



BHAGERIA INDUSTRIES LIMITED

Annual Report 2020-21



**UNLOCKING THE
NEXT PHASE**

CONTENTS

CORPORATE OVERVIEW

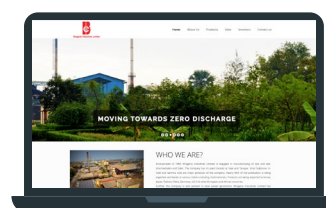
About Bhageria Industries	02
Our Offerings	04
Our Reach	08
Performing Under Challenges	10
Chairman's Message	12
Nurturing Social Responsibility	14
Board of Directors	16

STATUTORY REPORTS

Notice	17
Directors' Report	32
Report On Corporate Governance	48
Management Discussion and Analysis	77

FINANCIAL STATEMENTS

Standalone Financial Statements	
Auditors' Report	88
Balance Sheet	96
Statement of Profit and Loss	97
Statement of Changes in Equity	98
Cash Flow Statement	99
Notes to the Financial Statements	100
Consolidated Financial Statements	
Auditors' Report	142
Balance Sheet	148
Statement of Profit and Loss	149
Statement of Changes in Equity	150
Cash Flow Statement	151
Notes to the Financial Statements	152
Six Years Financial Summary	194



For more additional information about the company log on to www.bhageriagroup.com

Forward looking statement

Some information in this report may contain forward-looking statements. We have based these forward looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forwardlooking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. A forward-looking statement may include a statement of the assumptions or basis underlying the forward-looking statement. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution you that forward looking statements and assumed facts or bases almost always vary from actual results, and the differences between the results implied by the forwardlooking statements and assumed facts or bases and actual results can be material, depending on the circumstances.

UNLOCKING THE NEXT PHASE

Over the years, we have fortified our position as a dynamic and agile player, constantly building strength through a diversified portfolio. We also understand the demands of an evolving industry. Through strategic efforts, planned investments and an ardent emphasis on R&D efforts, we are looking at the future – unlocking the next phase of growth.

At Bhageria Industries, our strength lies in the confidence of our valued patrons. It is their trust and support that aids our endeavours to expand our horizons and capitalise on growing opportunities. Today, more than ever before, we realise our responsibility to remain attuned to the demands of tomorrow. Valuing our inherent strengths and a clear roadmap to tackle the challenges on our path, we are identifying new trajectories lay the foundation for sustainable growth.

ABOUT BHAGERIA INDUSTRIES

Bhageria Industries Limited (BIL) is among the leading companies in manufacturing and marketing chemicals, dyes and dye intermediaries with more than 30 years of experience. We have a global presence with more than 30% of our production being exported worldwide to various multinational clients.

Incorporated in 1989, BIL has expanded over the years and now boasts of two state-of-the-art manufacturing establishments in Vapi (Gujarat) and Boisar (Maharashtra). Under the Chemical division, we manufacture Vinyl Sulphone, H-Acid and Gamma Acid key dye intermediate.

In our endeavour to build a sustainable business that promotes reduced carbon footprint, we have a 3.78 MWP rooftop capacity, 1.26 MWP solar power plant for captive consumption and 30 MW solar power plant located at Maharashtra.

We ensure consistent and timely delivery of our products to clients, catalysing our growth story beyond borders. This has helped us to diversify our geographical presence, improve our exports presence and widen our client base with some of the most reputed domestic and international companies.



Vision

To be the preferred, trusted and successful long – term partner to our stake holders, clients, associates and our employees. For this to happen we will stay viable and relevant through practical innovation and a continuous focus on efficient and consistent execution.



Mission



A Customer Driven Company

We will continuously improve upon the services rendered to customers, meet customers' needs in the shortest lead time, develop new Dyes & intermediate for newer application areas. And will continue to enjoy privileged status as a preferred supplier.



A Shareholder Driven Company

We will remain focused in the areas of its Core Competency, Emphasis on the Quality of Business rather than the size of the business, Maintain Profit Related Growth Policy, Implement Corporate Governance, Regard Shareholder wealth Creation to be the key driver of all actions and policies of the Company and its people.



A Brand Driven Company

We will maintain and improve upon BHAGERIA Brand name, and will Create BHAGERIA Brand awareness in International Markets through export of Quality Products.



A People Driven Company

We will Train, Empower and create a superior pool of intellect, capable of leading its Innovation Drive.



An Environment Friendly Company

We will continue to adhere to environment friendly manufacturing process and set new standards in fighting pollution.

Key Company Highlights

~14,000 TPA

Leading Manufacturer of Dye Capacity

Among the Top

3

Manufacturers In India of H Acid and Gamma Acid

₹404 crore

Total Income

23 %

10 year CAGR growth in revenue

44 %

10 year CAGR growth in EBITDA

60 %

10 year CAGR growth in PAT

ZERO

Long-Term Debt

CARE A: Stable/CARE A1 (Single A; Outlook: Stable/A One)¹

Company Rating

Certifications



OHSAS 45001:2018



ISO 14001:2015



ISO 9001:2015



AEO

¹ https://archives.nseindia.com/corporate/BHAGERIA_02092020154825_CARELetter.pdf

OUR OFFERINGS

Chemicals

The Chemical Industry in India, owing to increase in urbanisation, advancement in technology and population growth, has become an increasingly important component.

Along with this development, the dyestuff industry has also become an important contributor to the economic growth.

We have a significant share in chemicals and dyes, contributed by rising needs of downstream industries. Backed by our innovative capabilities and operational efficiencies, we continue to widen our market presence and drive sustainable growth.

93%

Contribution of the chemical business to our overall revenues

80%

revenues derived from domestic

20%

revenues derived from international markets



The industries in which we contribute:



Electronics and IT

We provide intermediaries used by the electronic industry, to offer ultra-clean and high-purity reagents, gases, and metal-organic compounds. Our products are also used by the IT industry to develop information retrieval, transmission, storage, processing and hardware display items.



Paints & Coatings Industry

We supply dye for coloured liquids along with modern acrylic paints made with chemical dyes. We also deliver chemical ingredients for many colouring materials producers. Our dye ingredients also serve as pigment constituents in paints, coatings and inks.



Food

We develop products that help to improve preparation and composition of animal proteins, produce fertilizers and pesticides that result in superior harvesting results for farmers and raise their earning.



Construction & Infrastructure

We provide major dye intermediaries exports as industry growth continues all across the Asia-Pacific market.



Textile and Leather

We provide an extensive range of dyeing products in the categories of direct, reactive, acids and sulphur which is used by the textile and leather industry for the production of different materials and colours.



Healthcare

We develop innovative products for the medical industry, thereby contributing to the development of advanced medical products and technologies.

OUR OFFERINGS

Dyes and Dyes Intermediaries

At Bhageria, we continue to excel in manufacturing dyes and dyes intermediaries. As demand for the segment continues to rise with increasing downstream application, it forms an integral part of India's chemical sector. Our products are benchmarked at global standards, with continuous upgradation of our facilities and adopting newer technologies.

Our main products in this segments include important dye intermediates like the following

H-Acid

H-Acid is extracted from naphthalene and used in the manufacturing of large number of black dyes, Acid dyes which are then used to dye paper, textiles which also include applications in industrial, food, cosmetic and pharmaceutical industries.

Vinyl Sulphone

Vinyl sulphone is produced from Aniline and used as a key raw material for the manufacturing of reactive dyes, and used extensively in textiles.

Gamma Acid

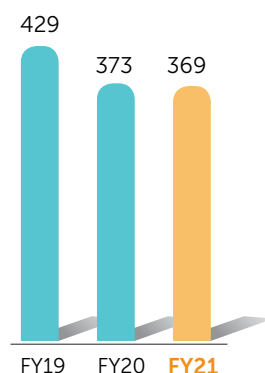
Gamma Acid is produced from beta naphthol by a combination of unit processes, and is used in the manufacturing of direct black dyes.

We always aim to meet the requirements of our clientele and adhere to the highest standards of quality. Over the years, we have gained the trust and commitment of customers in the domestic and international markets.

We have established two modern manufacturing facilities with a cumulative capacity of ~14,000 TPA in dyes and dye intermediates and have developed products for Textile, Leather, Paper and other sectors that require specialty chemicals.

Additionally, to further strengthen our foothold as a manufacturer of Pigments Intermediates, we have purchased 3.4 acres of land at GIDC, Vapi which is expected to operationalise in FY 2022-23.

Revenue Contribution from dyes and dyes intermediaries segment
(INR in crores)



Key highlights of FY2020-21

93%

Contribution of the dyes and dye Intermediaries business to our overall revenues

80%

revenues derived from domestic

20%

revenues derived from international markets

~30%

Gamma Acid – Market Share of total global capacity

~10%

H-Acid – Market Share of total capacity in India

85%

Capacity Utilization

One of the top three producers

Of H Acid & Gamma Acid in India

300 TPD Sulphuric Acid Capacity

Backward Integrated into acid manufacturing

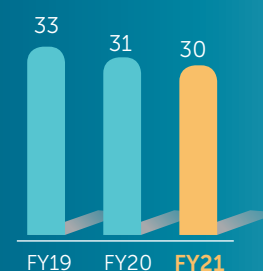
Solar Energy

Our journey into the Solar Energy business began in 2015 and since then we have come a long way. The main reason for covering so much ground has been our determination to optimize power consumption costs in one of the most energy intensive business. The Solar Energy Sector of India is ranked 4th in the World, and we continue to aggressively invest in this sunrise sector and capitalise on emerging opportunities with tax-free revenues. We produce and market the renewable energy under Power Purchase Agreements (PPA) as given below:

- 3.78 MW Solar Power Generation plant at Chennai – 25 year PPA with Asahi India Glass Ltd., TRIL Ltd, Lucas Ltd. & Kajaria Ceramics Ltd. @ approx. INR 6.61 per unit.
- 1.26 MW Solar Power Generation plant at Maharashtra for Captive Consumption.

- 30 MW Solar Power Plant at Ahmednagar – 25 year PPA with Solar Energy Corporation of India (SECI) @ INR 4.41/unit.

Revenue Contribution from Solar Energy segment (INR in crores)



7%

Contribution of the Solar Energy business to our overall revenues



₹27 crore

FY2021 revenue

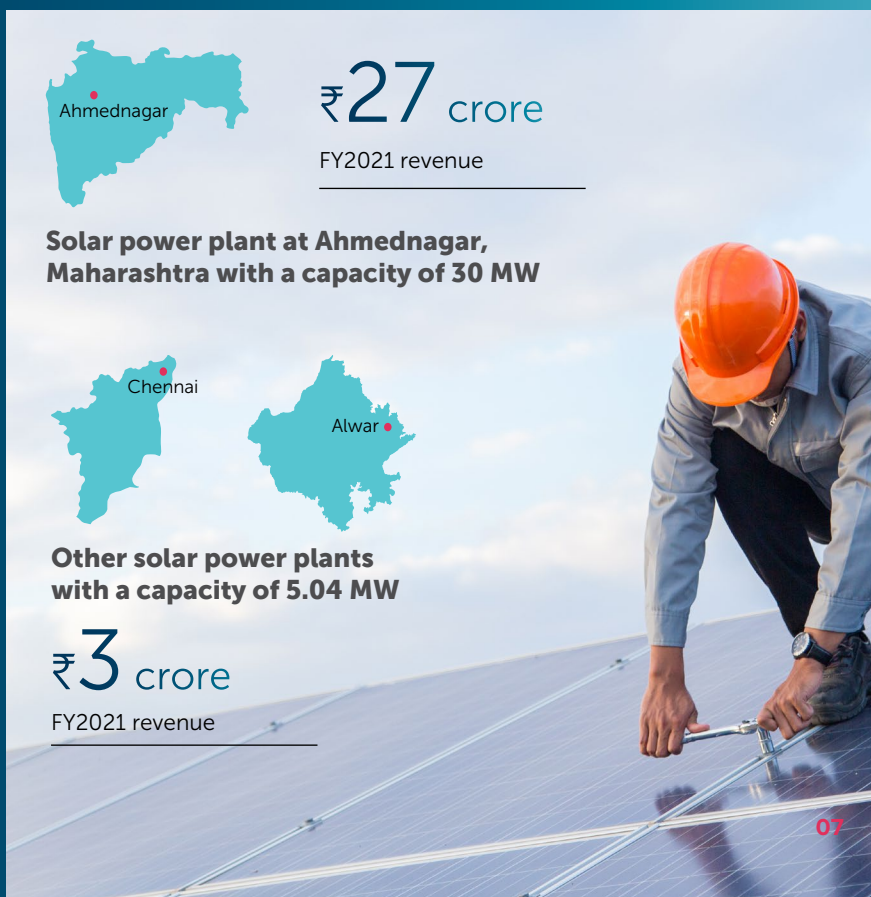
Solar power plant at Ahmednagar, Maharashtra with a capacity of 30 MW



Other solar power plants with a capacity of 5.04 MW

₹3 crore

FY2021 revenue



OUR REACH

We have a global presence expanding across 13 countries.

With our strong commitment to R&D activities, we develop quality products and supply them to our clients in different parts of the globe.

20 %

Chemicals Revenue contribution through exports

36 %

South Korea

17 %

Taiwan

13 %

China

11 %

Indonesia

9 %

Europe

7 %

Latin America

5 %

Thailand

2 %

Japan



Our Reach

1
Corporate
Overview

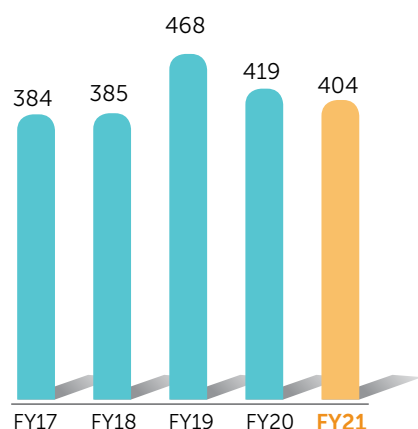
2
Statutory
Reports

3
Financial
Statements



PERFORMING UNDER CHALLENGES

Total Income
(INR in crores)



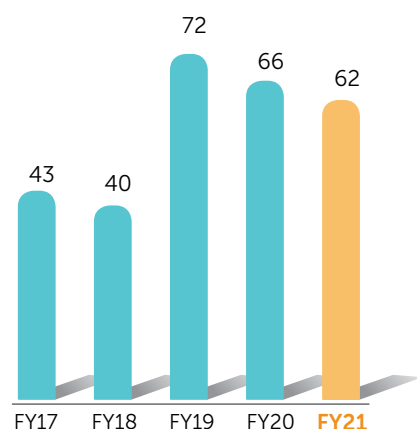
1%
5-year CAGR growth

EBITDA
(INR in crores)



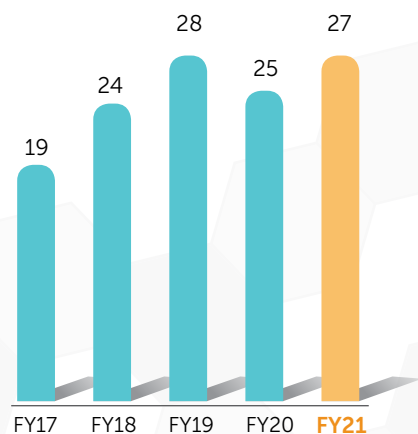
11%
5-year CAGR growth

PAT
(INR in crores)

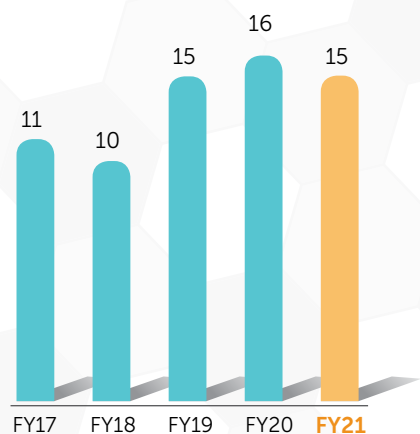


10%
5-year CAGR growth

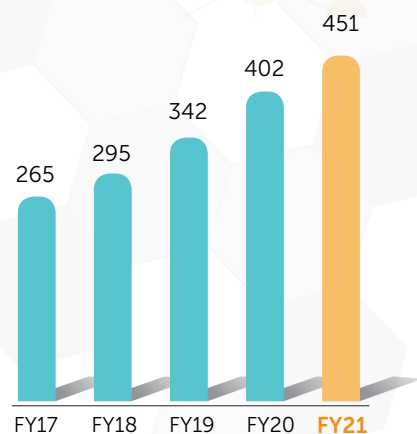
EBITDA Margin
(in %)



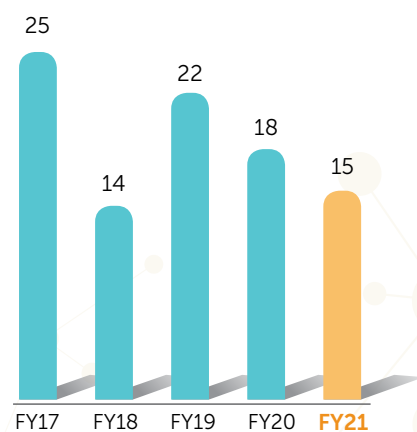
PAT Margin
(in %)



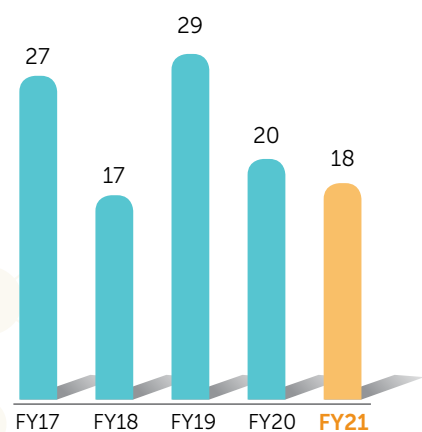
Net Worth
(INR in crores)



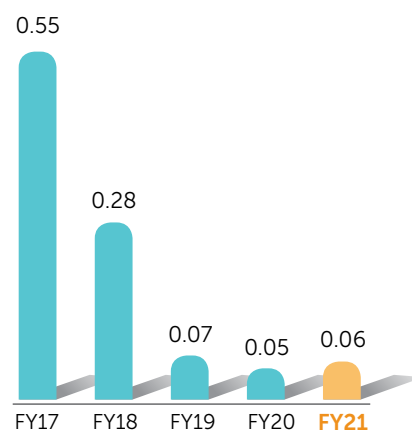
Return on Avg NW (in %)



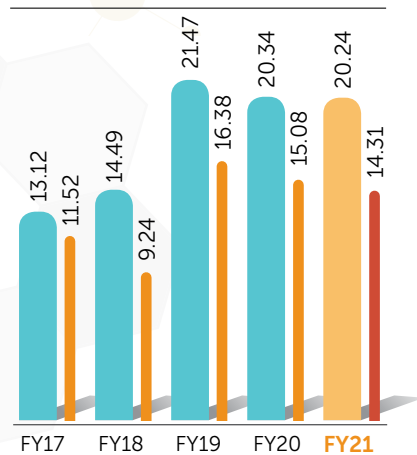
Return on Avg CE (in %)



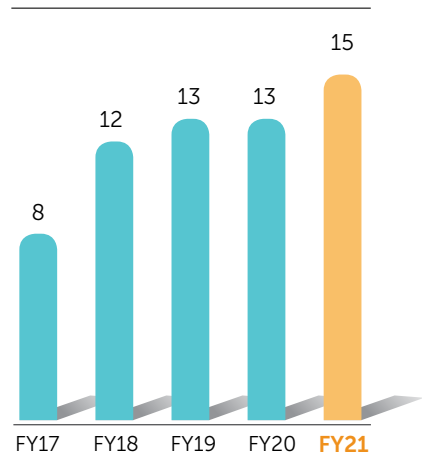
Debt-Equity Ratio (in time)



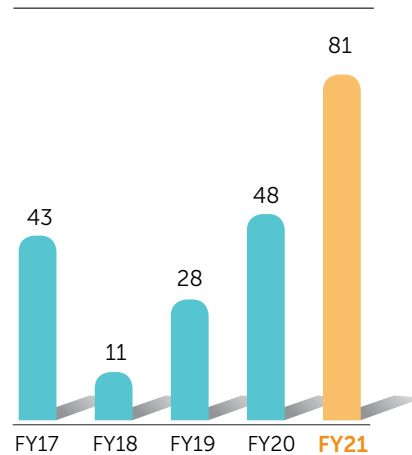
EPS* / Cash EPS** (INR per shares)



Dividend Payout (INR in crores)



Interest Coverage Ratios (in time)



■ Cash EPS**
■ EPS*

CHAIRMAN'S MESSAGE

Dear Shareholders,

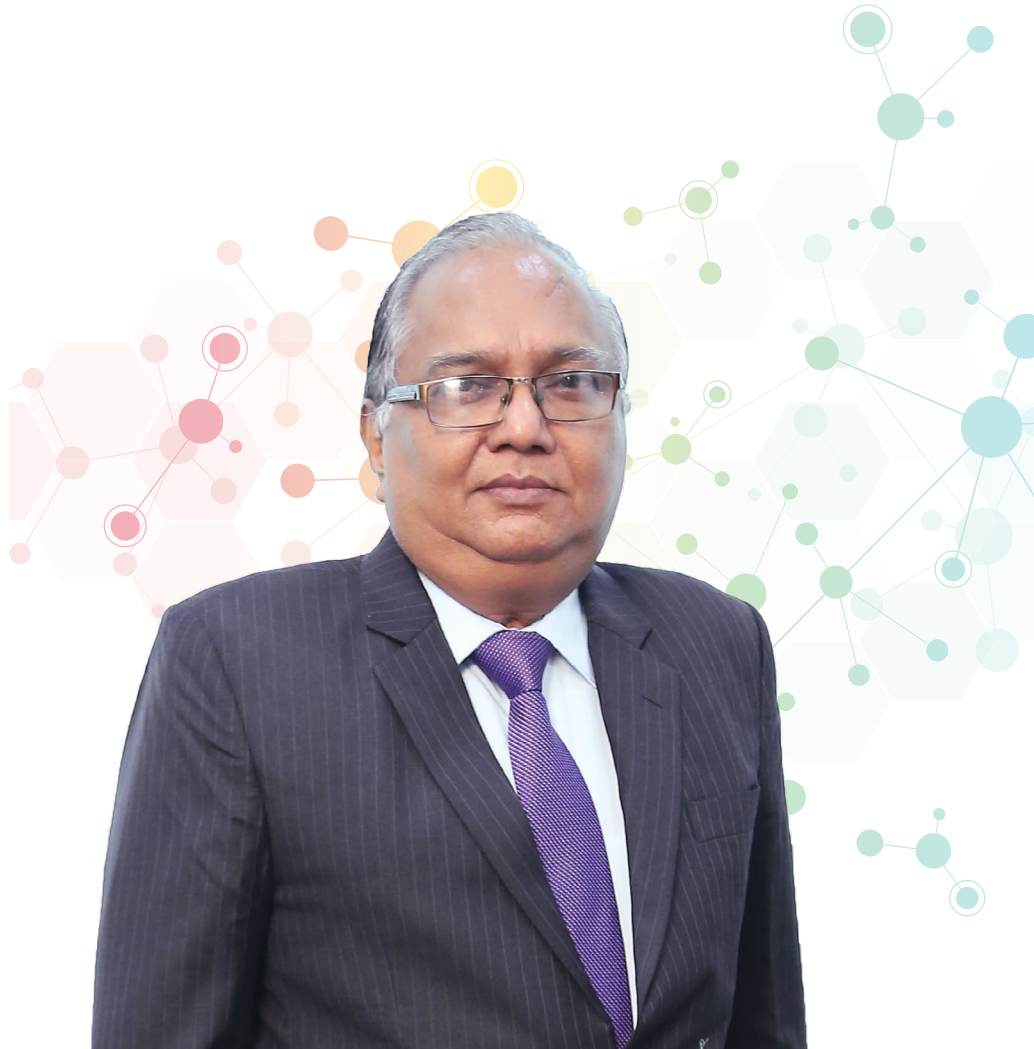
During FY 2020-21, the dedication and resolve of Bhageria Industries came to the fore. The Covid-19 pandemic marked a year of uncertainty and the widespread disruption and devastation that it brought was beyond our perception. In addition to the grave threat the virus presents to people, it has had a prolific effect on businesses and the global economy. I am thankful to the employees of our company who continue to navigate through this uneasy and unsettling time, adapting to an ever-changing environment and resiliently striving to keep our operations running.

Economic Overview

The Indian economy witnessed a contraction of more than 8% in FY 21 due to the prolonged lockdown imposed across the country, to contain the spread of the coronavirus. To abide by social distancing protocols, companies continued to operate with limited workforce, negatively impacting operational activity and manufacturing output in almost all industries around the world. However, governments and central banks offered extensive support in the form of favourable monetary policies to keep economies afloat. It helped to stimulate recovery and provided liquidity protection for businesses.

Financial Performance

Despite unprecedented challenges, our financial performance for the full year demonstrated the resilience of our people and our business. We have



Suresh Bhageria Chairman



We have recorded EBITDA margin of 26.7% for FY 21, reflecting our ingenuity and our ability to drive innovation to obtain exceptional outcomes.



recorded EBITDA margin of 26.7% for FY 21, reflecting our ingenuity and our ability to drive innovation to obtain exceptional outcomes. We have gradually recovered our net income to INR 132.28 crore, an increase of 15.57%, in Q4 2021 – in comparison to INR 114.47 crore in the quarter ended December 31, 2020.

Although the pandemic slowed our progress last year, we remained committed to our philosophy of consistent growth and aimed to exceed customer expectations with excellent solutions. We have achieved optimum capacity utilisation of more than 85% in the year under review and our overall revenue from exports contributed 20%. As one of the top 3 producers of H-Acid & Gamma Acid in India, we currently ship our products to over 10 countries across the globe. Our continued, aggressive cost management strategies have helped us to secure our position as a zero debt company. With our concerted efforts, we are optimistic about walking on the growth path, despite hurdles on the way.

Road to Growth

The dyes and dyestuff industries play a key role in the growth of the chemical industry. The Indian dyes and pigments market is expected to grow at a CAGR of 11% in the period between 2021 and 2026. Dye intermediates are the key components used for the manufacturing of finished dyes and pigments. It is used in various industries like plastics, paint, textiles, printing inks, leather and paper. The global market for dyes witnessed significant growth due to the expansion of various industries. India and China have taken the lead in manufacturing



Just as the launch of the Sulphuric Acid Plant in February 2020 benefited us, the production of J-Acid which started from May 2021 is likely to further diversify our portfolio. We are the only manufacturer of J-Acid in India right now.



dyes due to the availability of raw materials and organic intermediate chemicals. The demand for dyes and dye intermediaries continue to be high and it is exported to over 90 countries around the world. Over the years, we have consistently improved our capacities. Just as the launch of the Sulphuric Acid Plant in February 2020 benefited us, the production of J-Acid which started from May 2021 is likely to further diversify our portfolio. We are the only manufacturer of J-Acid in India right now. This augurs well for the chemical industry as a whole, facilitating job creation within the industry and enabling overall growth of the sector. With our consistent efforts, we seek to fortify our product offerings and expand our reach further in this space.

Before I conclude, I would like to express my heartfelt appreciation for our employees, for their immense courage and dedication to tide over tough times. I would like to extend my sincere gratitude to our customers, shareholders, suppliers, employees, lending institutions and the Government of India for their continuous trust and support. As we position ourselves for the long run, Bhageria Industries remains confident about sustaining excellence and expanding its growth path.

Regards,

Suresh Bhageria
Chairman

NURTURING SOCIAL RESPONSIBILITY

At Bhageria Industries, we are constantly working on improving our operations and upgrading our facilities with a consideration on enhancing the wellbeing of our people, the communities we operate in and the environment.

The Covid-19 pandemic caused significant loss of lives and livelihood. At Bhageria, we stood up and contributed to the best of our abilities to help people fight and emerge out of the pandemic.

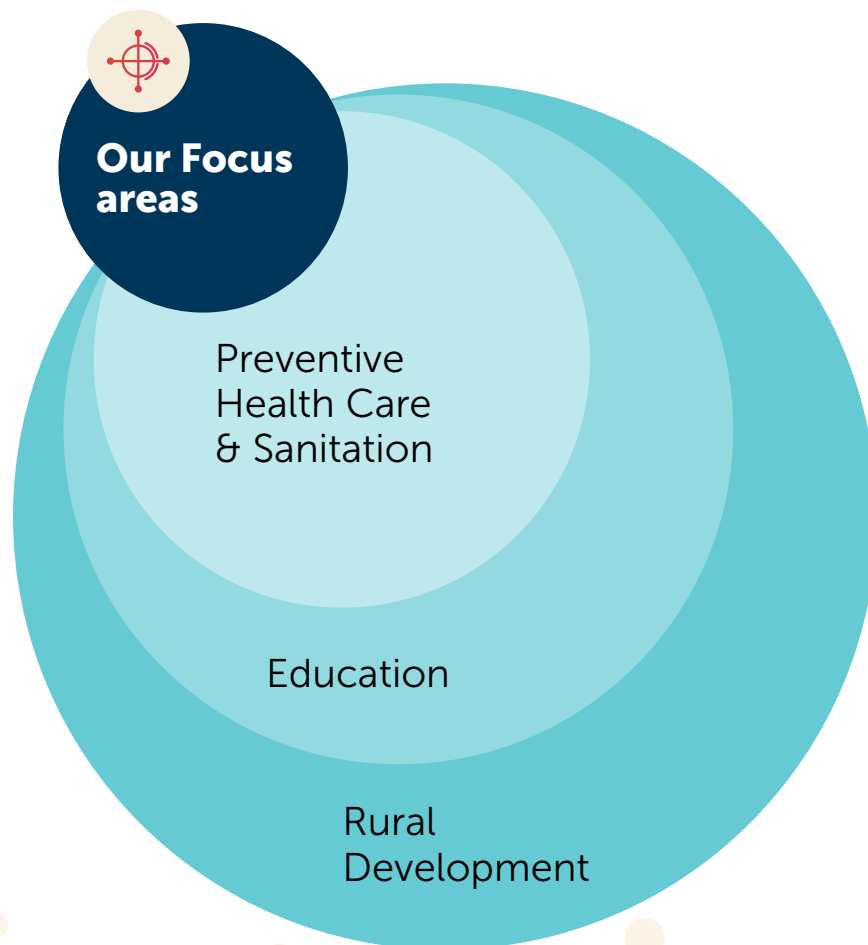


Our Commitments

- Continuous improvement of our CSR strategy
- Encourage our business partners to act responsibly
- Act in a socially responsible way
- Support local communities for social / charitable causes
- Encourage our employees to be mindful of the effect of their actions on natural resources



Our Focus areas





Key Company Highlights

- Massive expansion project of educational institutes and promotion of education for the underprivileged and intellectually challenged children in Mumbai (Maharashtra).
- Conducted a rural development program named Ekal Abhiyan
- Extensive healthcare initiative programs in Aurangabad and Nashik
- 'Education for Vatsalya Gram community' carried out in Patparganj, Delhi for promoting education

₹ 97.5 (in lakhs)

Amount Spent on Promoting Education

₹ 41.81 (in lakhs)

Amount Spent on Promoting Health Care

₹ 16.5 (in lakhs)

Amount Spent on Rural Development Projects

BOARD OF DIRECTORS

Mr. Suresh Bhageria

Chairman

Mr. Surendra Shriram Gupta

Independent Director

Mr. Shashikant Tulsian

Independent Director

Mr. Vinod Bhageria

Managing Director

Mr. Mukund Manohar Chitale

Independent Director

Ms. Ameya Prakash Jadhav

Independent Director

Mr. Vikas Bhageria

JT. Managing Director (WTD)

Dr. Ganapati Dadasaheb Yadav

Independent Director

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of Bhageria Industries Limited (CIN: L40300MH1989PLC052574) will be held on Saturday, July 31, 2021 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt;

- a. the Audited Standalone Financial Statements of the Company for the year ended March 31, 2021, including the Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021, including the Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2021.
3. To appoint a Director in place of Mr. Suresh Bhageria (DIN: 00540285) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval of re-appointment of Mr. Suresh Bhageria (DIN: 00540285) as the Executive Chairman (Whole-time Director) of the company for a term of 3 years:

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 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for the re-appointment of Mr. Suresh Bhageria as the Executive Chairman (Whole-time Director) of the Company, liable to retire by rotation, for a period of 3

(three) years with effect from April 1, 2021 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee which is set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration including authority to determine/vary from time to time the amount of salary and commission payable to Mr. Suresh Bhageria in such manner as may be agreed to between the Board and Mr. Suresh Bhageria, subject to the same not exceeding the limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

5. Approval of re-appointment of Mr. Vinod Bhageria (DIN: 00540308) as Managing Director of the company for a term of 3 years:

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 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. Vinod Bhageria as Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (three) years with effect from April 1, 2021 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee which is set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration including authority to determine/vary from time to time the amount of salary payable to Mr. Vinod Bhageria in such manner as may be agreed to between the Board and Mr. Vinod Bhageria, subject to the same not exceeding the limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

6. Approval of re-appointment of Mr. Vikas Bhageria (DIN: 02976966) as the Jt. Managing Director (Whole Time Director) of the company for a term of 3 years:

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 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. Vikas Bhageria as the Jt. Managing Director (Whole Time Director) of the Company, liable to retire by rotation, for a further period of 3 (three) years with effect from April 1, 2021 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee which is set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration including authority to determine/vary from time to time the amount of salary and commission payable to Mr. Vikas Bhageria in such manner as may be agreed to between the Board and Mr. Vikas Bhageria, subject to the same not exceeding the limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

7. Payment of Remuneration to M/s Poddar & Co., Cost Accountants (Firm Registration No. 101734), the Cost Auditors of the Company for the Financial Year 2021-22:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Poddar & Co., Cost Accountants (Firm Registration No. 101734) appointed by the Board of Directors to conduct the audit of the cost records of the Company, be paid a remuneration for the Financial Year ending March 31, 2022 of ₹1,05,000/- plus GST as applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Registered Office:
1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

Date: May 15, 2021
Place: Mumbai

For and on behalf of the Board of Directors
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
CHAIRMAN
(DIN: 00540285)

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 32nd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman's of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
6. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website www.bhageriagroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company/RTA at: info@bhageriagroup.com or rnt.helpdesk@linkintime.co.in Members can also update/register their email id directly at https://linkintime.co.in/emailreg/email_register.html
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
8. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at info@bhageriagroup.com or upload on the VC portal / e-voting portal.
11. A statement giving the details of the Directors seeking appointment/re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / Chairmanships for

Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, are provided in the Annexure.

12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
13. The process and manner for e-voting and process of joining meeting through video conferencing alongwith other details also forms part of the Notice.
14. The Register of Members and the Share Transfer Books of the Company will remain closed from **July 25, 2021 to July 31, 2021** (both days inclusive).
15. The dividend on Equity Shares, if declared at the Annual General Meeting of the Company will be payable **on or after August 5, 2021** to those members:
 - a) Whose names appear as members in the Register of Members of the Company after giving effect to valid share Transfer/transmissions/ transposition in physical form lodged with the Company / Registrar and Transfer Agent **on or before July 24, 2021**; and
 - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners at the closure of business hours on **July 24, 2021** furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
16. Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to IEPF are furnished hereunder:

Sr. No	Year ended	Date of Declaration	Due date of Transfer to IEPF
1.	31.03.2014	26.07.2014	25.08.2021
2.	31.03.2015	01.08.2015	31.08.2022
3.	31.03.2016	13.08.2016	12.09.2023
4.	31.03.2017	02.12.2017	08.01.2025
5.	31.03.2018	21.07.2018	27.08.2025
6.	31.03.2019	21.01.2019 (Interim Dividend)	27.02.2026
7.	31.03.2019	31.08.2019	07.10.2026
8.	31.03.2020	29.08.2020	05.10.2027

Members who have not encashed the dividend so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar & Transfer Agent of the Company or the Company at its Registered Office, with full details.

17. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company through email at accounts.mumbai@bhageriagroup.com at least seven days before the date of the meeting.
18. (a) Members holding shares in physical form are requested to notify immediately any change in their postal address, email address, telephone/ mobile number, Permanent Account Number (PAN), bank details such as name of bank and branch, bank account number, MICR code, IFSC code etc. to the Registrar and Transfer Agent of the Company and who are desirous to availing the facility of Electronic Credit of Dividend are requested to contact Registrar and Transfer Agent of the Company at the address given below:

LINK INTIME INDIA PRIVATE LIMITED
(UNIT: BHAGERIA INDUSTRIES LIMITED)
C-101, 247 Park, LBS Marg, Vikhroli West,
Mumbai - 400083
Tel: 022-49186270
Email: rnt.helpdesk@linkintime.co.in

- (b) Member holding shares in physical form can also update/register their email address, mobile number and bank details directly at https://linkintime.co.in/emailreg/email_register.html
 - (c) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
 - (d) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the RTA's website at <https://web.linkintime.co.in/client-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rate. For the prescribed rates of various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company /RTA (In case shares are held in physical mode) and depository (in case shares are held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> **on or before July 24, 2021**, to avail the benefit of non-deduction of tax at source. Resident Shareholders are requested to note that in case their PAN is not registered or if the PAN provided to the company/RTA is invalid, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence by

submitting necessary documents/ forms/declaration i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits, at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> **on or before July 24, 2021**

21. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.
22. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to info@bhageriagroup.com or snt@bhageriagroup.com.

23. VOTING THROUGH ELECTRONIC MEANS:

A. INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility. The detailed procedure to be followed in this regard has been given below. The members are requested to go through it carefully.

- ii. The Board of Directors of the Company has appointed Mr. Mahesh Soni, failing him, Ms. Sonia Chettiar, Partner of M/s. GMJ & Associates, Company

Secretaries, as Scrutiniser to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.

- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- iv. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **July 24, 2021**.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **July 24, 2021** only shall be entitled to avail the facility of e-voting / remote e-voting.
- vi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **July 24, 2021**, may obtain the User ID and password from LINK INTIME INDIA PRIVATE LIMITED (Registrar & Transfer Agent of the Company).
- vii. The Scrutiniser, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than two working days from the conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the CHAIRMAN. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company (i.e. www.bhageriagroup.com) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **July 31, 2021**.

The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:

- a. The voting period begins on **July 28, 2021 at 9.00 a.m. (IST)** and ends on **July 30, 2021 at 5.00p.m. (IST)** During this period, shareholder's of the Company, holding shares either in physical

form or in dematerialised form, as on the cut-off date (record date) of **July 24, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.
- c. Pursuant to SEBI Circular **No. SEBI / HO / CFD / CMD / CIR / P / 2020 / 242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>If the users is already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1) Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5) Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not-registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1) option to register is available at https://eservices.nsdl.com. 2) Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Please follow steps given in points 1-5.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

- The shareholders should log on to the e-voting [website www.evotingindia.com](http://www.evotingindia.com)
- Click on Shareholders/Members.
- Now Enter your user ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- After entering these details appropriately, click on "SUBMIT" tab
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant **BHAGERIA INDUSTRIES LIMITED** on which you choose to vote
11. On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
14. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on **"CLICK HERE TO PRINT"** option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@bhageriagroup.com or snt@bhageriagroup.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is

therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at info@bhageriagroup.com or snt@bhageriagroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at info@bhageriagroup.com or snt@bhageriagroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting

is available only to the shareholders attending the meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/ RTA email id.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO 4.

Mr. Suresh Bhageria is the Executive Chairperson (Whole-time Director) of the Company and his existing term has expired on March 31, 2021. Keeping in mind the contribution made by Mr. Suresh Bhageria towards the growth and performance of the Company, your Board of Directors at their meeting held on January 27, 2021, have re-appointed Mr. Suresh Bhageria as the Executive Chairman (Whole-time Director) of the Company. The terms of his re-appointment including remuneration and commission have been approved by the Nomination & Remuneration Committee and the Board at their meetings held on January 27, 2021 & May 15, 2021 respectively, subject to the approval of the Members at the ensuing Annual General Meeting.

The members please note that as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual remuneration payable to Executive Directors, who are the promoters or the members of the promoter group exceeds five percent of the net profit calculated as per Section 198 of Companies Act, 2013 the approval is required by way of Special Resolution.

The information in respect of terms of re-appointment including remuneration are as follows:-

- a) **Salary:** ₹9,00,000/- per month in the scale of ₹9,00,000/- to ₹15,00,000/- per month, with authority to the Board on recommendation Nomination & Remuneration Committee to fix his salary from time to time within the scale.
- b) **Commission:** In addition to salary, Executive Chairman (WTD) would be paid commission not exceeding 3% of net profits of the Company calculated at the end of the financial year.

Minimum Remuneration:- Where in any financial year, during the tenure of Mr. Suresh Bhageria, Executive Chairman (Whole-Time Director), the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Suresh Bhageria, Executive Chairman (Whole-Time Director), remuneration by way of salary and commission not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

The Executive Chairman (Whole-time Director) satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of

re-appointment of Mr. Suresh Bhageria, Executive Chairman (Whole-Time Director) as specified under section 190 of the Companies Act, 2013 and rules made thereunder.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 4 is considered unavoidable and forms part of this Notice.

Mr. Suresh Bhageria is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Mr. Vinod Bhageria and Mr. Vikas Bhageria, being related to Mr. Suresh Bhageria, are deemed to be concerned and interested in the aforesaid resolution. Except the above-mentioned Directors, none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 5.

Mr. Vinod Bhageria is the Managing Director of the Company and his existing term has expired on March 31, 2021. Taking into account the role and responsibilities of Mr. Vinod Bhageria, your Board of Directors at their meeting held on January 27, 2021, have decided to re-appoint Mr. Vinod Bhageria as the Managing Director of the Company. The terms of his re-appointment including remuneration have been approved by the Nomination & Remuneration Committee and the Board, at their meeting held on January 27, 2021, subject to the approval of the Members at the ensuing Annual General Meeting.

The members please note that as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual remuneration payable to Executive Directors, who are the promoters or the members of the promoter group exceeds five percent of the net profit calculated as per Section 198 of Companies Act, 2013 the approval is required by way of Special Resolution.

The information in respect of terms of re-appointment including remuneration are as follows:-

- a) **Salary:** ₹87,500/- per month, with authority to the Board on recommendation Nomination & Remuneration Committee to fix his salary from time to time within the scale.

Minimum Remuneration:- Where in any financial year, during the tenure of Mr. Vinod Bhageria, Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Vinod Bhageria, Managing Director, remuneration by way of salary not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

The Managing Director satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of re-appointment of Mr. Vinod Bhageria, Managing Director as specified under section 190 of the Companies Act, 2013 and rules made thereunder.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 5 is considered unavoidable and forms part of this Notice.

Mr. Vinod Bhageria is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. Mr. Suresh Bhageria being related to Mr. Vinod Bhageria, is deemed to be concerned and interested in the aforesaid resolution. Except the above-mentioned Director, none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 6.

Mr. Vikas Bhageria is the Jt. Managing Director (Whole Time Director) of the Company and his existing term has expired on March 31, 2021. Keeping in mind the contribution made by Mr. Vikas Bhageria towards business management & execution of projects in the Company, your Board of Directors at their meeting held on January 27, 2021, have decided to re-appoint Mr. Vikas Bhageria as the Jt. Managing Director (Whole Time Director) of the Company. The terms of his re-appointment including remuneration and commission have been approved by the Nomination & Remuneration Committee and the Board at their meetings held on January 27, 2021 & May 15, 2021, subject to the approval of the Members at the ensuing Annual General Meeting.

The members please note that as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual remuneration payable to Executive Directors, who are the promoter or the Member of the promoter group exceeds five percent of the net profit calculated as per Section 198 of Companies Act, 2013 the approval is required by way of Special Resolution.

The information in respect of terms of re-appointment including remuneration are as follows:-

- a) **Salary:** ₹7,50,000/- per month in the scale of ₹7,50,000/- to ₹10,00,000/- per month, with authority to the Board on recommendation Nomination & Remuneration Committee to fix his salary from time to time within the scale.
- b) **Commission:** In addition to salary, Jt. Managing Director (Whole Time Director) would be paid commission not exceeding 3% of net profits of the Company calculated at the end of the financial year.

Minimum Remuneration:- Where in any financial year, during the tenure of Mr. Vikas Bhageria, Jt. Managing Director (Whole Time Director), the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Vikas Bhageria, Jt.

Managing Director (Whole Time Director), remuneration by way of salary and commission not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

The Jt. Managing Director (Whole Time Director) satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of re-appointment of Mr. Vikas Bhageria, as the Jt. Managing Director (Whole Time Director) as specified under section 190 of the Companies Act, 2013 and rules made thereunder.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 6 is considered unavoidable and forms part of this Notice.

Mr. Vikas Bhageria is interested in the resolution set out at Item No. 6 of the Notice with regard to his re-appointment. Mr. Suresh Bhageria being related to Mr. Vikas Bhageria, is deemed to be concerned and interested in the aforesaid resolution. Except the above-mentioned Directors, none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 7.

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. Poddar & Co., Cost Accountants to conduct the audit of the cost records of the Company at ₹1,05,000/- plus GST, as applicable, to be paid as remuneration for the financial year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 7 of the Notice, for ratification of the remuneration amounting to ₹1,05,000/- plus GST, as applicable and out of pocket expenses, if any, payable to the Cost Auditors for Cost Audit for the financial year ending March 31, 2022, in respect of products of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2014.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No.7 of the Notice for approval of the members. In compliance with the general circular no. 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

None of the Directors or Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 7 of this Notice.

ANNEXURE “A” TO THE EXPLANATORY STATEMENT

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Mr. Suresh Bhageria, Mr. Vinod Bhageria and Mr. Vikas Bhageria:

I. GENERAL INFORMATION:

1. Nature of Industry: Manufacturing and Trading of Dyes and Dyes Intermediates and Generation & Distribution of Solar Power
2. Date or expected date of commencement of commercial production: The Company commenced manufacturing in 1991.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

(₹ in Lakhs)

Sr. No	Particulars	2019-2020	2018-2019	2017-2018
1	Revenue	41,927.87	46,770.14	38,485.15
2	Profit after tax	6,581.42	7,150.64	4,033.90

5. Foreign Investments or collaborations, if any: Not Applicable

II. Information about the appointee

Details	Mr. Suresh Bhageria	Mr. Vinod Bhageria	Mr. Vikas Bhageria
Background details	Mr. Suresh Bhageria is 66 years of age and Bachelor of Commerce, having experience of more than 35 years in the areas of General Management and Dyes & Dyes Intermediates Industry.	Mr. Vinod Bhageria is 65 years of age and Bachelor of Commerce, having experience of more than 30 years in the areas of Dyes & Dyes Intermediates Industry, Finance, Taxation, Audit & other allied matters.	Mr. Vikas Bhageria is 42 years of age and Bachelor of Commerce and Master of Computer Applications having experience of more than 15 years in the areas General Business Management & Project Execution.
Past remuneration	₹192.00 Lakhs	₹10.50 Lakhs	₹184.80 Lakhs
Recognition or awards	Nil	Nil	Nil
Job profile and his suitability	Mr. Suresh Bhageria looks after overall business of the Company including long term strategies. He has vast experience and possesses all required competencies.	Mr. Vinod Bhageria's job involves diverse fields of finance, taxation, audit & other allied matters. Further, the Managing Director is entrusted with the powers and authority to manage the affairs of the Company subject to direction and control of the Board of Directors.	Mr. Vikas Bhageria contributes towards General Business Management & Project Execution.
Remuneration proposed	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement

Details	Mr. Suresh Bhageria	Mr. Vinod Bhageria	Mr. Vikas Bhageria
C o m p a r a t i v e remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.
P e c u n i a r y relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Besides the proposed remuneration, Mr. Suresh Bhageria does not have any pecuniary relationship with the Company. Mr. Suresh Bhageria is related to Mr. Vinod Bhageria, and Mr. Vikas Bhageria.	Besides the proposed remuneration, Mr. Vinod Bhageria does not have any pecuniary relationship with the Company. Mr. Vinod Bhageria is related to Mr. Suresh Bhageria	Besides the proposed remuneration, Mr. Vikas Bhageria does not have any pecuniary relationship with the Company. Mr. Vikas Bhageria is related to Mr. Suresh Bhageria

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits : N.A
2. Steps taken or proposed to be taken for improvement: N.A.
3. Expected increase in productivity and profits in measurement terms: N.A.

IV. DISCLOSURES:

Necessary disclosures shall be made in the Directors Report annually and Shareholders will be provided all the necessary information.

The Board recommends the resolution set forth in Item No. 4, 5 and 6 subject to the approval of the Members at the ensuing Annual General Meeting.

Registered Office:
1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

Date: May 15, 2021
Place: Mumbai

For and on behalf of the Board of Directors
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
CHAIRMAN
(DIN: 00540285)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 32nd ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 4, 5 AND 6 OF THIS NOTICE, IN TERMS OF REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Name	Mr. Suresh Bhageria	Mr. Vinod Bhageria	Mr. Vikas Bhageria
Directors Identification Number (DIN)	00540285	00540308	02976966
Date of Birth	January 14, 1955	June 20, 1956	January 15, 1979
Age	66 years	65 years	42 years
Date of first appointment on the Board	December 21, 1994	July 12, 1989	March 02, 2015
Brief Resume & Nature of expertise in specific functional areas	Mr. Suresh Bhageria is the Executive Chairman (WTD) and manages the overall business of the Company including long term strategies. He has vast experience and possesses all required competencies.	Mr. Vinod Bhageria is the Managing Director of the Company. His work involves diverse fields of finance, taxation, audit & other allied matters.	Mr. Vikas Bhageria is the Jt. Managing Director (WTD) of the Company and contributes towards General Business Management & Project Execution
Details of last drawn remuneration	₹192.00 Lakhs	₹10.50 Lakhs	₹184.80 Lakhs
Number of Board Meeting attended during the year	Please refer Corporate Governance Report	Please refer Corporate Governance Report	Please refer Corporate Governance Report
Disclosure of relationship between directors interse	Father of Mr. Vikas Bhageria Brother of Mr. Vinod Bhageria	Brother of Mr. Suresh Bhageria	Son of Mr. Suresh Bhageria
Name of Listed entities in which the person also holds the directorship	NIL	NIL	NIL
Membership & Chairmanship Committees of the Board	NIL	NIL	NIL
No. of Shares held in the Company	3978334 Equity Shares	9036 Equity Shares	1567864 Equity Shares

DIRECTORS' REPORT

To

The Shareholders,

Your Directors have great pleasure in presenting the 32nd Annual Report together with the Audited Accounts of the Company for the financial year ended March 31, 2021. The consolidated performance of the Company and its Subsidiary has been referred to wherever required.

FINANCIAL HIGHLIGHTS:

The following is the highlight of the financial performance of the Company during the year under review:

(₹ in Crores)

Particulars	Standalone		Consolidated	
	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2021	Year ended 31.03.2020
Revenue from Operations	399.19	413.68	401.98	413.68
Other Income	4.44	5.60	4.47	5.60
Total Income	403.63	419.28	406.45	419.28
EBITDA	107.67	103.18	107.99	103.18
Less : Finance Cost	1.01	1.68	1.06	1.68
Less : Depreciation & Amortisation expenses	25.86	22.96	25.86	22.96
Profit before tax	80.80	78.55	81.07	78.55
Tax Expenses	18.34	12.73	18.41	12.73
Net Profit after tax	62.46	65.81	62.66	65.81
Other Comprehensive Income (Net of tax)	(0.05)	(0.12)	(0.05)	(0.12)
Total Comprehensive Income after tax	62.41	65.70	62.61	65.70
Earning per shares of ₹5 each (In ₹)	14.31	15.08	14.36	15.08

Note: The above figures are extracted from the audited standalone and consolidated financial statements as per Ind-AS.

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

Operational Review:

On Standalone Basis: During the year under review, the Company has achieved a Total Income of ₹403.63 Crores as against ₹419.28 Crores in the previous financial year. EBITDA for FY21 stood at ₹107.67 crores with an EBITDA Margin of 26.68%. The Profit after tax for the financial year 2020-21 was ₹62.46 Crores as compared to previous year of ₹65.81 Crores.

On Consolidated Basis: During the year under review, the Company has achieved a Total Income of ₹406.45 Crores. EBITDA for FY21 stood at ₹107.99 crores with an EBITDA Margin of 26.57%. The Profit after tax for the financial year 2020-21 was ₹62.66 Crores as compared to previous year of ₹65.81 Crores.

Dyes and Dye intermediates & Chemical Business

On Standalone Basis: The turnover of the company from the Chemical Segment amounted to ₹369.25 Crores as

against ₹373.13 Crores for the previous year. The EBIT from this segment stood at ₹80.35 Crores as against ₹75.50 Crores in the previous year.

Solar Business

On Standalone Basis: The turnover of the company from solar power operations amounted to ₹29.94 Crores as against ₹30.67 Crores for the previous year. The EBIT from this segment stood at ₹11.13 Crores as against ₹11.38 Crores in the previous year.

COVID-19 PANDEMIC:

The Covid-19 pandemic has been a particularly difficult period. But, we have been able to resume business operations despite hardships and have reached pre-Covid levels. Our profitability also stands at par with levels achieved last year. Our constant effort to safeguard the health and safety of our employees enabled us to achieve zero casualties during the year.

DIVIDEND:

Your Directors have pleasure in recommending, for approval of the Members, at its 32nd Annual General Meeting, a Dividend of ₹3.5/- per share of ₹5 each i.e 70% on Equity Share Capital i.e. ₹21,82,20,900 for the year ended March 31, 2021. If approved at the forthcoming Annual General Meeting, it will result in an outflow of ₹ 15.28 Crores.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is available on the Company's website on www.bhageriagroup.com.

TRANSFER TO RESERVE:

The Company has not transferred any amount to General Reserve during the financial year.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CAPITAL STRUCTURE & LIQUIDITY:

- Authorized Share Capital**

The Authorized Capital of the Company as at March 31, 2021 was ₹25,00,00,000/- (Rupees Twenty Five Crores only) divided into 5,00,00,000 (Five Crores) equity shares of ₹5/- each.

- Issued and paid up Share Capital**

The paid-up Equity Share Capital as at March 31, 2021 was ₹21,82,20,900/- (Twenty One Crore Eighty Two Lakh Twenty Thousand Nine Hundred) divided into 4,36,44,180 (Four Crore Thirty Six Lakh Forty Four Thousand One Hundred & Eighty) Equity Shares, having face value of ₹5/- each fully paid up.

During the year under review, the Company has not issued any shares or convertible securities with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2021, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

SUBSIDIARIES & ASSOCIATE COMPANIES AND JOINT VENTURE:

During the reporting period, the Company has acquired one (1) Company i.e. Bhageria Exim Private Limited within the meaning of Section 2(87) of the Companies Act, 2013.

The Subsidiary Company is carrying on the business of Trading in all kind of products including chemicals and the Company holds 100% of the Equity Share Capital in Bhageria Exim Private Limited as on March 31, 2021.

The Subsidiary Company has achieved a Total Income of ₹2.79 Crores in the financial year ended March 31, 2021. The Profit after tax for the financial year 2020-21 was ₹0.20 Crores.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared the Consolidated financial statements of the Company, which form part of this Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiary in the prescribed format AOC-1 is appended as **Annexure 'A'** to the Board's report. The statement also provides details of the performance and financial position of the subsidiary.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Audited Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company i.e www.bhageriagroup.com

The Company does not have joint venture or associate companies within the meaning of Section 2(6) of the Companies Act, 2013.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

- Composition:**

The Board of Directors includes the Executive and Independent Directors so as to ensure proper governance and management. The Board consists of eight (8) Directors comprising of Three (3) Executive Director and Five (5) Independent Directors including One (1) Woman Director as on March 31, 2021.

- Appointment / Re-appointment:**

The Board has appointed Mr. Ganapati Yadav and Ms. Ameya Jadhav as Additional Directors on the Board of the Company in Independent capacity w.e.f. October 21, 2019 and April 01, 2020 respectively. Further, Mr. Ganapati Yadav and Ms. Ameya Jadhav were appointed as Non-Executive Independent Directors of the Company for a period of Five (5) years at the 31st Annual General Meeting held on August 29, 2020.

Mr. Shashikant Tulsian was re-appointed as an Independent Director for a period of Five (5) years with effect from April 01, 2020.

In the Opinion of Board, Independent Directors appointed/re-appointed during the year under review are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields

In accordance with the provisions of Section 152 of the Companies Act 2013 ("Act") and the Articles of Association of the Company, Mr. Suresh Bhageria, Director of the Company, retires by rotation and being eligible offers himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment along with other required details forms part of the Notice.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Suresh Bhageria as an Executive Chairman (Whole time Director), Mr. Vinod Bhageria as Managing Director and Mr. Vikas Bhageria as Jt. Managing Director (Whole Time Director) of the Company w.e.f April 1, 2021.

- Resignation:**

Mr. Sandeep Singh Kumar and Mr. Omprakash Bubna resigned as Independent Directors from July 2, 2020 and July 1, 2020 respectively. Mrs. Chandrababha Bhageria has also resigned from the post of Whole Time Director of the Company from July 2, 2020.

The Board of Directors has placed on record its warm appreciation for the rich contribution made by the resigning Directors and the guidance provided by them during their tenure as Directors of the Company.

- Key Managerial Personnel:**

In terms of Section 203 of the Act, the Company has the following Key Managerial Personnel:

Sr. No	Name of Personnel	Designation
1.	Mr. Suresh Bhageria	Chairman
2.	Mr. Vinod Bhageria	Managing Director
3.	Mr. Vikas Bhageria	Jt. Managing Director (WTD)
4.	Mr. Rakesh Kachhadiya	Chief Financial Officer
5.	*Mr. Ketan Gaur	Company Secretary
6.	**Mr. Krunal Wala	Company Secretary

* Mr. Ketan Gaur has resigned from the post of Company Secretary w.e.f. January 27, 2021.

** Mr. Krunal Wala was appointed as Company Secretary w.e.f. January 28, 2021.

DECLARATION BY INDEPENDENT DIRECTORS:

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board met 4 (Four) times during the financial year 2020-21. The meeting details are provided in the Corporate Governance Report that forms a part of this Annual Report.

AUDIT COMMITTEE:

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Act, with respect to Directors Responsibility statement it is hereby confirmed:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- that the Directors had 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 and loss of

the company for that period;

- c) the Directors had 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 had prepared the annual accounts on a going concern basis;
- e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

ANNUAL PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an evaluation of its performance after taking into consideration various performance related aspects of the Board's functioning, competencies, frequency and regularity of meetings, contribution, creation of stakeholder values, management of current & potential strategic issues, compliance & governance etc. The performance evaluation of the Board as a whole, Chairman and Executive Directors was also carried out by the Independent Directors in their meeting held on January 27, 2021.

Similarly, the performance of various committees, individual Independent and Executive Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like composition and working of Committees, functioning, Contribution, Independence, understanding, Knowledge, Initiative, Integrity, etc.

ANNUAL RETURN:

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended March 31, 2021 can be accessed on the Company's website at www.bhageriagroup.com.

RELATED PARTY TRANSACTIONS:

Your Company has formulated a policy on related party transactions which is also available on Company's website www.bhageriagroup.com. This policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria for making the

omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. All related party transactions are placed before the Audit Committee for review and approval.

All related party transactions entered during the Financial Year were in ordinary course of the business and on an arm's length basis. No material related party transactions were entered during the Financial Year by your Company. Accordingly, no disclosure is made in respect of related party transactions, as required under Section 134(3)(h) of the Act in Form AOC 2. Members may refer notes to the financial statements which sets out related party disclosures pursuant to INDAS-24.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year, there is no loan given or guarantee given or security provided by Company covered under Section 186 of the Companies Act, 2013. Details of investments are given in the notes to the financial statements.

AUDITORS:

• Statutory Auditors:

M/s. MRB & Associates, Chartered Accountants, (Firm Registration No.136306W), were appointed as the Statutory Auditors of the Company at the 28th AGM held on December 02, 2017 and will hold office until the conclusion of the 33rd AGM to be held in 2022. Their appointment was subject to ratification by the Members at every subsequent AGM.

The requirement for the annual ratification of Auditors appointment at the Annual General Meeting has been omitted pursuant to Companies (Amendment) Act, 2017 notified on 7th May, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of statutory auditors at the ensuing Annual General Meeting.

During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under Companies Act, 2013 and Code of Ethics issued by Institute of Chartered Accountants of India.

The Report given by M/s. MRB & Associates, Chartered Accountants, on the financial statements of the Company for the financial year 2020-2021 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Statutory Auditors had not reported any matter under Section 143 (12) of the

Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

- **Cost Audit:**

As per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 amended from time to time, your company has been complying with the provisions of audit of cost records of the Company every year.

The Board of Directors, on the recommendation of the Audit Committee, have appointed M/s. Poddar & Co., Cost Accountants as the Cost Auditors to audit the cost accounts of the Company for the Financial Year 2021-22 at a remuneration of ₹1,05,000/- plus GST as applicable and reimbursement of out of pocket expenses. The Company had received his written consent that the appointment will be in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

As required under the Companies Act, 2013, a resolution seeking member's approval for remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

- **Internal Audit:**

Pursuant to provisions of Section 138 of the Companies Act, 2013 the Board on recommendation of the Audit Committee has appointed M/s. Kamal Dhanuka & Co, Chartered Accountants, having Registration No.131308W as Internal Auditors of the Company for the financial year ending March 31, 2022.

- **Secretarial Audit:**

The Secretarial Audit was carried out by M/s. GMJ & Associates, Company Secretaries for the Financial Year 2020-2021. The Report given by the Secretarial Auditors is annexed as **Annexure 'B'** and forms an integral part of this Board's Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Secretarial Auditors had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act. In terms of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee recommended and the Board of Directors have appointed M/s. GMJ & Associates, Company Secretaries as the Secretarial Auditors of the

Company in relation to the financial year ending March 31, 2022. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed there under.

In addition to Secretarial Audit Report, SEBI has introduced Annual Secretarial Compliance Report for listed Companies. The said report is issued by the M/s GMJ & Associates, Company Secretaries. The Annual Secretarial Compliance Report does not contain any qualifications, reservation or adverse remark or disclaimer.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure 'C'** of this report. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The CSR policy is available on www.bhageriagroup.com.

INVESTOR EDUCATION & PROTECTION FUND (IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority. Accordingly, during the year the Company has transferred the unclaimed and unpaid dividends of ₹1,65,184/- in respect of financial year 2012-13. Further, pursuant to provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 17000 Equity shares were transferred to the IEPF Authority during the year 2020-21 and details of which are provided on the Company's website viz. www.bhageriagroup.com.

CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. The Code of Conduct with ethical issues and also fosters a culture of accountability and

integrity. The Code is in accordance with the requirements of Listing Regulations and has been posted on the Company's website www.bhageriagroup.com.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

RISK MANAGEMENT:

The Company has a risk management framework to identify, evaluate various elements of risk and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the company's competitive advantages. Further details are set out in the Management Discussion and Analysis Report forming integral part of this report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The details in respect of internal control system and their adequacy are included in the Management Discussion and Analysis, which is a part of this report.

PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report. Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection by the members at the registered office of the Company during working hours on working days upto the date of the Annual General Meeting and if any member is interested in obtaining as copy thereof, such member may write to the Company Secretary.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant

to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 'D'** to this Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. The Company affirms that during the year under review, the company has complied with the provisions relating to Internal Complaints Committee and no complaints were received by the Committee for redressal.

ENVIRONMENT AND SAFETY:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There were no material changes affecting the financial position of the Company between the end of the financial year and date of report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on www.bhageriagroup.com.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism / Whistle Blower policy has been posted on the website of the Company at www.bhageriagroup.com.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best corporate governance practices.

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the Statutory Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Listing Regulations.

BUSINESS RESPONSIBILITY REPORT:

Pursuant to Regulation 34(2)(f) of Listing Regulations mandate the inclusion of the BRR as part of the Annual Report for the

top 1,000 listed entities based on market capitalization. In compliance with the Listing Regulations, BRR in the prescribed format is available as a separate section of this Annual Report.

AFFIRMATION ON COMPLIANCE OF SECRETARIAL STANDARDS:

The Board of Directors of the Company has affirmed with the compliances of Secretarial Standards issued by Institute of Company Secretaries of India.

LISTING:

The Company's Shares are listed on BSE Limited and National Stock Exchange of India Limited, Mumbai.

APPRECIATION:

Your Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors also wish to place on record their appreciation for the hard work, solidarity, cooperation and support of employees at all levels.

Registered Office:

1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

Date: May 15, 2021

Place: Mumbai

For and on behalf of the Board of Directors
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
CHAIRMAN
(DIN: 00540285)

ANNEXURE 'A' TO DIRECTORS' REPORT 2020-2021

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 lakhs except share capital)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Bhageria Exim Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting period same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Authorized Share Capital: ₹1,00,000/- Paid up Share Capital: ₹1,00,000/-
5.	Reserves & surplus	20.44
6.	Total assets	511.92
7.	Total Liabilities (Excluding Share Capital and Reserves & Surplus)	490.48
8.	Investments	--
9.	Turnover	279.39
10.	Profit before taxation	27.31
11.	Provision for taxation	6.87
12.	Profit after taxation	20.44
13.	Proposed Dividend	--
14.	% of shareholding	100%

Notes:

- Names of subsidiaries which are yet to commence operations: Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year: Not Applicable

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures – Not Applicable

For MRB & Associates,
Chartered Accountant
Firm No. 136306W

For and on behalf of the Board of Directors
Bhageria Industries Limited

Manish R Bohra
Partner
Mem. No. 058431

Suresh Bhageria
Chairman
(DIN: 00540285)

Vinod Bhageria
Managing Director
(DIN: 00540308)

Date: May 15, 2021
Place: Mumbai

Krunal Wala
Company Secretary
Date: May 15, 2021
Place: Mumbai

Rakesh Kachhadiya
Chief Financial Officer

ANNEXURE 'B' TO DIRECTORS' REPORT 2020-2021

Form No.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
The Members,
BHAGERIA INDUSTRIES LIMITED
Office No. 1002, 10th Floor,
Topiwala Centre, Off S.V. Road,
Goregaon (West),
Mumbai – 400062

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BHAGERIA INDUSTRIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions of the applicable Acts listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by BHAGERIA INDUSTRIES LIMITED for the financial year ended on March 31, 2021, according to the provisions of:

- i. The Companies Act, 2013 ("the Act") including The Companies (Amendment) Act, 2020;
- ii. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment;
- iii. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;

- iv. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz
 - a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not applicable during the period of audit]
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the period of audit]
 - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not applicable during the period of audit]
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable during the period of audit]
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not applicable during the period of audit]

vi. We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company operates in Chemicals and Solar Power, apart from Environment, Pollution and safety related compliances, no specific Acts were applicable to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by us the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We report that the Compliance by the Company of applicable financial laws, like direct, indirect tax laws and Goods and Service Tax Act, has not been reviewed in this Audit since the same has been subject to review by statutory auditor and other designated professionals.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took

place during the period under review were carried out in compliance with the provision of the Act.

2. That there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
3. Adequate notices are given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of Minutes.

We further report that during the audit period, no events/actions occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

For GMJ & ASSOCIATES
Company Secretaries

[SONIA CHETTIAR]

PARTNER

PLACE: MUMBAI

ACS: 27582 COP: 10130

DATE: MAY 15, 2021.

UDIN : A027582C000327277

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

1

Corporate
Overview

2

Statutory
Reports

3

Financial
Statements

ANNEXURE A

To,
The Members,
BHAGERIA INDUSTRIES LIMITED
Office No. 1002, 10th Floor,
Topiwala Centre, Off S.V. Road,
Goregaon (West),
Mumbai – 400062.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have verified the documents provided by the Company through Virtual Private Network (VPN) for audit purpose due to COVID-19 restrictions in Maharashtra, Mumbai, physical examination of documents is not possible.

For GMJ & ASSOCIATES
Company Secretaries

[SONIA CHETTIAR]

PARTNER

ACS: 27582 COP: 10130

UDIN : A027582C000327277

PLACE: MUMBAI
DATE: MAY 15, 2021.

ANNEXURE 'C' TO DIRECTORS' REPORT 2020-2021

Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief outline on CSR Policy of the Company:-

The Board of Directors of Bhageria Industries Limited, after taking into account the recommendations of the CSR Committee, has approved this CSR Policy for the Company. As per the CSR policy, Rural Transformation, Health, Education, Environment and Disaster Response, are the focus areas for CSR engagement.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. S. S. Gupta	Chairperson (Independent Director)	1	1
2.	Mr. Vinod Bhageria	Member (Managing Director)	1	1
3.	*Mrs. Chandrababha Suresh Bhageria	Member (Whole-time Director)	1	0
4.	**Mrs. Ameya Jadhav	Member (Independent Director)	1	-

*Mrs. Chandrababha Suresh Bhageria, resigned from the Board & ceased to be member of the Committee w.e.f. July 2, 2020.

**Mrs. Ameya Jadhav appointed as Member of the Committee w.e.f. July 31, 2020.

3. Web-link http://www.bhageriagroup.com/wp-content/uploads/2021/05/Bhageria_CSR-Policy-1.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014:- Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:- Not Applicable

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

6. Average net profit of the company as per section 135(5): ₹8,172.00 Lakhs

7. (a) Two percent of average net profit of the company as per section 135(5): ₹163.44 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any:- Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹163.44 Lakhs

8. (a) CSR amount spent or unspent for the financial year: 2020-21.

(₹ in Lakhs)

Total Amount Spent for the Financial Year.	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount.	Amount.
166.81	--	--	--	--	--

(b) Details of CSR amount spent against ongoing projects for the financial year:

(₹ in Lakhs)

(1) Sr. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes / No).	(5) Location of the project.		(6) Project duration	(7) Amount allocated for the project	(8) Amount spent in the current financial Year	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6)	(10) Mode of Implementation - Direct (Yes/ No).	(11) Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	--	--	--	--	--	--	--	--	--	--	--	--
2.	--	--	--	--	--	--	--	--	--	--	--	--
3.	--	--	--	--	--	--	--	--	--	--	--	--
Total												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(₹ in Lakhs)

(1) Sr. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes / No).	(5) Location of the project.		(6) Amount spent for the project	(7) Mode of implementation - Direct (Yes/ No).	(8) Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Health Initiatives programs	Cl(i) Promoting health care including preventive health care	Yes	Maharashtra	Aurangabad & Nasik	37.25	No	Dr. Babasaheb Ambedkar Vaidyakiya Pratishthan	CSR00000181
2.	Health Check-up Camp	Cl(i) Promoting health care including preventive health care	Yes	Maharashtra	Nasik	4.56	Yes, Direct	--	--
3.	Ekal Abhiyan for Upliftment of Tribals	Cl(x) Rural Development Projects	Yes	Maharashtra	Mumbai	15.00	No	Cultural Society for Tribals	CSR00003396
4.	Construction of CCT work, Compartment Bounding etc.	Cl(x) Rural Development Projects	Yes	Maharashtra	Satara	1.50	No	Mardi Gramvikas Prathishthan	Registration is in process
5.	Education for Underprivileged and intellectual challenged children	Cl(ii) Promoting Education	Yes	Maharashtra	Mumbai	2.50	No	Punarvas Education Society	CSR00002954
6.	Education for Vatsalya Gram community	Cl(ii) Promoting Education	Yes	New Delhi	Patparganj	11.00	No	Param Shakti Peeth	CSR00000072
7.	Contribution in New /Expansion project of Educational Institutes	Cl(ii) Promoting Education	Yes	Maharashtra	Mumbai	84.00	No	Raosaheb Baram Dnyandeo Thakur Vidya Mandir	Registration is in process
8.	Disaster relief	Cl(viii) Contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)	PAN India	--	--	11.00	Yes, Direct	--	--
Total						166.81			

(d) Amount spent in Administrative Overheads:- Nil

(e) Amount spent on Impact Assessment, if applicable:- Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹166.81 Lakhs

(g) Excess amount for set off, if any

(₹ in Lakhs)

Sr. No.	Particular	Amount
(i)	Two percent of average net profit of the company as per Section 135(5) of the Companies Act, 2013	163.44
(ii)	Total amount spent for the Financial Year	166.81
(iii)	Excess amount spent for the financial year [(ii)-(i)]	3.37
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	3.37

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

(₹ in Lakhs)

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

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

(₹ in Lakhs)

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:- **Not Applicable (Asset-wise details).**

Date of creation or acquisition of the capital asset(s).

(a) Amount of CSR spent for creation or acquisition of capital asset.

(b) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(c) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

AMEYA JADHAV
CHAIRPERSON OF
CSR COMMITTEE

SURESH BHAGERIA
CHAIRMAN
(DIN: 00540285)

ANNEXURE 'D' TO DIRECTORS' REPORT 2020-2021

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo:

Information as per section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2021 is given here below and forms a part of the Directors' Report.

A. Conservation Of Energy:

i. The steps taken or impact on conservation of energy;

The company has made concrete efforts for enhancement in the capacity utilization, cost competitiveness and quality through systematic process monitoring and adherence to technological norms. Sophisticated instruments were used for regulation and adjustment of parameters. Efforts were also made for up gradation of the quality of plant operation. Utility are being combined besides waste recovery and for effective energy conservation. Energy Audit has also been carried out of plant and machines earlier and steps taken according to findings and suggestions of Energy Audit Report.

ii. The steps taken by the company for utilizing alternate sources of energy;

Installed Sulphuric Acid Plant with CO-GEN Technology, 01 MW steam operated Turbine has been installed with back pressure steam which is utilized in existing Dye Intermediates Plant. Hence existing coal fired Boiler is stopped.

To utilise the alternate sources of Energy, the Company has setup a SOLAR POWER Plant. The company is constantly exploring avenues for cost saving as an on-going process.

iii. The capital investment on energy conservation equipment's;

Installed Power Capacitor at every individual electrical motors, Panels to meet out power factor as per Mahadiscom guidelines. Further studies to reduce energy consumption of existing unit are on and suitable investment will continue to be made in these areas.

B. Technology Absorption:

i. The efforts made towards technology absorption during the year under review are:

Installed VFD on high capacity motors and multi effect evaporators, to save fuel and power.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

Installation of analytical devices for in process product and finished goods to meet out international standards.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not applicable.

iv. During the year under review the expenditure incurred on Research and Development: NIL

C. Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

		(₹ in Lakhs)	
Sr. No.	Particular	2020-21	2019-20
i.	Foreign Exchange outgo	4498.21	5255.35
ii.	Foreign Exchange earned	7435.74	10357.59

Registered Office:

1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

Date: May 15, 2021

Place: Mumbai

For and on behalf of the Board of Directors
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
CHAIRMAN
(DIN: 00540285)

ANNEXURE TO DIRECTORS' REPORT 2020-21

REPORT ON CORPORATE GOVERNANCE

Report on Corporate Governance pursuant to Schedule V (C) of the SEBI (LODR) Regulations, 2015 (the Listing Regulations) and forming Part of the Directors' Report for the year ended March 31, 2021.

1. Statement on Company's Philosophy on Code of Governance:

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, integrity, transparency, and fairness in all its transactions in the widest sense and meets its stakeholder's aspirations and social expectations. Good Corporate Governance practices stem from the culture and mind-set of the organization and at Bhageria Industries Limited [BIL], we are committed to do business in an efficient, responsible, honest and ethical manner and to meet the aspirations of all our stakeholders

The Corporate Governance structure specifies the distribution of rights, responsibilities and powers among different participants in the corporation. All strategic decisions regarding investment, diversification, major decisions regarding procurement, commercial and finance are forwarded ahead after approval of the Board.

Strong Governance has indeed helped BIL to deliver wealth to its shareholders in the form of uninterrupted dividends.

2. Board of Directors:

Composition of the Board & Meetings

The composition of the Board is in compliance with the provisions of the Companies Act, 2013 & Listing Regulations. As on March 31, 2021 the Board consists of 8 Directors. Besides the Chairman who is Executive Director, the Board comprises of 2 Executive Directors and 5 Non-Executive Independent Directors including 1 Woman Independent Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The Board met 4 times during the year on June 26, 2020, July 31, 2020, October 23, 2020 and January 27, 2021 and the gap between two meetings was in compliance with the relaxations /circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI during the financial year 2020-21 due to widespread of COVID 19 Pandemic. The necessary quorum was present for all the meetings.

Table 1: Composition of the Board of Directors as on March 31, 2021:

The details of composition of the Board, category, attendance of Directors at Board Meetings during the financial year and last Annual General Meeting, number of other Directorships and other Committee Memberships, Name of other listed entities (whose equity or debt securities are listed) where the Directors of the Company are Director and the category of their directorship are given below:

Name of Directors	Category	No. Of Board Meeting attended during the year 2020-2021		Attendance at last AGM held on August 29, 2020	#No. Of Other Directorships of Companies Held as on March 31, 2021		No. of Membership of Outside Committees Held as on March 31, 2021		Name of other listed entities (whose equity or debt securities are listed) where the directors of the Company are director and the category of their Directorship	
		Held	Attended		Pub.	Pvt.	Member	Chairman	Other Listed Entities	Category
Mr. Suresh Bhageria	Executive/ Chairman	4	4	Yes	--	4	--	--	--	--
Mr. Vinod Bhageria	Managing Director/ Executive	4	4	No	--	1	--	--	--	--
Mr. Vikas Bhageria	Jt. Managing Director	4	4	Yes	--	7	--	--	--	--

Name of Directors	Category	No. Of Board Meeting attended during the year 2020-2021		Attendance at last AGM held on August 29, 2020	#No. Of Other Directorships of Companies Held as on March 31, 2021		No. of Membership of Outside Committees Held as on March 31, 2021		Name of other listed entities (whose equity or debt securities are listed) where the directors of the Company are director and the category of their Directorship	
		Held	Attended		Pub.	Pvt.	Member	Chairman	Other Listed Entities	Category
Mr. Surendra Gupta	Independent Non-Executive	4	4	Yes	--	1	--	--	--	--
Mr. Shashikant Tulsian	Independent Non-Executive	4	4	Yes	--	4	--	--	--	--
Mr. Mukund Chitale	Independent Non-Executive	4	4	Yes	6	1	6	3	1. Larsen & Toubro Infotech Limited 2. Larsen and Toubro Limited 3. Atul Limited 4. Macrotech Developers Limited	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director
Mr. Ganapati Yadav	Independent Non-Executive	4	4	Yes	6	1	3	2	1. Aarti Industries Limited 2. Godrej Industries Limited 3. Meghmani Organics Limited	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director
Mrs. Ameya Jadhav	Independent Non-Executive	4	4	Yes	--	--	--	--	--	--

Mrs. Chandrababha Bhageria, Whole-time Director resigned from the Company on July 2, 2020

Mr. Sandeep Kumar Singh, Independent Director resigned from the Company on July 2, 2020

Mr. Omprakash Bubna, Independent Director resigned from the Company on July 1, 2020

#Note:

- Nos. of other Directorships of Companies excludes foreign companies and Section 8 companies.
- Membership/Chairmanship in only Audit Committee and Stakeholders Relationship Committee has been considered for Committee positions as per the Listing Regulations.
- As mandated by Regulation 26 of Listing Regulations, none of the Directors are members of more than 10 Board level committees, nor are they Chairpersons of more than 5 committees in which they are members of such committees.

Relationships between Directors inter-se:

Mr. Suresh Bhageria is related to Mr. Vikas Bhageria as father and brother of Mr. Vinod Bhageria, with such inter-se relation between them. None of the other Directors except as aforementioned are related to each other.

Shareholding of Non-Executive Independent Directors as on March 31, 2021:

Mr. Surendra Shriram Gupta, Non-Executive Independent Director holds 25,344 Equity Shares in the Company.

Familiarisation Programme for Independent Directors:

The details of familiarization programme for Independent Directors is disclosed on the website of the Company i.e. www.bhageriagroup.com.

Chart or matrix setting out skills/expertise/competence of the Board of Directors:

Name of Director	List of core Skills/Expertise/Competencies identified by the Board of Directors as required in the context our Business and sector to function effectively and actually available with the Board along with names of Directors who have such skills/expertise/competence					
	Planning	Technical	Finance / Accounts / Taxation	Legal	Administration	Marketing / publicity
Mr. Suresh Bhageria	√				√	√
Mr. Vinod Bhageria	√		√		√	
Mr. Vikas Bhageria	√	√			√	√
Mr. Shashikant Tulsian			√	√		
Mr. Mukund Chitale			√	√		
Mr. Surendra Gupta			√	√		
Mr. Ganapati Yadav		√			√	
Mrs. Ameya Jadhav					√	

Confirmation of Board for the independence of Independent Directors:

In the Opinion of Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the Management.

Detailed reasons for the resignation of Independent Director

During the year 2020-21, Mr. Sandeep Kumar Singh has resigned w.e.f. July 2, 2020 due to personal reason and Mr. Omprakash Bubna has resigned w.e.f. July 1, 2020 due to pre-occupation and it has been confirmed by both the Directors that there are no other material reasons other than those provided.

Minimum information being placed before the Board & Board procedure:

The Board meets at regular intervals to discuss and decide on various issues, including strategy related matters pertaining to the business of the Company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation at the Meetings of the Company.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively. Where it is not practicable to attach the relevant information as a part of agenda papers, the same are tabled at the Meeting of the Board. Video-conferencing facilities are used to facilitate Directors to participate in the meetings.

The information as specified in Regulation 17(7) of the Listing Regulations is regularly made available to the Board, whenever applicable, for discussion and consideration.

The Board has an effective post meeting follow up procedure. The Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board. The Compliance report in respect of applicable laws are reviewed by the Board periodically.

3. Committees of Board:

To focus effectively on the issues and ensure expedient resolution of the diverse matters, the Board has constituted a set of Committees of Directors with specific terms of reference / scope. The committee operates as empowered agents of the Board. The inputs and details required for the decision is provided by the operating managers. The Minutes of the Meeting of all Committees of the Board are placed before the Board for discussions / noting.

Details of the Committees of the Board and other related information are as follows:

3.(I) Audit Committee:

The Audit Committee of the Company is constituted in accordance with the Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013 comprises of 3 qualified Independent Directors as member. All the members have financial and accounting knowledge. The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its

attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before its adoption by the Board, review of the internal audit report & internal control system etc.

The terms of reference of the Audit Committee are as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinions in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit functions;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- To review the utilization of loans and/ or advances

from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower;

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management, if any;
- Management letters / letters of internal control weaknesses issued by the statutory auditors, if any;
- Internal audit reports relating to internal control weaknesses, if any;

- Statement of deviations, if any; in terms of Regulation 32(1) & 32(7) of the Listing Regulations;

Composition & Meetings:

The Committee met 4 times during the year on June 26, 2020, July 31, 2020, October 23, 2020 and January 27, 2021 and the gap between two meetings was in compliance with the relaxations /circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI during the financial year 2020-21 due to widespread of COVID 19 Pandemic. The necessary quorum was present for all the meetings.

Attendance record at the meetings of the Audit Committee of members during Financial Year 2020–2021:

Name of the Members	Status	Audit Committee Meetings (2020-2021)				No. of Meetings Entitled to Attend	No. of Meetings Attended
		June 26, 2020	July 31, 2020	Oct 23, 2020	Jan 27, 2021		
*Mr. Shashikant Tulsian	Chairperson	Yes	Yes	Yes	-	4	3
Mr. Mukund Chitale	Member	Yes	Yes	Yes	Yes	4	4
Mr. Surendra Gupta	Member	No	Yes	No	Yes	4	2
**Mrs. Ameya Jadhav	Member	-	-	-	-	-	-

*Mr. Shashikant Tulsian ceased to be a Chairperson/Member of the Committee w.e.f. January 27, 2021.

** Mrs. Ameya Jadhav was appointed as a Member of the Committee w.e.f. January 27, 2021.

During the year 2020-21, the Audit Committee was reconstituted on January 27, 2021.

Head of the Finance and Accounts Department (CFO), representative of the Statutory Auditors and other executives as are considered necessary, attend meetings of the Audit Committee.

Mr. Shashikant Tulsian, Chairperson of the Audit Committee attended the Annual General Meeting held on August 29, 2020 to address the shareholder's queries.

3.(II) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in accordance with the Regulation 19 of the Listing Regulations read with Section 178 of Companies Act, 2013 comprising of 3 Non-executive Independent Director as member.

a) Terms of Reference of the Nomination & Remuneration Committee, inter-alia are as follows:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to

the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;

- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on the Board diversity;
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice;
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable;
- To recommend to the board, all remuneration, in whatever form, payable to senior management;

The detailed terms of reference and Nomination & Remuneration policy is available on the website of the Company i.e. www.bhageriagroup.com

Composition & Meetings:

The Committee met 2 times during the year on June 26, 2020 and January 27, 2021. The necessary quorum was present at the meeting.

Attendance record at the meetings of the Nomination & Remuneration Committee of members during Financial Year 2020–2021:

Name of the Members	Status	Nomination and Remuneration Committee Meetings (2020-2021)		No. of Meetings Entitled to Attend	No. of Meetings Attended
		June 26, 2020	Jan 27, 2021		
Mr. Surendra Gupta	Chairperson	No	Yes	2	1
*Mr. Sandeep Kumar Singh	Member	Yes	-	1	1
**Mrs. Ameya Jadhav	Member	-	Yes	1	1
*** Mr. Shashikant Tulsian	Member	Yes	-	2	1
**** Mr. Mukund Chitale	Member	-	-	-	-

*Mr. Sandeep Kumar Singh, resigned from the Board & ceased to be Member of the Committee w.e.f. July 2, 2020.

**Mrs. Ameya Jadhav was appointed as Member of the Committee w.e.f. July 31, 2020.

***Mr. Shashikant Tulsian ceased to be Chairperson/Member of the Committee w.e.f. January 27, 2021.

****Mr. Mukund Chitale was appointed as Member of the Committee w.e.f. January 27, 2021.

During the year 2020-21, the Nomination & Remuneration Committee was reconstituted on July 31, 2020 and January 27, 2021.

Details of Remuneration paid to Directors:

The Company pays remuneration to its Chairman, Managing Director & Whole-time Directors by way of Salary, perquisites, allowances, commission etc. Salary is paid within the range as approved by the Shareholders. The Board approves all the revisions in salary, perquisites, allowances and commission subject to the overall ceiling prescribed by Section 197 and 198 of the Act. The Non-Executive Independent Directors have not been paid any remuneration except sitting fees during the financial year 2020-21.

Given below are the details of remuneration paid to Directors during the financial year 2020-21.

(₹ in Lakhs)

Name of Director	Designation / Category	Salary	Sitting fees	Commission	Total Remuneration
Mr. Suresh Bhageria	Executive Chairman (WTD)	36.00	--	156.00	192.00
Mr Vinod Bhageria	Managing Director	10.50	--	--	10.50
Mr. Vikas Bhageria	Jt. Managing Director (WTD)	66.00	--	118.80	184.80
Mr. Shashikant Tulsian	Non-Executive Independent Director	--	2.00	--	2.00
Mr. Surendra Gupta	Non-Executive Independent Director	--	2.00	--	2.00
Mr. Mukund Chitale	Non-Executive Independent Director	--	2.00	--	2.00
Mr. Ganapati Yadav	Non-Executive Independent Director	--	2.00	--	2.00
Mrs. Ameya Jadhav	Non-Executive Independent Director	--	2.00	--	2.00
*Mrs Chandraprabha Bhageria	Executive Director	6.06	--	14.30	20.36
**Mr. Sandeep Kumar Singh	Non-Executive Independent Director	--	0.50	--	0.50
***Mr. O. P. Bubna	Non-Executive Independent Director	--	0.50	--	0.50

*Mrs. Chandraprabha Bhageria, Whole-time Director resigned from the Company on July 2, 2020

**Mr. Sandeep Kumar Singh, Independent Director resigned from the Company on July 2, 2020

***Mr. Omprakash Bubna, Independent Director resigned from the Company on July 1, 2020

No single non-executive director is paid remuneration exceeding fifty percent of the total annual remuneration paid to all the non-executive directors during the financial year 2020-21.

The Company does not have any stock option plans and hence such instrument does not form part of the remuneration package payable to any Executive Director and / or Non-Executive Director.

During the period under review, none of the directors were paid any performance linked incentive.

The performance of Independent Directors was evaluated on the following criteria:

- Exercise of independent judgment in the best interest of Company;
- Ability to contribute to and monitor corporate governance practice;
- Adherence to the code of conduct for independent directors.

The entire Board of Directors carried out the performance evaluation of the Independent Directors on various parameters like engagement, analysis, decision making, communication and interest of stakeholders. In the evaluation process the Directors, who were subjected to evaluation did not participate.

3.(III) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee of the Company is constituted in accordance with the Regulation 20 of the Listing Regulations read with Section 178 of the Act., comprising of 3 Director as Member (i.e. 2 Non-executive Independent Director and 1 Executive Director). Mr. Krunal Wala is the Company Secretary & Compliance Officer of the Company.

The Committee specifically look into the mechanism of redressal of grievances of shareholders & other security holders pertaining to transfer of shares, non-receipt of declared dividends, non-receipt of Annual Report, issues concerning dematerialization etc.

The Company has designated the e-mail ID info@bhageriagroup.com exclusively for the purpose of registering complaint by investors electronically. This e-mail ID is displayed on the Company's website i.e. www.bhageriagroup.com

The following table shows the nature of complaints received from the shareholders during the year 2020-21.

Nature of complaints	No. of complaints received during the year 2020-21	No. of complaints resolved during the year 2020-21
Non receipt of Shares / Dividend / Bonus / Rights	3	3
Delay in Transfer of shares	0	0
Total	3	3

There were no complaints pending as on March 31, 2021.

Composition & Meetings:

The Committee met once during the year on January 27, 2021. The necessary quorum was present at the meeting.

Attendance record at the meetings of the Stakeholders Relationship Committee of members during Financial Year 2020-2021:

Name of the Members	Status	Stakeholders Relationship Committee Meetings (2020-2021)	No. of Meetings Entitled to Attend	No. of Meetings Attended
		Jan 27, 2021		
*Mr. Shashikant Tulsian	Chairperson	-	1	0
Mr. Suresh Bhageria	Member	Yes	1	1
Mr. Surendra Gupta	Member	Yes	1	1
** Mrs. Ameya Jadhav	Member	-	-	-

*Mr. Shashikant Tulsian ceased to be Chairperson/Member of the Committee w.e.f. January 27, 2021.

**Mrs. Ameya Jadhav was appointed as Member of the Committee w.e.f. January 27, 2021.

During the year 2020-21, the Stakeholders Relationship Committee was reconstituted on January 27, 2021.

3.(IV) Risk Management Committee:

The Risk Management Committee of the Company is constituted in accordance with the Regulation 21 of the Listing Regulations on May 15, 2021, the committee comprises of Mr. Suresh Bhageria, Mr. Vinod Bhageria, Mr. S. S. Gupta and Mr. G. D. Yadav. The roles and responsibilities of the Risk Management Committee are as prescribed under the Listing Regulations and terms as may be referred by the Board of Directors.

3.(V) Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee of the Company is constituted in accordance with the provisions of Section 135 of the Act. The Committee meets as and when required. The Committee recommends to the Board activities, programs, projects to be undertaken by the company as specified in Schedule VII of the Act. The activities / programmes undertaken by

the Company and the amount spent by the Company are given in the Annexure to the Directors Report. This policy can be accessed from the Company's website www.bhageriagroup.com

Composition & Meetings:

The Committee met once during the year on June 26, 2020. The necessary quorum was present at the meeting.

Attendance record at the meetings of the Corporate Social Responsibility Committee of members during Financial Year 2020-2021:

Name of the Members	Status	Corporate Social Responsibility Committee Meetings (2020-2021)	No. of Meetings Entitled to Attend	No. of Meetings Attended
		June 26, 2020		
Mr. Surendra Gupta	Chairperson	Yes	1	1
*Mrs. Chandrabhabha Bhageria	Member	No	1	0
Mr. Vinod Bhageria	Member	Yes	1	1
**Mrs. Ameya Jadhav	Member	-	-	-

*Mrs. Chandrabhabha Bhageria, resigned from the Board & ceased to be member of the Committee w.e.f. July 2, 2020.

**Mrs. Ameya Jadhav was appointed as Member of the Committee w.e.f. July 31, 2020.

During the year 2020-21, the Corporate Social Responsibility Committee was reconstituted on July 31, 2020.

4. Obligation and Separate Meeting of Independent Directors:

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI Listing Regulations, 1 (One) separate meeting of the Independent Directors was held during the year i.e. on January 27, 2021. The meeting of the Independent Directors was held without the presence of Non-Independent Directors and members of management to:

- review the performance of non-independent directors and the board of directors as a whole;
- review the performance of the Chairman of the listed entity, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Accordingly, the performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Independent directors databank registration - All the Independent Directors have registered their name in the data bank maintained by IICA for a period of one year/ five years/ for a life-time, and ensured that they will take steps

(within a period of thirty days from the date of expiry of the period) to renew the registration, till they continue to hold the office of Independent Director in the Company. Further, the Independent Directors who are not exempted from the said test, will comply with the online proficiency self-assessment test conducted by the IICA within the prescribed time lines.

5. Other Policies Mandated Under Listing Regulations:

- Archival Policy**- In Compliance with Regulation 30(8) of Listing Regulations, the Company shall disclose on its website all such events, information which has been disclosed to the Stock Exchange(s) under Regulations 30. Such disclosures shall be posted on website of the Company for minimum five years and thereafter determine further action as per the archival policy of the Company. This policy can be accessed from the Company's website - www.bhageriagroup.com.
- Policy for Preservation of Documents**-In Compliance with Regulation 9 of Listing Regulations, the Board of Directors of the Company has adopted policy on preservation of Documents. This policy for preservation of Documents can be accessed from the Company's website - www.bhageriagroup.com.
- Policy for Determining Materiality of Events**- In Compliance with Regulations 30 of Listing Regulations, the Board of Directors has adopted a

policy on Determining Materiality of Events or information. The objective of this policy is to ensure timely and adequate disclosure of events or information. This Policy can be accessed from the Company's website - www.bhageriagroup.com.

- **Policy on Board Diversity-** The Company recognizes and embraces the benefit of having a diverse Board of Directors and views increasing diversity at the Board level as an essential element in maintaining competitive advantage in the Business in which it operates. This Policy can be accessed from the Company's website - www.bhageriagroup.com.

6. General Body Meetings:

- a) Location and time, where last 3 AGM's held:

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue
31.03.2018	21.07.2018	11:30 A.M.	Maher Banquet, Topiwala Centre Mall 2 nd Floor off S. V. Road Near Rly Stn., Goregaon (West), Mumbai – 400062.
31.03.2019	31.08.2019	11:30 A.M.	Maher Banquet, Topiwala Centre Mall 2 nd Floor off S. V. Road Near Rly Stn., Goregaon (West), Mumbai – 400062.
31.03.2020	29.08.2020	11:00 A.M.	Annual General Meeting held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") deemed to be held at the Registered office of the Company.

- b) Whether any Special Resolution passed in previous 3 AGM's:

Date of AGM	Description of Special Resolution
21.07.2018	i. Special Resolution under section 196, 197, 203 for the re-appointment of Mr. Suresh Bhageria as Executive chairperson (Whole-Time Director) of the Company. ii. Special Resolution under section 196, 197, 203 for the re-appointment of Mr. Vinod Bhageria as Managing Director of the Company. iii. Special Resolution under section 196, 197, 203 for the re-appointment of Mr. Vikas Bhageria as Jt. Managing Director (Whole-Time Director) of the Company. iv. Special Resolution under section 149,150,152 for the re-appointment of Mr. Sandeep Kumar Singh, Mr. Omprakash Anandilal Bubna, Dr. Shyam Agarwal, Mr. Pradipkumar Shankar Dalvi, Mr. Surendra Gupta as Independent Director of the Company.
31.08.2019	i. Special Resolution under section 196, 197, 203 for the re-appointment of Mrs. Chandraprabha Bhageria as Whole-Time Director of the Company. ii. Special Resolution under section 149,150,152 for the re-appointment of Mr. Shashikant Parmanand Tulsian as Independent Director of the Company. iii. Special Resolution for payment of Remuneration to Executive Directors who are promoters or members of promoter group of the Company pursuant to Regulation 17(6)(e) (ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
29.08.2020	No Special resolution was passed.

- c) During the Year, No special resolution was passed through postal ballot.
- d) No special resolutions are proposed to be conducted through postal ballot.

7. Means of Communication:

Quarterly results:	Results are submitted to Stock Exchanges electronically as provided by the respective exchange & published in newspapers and uploaded on the Company's website.	
Newspapers wherein results normally published:	Business Standard & Mumbai Tarun Bharat	
any website, where displayed	www.bhageriagroup.com	
Presentations made to institutional investors or to the analysts:	Quarter ended	Investor presentations
	March 31, 2020	--
	June 30, 2020	--
	September 30, 2020	--
	December 31, 2020	February 3, 2021

8. General Shareholders Information:

a) Annual General Meeting - Date, Time and Venue

ANNUAL GENERAL MEETING	:	32 nd Annual General Meeting
DAY & DATE	:	Saturday, July 31, 2021
TIME	:	at 11:30 a.m.
VENUE	:	Meeting is being conducted through VC/OAVM pursuant to the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 and as such there is no requirement to have a venue for the AGM.

For details, please refer to the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

b) Financial Year: 2021-22 (Tentative)

Financial Reporting for the Financial Year 2021-22	Tentative month of reporting
Un-audited Financial Results for the quarter ending June 30, 2021	On or before August 14, 2021
Un-audited Financial Results for the quarter and half year ending September 30, 2021	On or before November 14, 2021
Un-audited Financial Results for the quarter ending December 31, 2021	On or before February 14, 2022
Audited Financial Results for the quarter and year ending March 31, 2022	On or before May 30, 2022

c) Dividend Payment Date: The Final Dividend, if approved, shall be paid/credited **on and before August 30, 2021**

d) Listing On Stock Exchanges:

The Company's Shares are listed on:

BSE Limited	National Stock Exchange of India Limited
Listing Department	Exchange Plaza,
P.J. Towers, 1 st Floor,	Bandra Kurla Complex,
Dalal Street, Fort,	Bandra (E),
Mumbai – 400 001	Mumbai- 400 051.

Payment of Listing Fees: The annual listing fees for the year 2021-22 has been paid.

e) Stock Code:

BSE Limited, Mumbai
Scrip Name: BHAGERIA INDUSTRIES LIMITED
Scrip Code: 530803.

NSE Limited, Mumbai
Scrip Name: BHAGERIA

Depository Connectivity: NSDL and CDSL.
ISIN No. for the Company's Security: INE354C01027

f) Market price data:

High, Low during each month in last financial year on BSE Ltd:

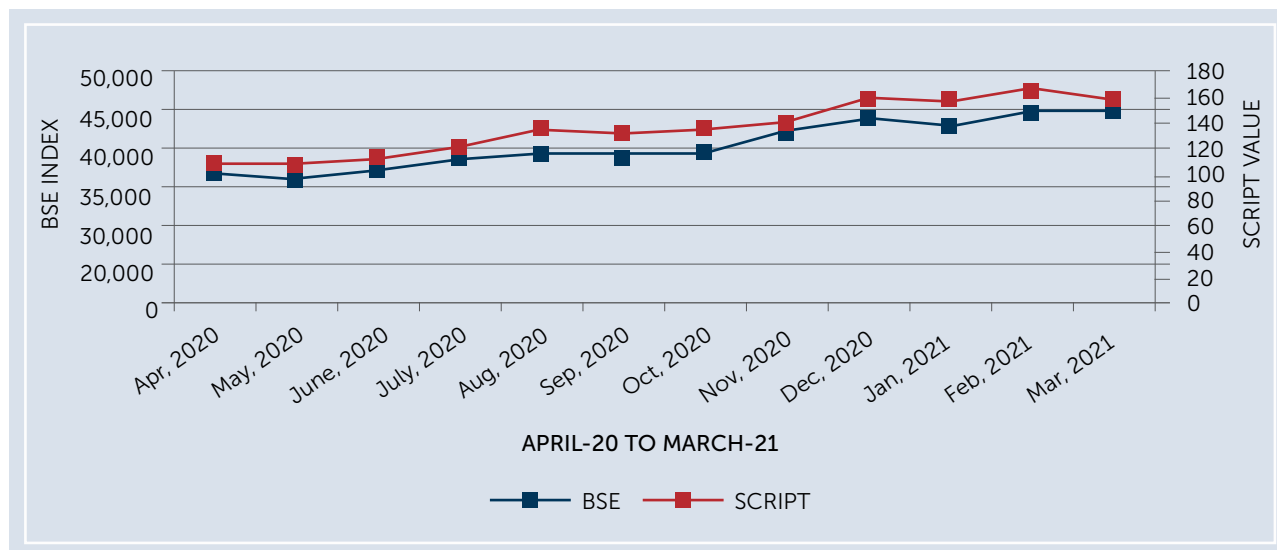
Month	Company's Shares		Closing	
	High (₹)	Low (₹)	Closing (₹)	BSE Sensex
April, 2020	116.05	77.45	106.90	33,717.62
May, 2020	124.20	97.15	105.15	32,424.10
June, 2020	128.65	102.00	110.65	34,915.80
July, 2020	127.00	110.00	120.00	37,606.89
August, 2020	150.00	112.00	131.45	38,628.29
September, 2020	145.00	125.30	129.85	38,067.93
October, 2020	144.00	126.45	128.80	39,614.07
November, 2020	146.20	124.00	138.00	44,149.72
December, 2020	174.80	136.60	157.40	47,751.33
January, 2021	174.85	150.00	155.65	46,285.77
February, 2021	181.00	159.05	165.45	49,099.99
March, 2021	192.55	154.00	157.75	49,509.15

High, Low during each month in last financial year on NSE Ltd:

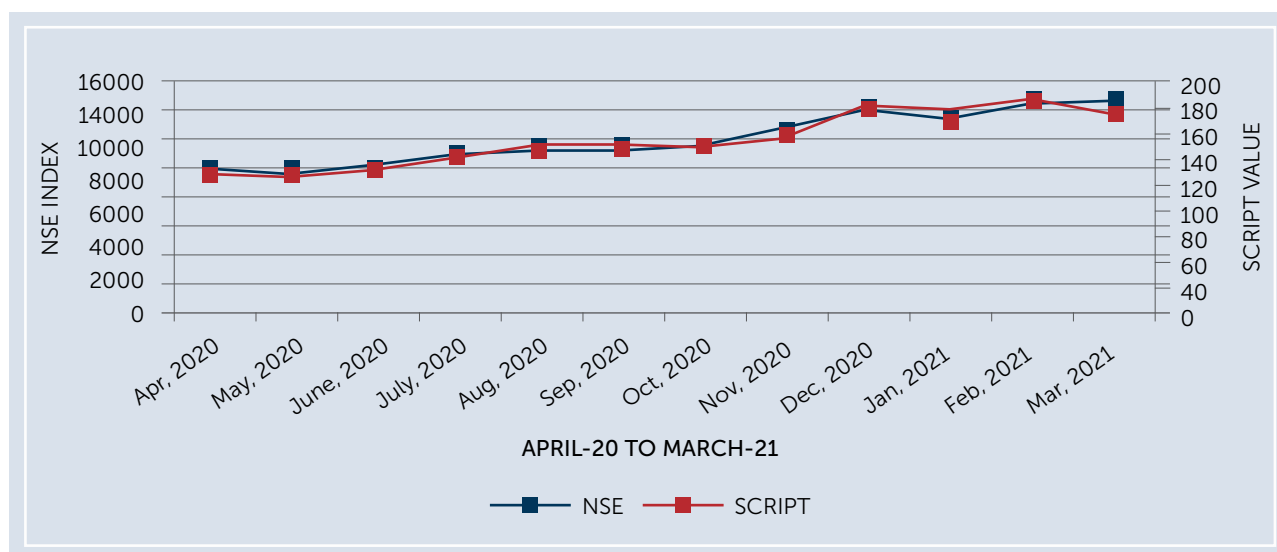
Month	Company's Shares		Closing	
	High (₹)	Low (₹)	Closing (₹)	NSE Nifty50
April, 2020	116.05	76.00	106.90	9,859.90
May, 2020	124.40	96.35	105.25	9,580.30
June, 2020	128.85	102.15	110.80	10,302.10
July, 2020	127.50	109.00	119.70	11,073.45
August, 2020	147.10	112.95	131.05	11,387.50
September, 2020	144.80	125.25	129.55	11,247.55
October, 2020	144.25	126.10	129.10	11,642.40
November, 2020	146.30	125.75	136.70	12,968.95
December, 2020	174.90	136.20	157.35	13,981.75
January, 2021	174.80	153.50	157.55	13,634.60
February, 2021	189.70	158.50	165.45	14,529.15
March, 2021	192.50	152.10	157.75	14,690.70

g) Performance in comparison to broad-based indices such as BSE and NSE etc.

BSE INDEX & MOVEMENT OF SCRIPT



NSE INDEX & MOVEMENT OF SCRIPT



h) In case the securities are suspended from trading, the directors report shall explain the reason thereof; - Not Applicable

i) Registrar and Share Transfer Agents:

LINK INTIME INDIA PRIVATE LIMITED
 (UNIT: BHAGERIA INDUSTRIES LIMITED)
 C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083
 Tel: 022-49186270
 Email: rnt.helpdesk@linkintime.co.in

j) **Share Transfer Systems:**

RTA of the Company does verify documents, process and effect transfer of shares transfer request received at the office of the Company/RTA. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

k) **Distribution of Shareholding:****Shareholding Pattern as on March 31, 2021:**

Category	No. of shares held	% of shareholding
A) Promoter and Promoter Group	30949054	70.91
B) Public shareholding		
B1) Institutions		
Mutual funds	--	--
Bank/Financial Institutions	--	--
Foreign Portfolio Investors	20559	0.05
B2) Non-Institutions		
Individual shareholding upto ₹2 Lakhs	5198440	11.91
Individual shareholding in excess of ₹2 lakhs	1330950	3.05
B3) Any other		
Trust	432	--
Clearing Members	76762	0.18
IEPF	325600	0.75
Non-Resident Indian(NRI)	432551	0.99
HUF	716195	1.64
Bodies Corporate	4593637	10.53
Total (A+B)	43644180	100.00

Distribution of Shareholding as on March 31, 2021:

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% of Equity Capital
Upto 100	5677	235960	0.54
101 to 200	1577	274676	0.63
201 to 500	2112	787195	1.80
501-1000	858	672263	1.54
1001-5000	829	1831978	4.20
5001-10000	112	844560	1.93
10001 - 100000	112	2791352	6.40
100001 & above	33	36206196	82.96
Total	11310	43644180	100.00

l) **Dematerialisation of Shares & Liquidity:**

As on March 31, 2021, 43056351 Equity Shares representing 98.65% of total equity shares were held in dematerialized form with NSDL and CDSL. The 100% shareholding of Promoters & Promoters Group is in dematerialised form in compliance with Regulation 31(2) of the Listing Regulations.

Liquidity:

Average Monthly Trading of the Company's Shares on BSE and NSE

Particulars	BSE	NSE
Number of Trades	7998	1486
Number of Shares	188264	72966

m) Outstanding GDR's / ADR's / Warrants or any Convertible instruments, conversion date and likely impact on equity:
Not Applicable

n) Commodity price risk or foreign exchange risk and hedging activities: Market driven. (For detailed information on foreign exchange risk and hedging activities, please refer to notes to Financial Statements.)

o) Plant Locations :

Chemical Plants-

- (i) Plot No. 6310, IV Phase, GIDC Industrial Estate, Vapi - 396 195 Gujarat.
- (ii) Plot No. D-17, MIDC Tarapur Boisar Industrial Area Boisar, Palghar - 401506 Maharashtra.

Solar Power Plant-

- 1) 1.20 MWp Rooftop Solar Power Plant with Lucas TVS Limited situated at Padi, Chennai-600 050, Tamil Nadu.
- 2) 1 MWp Rooftop Solar Power Plant with Asahi India Glass Limited situated at Plot No.F-76 to 81,SIPCOT Industrial Part, Irungattukottai, Sriperumbudur, District - Kancheepuram - 602 117 Tamil Nadu.

- 3) 480 kWp Rooftop Solar Power Plant with TRIL Infopark Limited situated at Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani, Chennai - 600 113 Tamil Nadu.
- 4) 100 kWp Rooftop Solar Power Plant with Dr. Hedgewar Hospital situated at Garkheda Parisar, Near Gajanand Temple, Aurangabad - 431 005 Maharashtra.
- 5) 30 MW Solar Power Plant at Ahmednagar, Maharashtra.
- 6) 1001.7 kWp Rooftop Solar power Plant with Kajaria Ceramics limited situated at 19 Km stone, Village Gailpur, Bhiwandi-Alwar Road, PO Tapukara, Dt. Alwar Rajasthan-301707.
- 7) 1.1 MWp Ground Mounted Solar Plant situated at Andur, taluka Tuljapur District Osmanabad, Maharashtra for captive consumption for Tarapur Plant.
- 8) 160 kWp Rooftop Solar Power Plant situated at Plot No. D-17, MIDC Tarapur Boisar Industrial Area Boisar, Palghar - 401506 Maharashtra for captive consumption.

p) Address for Correspondence :

BHAGERIA INDUSTRIES LIMITED
Office No. 1002, 10th Floor, Topiwala Centre, Off S. V. Road, Goregaon [West], Mumbai - 400 062.
E-mail : info@bhageriagroup.com
Telephone No. 40436666

q) List of all Credit rating list of all credit ratings obtained by the Company along with any revisions thereto during the financial year-

CARE Ratings Ltd. (CARE) has reviewed and given the ratings as under:

Facilities	Amount (in Crore)	Rating	Rating Action
Long-term Fund Based Bank Facilities (Term loan)	-	-	-
Long-term/Short-term Bank Facilities	76.00	CARE A: Stable/CARE A1 (Single A; Outlook: Stable/A One)	Reaffirmed
Total Facilities	76.00		

9. Other Disclosures:

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the

Management, or relatives. None of the transactions with any of the related parties were in conflict with the interests of the Company.

b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

Sr. No.	Particulars of non-compliance	2020-2021		2019-2020		2018-2019	
		BSE	NSE	BSE	NSE	BSE	NSE
1.	Non-Compliance pursuant to regulation 295(1) of the SEBI (ICDR) Regulations, 2018 (i.e. One day delay in crediting bonus shares)	--	--	20,000	20,000	--	--
	Total	--	--	20,000	20,000	--	--

- c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;

Pursuant to Section 177(9) of the Act and Regulation 22 of the Listing Regulations the Company has adopted a Vigil Mechanism/Whistle Blower Policy. The Company believes in professionalism, transparency, integrity and ethical behaviour and had thus established a 'Whistle Blower Policy' to facilitate employees to report concerns of any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. No person has been denied access to the Audit Committee.

- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has complied with all mandatory requirements of Listing Regulations and has implemented the following non mandatory requirements:

- A. The Board: Not Applicable since the Company has an Executive Chairman
 - B. Shareholders Rights: Presently the company is not sending half yearly communication.
 - C. Modified opinion(s) in the Audit Report: It is always the company's endeavour to present unqualified financial statements. There are no audit modified opinions in the company's financial statement for the year under review.
 - D. Reporting of Internal Auditor: The Internal Auditor is directly reporting to Audit Committee.
- e) web link where policy for determining 'material' subsidiaries is disclosed: www.bhageriagroup.com
- f) web link where policy on dealing with related party transactions: www.bhageriagroup.com
- g) disclosure of commodity price risks and commodity hedging activities: Market Driven

- h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company has not raised any fund through Preferential Allotment or Qualified Institutions Placement as specified under regulation 32 (7A) of the Listing Regulations, during the financial year ended March 31, 2021.

- i) a certificate from M/s. GMJ & Associates, Company Secretary in practice have been obtained and certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.
- j) where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: Not Applicable
- k) Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: as per Note no. 37(a) of financials.
- l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. Number of complaints filed during the financial year- Nil
 - b. Number of complaints disposed of during the financial year- Nil
 - c. Number of complaints pending as on end of the financial year- Nil

10. Non Compliance of any requirement of Corporate Governance Report of sub-paras (2) To (10) of para C of Corporate Governance Report of Schedule V Annual Report of Listing

Regulations: NONE

11. Disclosure to the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:

As per Details Given under the Heading "Other Disclosures".

12. Disclosures of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (l) of sub-regulation (2) of Regulation 46 shall be made in the Section on Corporate Governance of the Annual Report:

The Company has complied with the Corporate Governance Requirements specified in Regulation 17 to 27 and in accordance with Regulation 46(2) of Listing Regulations, required information has been hosted on the Company's website www.bhageriagroup.com

13. Code of Conduct:

The Company has adopted a Code of Conduct for the Directors, Senior Management Personnel and Employees of the Company. The members of the Board and Senior Management of the Company have submitted their

affirmation on compliance with the code for the effective period. The Declaration by the Chairman to that effect forms part of this Report.

14. CEO / CFO Certification:

The Chairman and Chief Financial Officer (CFO) have issued certificate as specified in Regulation 17(8) of Listing Regulations, for the financial year ended March 31, 2021. The Certificate is annexed to this Report.

15. Auditors' Certificate on Corporate Governance:

The Company has obtained a Certificate from Auditors of the Company regarding compliance with the provisions relating to the corporate governance laid down in the Listing Regulations. This Certificate is annexed to the Report.

16. Declaration:

All the members of the Board and senior Management Personnel of the Company have affirmed due observation of the code of the conduct, framed pursuant to Regulation 26(3) of Listing Regulations with Stock Exchange is so far as it is applicable to them.

Registered Office:

1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

Date: May 15, 2021

Place: Mumbai

For and on behalf of the Board of Directors
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
CHAIRMAN
(DIN: 00540285)

CEO / CFO CERTIFICATION

To,
The Board of Directors of
Bhageria Industries Limited,
1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

1. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violating the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
 - i. There have been no significant changes in internal control over financial reporting during the year;
 - ii. There have been no significant changes in accounting policies during the year; and
 - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Suresh Bhageria
Chairman
(DIN: 00540285)

Rakesh Kachhadiya
Chief Financial Officer

Date: May 15, 2021
Place: Mumbai

INDEPENDENT AUDITORS' CERTIFICATE

To,
The Board of Directors of
Bhageria Industries Limited,
1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

The Corporate Governance Report prepared by **Bhageria Industries Limited** ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ("applicable criteria") with respect to Corporate Governance for the year ended 31st March, 2021. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

We, **MRB & Associates, Chartered Accountants**, the Statutory Auditors of **Bhageria Industries Limited** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors is also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2021.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Other matters and restriction on use

This Report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For MRB & Associates

Chartered Accountants

ICAI Firm Registration number -136306W

Manish R Bohra

Partner

Membership No-058431

UDIN: 21058431AAAAFX2160

Place: Mumbai.

Date: May 15, 2021

CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (LODR) Regulations, 2015)

To,
Bhageria Industries Limited
Office No. 1002, 10th Floor,
Topiwala Centre, Off S.V. Road,
Goregaon (West),
Mumbai – 400062.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bhageria Industries Limited having CIN NO. L40300MH1989PLC052574 and having registered office at Office No. 1002, 10th Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai – 400062 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub-clause 10(i) of the SEBI (LODR) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	S. P. Tulsian	00018156	09/08/2014
2.	Mukund Chitale	00101004	25/03/2019
3.	Suresh Bhageria	00540285	21/12/1994
4.	Vinod Bhageria	00540308	12/07/1989
5.	S. S. Gupta	01147494	11/08/2011
6.	Ganapathi Yadav	02235661	21/10/2019
7.	Vikas Bhageria	02976966	02/03/2015
8.	Ameya Jadhav	08696918	01/04/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For GMJ & Associates
Company Secretaries

[SONIA CHETTIAR]
PARTNER

PLACE: MUMBAI
DATE: MAY 15, 2021.

ACS: 27582 COP: 10130
UDIN: A027582C000327860

BUSINESS RESPONSIBILITY REPORT

The Directors present the Business Responsibility Report of the Company for the financial year ended on March 31, 2021, pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company:	L40300MH1989PLC052574
2.	Name of the Company:	Bhageria Industries Limited
3.	Registered address:	Office No. 1002, 10 th Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai - 400062
4.	Website:	www.bhageriagroup.com
5.	E-mail:	info@bhageriagroup.com
6.	Financial Year reported:	2020-21
7.	Sector(s) that the Company is engaged in (industrial activity code-wise):	Manufacturing of Organic Chemicals (20119) Generation of Solar Power (35105)
8.	List three key products/services that the Company manufactures/provides (as in balance sheet):	a) H-Acid b) Vinyl Sulphone c) Gamma Acid
9.	Total number of locations where business activity is undertaken by the Company:	The Company's businesses and operations are spread across the country. Details of plant locations operated by the Company, are provided in the section 'Shareholder Information', in the Corporate Governance Report
10.	Markets served by the Company: Local/State/National/International	The Company sells its products across all states in India as well as several countries in the world.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital as on March 31, 2021	2182.20 (₹in Lakhs)
2.	Total Turnover:	40,362.84 (₹in Lakhs)
3.	Total profit after taxes:	6,245.75 (₹in Lakhs)
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 166.81 Lakhs u/s 135 of Companies Act equivalent to 2.82% of Average Net Profit of the Company for last 3 Financial Year.
5.	List of activities in which expenditure in 4 above has been incurred	Refer to Annexure C to Board's Report in our Annual Report.

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/Companies?	Yes, Refer to Annexure A to Board's Report in our Annual Report
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).	No
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:	No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies:

DIN Number : 00540285
 Name : Suresh Kehavdeo Bhageria
 Designation : Chairman

(b) Details of the BR head

Sr. No.	Particulars	Details
1.	DIN Number (if applicable)	00540285
2.	Name	Suresh Kehavdeo Bhageria
3.	Designation	Chairman
4.	Telephone number	022-40436631
5.	e-mail id	suresh@bhagerigroup.com

2. Principle-wise (as per NVG's) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

P1:

Businesses should conduct and govern themselves with integrity in a manner that is Ethical, Transparent and Accountable.

P2:

Businesses should provide goods and services in a manner that is sustainable and safe.

P3:

Businesses should respect and promote the well-being of all employees, including those in their value chains.

P4:

Businesses should respect the interests of and be responsive to all their stakeholders.

P5:

Businesses should respect and promote human rights.

P6:

Businesses should respect and make efforts to protect and restore the environment.

P7:

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

P8:

Businesses should promote inclusive growth and equitable development.

P9:

Businesses should engage with and provide value to their consumers in a responsible manner.

(a) Details of compliance (Reply in Y/N)

Sr. No.		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online. ^(a)	1,2	1	1	1	1	1	1	1	1
7.	Has the policy been formally Communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house Structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y#	Y#	Y#	Y#	Y#	Y#	Y#	Y#	Y#

Y* This Policy is based on principles laid down in the National Voluntary Guidelines on Social, Environmental and Economic responsibilities of a Business published by the Ministry of Corporate Affairs, towards conducting business by a company.

Y# The Policies applicable to the Company are evaluated Internally.

^(a) The following policies can be access at <https://www.bhageriagroup.com/company-policies/>

1. Code of Conduct & Ethics
2. Whistle Blower Policy and vigil Mechanism

(b) If answer to Clause (a) against any principle is 'No', please explain why:

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles									
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 Months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

Not Applicable

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1year	We have constituted a Corporate Social Responsibility (CSR) committee of the Board which oversees our CSR strategy and progress. For more details on the frequency of the committee's meetings, refer to the Corporate Governance Report, which is forms part of the Annual Report.
(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, Annual; www.bhageriagroup.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle No.	Description	Response
P1: Businesses should conduct and govern themselves with integrity in a manner that is Ethical, Transparent and Accountable.		
1.1.	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	The Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. Our policy related to ethics, bribery and corruption are part of our corporate governance and cover the Bhageria Group and our stakeholders. For more details, refer to the Code of Conduct & Ethics and Whistle Blower Policy & Vigil Mechanism available on our website at https://www.bhageriagroup.com/company-policies/
1.2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	The stakeholders include our investors, clients, employees, vendors / partners, government and local communities. For details on investor complaints, refer to corporate governance report in the Annual Report. For details on employee grievances and resolution, refer to the table in section 3.7.
P2: Businesses should provide goods and services in a manner that is sustainable and safe.		
2.1.	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	<ul style="list-style-type: none"> - Sulphuric Acid - Dye Intermediates - Generation of Solar Power.
2.2.	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):	<ul style="list-style-type: none"> - Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? We are amongst the dyes intermediates manufacturing companies to have processes that ensure minimum waste generated per unit, treat wastes to permissible limits before disposal. Waste water treatment and reused, recycle in process plant & achieved Zero liquid discharge to Environment. - Reduction during usage by consumers (energy, water) has been achieved since the previous year? Water Intake curtailed by 30% as per directive of NGT by reuse/ recycle of treated effluent.

2.3.	Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	Yes, Company has installed in-house manufacturing facility for one of its key raw material i.e. Sulphuric Acid & its allied product Oleum 65% and 23%. This saves cost of purchase (including transportation cost), time, & also helps in reducing carbon footprint.
2.4.	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Bhageria Industries Ltd is a strong believer in procurement of goods and services from local and small producers. Procurement of good and services from local sources is a smart strategy we have been following for years, since it reduces time, cost and efforts in procurement. During installation of Company's Sulphuric acid plant, Company has hired local fabricator, civil contractor, ready mixer vendor, brick supplier to fulfill the requirements. Regular interaction, long term association/relationship, provision of timely assistance with financial, sourcing and logistic inputs with local and small producers help in improving their capacity and capability.
2.5.	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	Yes, company have a mechanism to recycle its product and waste. 1) Company has recycled treated waste water >10% in plant. 2) Recovery of sodium sulfate >10% from waste water & reuse/ recycle in process. 3) Recovery of Nitric Acid (Dilute) 5-10% and re-use in process. 4) Recovery of Ammonia Solution and recycle in Gamma Acid Plant Process.

P3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

3.1.	Please indicate the Total number of employees	307
3.2.	Please indicate the Total number of employees hired on temporary / contractual /casual basis	178
3.3.	Please indicate the Number of permanent women employees	21
3.4.	Please indicate the Number of permanent employees with disabilities.	Nil
3.5.	Do you have an employee association that is recognized by management	No
3.6.	What percentage of your permanent employees is members of this recognized employee association?	Not Applicable
3.7.	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	The Companies policy to deal with issues and concerns raised by our employees are as follows : - Whistle Blower Policy and vigil Mechanism. - Anti - Sexual Harassment Policy

The details of concerns and grievances raised during the Financial Year 2020-21 are as follows:

Category	Grievances Received	Grievances Pending
Child Labour / Forced Labour / Involuntary labour	Nil	Nil
Sexual harassment	Nil	Nil
Discriminatory employment	Nil	Nil

3.8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	Continuous process, all employees of the Company are provided with EHS (Environment, Health & Safety) Training & the Company believes in continual learning of its employees for skill upgradation.
	<ul style="list-style-type: none"> Permanent Employees Permanent Women Employees Casual/Temporary/Contractual Employees Employees with Disabilities 	

P4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

4.1.	Has the company mapped its internal and external stakeholders? Yes/No	Yes, the internal and external stakeholders of the Company include employees, customers, shareholders, government authorities, suppliers & contractors, community etc.
4.2.	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.	Identifying the disadvantaged, vulnerable & marginalized stakeholders is an ongoing process.
4.3.	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Yes, as a socially responsible organization, we are committed to work for the welfare of the communities around us. For more details please refer to <i>Annexure C</i> of Board's Report.

P5: Businesses should respect and promote human rights.

5.1.	Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	The Company supports and respects the protection of human rights of all relevant stakeholders at all times. Prime importance is given towards maintaining better working condition in the plants to take care of the health & safety of employees.
5.2.	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The Company has not received any complaint with respect to human rights during the financial year 2020-21.

P6: Businesses should respect and make efforts to protect and restore the environment.

6.1.	Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.	The Company's aim to focus on safety, health and environment is the key to sustainable growth. The Company believes in accomplishing the Safety, Health and Environment (SHE) goal of being harmless to the environment, no risk to employees and no incidents which might create a negative impact on the community.
6.2.	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for web page etc.	<p>At Bhageria, environment sustainability is not just compliance to laws it is more about our concern. It is as important to us as our business growth. We being a proactive organization emphasized on investment to develop environment management systems, install effluent treatment plants and developing a green belt within the factory premises by planting various species of trees. Total saplings for the year is about 135 numbers and total tree plantation is about 2500 numbers including dense plants.</p> <p>The Company continues to adhere environment friendly manufacturing process and set new standards in reducing pollution. Company has set up/installed Sulphuric Acid plant with waste heat recovery boiler and connected to CO-GEN System (Electricity & Steam) which replaced coal fired boiler.</p>

		ISO 14001 system implementation helps us to regularly review the environmental aspects and potential impact of our operation and setting environment target, monitoring and communicating performance and develop corrective action plan. The Company has also obtained ISO 45001 and adhere to standard, which intended to improve the safety and health of employees & other personnel and also helps to provide new impetus occupational health
6.3.	Does the company identify and assess potential environmental risks? Y/N	Yes, Company is continuously identifying and assessing potential environmental risks.
6.4.	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Not Applicable
6.5.	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	To utilise the alternate sources of Energy, the Company has setup a SOLAR POWER Plant. The Company has invested in assets (crystallizer, salt recovery plant or rotary kiln) and the manufacturing facility became zero liquid discharge-compliant. The Company has well-equipped primary & secondary effluent treatment plants with BOD and COD testing apparatus. However, to cope with the highly hazardous effluents, the Company has set up incinerator resulting in zero pollution.
6.6.	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes, our emissions and waste generated lie within the permissible limits of CPCB / SPCB.
6.7.	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	The Committee as constituted by the Hon'ble National Green Tribunal vide its Order Dated September 26, 2019 & September 17, 2020 has decided to recovered environmental compensation of ₹14.44 Lakhs as per "Polluters Pay" Principles of Maharashtra Pollution Control Board against the damage caused by the Company's Plant situated at Tarapur. The same was paid by the Company. Further, there were no pending show cause/legal notices as on March 31, 2021.

P7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

7.1.	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	The following are the significant associations during Financial Year 2020-21: <ul style="list-style-type: none"> - CHEMEXCIL (Chemicals, Cosmetics & Dye Export Promotion Council) - Federation of Indian Export Organisations. - GDMA (Gujarat Dyestuff Manufacturers Association) - TIMA (Tarapur Industrial Manufacture Association) - VIA (Vapi Industrial Association) - FIEO (Federation of Indian Export Organisations)
------	---	---

7.2.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others):	Not Applicable
------	---	----------------

P8: Businesses should promote inclusive growth and equitable development.

8.1.	Does the company have specified programmes / initiatives /projects in pursuit of the policy related to Principle 8? If yes details thereof.	Our corporate social responsibility supports inclusive growth of not only communities where we have our operations, but also encompasses the overall development of societies and human capabilities. The Company has established "Bhageria Foundation" for undertaking CSR activities from the Financial Year 2021-22 onwards. For more details please refer to <i>Annexure C</i> of Board's Report.
8.2.	Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?	Yes, For more details please refer to <i>Annexure C</i> of Board's Report.
8.3.	Have you done any impact assessment of your initiative?	The Company has monitored and reviewed its initiative for its effective implementation, quantitatively and qualitatively.
8.4.	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?	Refer to Board's Report in our Annual Report.
8.5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Company is committed towards better development of community through its CSR initiatives. The Company is continuously reviewing the implementation of its initiatives and performs impact assessments of its initiatives internally and makes efforts to identify various beneficiaries to ensure that its initiatives are adopted and benefited successfully.

P9: Businesses should engage with and provide value to their consumers in a responsible manner.

9.1.	What percentage of customer complaints/ consumer cases are pending as on the end of financial year.	None
9.2.	Does the company display product information on the product label, over and above what is mandated as per local laws?	Yes, the Company displays product information on the product as mandated under applicable laws.
9.3.	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	None
9.4.	Did your company carry out any consumer survey/ consumer satisfaction trends?	Company is a customer driven company and continuously tries to improve its product quality & services to meet customer's needs. Bhageria engages with its customers and carries consumer reviews for different products to know the customer satisfaction level so that necessary steps may be taken to enhance the customer satisfaction levels. Bhageria also measures customer perceptions on satisfaction, loyalty, advocacy and value for money.

Management Discussion and Analysis

Global Economy

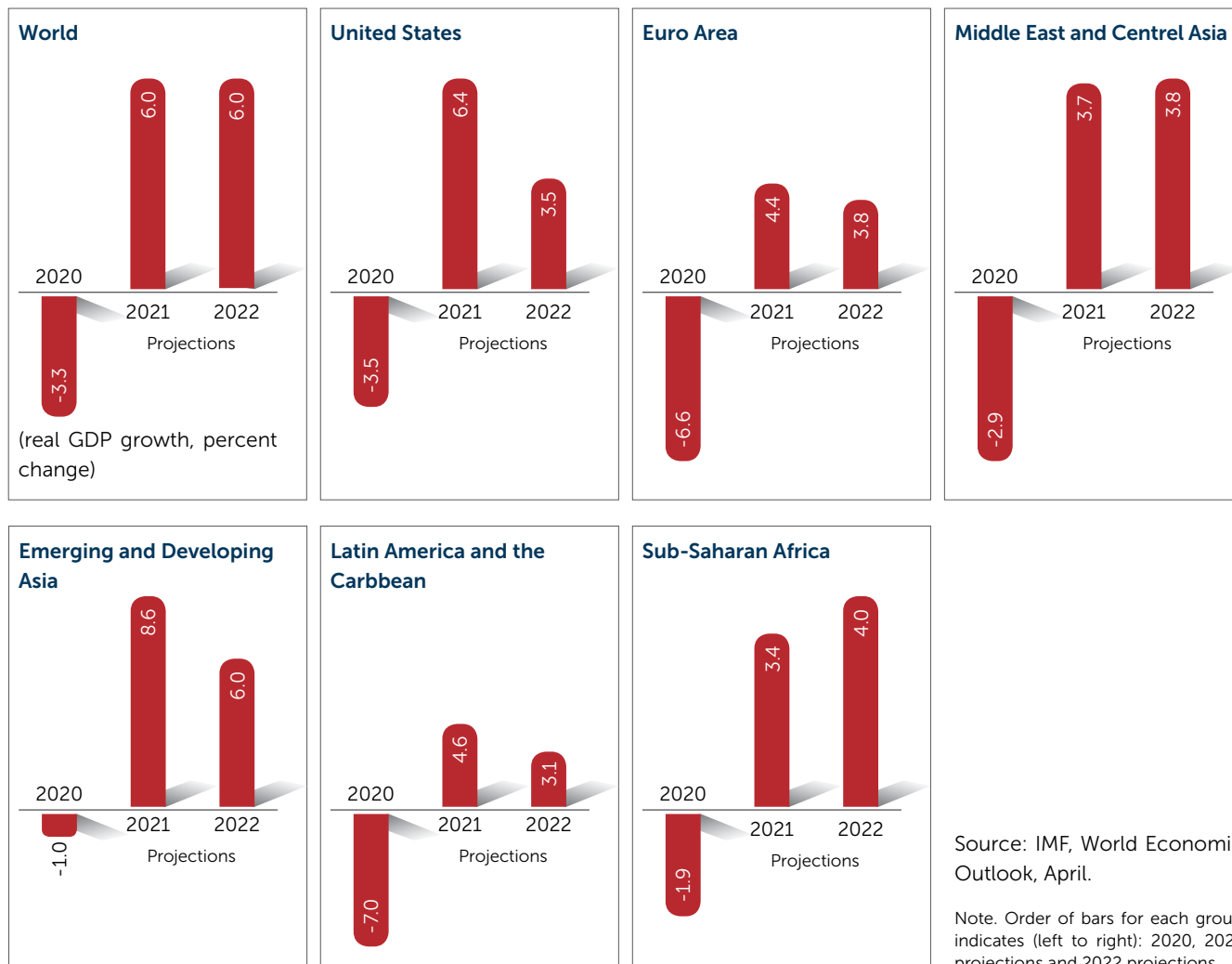
The COVID-19 pandemic induced recessionary trends in the global economy due to lockdown and containment measures to control the spread of the virus. Disruption in the global supply chain and regional production network resulted in significant social and economic costs across communities, and countries. While industrial production undertook unscheduled and prolonged halt, the contact intensive sectors were disproportionately hit hard. An overwhelming burden of the fallout was borne by the less skilled workers, youth, women,

small businesses and low-income countries. The policy makers across the globe responded with financial stimulus and unprecedented accommodative monetary policies to cushion the sinking economy of respective nations. The financial packages however differed across countries depending upon the economic strength. Many countries particularly the low income and developing countries entered the crisis with pre-existing structural imbalances in their economy coupled with high debts. A strong rally in equity markets driven by favourable policy rates benefitted high income earners and large countries.

World Economic Outlook April 2021

Growth Projection By Region

(Percent Change)



Amidst the uneven distribution of losses and resumption of normalisation in activities, the global economic growth is projected to 6% in 2021 following a deep contraction of -3.3% in CY20.¹ According to WTO, global trade volumes declined by 5.3% in CY20, led by a deep pull in the second quarter. Merchandise trade in nominal dollar terms fell by 7% and commercial services exports witnessed steep decline of 20% in CY20.² The global trade volumes are forecasted to grow at 8% in CY21 as industrial production rebounded in most countries, contributing to firming commodity prices and international trade.

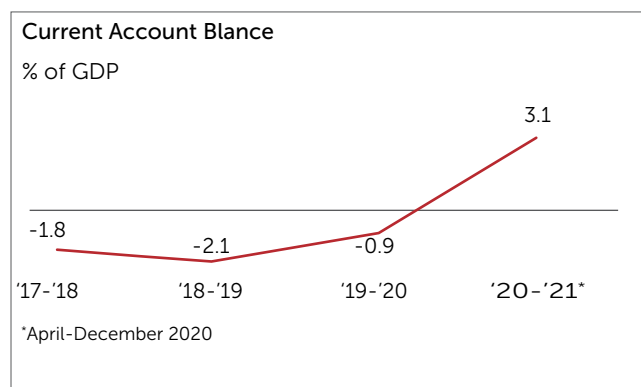
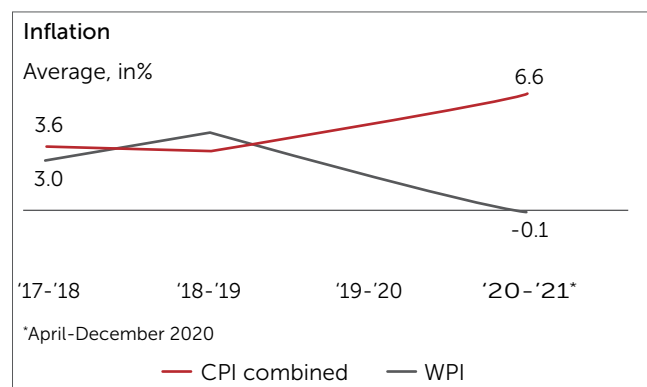
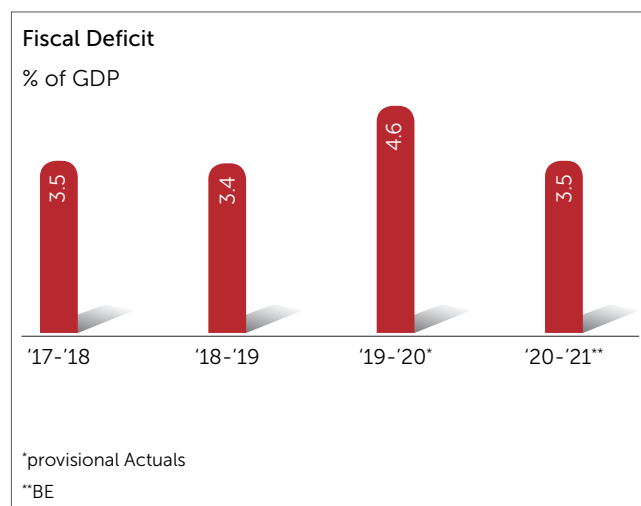
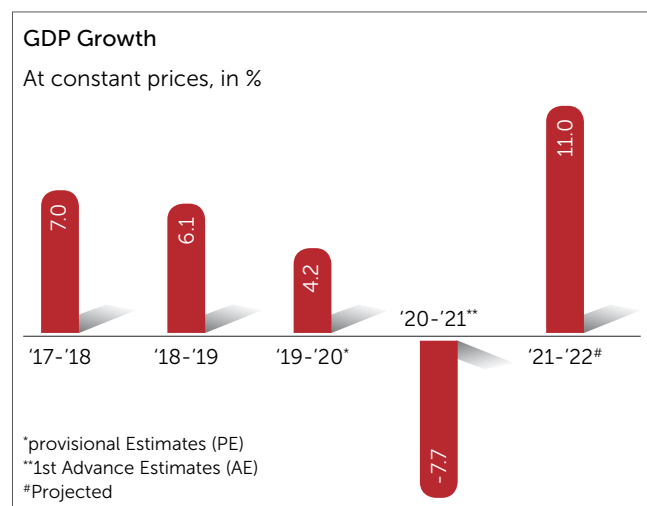
The optimism around economic recovery backed by the vaccination euphoria and massive fiscal stimulus could be tempered by new COVID waves sweeping through most of the

economies. The divergence in economic recoveries is further increased by accessibility and distribution issues around COVAX facility for vaccines particularly the low-income countries.

Indian Economy

The Indian economy contracted by more than 8% in FY21, led by a sharp fall in Q1FY21, due to nationwide lockdown imposed to contain the spread of the coronavirus. The restricted mobility and social distancing measures severely impacted economic activities which triggered the slump in manufacturing sector, household consumption and increased unemployment rates. The people aggregating sectors such as travel and tourism, airlines are yet to witness a turnaround in their trajectory.

Indian Economy

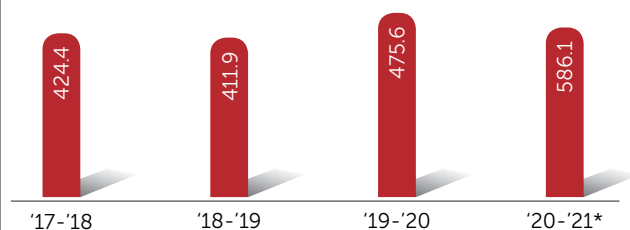


¹ IMF WEO April 2021

² WTO March, 2021

Foreign Exchange Reserves

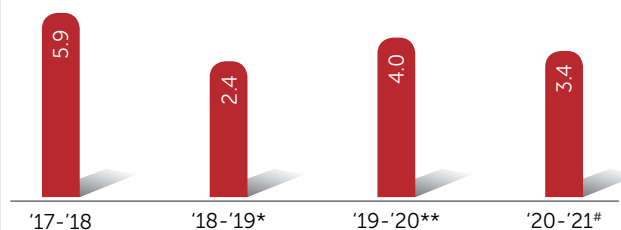
In US \$ billion, year end



*Jan 8, 2021

Agriculture, Forestry and Fishing

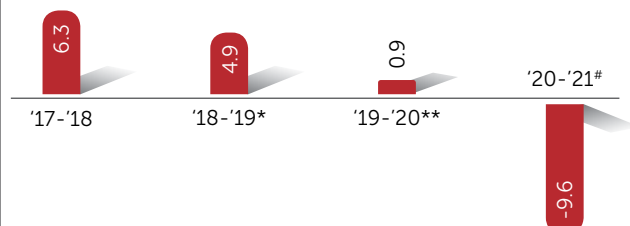
Growth rate of GVA at basic prices in %



*1st RE, **PE, #1st AE

Industrial Growth

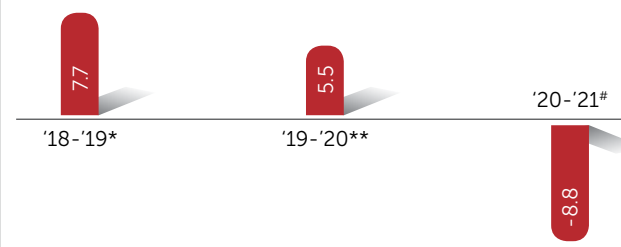
Growth rate of GVA at basic prices in %



*1st RE, **PE, #1st AE

Services

Growth rate of GVA at basic prices in %



*1st RE, **PE, #1st AE

The gradual unlocking of the economy spurred movement and production albeit with restrictions since Q2FY21 and the economy reached its inflection point in Q3 due to liquidation of pent-up demand. The high frequency indicators such as power consumption, e-way bills, rail freight and GST collections rebounded to their pre pandemic levels during the second half the fiscal year. The MSME sector witnessed sturdy credit growth, manufacturing sector rebounded and index of industrial production (IIP) started to normalize towards the end of Q3.

The economy received support from significant policy actions by the central bank and the government. It helped to stimulate demand while fulfilling obligations for social security

and economic opportunities for citizens. The central bank ensured liquidity, provided regulatory support in the form of moratorium on loans and maintained an accommodative monetary policy. Despite breaching its inflation target of 2% to 6%, the RBI pursued unconventional monetary policies to reduce interest rates through open market operations, asset buy back and Government securities acquisition program (G-Sec).³ The government also offered fiscal stimulus package, promoted the notion of a self-reliant economy and developed initiatives for promoting 'Make in India' initiatives. The budget for FY22 echoes the government's commitment to move towards infrastructure led development, which is expected to boost private investments and accelerate economic recovery in the days ahead.

³ Excerpts from RBI Monetary policy announcements.

In international trade, exports contracted by 7.4% to USD 290 billion and import declined by 18.1% to USD 389 billion, leading to a trade deficit of USD 99 billion. Besides, container shortages and weak demand across the globe added to the woes caused by the pandemic. In terms of value, trade improved significantly during H2 with February recording exports of USD 28 billion and imports of USD 41 billion.⁴

Outlook

India's GDP is set to record a growth of 12.5% in FY22, making the country the only major economy of the world to register a double-digit growth in FY22 amidst the coronavirus pandemic⁵. The Union Budget has echoed the government's commitment to significantly increase capital expenditure for infrastructure creation across social and economic sectors. Amidst geo-political threats from hostile neighbours and the US China trade war, India aims to become a self-reliant economy. According to CARE ratings, GVA is expected to increase by 10.2% in FY22, over 6.5% in FY21. The prediction of good monsoons, increased bank credit and control over NPAs after lifting of moratorium restrictions and an uptick in the housing segment is likely to create favourable economic opportunities. However, the recent surge in COVID-19 cases and the resulting lockdowns cast a dark shadow over economic recovery.

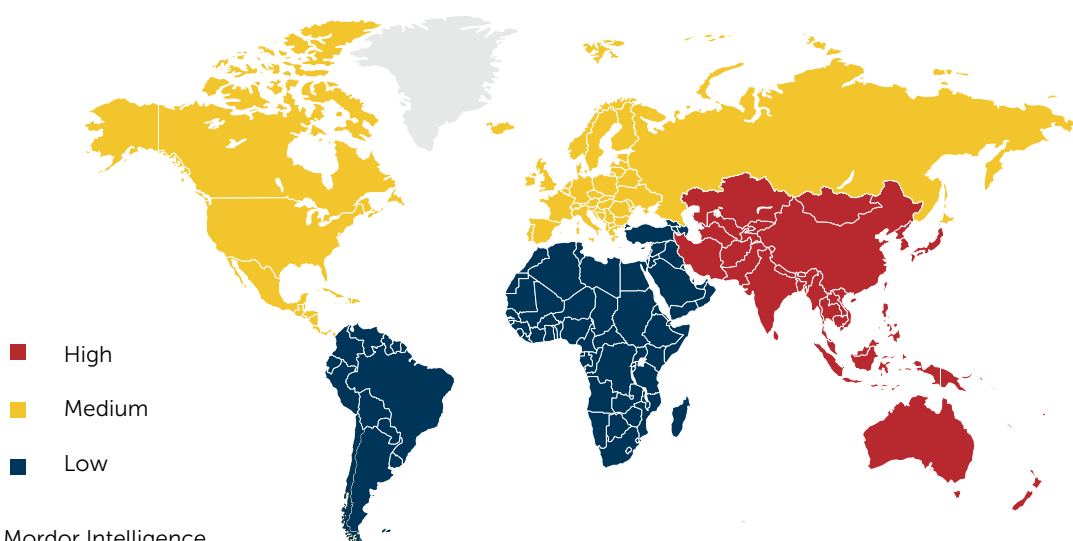
Industry Structure and Analysis

Global Dyes and Pigment Industry

Dyes and pigments are colorants or substances that impart color to textiles, plastics, concrete, and paper. Dye is a soluble substance that has affinity to substances on which it is applied. Dyes can be classified as acid dyes, vat dyes, direct dyes, and basic dyes. Pigments are water and oil insoluble colorants that impart color to substances such as paper, plastics, paints, and concrete. Dyes and pigments are the key additives used in paints, coatings, sealants, and varnishes to provide an aesthetic appeal; these products are widely used in automotive, aviation, and construction industries. The growing demand for high-performance pigments will drive the growth in the market. The high-performance pigments offer exceptional durability, high resistance to light and heat, higher pigment concentration, better color fastness, and longer life. The Global Dyes & Pigments Market is projected to register a CAGR of over 4% during 2021-2026⁶.

The market was negatively impacted by the COVID-19 pandemic. Owing to pandemic scenario, various countries went into lockdown, which led to supply chain disruptions and work stoppages. This negatively affected the demand of various industries like paints and coatings, textiles, and others. However, the conditions are expected to improve and thereby restoring the growth trajectory of the market.

Dyes & Pigments Market - Growth Rate by Region, 2021-2026



Source: Mordor Intelligence

⁴ Ministry of Commerce

⁵ As per IMF

⁶ Research report by Research and Markets

The global market for synthetic dyes and pigments is expected to grow at a CAGR of 19.1% over the period 2020-2027. The Synthetic Pigment segment accounts for a 46.6% share of the global Synthetic Dye and Pigment market. The U. S. accounts for over 28.8% of Global Market Size in 2020, While China is forecast to grow at a 22.3% CAGR for the period of 2020-2027⁷. The growth of the synthetic dyes market is driven by the factors such as rise in demand for high-performance pigments and development of digital printing industries. In addition, synthetic dyes have witnessed increasing popularity, due to their wide range of color choices, low cost, and prolonged shelf life.

Key Market Trends

- Architectural and decorative coatings account for the significant consumption of pigments in their production. Thus, rising construction and infrastructure activities in Asia-Pacific act as the major driver for the dye and pigment market.
- In Germany, the increasing migration to the country has been stimulating the current demand for new residential construction. About 3.6 million migrants were expected to arrive to Germany by the end of 2021, which will require at least 350,000 new dwellings per year. This will enable the increase the demand for paints & coatings.
- Pigments and dyes market players are shifting their manufacturing facilities from the U.S. and Europe to India, China, and Taiwan. Since specialty pigments are eco-friendly in nature, they are expected to increase demand for pigments and dyes.
- Driven by the emerging economies present in the region and increasing manufacturing bases, Asia Pacific accounts for the largest market and is likely to remain as the highest growing region in the years to come.
- With the increasing demand from the various end-user industries, like the paint and coating, printing inks, textiles and plastics industry, the demand for dye and pigments is expected to rapidly increase.

Outlook

The industry is driven by infrastructure, urbanisations, plastics, building materials, paints and coating markets. The expected growth in the end user industry augers well for the dyes and pigments industry. However, the industry is likely to face upward pressures in costs and regulatory measures. Due to increased government and consumer consciousness for environment, the industry is likely to witness more regulations which can increase the prices for organic pigments. The increase in prices of raw materials, energy cost and supply chain issues can further hamper the growth of the industry.⁷

Indian Dyes & Dyestuff Industry

The market size of Indian chemical industry is around US\$ 178 billion in FY20 and expected to grow to US\$ 300 billion by FY25⁸. The Indian Dye & Dyestuff industry plays a vital role in the economic development of the country. It is one of the core chemical industries in India. It is also the second highest export segment in the chemical industry.

India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates². Maharashtra and Gujarat account for 90% of dyestuff production in India due to the availability of raw materials and dominance of textile industry in these regions⁹. The major users of dyes in India are textiles, paper, plastics, printing ink and foodstuff industries. The textiles sector consumes around 80% of the total production due to high demand for polyester and cotton, globally³.

This will lead to more jobs, more exports, and overall growth of the Indian Chemical Industry. Dye and dye intermediaries are exported to over 90 countries. During 8MFY21, India has exported dyes worth of 9.36 USD million¹⁰. The India pigment

Maharashtra and Gujarat account for 90% of dyestuff production in India due to the availability of raw materials.

⁷ Businesswire

⁸ <https://www.investindia.gov.in/sector/chemicals>

⁹ <https://chemexcil.in/>

¹⁰ <https://connect2india.com/global/Dye-Chemicals-export-from-india/1>

production value of the industry reached a volume of almost 133.52 million tons in 2020¹¹. Due to the rising demand for organic pigments, they are the dominant type of pigments being produced in India, accounting for 58% of the total pigment production in India⁵.

The India dyes and pigments market is expected to grow at a CAGR of 11% in the period of 2021-2026⁵. The Indian dyes market is poised to generate revenue of ₹ 48,000 crores by 2022¹².

Key Market Trends

- The Indian beauty industry is growing rapidly due to globalisation and the introduction of multiple new brands in India, which is further driving the growth of the dyes and pigments market in India.
- Paints and coatings account for a significant share of the market and are estimated to be one of the fastest-growing application sectors.
- Architectural and decorative coatings account for a major consumption of pigments. Thus, the rising construction and infrastructure activities in the country act as a significant driver for the market.
- The largest country in the ASEAN and South Asian dyestuff for textile market has been India. Due to the closure of dyestuff production plants in several developed countries for failing to comply with the strict environmental norms, the supply of this material has declined, thereby raising its prices. This has opened a door of opportunity for Indian dyestuff manufacturers.

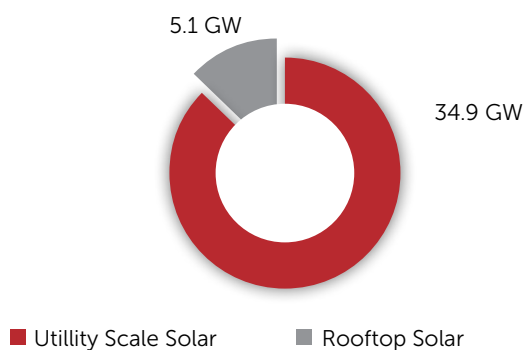
Outlook

The outlook for the industry is likely to be non-uniform across end user sectors. The textile and paper¹³ industry promises significant opportunities for growth due to the country's competitive advantage in labour cost, demographics and push for import substitution. However, domestic printing ink market, particularly newsprint, is likely to witness de-growth. This could be estimated from the increasing trend towards digitalisation and reduction in import duty for newsprint as announced in Budget FY22.¹⁴

Indian Solar Energy Market

India was ranked as the fourth most attractive Renewable Energy (RE) market in the world¹⁵. The installed RE capacity of India has increased by two-and-half times and the installed solar energy capacity has increased 15 times¹⁶. As of March 2021, the installed RE capacity stood at 94.43 GW, of which solar energy comprises 40.09 GW¹⁷.

India Cumulative Solar Installations Breakdown (Feb 2021)



Source: Mercom India Research

The country has been building a solar power plant in Rajasthan, which will be the world's largest with a capacity of 2,255 MW¹⁸. During the period 2014-2019, renewable energy programmes and projects in India attracted an investment of US\$ 64.2 billion (₹4.7 lakh crore)⁸. The last six years, since April, 2014 have also witnessed a steep decline in Solar tariffs from ₹ 6.47/Kwh in 2013-14 to ₹ 1.99/KWh in December, 2020⁸.

Solar-generated electricity accounted for 59.63 billion units (BUs) in FY 2020-21. This shows a growth of 19% year-over-year (YoY) compared to the FY 2019-20, where the total solar energy generated was 50.13 BUs¹⁹. The rise in annual and year-on-year generation in 2020 was due to new solar capacity additions during the year. India added about 5.1 GW of renewable energy (including large hydro projects) capacity in 2020. Solar power accounted for about 3.2 GW of the additions¹¹.

¹¹ Report by expert market research on India dyes and pigments market

¹² Report by Meghamani Group on Dye & Dyestuffs Industry in India

¹³ Crisil Report

¹⁴ Budget FY22

¹⁵ <https://www.investindia.gov.in/sector/renewable-energy>

¹⁶ <https://mnre.gov.in/>

¹⁷ <https://mnre.gov.in/> - Monthly summary

¹⁸ As per Dr. Akhilesh Gupta - Adviser and Head of Climate Change Programme of the Department of Science and Technology

¹⁹ Central Electricity Authority

Government Initiatives:

PM KUSUM: The scheme aims to increase farmer income by providing water and energy security by harnessing solar energy. The Government recently increased the scope of the scheme to include more farmers and incentivise farm solar power generation by easing penalty norms.²⁰

Roof Top Solar (RTS) Programme: Rooftop Phase-II was launched with a target of achieving cumulative capacity of 40,000 MW by the year 2022⁸. Under rooftop solar scheme, Central Financial Assistance (CFA) of 40% for RTS systems up to 3 kW capacity and 20% for capacity beyond 3 kW and up to 10 kW is provided⁸. For Group Housing Societies (GHS) and Residents Welfare Associations (RWA), CFA is limited to 20% for RTS plants for supply of power to common facilities. So far over 4.4 GW capacity of RTS capacity has been installed in the country¹⁸

Solar Parks: The scheme aims to facilitate solar project development in the country by offering developers a plug and play model. As of year-end 2020, projects with capacity of 26.3 GW have been sanctioned against the target of 40 GW by March, 2022.

Greening of Islands: The Government intends to fully convert Andaman and Nicobar, Lakshadweep islands to Green Energy where energy needs will be met using RE sources. Projects of 20 MW SPV with 16 MW/8MWH BESS in Port Blair, South Andaman; and a project of 1.95 MW with 2.15 MWH BESS in 4 Islands of Lakshadweep, are expected to be commissioned by January 2022⁸.

SECI: An additional capital infusion of ₹ 1000 crores to Solar Energy Corporation of India (SECI) has been proposed in the budget FY22 which will enable SECI to float 15000 MW of tenders on yearly basis.²¹

4.4GW

capacity of RTS has been installed in the country

1000+crores

of additional capital infusion has been proposed to SECI

PLI scheme: for High Efficiency Solar PV Modules worth ₹ 4500 crores was announced during the budget FY22 with an aim to incentivize manufacturing at scale and size.²²

India will be the largest contributor to the renewables upswing in 2021, with the country's annual additions almost doubling from 2020, as a large number of auctioned wind and solar PV projects are expected to become operational. India will levy a 40% customs tax on imports of solar modules from April 21 to cut dependence on foreign supplies and boost domestic manufacturing of the equipment, also includes a 25% customs duty on imports of solar cells²³. India is planning to expand its renewable power capacity fivefold to 450 gigawatts by 2030. Some 280 gigawatts of that will come from solar¹². The government sees the domestic solar manufacturing industry as vital to reaching that target, while the tax plan is also part of a broader push to help create jobs and revive an economy battered by the pandemic.

Outlook

India is expected to witness a 18 fold rise in solar's share in power supply in the next two decades to power the enormous energy demand of the country which is estimated to outweigh that of EU. This is highly likely to create significant opportunities in the end-to-end value chain.²⁴ The Government's vision of a self-reliant economy to reduce our import dependency augers well for the industry to manufacture solar PV. The positive operating environment for the solar industry is conducive for an accelerated growth in the medium term.

Company overview

With an objective to serve quality product, Bhageria Industries Limited is one of the leading manufacturers & exporters of dye and dye-intermediates. The Company has established its manufacturing units in Gujarat and Maharashtra. The Company's products are primarily exported to countries like Korea, Japan, Taiwan, China, Germany, Indonesia, Thailand, USA & other European and African.

The Company is also engaged in the generation of Solar Power & EPC Contract and has setup 30 MW solar power plant in Ahmednagar and a 3.78 MWP solar rooftop outlay located mostly in Chennai.

²⁰ PIB MNRE Year end review 2020

²¹ PIB: <https://pib.gov.in/PressReleasePage.aspx?PRID=1696498>

²² MNRE

²³ As per Finance Ministry

²⁴ IEA India Energy outlook 2021

Analysis of Financial Performance

Standalone performance for the year ended March 31, 2021

The Company's revenues in FY 2020-21 is ₹403.63 Crore. EBITDA stood at ₹107.67 Crore compared to ₹103.18 Crore in the previous year. The Company reported a post-tax profit of ₹62.46 Crore during FY 2020-21 compared to a post-tax profit of ₹65.81 Crore in the previous year. The Company proposed a final dividend of 3.5 per equity share on Face Value of ₹5 each.

(₹ In Crores)		
Particulars	2020-2021	2019-2020
Total Revenue*	403.63	419.28
EBITDA	107.67	103.18
EBITDA Margin (%)	26.68	24.61
PAT	62.46	65.81
PAT Margin (%)	15.47	15.70
Net Worth	451.48	402.17

* It comprises revenue from operations and other income.

Financial Ratios

Ratios	2020-21	2019-2020
Inventory Turnover (in times)	6.78	9.98
Interest Coverage Ratio (in times)	80.72	47.86
Current Ratio (in times)	2.52	2.15
Debt Equity Ratio (in times)	0.06	0.05
EBITDA Margin (%)	26.68	24.61
Return on Equity (%)	14.63	17.68
Net Profit Margin (%)	15.47	15.70
Earnings per share (in ₹)	14.31	15.08

Details of significant Changes (Change of 25% or more as Compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

Inventory turnover: Inventory Turnover Ratio is 6.78 (FY21) compared to 9.98 (FY 20) this due to Higher inventory levels towards the end of March 2021.

Interest Coverage ratio: The Company's interest Coverage ratio stood at 80.72 times against 47.86 times in FY2019-20. The decrease in finance cost resulted in increased interest coverage ratio.

Debt-Equity ratio: The debt-equity ratio of the Company to 0.06x following ₹6 Crore debt availed in FY2020-21. A very low debt to equity ratio indicates a strong ability to repay its debt obligations.

Return on Net Worth : The return on net worth fell to 14.63% in FY 2020-21 as against 17.68% in FY 2019-20 as impact of covid-19 in Q1 of 2021.

Consolidated performance for the year ended March 31, 2021

The Company's revenues in FY 2020-21 is ₹406.45 Crore. EBITDA stood at ₹107.99 Crore compared to ₹103.18 Crore in the previous year. The Company reported a post-tax profit of ₹62.66 Crore during FY 2020-21 compared to a post-tax profit of ₹65.81 Crore in the previous year.

(₹ In Crores)		
Particulars	2020-2021	2019-2020
Total Revenue*	406.45	419.28
EBITDA	107.99	103.18
EBITDA Margin (%)	26.57	24.61
PAT	62.66	65.81
PAT Margin (%)	15.42	15.70
Net Worth	451.69	402.17

* It comprises revenue from operations and other income.

Financial Ratios

Ratios	2020-21	2019-2020
Inventory Turnover (in times)	6.82	9.98
Interest Coverage Ratio (in times)	77.77	47.86
Current Ratio (in times)	2.43	2.15
Debt Equity Ratio (in times)	0.07	0.05
EBITDA Margin (%)	26.57	24.61
Return on Equity (%)	14.68	17.68
Net Profit Margin (%)	15.42	15.70
Earnings per share (in ₹)	14.36	15.08

Details of significant Changes (Change of 25% or more as Compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

Inventory turnover: Inventory Turnover Ratio is 6.82 (FY21) compared to 9.98 (FY 20) this due to Higher inventory levels towards the end of March 2021.

Interest Coverage ratio: The Company's interest Coverage ratio stood at 77.77 times against 47.86 times in FY2019-20. The decrease in finance cost resulted in increased interest coverage ratio.

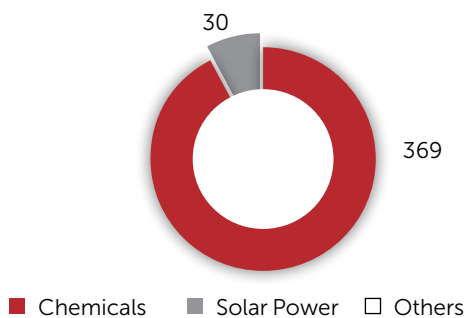
Debt-Equity ratio: The debt-equity ratio of the Company to 0.07x following ₹11 Crore debt availed in FY2020-21. A very low debt to equity ratio indicates a strong ability to repay its debt obligations.

Return on Net Worth: The return on net worth fell to 14.68% in FY 2020-21 as against 17.68% in FY 2019-20 as impact of covid-19 in Q1 of 2021.

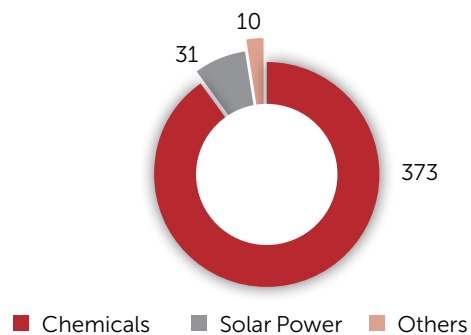
Standalone Segment wise performance

Segment wise Revenue (net of taxes)

Revenue (₹ in Crores) 2020-21

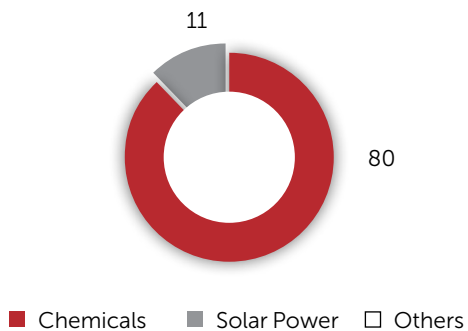


Revenue (₹ in Crores) 2019-20

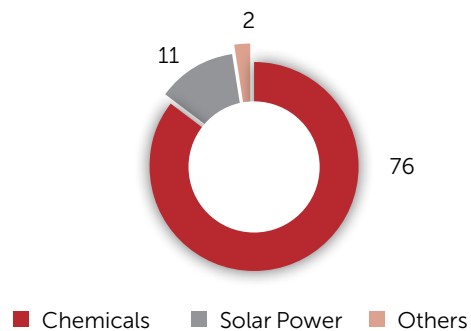


Segment wise EBIT

EBIT (₹ in Crores) 2020-21

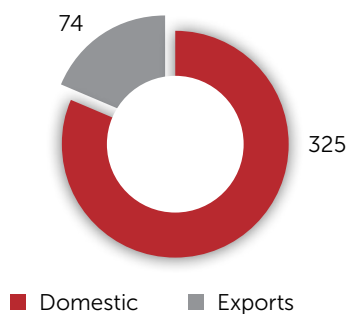


EBIT (₹ in Crores) 2019-20

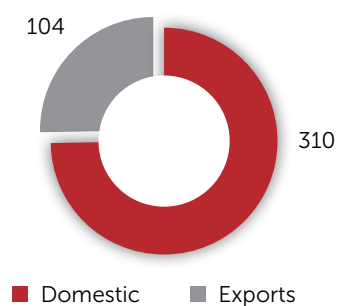


Geographical Segment wise Revenue








Revenue (₹ in Crores) 2020-21



Revenue (₹ in Crores) 2019-20



Risks and mitigating measures

	Risk	Mitigation
Economic Risk: 	The pandemic continues to impact the economy with a second wave in 2021.	A second wave in 2021 has disrupted the nation's essential services and transport facilities. Production and business operations have been severely affected and brought to a standstill for another year. The company will need to utilise whatever lessons it has learnt and digitisation it had achieved, to push through tough times.
Technology Risk: 	Constant advancements are required to stay combative in the market, especially in terms of technology for improving product quality.	The company continues to promote innovation and staying updated with new and emerging technologies. This allows us to meet all quality requirements of customers, thereby expanding our clientele and manufacturing prowess.
Liquidity Risk: 	The pandemic Covid-19 could result in severe cash flow challenges, damaging the working capital, resulting in business disruption.	The Company is well placed with cash flow reserves of ₹ 62 crore (cash flow from operations) and continues to be long-term debt-free as on March 31, 2021.
Competition Risk: 	Organized players are gearing up for global competition in the race to acquire greater market share.	Product innovation, leveraging technology and brand building can provide an edge which can secure market domination. Global reach would require a greater focus on customer relationship & engagement through technical services & market capabilities.
Industry Risk: 	The sector may go through a slowdown resulting in a decline in margin growth, revenues and hamper production as well.	Global expansion is one of the responses we have taken to the growing demand from industries worldwide for high-grade paints/coatings, quality textiles and plastic in end-user industries. This has enabled us to grow a large product portfolio for domestic & international clients, cementing our positions in global markets and make us a sustainable leader in this market.
Raw Material Risk: 	Many players might face margin pressure on account of possible decline in crude oil and feedstock prices.	The Company has long-term contracts with suppliers in addition to strengthening its backward integration process. This strengthens the supply chain by bringing controlled quality checks and higher economies of scale.
Environmental Risk: 	Owing to stringent environmental regulations and awareness among customers, the cost of operations is likely to increase.	Development of sustainable technologies, with increased focus on environmental friendliness and co-ordination with regulatory procedures.

Strategy

The company's outlook is optimistic in the long term with tailwinds from multiple factors likely to propel the firm in the current fiscal year 2021-22, albeit the path of the pandemic. From a growth perspective, the Company is in a good position for expansion and has the capability for significant backward integration, thereby sufficiently prepared for any opportunity available in both markets.

While availability of cash through bulk buying and cash discount benefits have created a financial moat against any impending crisis, the inclusion of two new products – J acid and Tobias acid, will boost the marketing efforts and generate new business.

The company is aware of its social and environmental goals and committed to the circular economy framework, with focus on Safety, Health and Environment. The company has well equipped machinery to control pollution and address any issues associated with effluent discharge along with a zero-discharge plant at both the locations.

The company is blessed with quality human resources which has been the backbone of the organization's capability ever since and the inspiration behind the future strategic framework.

On the risk front, the company has no major risk in the raw materials as they are all sourced domestically. Moreover, except for the pandemic and uncertain events, the company's operating environment was void of any other risk, upto fiscal year 2020-21.

Human Capital

Bhageria believes and considers its Human Resource as a key asset for driving growth. The Company considers the skills, commitment and energy of its people as vital resources for achieving goals and succeeding strategically. Its People

Development Processes lay emphasis on sharpening skill sets and delivering exceptional value to focus on areas that are critical for realizing the Company's vision and objectives. The Company provides employees with multiple opportunities to improve their knowledge, skills and abilities, thereby ensuring and encouraging professional growth through various initiatives.

As at March 31, 2021, the Company employed 307 employees. During fiscal 2021, we added 12 new hires, net of attrition. The key aspects of our HR practice include recruitment, training and development, and compensation.

Internal Control Systems and their Adequacy

The Company's internal audit system is continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee takes note of the audit observations and takes corrective actions whenever necessary. It maintains a continuous dialogue with the statutory and internal auditors to ensure that internal control systems are operating effectively

Cautionary Statement

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. The important factors that could make a difference to the Company's operations include global and Indian demand and supply conditions, finished goods prices, raw material availability and prices, cyclical demand, changes in government regulations, environmental laws, tax regimes, economic developments within India and the world, as well as other factors such as litigation and industrial relations.

Independent Auditor's Report

To
The Members of
Bhageria Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Bhageria Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and 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 (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 the standalone financial statements.

Emphasis of Matter

We further draw your attention to Note No. 52 of standalone financial statement, as regards the management's assessment of the financial impact due to restrictions and conditions related to Covid-19 pandemic situation.

Our opinion is not modified in respect of this matter

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. This matter was 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 this matter.

We have determined the matters described below to be the key audit matters to be communicated in our report

Particulars	Auditor's Response
<p>1 We refer to Significant accounting policies on inventory and Note No. 9 on Inventory.</p> <p>Inventories are considered as Key Audit Matter due to nature of business, technical indicators governing inventory valuation, size of Balance sheet and because inventory valuation involves management judgment. According to accounting policy followed by the company, inventories are valued at lower of cost or market value. Cost comprise in addition to other things, overheads related to material, labour and other overheads. The company has specific procedures to identify risk for obsolescence and valuation of inventories.</p>	<p>To address the matter our audit procedure included amongst others:</p> <ol style="list-style-type: none"> (1) Assessing the compliance of accounting policies over inventory with applicable accounting standards. (2) Assessing the inventory valuation process and practices. (3) Assessing the analysis and assessment made by management with respect to slow moving or obsolete stock. (4) Discussion with those charged with responsibility of overlooking inventory management process. (5) Justification of management estimates and Judgments. (6) Assessing the effectiveness of perpetual and physical inventory verification process.

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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

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

Management's and Board of Directors' responsibilities for the standalone financial statements

The Company's management and Board of Directors are 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 state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are 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.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the standalone financial statements 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 in the standalone financial statements made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors 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 financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows 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 Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our Report expressed an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
2. 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 Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
3. 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 in **Note No. 43**.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
4. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government

in terms of Section 143(11) of the Act, we give in **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

For MRB & Associates
Chartered Accountants

Firm Registration Number-136306W

Manish R Bohra
Partner

Place: Mumbai
Date: 15th May, 2021

Membership No: 058431
UDIN: 21058431AAAAFD8340

Annexure “A” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of Bhargeria Industries Limited (“the Company”) as of 31st March, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the 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 controls system over financial reporting.

Meaning of company’s internal financial control over financial reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements as at 31st March, 2021 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 MRB & Associates
Chartered Accountants

Firm Registration Number-136306W

Manish R Bohra
Partner

Place: Mumbai
Date: 15th May, 2021

Membership No: 058431
UDIN: 21058431AAAAFD8340

Annexure “B” to the Independent Auditor’s Report

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2021 we report that:

Based on audit procedure performed for the purpose of reporting the true and fair view of the financial statements of the company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of our audit, in our opinion and to the best of our knowledge and belief, we report that:

i. In respect of its fixed assets: -

- a. The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment’s;
- b. The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
- c. All title deeds of immovable properties are held in the name of the company.

ii. In Respect of inventory

The inventory has been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.

- iii. According to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register required to be maintained under Section 189 of the Companies Act, 2013 (“the Act”) and accordingly paragraph 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company.

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans, investments and guarantees made.

- v. The Company has not accepted any public deposit for the year ended 31st March, 2021.

- vi. We have reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacturing activities, and are of the opinion that prima facie, the specified accounts and records have been made and maintained.

vii. In respect of statutory dues: -

- (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, duty of custom, goods and service tax, cess and other statutory dues applicable to it. The provisions related to sales tax, service tax, duty of excise and value added taxes are not applicable to the Company.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income tax, duty of custom, goods and service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions related to sales tax, service tax, duty of excise and value added taxes are not applicable to the Company.

- (c) According to the records of the company, the dues outstanding of employees’ state insurance, income tax, sales-tax, duty of custom, duty of excise, goods and service tax, cess and other statutory dues, on account of any dispute are as follows:

(₹ in Lakhs)

Statute	Statute	Forum where dispute is pending	Period to which the amount relates	FY 2020-2021	FY 2019-2020
The Gujarat Value Added Tax Act, 2006	Sales Tax	Gujarat Value Added Tax Tribunal, Ahmedabad	2008-09	8.81	8.81
The Customs Act, 1962	Custom Duty	Additional Commissioner of Customs (Preventive) Mumbai	2011-12	16.33	16.33
The Customs Act, 1962	Custom Duty	Additional Commissioner of Customs (Preventive) Mumbai	2012-13	16.96	16.96
The Maharashtra Value Added Tax Act, 2002	Sales Tax	Joint Commissioner of Sales Tax, Mumbai	2016-17	19.28	-
The Central Sales Tax Act, 1956	Sales Tax	Joint Commissioner of Sales Tax, Mumbai	2016-17	20.11	-
The Maharashtra Value Added Tax Act, 2002	Sales Tax	Joint Commissioner of Sales Tax, Mumbai	2017-18	1.89	-
The Central Sales Tax Act, 1956	Sales Tax	Joint Commissioner of Sales Tax, Mumbai	2017-18	2.09	-

viii. In our opinion and according to the information and explanations given to us the Company has not defaulted in repayment of dues to a financial institutions or banks.

ix. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

x. In our opinion and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

xii. The Company has not been classified as Nidhi Company hence clause 3(xii) of the order is not applicable to the company.

xiii. According to the information and explanations provided by the management, 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 Financial Statements, as required by the applicable accounting standards.

xiv. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv. The Company has not entered into any non - cash transactions with directors or persons connected with him therefore clause 3(xv) of order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 therefore clause 3(xv) of order is not applicable to the company

For MRB & Associates

Chartered Accountants

Firm Registration Number-136306W

Manish R Bohra

Partner

Place: Mumbai

Date: 15th May, 2021

Membership No: 058431

UDIN: 21058431AAAAFD8340

Standalone Balance Sheet

as at March 31, 2021

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
I ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	4	31,758.29	32,935.35
(b) Capital Work-In-Progress	4	4,510.24	1,797.11
(c) Investment Property	5	243.67	211.76
(d) Financial Assets			
(i) Investments	6	46.19	44.47
(ii) Other Financial Assets	7	282.94	216.50
(e) Other Non- Current Assets	8	321.83	331.22
		37,163.16	35,536.40
2. Current Assets			
(a) Inventories	9	3,764.85	3,802.85
(b) Financial Assets			
(i) Investments	10	338.28	0.01
(ii) Trade Receivables	11	9,215.98	7,814.35
(iii) Cash and Cash Equivalents	12	1,836.33	812.96
(iv) Other Bank Balances other than (iii) above	13	426.96	144.71
(v) Loans	14	26.79	29.06
(vi) Other Financial Assets	15	3,623.44	3,600.42
(c) Current Tax Asset (net)	16	183.36	428.74
(d) Other Current Assets	17	392.95	460.14
		19,808.94	17,093.24
Total Assets		56,972.10	52,629.64
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	18	2,182.21	2,182.21
(b) Other Equity	19	42,966.28	38,035.27
		45,148.49	40,217.48
LIABILITIES			
1. Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		–	–
(ii) Other Financial Liabilities	20	41.85	–
(b) Provisions	21	220.32	169.84
(c) Deferred Tax Liabilities (Net)	22	3,703.09	4,306.82
		3,965.26	4,476.66
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	2,690.54	2,068.06
(ii) Trade Payable	24		
Total outstanding dues of micro enterprises and small enterprises		87.92	201.67
Total outstanding dues of creditors other than micro enterprises and small enterprise		3,590.41	4,949.70
(iii) Other Financial Liabilities	25	597.26	562.61
(b) Other Current Liabilities	26	749.58	141.87
(c) Provisions	27	17.94	11.59
(d) Current Tax Liabilities (Net)	28	124.68	–
		7,858.34	7,935.49
Total Equity and Liabilities		56,972.10	52,629.64
Summary of Significant Accounting Policies	2-3		

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

For MRB & Associates

Chartered Accountants
FRN : 136306W

Manish R Bohra

Partner
Membership No. 058431

Place : Mumbai
Date : 15th May, 2021

For and on behalf of the Board of Directors
Suresh Bhageria

Chairperson
DIN: 00540285

Krunal Wala

Company Secretary
Membership No.42515

Place : Mumbai
Date : 15th May, 2021

Vinod Bhageria

Managing Director
DIN: 00540308

Rakesh Kachhadiya

Chief Financial Officer

Standalone Statement of Profit and Loss

for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Note No.	For the Year ended March 31, 2021	Year ended March 31, 2020
I Revenue			
Revenue from Operations	29	39,918.86	41,367.95
Other Income	30	443.98	559.92
Total Income		40,362.84	41,927.87
II Expenses			
Cost of materials consumed	31	18,954.03	23,703.26
Purchase of Stock-in-Trade	32	2,138.87	1,229.94
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	33	737.75	(538.14)
Employee Benefits Expenses	34	1,887.48	1,629.62
Finance Costs	35	101.35	167.63
Depreciation and Amortization Expenses	36	2,586.05	2,296.17
Other Expenses	37	5,877.43	5,584.78
Total Expenses		32,282.95	34,073.26
III Profit before tax (I- II)		8,079.88	7,854.62
IV Less: Tax Expense:			
Current Tax		2,436.04	1,980.00
Deferred Tax Charged / (Credited)	22	(601.91)	(706.81)
(Excess) / Short Provision for tax		-	-
Total Tax Expense		1,834.13	1,273.19
V Profit for the Year (III-IV)		6,245.75	6,581.42
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		(7.24)	(16.64)
Tax Effect on above		1.82	4.84
Other Comprehensive Income for the year, net of tax		(5.42)	(11.79)
VII Total Comprehensive Income for the year (V+VI)		6,240.33	6,569.63
VIII Earnings Per Equity Share (Face Value ₹5 Per Share):	38		
Basic and Diluted (₹)		14.31	15.08
Summary of Significant Accounting Policies	2-3		

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

For MRB & AssociatesChartered Accountants
FRN : 136306W**Manish R Bohra**Partner
Membership No. 058431

Place : Mumbai

Date : 15th May, 2021

For and on behalf of the Board of Directors**Suresh Bhageria**Chairperson
DIN: 00540285**Krunal Wala**Company Secretary
Membership No.42515

Place : Mumbai

Date : 15th May, 2021

Vinod BhageriaManaging Director
DIN: 00540308**Rakesh Kachhadiya**

Chief Financial Officer

Standalone Statement of Changes in Equity

for the year ended March 31, 2021

A : Equity Share Capital (Equity shares of ₹ 5 each issued, subscribed and fully paid)

(₹ in Lakhs)

Particulars	Note No.	No. of Shares	Amount
Balance as at April 1, 2019		2,18,22,090	1,091.10
Changes in equity share capital during the year 2019-20			
Add : Allotment of shares on account of Bonus Issue	18	2,18,22,090	1,091.10
Balance as at March 31, 2020		4,36,44,180	2,182.21
Changes in equity share capital during the year 2020-21			
Add : Allotment of shares on account of Bonus Issue		–	–
Balance as at March 31, 2021		4,36,44,180	2,182.21

B : Other Equity

(₹ in Lakhs)

Particulars	Note No.	Reserve and Surplus				Total Other Equity
		Capital Reserve	Securities Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2019		14,068.69	1,091.61	440.10	17,548.29	33,148.70
Total Comprehensive income for the year						
Profit for the year		–	–	–	6,581.42	6,581.42
Other Comprehensive Income		–	–	–	(11.79)	(11.79)
Less : Allotment of shares on account of Bonus		–	(1,091.10)	–	–	(1,091.10)
Final Dividend (Including Corporate Dividend Tax)	19	–	–	–	(591.94)	(591.94)
Balance as at March 31, 2020		14,068.69	0.51	440.10	23,525.97	38,035.27
Total Comprehensive income for the year						
Profit for the year		–	–	–	6,245.75	6,245.75
Other Comprehensive Income		–	–	–	(5.42)	(5.42)
Less : Allotment of shares on account of Bonus		–	–	–	–	–
Final Dividend (Including Corporate Dividend Tax)		–	–	–	(1,309.33)	(1,309.33)
Balance as at March 31, 2021		14,068.69	0.51	440.10	28,456.98	42,966.28

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

For MRB & Associates

Chartered Accountants
FRN : 136306W

Manish R Bohra

Partner
Membership No. 058431

Place : Mumbai

Date : 15th May, 2021

For and on behalf of the Board of Directors

Suresh Bhageria

Chairperson
DIN: 00540285

Krunal Wala

Company Secretary
Membership No.42515

Place : Mumbai

Date : 15th May, 2021

Vinod Bhageria

Managing Director
DIN: 00540308

Rakesh Kachhadiya

Chief Financial Officer

Standalone Cash Flow Statement

for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
A. Cash Flow from Operating Activities		
Net Profit Before Tax	8,079.88	7,854.62
Adjustments:		
Depreciation and Amortization on Property, Plant and Equipment	2,586.05	2,296.17
Loss/ (Profit) on Sale of property, plant and equipment (net)	(2.24)	(1.26)
Interest Income	(248.39)	(315.06)
Net (gains) / loss arising on financial assets measured at FVTPL	(39.79)	6.16
Profit on Sale of Current Investment	(5.95)	(15.58)
Finance Costs (Including Fair Value Change in Financial Instruments)	101.35	167.63
Operating cash flows before working capital changes	10,470.91	9,992.68
Adjustments for Changes in Working Capital		
Decrease/ (Increase) in Inventories	38.00	(1,931.39)
Decrease/ (Increase) in Trade receivables	(1,401.63)	(1,482.72)
Decrease/ (Increase) in Non-Current Financial Assets - Others	(24.08)	(25.52)
Decrease/ (Increase) in Financial Assets - Other	102.22	21.88
Decrease/ (Increase) in Other Current Assets	67.19	(136.57)
Increase/ (Decrease) in Trade Payables	(1,473.04)	1,208.50
Increase/ (Decrease) in Current Financial Liabilities - Other	(166.80)	133.90
Increase/ (Decrease) in Other Current Liabilities	607.71	(534.01)
Increase/ (Decrease) in Non Current Liabilities - Other Financial Liabilities	41.85	-
Increase/ (Decrease) in Provisions	49.59	43.77
Cash generated from operations	8,311.94	7,290.52
Income taxes paid (net of refund)	(2,065.99)	(1,415.04)
Net cash flow from operating activities (A)	6,245.95	5,875.48
B. Cash Flow from Investing Activities		
Purchase or Construction of Property, Plant and Equipment (including capital work-in-progress and capital advances)	(3,963.87)	(6,676.42)
Proceeds from/ (Investment in) fixed deposits (net)	(440.16)	891.00
Investments in Equity Shares in Subsidiaries	(1.00)	0.00
Sale of Property, Plant and Equipment	22.94	1.69
(Investments in) / Proceeds from Current Investments (net)	(293.25)	957.58
Interest Received	248.39	315.06
Net cash flow from/ (used in) investing activities (B)	(4,426.96)	(4,511.09)
C. Cash Flow from Financing Activities		
Dividend (Including Corporate Dividend Tax)	(1,316.75)	(590.64)
Increase / (Decrease) in Current Borrowings	622.48	(281.41)
Finance Costs	(101.35)	(167.63)
Net cash flow from financing activities (C)	(795.62)	(1,039.68)
Net cash Increase/(decrease) in cash and cash equivalents (A+B+C)	1,023.37	324.71
Cash and cash equivalents at the beginning of the year	812.96	488.24
Cash and cash equivalents at the end of the year (Refer Note 12)	1,836.33	812.96
Net cash Increase/(decrease) in cash and cash equivalent	1,023.37	324.71

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

For MRB & Associates

Chartered Accountants

FRN : 136306W

Manish R Bohra

Partner

Membership No. 058431

Place : Mumbai

Date : 15th May, 2021

For and on behalf of the Board of Directors**Suresh Bhageria**

Chairperson

DIN: 00540285

Krunal Wala

Company Secretary

Membership No.42515

Place : Mumbai

Date : 15th May, 2021

Vinod Bhageria

Managing Director

DIN: 00540308

Rakesh Kachhadiya

Chief Financial Officer

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 1: Company Overview

Bhageria Industries Limited is a public limited company domiciled in India having its registered office at 1002, 10th Floor, Topiwala Centre, Off. S.V. Road, Near Goregaon Railway Station, Goregaon (West), Mumbai – 400062. The Company was incorporated on July 12, 1989 under the provision of the Companies Act, 1956. The Company is engaged in manufacturing and trading of Dyes & Dyes Intermediate, Chemicals and generation and distribution of solar power. The equity shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited.

Note 2: Summary of Significant Accounting Policies

a) Statement of Compliance

The financial statements of the company have been prepared in accordance with Indian Accounting Standards ("Ind-AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act.

b) Basis of Measurement

The financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities (including financial instruments) which have been measured at fair value at the end of each reporting period as explained in the accounting policies stated below. The Financial Statements have been prepared on accrual and going concern basis.

c) Current versus non-current classification

The Company has classified all its assets and liabilities under current and non-current as required by Ind AS 1- Presentation of Financial Statements.

The asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is treated as current when:

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

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisations in cash and cash equivalents. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

The Company's functional currency is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise stated.

d) Use of Estimates, Judgments and Assumptions

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 3(i) below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

e) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment including excise duty collected which flows to the Company on its own account but excluding taxes or duties collected on behalf of the government.

Revenue from contracts with customers Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied i.e. when control of the goods and service underlying the particular performance obligation is transferred to the customer.

The Company follows specific recognition criteria as described below before the revenue is recognized.

▪ Sale of goods

- Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, usually on delivery of goods, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
- Revenue is measured at the fair value of the consideration received or receivable. The amount recognized as revenue is exclusive of Goods and Service Tax (GST), Value Added Taxes (VAT), and is net of discounts.

▪ Sale of solar power

- Sale is recognized when the power is delivered by the Company at the delivery point in conformity with the parameters and technical limits and fulfilment of other conditions specified in the Power Purchase Agreement. Sale of power is accounted for as per tariff specified in the Power Purchase Agreement.
- The sale of power is accounted for net of all local taxes and duties as may be leviable on sale of electricity for all electricity made available and sold to customers.

▪ Other Operating Revenue

- Other Operating revenue comprises of following items:
 - ★ Job work income
 - ★ Duty drawback and other export incentives
- Revenue from manufacturing charges is recognized on completion of contractual obligation of manufacturing and delivery of product manufactured.
- Revenue from export incentives are recognized upon adherence to the compliances as may be prescribed with regard to export and / or realization of export proceeds as per foreign trade policy and its related guidelines.
- Revenue from sale of scrap is recognized on delivery of scrap items.

▪ Other Income

- Other income comprises of interest income, rent income, dividend from investment and profits on redemption of investments.
- Interest income from financial assets is recognized when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis by reference to the principal outstanding and at the effective rate applicable, which is the rate exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- Dividend income from investment is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably).
- Profit on redemption of investment is recognized by upon exercise of power by the company to redeem the investment held in any particular security / instrument (non-current as well as current investment).

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

f) Foreign Currency-Transactions and Balances

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('functional currency'). The Company's functional currency is Indian Rupee and accordingly, the financial statements are presented in Indian Rupee.

Transactions in foreign currencies are initially recorded by the company in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognized in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of that item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

g) Employee Benefits

▪ Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

▪ Other Long-term employee benefit obligations

The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service are presented as non-current employee benefits obligations. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Re-measurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

The obligations are presented as current in the balance sheet, if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, Regardless of when the actual settlement is expected to occur.

▪ Post-employment obligations

The Company operates the following post-employment schemes:

- I. Defined benefit plans such as gratuity
- II. Defined contribution plans such as provident fund.

I. Defined benefit plan - Gratuity Obligations

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is actuarially determined using the Projected Unit Credit method.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

1
Corporate
Overview

2
Statutory
Reports

3
Financial
Statements

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have a terms approximating to the terms of the obligation. The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income in the year in which they arise and are not subsequently reclassified to Statement of Profit and Loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

II. Defined Contribution Plan

The Company pays provident fund contributions to publicly administered provident funds as per local regulatory authorities. The Company has no further obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

h) Tax Expenses

The tax expense for the period comprises current and deferred tax. Taxes are recognised in the statement of profit and loss, except to the extent that it relates to the items recognised in the comprehensive income or in Equity. In which case, the tax is also recognised in the comprehensive income or in Equity.

▪ Current tax:

Current tax payable is calculated based on taxable profit for the year. Current tax is recognized based on the amount expected to be paid to or recovered from the tax authorities based on applicable tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically

evaluates positions taken in the tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

▪ Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary timing difference. Deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted on the reporting date. Current and deferred tax for the year are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

▪ Minimum Alternate Tax (MAT) Credit:

MAT credit is recognized as asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

i) Property, Plant and Equipment

Land is carried at historical cost. All other items of property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. All other repairs and maintenance costs are recognized as expense in the statement of profit and loss account as and when incurred.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work- in- Progress.

Cost of the assets less its residual value (estimated at 5% of the cost) is depreciated over its useful life. Depreciation is calculated on written down basis over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit and loss account.

The management believes that the estimated useful lives are realistic and reflects fair approximation of the period over which the assets are likely to be used. At each financial year end, management reviews the residual values, useful lives and method of depreciation of property, plant and equipment and values of the same are adjusted prospectively where needed.

j) Investment Properties

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated impairment loss, if any.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Fair values are determined based on reasonable interval performed by an accredited external independent valuer.

Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit and loss in the period of de-recognition.

k) Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

l) Impairment of Non-Financial Assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

m) Inventories

Inventories are valued at lower of cost (on First-In-First-Out) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the company has present obligation (legal or constructive) as a result of past event and it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense related to a provision is presented in the statement of profit and loss net of any reimbursement/contribution towards provision made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liability:

Contingent liability is disclosed in the case;

- When there is a possible obligation which could arise from past event and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or;
- A present obligation that arises from past events but is not recognized as expense because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or;

- The amount of the obligation cannot be measured with sufficient reliability.

Contingent asset:

Contingent asset is disclosed in case a possible asset arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

o) Leases

As lessee

Initial measurement

Lease Liability: At the commencement date, a Company measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

Right-of-use assets: initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement

Lease Liability: Company measure the lease liability by

- (a) increasing the carrying amount to reflect interest on the lease liability;
- (b) reducing the carrying amount to reflect the lease payments made; and
- (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

Right-of-use assets: subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the under lying asset.

Impairment: Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit

As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

p) Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes party to the contractual provision of the instrument.

Part I - Financial Assets

Initial recognition and measurement

Financial assets are initially measured at its fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the concerned Financial assets, as appropriate, on initial recognition.

Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognized immediately in profit or loss. However, trade receivable that do not contain a significant

financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial Assets at amortized cost
- Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)
- Financial Assets at FVTPL (Fair Value through Profit or Loss)
- **Financial Assets at amortized cost:**

A Financial Assets is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income):

A Financial Assets is classified as at the FVTOCI if following criteria are met:

The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets.

Financial instruments included within the FVTOCI category are measured initially as well as at each

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Financial Assets at FVTPL (Fair Value through Profit or Loss):**

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss.

- **De-recognition:**

A financial asset is primarily derecognized when rights to receive cash flows from the asset have expired or the Company has transferred its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risk and reward of the ownership of the financial asset.

- **Impairment of financial assets:**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss'(ECL) model, for evaluating

impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

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

For trade receivables, Company applies 'simplified approach', which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date, these historical default rates are reviewed and changes in the forward-looking estimates are analyzed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'.

Part II - Financial Liabilities

- **Initial recognition and measurement**

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

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

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

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

▪ Subsequent measurement

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

• Financial liabilities at fair value through profit or loss

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

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

• Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortization process.

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

• Financial guarantee contracts

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

▪ De-recognition:

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

▪ Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Part-III Fair Value Measurement:

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

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

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 - inputs that are unobservable for the asset or liability

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

q) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

r) Business Combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred;

- Liabilities incurred to the former owners of the acquired business;
- Equity interest issued by the group; and
- Fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognizes any

non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- Consideration transferred;
- Amount of any non-controlling interest in the acquired entity; and
- Acquisition-date fair value of any previous equity interest in the acquired entity

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Business Combination involving entities or business under common control shall be accounted for using the pooling of interest method.

s) Cash Flow Statements:

Cash flows are reported using the indirect method, whereby net 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 flow from operating, investing and financing activities of Company is segregated.

t) Derivative Financial Instruments and Hedge Accounting

Initial recognition and subsequent measurement:

Company uses derivative financial instruments such as forward currency contracts to mitigate its foreign currency fluctuation risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at each reporting date. Gain or loss arising from changes in the fair value of hedging instrument is recognized in the Statement of Profit or Loss.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

u) Earnings Per Share

Basic earnings/ (loss) per share are 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. The weighted average number of equity shares outstanding during the year is adjusted for events, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources.

In case of a bonus issue, the number of ordinary shares outstanding is increased by number of shares issued as bonus shares in current year and comparative period presented as if the event had occurred at the beginning of the earliest year presented.

For the purpose of calculating diluted earnings/ (loss) 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 are adjusted for the effects of all dilutive potential equity shares.

v) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

w) Segment Reporting

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Note 3(i): Key Accounting Judgements, Estimates & Assumptions

The preparation of the Company's financial statements requires the management to make judgments', estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

A. Income taxes and Deferred tax assets:

The Company's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. The management assumes that taxable profit will be available while recognizing the deferred tax assets.

B. Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life as prescribed in the Schedule II of the Companies Act, 2013 and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

C. Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

D. Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

E. Recognition and measurement of defined benefit obligation:

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at the end of the reporting period on the government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

F. Recognition and measurement of other provisions:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

G. Contingencies:

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

H. Allowances for uncollected trade receivable and advances:

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated amounts which are irrecoverable. Individual trade receivables are written off when management deems them not collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

Note 3(ii): Recent accounting developments

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2021.

MCA issued notifications dated 24th March, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial year starting 1st April, 2021.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 4 : Property, Plant and Equipment

Particulars	Leasehold Land	Freehold Land	Office & Residential Building	Godown	Factory Building	Boundary Wall	Safety & Lab Equipments	Plant & Machinery	E.T.P	Generator	Solar Power Plant	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Water Pond	Total	Capital Work-in Progress
Gross Carrying Amount as at April 1, 2019	8,077.16	899.16	110.23	6.06	2,092.98	386.87	9.18	2,251.60	771.26	0.52	19,809.54	307.68	171.40	38.85	40.45	-	34,972.94	1,509.49
Additions / Transfer	1,624.13	56.05	-	-	160.57	-	-	4,899.03	-	-	-	-	11.31	0.34	1.25	-	6,752.67	4,902.40
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	(6.96)	-	-	-	(6.96)	(4,614.79)
As at March 31, 2020	9,701.29	955.21	110.23	6.06	2,253.55	386.87	9.18	7,150.63	771.26	0.52	19,809.54	307.68	175.74	39.19	41.70	-	41,718.66	1,797.11
Additions / Transfer	-	33.57	248.88	-	-	17.58	4.30	13.08	956.04	-	110.64	4.10	39.83	2.09	8.78	22.69	1,461.58	4,077.43
Re-Classification of Assets*	-	(43.27)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(43.27)	-
Disposals	-	(20.40)	-	-	-	-	-	-	-	-	-	-	(8.02)	-	-	-	(28.42)	(1,364.29)
As at March 31, 2021	9,701.29	925.11	359.10	6.06	2,253.55	404.45	13.48	7,163.71	1,727.31	0.52	19,920.18	311.78	207.55	41.28	50.48	22.69	43,108.54	4,510.24
Accumulated depreciation as at April 1, 2019	3.38	-	0.93	4.62	350.40	53.35	6.93	1,336.84	531.92	0.52	3,942.80	133.69	73.45	28.50	37.60	-	6,504.95	-
Depreciation charged during the year	-	-	5.33	0.22	107.19	150.32	0.45	289.79	50.26	-	1,597.47	45.14	32.75	4.42	1.53	-	2,284.88	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	(6.53)	-	-	-	(6.53)	-
As at March 31, 2020	3.38	-	6.26	4.84	457.59	203.68	7.38	1,626.63	582.18	0.52	5,540.27	178.83	99.67	32.92	39.14	-	8,783.31	-
Depreciation charged during the year	-	-	5.63	0.19	103.22	84.46	1.14	820.71	129.75	-	1,359.62	33.43	26.26	2.76	3.58	1.92	2,574.69	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	(7.73)	-	-	-	(7.73)	-
As at March 31, 2021	3.38	-	11.90	5.03	562.81	288.13	8.52	2,447.34	711.93	0.52	6,899.89	212.26	118.21	35.69	42.72	1.92	11,350.27	-
Net carrying amount as at March 31, 2021	9,697.91	925.11	347.20	1.03	1,690.74	116.32	4.96	4,716.37	1,015.37	0.00	13,020.29	99.52	89.35	5.60	7.76	20.77	31,758.29	4,510.24
Net carrying amount as at March 31, 2020	9,697.91	955.21	103.96	1.22	1,795.97	183.20	1.81	5,524.00	189.08	0.00	14,269.27	128.85	76.07	6.27	2.56	-	32,935.35	1,797.11

Notes :

1. No depreciation has been claimed on assets, to the extent of input credit claimed.
2. Refer Note 45 for disclosure of contractual commitment for acquisition of property, plant and equipment.
3. Refer Note 23 for information on property, plant and equipment hypothecated / mortgaged as security by the Company.
4. Capital work-in-progress mainly comprises addition / expansion projects in progress.
5. * Re-Classification to Investment Property.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 5 : Investment Property

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Gross Carrying Amount		
Opening gross carrying amount	271.48	257.87
Additions	43.27	13.61
Closing gross carrying amount	314.75	271.48
Accumulated Depreciation		
Opening accumulated depreciation	59.72	48.43
Depreciation charged for the year	11.36	11.28
Closing accumulated depreciation	71.08	59.72
Net carrying amount	243.67	211.76

Notes:

- The Investment Property consist of offices situated at Goregaon, Mumbai, Maharashtra and Land situated at Kombhalne, Ahmednagar, Maharashtra.
- Net revenue recognised in the statement of profit and loss for the above investment properties is Profit of ₹10.75 Lakhs (P.Y. Profit of ₹1.27 Lakhs) during the financial year ended March 31, 2021 and March 31, 2020 respectively
- Disclosure for Fair Value

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Investment Property	475.07	431.80

- Description of valuation techniques used and key inputs to valuation on investment properties.

The Company obtains independent valuations for its investment properties at reasonable interval. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including:

- Current prices in an active market for investment properties of different nature or recent prices of similar investment properties in less active markets, adjusted to reflect those differences.
- Discounted cash flow projections based on reliable estimates of future cash flows.
- Capitalised income projections based upon a estimated net market income from investment properties and a capitalisation rate derived from an analysis of market evidence.

The fair values of investment properties have been determined by reputed third party and independent valuers. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data. All resulting fair value estimates for investment properties are included in level 2.

- Investment Property pledged/ mortgaged as security :

Refer Note 23 for information on Investment Property hypothecated / mortgaged as security by the Company.

- The Company does not have any contractual obligations to purchase, construct or develop, for maintenance or enhancements of investment property.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 6 : Non-Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
- Quoted Equity Instruments		
Investments carried at fair value through profit or loss		
6,500 (March 31, 2020: 6,500) Equity Shares of Kisan Mouldings Limited of ₹ 10 each fully paid up	1.09	0.47
- Unquoted Equity Instruments		
Investments in Other Entities -		
Investments carried at fair value through profit or loss		
200 (March 31, 2020 : 200) Equity Shares of The Thane Janta Sahakari Bank Limited of ₹ 50 each fully paid up	1.05	0.94
Investments carried at Cost		
43,061 (March 31, 2020 : 43,061) Equity Shares of The Tarapur Environmental Protection Society of ₹ 100 each fully paid up	43.06	43.06
Investment in Subsidiaries -		
10,000 (March 31, 2020 : Nil) Equity Shares of Bhageria Exim Private Limited of ₹ 10 each fully paid up	1.00	–
Total	46.19	44.47
Aggregate amount of quoted investments -At Cost	2.60	2.60
Aggregate amount of quoted investments -At Market Value	1.09	0.47
Aggregate amount of unquoted investments -At Cost	44.16	43.16
Aggregate amount of unquoted investments -At Market Value	45.11	44.00
Category-wise Non current investment		
Financial assets measured at fair value through profit & loss	2.13	1.41
Financial assets carried at amortised cost	44.06	43.06
Total	46.19	44.47

Note 7 : Non-Current Financial Assets - Other Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Carried at amortised cost		
Telephone Deposit	0.49	0.49
Electricity Deposit	176.83	170.95
Rent Deposit	4.62	6.42
Other Security Deposits	53.51	33.51
Fixed Deposit - For original maturity more than twelve month*	47.49	5.13
[*₹45.99 Lakhs (P.Y. ₹5.13 Lakhs) under lien against bank guarantee and loans from banks]		
Total	282.94	216.50

Note 8 : Other Non-Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Capital Advances	321.83	331.22
Total	321.83	331.22

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 9 : Inventories

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(Valued at the lower of Cost or Net Realisable Value)		
Raw Materials	3,187.92	2,385.16
Goods-in-transit /at port	98.81	139.08
Work-in-progress	305.97	171.98
Finished Goods	124.59	996.33
Power and Fuel	9.92	32.51
Stores and Spares	37.65	77.79
Total	3,764.85	3,802.85

Note : Inventories are valued considering provision for allowance for obsolescence, inventory carrying risk and delay in usage caused by the slow production pace due to lower off-take in the present situation. In addition to the historical pattern of inventory provision, the Company has considered the likelihood of reduction in sales price, customer orders on hand and margins, including subsequent cancellations, if any, nature and aging of inventories to reflect current and estimated future economic conditions also taking into account the possible effects due to COVID-19. This assessment is also considering the product demand, expected price trend and sales plan in respective industries.

Amount of allowance for obsolescence recognized in the Standalone Statement of Profit and Loss : Nil (March, 2020 Nil)

Note 10 : Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
- Quoted Mutual Fund Instruments		
Investments carried at fair value through profit or loss		
Nil unit (March 31, 2020: 0.70 unit) of Liquid fund of DSP Mutual Fund	–	0.01
30,000 (March 31, 2020: Nil) Equity Shares of Bandhan Bank Limited of ₹ 10 each fully paid up	101.67	–
2,00,000 (March 31, 2020: Nil) Equity Shares of CG Power and Industrial Solutions Limited of ₹ 2 each fully paid up	133.80	–
65,000 (March 31, 2020: Nil) Equity Shares of Gujarat State Fertilizers & Chemicals Limited of ₹ 2 each fully paid up	52.85	–
2,000 (March 31, 2020: Nil) Equity Shares of Housing Development Finance Corporation Limited of ₹ 2 each fully paid up	49.96	–
Total	338.28	0.01
Aggregate amount of quoted investments - At Cost	299.21	0.01
Aggregate amount of quoted investments - At Market Value	338.28	0.01

Note 11 : Current Financial Assets - Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables	8,902.56	7,814.22
Receivables from related parties (refer note 48)	313.42	0.13
Less: Allowance for doubtful trade receivables	–	–
Total Receivables	9,215.98	7,814.35

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 11 : Current Financial Assets - Trade Receivables (Contd..)

Break-up of security details

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables -Secured, considered good	153.95	485.99
Trade receivables -Unsecured, considered good	9,062.03	7,328.36
Trade Receivables which have significant increase in credit risk	–	–
Trade Receivables - Credit Impaired	–	–
Less: Allowance for doubtful trade receivables	–	–
Total	9,215.98	7,814.35

Note : Trade receivables are valued considering provision for allowance using expected credit loss method. No Allowance for Doubtful debts is recognised in the Statement of P&L because there is no significant change in credit risk. There is no significant default in subsequent recoveries and no consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of industries, impact immediately seen in the demand outlook of these industries and the financial strength of the customers in respect of whom amounts are receivable.

Note 12 : Current Financial Assets - Cash and Cash Equivalents

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Bank Balances		
- In current accounts	153.74	237.65
- In fixed deposits with maturity of less than 3 months	1,680.25	571.00
Cash in Hand	2.34	4.31
Total	1,836.33	812.96

Note 13 : Current Financial Assets - Other Bank Balances

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Fixed Deposits with maturity period of more than 3 months but less than 12 months (include accrued interest)*	352.62	77.80
Unpaid Dividend Accounts**	74.34	66.91
Total	426.96	144.71

*₹21.98 Lakhs (P.Y. ₹ 77.80 Lakhs) lien against bank guarantee and loan arrangements from Bank

** The amount is to be utilised towards settlement of respective unpaid dividends.

Note 14 : Current Financial Assets - Loans

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Advance Payment to Employees	26.79	29.06
Total	26.79	29.06

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 15 : Current Financial Assets - Other Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Duty Drawback Receivable	19.17	19.36
Incentive Licenses	0.47	103.12
Foreign Currency Forward Contracts Receivable	2.89	—
Fixed Deposits with maturity period of more than 12 months (include accrued interest) of original maturity but expected to mature within 12 months from balance sheet date*	3,280.91	3,157.94
Security Deposits	320.00	320.00
Total	3,623.44	3,600.42

*₹ 820.02 Lakhs (P.Y. ₹ 448.27 Lakhs) lien against bank guarantee and loan arrangements from Bank

Note 16 : Current Tax Assets (net)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
MAT Credit Entitlement	—	245.38
Income Tax Refund	183.36	147.28
Taxes Paid (incl. Tax Deducted at Source)	—	1,407.11
Less : Provision for Income Taxes	—	(1,371.03)
Total	183.36	428.74

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Accounting profit before tax from continuing operations	8,079.88	7,854.62
Tax at income tax at the rate of 34.944% (March 31, 2020: 29.12%)	2,823.43	2,287.26
Tax effect of :		
Difference in Depreciation and Amortisation	5.07	27.86
Income exempt from tax and items not deductible	(392.46)	(335.11)
Income tax expense reported in the statement of Profit and Loss	2,436.04	1,980.00
Tax adjustment for earlier year	—	—
Deferred Tax Expense Reported in the statement of Profit and Loss	(601.91)	(706.81)
	1,834.13	1,273.19

The recently promulgated Taxation Laws (Amendment) Ordinance 2019 has inserted section 115BAA in the Income Tax Act, 1961 providing existing domestic companies with in option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The reduced tax rates come with the consequential surrender of specified deductions/ incentives. The option needs to be exercised within the prescribed time for filing the return of income under section 139(1) of the Income Tax Act, 1961 for assessment year (AY) 2020-21 or subsequent AYs. Once exercised such an option cannot be withdrawn for the same or subsequent AYs. The Company has not exercised this option and continues to pay tax as per the old regime.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 17 : Other Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Advances other than Capital Advances:		
Advance Payment to Vendors	107.25	38.26
Balance with Government Authorities:		
- Cenvat Credit Receivables	98.29	19.17
- Vat Refund Receivables	42.14	77.14
- GST Refund Receivables	97.54	274.94
Prepaid Expenses	47.72	50.62
Total	392.95	460.14

Note 18 : Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised Capital		
5,00,00,000 (March 31, 2020: 5,00,00,000) Equity Shares of ₹ 5 each	2,500.00	2,500.00
Total	2,500.00	2,500.00
Issued, Subscribed and Paid up Capital		
4,36,44,180 (March 31, 2020: 4,36,44,180) Equity Shares of ₹ 5 each fully paid up	2,182.21	2,182.21
Total	2,182.21	2,182.21

(a) Terms / rights attached to:

Equity Shares

The Company has only one class of Equity Shares having par value of ₹5/- each. (p.y. equity shares of ₹5/-each). Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount to various stakeholders of the company.

Dividend

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year.

Equity Shares:

Particulars	Year ended 31st March, 2021		Year ended 31st March, 2020	
	Number of shares	Amount (₹ in Lakhs)	Number of shares	Amount (₹ in Lakhs)
Balance as at Beginning of the year	4,36,44,180	2,182.21	2,18,22,090	1,091.10
Add : Allotment of shares on account of Bonus*	—	—	2,18,22,090	1,091.10
Balance as at end of the year	4,36,44,180	2,182.21	4,36,44,180	2,182.21

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 18 : Equity Share Capital (Contd..)

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Shares held by	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	%	Number of Shares	%
Equity shares with voting rights				
Bhageria Trade Invest Pvt. Ltd.	65,10,530	14.92%	65,10,530	14.92%
Suresh Kumar Keshavdeo Bhageria	39,78,334	9.12%	39,52,694	9.06%
Akashdeep International Pvt. Ltd.	39,98,372	9.16%	39,68,372	9.09%
Deepak Vishwambharlal Bhageria	23,97,274	5.49%	23,97,274	5.49%

(d) Shares issued during the last five years for consideration other than cash

Particulars	Year (Aggregate No. of Shares)					
	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16
Equity Shares :						
Fully paid up pursuant to contract(s)	–	–	59,42,530	–	–	–
Fully paid up by way of bonus shares	–	2,18,22,090	–	–	–	–
Shares bought back	–	–	–	–	–	–

Note 19 : Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Securities Premium	0.51	0.51
(ii) Capital Reserve	14,068.69	14,068.69
(iii) General Reserve	440.10	440.10
(iv) Retained Earnings	28,456.98	23,525.97
Total	42,966.28	38,035.27

(i) Securities Premium :

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	0.51	1,091.61
Less: Amount utilised during the year on account bonus shares	–	(1,091.10)
Balance as at end of the year	0.51	0.51

Note : * Company has allotted 2,18,22,090 equity shares of face value of ₹ 5/- each as bonus shares in the proportion of 1 (One) equity share for every 1 (One) existing equity share held, to those Members whose names appear in the Register of Members of the Company as on 18 July, 2019 ("Record Date").

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 19 : Other Equity (Contd..)

(ii) Capital Reserve:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	14,068.69	14,068.69
Add : Additions during the year	–	–
Balance as at end of the year	14,068.69	14,068.69

(iii) General Reserve:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	440.10	440.10
Less: Utilised during the year	–	–
Balance as at end of the year	440.10	440.10

(iv) Retained Earnings:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	23,525.97	17,548.29
Add: Profit for the year	6,245.75	6,581.42
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings		
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(5.42)	(11.79)
Less: Utilised for Final Dividend (Including Corporate Dividend Tax)	(1,309.33)	(591.94)
Balance as at end of the year	28,456.98	23,525.97

Nature and Purpose of Reserves

- Capital Reserve : Capital Reserve is utilised in accordance with provision of the Act.
- Security Premium : Security Premium is used to record the premium on issue of shares. This reserve is utilised in accordance with the provision of the Act.
- General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provision of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.
- Retained Earnings : Retained earnings are the profit that the Company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.

Note 20 : Non Current Liabilities - Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unearned Income	41.85	–
Total	41.85	–

Note 21 : Non-Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Employee Benefits:		
Provision for Gratuity	220.32	169.84
Total	220.32	169.84

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 22 : Deferred Tax Liabilities (Net)

The major components of deferred tax Liabilities/ (Assets) as recognized in the financial statements are as follows:

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Tax Liabilities/ (Assets) arising on account of temporary differences in:		
Property, Plant and Equipment - Depreciation	3,765.24	4,358.23
Gratuity	(59.97)	(51.11)
Unearned Revenue	(10.99)	–
Changes in Fair Value of Investment	8.81	(0.30)
Deferred Tax Liabilities (net)	3703.09	4,306.82

Movement in Deferred Tax Liabilities/ (Assets)

(₹ in Lakhs)					
Particular	Depreciation	Gratuity	Changes in Fair Value of Investment	Unearned Revenue	Total
As at March 31, 2019	5,059.00	(42.29)	1.76	–	5,018.47
Charged/ (Credited):					
To Profit or Loss	(700.77)	(3.97)	(2.06)	–	(706.81)
To Other Comprehensive Income	–	(4.84)	–	–	(4.84)
As at March 31, 2020	4,358.23	(51.11)	(0.30)	–	4,306.82
Charged/ (Credited):					
To Profit or Loss	(592.99)	(7.04)	9.11	(10.99)	(601.91)
To Other Comprehensive Income	–	(1.82)	–	–	(1.82)
As at March 31, 2021	3,765.24	(59.97)	8.81	(10.99)	3703.09

Note 23 : Current Financial Liabilities - Borrowings

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Secured Loans (Repayable on demand)		
Working Capital Loans from Banks	1,638.02	1,798.32
Buyer's Credit from Bank	1,052.52	269.74
Total	2,690.54	2,068.06

Note:

These working capital facilities are secured against the following charge on various assets of the Company :

1. Primary : Hypothecation charge on the entire current assets of the Company, both present & future.
2. Collateral : Extension of mortgage charge on factory land and building situated at Plot No. 6310, Phase IV, GIDC, Vapi, Gujarat and Office premises situated at A1/101, Virwani Industrial Estate, Goregaon (E), Mumbai - 400063 and Fixed Deposits owned by the Company.
3. Personal Guarantees of some of the Directors of the company.
4. The Loan carries floating rate of Interest and present rate of Interest 6.20% p.a.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 24 : Current Financial Liabilities - Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Payable		
Total outstanding dues of micro enterprises and small enterprises	87.92	201.67
Total outstanding dues of creditors other than micro enterprises and small enterprise		
(i) Related party (Refer Note 48)	–	0.43
(ii) Others	3,590.41	4,949.27
Total	3,678.33	5,151.37

Note :

- The Micro and Small Enterprises have been identified on the basis of information available with the Company.

Details of dues to such parties are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
The principal amount remaining unpaid as at the end of the year	87.92	201.67
The amount of interest accrued and remaining unpaid at the end of the year	–	–
Amount of interest paid by the Company in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year.	–	–
Amount of interest due and payable for the period of delay in making payment without the interest specified under the (MSMED Act 2006).	–	–
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006).	–	–

Note 25 : Current Financial Liabilities - Others

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Accrued	2.13	5.53
Foreign Currency Forward Contracts Payable	–	59.14
Unpaid Dividend	74.34	66.91
Liabilities for Acquisition of Property, Plant and Equipment	464.08	262.62
Current Unearned Income	1.80	–
Employee Related Liabilities	54.91	168.40
Total	597.26	562.61

Note 26 : Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory Tax Payable (Including Provident Fund, Tax Deducted at Source and other indirect taxes)	278.11	36.30
Advances from Customers	436.32	–
Other Liabilities	35.16	105.56
Total	749.58	141.87

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 27 : Current Provisions:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Employee benefits:		
Provision for Gratuity	17.94	11.59
Total	17.94	11.59

Note 28 : Current Tax Liabilities (Net):

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Income Tax	2,190.66	–
Less: Income Tax Assets	(2,065.98)	–
Total	124.68	–

Note 29 : Revenue from Operations

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Sale of Products	36,688.61	37,774.98
Revenue from Sale of Solar Electricity	2,992.77	3,067.16
Other Operating Revenue:		
Job work Income	108.32	206.67
Duty drawback and other export incentives	124.56	312.86
Other Revenue	4.60	6.28
Total	39,918.86	41,367.95

Note 30 : Other Income

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest income earned on financial assets that are not designated as at fair value through profit or loss		
From Bank deposits (at amortised cost)	248.39	315.06
From Others (at amortised cost)	–	23.33
Other gains or losses:		
Net gains / (loss) arising on financial assets measured at FVTPL	39.79	(6.16)
Profit on Sale of Current Investment	5.95	15.58
Profit on Sale of Property, Plant and Equipments	2.24	1.26
Other non-operating income		
Rental Income	23.74	14.66
Foreign Exchange Gain (Net)	111.41	179.90
Miscellaneous Income	12.45	16.31
Total	443.98	559.92

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 31 : Cost of Materials

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Opening Stock	2,524.24	1,122.53
Add: Purchases	19,716.52	25,104.97
Less: Closing Stock	3,286.73	2,524.24
Total	18,954.03	23,703.26

Note 32 : Purchase of Stock in Trade

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Traded goods	2,138.87	1,229.94
Total	2,138.87	1,229.94

Note 33 : Change in Inventories of finished goods, work-in-process and stock in trade

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Inventories at the end of the year :		
Finished Goods	124.59	996.33
Work-in-process	305.97	171.98
	430.56	1,168.31
Inventories at the beginning of the year :		
Finished Goods	996.33	305.45
Work-in-process	171.98	324.72
	1,168.31	630.17
Total	737.75	(538.14)

Note 34 : Employee Benefits Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Salaries, Wages and Bonus	1,734.06	1,503.30
Contributions to Provident and Other Funds	31.80	32.67
Gratuity Expenses	57.98	44.60
Staff Welfare Expenses	63.64	49.05
Total	1,887.48	1,629.62

Note 35 : Finance Costs

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest on Borrowings from Banks	77.50	128.03
Bank Charges and Commission	23.85	39.60
Total	101.35	167.63

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 36 : Depreciation and Amortisation Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Depreciation on property, plant and equipment	2,574.69	2,284.88
Depreciation on investment property	11.36	11.28
Total	2,586.05	2,296.17

Note 37 : Other Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Manufacturing Expenses		
Job Work and Labour Charges	864.61	774.54
Repairs and Maintenance - Machinery	205.51	179.15
Repairs and Maintenance - Buildings	–	3.13
Power, Fuel and Water Charges	2,048.80	2,371.72
Stores & Spares	544.84	403.01
Lab Expenses	86.94	80.16
Factory Expenses	13.31	27.20
Effluent Treatment Charges	76.14	80.38
(A)	3,840.14	3,919.29
Selling & Distribution Expenses		
Commission	15.41	27.40
Freight and Forwarding	958.15	707.98
Business Promotion	3.98	29.35
Loading and Unloading Charges	9.40	10.31
(B)	986.95	775.04
Establishment Expenses		
Contribution towards CSR	166.81	184.29
Legal and professional Charges	75.87	114.03
Donations and contributions	160.86	62.40
Solar Operating Expenses	317.43	156.88
Rent, Rates and Taxes	68.79	79.67
Miscellaneous Expenses	18.70	25.11
Travelling and Conveyance	33.14	87.05
Indirect Tax Expenses	71.74	57.91
Insurance Expenses	69.22	50.26
Vehicle Expenses	22.28	23.70
Repairs and Maintenance - Others	5.44	4.58
Printing and Stationery	6.29	6.37
Communication	10.67	7.74
Membership Fees	0.29	0.74
Director Sitting Fees	11.00	12.00
RTA Charges	2.82	4.60
Repairs and maintenance - Computer	4.41	3.73
Other Share Charges	0.55	–
Postage & Courier Expense	4.02	9.41
(C)	1,050.34	890.45
Total (A+B+C)	5,877.43	5,584.78

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

37 (a) Payments to the auditors

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Payments to the auditors comprises (net of input tax credit, where applicable)(incl. in Legal and Professional Charges)		
Payments to Statutory Audit		
i) Audit Fees	6.00	6.00
ii) Other Services	–	–
Payments to Cost Audit		
i) Audit Fees	0.90	0.90
Total	6.90	6.90

Note 38 : Earnings Per Equity Share

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Net Profit attributable to Equity Shareholders (₹ in Lakhs)	6,245.75	6,581.42
Weighted Average Number of Equity Shares	4,36,44,180	4,36,44,180
Basic and Diluted Earnings Per Share (₹)	14.31	15.08
Face value per Share (₹)	5.00	5.00

Note 39 : Financial Assets and Financial Liabilities at Amortised Cost Method

The carrying value of the following financial assets recognised at amortised cost:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-Current Financial Assets		
Investments	44.06	43.06
Other Financial Assets	282.94	216.50
Current Financial Assets		
Trade receivables	9,215.98	7,814.35
Cash and Cash Equivalents	1,836.33	812.96
Other bank balances	426.96	144.71
Loans	26.79	29.06
Other Financial Assets	3,620.55	3,600.42
Total	15,453.61	12,661.06

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 39 : Financial Assets and Financial Liabilities at Amortised Cost Method (Contd..)

The carrying value of the following financial liabilities recognised at amortised cost:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-Current Financial Liabilities		
Borrowings	–	–
Other Financial Liabilities	41.85	–
Current Financial Liabilities		
Borrowings	2,690.54	2,068.06
Trade Payable	3,678.33	5,151.37
Other Financial Liabilities	597.26	503.46
Total	7,007.99	7,722.89

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

Note 40 : Financial Assets and Financial Liabilities at Fair Value Through Profit or Loss

The carrying value of the following financial assets recognised at fair value through profit or loss:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non- Current Financial Assets		
Investments	2.13	1.41
Current Financial Assets		
Investments	338.28	0.01
Other Financial Assets	2.89	–
Total	343.30	1.41

The carrying value of the following financial liabilities recognised at fair value through profit or loss:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Financial Liabilities		
Other Financial Liabilities	–	59.14
Total	–	59.14

Fair Value Hierarchy :

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets and Liabilities measured at fair value 31st March 2021				
Measured at fair value through profit or loss				
Financial Assets				
Investments	339.36	1.05	–	340.41
Foreign Currency Forward Contracts Receivable	–	2.89	–	2.89
Financial Liabilities				
Foreign Currency Forward Contracts Payable	–	–	–	–

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 40 : Financial Assets and Financial Liabilities at Fair Value Through Profit or Loss (Contd..)

(₹ in Lakhs)				
Particulars	Level 1	Level 2	Level 3	Total
Financial Assets and Liabilities measured at fair value 31st March 2020				
Measured at fair value through profit or loss				
Financial Assets				
Investments	0.48	0.94	–	1.41
Financial Liabilities				
Foreign Currency Forward Contracts Payable	–	59.14	–	59.14

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, borrowings, trade payables and other financial liabilities at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

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

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

Valuation technique used to determine fair value:

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the Balance Sheet date
- The fair value of investments in Mutual Fund Units is based on Net Asset Value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet Date. NAV represents the price at which the issuer will issue further units of Mutual Fund and the price at which issuers will redeem such units from investors

Note 41 : Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations directly or indirectly. The Company's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 41 : Financial Risk Management Objectives and Policies (Contd..)

The Company is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost.	Ageing analysis and Credit ratings	Diversification of bank deposits and credit limits Unutilised from Consortium Bankers.
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk - Interest rate	Borrowings at variable rates		Not used any Interest rate derivatives.
Market Risk - Price risk	Equity Instruments	Sensitivity analysis	Company maintains its portfolio in accordance with the framework set by the Risk Management policies.
Market Risk - Foreign exchange risk	Export, Import and Borrowings		Forward contracts and Currency options

Credit Risk :

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

Trade receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company does not expect any credit risk on account of trade receivables.

Financial instruments and cash deposits

Credit risk from balances/investments with banks and financial institutions is managed in accordance with the Company's treasury risk management policy. Investments of surplus funds are made only with approved counterparties and within limits assigned to each counterparty. The limits are assigned based on corpus of investable surplus and corpus of the investment avenue. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity Risk :

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Treasury Risk Management Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. The Company invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 41 : Financial Risk Management Objectives and Policies (Contd..)

The table below provides details regarding the maturities of significant financial liabilities as at March 31, 2021 and March 31, 2020:

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 Months	More than 12 Months	Total
Year ended March 31, 2021				
Secured Loans	2,690.54	2,690.54	–	2,690.54
Trade Payables	3,678.33	3,678.33	–	3,678.33
Interest Accrued	2.13	2.13	–	2.13
Liabilities for Acquisition of Property, Plant and Equipment	464.08	464.08	–	464.08
Others Liabilities	880.63	880.63	–	880.63
Year ended March 31, 2020				
Secured Loans	2,068.06	2,068.06	–	2,068.06
Trade Payables	5,151.37	5,151.37	–	5,151.37
Interest Accrued	5.53	5.53	–	5.53
Liabilities for Acquisition of Property, Plant and Equipment	262.62	262.62	–	262.62
Others Liabilities	436.32	436.32	–	436.32

Market Risk :

Market risk comprises three types of risk: price risk, interest rate risk and currency risk. The risks may affect income and expenses, or the value of its financial instruments of the Company. The objective of the Management of the Company for market risk is to maintain this risk within acceptable parameters, while optimising returns. The Company exposure to, and the Management of, these risks is explained below:

Security Price risk

Equity price risk is related to the change in market price of the investments in quoted equity securities.

The Company's exposure to securities price risk arises from investments held by the Company and classified in the Balance Sheet at fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Sensitivity (+/-5%)

(₹ in Lakhs)

Particulars	Investment in Quoted Securities			
	31st March 2021		31st March 2020	
Movement in Rate	5%	–5%	5%	–5%
Impact on Profit or (Loss)	17.02	(17.02)	0.07	(0.07)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since, the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is very low. The Company has not used any interest rate derivatives.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 41 : Financial Risk Management Objectives and Policies (Contd..)

Interest rate sensitivity

No sensitivity analysis is prepared as the Company does not expect any material effect on the Company's results arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the reporting period.

Foreign Exchange Risk

Foreign exchange risk arises on future commercial transactions and on all recognised monetary assets and liabilities, which are denominated in a currency other than the functional currency of the Company. The Company's management has set policy wherein exposure is identified, benchmark is set and monitored closely, and accordingly suitable hedges are undertaken. Policy also includes mandatory initial hedging requirements for exposure above a threshold.

The Company's foreign currency exposure arises mainly from foreign exchange imports, exports and foreign currency borrowings, primarily with respect to USD.

As at the end of the reporting period, the carrying amounts of the company's foreign currency denominated monetary assets and liabilities in respect of the primary foreign currency i.e. USD and derivative to hedge the exposure, are as follows:

Particulars	(USD in Lakhs)	
	March 31, 2021	March 31, 2020
USD exposure		
Assets	18.49	28.05
Liabilities	36.77	21.51
Net	(18.28)	6.54
Derivatives to hedge USD exposure		
Forward contracts (USD)	14.28	23.75
Option contracts- (USD)	–	–
Total Hedge USD	14.28	23.75
Net exposure	(4.00)	30.29

The Company's exposure to foreign currency changes for all other currencies is not material.

Foreign currency sensitivity analysis

The following table demonstrate the sensitivity to a reasonable possible change in USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities and derivatives is as follows:

If ₹ had (strengthened) / weakened against USD by 2%

Particulars	(₹ in Lakhs)	
	Profit or (Loss)	
	Strengthening	Weakening
As At 31st March, 2021	5.88	(5.88)
As At 31st March, 2020	(45.67)	45.67

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 42 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

(₹ in Lakhs)		
Particulars	March 31, 2021	March 31, 2020
A) Net Debt		
Borrowings (Current and Non-Current)	2,692.68	2,073.59
Cash and Marketable Securities	(2,528.31)	(891.23)
Net Debt (A)	164.36	1,182.36
B) Equity		
Equity Share Capital	2,182.21	2,182.21
Other Equity	42,966.28	38,035.27
Total Equity (B)	45,148.49	40,217.48
Net Gearing Ratio (Net Debt / Capital) i.e. (A / B)	0.004	0.029

Note 43 : Dividend on Equity Shares

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
(i) Dividends recognised and paid during the reporting period		
Final Dividend paid for the year ended 31st March, 2020 of ₹ 3.00 (31st March, 2019 - ₹1.125) per fully paid share	1,309.33	491.00
DDT on Final Dividend	–	100.93
(ii) Dividends not recognised at the end of the reporting period		
Final Dividend recommended by the board of directors for the year ended 31st March, 2021 ₹3.50 per fully paid equity share (31st March, 2020: ₹3.00 per share) subject to approval of shareholders in the ensuing annual general meeting.	1,527.55	1,309.33

Note 44 : Contingent Liabilities not Provided for

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Disputed Liabilities in respect of Sales Tax	52.18	8.81
Bank Guarantee given by Bank on behalf of the Company	206.86	60.98
Disputed Custom Liabilities	33.29	33.29
Total	292.33	103.08

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 45 : Capital Commitments

Capital expenditure contracted for at the end of the reporting period, but not recognised as liabilities, is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Estimated value of Contracts in respect of Property, Plants and Equipments remaining to be Executed (Net of Capital Advances)	398.71	378.50
Total	398.71	378.50

Note 46 : Segment Information

Information about Primary Business Segment

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. The Company is engaged in Dyes, Dyes Intermediates and Basic Chemicals and Generation and Distribution of Solar Power during the year, consequently the Company have separate reportable business segment for the year ended March 31, 2021.

Information about Secondary Geographical Segment

The Company is engaged in providing services to customers located in India and outside India, consequently the Company have separate reportable geographical segment for the year ended March 31, 2021. i.e. Domestic and Export.

(a) Primary Segment

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
1. Segment Revenue (net of taxes)		
(a) Segment - A (Chemical)	36,924.74	37,313.79
(b) Segment - B (Solar Power)	2,994.12	3,067.16
(c) Segment - C (Others)	–	987.00
Less: Inter Segment Revenue	–	–
Net Sales / Income from Operations	39,918.86	41,367.95
2. Segment Results Profit/(Loss) (before tax and interest from each segment)		
(a) Segment - A (Chemical)	8,034.80	7,550.08
(b) Segment - B (Solar Power)	1,113.16	1,138.04
(c) Segment - C (Others)	–	203.01
Less: Interest	101.35	167.63
Add: Other Un-allocable Income (net off)	(966.72)	(868.88)
Total Profit Before Tax	8,079.88	7,854.62
3. Assets		
(a) Segment - A (Chemical)	39,563.77	34,893.47
(b) Segment - B (Solar Power)	16,357.86	16,788.67
(c) Segment - C (Others)	44.38	52.29
(d) Unallocated	1,006.09	895.21
Total Assets	56,972.10	52,629.64
4. Liabilities		
(a) Segment - A (Chemical)	6,897.17	7,794.15
(b) Segment - B (Solar Power)	146.13	80.51
(c) Segment - C (Others)	435.97	127.99
(d) Unallocated	4,344.34	4,409.50
Total Liabilities	11,823.60	12,412.16

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 46 : Segment Information (Contd..)

(b) Secondary Segment

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from Domestic Sales	32,483.12	31,010.36
Revenue from Exports	7,435.74	10,357.59
Total	39,918.86	41,367.95

Note 47 : Employee Benefits

The Company has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

- Employers' Contribution to Provident Fund and Employee's Pension Scheme
- Employers' Contribution to Employee's State Insurance

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss:

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2021	Year ended March 31, 2020
Employers' Contribution to Provident Fund and Employee's Pension Scheme	23.15	22.69
Employers' Contribution to Employee's State Insurance	8.65	9.98
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 34)	31.80	32.67

II. Defined Benefit Plan

Gratuity Fund

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2021 (% p.a.)	Year ended March 31, 2020 (% p.a.)
a. Major Assumptions		
Discount Rate	7.05%	6.74%
Salary Escalation Rate @	5.00%	For First Year : 0%
@ The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		Thereafter : 5%
Employee Turnover	2.00%	2.00%
b. Change in Present Value of Obligation		
Present Value of Obligation as at the beginning of the year	215.74	158.68
Current Service Cost	44.64	34.18
Past Service Cost	—	—
Interest Cost	15.65	13.34
Benefit paid	(17.15)	(6.75)
Total Actuarial (Gain)/ Loss on Obligations	7.07	16.30
a. Effect of Change in Financial Assumptions	(7.33)	(9.69)
b. Effect of Change in Demographic Assumptions	—	—
c. Experience (Gains)/ Losses	14.39	25.99

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 47 : Employee Benefits (Contd..)

(₹ in Lakhs)

Particulars	Year ended March 31, 2021 (% p.a.)	Year ended March 31, 2021 (% p.a.)
Due to Acquisition/Business Combination/Divestiture	–	–
Present Value of Obligation as at the end of the year	265.96	215.74
c. Change in Fair value of Plan Assets during the Period		
Fair value of Plan Assets, Beginning of Period	34.31	37.67
Interest Income Plan Assets	2.31	2.92
Actual Company Contributions	–	–
Actuarial Gains/(Losses)	(0.18)	(0.34)
Benefits Paid	(8.76)	(5.93)
Acquisition/Business Combination/Divestiture	–	–
Fair value of Plan Assets, End of Period	27.69	34.31
d. Net (assets) / liability recognized in the balance sheet and the Fair Value of Assets		
Present Value of Obligation at the end of the year	265.96	215.74
Fair Value of Plan Assets at the end of the year	27.69	34.31
Net (assets) / liability recognized in the balance sheet	238.26	181.43
Net liability - current (refer note 27)	17.94	11.59
Net liability - non current (refer note 21)	220.32	169.84
e. Expenses Recognised in the Statement of Profit and Loss		
Current Service Cost	44.64	34.18
Net Interest Cost / (Income)	13.34	10.42
Past Service Cost	–	–
Total expenses recognised in the Statement of Profit and Loss	57.98	44.60
f. Expense Recognised in the Statement of Other Comprehensive Income		
Amount recognized in OCI, Beginning of Period	46.48	29.85
Remeasurements due to :		
Effect of Change in financial assumptions*	(7.33)	(9.69)
Effect of Change in demographic assumptions	–	–
Effect of experience adjustments	14.39	25.99
Return on plan assets (excluding interest)	0.18	0.34
Amount recognized in OCI, Current Year	7.24	16.64
Amount recognized in OCI, End of Period	53.73	46.48
*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience.		
g. Maturity profile of defined benefit obligation		
With in 1 year	18.57	11.98
1-2 year	46.94	9.61
2-3 year	22.72	42.89
3-4 year	9.10	21.80
4-5 year	18.34	7.04
Above 5 years	139.94	112.99
h. Sensitivity Analysis for significant assumption is as below		
Defined Benefit Obligation - Discount Rate + 100 basis points	(19.86)	(16.11)
Defined Benefit Obligation - Discount Rate - 100 basis points	23.20	18.82
Defined Benefit Obligation - Salary Escalation Rate + 100 basis points	20.39	16.54
Defined Benefit Obligation - Salary Escalation Rate - 100 basis points	(16.90)	(13.71)

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 48 : Related Party Disclosure

i) Relationship

Description of relationship	Names of Related Parties
Directors & Key Management Personnel :	Mr. Suresh Bhageria (Chairman)
	Mr. Vikas Bhageria (Joint Managing Director)
	Mr. Vinod Bhageria (Managing Director)
	Ms. Chandraprabha Bhageria (Whole Time Director)*
	Mr. S.P. Tulsian (Independent Non-Executive Director)
	Mr. Surendra Shriram Gupta (Independent Non-Executive Director)
	Mr. Mukund M. Chitale (Independent Non-Executive Director)
	Mr. Ganapati Dadasaheb Yadav (Independent Non-Executive Director)
	Mr. Sandeep Kumar Singh (Independent Non-Executive Director)**
	Mr. Omprakash Anandilal Bubna (Independent Non-Executive Director)***
	Mrs. Ameya Jadhav (Independent Non-Executive Director)****
	Mr. Rakesh L Kachhadiya (Chief Financial Officer)
	Mr. Ketan Gaur (Company Secretary) *****
	Mr. Krunal Wala (Company Secretary)*****
Enterprises in which Key Management personnel and relatives of Key Management personnel have significant influence :	M/s. Akashdeep International Private Limited
	Smt. Ratnadevi Bhageria Charitable Trust
Close family members of Key Management Personnel :	
Daughter of Mr. Suresh Bhageria	Mrs. Vanita Saraf
Subsidiary :	
Name of entity	Bhageria Exim Private Limited
% of holding as at March 31, 2021	100%

Notes:

- The list of related parties above has been limited to entities with which transactions have taken place.
- Related party transactions have been disclosed till the time the relationship existed.
- Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis.
- * Ms. Chandraprabha Bhageria, Whole Time Director resigned from the Company on 2nd July, 2020.
- ** Mr. Sandeep Kumar Singh, Independent Non-Executive Director resigned from the Company on 2nd July, 2020.
- *** Mr. Omprakash Anandilal Bubna, Independent Non-Executive Director resigned from the Company on 1st July, 2020.
- **** Mrs. Ameya Jadhav, Independent Non-Executive Director appointed from the Company on 1st April, 2020.
- ***** Mr. Ketan Gaur, Company Secretary resigned from the Company on 27th January, 2021.
- ***** Mr. Krunal Wala, Company Secretary appointed from the Company on 28th January, 2021.
- During the year, Company has acquired 100 % shareholding of Bhageria Exim Private Limited.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 48 : Related Party Disclosure (Contd..)

ii) Transaction with Related Parties during the year

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
KMP Remuneration and Salary ^		
Mr. Suresh Bhageria	192.00	140.00
Mr. Vikas Bhageria	184.80	120.00
Mr. Vinod Bhageria	10.50	10.53
Ms. Chandraprabha Bhageria	20.36	45.00
Mr. Rakesh L Kachhadiya	10.52	9.52
Mr. Ketan Gaur (Upto 27th January, 2021)	5.44	4.92
Mr. Krunal Wala (w.e.f 28th January, 2021)	2.00	-
	425.63	329.97
Sitting Fees		
Mr. O. P. Bubna	0.50	2.00
Mr. S. P. Tulsian	2.00	2.00
Mr. Surendra Shriram Gupta	2.00	2.00
Mr. P. S. Dalvi	-	1.50
Mr. Sandeep Singh	0.50	2.00
Mr. Mukund Manohar Chitale	2.00	2.00
Mr. Ganapati Dadasaheb Yadav	2.00	0.50
Mrs. Ameya Prakash Jadhav	2.00	-
	11.00	12.00
Salary to Relatives		
Mrs. Vanita Saraf	12.90	25.80
	12.90	25.80
Sale of Goods		
M/s. Akashdeep International Private Limited	265.41	0.13
	265.41	0.13
Professional Fees		
Mr. Surendra Shriram Gupta	-	0.25
	-	0.25
Purchase of Investments		
Payment to Vikas Bhageria for acquisition of shares in Bhageria Exim Pvt Limited	0.50	-
	0.50	-
Purchases of Goods		
M/s. Akashdeep International Private Limited	4.43	-
	4.43	-
Rent Expenses		
Mr. Suresh Bhageria	1.13	2.26
Mrs. Vanita Saraf	0.44	0.88
Mrs. Chandraprabha Bhageria	0.57	1.14
M/s. Akashdeep International Private Limited	0.44	0.88
	2.57	5.15
Donations and CSR Expenses		
Smt. Ratnadevi Bhageria Charitable Trust	24.50	13.25
	24.50	13.25

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 48 : Related Party Disclosure (Contd..)

iii) Balance with Related Parties :

(₹ in Lakhs)		
Particulars	Balances as at March 31, 2021	Balances as at March 31, 2020
Receivables		
M/s. Akashdeep International Private Limited	313.42	0.13
	313.42	0.13
Remuneration / Salary / Other Payable		
Mr. Suresh Bhageria	28.67	2.94
Mr. Vikas Bhageria	22.88	4.00
Mr. Vinod Bhageria	–	0.78
Ms. Chandraprabha Bhageria	–	1.20
Mr. Rakesh L Kachhadiya	–	0.87
Mr. Ketan Gaur	–	0.43
Mrs. Vanita Saraf	–	1.50
	51.55	11.71
Payables		
M/s. Akashdeep International Private Limited	–	0.07
	–	0.07
Investment in Equity Shares		
M/s. Bhageria Exim Private Limited	1.00	–
	1.00	–

^ This aforesaid amount does not includes amount in respect of gratuity and leave entitlement as the same is not determinable.

Note 49 : Events after the Reporting Period

There was no significant event after the end of the reporting period which requires any adjustment or disclosure in the Standalone Financial Statements.

Note 50 : CSR Expenditure

Gross amount required to be spend during the year ₹ 163.44 Lakhs

Amount spent during the year ₹166.81 Lakhs as detailed hereunder :

(₹ in Lakhs)		
Nature of activity	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Promoting Healthcare and Literacy including preventive healthcare	41.81	–
Rural Development	16.50	69.72
Eradicating Hunger, Poverty and Malnutrition	–	2.57
Disaster Relief	11.00	–
Promoting Education	97.50	112.00
Total	166.81	184.29
Amount required to be spent as per Section 135 of the Act		
Amount spent during the year on		
(i) Construction / acquisition of an asset	–	–
(ii) On purposes other than (i) above	166.81	184.29

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 51 : Lease

As Lessee:

The company has availed the exemption given under Ind AS 116 for the Short term lease. Correspondingly company has recognized the lease payment on straight line basis in Statement of Profit and Loss over the life of lease term (Refer Note no. 37). Therefore, no right to use assets and lease liability is recognized in financial statement.

As Lessor:

Operating Lease income are recognised in the Statement of Profit and Loss. (Refer Note no. 30)

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Less than one year	19.91	15.46
One to five years	25.06	–
More than five years	55.91	–

Note 52 : COVID-19 Assessment

In view of pandemic relating to COVID - 19, the Company has considered internal and external information available upto the date of approval of these financial statements and has performed analysis based on current estimates in assessing the recoverability of its assets including trade receivables. Inventories, investments, other financial and non-financial assets, for possible impact on these financial statements. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position. etc. On the basis of its present assessment and current indicators of future economic conditions, the Company expects to recover the carrying amounts of these assets and does not anticipate any material impact on these financial statements. The Company believes that there is no impact on its ability to meet its liabilities as and when they fall due. However, the actual impact of COVID - 19 on the Company's financial statements may differ from that estimated and the Company will continue to closely monitor any material changes to future economic conditions.

Note 53 : Acquisition of Bhageria Exim Private Limited

During the year 2020-21, the Company has acquired 100% stake in Bhageria Exim Private Limited (BEPL), a Company registered under Companies Act, 2013.

Note 54 : Approval of Financial Statements

The Standalone Financial Statements were approved for issue by the Board of Directors on May 15, 2021.

Notes to the Standalone Financial Statements

for the year ended March 31, 2021

Note 55 : Previous Years' Figures

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The previous period's figures have been regrouped or rearranged wherever necessary.

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

For MRB & Associates

Chartered Accountants

FRN : 136306W

Manish R Bohra

Partner

Membership No. 058431

Place : Mumbai

Date : 15th May, 2021

For and on behalf of the Board of Directors

Suresh Bhageria

Chairperson

DIN: 00540285

Krunal Wala

Company Secretary

Membership No.42515

Place : Mumbai

Date : 15th May, 2021

Vinod Bhageria

Managing Director

DIN: 00540308

Rakesh Kachhadiya

Chief Financial Officer



Consolidated Financial Statements

Independent Auditor's Report

To
The Members of
Bhageria Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Bhageria Industries Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries, (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2021, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2021, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our

responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI'), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

We further draw your attention to **Note No. 52** of Consolidated Financial Statements, as regards the management's assessment of the financial impact due to restrictions and conditions related to Covid-19 pandemic situation.

Our opinion is not modified in respect of this matter

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. This matter was 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 this matter.

We have determined the matters described below to be the key audit matters to be communicated in our report

Particulars	Auditor's Response
<p>1 We refer to Significant accounting policies on inventory and Note No. 9 on Inventory.</p> <p>Inventories are considered as Key Audit Matter due to nature of business, technical indicators governing inventory valuation, size of Balance sheet and because inventory valuation involves management judgment. According to accounting policy followed by the Group, inventories are valued at lower of cost or market value. Cost comprise in addition to other things, overheads related to material, labour and other overheads. The Group has specific procedures to identify risk for obsolescence and valuation of inventories.</p>	<p>To address the matter our audit procedure included amongst others:</p> <ol style="list-style-type: none"> (1) Assessing the compliance of accounting policies over inventory with applicable accounting standards. (2) Assessing the inventory valuation process and practices. (3) Assessing the analysis and assessment made by management with respect to slow moving or obsolete stock. (4) Discussion with those charged with responsibility of overlooking inventory management process. (5) Justification of management estimates and Judgments. (6) Assessing the effectiveness of perpetual and physical inventory verification process.

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

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements and our auditors' report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, compare with the Financial Statements of the subsidiary companies 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 other Auditors.

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

Management's and Board of Directors' responsibilities for the consolidated financial statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the

Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity 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 entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

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

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 entity 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 in preparation of Consolidated Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) 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 business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Financial Statements of such entities or business activities included in the Consolidated Financial Statements of which we are the Independent Auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other Auditors, such other Auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entities included 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

We did not audit the financial statements and other financial information of the subsidiary included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 511.92 lakhs as at March 31, 2021, total revenues of Rs. 281.91 lakhs for the year ended March 31, 2021, total net profit/(loss) after tax of Rs. 20.44 lakhs for the year ended March 31, 2021 and total comprehensive income of Rs. 20.44 lakhs for the year ended March 31, 2021 and net cash inflows of Rs. 0.90 lakhs for the year ended March 31, 2021, as considered in the Statement. These financial statements of the subsidiary have been audited by other auditor whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the reports of the other auditor and the procedures performed by us as stated under Auditor's Responsibilities section above.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the Directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the Statutory Auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on March 31, 2021 from being appointed as a Director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in **Annexure A**, which is based on the Auditor's reports of the Holding company and subsidiary companies incorporated in India to whom internal financial controls over financial reporting is applicable. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for the reasons stated therein.
2. In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries incorporated in India, the managerial remuneration for the year ended March 31, 2021 has been paid/provided by the Holding Company, its subsidiaries, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
3. 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:
- The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated AS financial statements – **Refer Note No 44** to the consolidated financial statements;
 - The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For MRB & Associates

Chartered Accountants

Firm Registration Number-136306W

Manish R Bohra

Partner

Place: Mumbai

Date: 15th May, 2021

Membership No: 058431

UDIN : 21058431AAAAFE3217

1

Corporate
Overview

2

Statutory
Reports

3

Financial
Statements

Annexure “A” to the Independent Auditor’s Report

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

In conjunction with our audit of the consolidated financial statements of Bhageria Industries Limited (“the Holding Company”) as of 31 March 2021, We have audited the internal financial controls with reference to the financial statements of the Holding Company and its subsidiaries, which are incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiaries which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding company and its subsidiaries, which are incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective entity’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 with reference to 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 with reference to financial statements and their

operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 internal financial control system with reference to financial statements of the Holding Company and its subsidiaries which are incorporated in India.

Meaning of company’s internal financial control over financial reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk

that the internal financial control with reference to 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 to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the criteria for internal financial control over financial reporting 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.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary companies which are entities incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

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

For MRB & Associates
Chartered Accountants
 Firm Registration Number-136306W

Manish R Bohra
Partner
 Place: Mumbai
 Date: 15th May, 2021
 Membership No: 058431
 UDIN : 21058431AAAAFE3217

Consolidated Balance Sheet

as at 31 March, 2021

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
I ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	4	31,758.29	32,935.35
(b) Capital Work-In-Progress	4	4,510.24	1,797.11
(c) Investment Property	5	243.67	211.76
(d) Financial Assets			
(i) Investments	6	45.19	44.47
(ii) Other Financial Assets	7	283.04	216.50
(e) Other Non- Current Assets	8	321.83	331.22
		37,162.26	35,536.40
2. Current Assets			
(a) Inventories	9	3,764.85	3,802.85
(b) Financial Assets			
(i) Investments	10	338.28	0.01
(ii) Trade Receivables	11	9,544.63	7,814.35
(iii) Cash and Cash Equivalents	12	1,837.23	812.96
(iv) Other Bank Balances other than (iii) above	13	426.96	144.71
(v) Loans	14	26.79	29.06
(vi) Other Financial Assets	15	3,623.44	3,600.42
(c) Current Tax Asset (net)	16	183.36	428.74
(d) Other Current Assets	17	575.23	460.14
		20,320.76	17,093.24
Total Assets		57,483.02	52,629.64
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	18	2,182.21	2,182.21
(b) Other Equity	19	42,986.72	38,035.27
		45,168.93	40,217.48
Liabilities			
1. Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		–	–
(ii) Other Financial Liabilities	20	41.85	–
(b) Provisions	21	220.32	169.84
(c) Deferred Tax Liabilities (Net)	22	3,703.09	4,306.82
		3,965.26	4,476.66
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	3,143.12	2,068.06
(ii) Trade Payable	24		
Total outstanding dues of micro enterprises and small enterprises		87.92	201.67
Total outstanding dues of creditors other than micro enterprises and small enterprise		3,615.15	4,949.70
(iii) Other Financial Liabilities	25	597.26	562.61
(b) Other Current Liabilities	26	760.27	141.87
(c) Provisions	27	17.94	11.59
(d) Current Tax Liabilities (Net)	28	127.16	–
		8,348.82	7,935.49
Total Equity and Liabilities		57,483.02	52,629.64
Summary of Significant Accounting Policies	2-3		

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

For MRB & Associates
Chartered Accountants
FRN : 136306W

Manish R Bohra
Partner
Membership No. 058431
Place : Mumbai
Date : 15th May, 2021

For and on behalf of the Board of Directors

Suresh Bhageria
Chairperson
DIN: 00540285

Krunal Wala
Company Secretary
Membership No.42515
Place : Mumbai
Date : 15th May, 2021

Vinod Bhageria
Managing Director
DIN: 00540308

Rakesh Kachhadiya
Chief Financial Officer

Consolidated Statement of Profit and Loss

for the year ended 31 March, 2021

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
I Revenue			
Revenue from Operations	29	40,198.24	41,367.95
Other Income	30	446.50	559.92
Total Income		40,644.74	41,927.87
II Expenses			
Cost of materials consumed	31	18,954.03	23,703.26
Purchase of Stock-in-Trade	32	2,266.26	1,229.94
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	33	737.75	(538.14)
Employee Benefits Expenses	34	1,887.48	1,629.62
Finance Costs	35	105.61	167.63
Depreciation and Amortization Expenses	36	2,586.05	2,296.17
Other Expenses	37	6,000.37	5,584.78
Total Expenses		32,537.55	34,073.26
III Profit before tax (I- II)		8,107.20	7,854.62
IV Less: Tax Expense:			
Current Tax		2,442.91	1,980.00
Deferred Tax Charged / (Credited)	22	(601.91)	(706.81)
(Excess) / Short Provision for tax		-	-
Total Tax Expense		1,841.00	1,273.19
V Profit for the Year (III-IV)		6,266.19	6,581.42
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		(7.24)	(16.64)
Tax Effect on above		1.82	4.84
Other Comprehensive Income for the year, net of tax		(5.42)	(11.79)
VII Total Comprehensive Income for the year (V+VI)		6,260.77	6,569.63
VIII Profit/(Loss) for the period attributable to:			
- Owners of the Company		6,266.19	6,581.42
- Non Controlling Interest		-	-
IX Other Comprehensive Income/(Loss) for the period attributable to:			
- Owners of the Company		(5.42)	(11.79)
- Non Controlling Interest		-	-
X Total Comprehensive Income/(Loss) for the period attributable to:			
- Owners of the Company		6,260.77	6,569.63
- Non Controlling Interest		-	-
XI Earnings Per Equity Share (Face Value ₹5 Per Share):	38		
Basic and Diluted (₹)		14.36	15.08
Summary of Significant Accounting Policies	2-3		

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

For MRB & AssociatesChartered Accountants
FRN : 136306W**Manish R Bohra**Partner
Membership No. 058431

Place : Mumbai

Date : 15th May, 2021

For and on behalf of the Board of Directors**Suresh Bhageria**Chairperson
DIN: 00540285**Krunal Wala**Company Secretary
Membership No.42515

Place : Mumbai

Date : 15th May, 2021

Vinod BhageriaManaging Director
DIN: 00540308**Rakesh Kachhadiya**

Chief Financial Officer

Consolidated Statement of Changes in Equity

for the year ended 31 March, 2021

A : Equity Share Capital (Equity shares of ₹ 5 each issued, subscribed and fully paid)

(₹ in Lakhs)

Particulars	Note No.	No. of Shares	Amount
Balance as at April 1, 2019		2,18,22,090	1,091.10
Changes in equity share capital during the year 2019-20			
Add : Allotment of shares on account of Bonus Issue	18	2,18,22,090	1,091.10
Balance as at March 31, 2020		4,36,44,180	2,182.21
Changes in equity share capital during the year 2020-21			
Add : Allotment of shares on account of Bonus Issue		–	–
Balance as at March 31, 2021		4,36,44,180	2,182.21

B : Other Equity

(₹ in Lakhs)

Particulars	Note No.	Reserve and Surplus				Total Other Equity
		Capital Reserve	Securities Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2019		14,068.69	1,091.61	440.10	17,548.29	33,148.70
Total Comprehensive income for the year						
Profit for the year		–	–	–	6,581.42	6,581.42
Other Comprehensive Income		–	–	–	(11.79)	(11.79)
Less : Allotment of shares on account of Bonus		–	(1,091.10)	–	–	(1,091.10)
Interim Dividend (Including Corporate Dividend Tax)		–	–	–	–	–
Final Dividend (Including Corporate Dividend Tax)	19	–	–	–	(591.94)	(591.94)
Balance as at March 31, 2020		14,068.69	0.51	440.10	23,525.97	38,035.27
Total Comprehensive income for the year						
Profit for the year		–	–	–	6,266.19	6,266.19
Other Comprehensive Income		–	–	–	(5.42)	(5.42)
Less : Allotment of shares on account of Bonus		–	–	–	–	–
Final Dividend (Including Corporate Dividend Tax)		–	–	–	(1,309.33)	(1,309.33)
Balance as at March 31, 2021		14,068.69	0.51	440.10	28,477.42	42,986.72

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

For MRB & Associates

Chartered Accountants
FRN : 136306W

Manish R Bohra

Partner
Membership No. 058431

Place : Mumbai

Date : 15th May, 2021

For and on behalf of the Board of Directors

Suresh Bhageria

Chairperson
DIN: 00540285

Krunal Wala

Company Secretary
Membership No.42515

Place : Mumbai

Date : 15th May, 2021

Vinod Bhageria

Managing Director
DIN: 00540308

Rakesh Kachhadiya

Chief Financial Officer

Consolidated Cash Flow Statement

for the year ended 31 March, 2021

(₹ in Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A. Cash Flow from Operating Activities		
Net Profit Before Tax	8,107.20	7,854.62
Adjustments:		
Depreciation and Amortization on Property, Plant and Equipment	2,586.05	2,296.17
Loss/ (Profit) on Sale of property, plant and equipment (net)	(2.24)	(1.26)
Interest Income	(248.39)	(315.06)
Net (gains) / loss arising on financial assets measured at FVTPL	(39.79)	6.16
Profit on Sale of Current Investment	(5.95)	(15.58)
Finance Costs (Including Fair Value Change in Financial Instruments)	105.61	167.63
Operating cash flows before working capital changes	10,502.48	9,992.68
Adjustments for Changes in Working Capital		
Decrease/ (Increase) in Inventories	38.00	(1,931.39)
Decrease/ (Increase) in Trade receivables	(1,730.27)	(1,482.72)
Decrease/ (Increase) in Non-Current Financial Assets - Others	(24.18)	(25.52)
Decrease/ (Increase) in Financial Assets - Other	102.22	21.88
Decrease/ (Increase) in Other Current Assets	(115.09)	(136.57)
Increase/ (Decrease) in Trade Payables	(1,448.30)	1,208.50
Increase/ (Decrease) in Current Financial Liabilities - Other	(166.80)	133.90
Increase/ (Decrease) in Other Current Liabilities	618.40	(534.01)
Increase/ (Decrease) in Non Current Liabilities - Other Financial Liabilities	41.85	-
Increase/ (Decrease) in Provisions	49.59	43.77
Cash generated from operations	7,867.90	7,290.52
Income taxes paid (net of refund)	(2,070.37)	(1,415.04)
Net cash flow from operating activities (A)	5,797.53	5,875.48
B. Cash Flow from Investing Activities		
Purchase or Construction of Property, Plant and Equipment (including capital work-in-progress and capital advances)	(3,963.87)	(6,676.42)
Proceeds from/ (Investment in) fixed deposits (net)	(440.16)	891.00
Sale of Property, Plant and Equipment	22.94	1.69
(Investments in) / Proceeds from Current Investments (net)	(293.25)	957.58
Interest Received	248.39	315.06
Net cash flow from/ (used in) investing activities (B)	(4,425.96)	(4,511.09)
C. Cash Flow from Financing Activities		
Dividend (Including Corporate Dividend Tax)	(1,316.75)	(590.64)
Increase / (Decrease) in Current Borrowings	1,075.06	(281.41)
Finance Costs	(105.61)	(167.63)
Net cash flow from financing activities (C)	(347.30)	(1,039.68)
Net cash Increase/(decrease) in cash and cash equivalents (A+B+C)	1,024.27	324.71
Cash and cash equivalents at the beginning of the year	812.96	488.24
Cash and cash equivalents at the end of the year (Refer Note 12)	1,837.23	812.96
Net cash Increase/(decrease) in cash and cash equivalent	1,024.27	324.71

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

For MRB & AssociatesChartered Accountants
FRN : 136306W**Manish R Bohra**Partner
Membership No. 058431

Place : Mumbai

Date : 15th May, 2021

For and on behalf of the Board of Directors**Suresh Bhageria**Chairperson
DIN: 00540285**Krunal Wala**Company Secretary
Membership No.42515

Place : Mumbai

Date : 15th May, 2021

Vinod BhageriaManaging Director
DIN: 00540308**Rakesh Kachhadiya**

Chief Financial Officer

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 1: Group Overview

Bhageria Industries Limited (the "Company") is a public limited company domiciled in India having its registered office at 1002, 10th Floor, Topiwala Centre, Off. S.V. Road, Near Goregaon Railway Station, Goregaon (West), Mumbai – 400062. The company was incorporated on July 12, 1989 under the provision of the Companies Act, 1956.

The company has a subsidiary in the name of "Bhageria Exim Private Limited" together referred as the "Group" hereinafter.

The Group is engaged in manufacturing and trading of Dyes & Dyes Intermediate, generation and distribution of solar power and Engineering, Procurement & Commissioning/construction (EPC) contractor. The equity shares of the company are listed on the National Stock Exchange of India Limited and BSE Limited.

Note 2: Summary of Significant Accounting Policies

a) Statement of Compliance

The consolidated financial statements of the group have been prepared in accordance with Indian Accounting Standards ("Ind-AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act.

b) Basis of consolidation

The Group consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the company and its subsidiary Bhageria Exim Private Limited. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. The subsidiary company is consolidated from the date control commences until the date control ceases

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain/ loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Profit and loss and each component of OCI are attributed to

the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

c) Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis except for certain financial assets and financial liabilities (including financial instruments) which have been measured at fair value at the end of each reporting period as explained in the accounting policies stated below. The consolidated financial statements have been prepared on accrual and going concern basis.

d) Current versus non-current classification

The Group has classified all its assets and liabilities under current and non-current as required by Ind AS 1- Presentation of consolidated financial statements.

The asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is treated as current when:

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

All other liabilities are classified as non-current.

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

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

The operating cycle is the time between the acquisition of assets for processing and their realisations in cash and cash equivalents. The Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

The Group's functional currency is the Indian Rupee. These consolidated financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise stated.

e) Use of Estimates, Judgments and Assumptions

The preparation of the consolidated financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these consolidated financial statements have been disclosed in Note 3(i) below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

f) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment including excise duty collected which flows to the Group on its own account but excluding taxes or duties collected on behalf of the government.

Revenue from contracts with customers Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied i.e. when

control of the goods and service underlying the particular performance obligation is transferred to the customer.

The Group follows specific recognition criteria as described below before the revenue is recognized.

▪ Sale of goods

- Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer, usually on delivery of goods, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
- Revenue is measured at the fair value of the consideration received or receivable. The amount recognized as revenue is exclusive of Goods and Service Tax (GST), Value Added Taxes (VAT), and is net of discounts.

▪ Sale of solar power

- Sale is recognized when the power is delivered by the Company at the delivery point in conformity with the parameters and technical limits and fulfilment of other conditions specified in the Power Purchase Agreement. Sale of power is accounted for as per tariff specified in the Power Purchase Agreement.
- The sale of power is accounted for net of all local taxes and duties as may be leviable on sale of electricity for all electricity made available and sold to customers.

▪ Other Operating Revenue

- Other Operating revenue comprises of following items:
 - ★ Job work income
 - ★ Duty drawback and other export incentives
- Revenue from manufacturing charges is recognized on completion of contractual obligation of manufacturing and delivery of product manufactured.
- Revenue from export incentives are recognized upon adherence to the compliances as may

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

be prescribed with regard to export and / or realization of export proceeds as per foreign trade policy and its related guidelines.

- Revenue from sale of scrap is recognized on delivery of scrap items.

▪ Other Income

- Other income comprises of interest income, rent income, dividend from investment and profits on redemption of investments.
- Interest income from financial assets is recognized when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on time basis by reference to the principal outstanding and at the effective rate applicable, which is the rate exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- Dividend income from investment is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably).
- Profit on redemption of investment is recognized by upon exercise of power by the Group to redeem the investment held in any particular security / instrument (non-current as well as current investment).

g) Foreign Currency-Transactions and Balances

Items included in the consolidated Financial Statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('functional currency'). The Group's functional currency is Indian Rupee and accordingly, the consolidated financial statements are presented in Indian Rupee.

Transactions in foreign currencies are initially recorded by the Group in functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses

arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognized in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of that item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

h) Employee Benefits

▪ Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

▪ Other Long-term employee benefit obligations

The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service are presented as non-current employee benefits obligations. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Re-measurements as a

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

1
Corporate
Overview

2
Statutory
Reports

3
Financial
Statements

result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

The obligations are presented as current in the balance sheet, if the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting period, Regardless of when the actual settlement is expected to occur.

■ Post-employment obligations

The Group operates the following post-employment schemes:

- I. Defined benefit plans such as gratuity
- II. Defined contribution plans such as provident fund.

I. Defined benefit plan - Gratuity Obligations

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is actuarially determined using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have a terms approximating to the terms of the obligation. The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income in the year in which they arise and are not subsequently reclassified to Statement of Profit and Loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

II. Defined Contribution Plan

The Group pays provident fund contributions to publicly administered provident funds as per local regulatory authorities. The Group has no further obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

i) Tax Expenses

The tax expense for the period comprises current and deferred tax. Taxes are recognised in the statement of profit and loss, except to the extent that it relates to the items recognised in the comprehensive income or in Equity. In which case, the tax is also recognised in the comprehensive income or in Equity.

■ Current tax:

Current tax payable is calculated based on taxable profit for the year. Current tax is recognized based on the amount expected to be paid to or recovered from the tax authorities based on applicable tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in the tax return with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

■ Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Deferred tax liabilities are generally recognized for all taxable temporary timing difference. Deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted on the reporting date. Current and deferred tax for the year are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

▪ **Minimum Alternate Tax (MAT) Credit:**

MAT credit is recognized as asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period.

j) Property, Plant and Equipment

Land is carried at historical cost. All other items of property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repairs and maintenance costs are recognized as expense in the statement of profit and loss account as and when incurred.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work- in- Progress.

Cost of the assets less its residual value (estimated at 5% of the cost) is depreciated over its useful life. Depreciation is calculated on written down basis over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit and loss account.

The management believes that the estimated useful lives are realistic and reflects fair approximation of the period over which the assets are likely to be used. At each financial year end, management reviews the residual values, useful lives and method of depreciation of property, plant and equipment and values of the same are adjusted prospectively where needed.

k) Investment Properties

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Group, is classified as investment property.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

1

Corporate
Overview

2

Statutory
Reports

3

Financial
Statements

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated impairment loss, if any.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit and loss in the period of de-recognition.

l) Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

m) Impairment of Non-Financial Assets

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The

impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

n) Inventories

Inventories are valued at lower of cost (on First-In-First-Out) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the company has present obligation (legal or constructive) as a result of past event and it is probable that outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense related to a provision is presented in the statement of profit and loss net of any reimbursement/contribution towards provision made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liability:

Contingent liability is disclosed in the case;

- When there is a possible obligation which could arise from past event and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or;
- A present obligation that arises from past events but is not recognized as expense because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or;
- The amount of the obligation cannot be measured with sufficient reliability.

Contingent asset:

Contingent asset is disclosed in case a possible asset arises from past events and whose existence will be confirmed

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

p) Leases

As lessee

Initial measurement

Lease Liability: At the commencement date, a Group measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

Right-of-use assets: initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement

Lease Liability: Group measure the lease liability by

- (a) increasing the carrying amount to reflect interest on the lease liability;
- (b) reducing the carrying amount to reflect the lease payments made; and
- (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

Right-of-use assets: subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the under lying asset.

Impairment: Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the Group elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit

As a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

q) Financial Instruments

The Group recognizes financial assets and financial liabilities when it becomes party to the contractual provision of the instrument.

Part I - Financial Assets

Initial recognition and measurement

Financial assets are initially measured at its fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the concerned Financial assets, as appropriate, on initial recognition.

Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognized immediately in profit or loss. However, trade receivable that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in Three categories:

- Financial Assets at amortized cost
- Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)
- Financial Assets at FVTPL (Fair Value through Profit or Loss)
- **Financial Assets at amortized cost:**

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

A Financial Assets is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

- **Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income):**

A Financial Assets is classified as at the FVTOCI if following criteria are met:

The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Financial Assets at FVTPL (Fair Value through Profit or Loss):**

FVTPL is a residual category for financial instruments. Any financial instrument, which

does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss.

- **De-recognition:**

A financial asset is primarily derecognized when rights to receive cash flows from the asset have expired or the Group has transferred its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risk and reward of the ownership of the financial asset.

- **Impairment of financial assets:**

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss'(ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

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

For trade receivables, Group applies 'simplified approach', which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

determine impairment loss on the portfolio of trade receivables. At every reporting date, these historical default rates are reviewed and changes in the forward-looking estimates are analyzed.

For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'.

Part II - Financial Liabilities

Initial recognition and measurement

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

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

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by

Ind-AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

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

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortization process.

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

Financial guarantee contracts

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

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

▪ De-recognition:

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

▪ Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Part-III Fair Value Measurement:

The Group measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 - inputs that are unobservable for the Group asset or liability

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

r) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

s) Business Combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred;

- Liabilities incurred to the former owners of the acquired business;
- Equity interest issued by the group; and
- Fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- Consideration transferred;
- Amount of any non-controlling interest in the acquired entity; and

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

- Acquisition-date fair value of any previous equity interest in the acquired entity

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Business Combination involving entities or business under common control shall be accounted for using the pooling of interest method.

t) Cash Flow Statements:

Cash flows are reported using the indirect method, whereby net 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 flow from operating, investing and financing activities of Group is segregated.

u) Derivative Financial Instruments and Hedge Accounting

Initial recognition and subsequent measurement:

Group uses derivative financial instruments such as forward currency contracts to mitigate its foreign currency fluctuation risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at each reporting date. Gain or loss arising from changes in the fair value of heading instrument is recognized in the Statement of Profit or Loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

v) Earnings Per Share

Basic earnings/ (loss) per share are 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. The weighted average number of equity shares outstanding during the year is

adjusted for events, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources.

In case of a bonus issue, the number of ordinary shares outstanding is increased by number of shares issued as bonus shares in current year and comparative period presented as if the event had occurred at the beginning of the earliest year presented.

For the purpose of calculating diluted earnings/ (loss) 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 are adjusted for the effects of all dilutive potential equity shares.

w) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

x) Segment Reporting

The Group identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Note 3(i): Key Accounting Judgements, Estimates & Assumptions

The preparation of the Group consolidated financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

A. Income taxes and Deferred tax assets:

The Group's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. The management assumes that taxable profit will be available while recognizing the deferred tax assets.

B. Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life as prescribed in the Schedule II of the Companies Act, 2013 and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

C. Impairment of non-financial assets:

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where

the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

D. Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

E. Recognition and measurement of defined benefit obligation:

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at the end of the reporting period on the government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

F. Recognition and measurement of other provisions:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

G. Contingencies:

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

H. Allowances for uncollected trade receivable and advances:

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated amounts which are irrecoverable. Individual trade receivables are written off when management deems them not collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

Note 3(ii): Recent accounting developments

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2021.

MCA issued notifications dated 24th March, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial year starting 1st April, 2021.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 4 : Property, Plant and Equipment

Particulars	Leasehold Land	Freehold Land	Office & Residential Building	Godown	Factory Building	Boundary Wall	Safety & Lab Equipments	Plant & Machinery	E.T.P	Generator	Solar Power Plant	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Water Pond	Total	Capital Work-in Progress
																		(₹ in Lakhs)
Gross Carrying Amount as at April 1, 2019	8,077.16	899.16	110.23	6.06	2,092.98	386.87	9.48	2,251.60	771.26	0.52	19,809.54	307.68	171.40	38.85	40.45	-	34,972.94	1,509.49
Additions / Transfer	1,624.13	56.05	-	-	160.57	-	-	4,899.03	-	-	-	-	11.31	0.34	1.25	-	6,752.67	4,902.40
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	(6.96)	-	-	-	(6.96)	(4,614.79)
As at March 31, 2020	9,701.29	955.21	110.23	6.06	2,253.55	386.87	9.48	7,150.63	771.26	0.52	19,809.54	307.68	175.74	39.19	41.70	-	41,718.66	1,797.11
Additions / Transfer	-	33.57	248.88	-	-	17.58	4.30	13.08	956.04	-	110.64	4.10	39.83	2.09	8.78	22.69	1,461.58	4,077.43
Re-Classification of Assets*	-	(43.27)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(43.27)	-
Disposals	-	(20.40)	-	-	-	-	-	-	-	-	-	-	(8.02)	-	-	-	(28.42)	(1,364.29)
As at March 31, 2021	9,701.29	925.11	359.10	6.06	2,253.55	404.45	13.48	7,163.71	1,727.31	0.52	19,920.18	311.78	207.55	41.28	50.48	22.69	43,108.54	4,510.24
Accumulated depreciation as at April 1, 2019	3.38	-	0.93	4.62	350.40	53.35	6.93	1,336.84	531.92	0.52	3,942.80	133.69	73.45	28.50	37.60	-	6,504.95	-
Depreciation charged during the year	-	-	5.33	0.22	107.19	150.32	0.45	289.79	50.26	-	1,597.47	45.14	32.75	4.42	1.53	-	2,284.88	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	(6.53)	-	-	-	(6.53)	-
As at March 31, 2020	3.38	-	6.26	4.84	457.59	203.68	7.38	1,626.63	582.18	0.52	5,540.27	178.83	99.67	32.92	39.14	-	8,783.31	-
Depreciation charged during the year	-	-	5.63	0.19	105.22	84.46	1.14	820.71	129.75	-	1,359.62	33.43	26.26	2.76	3.58	1.92	2,574.69	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-	-	-	(7.73)	-	-	-	(7.73)	-
As at March 31, 2021	3.38	-	11.90	5.03	562.81	288.13	8.52	2,447.34	711.93	0.52	6,899.89	212.26	118.21	35.69	42.72	1.92	11,350.27	-
Net carrying amount as at March 31, 2021	9,697.91	925.11	347.20	1.03	1,690.74	116.32	4.96	4,716.37	1,015.37	0.00	13,020.29	99.52	89.35	5.60	7.76	20.77	31,758.29	4,510.24
Net carrying amount as at March 31, 2020	9,697.91	955.21	103.96	1.22	1,795.97	183.20	1.81	5,524.00	189.08	0.00	14,269.27	128.85	76.07	6.27	2.56	-	32,935.35	1,797.11

Notes :

1. No depreciation has been claimed on assets, to the extent of input credit claimed.
2. Refer Note 45 for disclosure of contractual commitment for acquisition of property, plant and equipment.
3. Refer Note 21 for information on property, plant and equipment hypothecated / mortgaged as security by the Company.
4. Capital work-in-progress mainly comprises addition / expansion projects in progress.
5. * Re-Classification to Investment Property.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 5 : Investment Property

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Gross Carrying Amount		
Opening gross carrying amount	271.48	257.87
Additions	43.27	13.61
Closing gross carrying amount	314.75	271.48
Accumulated Depreciation		
Opening accumulated depreciation	59.72	48.43
Depreciation charged for the year	11.36	11.28
Closing accumulated depreciation	71.08	59.72
Net carrying amount	243.67	211.76

Notes:

- The Investment Property consist of offices situated at Goregaon, Mumbai, Maharashtra and Land situated at Kombhalne, Ahmednagar, Maharashtra.
- Net revenue recognised in the statement of profit and loss for the above investment properties is Profit of ₹10.75 Lakhs (P.Y. Profit of ₹1.27 Lakhs) during the financial year ended March 31, 2021 and March 31, 2020 respectively
- Disclosure for Fair Value

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Investment Property	475.07	431.80

- Description of valuation techniques used and key inputs to valuation on investment properties.

The Group obtains independent valuations for its investment properties at reasonable interval. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Group considers information from a variety of sources including:

- Current prices in an active market for investment properties of different nature or recent prices of similar investment properties in less active markets, adjusted to reflect those differences.
- Discounted cash flow projections based on reliable estimates of future cash flows.
- Capitalised income projections based upon a estimated net market income from investment properties and a capitalisation rate derived from an analysis of market evidence.

The fair values of investment properties have been determined by reputed third party and independent valuers. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data. All resulting fair value estimates for investment properties are included in level 2.

- Investment Property pledged/ mortgaged as security :

Refer Note 23 for information on Investment Property hypothecated / mortgaged as security by the Company.

- The Company does not have any contractual obligations to purchase, construct or develop, for maintenance or enhancements of investment property.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 6 : Non-Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
- Quoted Equity Instruments		
Investments carried at fair value through profit or loss		
6,500 (March 31, 2020: 6,500) Equity Shares of Kisan Mouldings Limited of ₹ 10 each fully paid up	1.09	0.47
- Unquoted Equity Instruments		
Investments carried at fair value through profit or loss		
200 (March 31, 2020 : 200) Equity Shares of The Thane Janta Sahakari Bank Limited of ₹ 50 each fully paid up	1.05	0.94
Investments carried at Cost		
43,061 (March 31, 2020 : 43,061) Equity Shares of The Tarapur Environmental Protection Society of ₹ 100 each fully paid up	43.06	43.06
Total	45.19	44.47
Aggregate amount of quoted investments -At Cost	2.60	2.60
Aggregate amount of quoted investments -At Market Value	1.09	0.47
Aggregate amount of unquoted investments -At Cost	43.16	43.16
Aggregate amount of unquoted investments -At Market Value	44.11	44.00
Category-wise Non current investment		
Financial assets measured at fair value through profit & loss	2.13	1.41
Financial assets carried at amortised cost	43.06	43.06
Total	45.19	44.47

Note 7 : Non-Current Financial Assets - Other Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Carried at amortised cost		
Telephone Deposit	0.49	0.49
Electricity Deposit	176.83	170.95
Rent Deposit	4.72	6.42
Other Security Deposits	53.51	33.51
Fixed Deposit - For original maturity more than twelve month*	47.49	5.13
[*₹45.99 Lakhs (P.Y. ₹5.13 Lakhs) under lien against bank guarantee and loans from banks]		
Total	283.04	216.50

Note 8 : Other Non-Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Capital Advances	321.83	331.22
Total	321.83	331.22

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 9 : Inventories

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(Valued at the lower of Cost or Net Realisable Value)		
Raw Materials	3,187.92	2,385.16
Goods-in-transit /at port	98.81	139.08
Work-in-progress	305.97	171.98
Finished Goods	124.59	996.33
Power and Fuel	9.92	32.51
Stores and Spares	37.65	77.79
Total	3,764.85	3,802.85

Note : Inventories are valued considering provision for allowance for obsolescence, inventory carrying risk and delay in usage caused by the slow production pace due to lower off-take in the present situation. In addition to the historical pattern of inventory provision, the Group has considered the likelihood of reduction in sales price, customer orders on hand and margins, including subsequent cancellations, if any, nature and aging of inventories to reflect current and estimated future economic conditions also taking into account the possible effects due to COVID-19. This assessment is also considering the product demand, expected price trend and sales plan in respective industries.

Amounts of allowance for obsolescence recognized in the Consolidated Statement of Profit and Loss : Nil (March, 2020 Nil)

Note 10 : Current Financial Assets - Investments

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
- Quoted Mutual Fund Instruments		
Investments carried at fair value through profit or loss		
Nil unit (March 31, 2020: 0.70 unit) of Liquid fund of DSP Mutual Fund	–	0.01
30,000 (March 31, 2020: Nil) Equity Shares of Bandhan Bank Limited of ₹ 10 each fully paid up	101.67	–
2,00,000 (March 31, 2020: Nil) Equity Shares of CG Power and Industrial Solutions Limited of ₹ 2 each fully paid up	133.80	–
65,000 (March 31, 2020: Nil) Equity Shares of Gujarat State Fertilizers & Chemicals Limited of ₹ 2 each fully paid up	52.85	–
2,000 (March 31, 2020: Nil) Equity Shares of Housing Development Finance Corporation Limited of ₹ 2 each fully paid up	49.96	–
Total	338.28	0.01
Aggregate amount of quoted investments - At Cost	299.21	0.01
Aggregate amount of quoted investments - At Market Value	338.28	0.01

Note 11 : Current Financial Assets - Trade Receivables

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables	9,231.20	7,814.22
Receivables from related parties (refer note 47)	313.42	0.13
Less: Allowance for doubtful trade receivables	–	–
Total Receivables	9,544.63	7,814.35

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 11 : Current Financial Assets - Trade Receivables (Contd..)

Break-up of security details

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables -Secured, considered good	153.95	485.99
Trade receivables -Unsecured, considered good	9,390.68	7,328.36
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit Impaired	-	-
Less: Allowance for doubtful trade receivables	-	-
Total	9,544.63	7,814.35

Note : Trade receivables are valued considering provision for allowance using expected credit loss method. No Allowance for Doubtful debts is recognised in the Statement of P&L because there is no significant change in credit risk. There is no significant default in subsequent recoveries and no consequential default considering emerging situations due to COVID-19. This assessment is considering the nature of industries, impact immediately seen in the demand outlook of these industries and the financial strength of the customers in respect of whom amounts are receivable.

Note 12 : Current Financial Assets - Cash and Cash Equivalents

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Bank Balances		
- In current accounts	154.37	237.65
- In fixed deposits with maturity of less than 3 months	1,680.25	571.00
Cash in Hand	2.61	4.31
Total	1,837.23	812.96

Note 13 : Current Financial Assets - Other Bank Balances

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Fixed Deposits with maturity period of more than 3 months but less than 12 months (include accrued interest)*	352.62	77.80
Unpaid Dividend Accounts**	74.34	66.91
Total	426.96	144.71

*₹21.98 Lakhs (P.Y. ₹ 77.80 Lakhs) lien against bank guarantee and loan arrangements from Bank

** The amount is to be utilised towards settlement of respective unpaid dividends.

Note 14 : Current Financial Assets - Loans

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Advance Payment to Employees	26.79	29.06
Total	26.79	29.06

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 15 : Current Financial Assets - Other Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Duty Drawback Receivable	19.17	19.36
Incentive Licenses	0.47	103.12
Foreign Currency Forward Contracts Receivable	2.89	–
Fixed Deposits with maturity period of more than 12 months (include accrued interest) of original maturity but expected to mature within 12 months from balance sheet date*	3,280.91	3,157.94
Security Deposits	320.00	320.00
Total	3,623.44	3,600.42

*₹ 820.02 Lakhs (P.Y. ₹ 448.27 Lakhs) lien against bank guarantee and loan arrangements from Bank

Note 16 : Current Tax Assets (net)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
MAT Credit Entitlement	–	245.38
Income Tax Refund	183.36	147.28
Taxes Paid (incl. Tax Deducted at Source)	–	1,407.11
Less : Provision for Income Taxes	–	(1,371.03)
Total	183.36	428.74

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Accounting profit before tax from continuing operations	8,107.20	7,854.62
Parent Company Tax at income tax at the rate of 34.944% (March 31, 2020: 29.12%)	2,823.43	2,287.26
Subsidiary Company Tax at income tax at the rate of 25.168% (March 31, 2020: NA)	6.87	–
Tax effect of :		
Difference in Depreciation and Amortisation	5.07	27.86
Income exempt from tax/items not deductible	(392.46)	(335.11)
Income tax expense reported in the statement of Profit and Loss	2,442.91	1,980.00
Tax adjustment for earlier year	–	–
Deferred Tax Expense Reported in the statement of Profit and Loss	(601.91)	(706.81)
	1,841.00	1,273.19

The recently promulgated Taxation Laws (Amendment) Ordinance 2019 has inserted section 115BAA in the Income Tax Act, 1961 providing existing domestic companies with an option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The reduced tax rates come with the consequential surrender of specified deductions/ incentives. The option needs to be exercised within the prescribed time for filing the return of income under section 139(1) of the Income Tax Act, 1961 for assessment year (AY) 2020-21 or subsequent AYs. Once exercised such an option cannot be withdrawn for the same or subsequent AYs. The Company has not exercised this option and continues to pay tax as per the old regime. However, the subsidiary company has opted for this option and shall pay the tax as per the new regime.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 17 : Other Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advances other than Capital Advances:		
Advance Payment to Vendors	283.53	38.26
Balance with Government Authorities:		
- Cenvat Credit Receivables	104.29	19.17
- Vat Refund Receivables	42.14	77.14
- GST Refund Receivables	97.54	274.94
Prepaid Expenses	47.72	50.62
Total	575.23	460.14

Note 18 : Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised Capital		
5,00,00,000 (March 31, 2020: 5,00,00,000) Equity Shares of ₹ 5 each	2,500.00	2,500.00
Total	2,500.00	2,500.00
Issued, Subscribed and Paid up Capital		
4,36,44,180 (March 31, 2020: 4,36,44,180) Equity Shares of ₹ 5 each fully paid up	2,182.21	2,182.21
Total	2,182.21	2,182.21

(a) Terms / rights attached to:

Equity Shares

The Company has only one class of Equity Shares having par value of ₹5/- each. (p.y. equity shares of ₹5/-each). Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount to various stakeholders of the company.

Dividend

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year.

Equity Shares:

Particulars	Year ended 31st March, 2021		Year ended 31st March, 2020	
	Number of shares	Amount (₹ in Lakhs)	Number of shares	Amount (₹ in Lakhs)
Balance as at Beginning of the year	4,36,44,180	2,182.21	2,18,22,090	1,091.10
Add : Allotment of shares on account of Bonus*	—	—	2,18,22,090	1,091.10
Balance as at end of the year	4,36,44,180	2,182.21	4,36,44,180	2,182.21

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 18 : Equity Share Capital (Contd..)

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Shares held by	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	%	Number of Shares	%
Equity shares with voting rights				
Bhageria Trade Invest Pvt. Ltd.	65,10,530	14.92%	65,10,530	14.92%
Suresh Kumar Keshavdeo Bhageria	39,78,334	9.12%	39,52,694	9.06%
Akashdeep International Pvt. Ltd.	39,98,372	9.16%	39,68,372	9.09%
Deepak Vishwambharlal Bhageria	23,97,274	5.49%	23,97,274	5.49%

(d) Shares issued during the last five years for consideration other than cash

Particulars	Year (Aggregate No. of Shares)					
	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16
Equity Shares :						
Fully paid up pursuant to contract(s)	–	–	59,42,530	–	–	–
Fully paid up by way of bonus shares	–	2,18,22,090	–	–	–	–
Shares bought back	–	–	–	–	–	–

Note 19 : Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Securities Premium	0.51	0.51
(ii) Capital Reserve	14,068.69	14,068.69
(iii) General Reserve	440.10	440.10
(iv) Retained Earnings	28,477.42	23,525.97
Total	42,986.72	38,035.27

(i) Securities Premium :

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	0.51	1,091.61
Less: Amount utilised during the year on account bonus shares	–	(1,091.10)
Balance as at end of the year	0.51	0.51

Note : * Company has allotted 2,18,22,090 equity shares of face value of ₹ 5/- each as bonus shares in the proportion of 1 (One) equity share for every 1 (One) existing equity share held, to those Members whose names appear in the Register of Members of the Company as on 18 July, 2019 ("Record Date").

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 19 : Other Equity (Contd..)

(ii) Capital Reserve:

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	14,068.69	14,068.69
Add : Additions during the year	–	–
Balance as at end of the year	14,068.69	14,068.69

(iii) General Reserve:

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	440.10	440.10
Less: Utilised during the year	–	–
Balance as at end of the year	440.10	440.10

(iv) Retained Earnings:

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance as at beginning of the year	23,525.97	17,548.29
Add: Profit for the year	6,266.19	6,581.42
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings		
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(5.42)	(11.79)
Less: Utilised for Final Dividend (Including Corporate Dividend Tax)	(1,309.33)	(591.94)
Balance as at end of the year	28,477.42	23,525.97

NATURE AND PURPOSE OF RESERVES

- Capital Reserve : Capital Reserve is utilised in accordance with provision of the Act.
- Security Premium : Security Premium is used to record the premium on issue of shares. This reserve is utilised in accordance with the provision of the Act.
- General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provision of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.
- Retained Earnings : Retained earnings are the profit that the Group has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.

Note 20 : Non Current Liabilities - Other Financial Liabilities

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Unearned Income	41.85	–
Total	41.85	–

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 21 : Non-Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Employee Benefits:		
Provision for Gratuity	220.32	169.84
Total	220.32	169.84

Note 22 : Deferred Tax Liabilities (Net)

The major components of deferred tax Liabilities/ (Assets) as recognized in the financial statements are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Tax Liabilities/ (Assets) arising on account of timing differences in:		
Property, Plant and Equipment - Depreciation	3,765.24	4,358.23
Gratuity	(59.97)	(51.11)
Unearned Revenue	(10.99)	–
Changes in Fair Value of Investment	8.81	(0.30)
Deferred Tax Liabilities (net)	3703.09	4,306.82

Movement in Deferred Tax Liabilities/ (Assets)

(₹ in Lakhs)

Particular	Depreciation	Gratuity	Changes in Fair Value of Investment	Unearned Revenue	Total
As at March 31, 2019	5,059.00	(42.29)	1.76	–	5,018.47
Charged/ (Credited):					
To Profit or Loss	(700.77)	(3.97)	(2.06)	–	(706.81)
To Other Comprehensive Income	–	(4.84)	–	–	(4.84)
As at March 31, 2020	4,358.23	(51.11)	(0.30)	–	4,306.82
Charged/ (Credited):					
To Profit or Loss	(592.99)	(7.04)	9.11	(10.99)	(601.91)
To Other Comprehensive Income	–	(1.82)	–	–	(1.82)
As at March 31, 2021	3,765.24	(59.97)	8.81	(10.99)	3703.09

Note 23 : Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Secured Loans (Repayable on demand)		
Working Capital Loans from Banks	2,090.60	1,798.32
Buyer's Credit from Bank	1,052.52	269.74
Total	3,143.12	2,068.06

Note:

These working capital facilities are secured against the following charge on various assets of the Company :

1. Primary : Hypothecation charge on the entire current assets of the Company, both present & future.
2. Collateral : Extension of mortgage charge on factory land and building situated at Plot No. 6310, Phase IV, GIDC, Vapi, Gujarat and Office premises situated at A1/101, Virwani Industrial Estate, Goregaon (E), Mumbai - 400063 and Fixed Deposits owned by the Company.
3. Personal Guarantees of some of the Directors of the company.
4. The Loan carries floating rate of Interest and present rate of Interest 6.20% p.a.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 24 : Current Financial Liabilities - Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Payable		
Total outstanding dues of micro enterprises and small enterprises	87.92	201.67
Total outstanding dues of creditors other than micro enterprises and small enterprise		
(i) Related party (Refer Note 48)	–	0.43
(ii) Others	3,615.15	4,949.27
Total	3,703.07	5,151.37

Note :

- The Micro and Small Enterprises have been identified on the basis of information available with the Group.

Details of dues to such parties are given below:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
The principal amount remaining unpaid as at the end of the year	87.92	201.67
The amount of interest accrued and remaining unpaid at the end of the year	–	–
Amount of interest paid by the Company in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year.	–	–
Amount of interest due and payable for the period of delay in making payment without the interest specified under the (MSMED Act 2006).	–	–
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006).	–	–

Note 25 : Current Financial Liabilities - Others

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Accrued	2.13	5.53
Foreign Currency Forward Contracts Payable	–	59.14
Unpaid Dividend	74.34	66.91
Liabilities for Acquisition of Property, Plant and Equipment	464.08	262.62
Current Unearned Income	1.80	–
Employee Related Liabilities	54.91	168.40
Total	597.26	562.61

Note 26 : Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory Tax Payable (Including Provident Fund, Tax Deducted at Source and other indirect taxes)	288.80	36.30
Advances from Customers	436.32	–
Other Liabilities	35.16	105.56
Total	760.27	141.87

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 27 : Current Provisions:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Employee benefits:		
Provision for Gratuity	17.94	11.59
Total	17.94	11.59

Note 28 : Current Tax Liabilities (Net):

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Income Tax	2,197.53	–
Less: Income Tax Assets	(2,070.37)	–
Total	127.16	–

Note 29 : Revenue from Operations

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Sale of Products	36,823.34	37,774.98
Value of Services	144.67	–
Revenue from Sale of Solar Electricity	2,992.77	3,067.16
Other Operating Revenue:		
Job work Income	108.32	206.67
Duty drawback and other export incentives	124.56	312.86
Other Revenue	4.60	6.28
Total	40,198.24	41,367.95

Note 30 : Other Income

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest income earned on financial assets that are not designated as at fair value through profit or loss		
From Bank deposits (at amortised cost)	248.39	315.06
From Others (at amortised cost)	–	23.33
Other gains or losses:		
Net gains / (loss) arising on financial assets measured at FVTPL	39.79	(6.16)
Profit on Sale of Current Investment	5.95	15.58
Profit on Sale of Fixed Assets	2.24	1.26
Other non-operating income		
Rental Income	23.74	14.66
Foreign Exchange Gain (Net)	111.41	179.90
Miscellaneous Income	14.97	16.31
Total	446.50	559.92

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 31 : Cost of Materials

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Opening Stock	2,524.24	1,122.53
Add: Purchases	19,716.52	25,104.97
Less: Closing Stock	3,286.73	2,524.24
Total	18,954.03	23,703.26

Note 32 : Purchase of Stock in Trade

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Traded goods	2,266.26	1,229.94
Total	2,266.26	1,229.94

Note 33 : Change in Inventories of finished goods, work-in-process and stock in trade

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Inventories at the end of the year :		
Finished Goods	124.59	996.33
Work-in-process	305.97	171.98
	430.56	1,168.31
Inventories at the beginning of the year :		
Finished Goods	996.33	305.45
Work-in-process	171.98	324.72
	1,168.31	630.17
Total	737.75	(538.14)

Note 34 : Employee Benefits Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Salaries, Wages and Bonus	1,734.06	1,503.30
Contributions to Provident and Other Funds	31.80	32.67
Gratuity Expenses	57.98	44.60
Staff Welfare Expenses	63.64	49.05
Total	1,887.48	1,629.62

Note 35 : Finance Costs

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest on Borrowings from Banks	81.76	128.03
Bank Charges and Commission	23.85	39.60
Total	105.61	167.63

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 36 : Depreciation and Amortisation Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Depreciation on property, plant and equipment	2,574.69	2,284.88
Depreciation on investment property	11.36	11.28
Total	2,586.05	2,296.17

Note 37 : Other Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Manufacturing Expenses		
Job Work and Labour Charges	864.61	774.54
Repairs and Maintenance - Machinery	205.51	179.15
Repairs and Maintenance - Buildings	–	3.13
Power, Fuel and Water Charges	2,048.80	2,371.72
Stores & Spares	544.84	403.01
Lab Expenses	86.94	80.16
Factory Expenses	13.31	27.20
Effluent Treatment Charges	76.14	80.38
(A)	3,840.14	3,919.29
Selling & Distribution Expenses		
Commission	15.41	27.40
Freight and Forwarding	958.15	707.98
Business Promotion	3.98	29.35
Loading and Unloading Charges	9.40	10.31
(B)	986.95	775.04
Establishment Expenses		
Contribution towards CSR	166.81	184.29
Legal and professional Charges	76.30	114.03
Donations and contributions	160.86	62.40
Solar Operating Expenses	317.43	156.88
Project Operating Expenses	121.85	–
Rent, Rates and Taxes	69.10	79.67
Miscellaneous Expenses	18.80	25.11
Travelling and Conveyance	33.40	87.05
Indirect Tax Expenses	71.74	57.91
Insurance Expenses	69.22	50.26
Vehicle Expenses	22.28	23.70
Repairs and Maintenance - Others	5.44	4.58
Printing and Stationery	6.29	6.37
Communication	10.67	7.74
Membership Fees	0.29	0.74
Director Sitting Fees	11.00	12.00
RTA Charges	2.82	4.60
Repairs and maintenance - Computer	4.41	3.73
Other Share Charges	0.55	–
Postage & Courier Expense	4.02	9.41
(C)	1,173.28	890.45
Total (A+B+C)	6,000.37	5,584.78

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

37 (a) Payments to the auditors

(₹ in Lakhs)		
Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Payments to the auditors comprises (net of input tax credit, where applicable)(incl. in Legal and Professional Charges)		
Payments to Statutory Audit		
i) Audit Fees	6.00	6.00
ii) Other Services	–	–
Payments to Cost Audit		
i) Audit Fees	0.90	0.90
Total	6.90	6.90

Note 38 : Earnings Per Equity Share

(₹ in Lakhs)		
Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Net Profit attributable to Equity Shareholders (₹ in Lakhs)	6,266.19	6,581.42
Weighted Average Number of Equity Shares	4,36,44,180	4,36,44,180
Basic and Diluted Earnings Per Share (₹)	14.36	15.08
Face value per Share (₹)	5.00	5.00

Note 39 : Financial Assets and Financial Liabilities at Amortised Cost Method

The carrying value of the following financial assets recognised at amortised cost:

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Non-Current Financial Assets		
Investments	43.06	43.06
Other Financial Assets	283.04	216.50
Current Financial Assets		
Trade receivables	9,544.63	7,814.35
Cash and Cash Equivalents	1,837.23	812.96
Other bank balances	426.96	144.71
Loans	26.79	29.06
Other Financial Assets	3,620.55	3,600.42
Total	15,782.26	12,661.06

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 39 : Financial Assets and Financial Liabilities at Amortised Cost Method (Contd..)

The carrying value of the following financial liabilities recognised at amortised cost:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-Current Financial Liabilities		
Borrowings	–	–
Other Financial Liabilities	41.85	–
Current Financial Liabilities		
Borrowings	3,143.12	2,068.06
Trade Payable	3,703.07	5,151.37
Other Financial Liabilities	597.26	503.46
Total	7,485.30	7,722.89

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

Note 40 : Financial Assets and Financial Liabilities at Fair Value Through Profit or Loss

The carrying value of the following financial assets recognised at fair value through profit or loss:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non- Current Financial Assets		
Investments	2.13	1.41
Current Financial Assets		
Investments	338.28	0.01
Other Financial Assets	2.89	–
Total	343.30	1.41

The carrying value of the following financial liabilities recognised at fair value through profit or loss:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Financial Liabilities		
Other Financial Liabilities	–	59.14
Total	–	59.14

Fair Value Hierarchy :

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets and Liabilities measured at fair value 31st March 2021				
Measured at fair value through profit or loss				
Financial Assets				
Investments	339.36	1.05	–	340.41
Foreign Currency Forward Contracts Receivable	–	2.89	–	2.89
Financial Liabilities				
Foreign Currency Forward Contracts Payable	–	–	–	–

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 40 : Financial Assets and Financial Liabilities at Fair Value Through Profit or Loss (Contd..)

(₹ in Lakhs)				
Particulars	Level 1	Level 2	Level 3	Total
Financial Assets and Liabilities measured at fair value 31st March 2020				
Measured at fair value through profit or loss				
Financial Assets				
Investments	0.48	0.94	–	1.41
Financial Liabilities				
Foreign Currency Forward Contracts Payable	–	59.14	–	59.14

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, borrowings, trade payables and other financial liabilities at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

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

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

Valuation technique used to determine fair value:

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the Balance Sheet date
- The fair value of investments in Mutual Fund Units is based on Net Asset Value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet Date. NAV represents the price at which the issuer will issue further units of Mutual Fund and the price at which issuers will redeem such units from investors

Note 41 : Financial Risk Management Objectives and Policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations directly or indirectly. The Group's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 41 : Financial Risk Management Objectives and Policies (Contd..)

The Group is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost.	Ageing analysis and Credit ratings	Diversification of bank deposits and credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk - Interest rate	Borrowings at variable rates		Not used any Interest rate derivatives.
Market Risk - Price risk	Equity Instruments	Sensitivity analysis	Group maintains its portfolio in accordance with the framework set by the Risk Management policies.
Market Risk - Foreign exchange risk	Export, Import and Borrowings		Forward contracts and Currency options

Credit Risk :

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

Trade receivables

Customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

On account of adoption of Ind-AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group does not expect any credit risk on account of trade receivables.

Financial instruments and cash deposits

Credit risk from balances/investments with banks and financial institutions is managed in accordance with the Group's treasury risk management policy. Investments of surplus funds are made only with approved counterparties and within limits assigned to each counterparty. The limits are assigned based on corpus of investable surplus and corpus of the investment avenue. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity Risk :

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Treasury Risk Management Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Group manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. The Group invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 41 : Financial Risk Management Objectives and Policies (Contd..)

The table below provides details regarding the maturities of significant financial liabilities as at March 31, 2021 and March 31, 2020: (₹ in Lakhs)

Particulars	Carrying amount	Less than 12 Months	More than 12 Months	Total
Year ended March 31, 2021				
Secured Loans	3,143.12	3,143.12	–	3,143.12
Trade Payables	3,703.07	3,703.07	–	3,703.07
Interest Accrued	2.13	2.13	–	2.13
Liabilities for Acquisition of Property, Plant and Equipment	464.08	464.08	–	464.08
Others Liabilities	891.32	891.32	–	891.32
Year ended March 31, 2020				
Secured Loans	2,068.06	2,068.06	–	2,068.06
Trade Payables	5,151.37	5,151.37	–	5,151.37
Interest Accrued	5.53	5.53	–	5.53
Liabilities for Acquisition of Property, Plant and Equipment	262.62	262.62	–	262.62
Others Liabilities	436.32	436.32	–	436.32

Market Risk :

Market risk comprises three types of risk: price risk, interest rate risk and currency risk. The risks may affect income and expenses, or the value of its financial instruments of the Group. The objective of the Management of the Group for market risk is to maintain this risk within acceptable parameters, while optimising returns. The Group exposure to, and the Management of, these risks is explained below:

Security Price risk

Equity price risk is related to the change in market price of the investments in quoted equity securities.

The Group's exposure to securities price risk arises from investments held by the Group and classified in the Balance Sheet at fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

Sensitivity (+/-5%)

Particulars	Investment in Quoted Securities			
	31st March 2021		31st March 2020	
Movement in Rate	5%	-5%	5%	-5%
Impact on Profit or (Loss)	17.02	(17.02)	0.07	(0.07)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since, the Group has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is very low. The Group has not used any interest rate derivatives.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 41 : Financial Risk Management Objectives and Policies (Contd..)

Interest rate sensitivity

No sensitivity analysis is prepared as the Group does not expect any material effect on the Group's results arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the reporting period.

Foreign Exchange Risk

Foreign exchange risk arises on future commercial transactions and on all recognised monetary assets and liabilities, which are denominated in a currency other than the functional currency of the Group. The Group's management has set policy wherein exposure is identified, benchmark is set and monitored closely, and accordingly suitable hedges are undertaken. Policy also includes mandatory initial hedging requirements for exposure above a threshold.

The Group's foreign currency exposure arises mainly from foreign exchange imports, exports and foreign currency borrowings, primarily with respect to USD.

As at the end of the reporting period, the carrying amounts of the group's foreign currency denominated monetary assets and liabilities in respect of the primary foreign currency i.e. USD and derivative to hedge the exposure, are as follows:

Particulars	(USD in Lakhs)	
	March 31, 2021	March 31, 2020
USD exposure		
Assets	18.49	28.05
Liabilities	36.77	21.51
Net	(18.28)	6.54
Derivatives to hedge USD exposure		
Forward contracts (USD)	14.28	23.75
Option contracts- (USD)	–	–
Total Hedge USD	14.28	23.75
Net exposure	(4.00)	30.29

The Group's exposure to foreign currency changes for all other currencies is not material.

Foreign currency sensitivity analysis

The following table demonstrate the sensitivity to a reasonable possible change in USD exchange rate, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities and derivatives is as follows:

If ₹ had (strengthened) / weakened against USD by 2%

Particulars	(₹ in Lakhs)	
	Profit or (Loss)	
	Strengthening	Weakening
As At 31st March, 2021	5.88	(5.88)
As At 31st March, 2020	(45.67)	45.67

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 42 : Capital Management

For the purpose of the Group's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the value of the share and to reduce the cost of capital.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group can adjust the dividend payment to shareholders, issue new shares, etc. The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

(₹ in Lakhs)		
Particulars	March 31, 2021	March 31, 2020
A) Net Debt		
Borrowings (Current and Non-Current)	3,145.25	2,073.59
Cash and Marketable Securities	(2,529.21)	(891.23)
Net Debt (A)	616.04	1,182.36
B) Equity		
Equity Share Capital	2,182.21	2,182.21
Other Equity	42,986.72	38,035.27
Total Equity (B)	45,168.93	40,217.48
Net Gearing Ratio (Net Debt / Capital) i.e. (A / B)	0.01	0.03

Note 43 : Dividend on Equity Shares

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
(i) Dividends recognised and paid during the reporting period		
Final Dividend paid for the year ended 31st March, 2020 of ₹ 3.00 (31st March, 2019 - ₹ 1.125) per fully paid share	1,309.33	491.00
DDT on Final Dividend	–	100.93
(ii) Dividends not recognised at the end of the reporting period		
Final Dividend recommended by the board of directors for the year ended 31st March, 2021 ₹ 3.50 per fully paid equity share (31st March, 2020: ₹ 3.00 per share) subject to approval of shareholders in the ensuing annual general meeting.	1,527.55	1,309.33

Note 44 : Contingent Liabilities not Provided for

(₹ in Lakhs)		
Particulars	As at March 31, 2021	As at March 31, 2020
Disputed Liabilities in respect of Sales Tax	52.18	8.81
Bank Guarantee given by Bank on behalf of the Company	206.86	60.98
Disputed Custom Liabilities	33.29	33.29
Total	292.33	103.08

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 45 : Capital Commitments

Capital expenditure contracted for at the end of the reporting period, but not recognised as liabilities, is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Estimated value of Contracts in respect of Property, Plants and Equipments remaining to be Executed (Net of Capital Advances)	398.71	378.50
Total	398.71	378.50

Note 46 : Segment Information

Information about Primary Business Segment

The Group has identified business segments as its primary segment and geographic segments as its secondary segment. The Group is mainly engaged in Dyes, Dyes Intermediates and Basic Chemicals and Generation and Distribution of Solar Power during the year, consequently the Group have separate reportable business segment for the year ended March 31, 2021.

Information about Secondary Geographical Segment

The Group is engaged in providing services to customers located in India and outside India, consequently the Group have separate reportable geographical segment for the year ended March 31, 2021. i.e. Domestic and Export.

(a) Primary Segment

(₹ in Lakhs)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
1. Segment Revenue (net of taxes)		
(a) Segment - A (Chemical)	36,924.74	37,313.79
(b) Segment - B (Solar Power)	2,994.12	3,067.16
(c) Segment - C (Others)	279.39	987.00
Less: Inter Segment Revenue	—	—
Net Sales / Income from Operations	40,198.24	41,367.95
2. Segment Results Profit/(Loss) (before tax and interest from each segment)		
(a) Segment - A (Chemical)	8,034.80	7,550.08
(b) Segment - B (Solar Power)	1,113.16	1,138.04
(c) Segment - C (Others)	31.57	203.01
Less: Interest	105.61	167.63
Add: Other Un-allocable Income (net off)	(966.72)	(868.88)
Total Profit Before Tax	8,107.20	7,854.62
3. Assets		
(a) Segment - A (Chemical)	39,563.77	34,893.47
(b) Segment - B (Solar Power)	16,357.86	16,788.67
(c) Segment - C (Others)	556.30	52.29
(d) Unallocated	1,005.09	895.21
Total Assets	57,483.02	52,629.64
4. Liabilities		
(a) Segment - A (Chemical)	6,897.17	7,794.15
(b) Segment - B (Solar Power)	146.13	80.51
(c) Segment - C (Others)	926.45	127.99
(d) Unallocated	4,344.34	4,409.50
Total Liabilities	12,314.09	12,412.16

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 46 : Segment Information (Contd..)

(b) Secondary Segment

Particulars	(₹ in Lakhs)	
	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Revenue from Domestic Sales	32,762.51	31,010.36
Revenue from Exports	7,435.74	10,357.59
Total	40,198.24	41,367.95

Note 47 : Employee Benefits

The Group has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

- Employers' Contribution to Provident Fund and Employee's Pension Scheme
- Employers' Contribution to Employee's State Insurance

During the year, the Group has incurred and recognised the following amounts in the Statement of Profit and Loss:

Particulars	(₹ in Lakhs)	
	Year ended 31 March, 2021	Year ended 31 March, 2020
Employers' Contribution to Provident Fund and Employee's Pension Scheme	23.15	22.69
Employers' Contribution to Employee's State Insurance	8.65	9.98
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 34)	31.80	32.67

II. Defined Benefit Plan

Gratuity Fund

Particulars	(₹ in Lakhs)	
	Year ended 31 March, 2021 (% p.a.)	Year ended 31 March, 2020 (% p.a.)
a. Major Assumptions		
Discount Rate	7.05%	6.74%
Salary Escalation Rate @ @ The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.	5.00%	For First Year : 0% Thereafter : 5%
Employee Turnover	2.00%	2.00%
b. Change in Present Value of Obligation		
Present Value of Obligation as at the beginning of the year	215.74	158.68
Current Service Cost	44.64	34.18
Past Service Cost	—	—
Interest Cost	15.65	13.34
Benefit paid	(17.15)	(6.75)
Total Actuarial (Gain)/ Loss on Obligations	7.07	16.30
a. Effect of Change in Financial Assumptions	(7.33)	(9.69)
b. Effect of Change in Demographic Assumptions	—	—

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 47 : Employee Benefits (Contd..)

Particulars	(₹ in Lakhs)	
	Year ended 31 March, 2021 (% p.a.)	Year ended 31 March, 2020 (% p.a.)
c. Experience (Gains)/ Losses	14.39	25.99
Due to Acquisition/Business Combination/Divestiture	–	–
Present Value of Obligation as at the end of the year	265.96	215.74
c. Change in Fair value of Plan Assets during the Period		
Fair value of Plan Assets, Beginning of Period	34.31	37.67
Interest Income Plan Assets	2.31	2.92
Actual Company Contributions	–	–
Actuarial Gains/(Losses)	(0.18)	(0.34)
Benefits Paid	(8.76)	(5.93)
Acquisition/Business Combination/Divestiture	–	–
Fair value of Plan Assets, End of Period	27.69	34.31
d. Net (assets) / liability recognized in the balance sheet and the Fair Value of Assets		
Present Value of Obligation at the end of the year	265.96	215.74
Fair Value of Plan Assets at the end of the year	27.69	34.31
Net (assets) / liability recognized in the balance sheet	238.26	181.43
Net liability - current (refer note 21)	17.94	11.59
Net liability - non current (refer note 27)	220.32	169.84
e. Expenses Recognised in the Statement of Profit and Loss		
Current Service Cost	44.64	34.18
Net Interest Cost / (Income)	13.34	10.42
Past Service Cost	–	–
Total expenses recognised in the Statement of Profit and Loss	57.98	44.60
f. Expense Recognised in the Statement of Other Comprehensive Income		
Amount recognized in OCI, Beginning of Period	46.48	29.85
Remeasurements due to :		
Effect of Change in financial assumptions*	(7.33)	(9.69)
Effect of Change in demographic assumptions	–	–
Effect of experience adjustments	14.39	25.99
Return on plan assets (excluding interest)	0.18	0.34
Amount recognized in OCI, Current Year	7.24	16.64
Amount recognized in OCI, End of Period	53.73	46.48
*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience.		
g. Maturity profile of defined benefit obligation		
With in 1 year	18.57	11.98
1-2 year	46.94	9.61
2-3 year	22.72	42.89
3-4 year	9.10	21.80
4-5 year	18.34	7.04
Above 5 years	139.94	112.99
h. Sensitivity Analysis for significant assumption is as below		
Defined Benefit Obligation - Discount Rate + 100 basis points	(19.86)	(16.11)
Defined Benefit Obligation - Discount Rate - 100 basis points	23.20	18.82
Defined Benefit Obligation - Salary Escalation Rate + 100 basis points	20.39	16.54
Defined Benefit Obligation - Salary Escalation Rate - 100 basis points	(16.90)	(13.71)

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 48 : Related Party Disclosure

i) Relationship

Description of relationship	Names of Related Parties
Directors & Key Management Personnel :	Mr. Suresh Bhageria (Chairman)
	Mr. Vikas Bhageria (Joint Managing Director)
	Mr. Vinod Bhageria (Managing Director)
	Ms. Chandraprabha Bhageria (Whole Time Director)*
	Mr. S.P. Tulsian (Independent Non-Executive Director)
	Mr. Surendra Shriram Gupta (Independent Non-Executive Director)
	Mr. Mukund M. Chitale (Independent Non-Executive Director)
	Mr. Ganapati Dadasaheb Yadav (Independent Non-Executive Director)
	Mr. Sandeep Kumar Singh (Independent Non-Executive Director)**
	Mr. Omprakash Anandilal Bubna (Independent Non-Executive Director)***
	Mrs. Ameya Jadhav (Independent Non-Executive Director)****
	Mr. Rakesh L Kachhadiya (Chief Financial Officer)
	Mr. Ketan Gaur (Company Secretary) *****
	Mr. Krunal Wala (Company Secretary)*****
Enterprises in which Key Management personnel and relatives of Key Management personnel have significant influence :	M/s Akashdeep International Private Limited
	Smt. Ratnadevi Bhageria Charitable Trust
Close family members of Key Management Personnel :	
Daughter of Mr. Suresh Bhageria	Mrs. Vanita Saraf

Notes:

- 1) The list of related parties above has been limited to entities with which transactions have taken place.
- 2) Related party transactions have been disclosed till the time the relationship existed.
- 3) Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis.
- 4) * Ms. Chandraprabha Bhageria, Whole Time Director resigned from the Company on 2nd July, 2020.
- 5) ** Mr. Sandeep Kumar Singh, Independent Non-Executive Director resigned from the Company on 2nd July, 2020.
- 6) *** Mr. Omprakash Anandilal Bubna, Independent Non-Executive Director resigned from the Company on 1st July, 2020.
- 7) **** Mrs. Ameya Jadhav, Independent Non-Executive Director appointed from the Company on 1st April, 2020.
- 8) ***** Mr. Ketan Gaur, Company Secretary resigned from the Company on 27th January, 2021.
- 9) ***** Mr. Krunal Wala, Company Secretary appointed from the Company on 28th January, 2021.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 48 : Related Party Disclosure (Contd..)

ii) Transaction with Related Parties during the year

(₹ in Lakhs)

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
KMP Remuneration and Salary ^		
Mr. Suresh Bhageria	192.00	140.00
Mr. Vikas Bhageria	184.80	120.00
Mr. Vinod Bhageria	10.50	10.53
Ms. Chandraprabha Bhageria	20.36	45.00
Mr. Rakesh L Kachhadiya	10.52	9.52
Mr. Ketan Gaur (Upto 27th January, 2021)	5.44	4.92
Mr. Krunal Wala (w.e.f 28th January, 2021)	2.00	–
	425.63	329.97
Sitting Fees		
Mr. O. P. Bubna	0.50	2.00
Mr. S. P. Tulsian	2.00	2.00
Mr. Surendra Shriram Gupta	2.00	2.00
Mr. P. S. Dalvi	–	1.50
Mr. Sandeep Singh	0.50	2.00
Mr. Mukund Manohar Chitale	2.00	2.00
Mr. Ganapati Dadasaheb Yadav	2.00	0.50
Mrs. Ameya Prakash Jadhav	2.00	–
	11.00	12.00
Salary to Relatives		
Mrs. Vanita Saraf	12.90	25.80
	12.90	25.80
Sale of Goods		
M/s. Akashdeep International Private Limited	265.41	0.13
	265.41	0.13
Professional Fees		
Mr. Surendra Shriram Gupta	–	0.25
	–	0.25
Purchase of Investments		
Payment to Vikas Bhageria for acquisition of shares in Bhageria Exim Private Limited	0.50	–
	0.50	–
Purchases of Goods		
M/s. Akashdeep International Private Limited	4.43	–
	4.43	–
Rent Expenses		
Mr. Suresh Bhageria	1.13	2.26
Mrs. Vanita Saraf	0.44	0.88
Mrs. Chandraprabha Bhageria	0.57	1.14
M/s. Akashdeep International Private Limited	0.44	0.88
	2.57	5.15
Donations and CSR Expenses		
Smt. Ratnadevi Bhageria Charitable Trust	24.50	13.25
	24.50	13.25

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 48 : Related Party Disclosure (Contd..)

iii) Balance with Related Parties :

(₹ in Lakhs)		
Particulars	Balances as at 31 March, 2021	Balances as at 31 March, 2020
Receivables		
M/s. Akashdeep International Private Limited	313.42	0.13
	313.42	0.13
Remuneration / Salary / Other Payable		
Mr. Suresh Bhageria	28.67	2.94
Mr. Vikas Bhageria	22.88	4.00
Mr. Vinod Bhageria	–	0.78
Ms. Chandraprabha Bhageria	–	1.20
Mr. Rakesh L Kachhadiya	–	0.87
Mr. Ketan Gaur	–	0.43
Mrs. Vanita Saraf	–	1.50
	51.55	11.71
Payables		
M/s. Akashdeep International Private Limited	–	0.07
	–	0.07

^ This aforesaid amount does not includes amount in respect of gratuity and leave entitlement as the same is not determinable.

Note 49 : Events after the Reporting Period

There was no significant event after the end of the reporting period which requires any adjustment or disclosure in the Consolidated Financial Statements.

Note 50 : CSR Expenditure

Gross amount required to be spend during the year ₹ 163.44 Lakhs

Amount spent during the year ₹ 166.81 Lakhs as detailed hereunder :

(₹ in Lakhs)		
Nature of activity	2020-21	2019-20
Promoting Healthcare and Literacy including preventive healthcare	41.81	–
Rural Development	16.50	69.72
Eradicating Hunger, Poverty and Malnutrition	–	2.57
Disaster Relief	11.00	–
Promoting Education	97.50	112.00
Total	166.81	184.29
Amount required to be spent as per Section 135 of the Act		
Amount spent during the year on		
(i) Construction / acquisition of an asset	–	–
(ii) On purposes other than (i) above	166.81	184.29

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 51 : Lease

As Lessee:

The group has availed the exemption given under Ind AS 116 for the Short term lease. Correspondingly group has recognized the lease payment on straight line basis in Statement of Profit and Loss over the life of lease term (Refer Note no. 37). Therefore, no right to use assets and lease liability is recognized in financial statement.

As Lessor:

Operating Lease income are recognised in the Statement of Profit and Loss. (Refer Note no. 30)

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Less than one year	19.91	15.46
One to five years	25.06	–
More than five years	55.91	–

Note 52 : COVID-19 Assessment

In view of pandemic relating to COVID - 19, the Group has considered internal and external information available upto the date of approval of these consolidated financial statements and has performed analysis based on current estimates in assessing the recoverability of its assets including trade receivables. Inventories, investments, other financial and non-financial assets, for possible impact on these financial statements. The Group has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position. etc. On the basis of its present assessment and current indicators of future economic conditions, the Group expects to recover the carrying amounts of these assets and does not anticipate any material impact on these consolidated financial statements. The Group believes that there is no impact on its ability to meet its liabilities as and when they fall due. However, the actual impact of COVID - 19 on the Company's consolidated financial statements may differ from that estimated and the Group will continue to closely monitor any material changes to future economic conditions.

Note 53 : Acquisition of Bhageria Exim Private Limited (BEPL)

During the year the Company has acquired a wholly owned subsidiary 'Bhageria Exim Private Limited'. Comparative figures for year ended March 31, 2020 are presented based on the standalone financial statements of the Company.

Notes to the Consolidated Financial Statements

for the year ended 31 March, 2021

Note 54 : Approval of Financial Statements

The Consolidated Financial Statements were approved for issue by the Board of Directors on May 15, 2021.

Note 55 : Previous Years' Figures

The Consolidated financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The previous period's figures have been regrouped or rearranged wherever necessary.

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

For MRB & Associates

Chartered Accountants
FRN : 136306W

Manish R Bohra

Partner
Membership No. 058431

Place : Mumbai
Date : 15th May, 2021

For and on behalf of the Board of Directors

Suresh Bhageria

Chairperson
DIN: 00540285

Krunal Wala

Company Secretary
Membership No.42515

Place : Mumbai
Date : 15th May, 2021

Vinod Bhageria

Managing Director
DIN: 00540308

Rakesh Kachhadiya

Chief Financial Officer

Six Years Financial Summary

(₹ in Lakhs)

Financial Year	2020-21 #	2019-20 #	2018-19 #	2017-18 #	2016-17 #	2015-16
Income						
Revenue from Operation (Gross)	39,918.86	41,367.95	46,240.96	41,187.03	37,345.91	25,592.45
Less : Excise Duty & GST Recovered	-	-	-	(3,855.99)	-	(1,747.43)
Other Income	443.98	559.92	529.18	1,154.11	1,008.04	193.99
	40,362.84	41,927.87	46,770.14	38,485.15	38,353.95	24,039.01
Expenditure						
Material & Overheads (+ / - Stock Adjustment)	29,595.55	31,609.46	33,750.12	29,351.78	31,105.77	21,195.00
Finance Cost	101.35	167.63	380.49	604.76	155.80	129.97
Profit Before Depreciation & Tax	10,665.93	10,150.78	12,639.53	8,528.60	7,092.38	2,714.04
Depreciation	2,586.05	2,296.17	2,218.43	2,288.32	603.71	339.44
Tax Expenses	1,834.13	1,273.19	3,270.46	2,206.38	2,142.24	842.01
Profit for the Year	6,245.75	6,581.42	7,150.64	4,033.90	4,346.43	1,532.58
Other Comprehensive Income (Net of tax)	(5.42)	(11.79)	(8.99)	(7.35)	(4.44)	-
Total Comprehensive Income for the year	6,240.33	6,569.63	7,141.65	4,026.55	4,341.99	1,532.58
EBITDA (Rs.)	10,767.28	10,318.41	13,020.02	9,133.36	7,248.18	2,844.01
EBITDA (%)	26.7%	24.6%	27.8%	23.7%	18.9%	11.8%
Dividend (%)	70%	60%	98%	110%	100%	50%
Dividend (in ₹ per shares)	3.50	3.00	6.00	5.50	5.00	5.00
Earning Per Share (Face Value of ₹ 5 each)	14.31	15.08	16.38	9.24	11.52	4.81
Cash Earning Per Share (Face Value of ₹ 5 each)	20.24	20.34	21.47	14.49	13.12	5.88
Statement of Assets & Liability						
A. Equity and Liability						
Shareholders' Funds						
(a) Share capital	2,182.21	2,182.21	1,091.10	793.98	793.98	796.28
(b) Reserves and surplus	42,966.28	38,035.27	33,148.70	28,737.66	25,669.50	6,954.61
	45,148.49	40,217.48	34,239.80	29,531.64	26,463.48	7,750.89
Non-Current Liabilities						
(a) Long-Term Borrowings	-	-	-	920.44	440.55	588.21
(b) Other Long-Term Liabilities	41.85	-	-	-	-	-
(c) Long-Term Liabilities & Provision	220.32	169.84	114.12	68.17	49.58	-
(d) Deferred Tax Liabilities (net)	3,703.09	4,306.82	5,018.47	5,156.54	3,636.99	430.03
	3,965.26	4,476.66	5,132.60	6,145.15	4,127.12	1,018.24
Current Liabilities						
(a) Short-Term Borrowings	2,690.54	2,068.06	2,349.47	7,279.79	13,958.22	808.03
(b) Trade Payables	3,678.33	5,151.37	3,942.87	5,223.23	3,384.02	3,240.31
(c) Other Current Liabilities	1,471.52	704.47	1,040.34	1,308.03	4,557.65	658.21
(d) Short-Term Provisions	17.94	11.59	6.90	5.08	3.52	472.54
	7,858.34	7,935.49	7,339.58	13,816.13	21,903.41	5,179.09
(A)	56,972.10	52,629.64	46,711.98	49,492.92	52,494.01	13,948.22
B. Assets						
Non-Current Assets						
(a) Net Fixed Assets	36,512.20	34,944.22	30,186.94	30,359.73	28,720.80	2,659.31
(b) Non-Current Investment	46.19	44.47	46.95	53.75	149.54	-
(c) Long-Term Loans and Advances	604.77	547.71	1,957.58	467.60	136.10	29.96
	37,163.16	35,536.40	32,191.48	30,881.08	29,006.44	2,689.27
Current Assets						
(a) Current Investment	338.28	0.01	945.68	79.81	2,732.76	3,336.00
(b) Sundry Debtors	9,215.98	7,814.35	6,331.64	8,737.09	5,221.26	4,490.57
(c) Inventories	3,764.85	3,802.85	1,871.45	3,102.96	2,382.96	1,856.21
(d) Cash & Bank Balance	2,263.29	957.67	3,581.04	3,300.44	10,952.19	875.92
(e) Other Current Assets	4,226.54	4,518.37	1,790.69	3,391.54	2,198.40	700.25
	19,808.94	17,093.24	14,520.50	18,611.84	23,487.57	11,258.95
(B)	56,972.10	52,629.64	46,711.98	49,492.92	52,494.01	13,948.22

prepared in accordance with new accounting standards prescribed under Companies (Indian Accounting Standards) Rules, 2015 applicable to the Company w.e.f. April 1, 2017.

Notes

[illegible]



BHAGERIA INDUSTRIES LIMITED

CIN NO. - L40300MH1989PLC052574

Office No.1002, Topiwala Centre, Off. S.V. Road, Near Rly. Stn.
Goregaon (West), Mumbai 400 062.

Tel No : 022 - 4043 6666

Website : www.bhageriagroup.com

Email ID : info@bhageriagroup.com

