96</b>	<b>22.16</b>



Organic Recycling Systems Limited  
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	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>22 Finance costs</b>		
Interest on loan	79.81	53.95
Interest on overdraft	47.72	39.81
Other borrowing cost	1.23	3.07
<b>Total</b>	<b>128.76</b>	<b>96.84</b>

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>23 Other expenses</b>		
Bank charges	0.38	0.13
Rent	45.41	26.46
Rates and taxes	19.40	30.22
Electricity expenses	7.84	4.46
Insurance charges	1.18	0.93
Interest on MSME	0.61	0.03
Business promotion expenses	3.25	7.14
Legal and professional charges	75.00	71.67
Listing Fees	1.00	-
Payment to auditor (Refer details below)	2.75	1.80
Brokerage & Commission	2.42	-
Travelling and conveyance expenses	25.90	18.21
Director Sitting Fees	1.80	-
Internet expenses	2.43	2.70
Lodging and Boarding expenses	9.64	7.35
Communication cost	2.82	2.89
Interest and penalties	17.32	1.95
Office expenses	5.07	4.54
Testing charges	0.21	2.25
Bad debts and Balance written off (Refer Note 35)	0.69	46.64
Provision for doubtful debts	-	74.16
Miscellaneous expenses	4.71	4.28
<b>Total</b>	<b>229.84</b>	<b>307.80</b>

**\* Payment to Auditors**

As Auditors:		
Audit Fees	2.50	1.80
Certificate	0.25	-
Tax matters	-	-
<b>Total</b>	<b>2.75</b>	<b>1.80</b>

**Organic Recycling Systems Limited**

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Notes to standalone financial statements for the year ended March 31, 2023

**24. Earning Per Share**

Net profit attributable to equity shareholders and the weighted number of shares outstanding for basic and diluted earning per share are as summarised below:

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Net profit for calculation of basic and diluted EPS (INR in Lakhs) (A)	472.12	135.56
Weighted average number of equity shares for calculating basic EPS, Nominal value of Shares Rs. 10 each (B)	4,668,051	4,138,750
Weighted average number of equity shares for calculating diluted EPS, Nominal value of Shares Rs. 10 each (C)	4,668,051	4,425,150
<b>Basic Earning per Share (A/B)</b>	<b>10.11</b>	<b>3.28</b>
<b>Diluted Earning per Share (A/C)</b>	<b>10.11</b>	<b>3.06</b>

**25. Contingent Liabilities & Commitments**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Contingent Liabilities</b>		
Guarantees given by the Company for Term Loans taken by wholly owned subsidiary	2,844.00	2,844.00
Service tax demand as per Show Cause Notice	307.18	307.18
Maharashtra Value Added Tax demand as per Show Cause Notice (Refer Note a)	-	24.27
Performance Bank Guarantee	181.79	239.50
Income Tax Demand for FY 2019-20. The Company has filed online rectification request and its expects that the due rectification will be done by the department and no liability will arise.	404.28	376.74
<b>Commitments</b>		
There are no capital commitment as on the reporting date.	-	-

(a) The Company has paid the arrear towards Maharashtra Value Added Tax under the the Amensty Scheme and the demand has been withdrawn by the Dy. Commissioner as per the orders dated September 26, 2022.

**26. Related party disclosures**

**Names of related parties and related party relationship**

**Related parties under AS 18**

Key Management Personnel	Sarang S. Bhand (Managing Director w.e.f. October 01, 2022)
	Yashas Bhand (Director and Chief Executive Officer w.e.f. October 01, 2022)
	Janaki Sarang Bhand ( Director w.e.f September 01, 2022)
	Jigar Gudka (Chief Financial officer w.e.f. October 01, 2022)
	Zinal Shah (Company Secretary w.e.f. February 01, 2022)
Relatives of Key Management Personnel	Suhas Bhand (Relative of Director)
Subsidiaries	Solapur Bioenergy Systems Private Limited
	Organic Waste (India) Private Limited
	Pune Urban Recyclers Private Limited
	Meerut Bioenergy Systems Private Limited
Associates	Blue Planet Kannur Waste Solution Private Limited
	Blue Planet Palakkad Waste Solution Private Limited
	Blue Planet Yasasu Solutions Private Limited
Entities in which Key Management Personnel exercise significant influence	Blue Planet Yasasu Process Engineers Private Limited
	Five Elements Environment Ventures Private Limited
	Five Elements Research Foundation

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Notes to standalone financial statements for the year ended March 31, 2023

**26. Related party disclosures****i) Related Party transactions (including provisions and accruals)****(INR in Lakhs)**

Name of Related Party	Relationship	Nature of Transaction	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Sarang Bhand	Director	Director Remuneration	32.87	26.33
		Director Remuneration capitalised as Technology development	10.00	24.00
		Loan received	9.17	-
Yashas Bhand	Director	Director Remuneration capitalised as Technology development	18.00	12.00
Janaki Sarang Bhand	Director	Director Sitting Fees	1.20	-
Suhas Bhand	Relative of Director	Salary capitalised as Technology development	15.00	30.00
		Consultancy Charges	15.00	-
Solapur Bioenergy Systems Private Limited	Subsidiary Company	Loan Given	665.15	840.79
		Loan received/returned	158.34	958.33
		Investment in Equity Shares	-	650.00
Organic Waste (India) Private Limited	Subsidiary Company	Loan received	-	0.20
		Loan repaid	14.01	0.26
Pune Urban Recyclers Private Limited	Subsidiary Company	Loan Given	1.08	0.60
Meerut Bioenergy Systems Private Limited	Subsidiary Company	Loan Given	4.46	2.78
		Loan received	-	0.32
Blue Planet Yasasu Solutions Private Limited	Entities in which Key Management Personnel exercise significant	Purchase of material	55.58	166.75
		Trade Advance received	-	0.89
Blue Planet Palakkad Waste Solution Private Limited	Associate Company	Revenue from operation	1,000.00	328.71
Five Elements Environment Ventures Private Limited	Entities in which Key Management Personnel exercise significant influence	Loan Given	4.96	-
Jigar Gudka	Chief Financial officer	Salary	24.53	-
Zinal Shah	Company Secretary	Salary	2.13	0.35



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Notes to standalone financial statements for the year ended March 31, 2023

**26. Related party disclosures**
**ii) Closing Balances of Related Parties (including provisions and accruals)**

(INR in Lakhs)

Name of Related Party	Relationship	Nature of Transaction	As at March 31, 2023	As at March 31, 2022
Sarang Bhand	Director	Director Remuneration payable	1.38	2.63
		Loan payable	9.17	-
Yashas Bhand	Director	Director Remuneration payable	2.10	2.59
Janaki Sarang Bhand	Director	Director Sitting Fees Payable	1.08	-
Suhas Bhand	Relatives of Key Management Personnel	Salary payable	0.28	6.33
		Consultancy Charges Payable	2.26	-
Solapur Bioenergy Systems Private Limited	Subsidiary	Loan Receivable	6,068.04	5,561.23
		Investment in Equity Shares	6,220.00	6,220.00
		Investment in Preference Shares	1,930.00	1,930.00
Organic Waste (India) Private Limited	Subsidiary	Loan payable	444.69	458.70
		Investment in Equity Shares	1,082.84	1,082.84
		Investment in Optionally convertible Preference Shares	312.00	312.00
		Loan Receivable	228.57	227.49
Pune Urban Recyclers Private Limited	Subsidiary	Investment in Equity Shares	1.00	1.00
Meerut Bioenergy Systems Private Limited	Subsidiary	Loan Receivable	34.50	30.04
		Investment in Equity Shares	1.00	1.00
Five Elements Environment Ventures Private Limited	Entity in which Key Management Personnel exercise significant influence	Loan receivable	4.96	-
		Investment in Equity Shares	0.10	0.10
Blue Planet Yasasu Solutions Private Limited	Entity in which Key Management Personnel exercise significant influence	Trade payable	718.46	739.42
		Security Deposit Payable	191.75	191.75
		Trade Advance Payable	36.65	36.65
Blue Planet Palakkad Waste Solution Private Limited	Associate Company	Trade Receivable	225.56	197.56
		Unbilled Revenue	432.00	-
		Investment in Equity Shares	0.26	0.26
Blue Planet Kannur Waste Solution Private Limited	Associate Company	Investment in Equity Shares	0.26	0.26
Jigar Gudka	Chief Financial officer	Salary payable	0.42	-
Zinal Shah	Key Management Personnel - Company Secretary	Professional fees receivable	-	0.04
		Salary payable	0.16	0.16

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Notes to standalone financial statements for the year ended March 31, 2023

**27. Gratuity**

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

**a. Statement of Profit and Loss****Net employee benefit expense recognized in the employee cost**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current service cost	4.14	3.77
Interest cost on benefit obligation	2.28	1.88
Expected Gain on Plan Assets	-	-
Past Service Cost	-	-
Net Actuarial Loss / (Gain)	(0.65)	5.75
Recognised Past Service Cost - Vested	-	-
Recognised Past Service Cost - Unvested	-	-
<b>Net benefit expense</b>	<b>5.76</b>	<b>11.40</b>

**b. Balance Sheet**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Net Defined Benefit Liability	35.47	31.94

**c. Reconciliation of Net Liability**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present Value of funded defined benefit obligation (i)	35.47	31.94
Fair Value of Plan Assets(ii)	-	-
<b>Net Benefit Liability</b>	<b>35.47</b>	<b>31.94</b>

**c (i) . Reconciliation of defined benefit obligation**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Defined Benefit Obligation	31.94	29.17
Transfer in / (out) obligation	-	-
Current Service Cost	4.14	3.77
Interest cost on benefit obligation	2.28	1.88
Actuarial Loss / (Gain)	(0.65)	5.75
Past Service Cost	-	-
Benefits paid	(2.23)	(8.63)
<b>Present Value of Defined Benefit Obligation</b>	<b>35.47</b>	<b>31.94</b>



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Notes to standalone financial statements for the year ended March 31, 2023

**27. Gratuity****c (ii) . Reconciliation of plan assets**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Value of Plan Assets	-	-
Transfer in / (out) plan assets	-	-
Expected Return	-	-
Actuarial Gain / (Loss)	-	-
Contributions by employer	-	-
Benefits paid	-	-
<b>Fair Value of Plan Assets</b>	<b>-</b>	<b>-</b>

**d. Bifurcation of Current - Non Current Liability**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current Liability	3.05	2.76
Non Current Liability	32.42	29.18
<b>Total</b>	<b>35.47</b>	<b>31.94</b>

**e. Composition of Plan Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Policy of Insurance	0.00%	0.00%
<b>Total</b>	<b>0.00%</b>	<b>0.00%</b>

**f. Principal Assumptions for determining Gratuity Plan**

Particulars	As at March 31, 2023	As at March 31, 2022
Discount Rate	7.31%	6.98%
Rate of Salary Increase	5.00%	5.00%
<b>Attrition rate</b>		
For service 4 years and below	15.00% p.a.	15.00% p.a.
For service 5 years and above	5.00% p.a.	5.00% p.a.
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Ultimate)	Indian Assured Lives Mortality 2012-14 (Urban)
Mortality Rate After Employment	N.A.	N.A.

The discount rate is based on the prevailing market yields of Government Securities as at the balance sheet date for the estimated terms of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

**28. Outflow in Foreign Currency**

There were no foreign currency expenditure during the period (P.Y. INR Nil)

**29. Inflow in Foreign Currency**

There were no foreign currency earnings during the period (P.Y. INR Nil)

**Organic Recycling Systems Limited**

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Notes to standalone financial statements for the year ended March 31, 2023

**30. Ratio Analysis**

Particulars	Basis	As at March 31, 2023	As at March 31, 2022	Variance %
Current ratio	<u>Current Assets</u> Current Liabilities	1.86	0.44	320.33%
Debt-Equity Ratio	<u>Total Debt</u> Shareholder's Equity	0.60	0.54	9.83%
Debt Service Coverage Ratio	<u>Earnings available for debt service*</u> Debt Service**	40.17	16.74	139.92%
Return on Equity Ratio	<u>Net Profit after Tax - Preference Dividend</u> Average Shareholder's Equity	4.67%	1.49%	214.10%
Inventory turnover ratio	<u>Cost of Goods Sold</u> Average Inventory	NA	NA	-
Trade Receivables turnover ratio	<u>Net Credit Sales</u> Average Accounts Receivables	0.69	0.64	7.96%
Trade payables turnover ratio	<u>Net Credit Purchases</u> Average Trade Payables	0.08	0.24	-67.84%
Net capital turnover ratio	<u>Net Sales</u> Average Working Capital	(2.48)	(0.62)	302.59%
Net profit ratio	<u>Net Profit</u> Net Sales	0.36	0.15	148.63%
Return on Capital employed	<u>Earning Before Interest and Tax</u> Capital Employed***	3.97%	1.62%	145.59%
Return on investment	<u>Interest on Investment</u> Average Current Investments	NA	NA	-

\*Earning for debts Services = Net Profit Before Tax + Non Cash Operating Expenses + Interest + Other adjustment like loss on sale of property, plant and equipment etc.

\*\*Debts Service = Interest + Principal Repayment

\*\*\*Capital Employed = Tangible Net worth + Debts + Deferred Tax Liability

**Explanations for significant variation (i.e. change of 25% or more as compared to FY 2021-22) in ratios:**

(a) Current Ratio : The ratio has improved due to increase in currents assets &amp; decrease in current liabilities in current year as compared to last year.

(b) Debt Service Coverage Ratio : The ratio has improved due to increase in earnings available for debt service in current year as compared to last year.

(c) Return on Equity Ratio : The ratio has improved due to increase in profit after tax in current year as compared to last year.

(f) Trade payables turnover ratio : During the year, average trade payables has increased and net credit purchases have reduced as compared to last year. In view of the above, trade payable ratio is 0.08 times in FY 2022-23 as compared to 0.24 times in FY 2021-22.

(g) Net capital turnover ratio : The ratio has improved due to increase in sales and average working capital in current year as compared to last year.

(h) Net profit ratio : The ratio has improved due to increase in profit and sales in current year as compared to last year.

(i) Return on Capital employed : The ratio has improved due to increase in earnings before interest and tax in current year as compared to last year.



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Notes to standalone financial statements for the year ended March 31, 2023

**31. Segment Reporting**

The company is operating in single business segment i.e. Construction, Development and Maintenance of Waste-to-Energy projects, particularly in the Municipal Solid Waste sector. Hence AS-17 - "Segment Reporting" is not applicable.

**32. Registration of charges or satisfaction with Registrar of Companies**

Following is the details of pending registration of charge with Registrar of Companies beyond the statutory period :

Nature of Loan	Lender	Due date for creation of charge	Reason for non creation
Vehicle loan	ICICI Bank	July 6, 2018	As per the common practice, charge on vehicle loan is created by the bank. The management was under impression that bank would have created the charge. However it is learnt that the bank failed to create charge as well as informed the management to create. Since the current outstanding is hardly INR 2.09 Lakhs and the same will be repaid in FY 2023-24. Hence no charge is created.

**33. Other Disclosures**

No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(c) Wilful defaulter

(d) Transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

**34. Write Back of Liabilities**

The Company has written back following balances because they are outstanding since long period and not payable :

Particular	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Trade Payable	-	8.66
Forfeiture of Trade Advance	-	79.40
Other Liabilities	48.46	39.25
<b>Total</b>	<b>48.46</b>	<b>127.31</b>

**35. Bad debts and sundry balance written off**

The Company has written off following balances because they are outstanding since long period and not recoverable :

Particular	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Trade Receivable	-	6.60
Advances to vendors and others	0.69	33.06
Deposits	-	6.98
<b>Total</b>	<b>0.69</b>	<b>46.64</b>



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Notes to standalone financial statements for the year ended March 31, 2023

**36. Disclosure in accordance in Accounting Standard- 7 (Revised)**

Particulars	(INR in Lakhs)	
	April 01, 2022 to March 31, 2023	April 01, 2021 to March 31, 2022
Contract revenue recognised in an accounting period	67.53	-
Aggregate amount of cost incurred till date	46.46	-
Aggregate amount of net profit recognised till date	21.07	-
Advance received from customer	-	-
Amount of retentions	-	-

37. In the opinion of the Board, the provision for all the known liabilities is adequate and not in excess of the amount reasonably necessary.

38. In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

**39. Previous year figure**

Previous year's figures have been regrouped where necessary to confirm to current year's classification.

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

Place: Mumbai

Date: June 09, 2023

For and on behalf of the Board of Directors

**Organic Recycling Systems Limited****Sarang Bhand**

Managing Director

DIN : 01633419

**Jigar Gudka**

Chief Financial Officer

Place: Mumbai

Date: June 09, 2023

**Yashas Bhand**Director and Chief Executive  
Officer

DIN : 07118419

**Zinal Shah**

Company Secretary

Place: Mumbai

Date: June 09, 2023

## **Independent Auditors' Report**

To,  
The Members of  
**Organic Recycling Systems Limited**  
(Formerly Known as "Organic Recycling Systems Private Limited")

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying Consolidated Financial Statements of **Organic Recycling Systems Limited** (hereinafter referred to as the "Company" or the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "Group") and its associates which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated statement of Profit and Loss and the Consolidated Cash Flows 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").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries referred to in the Other Matters section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view of in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group and its associates as at March 31, 2023, their Consolidated Profit and their Consolidated Cash Flows for the year then ended March 31, 2023.

#### **Basis for Opinion**

We conducted our audit of Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group and its associates in accordance with the 'Code of Ethics' issued by Institute of Chartered Accountant of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provision of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

## **Key Audit Matters**

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

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Holding Company or its Subsidiaries since they are unlisted Companies.

## **Information other than the Consolidated Financial Statements and Auditors' Report thereon**

The Holding Company's board of directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, compare with the Financial Statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their Financial Statements audited by the other auditors. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of Management for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements 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 its associates for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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 respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate or cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Financial Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors 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.

#### **Other Matters:**

- a) We did not audit the Financial Statements and other financial information of four subsidiaries whose Financial Statements reflect total assets of INR 8,667.79 Lakhs as at March 31, 2023, total revenues of INR 1,166.99 Lakhs and net cash inflows amounting to INR 1.52 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements have been audited by the 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 disclosure included in respect of these subsidiaries, our report in terms of subsection (3) of section 143 of the Act, in so far as relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on the Financial Statements and the other financial information of subsidiaries referred to in the Other Matters section above we report, to the extent applicable, that:
  - a. We/ the auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act;
  - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiaries and associate companies incorporated in India, none of the directors of the Group companies and its associates companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting with reference to Consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" which is based on the auditors' report of the Holding Company, subsidiary companies and associate companies incorporated in India, Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting with reference to Consolidate Financial Statements of those companies.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated financial position of the Group and its associates.
  - ii. The Group did not have any material foreseeable losses in long term contracts including derivative contracts during the year ended March 31, 2023.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended March 31, 2023.
  - iv. (a) The respective managements of the Holding Company and its subsidiaries 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 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 Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("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 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 respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries 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 associate companies which are 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. No dividend has been declared or paid during the year by the Holding Company, its subsidiary companies incorporated in India.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023, to the Holding Company, its subsidiaries and associate companies which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

UDIN: 23144424BGRNLV3305

Place: Navi Mumbai

Date: June 9, 2023



## **Annexure “1” to the Independent Auditor’s Report**

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ Section of our report to the Members of Organic Recycling Systems Limited of even date)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements except remark on significant uncertainty of the two entity’s ability to continue as a going concern due to accumulated losses and its eroded net worth and projects in those entities are yet to take off.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

UDIN: 23144424BGRNLV3305

Place: Navi Mumbai

Date: June 9, 2023

## **Annexure “2” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our report to the Members of Organic Recycling Systems Limited of even date)

### **Report on the internal financial controls over financial reporting under Clause (i) of Sub – Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting with reference to Consolidated Financial Statements of the Organic Recycling Systems Limited (the “Holding Company”), its subsidiary companies and its associate companies which are companies incorporated in India, as of that date.

#### **Management’s responsibility for internal financial controls**

The respective Boards of Directors of the Holding Company its subsidiary companies and its associate companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control over financial reporting with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

#### **Auditors’ responsibility**

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

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

effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial control system over financial reporting with reference to the Consolidated Financial Statements of the Holding Company its subsidiary companies and its associate companies which are companies incorporated in India.

### **Meaning of internal financial controls over financial reporting with reference to the Consolidated Financial Statements**

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

### **Inherent Limitations of internal financial controls over financial reporting with reference to the Consolidated Financial Statements**

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the of the Holding Company its subsidiary companies and its associate companies which are companies incorporated in India, have, in all material respects, an adequate internal financial control system over financial reporting with reference to the Consolidated Financial Statements and such internal financial controls over financial reporting with reference to the Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the criteria for internal control over financial reporting with reference to the Consolidated Financial Statements established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

### **Pritesh Bhagat**

Partner

Membership No.144424

UDIN: 23144424BGRNLV3305

Place: Navi Mumbai

Date: June 9, 2023

**Organic Recycling Systems Limited**  
("formerly known as Organic Recycling Systems Private Limited")  
CIN : U40106MH2008PLC186309  
**Consolidated Balance Sheet as at March 31, 2023**

		(INR in Lakhs)	
Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	4	535.67	45.78
Reserves and surplus	5	2,014.40	763.08
		<b>2,550.07</b>	<b>808.86</b>
<b>Non-current liabilities</b>			
Long-term borrowings	6	6,703.71	4,676.00
Other Long-term liabilities	7	453.75	453.75
Long-term provisions	8	48.01	43.40
		<b>7,205.47</b>	<b>5,173.15</b>
<b>Current Liabilities</b>			
Short-term borrowings	6	277.70	742.38
Trade payables	9		
Total outstanding dues of micro enterprises and small enterprises		733.69	739.42
Total outstanding dues of creditors other than micro enterprises and small enterprises		118.36	125.01
Other current liabilities	7	1,041.88	3,077.02
Short-term provisions	8	3.94	3.52
		<b>2,175.56</b>	<b>4,687.34</b>
<b>Total</b>		<b>11,931.10</b>	<b>10,669.35</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, Plant & Equipment and Intangible assets			
-Property, Plant & Equipment	10	5,928.41	6,352.53
-Goodwill on Consolidation	11	93.81	93.81
-Capital Work in Progress	10	13.98	13.98
-Intangible assets	10	1.09	7.37
-Intangible assets under development	10	1,015.29	604.52
Non-current investments	12	0.10	0.10
Deferred Tax Assets	13	730.82	748.55
Long-term loans and advances	14	16.04	79.60
Other non current assets	15	310.75	405.29
		<b>8,110.29</b>	<b>8,305.75</b>
<b>Current assets</b>			
Inventories	16	89.70	120.36
Trade receivables	17	3,128.40	1,998.93
Cash and Bank Balance	18	22.98	26.99
Short-term loans and advances	14	131.39	217.08
Other current assets	15	448.33	0.23
		<b>3,820.81</b>	<b>2,363.60</b>
<b>Total</b>		<b>11,931.10</b>	<b>10,669.35</b>
Summary of significant accounting policies	3		

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Pritesh Bhagat**  
Designated Partner  
  
Membership No.: 144424

**Sarang Bhand**  
Managing Director  
  
DIN : 01633419

**Yashas Bhand**  
Director and Chief Executive Officer  
  
DIN : 07118419

**Jigar Gudka**  
Chief Financial Officer

**Zinal Shah**  
Company Secretary

Place: Mumbai  
Date: June 09, 2023

Place: Mumbai  
Date: June 09, 2023

Place: Mumbai  
Date: June 09, 2023

**Organic Recycling Systems Limited**  
("formerly known as Organic Recycling Systems Private Limited")  
CIN : U40106MH2008PLC186309  
**Statement of Consolidated Profit and Loss for the year ended March 31, 2023**

		(INR in Lakhs except earning per share)	
Particulars	Notes	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>Income</b>			
Revenue from operations	19	2,471.93	1,461.37
Other income	20	62.18	295.30
<b>Total Income (i)</b>		<b>2,534.10</b>	<b>1,756.67</b>
<b>Expenses</b>			
Direct expense	21	526.08	687.25
Change in inventories of finished goods and work in progress	22	28.00	(16.85)
Employee benefits expense	23	359.06	275.40
Depreciation and amortization expense	24	495.82	595.99
Finance costs	25	187.95	152.74
Other expenses	26	471.52	596.78
<b>Total expenses (ii)</b>		<b>2,068.43</b>	<b>2,291.32</b>
<b>Profit / (Loss) before Exceptional and Extraordinary Items, Prior Period and Tax (iii = i-ii)</b>		<b>465.68</b>	<b>(534.65)</b>
Exceptional items (iv)		-	-
<b>Profit / (Loss) before Extraordinary Items, Prior Period and Tax (v = iii-iv)</b>		<b>465.68</b>	<b>534.65</b>
Extraordinary Items (vi)		-	-
<b>Profit / (Loss) before Prior Period and Tax (vii = v-vi)</b>		<b>465.68</b>	<b>534.65</b>
Prior Period Expenses (viii)		-	-
<b>Profit / (Loss) before tax (ix = vii-viii)</b>		<b>465.68</b>	<b>(534.65)</b>
<b>Tax Expenses (x)</b>			
Current tax		82.56	-
Deferred tax		17.73	-
Short/(Excess) provision of tax of earlier years		-	-
<b>Total tax expenses</b>		<b>100.30</b>	<b>-</b>
<b>Profit / (Loss) before Share of Profit / (Loss) of Associates (xi = ix-x)</b>		<b>365.38</b>	<b>(534.65)</b>
Share of Profit / (Loss) in Associates (xii)		-	1.17
<b>Profit/(Loss) for the period (before adjustment for Minority Interest) (xiii = xi-xii)</b>		<b>365.38</b>	<b>(533.48)</b>
Minority Interest (xiv)		-	-
<b>Profit / (Loss) for the year (xv = xiii - xiv)</b>		<b>365.38</b>	<b>(533.48)</b>
<b>Earnings per equity share (in INR) [nominal value of INR 10 per share (March 31, 2022 - INR 10 per share)]</b>	27		
Basic		7.83	(12.89)
Diluted		7.83	(12.06)
<b>Summary of significant accounting policies</b>	3		

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**  
Designated Partner  
Membership No.: 144424

Place: Mumbai  
Date: June 09, 2023

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Sarang Bhand**  
Managing Director  
DIN : 01633419

**Yashas Bhand**  
Director and Chief Executive  
Officer  
DIN : 07118419

**Jigar Gudka**  
Chief Financial Officer

**Zinal Shah**  
Company Secretary

Place: Mumbai  
Date: June 09, 2023

Place: Mumbai  
Date: June 09, 2023



**Organic Recycling Systems Limited**  
("formerly known as Organic Recycling Systems Private Limited")  
CIN : U40106MH2008PLC186309  
**Consolidated Cash Flow Statement for the year ended March 31, 2023**

	(INR in Lakhs)	
Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>Cash flow from operating activities</b>		
Profit before Tax	465.68	(534.65)
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortisation	495.82	595.99
Finance cost	187.95	152.74
Interest income	(9.60)	(10.92)
Sundry balance written back	(50.71)	(276.07)
Bad debts and Balance written off	2.02	147.50
Provision for doubtful debts	-	74.16
Gain on sale of property, plant and equipment	(0.04)	(7.70)
Impairment of Goodwill	-	11.04
Share of Loss/ Profit of Associate	-	1.17
<b>Operating profit before working capital changes</b>	<b>1,091.12</b>	<b>153.25</b>
<b>Movement in working capital :</b>		
Increase/ (Decrease) in Trade payables	(10.43)	14.41
Increase/ (Decrease) in Other liabilities	(1,943.37)	1,308.93
Increase/ (Decrease) in Provisions	5.03	4.01
Decrease/ (Increase) in Loans and advances	9.85	39.00
Decrease/ (Increase) in Inventories	30.66	(13.60)
Decrease/ (Increase) in Trade receivables	(1,129.46)	(677.36)
Decrease/ (Increase) in Other current / non current assets	(423.88)	(43.11)
<b>Cash generated from/(used in) operations</b>	<b>(2,370.47)</b>	<b>785.52</b>
Direct Taxes paid (net of refunds)	-	-
<b>Net cash flow from operating activities (A)</b>	<b>(2,370.47)</b>	<b>785.52</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipments including capital advances	(126.21)	(364.17)
Purchase of intangible asset including capital advances	(0.24)	(0.75)
Sale of Property, Plant and Equipment	0.16	11.31
Increase in Capital work in progress	-	-
Term Deposit	57.71	(3.10)
Increase in Intangible Assets under development	(338.74)	(311.43)
Investment in Associates and Others	-	(1.17)
Interest received	21.33	-
<b>Net cash used in investing activities (B)</b>	<b>(385.99)</b>	<b>(669.31)</b>
<b>Cash flow from financing activities</b>		
Issue of Compulsory convertible Debentures	1385.00	-
Redemption of Optionally convertible Preference Shares	(9.17)	-
Proceeds /(Repayment) from long-term borrowings including current maturity, net	2,123.52	(19.89)
Proceeds /(Repayment) from short-term borrowings, net	(560.49)	(11.57)
Interest paid	(186.41)	(153.01)
<b>Net cash used in financing activities (C)</b>	<b>2,752.45</b>	<b>(184.47)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>(4.01)</b>	<b>(68.26)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>23.89</b>	<b>92.15</b>
<b>Cash and cash equivalents at end of the year</b>	<b>19.88</b>	<b>23.89</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	2.73	3.05
Balances with banks:		
- on current accounts	17.15	20.84
<b>Total cash &amp; cash equivalents (Note 18)</b>	<b>19.88</b>	<b>23.89</b>

**Summary of significant accounting policies**

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**  
Designated Partner  
  
Membership No.: 144424

Place: Mumbai  
Date: June 09, 2023

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Sarang Bhand**  
Managing Director  
  
DIN : 01633419

**Jigar Gudka**  
Chief Financial Officer

Place: Mumbai  
Date: June 09, 2023

**Yashas Bhand**  
Director and Chief Executive Officer  
  
DIN : 07118419

**Zinal Shah**  
Company Secretary

Place: Mumbai  
Date: June 09, 2023

**Organic Recycling Systems Limited**

("formerly known as Organic Recycling Systems Private Limited")

CIN : U40106MH2008PLC186309

**Notes to Consolidated financial statements for the year ended March 31, 2023****1 Nature of Operation**

Organic Recycling Systems Limited ("the Company" or "the Holding Company") is a Company domiciled in India and incorporated under the provisions of Companies Act, 1956 on August 29, 2008. The Company together with its subsidiaries and associates herein after collectively referred to as 'the Group'. The Company is a technology development company focused on pioneering in developing solutions focused on the Municipal Solid Waste (MSW) space. The Company is involved in the Construction, Development and Maintenance of Waste-to-Energy projects, particularly in the Municipal Solid Waste sector, through various Special Purpose Vehicles ("SPVs"). Further, the company has also started monetizing its technology through entering into EPC contracts with developers of MSW projects. The Company was incorporated as a private limited company and became a Limited Company in September, 2022.

The Company operates through bidding for waste management projects and has been awarded contracts by various Municipal Corporations. Some of this contract are executed through SPV.

**2 Basis of accounting and preparation of financial statements**

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 with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021 and presentation requirements of Division I of Schedule III to the Companies Act, 2013. The consolidated financial statements have been prepared on going concern basis under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of previous year unless otherwise specified.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle, and other criteria set out in the schedule III to the companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

**Current-Non current classification**

All assets and liabilities are classified into current and non-current as follows:

**Assets:**

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

**Liabilities:**

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

**3 Summary of significant accounting policies****a. Presentation and disclosure**

The Group has prepared the Consolidated Financial Statements along with the relevant notes with the requirements of Schedule III of the Act.

**b. Use of estimates**

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



**Organic Recycling Systems Limited**

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CIN : U40106MH2008PLC186309

**Notes to Consolidated financial statements for the year ended March 31, 2023****3 Summary of significant accounting policies****c. Principles of Consolidation**

The consolidated financial statements relate to the Company, its subsidiaries and associates companies. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiaries companies are combined on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard-21 - "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

The difference between the cost of investment in the Subsidiaries over the net assets at the time of acquisition of the investment in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be. Investments made by the parent company in subsidiary companies subsequent to the holding-subsidiary relationship coming into existence are eliminated while preparing the consolidated financial statement.

Intragroup balances, intragroup transactions and resulting unrealised profits or losses, unless cost cannot be recovered, are eliminated to the extent of share of the parent company in full.

In case of associate where the Company has significant influence or hold directly or indirectly through subsidiaries 20% or more of equity shares, investment in associates are accounted for using equity method in accordance with AS 23 - 'Accounting for Investments in Associates in Consolidated Financial Statements', as notified accounting standard by Companies (Accounting Standards) Rules, 2021. The Company accounts for its share in the change in the net assets of the associates, post acquisition, after eliminating unrealized profits and losses resulting from transactions between the Company and its associates in

**d. Cash and Cash Equivalent**

Cash and cash equivalents for the purposes of consolidated cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**e. Cash Flow Statement**

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

**f. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use less accumulated depreciation, amortization, impairment, discardation and compensation.

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

**g. Intangible assets**

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment loss, if any. Intangible assets are recognized only if it is probable that the expected future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

**Technology Development:**

Expenditure incurred during research is charged to revenue when no intangible asset arises from such research.

Development expenditure is capitalised to the extent that it is expected that such asset will generate future economic benefits; adequate technical, financial and other resources required to complete the development and to use or sell the asset are available, and the expenditure attributable to the asset during its development can be measured reliably. The Group has filed its patent for 'DRYAD' Technology in June 2014. The company has received the patent on June 16, 2022.

**Goodwill**

Goodwill comprises the excess of purchase consideration over the parent's portion of equity of the subsidiary at the date on which investment in the subsidiary is made.

**h. Depreciation & Amortisation**

Depreciation on Property, Plant & Equipment is provided on the written down value method at the calculated rates on the basis of the useful life specified in Part C and in the manner prescribed under Schedule II of the Companies Act, 2013, as under:

Property, Plant & Equipment	Useful Life
Office Equipments	5 years
Furnitures & Fixtures	10 years
Computers	3 years
Vehicles	8 Years
Building	30 years
Plant and Machinery	35 years



**Organic Recycling Systems Limited**

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**Notes to Consolidated financial statements for the year ended March 31, 2023****3 Summary of significant accounting policies**

During the year, depreciation is provided at 100% on the written down value of assets which have retired from active use.

Intangible assets in the nature of softwares are amortised on a Straight Line Method over their useful lives of 3 years.

The Group has amortized the Technology Development cost over its estimated life over 10 years

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern, if any.

Goodwill has not been amortised because management is of the view that future economic benefits would be realised from the investment made in the subsidiaries.

**i. Intangible Assets under Development**

Intangible assets under development is stated at cost, net of accumulated impairment losses, if any. The cost comprises of direct cost, salary, professional fees and depreciation incurred for development of Marut Drum, Phosphate Rich Organic Manure (PROM), Activated Carbon, In-vessel composting, Sugar King/Sugarcane Plus-Products, Co-digestion of Agri residue and other feedstock/ HRT Reactor / Pre-treatment of mixed biomass or waste, H<sub>2</sub>S and Moisture scrubber Technology and Biochar to Brick/tiles application.

**j. Revenue Recognition**

Revenue is recognized based on the nature of activity to the extent it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

**Revenue from Construction Contract**

a. For Engineering, Procurement and Construction (EPC) and construction contracts, contract prices are either fixed or subject to price escalation clauses.

b. Revenues are recognised on a percentage of completion method measured on the basis of stage of completion which is as per joint surveys and work certified by the customers.

c. Profit is recognised in proportion to the value of work done (measured by the stage of completion) when the outcome of the contract can be estimated reliably. When the total contract cost is estimated to exceed total revenues from the contract, the loss is recognized immediately.

d. Amounts due in respect of price escalation claims and/ or variation in contract work are recognised as revenue only if the contract allows for such claims or variations and/or there is evidence that the customer has accepted it and are capable of being reliably measured.

**Accounting of Supply Contracts-Sale of goods**

Revenue from supply contract is recognized when the substantial risk and rewards of ownership is transferred to the buyer.

**Service income**

Service income is recognised on the basis of completion of service method.

**Interest**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

**k. Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. All other investments are classified as long term investments. Long term investments are carried at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

**l. Inventories**

Inventories are stated at lower of cost or net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises cost of raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

**m. Foreign Currency Transactions**

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currencies outstanding at the balance sheet date are restated at the rates prevailing on that date. The exchange differences arising on settlement / restatement of foreign currency monetary items are capitalized as part of the depreciable Property, Plant and Equipments to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable Property, Plant and Equipments, the exchange differences are charged to the Statement of Profit and Loss. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.



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**Notes to Consolidated financial statements for the year ended March 31, 2023****3 Summary of significant accounting policies****n. Retirement and other employee benefits**Short Term Employee Benefits:

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services.

Post-Employment Benefits:

Group's contribution for the period paid/payable to defined contribution retirement benefit schemes are charged to statement of Profit and Loss. Group's liability towards defined benefit plan viz. gratuity is determined using the Projected Unit Credit Method as per actuarial valuation carried out at the balance sheet date. The benefit is unfunded. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

**o. Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset in accordance with AS 16.

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation on that asset are determined as the actual borrowing costs incurred on that borrowing during the period less any income on the temporary investment of those borrowings.

**p. Operating Lease**

Lease arrangements under the Group where risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating lease. Lease payments under an operating lease are recognized as expense in the statement of Profit and Loss as per terms of lease agreement.

**q. Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**r. Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

**s. Impairment of Assets**

At each Balance Sheet date, the group assesses as to whether there is any indication that an asset is impaired. If any such indication exists, the group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. However, as per the assessment made by the company as on the balance sheet date, there is no such indication of any impairment of any asset during the year under report and therefore there is no effect of impairment loss in the financial statement for the year under report.

**t. Impairment of Goodwill**

Goodwill arising on acquisition represents a payment made by an acquirer in anticipation of future economic benefits. The future economic benefits may result from synergy between the identifiable assets acquired or from assets that individually do not qualify for recognition in the financial statements. Goodwill does not generate cash flows independently from other assets or groups of assets and, therefore, the recoverable amount of goodwill as an individual asset cannot be determined. As a consequence, if there is an indication that goodwill may be impaired, recoverable amount is determined for the cash-generating unit to which goodwill belongs. This amount is then compared to the carrying amount of this cash-generating unit and any impairment loss is recognised

**Organic Recycling Systems Limited**

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**Notes to Consolidated financial statements for the year ended March 31, 2023**

**3 Summary of significant accounting policies**

**u. Provisions and Contingencies**

A provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.



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**Notes to Consolidated financial statements for the year ended March 31, 2023**

(INR in Lakhs)

4 Share capital	Number of Shares March 31, 2023	As at March 31, 2023	Number of Shares March 31, 2022	As at March 31, 2022
<b>Authorized capital</b>				
Equity shares of INR 10 each	20,040,000	2,004.00	20,040,000	2,004.00
0% Optionally convertible preference shares of INR 10 each	300,000	30.00	300,000	30.00
0% Non-cumulative redeemable preference shares of INR10 each	160,000	16.00	160,000	16.00
<b>Total</b>		<b>2,050.00</b>		<b>2,050.00</b>
<b>Issued, subscribed and fully paid up share capital</b>				
Equity shares of INR 10 each	5,199,075	519.91	13,750	1.38
0% Optionally convertible preference shares of INR 10 each	-	-	286,400	28.64
0% Non-cumulative redeemable preference shares of INR 10 each	157,632	15.76	157,632	15.76
<b>Total</b>		<b>535.67</b>		<b>45.78</b>

**(A) Equity Share Capital**
**Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:**

Particulars	March 31, 2023		March 31, 2022	
	No. of Shares	INR in Lakhs	No. of Shares	INR in Lakhs
At the beginning of the year	13,750	1.38	13,750	1.38
Add:				
(i) Bonus Shares issued during the year	4,125,000	412.50	-	-
(ii) 0% Optionally convertible Preference shares converted during the year	194,700	19.47	-	-
(iii) Compulsorily Convertible Debenture converted during the year	865,625	86.56	-	-
Less: Shares Bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>5,199,075</b>	<b>519.91</b>	<b>13,750</b>	<b>1.38</b>

**Terms/Rights attached to equity shares**

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of shares held by the shareholders.

**Details of Shareholders holding more than 5% Equity Shares**

Name of shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sarang Bhand	1,567,006	30.14%	5,206	37.86%
Suhrud Patel	571,443	10.99%	-	-
Harish Mehta	360,899	6.94%	-	-
Vipul Modi	259,763	5.00%	2,062	15.00%
Mahendra Modi	183,610	3.53%	2,062	15.00%
Niketa Modi	117,672	2.26%	2,063	15.00%
Leena Modi	-	-	2,063	15.00%

**Organic Recycling Systems Limited**

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**Notes to Consolidated financial statements for the year ended March 31, 2023****4 Share capital****(INR in Lakhs)**

As per the records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**Equity shares movement during the 5 years preceding March 31, 2023**

- Equity shares issued as pursuant to any contract for consideration other than cash**

The Company allotted 41,25,000 equity shares as fully paid up bonus shares by capitalisation of profits transferred from Securities Premium, pursuant to the passing of an Ordinary Resolution by the Shareholder in Extra Ordinary General Meeting held in September 8, 2022 for bonus equity in the ratio of 300:1 [300 (Three Hundred) equity shares to be issued for every 1 (one) equity shares].

- Equity shares bought back**

The company had not bought back any shares during the 5 preceding years.

**Disclosure of Shareholding of Promoters**

Disclosure of shareholding of Promoter as at March 31, 2023 is as follow:

Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	1,567,006	30.14%	5,206	37.86%	-7.72%

Disclosure of shareholding of Promoter as at March 31, 2022 is as follow:

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	5,206	37.86%	5,000	36.36%	1.50%

**(B) 0% Optionally Convertible Preference Shares**

**Reconciliation of the 0% optionally convertible preference shares outstanding at the beginning and at the end of the reporting period:**

Particulars	March 31, 2023		March 31, 2022	
	No. of Shares	INR in Lakhs	No. of Shares	INR in Lakhs
At the beginning of the year	286,400	28.64	286,400	28.64
Add: Shares issued during the year	-	-	-	-
Less: Shares Bought Back during the year	-	-	-	-
Less: Shares redeemed during the year	(91,700)	(9.17)	-	-
Less: Shares converted into equity shares during the year	(194,700)	(19.47)	-	-
<b>Outstanding at the end of the year</b>	<b>-</b>	<b>-</b>	<b>286,400</b>	<b>28.64</b>

**Terms/Rights attached to 0% optionally convertible preference shares ("OCPS")**

During the year, out of 2,86,400 OCPS, 91,700 have been redeemed at Rs. 10 per OCPS and 1,94,700 have been converted into 1,94,700 Equity shares of Rs. 10 each.



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Notes to Consolidated financial statements for the year ended March 31, 2023

**4 Share capital**

(INR in Lakhs)

**Details of Shareholders holding more than 5% optionally convertible preference shares**

Name of shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Intellivate Capital Ventures Limited	-	-	28,898	10.09%
Suhad Bhand	-	-	54,000	18.85%
Sarang Bhand	-	-	37,700	13.16%
Suhurd Patel	-	-	25,730	8.98%
K. A. Investments Consultancy LLP (Formerly known as Leena Investment Consultancy LLP)	-	-	79,535	27.77%

**Disclosure of Shareholding of Promoters**

Disclosure of shareholding of Promoter as at March 31, 2023 is as follow:

Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	-	-	37,700	13.16%	-13.16%

Disclosure of shareholding of Promoter as at March 31, 2022 is as follow:

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	37,700	13.16%	37,700	13.16%	-

**(C) 0% Non-Cumulative Redeemable Preference Shares****Reconciliation of the 0% non-cumulative redeemable preference shares outstanding at the beginning and at the end of the reporting period:**

Particulars	March 31, 2023		March 31, 2022	
	No. of Shares	INR in Lakhs	No. of Shares	INR in Lakhs
At the beginning of the year	157,632	15.76	157,632	15.76
Add: Shares issued during the year	-	-	-	-
Less: Shares Bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>157,632</b>	<b>15.76</b>	<b>157,632</b>	<b>15.76</b>

**Organic Recycling Systems Limited**

("formerly known as Organic Recycling Systems Private Limited")

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**Notes to Consolidated financial statements for the year ended March 31, 2023****4 Share capital**

(INR in Lakhs)

**Terms/Rights attached to 0% non-cumulative redeemable preference shares**

Preference shareholders shall be entitled to rights and privileges as are contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof subject to the Companies Act, 1956 and any subsequent re-enactments thereof.

Preference Shares are redeemable / transferable in accordance with the terms contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof. As per addendum dated September 30, 2018, the preference shares are redeemable on any date on or before March 31, 2024

No dividend is payable on the preference shares of the Company.

Each of the shares shall be redeemed at price calculated based on annual return of 18% p.a. for the Redemption period.

**Details of Shareholders holding more than 5% non-cumulative redeemable preference shares**

Name of shareholder	March 31, 2023		March 31, 2022	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Manish Modi	68,916	43.72%	52,116	33.06%
Mahendra Kumar Gupta	-	-	16,800	10.66%
Mahendra Modi	14,000	8.88%	14,000	8.88%
Rupal J Shah Trustee of J.P.S. Family Trust	12,000	7.61%	12,000	7.61%
Ami Modi	10,740	6.81%	10,740	6.81%
Milap C Shah	45,860	29.09%	45,860	29.09%

**Disclosure of Shareholding of Promoters**

Disclosure of shareholding of Promoter as at March 31, 2023 is as follow:

Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

Disclosure of shareholding of Promoter as at March 31, 2022 is as follow:

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

Organic Recycling Systems Limited  
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		(INR in Lakhs)	
5	Reserves and surplus	As at March 31, 2023	As at March 31, 2022
	<b>Capital Redemption Reserve</b>		
	Balance as at the beginning of the year	-	-
	Add: Addition on account of redemption of preference shares	9.17	-
	<b>Balance as at the end of the year</b>	<b>9.17</b>	<b>-</b>
	<b>Securities premium account</b>		
	Balance as at the beginning of the year	10,061.83	10,061.83
	Add: Premium on Conversion of Compulsorily Convertible Debenture*	1,298.44	-
	Less: Utilised on allotment of Bonus shares	(412.50)	-
	<b>Balance as at the end of the year</b>	<b>10,947.76</b>	<b>10,061.83</b>
	<b>Surplus in the Statement of Profit and Loss</b>		
	Balance as at the beginning of the year	(9,298.75)	(8,765.27)
	Add: Profit / (Loss) for the year	365.38	(533.48)
	Less: Transferred to Capital Redemption Reserve**	(9.17)	-
	<b>Balance as at the end of the year</b>	<b>(8,942.53)</b>	<b>(9,298.75)</b>
	<b>Total reserves and surplus</b>	<b>2,014.40</b>	<b>763.08</b>

\*During the year the Company has converted 1,38,50,000, 0.01% Compulsorily Convertible Debenture Series I (CCD Series I) of INR 10 each into 8,65,625 Equity Shares of INR 10 each in the ratio of 0.0625:1 (0.0625 Equity Shares of INR 10 each for every 1 0.01% Compulsorily Convertible Debenture Series I held of INR 10 each) at INR 160 per share.

\*\*The Company had issued redeemable preference shares in 2013 which were redeemed out of profits in September 2022. In order to comply with the requirements of the then applicable Section 55 of the Companies Act, 2013, the Company had transferred amounts to the Capital Redemption Reserve.

		(INR in Lakhs)			
6	Borrowings	Short term		Long term	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	<b>Secured :</b>				
	<b>Term loans</b>				
	From Banks	180.68	87.66	278.97	458.56
	<b>Loans repayable on demand</b>				
	From Banks	93.94	654.10	-	-
		<b>274.62</b>	<b>741.76</b>	<b>278.97</b>	<b>458.56</b>
	<b>Unsecured :</b>				
	From Financial Institutions	2.79	-	19.45	22.24
	Banks Overdraft	0.29	0.62	-	-
	From Directors (Refer Note 29)	-	-	9.17	-
	Inter-Corporate Deposit	-	-	6,396.13	4,195.20
		<b>3.08</b>	<b>0.62</b>	<b>6,424.74</b>	<b>4,217.45</b>
	<b>Total</b>	<b>277.70</b>	<b>742.38</b>	<b>6,703.71</b>	<b>4,676.00</b>



**Organic Recycling Systems Limited**

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Notes to Consolidated financial statements for the year ended March 31, 2023

**6 Borrowings**

(INR in Lakhs)

**Nature of Security :**

- (i) A Car loan from ICICI Bank is secured by hypothecation of the vehicle financed by the bank.
- (ii) Car loan from HDFC Bank is secured by hypothecation of the vehicle financed by bank.

**(iii) Term Loan from Bank of Baroda :**

Term loans are secured by :

- Hypothecation of Stock and Book Debts (Both Present and future).

- Hypothecation of Plant and Machineries.

- Equitable Mortgage of the Leasehold land and Building situated at Survey No. 68(1) (Old) & Survey No. 74/1 (New), Situating at Mouje Solapur, Tuljapur Road, Tahsil and District Solapur admeasuring area 09 Acres.

-Cash margin on bank Gurantee limit.

-Equitable Motgage on commercial Office premises situated at office No. 2 A, 2nd floor in Building No. 3 of City Mall, Link Road, Oshiwara, Link Road Andheri West, Mumbai belonging to Vision Corporation Limited.

-Pledge of 14,80,000 Redeemable Preference Shares (INR 10 per share) of Solapur Bio Energy System Private Limited owned by Organic Recycling System Limited ("formerly known as Organic Recycling System Private Limited").

-Pledge of 37,00,000 fully paid up equity shares (INR 10 per share) of Solapur Bio Energy System Private Limited owned by Organic Recycling System Limited ("formerly known as Organic Recycling System Private Limited").

The entire credit facility will further secured by Personal/Corporate Gurantee of the following individuals/ organizations :

1.Sarang Bhand

2. Organic Recycling System Limited ("formerly known as Organic Recycling System Private Limited")

3.Vision Corporation Limited

4. Five Elements Environment Venture Private Limited

**Terms of Repayment with interest**

- (a) Car Loan from ICICI Bank is repayable in 62 monthly instalment amounting to INR 0.41 Lakhs commencing from August 2018 along with interest at 8.75 % p.a.
- (b) Car Loan from HDFC Bank is repayable in 84 monthly instalment amounting to INR 0.38 Lakhs commencing from March 2022 along with interest at 7.10 % p.a.



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**Notes to Consolidated financial statements for the year ended March 31, 2023****6 Borrowings****(INR in Lakhs)****(c) Term Loan from Bank of Baroda**

- (i) As per Original sanction letter, loan is repayable in 84 monthly instalment. As per revised Sanction letter dated October 30, 2021, the loan is repayable in 45 monthly instalment including moratorium period. Interest at BRLLR + 2.25% spread p.a. Spread to be reset linked to credit rating of the unit on completion of 24 months (including moratorium) from date of implementation of restructuring. Terms of repayment are as follow :

Financial Year	EMI (INR in Lakhs)
2021-22	7.49
2022-23	74.87
2023-24	137.41
2024-25	150.01
2025-26	47.80

- (ii) Term loan taken for the purpose to build up current assets for working capital requirements/to meet liquidity crunch/Cash flow mismatch. Term loan repayable in 36 monthly instalment with interest commencing from August 2020 and principal amount commencing from July 2021 along with interest at BRLLR + 1% p.a. with monthly rests. BRLLR is linked to RBI Repo rate and the same will change in line with movement of RBI repo rate. Terms of repayment are as follow :

Financial Year	EMI (INR in Lakhs)
2020-21	4.17
2021-22	29.14
2022-23	35.10
2023-24	32.65
2024-25	7.67

- (iii) Term loan taken for the purpose to build up current assets for working capital requirements/To meet liquidity crunch/Cash flow mismatch. Term loan repayable in 36 monthly instalment with interest commencing from December 2021 and principal amount commencing from December 2023 along with interest at BRLLR + 1% p.a. with monthly rests. BRLLR is linked to RBI Repo rate and the same will change in line with movement of RBI repo rate. Terms of repayment are as follow :

Financial Year	EMI (INR in Lakhs)
2021-22	0.92
2022-23	3.99
2023-24	9.15
2024-25	18.06
2025-26	16.68
2026-27	10.35

- (iv) Term loan taken for the purpose for additional funding under OTR 2.0 for purchase of Plant and Machineries (imported and indigenous). Term loan repayable in 60 monthly instalment with interest commencing from January 2022 and principal amount commencing from January 2023 along with interest at BRLLR + 2.25 % spread p.a. Spread to be reset linked to credit rating of the unit on completion of 24 months (including moratorium) from date of implementation of restructuring. Terms of repayment are as follow :

Financial Year	EMI (INR in Lakhs)
2021-22	1.22
2022-23	14.44
2023-24	35.94
2024-25	31.12

**Organic Recycling Systems Limited**

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**Notes to Consolidated financial statements for the year ended March 31, 2023**

	<b>Particulars</b>	<b>Terms of Repayment with interest</b>	<b>EMI (INR in Lakhs)</b>
	<b><u>From Financial Institution :</u></b>		
(i)	Business loan from Bajaj Finance	Repayable in 84 monthly instalments. The first 26 instalments will only pay interest, while the remaining 58 instalments will pay both principal and interest. Principal repayment commences from May 2023 along with interest at 18% p.a.	0.58
	<b><u>Inter-Corporate Deposit</u></b>		
	Aegis Warehousing Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028. A simple interest at 12% p.a. will be charged on the outstanding balance during the year, which may be reduced or waived on the basis of mutual agreement between the parties without the approval of the members.	-
	Indo Euro Indchem Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
	La Fin Financial Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
	Prash Builders Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028. A simple interest at 6% p.a. will be charged on the outstanding balance during the year, which may be reduced or waived on the basis of mutual agreement between the parties without the approval of the members.	-
	Sunil Equitrade Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
	<b><u>From Director</u></b>		
(a)	Sarang Bhand	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid after March 31, 2028, which carries interest @ 0%.	-
	Loan repayable on demand - Cash Credit from Bank of Baroda	Cash Credit taken from Bank of Baroda for working capital requirement. <b>Margin</b> : 25% of Stock and 40% on book debt up to 90 days.	-

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Notes to Consolidated financial statements for the year ended March 31, 2023

**6 Borrowings**

EMI (INR in Lakhs)

Details of quarterly reporting done to lender :

Name of Bank and Quarter	Particulars of Securities Provided	Amount as per Books of Accounts (INR in Lakhs)	Amount as reported in quarterly return/statement (INR in Lakhs)	Amount of Difference (INR in Lakhs)	Reason for Material discrepancies
Bank of Baroda - June 2022	Inventory	123.21	123.21	-	
	Trade Receivable	129.23	37.90	91.33	The amount given to bank does not include trade receivable more than 90 days.
	Trade Payable	114.85	3.45	111.40	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor
Bank of Baroda - September 2022	Inventory	123.33	123.33	-	
	Trade Receivable	84.56	20.92	63.63	The amount given to bank does not include trade receivable more than 90 days.
	Trade Payable	112.93	6.27	106.66	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor
Bank of Baroda - December 2022	Inventory	127.62	127.62	-	
	Trade Receivable	742.68	40.53	702.15	The amount given to bank does not include trade receivable more than 90 days.
	Trade Payable	125.46	19.74	105.73	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor
Bank of Baroda - March 2023	Inventory	89.70	89.70	-	
	Trade Receivable	1,064.97	1,067.38	(2.42)	The amount given to bank was based on the unaudited books of accounts.
	Trade Payable	133.59	13.64	119.95	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor

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Notes to Consolidated financial statements for the year ended March 31, 2023

		(INR in Lakhs)			
7	Other Liabilities	Current		Long-term	
		As at	As at	As at	As at
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Security Deposits* (Refer Note 29)	-	-	291.75	291.75
	<b>Trade Advance</b>				
	From Related Party (Refer Note 29)	36.65	36.65	-	-
	From Others	-	2,135.80	162.00	162.00
	Employee benefits payable	113.86	166.23	-	-
	Statutory dues including provident fund and tax deducted at source	261.84	75.27	-	-
	Sundry Creditors for Capital Goods**	137.83	182.39	-	-
	Sundry Creditors for Expenses	311.30	317.60	-	-
	Advance to Customer	0.63	-	-	-
	Payable for expenses	103.13	64.13	-	-
	Interest Accrued but not due on Term Loan	1.54	-	-	-
	Other Payable	75.09	98.96	-	-
	<b>Total</b>	<b>1,041.88</b>	<b>3,077.02</b>	<b>453.75</b>	<b>453.75</b>

\*Security deposit of INR 191.75 Lakhs (PY INR 191.75 Lakhs) has been taken from Blue Planet Yasasu Solutions Private Limited for Performance Bank Guarantee, Earnest money deposit and Tender deposit as per the terms of the contract.

\*Security deposit of INR 100.00 Lakhs (PY INR 100.00 Lakhs) has been taken from Blue Planet Environmental Solutions India Private Limited for Earnest money deposit for Kerala State Industrial Development Corporation Project.

\*\* Out of the total payable, INR 59.13 Lakhs (PY INR 59.13 Lakhs) is under dispute. Out of the total amount under dispute, INR 18.02 Lakhs (P.Y. INR 18.02 Lakhs) is under arbitration at Mumbai which is at its final stage. Remaining amount of INR 41.11 Lakhs (P.Y. INR 41.11 Lakhs) is under dispute under the MSME law at Pune and is at its initial stage.

		(INR in Lakhs)			
8	Provisions	Short term		Long term	
		As at	As at	As at	As at
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	<b>Provision for employee benefits</b>				
	Provision for gratuity (Note 30)	3.94	3.52	48.01	43.40
	<b>Total</b>	<b>3.94</b>	<b>3.52</b>	<b>48.01</b>	<b>43.40</b>



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**Notes to Consolidated financial statements for the year ended March 31, 2023**

	(INR in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>9 Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises (Refer ageing schedule below)*	733.69	739.42
Total outstanding dues of creditors other than micro enterprises and small enterprises	118.36	125.01
<b>Total</b>	<b>852.05</b>	<b>864.42</b>

\*Includes payable to related party INR 718.46 Lakhs (P.Y. INR 739.42 Lakhs)

The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the group is as under:

	(INR in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Particulars</b>		
Principal amount due and remaining unpaid	733.69	739.42
Interest accrued and due on above and the unpaid interest	8.11	0.03
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
	<b>741.80</b>	<b>739.45</b>

**Trade Payable ageing schedule as at March 31, 2023:**

	(INR in Lakhs)				
	Outstanding for following periods from due date of payment				As at March 31, 2023
<b>Particulars</b>	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	197.95	107.67	318.40	109.66	733.69
Others	26.49	16.06	10.76	65.05	118.36
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>224.44</b>	<b>123.73</b>	<b>329.16</b>	<b>174.71</b>	<b>852.05</b>

**Trade Payable ageing schedule for as at March 31, 2022:**

	(INR in Lakhs)				
	Outstanding for following periods from due date of payment				As at March 31, 2022
<b>Particulars</b>	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	294.10	318.40	103.24	23.68	739.42
Others	34.96	12.75	27.50	49.79	125.01
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>329.06</b>	<b>331.16</b>	<b>130.74</b>	<b>73.47</b>	<b>864.42</b>

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Notes to Consolidated financial statements for the year ended March 31, 2023

**Note - 10 - Intangible Asset Under Development**

(INR in Lakhs)

Particular	Amount
<b>Gross Value</b>	
At April 1, 2021	293.09
Addition	311.43
Disposals	-
<b>At March 31, 2022</b>	<b>604.52</b>
Addition	410.77
Disposals	-
<b>At March 31, 2023</b>	<b>1,015.29</b>
<b>Depreciation/Impairment</b>	
At April 1, 2021	-
Addition	-
Disposals	-
<b>At March 31, 2022</b>	<b>-</b>
Addition	-
Disposals	-
<b>At March 31, 2023</b>	<b>-</b>
<b>Net Carrying Value</b>	
At March 31, 2022	604.52
At March 31, 2023	1,015.29

**Intangible Assets under Development completion schedule :**

(INR in Lakhs)

Intangible Assets under Development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Project in progress	410.77	311.43	293.09	-	1,015.29

Above cost comprise of Direct Cost INR 33.35 Lakhs, Salary INR 304.02 Lakhs, Professional Fees INR 1.37 Lakhs and Depreciation INR 72.03 Lakhs (P.Y. Salary INR 311.43 Lakhs) have been incurred for development of Marut Drum, Phosphate Rich Organic Manure (PROM), Activated Carbon , In-vessel composting, Sugar King/Sugarcane Plus-Products, Co-digestion of Agri residue and other feedstock/ HRT Reactor / Pre-treatment of mixed biomass or waste, H2S and Moisture scrubber Technology and Biochar to Brick/tiles application.



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Notes to Consolidated financial statements for the year ended March 31, 2023

**Note - 10 - Capital Work in Progress**

(INR in Lakhs)

Capital Work in Progress	Amount
<b>Gross Value</b>	
At April 1, 2021	13.98
Addition	-
Disposals	-
At March 31, 2022	13.98
Addition	-
Disposals	-
At March 31, 2023	13.98
<b>Depreciation/Amortisation</b>	
At April 1, 2021	-
Charge for the Year	-
Disposals	-
At March 31, 2022	-
Charge for the period	-
Disposals	-
At March 31, 2023	-
<b>Net Book Value</b>	
At March 31, 2022	13.98
At March 31, 2023	13.98

(a) For Capital-work-in progress, following ageing schedule shall be given:

**CWIP aging schedule**

(INR in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Projects temporarily suspended	-	-	-	13.98	13.98

(b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

(INR in Lakhs)

CWIP	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project 1	-	-	-	13.98

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**Notes to Consolidated financial statements for the year ended March 31, 2023**
**Note - 10 - Property, Plant & Equipment and Intangible assets**

(INR in Lakhs)

Particulars	Property, Plant & Equipment						Total Property, Plant & Equipment	Intangible assets		Total Intangible assets
	Furnitures & Fixtures	Computers	Building	Vehicles	Office Equipments	Plant and Machinery		Technology Development	Software	
<b>At April 01, 2021</b>	<b>103.32</b>	<b>23.29</b>	<b>2,000.55</b>	<b>65.99</b>	<b>39.83</b>	<b>8,641.12</b>	<b>10,874.10</b>	<b>60.99</b>	<b>16.71</b>	<b>77.70</b>
Addition	0.22	2.37	-	25.62	3.16	168.66	200.03	-	0.75	0.75
Disposals	(37.70)	(10.25)	-	(33.81)	(16.69)	-	(98.45)	-	(13.51)	(13.51)
<b>At March 31, 2022</b>	<b>65.83</b>	<b>15.42</b>	<b>2,000.55</b>	<b>57.79</b>	<b>26.30</b>	<b>8,809.78</b>	<b>10,975.68</b>	<b>60.99</b>	<b>3.95</b>	<b>64.94</b>
Addition	1.78	2.05	18.78	6.61	1.79	106.34	137.34	-	0.24	0.24
Disposals	-	-	-	(2.37)	-	-	(2.37)	-	-	-
<b>At March 31, 2023</b>	<b>67.61</b>	<b>17.46</b>	<b>2,019.33</b>	<b>62.03</b>	<b>28.09</b>	<b>8,916.13</b>	<b>11,110.65</b>	<b>60.99</b>	<b>4.19</b>	<b>65.18</b>
<b>Depreciation/Amortisation</b>										
<b>At April 1, 2021</b>	<b>66.75</b>	<b>22.18</b>	<b>879.99</b>	<b>53.52</b>	<b>34.09</b>	<b>3,072.56</b>	<b>4,129.10</b>	<b>48.49</b>	<b>15.49</b>	<b>63.98</b>
Charge for the Year	9.50	1.04	107.89	4.73	2.61	463.12	588.88	6.10	1.00	7.10
Disposals	(37.70)	(10.25)	-	(30.20)	(16.69)	-	(94.84)	-	(13.51)	(13.51)
<b>At March 31, 2022</b>	<b>38.54</b>	<b>12.97</b>	<b>987.88</b>	<b>28.06</b>	<b>20.01</b>	<b>3,535.69</b>	<b>4,623.15</b>	<b>54.59</b>	<b>2.97</b>	<b>57.57</b>
Charge for the period	7.09	1.85	97.91	10.51	3.17	440.79	561.34	6.10	0.42	6.52
Disposals	-	-	-	(2.25)	-	-	(2.25)	-	-	-
<b>At March 31, 2023</b>	<b>45.64</b>	<b>14.82</b>	<b>1,085.79</b>	<b>36.32</b>	<b>23.18</b>	<b>3,976.48</b>	<b>5,182.24</b>	<b>60.69</b>	<b>3.39</b>	<b>64.08</b>
<b>Net Book Value</b>										
<b>At March 31, 2022</b>	<b>27.29</b>	<b>2.45</b>	<b>1,012.67</b>	<b>29.74</b>	<b>6.29</b>	<b>5,274.10</b>	<b>6,352.53</b>	<b>6.40</b>	<b>0.97</b>	<b>7.37</b>
<b>At March 31, 2023</b>	<b>21.97</b>	<b>2.64</b>	<b>933.54</b>	<b>25.71</b>	<b>4.91</b>	<b>4,939.65</b>	<b>5,928.41</b>	<b>0.30</b>	<b>0.79</b>	<b>1.09</b>

**Organic Recycling Systems Limited**

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Notes to Consolidated financial statements for the year ended March 31, 2023

		(INR in Lakhs)	
11	Goodwill on Consolidation	As at	As at
		March 31, 2023	March 31, 2022
	Goodwill on Consolidation	93.81	104.85
	Less : Impairment of Goodwill	-	(11.04)
		<u>93.81</u>	<u>93.81</u>

		(INR in Lakhs)			
12	Non Current Investment	Number of Shares March 31, 2023	Number of Shares March 31, 2022	As at March 31, 2023	As at March 31, 2022
	Trade Investments - Unquoted (Valued At Cost Unless Stated Otherwise)				
	Investment in Associates :				
	Blue Planet Kannur Waste Solution Private Limited	2,600	2,600	-	0.38
	Add/(Less): Group's Share of Profits / (Losses)			-	(0.38)
				-	-
	Blue Planet Palakkad Waste Solution Private Limited	2,600	2,600	-	(1.55)
	Add/(Less): Group's Share of Profits / (Losses)			-	1.55
				-	-
	Investment in Others :				
	Five Elements Environment Ventures Private Limited	1,000	1,000	0.10	0.10
	Total			0.10	0.10
	Aggregate amount of				
	Quoted Investments			-	-
	Market value of Quoted Investments			-	-
	Unquoted Investments			0.10	0.10

		(INR in Lakhs)	
13	Deferred Tax Assets (Net)	As at	As at
		March 31, 2023	March 31, 2022
	<b>Deferred tax liability</b>		
	Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	1,055.93	1,119.28
	<b>Gross deferred tax liability (B)</b>	<u>1,055.93</u>	<u>1,119.28</u>
	<b>Deferred tax assets</b>		
	On account of disallowance of TDS under Section 40(a)	2.74	2.39
	Provision for employee benefit expenses	13.21	11.93
	On unabsorbed depreciation and business loss	3,297.10	3,381.99
	<b>Gross deferred tax assets (A)</b>	<u>3,321.44</u>	<u>3,396.32</u>
	<b>Net deferred tax Assets (A-B)</b>	<u>2,265.51</u>	<u>2,277.03</u>
	<b>Deferred Tax Assets to be extent recognised (refer note below)</b>	<u>730.82</u>	<u>748.55</u>

According to the Accounting Standard AS-22, deferred tax assets should be recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.



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**Notes to Consolidated financial statements for the year ended March 31, 2023**

(InR in Lakhs)

14	Loans and Advances	Short term		Long term	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	<b>Other Loans &amp; Advances</b>				
	Advance to Employees for Expenses	5.64	4.93	-	-
	Advance to vendors	53.89	31.78	-	-
	Capital Advance	-	-	0.05	55.73
	Loans to Related parties (Refer Note 29)	-	-	4.96	-
	Balance with Government Authorities *	61.24	171.59	11.03	23.87
	(Net of Provision for Income Tax of INR 82.56 Lakhs (P.Y. Nil)				
	Loan to Employees	4.04	0.36	-	-
	Prepaid expenses	6.58	8.42	-	-
	<b>Total</b>	<b>131.39</b>	<b>217.08</b>	<b>16.04</b>	<b>79.60</b>

\* Balance with Government Authorities includes VAT Refund amounting to INR 23.38 Lakhs. The assessment order has been passed by VAT authorities in the month of June 2022.

(InR in Lakhs)

15	Other Assets	Current		Non-Current	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
	Security Deposits	-	-	35.68	32.54
	Earnest Money Deposit	-	-	113.00	139.65
	Term Deposit with bank with maturity more than 12 months*	-	-	118.04	175.75
	Tender deposits	-	-	15.00	15.00
	Margin Money for Bank Gurantee- for MPCB	-	-	2.25	2.25
	TDS Reimbursible from Bajaj Finance	0.12	0.19	-	-
	Unbilled Revenue** (Refer Note 29)	432.00	-	-	-
	Interest accrued but not due on term deposits	0.76	0.04	26.78	40.10
	Others Assets***	15.45	-	-	-
	<b>Total</b>	<b>448.33</b>	<b>0.23</b>	<b>310.75</b>	<b>405.29</b>

**Notes :**

\* The term deposits are given to various customer as a performance guarantees.

\*\*The Holding Company had received an EPC Contract from Blue Planet Palakkad Waste Solutions Private Limited for the 200 TPD waste-to-energy plant for processing of solid waste located at Kanjikode in Palakkad district, Kerala ("Palakkad Project"). However, the parties to the contract have decided to foreclose the contract due to significant delay at the regulators end to allot land for the aforesaid projects and grant the related approvals. As per the terms of the framework agreement dated December 31, 2022, Blue Planet Palakkad Waste Solutions Private Limited has agreed to pay the Holding company a sum of INR 1,000 Lakhs for payments towards detailed engineering works and other consultancy services provided by the Holding company as per the EPC Contract. Out of INR 1,000 Lakhs, the Company has already billed INR 600 Lakhs during the year.

\*\*\* This included expenses incurred primarily for upcoming Initial Public Offering

(InR in Lakhs)

16	Inventories	As at March 31, 2023	As at March 31, 2022
	Work in progress	51.60	85.60
	Finished goods	15.66	9.66
	Stores & spares	22.44	25.10
	<b>Total</b>	<b>89.70</b>	<b>120.36</b>

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	(INR in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>17 Trade receivables</b>		
Unsecured considered good (Refer ageing schedule below)	3,128.40	1,998.93
Doubtful	74.16	74.16
(-) Provision for doubtful debts	(74.16)	(74.16)
<b>Total</b>	<b>3,128.40</b>	<b>1,998.93</b>

Trade Receivables ageing schedule as at March 31, 2023:						(INR in Lakhs)
Particulars	Outstanding for following periods from due date of payments					As at
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	March 31, 2023
Undisputed Trade receivables- considered good	1,417.82	158.90	137.56	0.82	0.73	1,715.81
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	138.58	556.08	539.90	178.02	1,412.59
Disputed Trade receivables- considered doubtful	-	-	-	43.78	30.39	74.16
(-) Provision for doubtful debts	-	-	-	(43.78)	(30.39)	(74.16)
<b>Total</b>	<b>1,417.82</b>	<b>297.48</b>	<b>693.64</b>	<b>540.71</b>	<b>178.75</b>	<b>3,128.40</b>

Trade Receivables ageing schedule as at March 31, 2022:						(INR in Lakhs)
Particulars	Outstanding for following periods from due date of payments					As at
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	March 31, 2022
Undisputed Trade receivables- considered good	627.40	49.01	5.64	-	-	682.05
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	209.88	389.09	539.90	131.80	46.23	1,316.88
Disputed Trade receivables- considered doubtful	-	-	43.78	18.83	11.56	74.17
<b>Total</b>	<b>-</b>	<b>-</b>	<b>(43.78)</b>	<b>(18.83)</b>	<b>(11.56)</b>	<b>(74.17)</b>
	<b>837.28</b>	<b>438.10</b>	<b>545.54</b>	<b>131.80</b>	<b>46.23</b>	<b>1,998.93</b>

\* In respect of disputed trade receivable, the holding company has received an order dated June 30, 2022 from Municipal Corporation of Delhi whereby it has instructed its officer to terminate the contract given to the company and recover the penalties. The holding Company has filed petition on June 30, 2022 with Hon'ble High Court of Delhi to recover outstanding dues from Municipal Corporation of Delhi. Based on the opinion of the Holding Company's advocate, the Group is hopeful to recover the entire amount along with claim for cost escalation.

**Organic Recycling Systems Limited**

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Notes to Consolidated financial statements for the year ended March 31, 2023

		(INR in Lakhs)	
18	Cash and Bank Balance	As at	As at
		March 31, 2023	March 31, 2022
	<b>Cash and cash equivalents</b>		
	Cash on Hand	2.73	3.05
	Bank Balances		
	- In current accounts	17.15	20.84
	(A)	<u>19.88</u>	<u>23.89</u>
	<b>Other Bank Balance</b>		
	Term Deposit with bank with maturity less than 12 months	3.10	3.10
	(B)	<u>3.10</u>	<u>3.10</u>
	<b>Total (A+B)</b>	<u>22.98</u>	<u>26.99</u>



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Notes to Consolidated financial statements for the year ended March 31, 2023

	(INR in Lakhs)	
19 Revenue from operations	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Contract revenue (Refer note below)	1,126.66	507.78
Revenue from Operation and Maintenance	33.28	373.83
Consultancy fees	335.00	50.00
Sale of Products	362.56	525.14
<b>Other Operating Income</b>		
Sale of Scrap	14.43	4.62
Technology License Fees*	600.00	-
<b>Total</b>	<b>2,471.93</b>	<b>1,461.37</b>
<b>Details of Sale of Products</b>		
Compost	340.93	511.50
Electricity	21.62	13.64
<b>Total</b>	<b>362.56</b>	<b>525.14</b>

**Note:**

(i) Includes INR 1,000 Lakhs (P.Y.- INR 328.71 Lakhs) for which the Holding Company had received an EPC Contract from Blue Planet Palakkad Waste Solutions Private Limited for the 200 TPD waste-to-energy plant for processing of solid waste located at Kanjikode in Palakkad district, Kerala ("Palakkad Project"). However, the parties to the contract have decided to foreclose the contract due to significant delay at the regulators end to allot land for the aforesaid projects and grant the related approvals. As per the terms of the framework agreement dated December 31, 2022, Blue Planet Palakkad Waste Solutions Private Limited has agreed to pay the Holding company a sum of INR 1,000 Lakhs for payments towards detailed engineering works and other consultancy services provided by the Holding company as per the EPC Contract.

(ii) Includes uncertified revenue of INR 67.53 Lakhs (P.Y. - Nil) as on March 31, 2023 which is subsequently certified by the client in the month of May 2023.

\*Income received for use of Group's Technical sub-licensing, operational and Technical know how by other company in providing solutions for Agro Waste processing plant.

	(INR in Lakhs)	
20 Other income	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Interest Income :		
- On Fixed Deposit	9.60	10.92
- On Others	0.61	0.61
Profit on Sale of Property, Plant and Equipment	0.04	7.70
Interest on Income Tax Refund	1.21	-
Sundry balance written back (Refer Note 37)	50.71	276.07
<b>Total</b>	<b>62.18</b>	<b>295.30</b>

	(INR in Lakhs)	
21 Direct expense	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Purchase (Refer Note 29)	60.20	166.75
Power and fuel	136.78	173.88
Labour Charges	64.77	88.69
Water Charges	0.29	2.39
Security Charges	53.16	76.86
Packing & Forwarding Charges	14.42	19.34
Plant & Machinery - Hiring Charges	128.34	126.04
Transportation Charges	1.78	5.11
Loading & Unloading Charges	1.04	1.49
Testing & Laboratory Expenses	1.55	3.89
Site Cleaning Charges	0.82	4.36
Other Direct Cost	12.05	7.86
Diesel Generator - Hiring Charges	1.45	0.65
Repairs and maintenance	12.64	9.96
Sub-Contract Charges	36.78	-
<b>Total</b>	<b>526.08</b>	<b>687.25</b>

	(INR in Lakhs)	
22 (Increase)/Decrease in Inventories	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>Stock in process</b>		
Stock in process at the beginning of the year	85.60	71.10
Less : Stock in process at the end of the year	51.60	85.60
	<b>34.00</b>	<b>(14.50)</b>
<b>Finished Goods</b>		
Finished goods at the beginning of the year	9.66	7.31
Less : Finished goods at the end of the year	15.66	9.66
	<b>(6.00)</b>	<b>(2.35)</b>
<b>Total</b>	<b>28.00</b>	<b>(16.85)</b>

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>23 Employee benefits expense</b>		
Salaries, wages and bonus*	301.81	221.29
Contributions to provident and other funds	27.73	20.86
Stipend	2.88	4.64
Recruitment expense	-	3.27
Gratuity	8.66	13.21
Staff Training Expenses	0.01	0.55
Staff welfare expenses	17.98	11.57
<b>Total</b>	<b>359.06</b>	<b>275.40</b>

\*includes Director remuneration of INR 32.87 Lakhs (P.Y INR 26.33 Lakhs)

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>24 Depreciation and amortization expense</b>		
Depreciation on Property, Plant & Equipment	489.31	588.89
Amortisation of intangible assets	6.52	7.10
<b>Total</b>	<b>495.82</b>	<b>595.99</b>

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>25 Finance costs</b>		
Interest on loan	129.20	101.32
Interest on overdraft	47.72	39.81
Interest on cash credit	9.80	7.29
Other borrowing cost	1.23	4.32
<b>Total</b>	<b>187.95</b>	<b>152.74</b>

	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
<b>26 Other expenses</b>		
Bank Charges	1.10	1.40
Rent	48.76	28.61
Rates and taxes	52.28	62.64
Electricity expenses	7.84	4.46
Insurance charges	8.64	7.44
Interest on MSME	8.11	3.77
Business promotion expenses	3.25	7.14
Legal and professional charges	128.27	94.66
Payment to auditor (Refer details below)	6.55	4.50
Travelling and conveyance expenses	33.91	31.22
Internet expenses	2.43	2.70
Lodging and Boarding expenses	14.81	13.27
Communication cost	2.82	2.89
Interest and penalties	28.54	9.39
Office expenses	19.12	12.07
Testing charges	0.21	2.25
Carriage Outward	27.01	31.73
Selling & Distribution	2.57	0.62
Repairs & Maintenance		
-Building	7.31	0.54
-Plant and Machinery	8.17	5.67
Consumption of Stores and spares	39.01	27.62
Donation	0.38	0.15
Brokerage & Commission	2.53	0.14
Bad debts and Balance written off (Refer Note 38)	2.02	147.50
Provision for doubtful debts	-	74.16
Impairment of Goodwill	-	11.04
Telephone Expense	0.92	0.82
Miscellaneous expenses	6.00	5.34
Listing Fees	1.00	0.00
Director Sitting Fees	1.80	0.00
ROC Fees	6.15	3.08
<b>Total</b>	<b>471.52</b>	<b>596.78</b>

**\* Payment to Auditors**

As Auditors:		
Audit Fees	6.30	4.50
Certificate	0.25	-
Tax matters	-	-
<b>Total</b>	<b>6.55</b>	<b>4.50</b>



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**Notes to Consolidated financial statements for the year ended March 31, 2023****27. Earning Per Share**

Net profit attributable to equity shareholders and the weighted number of shares outstanding for basic and diluted earning per share are as summarised below:

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Net profit for calculation of basic and diluted EPS (INR in Lakhs) (A)	365.38	(533.48)
Weighted average number of equity shares for calculating basic EPS, Nominal value of Shares Rs. 10 each (B)	4,668,051	4,138,750
Weighted average number of equity shares for calculating diluted EPS, Nominal value of Shares Rs. 10 each (C)	4,668,051	4,425,150
<b>Basic Earning per Share (A/B)</b>	<b>7.83</b>	<b>(12.89)</b>
<b>Diluted Earning per Share (A/C)</b>	<b>7.83</b>	<b>(12.06)</b>

**28. Contingent Liabilities & Commitments**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Contingent Liabilities</b>		
Service tax demand as per Show Cause Notice	307.18	307.18
Maharashtra Value Added Tax demand as per Show Cause Notice (Refer Note a)	-	24.27
Performance Bank Guarantee	181.79	239.50
Income Tax Demand for FY 2019-20. The Company has filed online rectification request and its expects that the due rectification will be done by the department and no liability will arise.	404.28	376.74
Bank of Baroda's Right to Recompense on restructure term loan - The rights to recompense may be excersied by Bank of Baroda from the second anniversary date of the implementation of restructured package, if it is revived and surplus cash is generated after meeting the repayment obligation under the restructure package.	49.10	49.10
Income Tax demand for FY 2014-15. The appeal has been filed and management expects that no liability will arise	411.68	385.26
Bank Guarantee - Bank Gurantee is given by Bank of Baroda in favour of Maharashtra Pollution Control Board	10.00	10.00
Income Tax demand for FY 2017-18. The appeal has been filed and management expects that no liability will arise	2.10	-
TDS Default	0.24	-
<b>Commitments</b>		
Capital Commitments	124.62	172.29

(a) The Company has paid the arrear towards Maharashtra Value Added Tax under the the Amensty Scheme and the demand has been withdrawn by the Dy. Commissioner as per the orders dated September 26, 2022.

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Notes to Consolidated financial statements for the year ended March 31, 2023

**29. Related party disclosures****Names of related parties and related party relationship****Related parties under AS 18**

Key Management Personnel	Sarang S. Bhand (Managing Director)
	Yashas Bhand (Director and Chief Executive Officer w.e.f. October 1, 2022)
	Janaki Sarang Bhand ( Director w.e.f September 01, 2022)
	Jigar Gudka (Chief Financial Officer w.e.f. October 01, 2022)
	Zinal Shah (Company Secretary w.e.f. February 01, 2022)
Relatives of Key Management Personnel	Suhas Bhand (Relative of Director)
Associates	Blue Planet Kannur Waste Solution Private Limited
	Blue Planet Palakkad Waste Solution Private Limited
Entities in which Key Management Personnel exercise significant influence	Blue Planet Yasasu Solutions Private Limited
	Blue Planet Yasasu Process Engineers Private Limited
	Five Elements Environment Ventures Private Limited
	Five Elements Research Foundation

**i) Related Party transactions (including provisions and accruals)**

(INR in Lakhs)

Name of Related Party	Relationship	Nature of Transaction	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Sarang Bhand	Director	Director Remuneration	32.87	26.33
		Director Remuneration capitalised as Technology development	10.00	24.00
		Consultancy Charges	23.33	-
		Loan received	9.17	-
Yashas Bhand	Director	Director Remuneration capitalised as Technology development	18.00	12.00
Janaki Sarang Bhand	Director	Director Sitting Fees	1.20	-
Suhas Bhand	Relative of Director	Salary capitalised as Technology development	15.00	30.00
		Consultancy Charges	15.00	-
Blue Planet Yasasu Solutions Private Limited	Entities in which Key Management Personnel exercise significant influence	Purchase of material	55.58	166.75
		Trade Advance received	-	0.89
Blue Planet Palakkad Waste Solution Private Limited	Associate Company	Revenue from operation	1,000.00	328.71
Five Elements Environment Ventures Private Limited	Entities in which Key Management Personnel exercise significant influence	Loan Given	4.96	-
Jigar Gudka	Chief Financial Officer	Salary	24.53	-
Zinal Shah	Company Secretary	Salary	2.13	0.35



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Notes to Consolidated financial statements for the year ended March 31, 2023

**29. Related party disclosures****ii) Closing Balances of Related Parties (including provisions and accruals)****(INR in Lakhs)**

Name of Related Party	Relationship	Nature of Transaction	As at March 31, 2023	As at March 31, 2022
Sarang Bhand	Director	Director Remuneration payable	1.38	2.63
		Advance for Expenses Receivable	3.50	3.50
		Consultancy Charges payable	3.05	-
		Loan payable	9.17	-
Yashas Bhand	Director	Director Remuneration payable	2.10	2.59
Janaki Sarang Bhand	Director	Director Sitting Fees	1.08	-
Suhas Bhand	Relatives of Key Management Personnel	Salary payable	0.28	6.33
		Consultancy Charges payable	2.26	-
Five Elements Environment Ventures Private Limited	Entity in which Key Management Personnel exercise significant influence	Loan Receivable	4.96	-
		Investment in Equity Shares	0.10	0.10
Blue Planet Yasasu Solutions Private Limited	Entity in which Key Management Personnel exercise significant influence	Trade payable	718.46	739.42
		Security Deposit Payable	191.75	191.75
		Trade Advance Payable	36.65	36.65
Blue Planet Palakkad Waste Solution Private Limited	Associate Company	Trade Receivable	225.56	197.56
		Unbilled Revenue	432.00	-
		Investment in Equity Shares	0.26	0.26
Blue Planet Kannur Waste Solution Private Limited	Associate Company	Investment in Equity Shares	0.26	0.26
Jigar Gudka	Key Management Personnel - Chief Financial Officer	Salary payable	0.42	-
Zinal Shah	Key Management Personnel - Company Secretary	Professional fees receivable	-	0.04
		Salary payable	0.16	0.16

**Organic Recycling Systems Limited**

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CIN : U40106MH2008PLC186309

**Notes to Consolidated financial statements for the year ended March 31, 2023****30. Gratuity**

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

**a. Statement of Profit and Loss****Net employee benefit expense recognized in the employee cost****(INR in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Current service cost	6.65	6.02
Interest cost on benefit obligation	3.38	2.82
Expected Gain on Plan Assets	-	-
Past Service Cost	-	-
Net Actuarial Loss / (Gain)	(1.38)	4.37
Recognised Past Service Cost - Vested	-	-
Recognised Past Service Cost - Unvested	-	-
<b>Net benefit expense</b>	<b>8.66</b>	<b>13.21</b>

**b. Balance Sheet****(INR in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Net Defined Benefit Liability	51.95	46.92

**c. Reconciliation of Net Liability****(INR in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Present Value of funded defined benefit obligation (i)	51.95	46.92
Fair Value of Plan Assets(ii)	-	-
<b>Net Benefit Liability</b>	<b>51.95</b>	<b>46.92</b>

**c (i) . Reconciliation of defined benefit obligation****(INR in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Defined Benefit Obligation	46.92	42.91
Transfer in / (out) obligation	-	-
Current Service Cost	6.65	6.02
Interest cost on benefit obligation	3.38	2.82
Actuarial Loss / (Gain)	(1.38)	4.37
Past Service Cost	-	-
Benefits paid	(3.62)	(9.20)
<b>Present Value of Defined Benefit Obligation</b>	<b>51.95</b>	<b>46.92</b>



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Notes to Consolidated financial statements for the year ended March 31, 2023

**30. Gratuity****c (ii) . Reconciliation of plan assets**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Value of Plan Assets	-	-
Transfer in / (out) plan assets	-	-
Expected Return	-	-
Actuarial Gain / (Loss)	-	-
Contributions by employer	-	-
Benefits paid	-	-
<b>Fair Value of Plan Assets</b>	<b>-</b>	<b>-</b>

**d. Bifurcation of Current - Non Current Liability**

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current Liability	3.94	3.52
Non Current Liability	48.01	43.40
<b>Total</b>	<b>51.95</b>	<b>46.92</b>

**e. Composition of Plan Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Policy of Insurance	0.00%	0.00%
<b>Total</b>	<b>0.00%</b>	<b>0.00%</b>

**f. Principal Assumptions for determining Gratuity Plan**

Particulars	As at March 31, 2023	As at March 31, 2022
Discount Rate	7.31%	6.98%
Rate of Salary Increase	5.00%	5.00%
<b>Attrition rate</b>		
For service 4 years and below	15.00% p.a.	15.00% p.a.
For service 5 years and above	5.00% p.a.	5.00% p.a.
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Ultimate)	Indian Assured Lives Mortality 2012-14 (Urban)
Mortality Rate After Employment	N.A.	N.A.

The discount rate is based on the prevailing market yields of Government Securities as at the balance sheet date for the estimated terms of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

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Notes to Consolidated financial statements for the year ended March 31, 2023

**31. Outflow in Foreign Currency**

(INR in Lakhs)

Particulars	For the Year Ended	
	March 31, 2023	March 31, 2022
Staff Training Expenses*	-	0.55
<b>Total</b>	<b>-</b>	<b>0.55</b>

\* The payment was made by a director on behalf of the Subsidiary Company.

**32. Inflow in Foreign Currency**

There were no foreign currency earnings during the period (Previous Year INR Nil)

**33. Segment Reporting**

In accordance with the requirements of Accounting Standard 17 - "Segment Reporting", the Company has single reportable segment namely "Construction, Development and Maintenance of Waste-to-Energy projects, particularly in the Municipal Solid Waste sector. Hence AS-17 - "Segment Reporting" is not applicable.

**34. Disclosure relating to entities considered in the Consolidation Financial Statements :****Subsidiaries Considered for Consolidation:**

Name of Subsidiaries	Country of Incorporation	Proportion of ownership interest	
		March 31, 2023	March 31, 2022
Solapur Bioenergy Systems Private Limited	India	100%	100%
Organic Waste India Private Limited	India	100%	100%
Pune Urban Recyclers Private Limited	India	100%	100%
Meerut Bioenergy Systems Private Limited	India	100%	100%

**Associates Considered for Consolidation:**

Name of Associates	Country of Incorporation	Proportion of ownership interest	
		March 31, 2023	March 31, 2022
Blue Planet Palakkad Waste Solutions Private Limited	India	26%	26%
Blue Planet Kannur Waste Solutions Private Limited	India	26%	26%



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Notes to Consolidated financial statements for the year ended March 31, 2023

**34. Disclosure relating to entities considered in the Consolidation Financial Statements :**

Additional information as required by para 2 of the General Instructions for preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the entity in the Group	Net Assets i.e Total Asset minus Total Liabilities		Share of Profit / (Loss)	
	As % of consolidated net assets	INR in Lakhs	As % of consolidated Profit/Loss	INR in Lakhs
<b>Parent Company</b>				
<b>Organic Recycling Systems Limited</b>				
Balance as at March 31, 2023	432.63%	11,032.49	129.21%	472.12
Balance as at March 31, 2022	1135.49%	9,184.54	-25.41%	135.56
<b>Subsidiaries (Indian)</b>				
<b>Solapur Bioenergy Systems Private Limited</b>				
Balance as at March 31, 2023	-288.77%	(7,363.85)	-24.90%	(90.97)
Balance as at March 31, 2022	-899.15%	(7,272.88)	130.47%	(696.05)
<b>Organic Waste India Private Limited</b>				
Balance as at March 31, 2023	-33.73%	(860.15)	-2.64%	(9.63)
Balance as at March 31, 2022	-105.36%	(852.21)	-5.62%	29.96
<b>Pune Urban Recyclers Private Limited</b>				
Balance as at March 31, 2023	-9.24%	(235.55)	-0.38%	(1.38)
Balance as at March 31, 2022	-28.95%	(234.18)	0.18%	(0.94)
<b>Meerut Bioenergy Systems Private Limited</b>				
Balance as at March 31, 2023	-0.88%	(22.35)	-1.30%	(4.77)
Balance as at March 31, 2022	-2.17%	(17.58)	0.60%	(3.19)
<b>Associates (Indian)</b>				
<b>Blue Planet Palakkad Waste Solutions Private Limited</b>				
Balance as at March 31, 2023	-0.01%	(0.26)	0.00%	-
Balance as at March 31, 2022	0.19%	1.55	-0.29%	1.55
<b>Blue Planet Kannur Waste Solutions Private Limited</b>				
Balance as at March 31, 2023	-0.01%	(0.26)	0.00%	-
Balance as at March 31, 2022	-0.05%	(0.38)	0.07%	(0.38)
<b>Balance as at March 31, 2023</b>	<b>100.00%</b>	<b>2,550.07</b>	<b>100.00%</b>	<b>365.38</b>
<b>Balance as at March 31, 2022</b>	<b>100.00%</b>	<b>808.86</b>	<b>100.00%</b>	<b>(533.48)</b>

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**Notes to Consolidated financial statements for the year ended March 31, 2023****35. Registration of charges or satisfaction with Registrar of Companies**

During the year, charge yet to be register with the Registrar of Companies

Asset under charge	Lender	Date of Creation	Reason
Car Loan taken by Holding Company	ICICI Bank	July 6, 2018	As per the common practice, charge on vehicle loan is created by the bank. The management was under impression that bank would have created the charge. However it is learnt that the bank failed to create charge as well as informed the management to create. Since the current outstanding is hardly INR 2.09 Lakhs and the same will be repaid in FY 2023-24. Hence no charge is created.

**36. Other Disclosures**

No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(c) Wilful defaulter

(d) Transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

**37. Write Back of Liabilities**

The group has written back following balances because they are outstanding since long period and not payable :

Particular	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Trade Payable	2.25	150.38
Forfeiture of Trade Advance	-	79.40
Other Liabilities	48.46	46.15
Statutory dues because of of PT Registration	-	0.09
Borrowing - Director	-	0.05
<b>Total</b>	<b>50.71</b>	<b>276.07</b>

**38. Sundry Balance and Bad Debts written off**

The group has written off following balances because they are outstanding since long period and not recoverable :

Particular	(INR in Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Advance to vendors and others	2.02	81.73
Trade Receivable	-	56.46
Security Deposits	-	7.25
TDS Receivable	-	2.05
<b>Total</b>	<b>2.02</b>	<b>147.50</b>

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Notes to Consolidated financial statements for the year ended March 31, 2023

39. Disclosure in accordance in Accounting Standard- 7 (Revised)

Particulars	(INR in Lakhs)	
	April 01, 2022 to March 31, 2023	April 01, 2021 to March 31, 2022
Contract revenue recognised in an accounting period	67.53	-
Aggregate amount of cost incurred till date	46.46	-
Aggregate amount of net profit recognised till date	21.07	-
Advance received from customer	-	-
Amount of retentions	-	-

40. In the opinion of the Board, the provision for all the known liabilities is adequate and not in excess of the amount reasonably necessary.

41. In the opinion of the Board, all assets other than property, plant and equipment and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

**42. Previous year figure**

Previous year's figures have been regrouped where necessary to confirm to current year's classification.

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 104184W/W100075

For and on behalf of the Board of Directors

**Organic Recycling Systems Limited****Pritesh Bhagat**

Designated Partner

Membership No.: 144424

**Sarang Bhand**

Managing Director

DIN : 01633419

**Yashas Bhand**

Director and Chief Executive Officer

DIN : 07118419

Place: Mumbai

Date: June 09, 2023

**Jigar Gudka**

Chief Financial Officer

**Zinal Shah**

Company Secretary

Place: Mumbai

Date: June 09, 2023