



31st ANNUAL REPORT
2020-2021



MAZDA LIMITED

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BOARD OF DIRECTORS:

SORAB R. MODY, Managing Director (DIN: 00498958)
(Ceased to be Director w.e.f. 05th May, 2021 due to sad demise)

SAMUEL W. CROLL- III (DIN: 01407244)

MOHIB N. KHERICHA, Chairman (DIN: 00010365)

SHEILA S. MODY (DIN: 00496561)

HOUTOXI F. CONTRACTOR (DIN: 00499260)

PERCY X. AVARI, Whole-Time Director (DIN: 00499114)

SHANAYA MODY KHATUA, Whole-Time Director
(DIN: 01241585)

NILESH C. MANKIWALA (DIN: 06927530)

SAURIN V. PALKHIWALA (DIN: 03604769)

CHIEF FINANCIAL OFFICER:
CYRUS J. BHAGWAGAR

COMPANY SECRETARY
NISHITH C. KAYASTH

CIN : L29120GJ1990PLC014293

REGISTERED OFFICE:

C/1-39/13/16, GIDC, Naroda,
Ahmedabad- 382 330

BANKERS:

State Bank of India

Laghu Udyog Branch,
Neptune Tower Complex,
Opp. Gandhigram Railway Station,
Off. Ashram Road, Ahmedabad- 380 009.

AUDITORS:

Mayank Shah & Associates, Chartered Accountants

706, Mahakant
Opp. V.S. Hospital,
Ellis Bridge, Ahmedabad- 380 006.

SHARES LISTED AT:

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
(Company Code- 523792)

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Ltd.

506-508 Amarnath Business Centre – I,
Besides Gala Business Centre,
Off. C. G. Road, Navarangpura,
Ahmedabad – 380 009.



NOTICE

NOTICE is hereby given that the 31st Annual General Meeting ('AGM') of members of Mazda Limited ('the company') will be held on **Friday, 17th September, 2021 at 12.00 p.m.** through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2021 including the Audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare Final Dividend of ₹ 11.00 per equity share of the company for the financial year ended on 31st March, 2021.
3. To appoint a director in place of Mr. Samuel Croll-III (DIN: 01407244), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mrs. Houtoxi Contractor (DIN: 00499260), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of remuneration payable to the Cost Auditors for the financial year 2021-22

To consider and if thought fit, pass, with or without modifications, the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for time being in force) and pursuant to the recommendation of the Audit Committee and approval by the Board of Directors of the company, V. H. Shah & Co., Cost Accountant (Firm registration no.: 100257) appointed by the Board of Directors of the company, to conduct the audit of the cost records of the company for the financial year ending on 31st March, 2022, be paid the remuneration amounting to ₹ 1.25 Lacs (Rupees One Lac Twenty Five Thousand Only) plus taxes and reimbursement of out of pocket expenses that may be incurred during the course of audit, be and is hereby confirmed and ratified."

"RESOLVED FURTHER THAT Mr. Percy Avari, Whole-Time Director (DIN: 00499114), Mr. Cyrus Bhagwagar, CFO and Mr. Nishith Kayasth, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary and incidental for giving effect to this resolution."

6. Continuation of Directorship of Mrs. Sheila Mody, as Non-Executive Director (DIN: 00496561) of the company after attaining the age of 75 years during her tenure of directorship

To consider and if thought fit, pass, with or without modifications, the following resolutions as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 & other applicable provisions, Regulations (including any modification or re-enactment thereof), if any and considering the recommendations made by the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the company be and is hereby accorded for continuing the directorship of Mrs. Sheila Mody (DIN: 00496561) as the Non-Executive Non- Independent Director on the Board of the company, on or after attaining the age of 75 Years during her tenure of directorship, being liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Percy Avari, Whole-Time Director (DIN: 00499114), Mr. Cyrus Bhagwagar, CFO and Mr. Nishith Kayasth, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary and incidental for giving effect to this resolution."

Registered Office:

C/1-39/13/16 GIDC,
Naroda,
Ahmedabad – 382 330
Date : 28/06/2021
Place : Ahmedabad

By Order of the Board,
Sd/-
Nishith Kayasth
Company Secretary

NOTES:

1. In view of the restrictions on movements and social gathering due to the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 05th May, 2020 and general circular No. 02/2021 dated 13th January, 2021 (collectively referred as 'MCA Circulars') has permitted the companies to conduct AGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 31st AGM of the Company is being convened and conducted through VC.
2. The Company has enabled the Members to participate at the 31st AGM through the VC facility provided by Central Depository Services India Private Limited (CDSL). The instructions for participation by the Members are given in the subsequent paragraphs.

3. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to all members of the company whose email addresses are registered with the company/ Depositories. Members may note that Notice and Annual Report 2020-21 has been uploaded on the website of the company at www.mazdalimited.com.
4. The Register of Members and the Share Transfer Books of the company will remain close from 11th September, 2021 to 17th September, 2021 (both days inclusive) to determine entitlement of dividend on equity shares, if declared at the Meeting. Dividend will be paid to those shareholders, whose name appears on the Register of Members of the company as at the end of the business hours on the record date i.e. 10th September, 2021.
5. The dividend, if declared will be paid on or after 30th September, 2021.
6. Members may note that the Income Tax Act, 1961 as amended by the Finance Act, 2020, mandates that dividends distributed by a company shall be taxable in the hands of members. The company have to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the TDS rate as applicable, members are requested to upload Form 15G/15H, if applicable, on the weblink <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> provided by company's RTA.
7. Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholders for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the Companies to transfer the shares of the shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Accordingly, the unclaimed dividend in respect of financial year 2013-14 (Final) is due for transfer in October, 2021. The members, who have not encashed the above referred unclaimed / unpaid dividend, may please approach the Company and/or Registrar and Transfer Agent for payment of such unpaid dividend. Shareholders may please note that no claim of dividend will be entertained after the transfer of unclaimed dividend to the Investor Education & Protection Fund (IEPF). Hence, the company urges all the members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the company are available on the website of the company i.e. www.mazdalimited.com. The shareholders whose dividend / shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPFA/refund.html>.
8. As per SEBI Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, listed companies are required to use, either directly or through their RTA, any RBI approved electronic mode of payment like ECS, NECS, NACH etc. for distribution of dividends or providing other cash benefits to the investors. Accordingly, the members, holding shares in physical form, are requested to update their address or provide / update their bank mandate (including details of MICR, IFSC etc.) with the company or its Registrars & Transfer Agents (RTA), Link Intime India Private Limited and members holding shares in dematerialized form are requested to intimate any change in their address or to change / update bank mandate with their Depository Participants (DP) to enable the company or RTA for making arrangements for electronic credit of dividend and other cash benefits to members.
9. SEBI vide its circular dated 8th June, 2018 amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings as the physical transfer of shares will not be permissible.
10. Members holding shares in physical form are requested to notify immediately the change in their registered address, bank details etc., if any to RTA, Link Intime India Private Limited.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection on request by sending an e-mail well in advance.
12. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the company/RTA.
13. The equity shares of the company are available for dematerialization, as the company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Those shareholders who wish to hold shares in electronic form may approach their Depository Participant. The ISIN code of the Equity Shares is **INE885E01034**.
14. Trading in the shares of the company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
15. The members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS mandates, Power of Attorney, change of address or name etc. to their Depository Participant only. Changes intimated to Depository Participant will be automatically reflected in the company's record which will help the company and its registrar and transfer agents to provide efficient and better services.
16. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

17. As required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2, brief profile of the Directors proposed for re-appointment at the forthcoming Annual General Meeting and Explanatory Statement of Special Businesses to be transacted at the AGM pursuant to Section 102 of the Companies Act, 2013 is annexed to the notice. The Directors have furnished the requisite consent / declarations for their re-appointment as required under the Companies Act, 2013 and the Rules made there under.
18. Non-Resident Indian members are requested to inform the RTA, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. To support the 'green initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depositories for receiving all communication including annual report, notices, circulars, etc. from the company electronically. The link for registration of E-mail IDs with the company / RTA is: https://linkintime.co.in/EmailReg/Email_Register.html.
20. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**
- 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 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 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 Chairpersons 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.
 - The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 - In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mazdalimited.com. The Notice can also be accessed from the 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 - In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31st December, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated 13th January, 2021.
21. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- The voting period begins on 14th September, 2021, Tuesday at 9: 00 A.M. and ends on 16th September, 2021, Thursday at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 10th September, 2021, Friday, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
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

(v) Login method for e-Voting and joining virtual meeting **for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

For 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of Mazda Limited.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



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

22. 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 **7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at nishith@mazdalimited.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at nishith@mazdalimited.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

Registered Office:
C-1/39/13/16 GIDC, Naroda
Ahmedabad – 382 330
Date: 28/06/2021
Place: Ahmedabad

By Order of the Board,
Sd/-
Nishith Kayasth
Company Secretary



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 05: Ratification of remuneration payable to the Cost Auditors for the financial year 2021-22

The Board, on the recommendation of the Audit Committee, has approved the appointment and recommended remuneration of V. H. Shah & Co., Cost Accountants, to conduct the audit of the cost records of the company for the financial year ending on 31st March, 2022.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1.25 Lacs (One Lac Twenty Five Thousand) payable to the Cost Auditor has to be approved by the shareholders of the company. The remuneration of the Cost Auditor shall be ratified by the shareholders.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 05 of the accompanying Notice of the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 05 of the Notice for approval by the members.

Item No. 6: Continuation of Directorship of Mrs. Sheila Mody, as Non-Executive Director (DIN: 00496561) of the company after attaining the age of 75 years during her tenure of directorship

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mrs. Sheila Mody being a Non-Executive Director (DIN: 00496561) of the Company, liable to retire by rotation, would be attaining the age of 75 years in February, 2022, therefore, it is necessary to obtain approval of the members by way of special resolution for continuation of her directorship on the Board of Directors of the Company.

Mrs. Sheila Mody is on the Board of the company since 20th September, 1991. She holds a degree of Bachelor's in Science and her experience and knowledge has guided the Board through all these years during her tenure. With her understanding of the company's intrinsic strengths and potentials, she plays a key role in aligning the core leadership team towards achieving the goals of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Mrs. Sheila Mody as a Non-Executive Director of the Company, considering her rich experience, expertise and immense contribution in the growth of the Company since her appointment.

The Members are, therefore, requested to grant their approval by way of passing a Special Resolution for the continuation of directorship of Mrs. Sheila Mody (DIN 00496561) as a Non-Executive Director of the Company, being liable to retire by rotation.

Except Mrs. Sheila Mody herself and Mrs. Shanaya Mody Khatua, being relative, none of the other Directors / KMP of the company and their relatives are concerned or interested financially or otherwise in the resolutions set out at the item no. 06 of the accompanying notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 06 of the Notice for approval by the members.

Registered Office:

C-1/39/13/16 GIDC, Naroda
Ahmedabad – 382 330
Date: 28/06/2021
Place: Ahmedabad

By Order of the Board,
Sd/-
Nishith Kayasth
Company Secretary



ANNEXURE TO THE EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	Samuel Croll	Houtoxi Contractor	Sheila Mody
Directors Identification Number (DIN)	01407244	00499260	00496561
Nationality	Foreign National	Indian	Indian
Date of Birth and Age	06/05/1949 72 years	01/01/1953 68 years	19/02/1947 74 years
Qualification	B.A., M.A. (Yale University)	B.Com & System Analyst	B.Sc.
Experience and Expertise	He has vast experience in the field of engineering products. The company has business relationship with Croll Reynolds Co. Inc. since 1992. The above relationship helps the company to grow at global level.	She is on the Board since 1992 and having experience and knowledge in the field of Computer information and technology. She helped the company to develop the design and information system.	She is on the Board since 1992. Her experience and knowledge in the field of Engineering has immensely helped the company.
Date of first Appointment on the Board of the Company	12/09/1992	02/10/1992	20/09/1991
Shareholding in the Company	Nil	592 Equity Shares	75,700 Equity Shares
List of Directorship held in other companies	Please refer Report on Corporate Governance		
Membership / Chairmanship in Committees of other companies as on date	Please refer Report on Corporate Governance		
Relationships between Directors inter-se	Not Applicable		Relative of Sorab Mody and Shanaya Mody Khatua

DIRECTORS' REPORT

To,
THE MEMBERS,
MAZDA LIMITED

The Directors have pleasure in presenting the Thirty First Annual Report of your Company on the business and operations of the Company, together with the Audited Financial Statements for the year ended March 31, 2021.

1. FINANCIAL PERFORMANCE

(₹ In Lacs)

Sr. No.	Particulars	2020-21	2019-20
i.	Total revenue	15479.17	18139.91
ii.	(Less): Total expenditure	12872.03	15457.24
iii.	Profit before depreciation, finance cost & tax	2607.14	2682.67
iv.	(Less): Finance cost	71.19	94.44
v.	(Less): Tax Expenses	576.18	578.04
vi.	Cash Profit	1959.77	2010.19
vii.	(Less): Depreciation	326.88	345.67
viii.	Profit for the year	1632.89	1664.52
ix.	Items of Other Comprehensive Income (OCI) for the year	27.43	(14.06)
x.	Total Comprehensive Income for the Year	1660.32	1650.46
xi.	Surplus brought forward	12782.12	13009.59
xii.	Profit available for appropriation	14442.44	14660.04
xiii.	Dividend on equity shares	100.12	660.83
xiv.	Tax on distributed profits	0.00	135.84
xv.	Buyback expenses	0.00	14.35
xvi.	Buyback of Equity Shares	0.00	1066.90
xvii.	Surplus carried forward	14342.32	12782.12

Note: The previous year figures have been regrouped whenever necessary.

2. DIVIDEND

The Board of Directors are pleased to recommend final dividend of ₹ 11 (i.e. 110%) per equity share of the face value of ₹ 10 each as final dividend amounting to ₹ 4,40,55,000 for the financial year 2020-21, subject to the approval of the shareholders at the ensuing Annual General Meeting as against the total dividend of ₹ 10.00 (i.e. 100%) (₹ 7.5 being interim dividend and ₹ 2.5 being final) per equity share of the face value of ₹ 10 each paid for the previous financial year 2019-20.

3. OPERATIONS

The Total Revenue for F.Y. 2020-21 stood at ₹ 15479.17 Lacs and it has been reduced by 14.67% over the last year of ₹ 18139.91 Lacs in F.Y. 2019-20. The profit after tax for the year was ₹ 1632.89 Lacs, registering a minor decrease of 1.90% over the profit of ₹ 1664.52 lakhs in FY 2019-20.

4. FINANCE AND ACCOUNTS

There are no term loans or interests thereon outstanding during the year under review. Your company at present is using financial assistance in the form of working capital facilities from State Bank of India, Ahmedabad with overall banking limits up to ₹ 22.38 Crores to capture its fund based and non-fund based requirements. The fund based limits are in the form of Cash credit / PCFC loans and non-fund based limits are in the form of Bank Guarantees and LCs.

Your company is sufficiently funded from the internal accruals which has been invested in debt market instruments like fixed maturity plans, liquid funds and bond funds. The market value of the investment as at 31st March, 2021 was ₹ 39.63 Crores as against ₹ 27.90 Crores as at 31st March, 2020. The increase in the investment is due to internal accrual of the funds during the year.

During the year under review, ICRA has conducted the surveillance of credit facilities and re-affirmed the long term credit ratings to 'A' and short term credit ratings to 'A1'. The outlook of the long term ratings is stable.

The financial statements for the year ended on 31st March, 2021 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 as amended from time to time and all other applicable provisions for time being in force. The Notes to the Financial Statements adequately cover the Standalone Audited Statements and form an integral part of this Report.

5. EXPORTS AND TECHNOLOGY DEVELOPMENTS

Exports for the year were at ₹ 36.73 Crores as compared to ₹ 35.70 Crores for the previous year showing marginal increase by 2.89%.

The export business will remain sluggish as global economy is slowly improving.

6. IMPACT OF COVID PANDEMIC

The outbreak of the Covid-19 has impacted nation in an enormous way, especially the nationwide lockdowns which have brought social and professional life to a standstill. The entire world is caught within the COVID-19 quagmire. This global pandemic not only increased the burden on healthcare sector, but also impacted multiple industries adversely. There has been severe disruption to regular business operations due to lock-downs, restrictions on transportation, travel bans, quarantines, social distancing and such other emergency measures taken to stop the spread. Engineering segment have seen a lower demand during the pandemic. Some of the projects have been postponed and/or cancelled due to safety concerns or economic uncertainty.

With the approval from Government Authorities, your company had re-started partial operations gradually after taking all precautionary measures to comply with COVID-19 Guidelines relating to safety, health, hygiene, reduced manpower, social distancing and other precautionary measures.

The reduced sales in first quarter of the financial year under review is mainly the adverse effect of lockdown. Although the company has maintained its profitability during these tough times.

7. PUBLIC DEPOSITS

Your Company has not accepted any Deposits falling under the meaning as per the provisions of Section 73 of the Companies Act, 2013 read with the Rules framed there under during the financial year 2020-21.

8. INSURANCE

Taking into consideration the multiple risks from riot, fire, earthquake, terrorism and other risks considered by the management, your company's assets are adequately insured.

9. MANAGEMENT DISCUSSION AND ANALYSIS

(a) Industry Structure and Developments:

Global prospects still remain uncertain after a year into the pandemic. The battle between the virus and vaccines, may influence the growth of the economy, as it centers, on how effectively economic policies deployed under high uncertainty can limit lasting damage from this unprecedented pandemic.

The Engineering sector plays an important role in the overall economic growth of the country as it drives the growth of core sectors of the Indian economy.

Engineering Business:

The pandemic affected the engineering segment of your company, as there is a visible drop in the turnover of the segment. During the year under review, there was a good order book in the engineering business and the demand has emerged from Pharmaceutical Industry, Agro Chemicals, Pesticides & Petro Chemicals Industry, etc.

The export business for Vacuum system has remained more or less the same despite the slowdown in global business.

Food Business:

During the year under review, despite the pandemic, during the last twelve months the food division has documented numerous milestones. Financial year 2020 - 2021 was a phenomenal year for BCool, and we documented a 66% growth in our topline, and a 95% growth in our bottom line. This was despite having to close for almost six weeks out of the year, due to the closures imposed.

We will finally be moving to our new factory and premises by the end of 2021, and we aim to have all our operations moved there by December 2021. The new premises offer us the ability to finally catch up with demand and increase our production speeds and order turnarounds. We have been building new clientele over this year to help us hit the ground running as soon as we move to the new premises.

The year under review has also bought with it our domestic launch of our products and are already available in retail units through some parts of Gujarat. The next year brings with it a focus on stepping up our domestic reach and availability.

Lastly, we should be moving to new products in the ready to eat category by the end of 2021, adding to our product basket. The next fiscal year looks to be equally promising and our main focus will be on our new products, our domestic market outreach and growing our production capacity.

(b) Opportunities & threats:

The second wave of the pandemic impacted the business during the second half of the financial year due to labor shortages and challenges of overall supply chain management but we expect conditions to gradually stabilize. With the recent updation of economic reforms and overall revival of the demand in the capital infrastructure industry, there are opportunities available to the company to enhance the product quality, enter new markets and industry sectors both in the domestic as well as exports.

The company continues to capitalize on newer opportunities by offering its products and services to existing and new sectors. Measures taken so far helps the company increase its competitiveness and offer wider range of products and services. The strategy has been to continue the focus on profitable growth through new product / service offerings and operational excellence.

(c) Segment-wise Performance:

Your company has divided the business in two segments i.e. Engineering Division and Food division.

During the year under review, the turnover of engineering business has reduced by 22% and profits of the engineering business has decreased by 10% compared to the previous financial year.

The food division has shown an excellent growth in turnover by 66% and escalation in profits by 95% compared to the previous financial year.

(d) Outlook:

The Company expects financial year 2021-22 to be a challenging year in view of the second wave of Covid-19 which has caused a slowdown in some sectors during the financial year. Periodic lockdowns, limited travel and curtailed economic activities led to a slump, according to the International Monetary Fund (IMF). However, policy response, economic stimulus measures, relief packages, and roll-out of COVID-19 vaccinations have led to a gradual economic recovery, and a revised global growth at 6% in 2021, moderating to an anticipated 4.4% in 2022. The Indian economy has contracted by 8% in the financial year 2020-21. COVID related lockdowns stressed many companies' production, supply chain disruptions and migration of labor.

In the previous year, your company had developed environment friendly Anti-scale / Hardness removal system for Chemical Process Industries. The response from the market in the current year for such systems were much positive and we saw a good growth in this product line which is likely to be continued.

(e) Risk and concerns:

Based on the current and future market environment estimates, the base cost of materials are expected to continue to be volatile. GDP witnessed contraction pushing the economy downward. With the threat of the continuing pandemic globally, several countries still being under lockdown, resulting a global economic slowdown.

Despite the risks and threats noted above, your company is positively working towards being efficient, effective and confident towards dealing them effectively.

(f) Internal control systems, its adequacy and risk management:

The Company has appointed independent Chartered Accountant firm as their Internal Auditors who audits governance, adequate risks management and internal controls and processes. The Internal Auditors present their findings to the Audit Committee. Testing of Internal Financials Controls also form a part of internal audit schedule. The scope and authority of internal audit is defined in Terms of Reference by the Audit Committee adopted by the Company. As per the scope of Audit Committee and as per provisions of Section 177 of the Companies Act, 2013 one of the responsibilities of the Audit Committee is to review the effectiveness of the Company's Internal control system, including Internal Financial Controls.

The statutory auditors also independently audited the internal financial controls over financial reporting as on March 31, 2021 and have opined that adequate internal controls over financial reporting are existing and that such controls were operating effectively.

The Company have Risk Management framework to inform the Audit Committee and Board members about risk assessment and minimization procedures and periodical review to ensure that Executive Management controls risks by means of properly designed framework. The Company has also established a risk management policy based on which risks are identified and assessed across its businesses. The Company's framework of risk management process provides clear basis for informed decision making at all levels of the organization for an ongoing concern, having duly evaluated the risks and their mitigation plans being controllable within the appetite of the Company. There are no elements of risk, which in the opinion of the Board may threaten the existence of the Company.

(g) Discussion on financial performance with respect to operational performance:

The discussion covers the financial results and other developments during April 2020 to March 2021 in respect of the Company's published result prepared as per the Indian Accounting Standards (IND AS). Highlights below are given only for comparison.

Financial Highlights for operating performance of financial year 2020-21: (₹ in Lacs)

Particulars	2020-21	2019-20
Total Income	15479.17	18139.91
EBITDA	2607.14	2682.67
PBT	2209.07	2242.55
PAT	1632.89	1664.52

(h) Material developments in Human Resources, Industrial Relations, and Health, Safety & Environment:

Your Company truly believes that its employees are the key pillar to Company's success. The Company provides a professional work environment and maintains cordial relations with its employees. As at 31st March, 2021, the

Company had 219 employees on its rolls. The health of our employees is of supreme importance. With the outbreak of pandemic, Company has taken extra precautions and care at workplaces to ensure that all its employees are protected well against the virus. These measures include conducting regular sanitization drives across our offices & factories and regular communication with employees to ensure their wellbeing. In these challenging times the Company has taken several steps to stay connected with their workforce and customers and support them during these uncertain times.

Proactive work from home was initiated for all employees during the pandemic period. Employees were equipped with a number of resources and support which enabled them to work from a remote environment, efficiently, effectively and the productivity being not affected at large.

The management is committed to conduct the company's business in a sustainable manner with stringent procedures around safety systems and processes. Employees across the company were extensively trained and educated about the safety awareness and safety measures.

The Company aims to reduce, eliminate and control workplace hazards and associated risks of illness or injuries to the employees, customers and contractors who might be affected by the Company's activities. Your Company is committed to comply with all EHS Regulations stipulated under the Water (Prevention and Control of Pollution) Act, The Air (Prevention and Control of Pollution) Act, The Environment Protection Act and the Factories Act and the Rules made thereunder, to ensure healthy and safe working environment for all concerned.

Your company's manufacturing facility at all five units and corporate office are ISO 9001:2015 & 14001:2015, and 45001:2018 certified.

- (i) Details of significant changes in key financial ratios: Not Applicable, as there was no significant change in the Key Ratios.
- (j) Details of change in Return on Net Worth as compared to the previous financial year:
The Net Worth of the company stood at ₹ 147.43 Crores for the year 2020-21 as compared ₹ 131.83 Crores for 2020-21, whereas Return on Net Worth for the Year 2020-21 was 11.08% as compared to 12.63% for the previous financial year, 2019-20.

10. EMPLOYEE STOCK OPTION

Your company has not issued any Stock Option to their employees.

11. SUBSIDIARIES AND JOINT VENTURES

There are no subsidiaries or joint ventures of your company.

12. DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the company, Mr. Samuel W. Croll - III (DIN: 01407244) and Mrs. Houtoxi Contractor (DIN: 00499260), Directors retires by rotation at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment. The Board recommends their re-appointment for the consideration of the Members of the company at the forthcoming Annual General Meeting.

In pursuance to the provisions of Regulation 17(1A) of the Listing Regulations for the continuation of Directorship of Non-Executive Director of the company after attaining the age of 75 years during the tenure of directorship, the consent of members through special resolution is required for Mrs. Sheila Mody, Non-Executive Non-Independent Director (DIN: 00496561) who is going to attain the age of 75 Years during her tenure of directorship.

Pursuant to the provisions of Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI, brief particulars of the directors proposed to be appointed / re-appointed are provided as an annexure to the notice convening the Annual General Meeting.

All the directors of the company had confirmed that they are not disqualified under the provisions of the Section 164 of the Companies Act, 2013. The company had received declaration from the Independent Directors of the company that they meet the conditions of independence as laid down under Section 149(6) of the Companies Act and Regulation 16(1)(b) of the Listing Regulations. All Independent Directors of your company are registered with IICA.

13. KEY MANAGERIAL PERSONNEL

Pursuant to provisions of Sections 2(51) and 203 of Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 following persons act as Key Managerial Personnel of the company as on 31st March, 2021;

- a. Mr. Sorab Mody, Managing Director (DIN: 00498958) (Upto 05/05/2021)
- b. Mr. Percy Avari, Whole-Time Director (DIN:00499114)
- c. Mrs. Shanaya Mody Khatua, Whole-Time Director (01241585)
- d. Mr. Cyrus Bhagwagar, Chief Financial Officer
- e. Mr. Nishith Kayasth, Company Secretary

There has been no change in the Key Managerial Personnel of the company during the year under review.

Sad Demise of Managing Director of the company

Mr. Sorab Mody was the Founder- Director and Promoter of the company. He played crucial leadership roles throughout his long career at Mazda. He was on the Board since inception of the company and the company has grown from his vision and leadership during his tenure. Mr. Sorab Mody's passing away will be an irreparable loss to the company. All the directors of the company conveyed sympathy, sorrow and condolences to his family.

Mr. Sorab Mody ceased to be Managing Director of the company from the date of his demise i.e. on 5th May, 2021.

14. NUMBER OF MEETINGS OF THE BOARD

During the year under review, the Board of Directors met for four (4) times, as prescribed under the Companies Act, 2013 and Listing Regulations. The relevant details, including composition of the Board, dates of meetings, attendance and various committees of the Board are given in the Corporate Governance Report forming part of this report.

15. BOARD EVALUATION

The Board of Directors carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The criteria laid down by the Nomination Remuneration Committee for evaluating the Board as a whole covered various aspects for Independent Directors such as their participation at the Board / Committee meetings, guidance provided to senior management, effective utilization of knowledge, experience including the proficiency and expertise, Integrity and maintaining confidentiality, ability to contribute to and monitor corporate governance practice and adherence to the code of conduct for independent directors.

The criteria laid down by the Nomination Remuneration Committee for evaluating the board covered various aspects for evaluation of the Board, Implementation of robust policies and of the Managing Director and Non-Executive Directors, Participation at the Board / Committee meetings, effective utilization of knowledge and expertise, discharge of their duties as per the terms of reference, process and procedures followed for discharging functions, effectiveness of suggestions and recommendations received were considered.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors hereby confirm the following:

- (i) In the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2021 and of the profit of the company for the year ended on that date;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the annual accounts on a going concern basis;
- (v) The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfil the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and have complied with the Code prescribed in Schedule IV to the Act.

18. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 178(3) & (4) of the Companies Act, 2013 and as per the requirement of Listing Regulations is given in the Corporate Governance Report forming part of this report.

The policy of the company on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, i.e. www.mazdalimited.com.

19. ANNUAL RETURN

In pursuance to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the company i.e. on www.mazdalimited.com.

20. AUDIT COMMITTEE

The Audit Committee of the Board consists of three Directors wherein two of them are Independent Directors. The composition, role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of Regulation 18 of LODR and Section 177 of the Act and Rules framed thereunder. The details of related party transactions are placed before the Audit Committee for periodical review of the same. All the recommendations made by the Audit Committee were accepted by the Board. The Company has in place a Vigil Mechanism, details of which are available on the Company's website.

The details pertaining to composition of audit committee, their attendance are included in the Corporate Governance Report, which forms part of this report.

21. SHARE CAPITAL

The share capital of the company as on date of the report is ₹ 4,00,50,000/- consisting of 40,05,000 equity shares of ₹ 10.00 each.

22. TRANSFER TO RESERVES

The company has not transferred any amount to the General Reserve for the financial year ended 31st March, 2021.

23. CHANGES IN THE NATURE OF BUSINESS, IF ANY

During the year under review, no changes are found in the nature of business carried on by the company. The company has not changed the class of business in which the company has an interest.

24. REPORTING OF FRAUD BY STATUTORY AUDITORS

There was no instance of fraud during the year under review, which required the Statutory Auditor to report to the Audit Committee and / or Board under section 143 (12) of the Companies Act, 2013.

25. AUDITORS AND AUDITORS' REPORT

• **Statutory Auditor**

At the 27th Annual General Meeting held on 12th September, 2017, the members have approved appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad (Registration No. 106109W) to hold office from 27th AGM up to the conclusion of 32nd Annual General Meeting.

There are no qualifications, reservations or adverse remarks or disclaimers made by the auditors in their report on the financial statements of the company for the financial year ended 31st March, 2021. The notes on the Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any comments or explanations.

• **Secretarial Auditor**

Pursuant to requirement of Section 204 of the Companies Act, 2013 M/s Rutul Shukla & Associates, Practicing Company Secretaries (COP: 7470), has conducted secretarial audit of the company for the financial year 2020-21. Secretarial Audit Report given by M/s Rutul Shukla & Associates, Practicing Company Secretaries is attached herewith as Annexure-A.

There are no qualifications, reservations or adverse remarks or disclaimers made by the auditor in their report on the Secretarial Audit Report of the company for the financial year ended 31st March, 2021. The Secretarial Audit Report is self-explanatory and do not call for any comments or explanations.

• **Cost Auditor**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications and re-enactments thereof) the cost audit records maintained by the company in respect of its manufacturing of other Engineering Goods activity is required to be audited.

As per the requirement of Section 148(3) of the Companies Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors have, based on the recommendation of the Audit Committee, appointed V. H. Shah & Co., Cost Accountant, Ahmedabad (Registration No. 100257) to audit the cost accounts of the company for the financial year 2021-22. As required under the Act, necessary resolution seeking members' ratification for the remuneration payable to V. H. Shah & Co., is forming part of the notice.

The Cost Audit Report for the financial year 2020-21 has been submitted to the Central Government in the prescribed format within stipulated time period.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

Particulars of loans and guarantees given and the investments made by the company as at 31st March, 2021 are forming part of financial statements. During the financial year under review, the company has made investments in schemes of various mutual and debt funds. The market value of investments as at 31st March, 2021 was ₹ 39.63 Crores.

27. PARTICULARS OF RELATED PARTY TRANSACTIONS AND POLICY ON RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your company has formulated a Policy on Related Party Transactions which is available on company's website at www.mazdalimited.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 giving the omnibus approval by the Audit Committee within the overall framework of the Policy on Related Party Transactions.

All contracts or arrangements entered into by the company with its related parties during the year under review were in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations. All such contracts or arrangements,

which were approved by the Audit Committee, were in the ordinary course of business and on arm's length basis. No material contracts or arrangements with related parties were entered into during the year under review. Accordingly, the disclosure of Related Party Transactions as required in terms of Section 134(3)(h) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in Form AOC -2 is not applicable to your company.

The related party disclosures as specified in Para A of Schedule V read with Regulation 34(3) of the Listing Regulations are given in the Financial Statements.

28. STATE OF AFFAIRS OF THE COMPANY

The state of affairs of the company are mentioned in the Management Discussion and Analysis Report.

29. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the company, which have occurred between the end of the financial year of the company and the date of this report, except as disclosed elsewhere in the report.

30. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy and technology absorption, as required to be disclosed in terms of Section 134 of the Act, read with the Companies (Accounts) Rules, 2014, is attached as Annexure - B.

31. MITIGATION OF RISK

Your company has been addressing various risks impacting the company which is provided in annexed Management Discussion and Analysis. However, as per the Listing Regulation constitution of Risk Management Committee for enforcing Risk Management Policy is not applicable to the company.

32. CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR)

The Company believes in making lasting impact towards creating a fair, reasonable, generous and sustainable society. It is always at the forefront while extending helping hand to the public at large. CSR provides an opportunity to the Companies to effectively align its values and strategies for the benefits of the society, by contributing to the social, economic and environmental development of the society at large.

The requisite details on CSR activities pursuant to Section 135 of the Companies Act, 2013 and as per Annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 are attached as Annexure - C.

33. PARTICULARS OF REMUNERATION OF MANAGERIAL PERSONNEL AND RELATED DISCLOSURES

The Board of Directors on the recommendations of the Nomination and Remuneration Committee (NRC), has framed a Policy on selection and appointment of Director(s), Senior Management Personnel and their remuneration. The salient features of Remuneration Policy is stated in the Corporate Governance Report and the policy is available on the website of the company i.e. www.mazdalimited.com

The statement of disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure - D to this Report.

The particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 is not applicable to the company.

34. REPORT ON CORPORATE GOVERNANCE

The Board of Directors reaffirm their continued commitment to good corporate governance practices. During the year under review, the company has complied with the provisions relating to corporate governance as provided under the Listing Regulations. The compliance report together with a certificate from the Secretarial Auditor confirming the compliance is forming part of the Report on Corporate Governance, which forms part of the Annual Report.

35. SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

36. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has proper and adequate systems of internal controls in all areas of its operations. Regular internal audits and checks are carried out to ensure that responsibilities are executed effectively and that adequate systems are in place.

The Company has internal audit to examine and evaluate the adequacy and effectiveness of Internal Control system. The internal audit ensures that the system designed and implemented to provide adequate internal control commensurate with the size and operations of the company.

The management duly considers and takes appropriate action on the recommendations made by the statutory auditors, internal auditors and independent Audit Committee of the Board of Directors.

37. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your company has always believed that appropriate standard of conduct should be maintained by the employees in their conduct and that there should be a safe, indiscriminant and harassment free (including sexual harassment) work environment for individual working in the company.

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and pressure. To empower women and protect women against sexual harassment, and as per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, a policy for prevention of sexual harassment had been made. This policy allows employees to report sexual harassment at the workplace. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no cases filed pursuant to the said Act.

38. COMPLIANCE WITH SECRETARIAL STANDARDS

The company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.

39. VIGIL MECHANISM / WHISLTE BLOWER POLICY

The Company has established a vigil mechanism for Directors, Employees and other stakeholders to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct in compliance with provision of section 177 (10) of Companies Act 2013 and Regulation 22 of SEBI (LODR) 2015. The Audit Committee of the board oversees the functioning of this policy. The policy provides for adequate safeguards against victimization of persons who avail the same and provides for direct access to the Chairperson of the Audit Committee.

The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls or fraudulent reporting of financial information. The policy also establishes adequate mechanism to enable employees report instances of leak of unpublished price sensitive information. The policy can be accessed on the company's website at www.mazdalimited.com. During the year, no person has been declined access to the Audit Committee, wherever desired.

40. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

41. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

42. APPRECIATION

The Board takes this opportunity to acknowledge and appreciate the Company's Members, Customers, Vendors and all other Stakeholders for their continued support throughout the financial year. The Directors also thank the Stock Exchanges, Banks, Ministry of Corporate Affairs, State Governments, Government of India, and all other Government agencies and Regulatory authorities for the support extended by them and also look forward to their continued support in future.

43. CAUTIONARY NOTE

The statements forming part of the Directors' Report may contain certain forward looking remarks within the meaning of applicable security laws and regulations. The actual results, performance, achievements of the company may be materially different from any future results, performance or achievements that may be expressed or implied by such forward looking statements.

For and on behalf of the Board,

Place : Ahmedabad
Date : 28/06/2021

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)

Sd/-
Percy Avari
Whole Time Director
(DIN: 00499114)



Annexure - A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

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

To,
The Members,
Mazda Limited,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mazda Limited (CIN: L29120GJ1990PLC014293) (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, 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 **31st March, 2021** complied with the statutory provisions 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 the Company for the financial year ended on 31st March, 2021 and made available to us, according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Audit Period);
- (vi) As identified by the Company management, and based on the compliance system prevailing in the Company and explanations and clarifications given to us and relied on the representations made by the company management, and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
 - 1.The Indian Boilers Act, 1923 & Indian Boiler Regulations, 1950
 - 2.The Food Safety and Standards Act, 2006

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) Provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

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 provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent seven days in advance for meetings other than those held at shorter notice, 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.

Decisions at the Board and its Committee Meetings, as represented by the management, were taken unanimously.

We further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates / reports taken on record by the Board of Directors of the Company, in our opinion 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.

We further report that, during the audit period there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

**For Rutul Shukla & Associates,
Company Secretaries**

Sd/-

Rutul J. Shukla

FCS : 6776 (CP : 7470)

UDIN: F006776C000525283

**Place: Ahmedabad
Date : 28th June, 2021**

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.

'Annexure-A'

To,
The Members,
Mazda Limited,

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

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on 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. Due to prevailing circumstance of COVID-19 pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by / obtained from the Company electronically and also the information provided by the Company and its officers by audio and visual means.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
7. 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.

**For Rutul Shukla & Associates,
Company Secretaries**

Sd/-

Rutul J. Shukla

FCS : 6776 (CP : 7470)

UDIN: F006776C000525283

**Place: Ahmedabad
Date : 28th June, 2021**

Annexure - B

Information on Conservation of Energy and Technology Absorption required in terms of Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014:

Sr. No.	Particulars	Action taken
1.	Details of Conservation of Energy	<ul style="list-style-type: none"> • Use of Energy efficient Machines, LED tube lights & computer system in office & factory premises • Replacement of old machinery with power efficient and eco friendly machinery from time to time
2.	Research & Development (R&D)	
A.	Specific areas in which R&D carried out by the company	-
B.	Benefits derived as a result of the above R&D	-
C.	Future plan of action	-
D.	Expenditure on R&D	
	a. Capital	-
	b. Recurring	-
	c. Total	-
	d. Total R&D expenditure as a percentage of total turnover	-
3A.	Technology absorption, adaptation and innovation	-
a)	Efforts, in brief, made towards technology absorption, adaptation and innovation	-
b)	Benefits derived as a result of the above efforts	-
c)	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:	
	a. Technology imported	-
	b. Year of import	-
	c. Has technology been fully absorbed ?	-
	d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action	

Annexure - C

The Annual Report on CSR Activities for 2020-21

I. A brief outline of Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Board of the Company has framed a CSR Policy in conformity with Section 135 of the Companies Act, 2013. The broad content of the CSR Policy, inter-alia, includes CSR Philosophy, objectives, extent of CSR activities, CSR projects, implementation of CSR programmes, monitoring, reporting and disclosure of the said activities.

In line with CSR Policy and in accordance with Schedule VII of the Act, the Company has undertaken CSR activities in the area of Healthcare including preventive health care, Promoting Education and social empowerment. The Company has also identified Ongoing CSR Projects in the area of Education, Healthcare and Social Welfare. Therefore, the funds available for CSR activities have been spent for the projects as mentioned above.

II. Composition of Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	No. of meetings held during the year	No. of meeting attended during the year
1.	Mrs. Sheila Mody (DIN: 00496561)	Chairperson, Non-Executive Director	1	1
2.	Mr. Mohib Khericha (DIN:00010365)	Member, Independent, Non-Executive Director	1	1
3.	Mr. Percy Avari (DIN: 00499114)	Member, Non-Independent, Executive Director	1	1

III. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed: <http://www.mazdalimited.com/investor-relation.html>.

IV. 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**

V. 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:

Sr. no.	Financial Year	Amount available for set-off from preceding F.Y	Amount required to be set-off for the F.Y if any
Not Applicable			

VI. Average net profit of the company as per section 135(5): ₹ 1608.14 Lacs

VII. A. Two percent of average net profit of the company as per section 135(5): ₹ 32.16 Lacs

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: Nil

D. Total CSR obligation for the financial year (7a+7b-7c): ₹ 32.16 Lacs

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

Total amount spent for the F.Y	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	Date of transfer
32,66,000	Not Applicable				

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. no.	Name of the project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/No)	Location of Project		Project duration	Amount allocated for the project	Amount spent in current FY	Amount transferred to unspent CSR account	Mode of Implementation	Mode of implementation – through Implementing Agency	
				State	District						Name	CSR Registration no.
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2020-21:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	Name of the project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project	Amount spent for the projects or programs	Mode of Implementation	Mode of implementation – through Implementing Agency Name CSR Registration No.
1.	For Educational project scholarships and sponsorship of children – Smile Foundation	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	No	All over India	2,16,000	Direct - given to Smile Foundation	-
2.	For project PRAYAS for upliftment of street child – Karma Foundation		Yes	Ahmedabad, Gujarat	5,00,000	Direct –given to Karma Foundation	-
3.	For providing educational and other necessity to school - Amdavad Jilla Gramodyog Sangh		No	Kheda District, Gujarat	2,00,000	Direct –given to Amdavad Jilla Gramodyog Sangh	-
4.	For providing health care facility in Kutchh area for salt workers – Setu Charitable Trust	promoting health care including preventive health care	No	Kutchh, Gujarat	1,50,000	Direct –given to Setu Charitable Trust	-
5.	Corrective Surgery for Congenital Orthopedic birth defects - Health & Care Foundation		Yes	Ahmedabad, Gujarat	5,00,000	Direct –given to Health & Care Foundation	-
6.	For Pediatric treatment and other health care facility – Chaurasat Healthcare & Research Foundation		No	Anand, Gujarat	5,00,000	Direct –given to Chaurasat Healthcare & Research Foundation	-
7.	For Purchase of Equipment for providing health services - Blind People's Association		Yes	Bareja, Ahmedabad, Gujarat	5,00,000	Direct –given to Blind People's Association	-
8.	For providing medical assistance – Arsh Charitable Trust		Yes	Ahmedabad, Gujarat	5,00,000	Direct –given to Arsh Charitable Trust	-
9.	Child care and old age home facility – Friends Care Foundation	Setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens	Yes	Ahmedabad, Gujarat	2,00,000	Direct –given to Friends Care Foundation	-

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment: **Not Applicable**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 32,66,000

(g) Excess amount for set off, if any

Sr. no.	Particulars	Amount (₹ in Lacs)
1.	Two percent of average net profit of the company as per section 135(5)	32.16
2.	Total amount spent for the Financial Year	32.66
3.	Excess amount spent for the financial year [(ii)-(i)]	0.50
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.50

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

Sr. No.	Preceding FY	Amount transferred to unspent CSR Account u/s 135(6)	Amount spent in reporting FY	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding FY
				Name of the fund	Amount	Date of transfer	
Not Applicable							

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

(1) Sr. No.	(2) Project ID.	(3) Name of the Project	(4) FY in which project was commenced	(5) Project duration	(6) Total amount allocated for the project	(7) Amount spent on the project in the reporting FY	(8) Cumulative amount spent at the end of reporting FY	(9) Status of the project - Completed /Ongoing
Not Applicable								

X. 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

(a) Date of creation or acquisition of the capital asset(s): None

(b) Amount of CSR spent for creation or acquisition of capital asset: NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Not applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not applicable

XI. 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

Place: Ahmedabad

Date: 28/06/2021

Sd/-

Percy Avari

Whole-Time Director

(DIN: 00499114)

Sd/-

Sheila Mody

Chairperson CSR Committee

(DIN:00496561)

Annexure - D

Particulars Pursuant to Section 197(12) of the Companies Act, 2013 and rule 5(1) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014:

- 1) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2021:

Sr. No.	Executive Directors	Remuneration ₹ in Lacs	Median remuneration ₹ in Lacs	Ratio
1.	Mr. Sorab Mody, Managing Director (DIN: 00498958)	95.00	4.20	22.61
2.	Mr. Percy Avari, Whole-Time Director (DIN:00499114)	95.00	4.20	22.61
3.	Mrs. Shanaya Mody Khatua, Whole-Time Director (DIN: 01241585)	95.00	4.20	22.61

- 2) Percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year:

Sr. No.	Director, CFO & Company Secretary	% increase in the remuneration in the financial year
1.	Mr. Sorab Mody, Managing Director	0.00%
2.	Mr. Percy Avari, Whole-Time Director	0.00%
3.	Mrs. Shanaya Mody Khatua, Whole-Time Director	0.00%
4.	Mr. Cyrus Bhagwagar, CFO	2.92%
5.	Mr. Nishith Kayasth, Company Secretary	1.79%

Note to Point No. 1 & 2: Non-executive Directors are paid sitting fees only. The executive directors are receiving 2% commission based on net profits. There has been no increase in remuneration of Executive Directors.

- 3) Percentage increase in median remuneration of employees in the financial year: 1.5%
- 4) The number of permanent employees on the rolls of the company as on 31st March, 2021: 219 employees
- 5) Average percentile increase already made in the salaries of the employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:
The average increase in salaries of the employees other than Managerial Personnel in 2020-21 was 1.5% and there is no increase in managerial personnel remuneration during the year under review.
- 6) It is affirmed that the remuneration paid is as per the remuneration policy of the company.
- 7) The Statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197 (12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: N.A.

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) Read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')]

The following is report on Corporate Governance Code as implemented by your company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The fundamental belief of the Corporate Governance of the Company is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a sheer compliance of laws, rules and regulations but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility.

Effective Corporate governance requires a clear understanding of the respective roles of the Board and the senior management and their relationships internally. Your company believes that to achieve business excellence, sustainable and long term growth of every stakeholder, depends upon the corporate governance. The company believes that corporate governance is about creating organizations that succeed in the marketplace with the right approach and values.

'MAZDA LIMITED' has always adopted a robust governance framework which played a critical role in ensuring that we remain true to our culture and values. It reflects in our business functions and in the manner with which we support the journey of our stakeholders. The company is in compliance with the corporate governance provisions as specified in chapter IV of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS

The Board of the Company comprises of individuals of prominence, having vast experience in business management, Industry knowledge, finance, accountancy and law. The Board of Directors meet as often as required but not less than four times a year i.e. once in a calendar quarter.

(a) Composition of Board

The Company believes that an active, well informed and independent board is necessary to ensure the highest standards of Corporate Governance. The company has an optimal combination of Executive, Non-Executive and Independent Directors to maintain the independence of the Board from the management, which is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

As on 31st March, 2021, the Board comprised of 9 Directors which consist of 3 Executive Directors, 3 Non-Executive Directors & 3 Independent Directors. The composition of the Board is in conformity with the requirements of Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the Rules issued thereunder. The particulars of composition of the Board of Directors and their attendance at the Board Meetings held during the year and at the last Annual General Meeting, the details of which are mentioned below:

Name of the Directors	Category of Directors	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Limited Companies	No. of Committees in which Chairperson / Member		List of Directorship held in Other Listed Companies and Category of Directorship
					Member	Chairperson	
Mr. Mohib N. Khericha, Chairman (DIN: 00010365)	Non-Executive & Independent	4 of 4	Yes	4	4	2	TD Power Systems Limited (Non-Executive Director) Chartered Capital And Investment Limited (Managing Director)
Mr. Sorab R. Mody, Managing Director (DIN: 00498958)	Promoter & Executive	4 of 4	Yes	Nil	Nil	Nil	Nil
Mr. Samuel W. Croll- III (DIN: 01407244)	Non-Executive	2 of 4	Leave sought	Nil	Nil	Nil	Nil
Mrs. Sheila S. Mody (DIN: 00496561)	Non-Executive	4 of 4	Yes	Nil	Nil	Nil	Nil
Mrs. Houtoxi F. Contractor (DIN: 00499260)	Non-Executive	4 of 4	Leave sought	Nil	Nil	Nil	Nil
Mr. Nilesh C. Mankiwala (DIN: 06927530)	Non-Executive & Independent	4 of 4	Yes	Nil	Nil	Nil	Nil
Mr. Saurin V. Palkhiwala (DIN: 03604769)	Non-Executive & Independent	4 of 4	Yes	Nil	Nil	Nil	Nil
Mr. Percy X. Avari, Whole-Time Director (DIN: 00499114)	Executive	4 of 4	Yes	Nil	Nil	Nil	Nil
Mrs. Shanaya Mody Khatua, Whole-Time Director (DIN: 01241585)	Executive	4 of 4	Yes	Nil	Nil	Nil	Nil

Notes:

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26 (1) of the Listing Regulations), across all the Companies in which he/ she is a Director. All the Directors have made necessary disclosures regarding committee positions held by them in other companies as on 31st March, 2021.

These numbers exclude the directorship/committee membership held in your company and in private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and alternate directorship.

It includes only the chairmanship/membership of the Audit Committee, Stakeholders' Relationship Committee, and Nomination & Remuneration Committee.

As on 31st March, 2021, none of the Directors of the company were related to each other except Mr. Sorab Mody, Mrs. Sheila Mody and Mrs. Shanaya Mody Khatua.

All Independent Directors of the Company have furnished declarations that they qualify the conditions of being independent as per Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. These were placed before the Board. The Board, based on the declaration(s) received from the Independent Directors, have verified the accuracy of such disclosures and confirmed that the Independent Directors fulfil the conditions of Independence specified in the Listing Regulations and are independent of the management of the Company.

There is no instance where the Board has not accepted any recommendation of any committee of the Board, which is mandatorily required in the financial year 2020-21.

(b) Skills / expertise / competencies of the Board of Directors:

The Board has identified the following skills / expertise / competencies fundamental for the effective functioning of the company's business and that the said skills are available within the Board Members:

Business Strategies	Experience in developing, implementing and challenging a plan of action designed to achieve the long term goals of an organization including in areas of business development, strategic planning, succession planning and guiding the company and its senior management towards its vision and values.
Finance & Accounting Expertise	Ability to understand financial policies, accounting statements and disclosure practices and contribute to the financial/risk management policies/ practices of the company.
Governance, Risk & Compliance	Commitment, belief and experience in setting corporate governance practices to support the company's robust legal compliance systems and governance policies/ practices.
Industry knowledge and Experience	Should possess domain knowledge in businesses in which the company participates. Must have the ability to leverage the developments in the areas of engineering and technology and other areas as appropriate for betterment of company's business.
Global Experience	Ability to have access and understand business models of global corporations, relate to the developments with respect to leading global corporations and assist the company have a network of contacts in global corporations and industry worldwide.
Sales and Marketing Exposure	Ability in developing strategies to increase market share through innovation, build better brand experience for customers, improve prospective customer engagement levels and help establish active customers become loyal brand followers.

The mapping of the Skill Matrix for the Financial Year 2020-21 for all the Directors is as follows:

Name of Director	Area of Skills / Expertise					
	Business Strategies	Finance & Accounting Expertise	Governance, Risk & Compliance	Industry knowledge and experience	Global Experience	Sales and Marketing
Mr. Mohib Khericha (DIN:00010365)	√	√	√	√	√	-
Mr. Sorab Mody (DIN: 00498958)	√	√	√	√	√	√
Mr. Samuel Croll- III (DIN: 01407244)	√	√	√	√	√	√
Mrs. Sheila Mody (DIN: 00496561)	-	√	√	√	-	-
Mrs. Houtoxi Contractor (DIN: 00499260)	-	√	√	√	√	-

Mr. Nilesh Mankiwala (DIN: 06927530)	-	-	√	√	-	√
Mr. Saurin Palkhiwala (DIN: 03604769)	√	√	√	-	-	-
Mr. Percy Avari (DIN: 00499114)	√	√	√	√	√	√
Mrs. Shanaya Mody Khatua (DIN: 01241585)	√	√	√	√	√	√

(c) Details of Board Meetings held during the year:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the company. Board members are aware of the business, its operations and senior management well enough to contribute effectively to board discussions and decisions. It maintains robust governance arrangements to ensure it always acts in a way that will generate sustainable value for the company.

During the year under review, the Board met 4 times on the following dates:

29th June, 2020	28th August, 2020	11th November, 2020	11th February, 2021
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(d) Shareholding of the Directors:

Statement showing number of equity shares of the company held by the Directors as on 31st March, 2021:

Name of the Directors	Category of the Directors	Number of Equity Shares of ₹ 10/- each
Mr. Mohib Khericha (DIN: 00010365)	Non-Executive & Independent	Nil
Mr. Sorab Mody (DIN: 00498958)	Promoter & Executive	13,66,913
Mr. Samuel Croll- III (DIN: 01407244)	Non-Executive	Nil
Mrs. Sheila Mody (DIN: 00496561)	Non-Executive	75,700
Mrs. Houtoxi Contractor (DIN: 00499260)	Non-Executive	592
Mr. Nilesh Mankiwala (DIN: 06927530)	Non-Executive & Independent	Nil
Mr. Saurin Palkhiwala (DIN: 03604769)	Non-Executive & Independent	Nil
Mr. Percy Avari (DIN: 00499114)	Executive	45,205
Mrs. Shanaya Mody Khatua (DIN: 01241585)	Executive	4,25,622

(e) Code of Conduct for Directors:

The company has adopted "Code of Conduct for Board Members and Managerial Personnel". A copy of code is posted on the website of the Company www.mazdalimited.com. All Directors on the Board have affirmed compliance with the Code of Conduct. Affirmation from the Whole-Time Director regarding the compliance with the Code of Conduct by all the Directors is forming part of the Report.

3. AUDIT COMMITTEE

Pursuant to Regulation 18 of Listing Regulations and Section 177 of the Act, the Company has constituted an Audit Committee. The Audit Committee, reviews, acts and reports to the Board with respect to various auditing and accounting matters. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

All the members of the committee have the ability to read and understand the financial statements. The Chairman of the committee possesses professional qualifications in the field of Finance and Accounting.

The composition, quorum, powers, role and scope are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee is constituted with following members:

Sr. No.	Name of the Director(s)	Designation	No. of meetings held and attended during the period
1.	Mr. Mohib Khericha (DIN: 00010365)	Chairman, Non-Executive & Independent Director	4 of 4
2.	Mrs. Sheila Mody (DIN: 00496561)	Member, Non-Executive Director	4 of 4
3.	Mr. Saurin Palkhiwala (DIN: 03604769)	Member, Non-Executive & Independent Director	4 of 4

The Company Secretary of the company acts as the secretary to the Committee. The Chief Financial Officer, representatives of Statutory Auditor, Internal Auditor and Cost Auditor were invited to the meeting as and when they were required by the Audit Committee.

The members of the Audit Committee have adequate experience and knowledge of Accounts, Audit, and Finance.

Terms of reference of the Audit Committee

The matters falling within the ambit of the Audit Committee, are specified under Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Act, read with the Companies (Meeting of Board and its Power) Rules, 2014 that inter alia include:

- 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;
- Recommending to the Board, for the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of Statutory Auditors and the fixation of audit fees;
- Approval of the payment to statutory auditors for any other services rendered by them;
- 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) Any change 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 opinion(s) in the draft audit report, if any;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing and monitoring 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 function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 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, if any;
- To review the functioning of the whistle blower mechanism;
- Recommending to the Board, the appointment / reappointment of the Cost Auditors and Secretarial Auditor.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder
- Such other functions as may be specified by the Board of Directors of the company from time to time.

The audit committee shall mandatorily review the following information:

- 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;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee

In addition to the above, the Committee shall have such functions / role / powers as may be specified in the terms of reference of the Audit Committee under applicable laws or as required by any statute.

Details of Audit Committee meetings and attendance:

During the financial year, the Audit Committee met four times, ensuring the compliances with the requirement of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Committee met on below mentioned dates:

29th June, 2020	28th August, 2020	11th November, 2020	11th February, 2021
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All members of the committee have attended the meetings held during the period. The Chairman of the Audit Committee has attended the Annual General Meeting of the company.

4. NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was formed mainly to ensure overall diversity of representatives and provide guidance to the Board for appointment of top management and to address issues such as required expertise, background, leadership skills, time availability, conflict of interest, willingness to participate actively and inter-organizational relationships of the proposed appointee as a Director or member of the senior management. The Committee is endowed with the powers and roles as prescribed in the terms of reference.

The composition of the committee as well as the particulars of attendance at the committee meetings during the year and other related details are given in the table below:

Sr. No.	Name of the Director	Designation	No. of meetings held and attended during the period
1.	Mr. Saurin Palkhiwala (DIN: 03604769)	Chairman, Non-Executive & Independent Director	1 of 1
2.	Mr. Mohib Khericha (DIN: 00010365)	Member, Non-Executive & Independent Director	1 of 1
3.	Mrs. Sheila Mody (DIN: 00496561)	Member, Non-Executive Director	1 of 1

The Company Secretary of the company acts as a Secretary to the Committee.

The meeting of the Nomination and Remuneration Committee was held on 29th June, 2020 during the financial year under review.

The Committee acts as a link between the Management and the Board of Directors. Besides having access to all required information within the company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise or obtain legal or other professional advice from external sources, whenever required.

The Board of Directors has, on the recommendation of the Nomination and Remuneration Committee adopted the Nomination and Remuneration Policy for selection and appointment of Directors, Senior Management and their Remuneration.

(a) Terms of reference of the Nomination & Remuneration Committee

The Nomination & Remuneration Committee shall act in accordance with the terms of reference, which shall include:

- Determining qualifications criteria, positive attributes and independence of a Director and recommend to the Board change in a policy, relating to the remuneration for the Directors, Key Managerial Personnel, Senior Management personnel and other employees;
- Determining the criteria for evaluation of performance of independent directors and the board of Directors;
- Devising a policy on Board diversity;
- Identifying 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 of directors their appointments and removal and shall carry out evaluation of every director's performance;
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To recommend to the board, all remuneration, in whatever form, payable to senior management.
- To perform such function as may be assigned by the Board of Directors from time to time and
- To perform such other function as required as per the provision of the Companies Act, 2013, rules thereof and the Listing Regulations.

(b) Remuneration to Non-executive Directors:

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Director/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

(c) Remuneration to Executive Directors

The appointment and remuneration of Executive Directors is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Shareholders of the Company. The remuneration package of Executive Directors comprises of salary, perquisites and allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. The executive directors are paid commission on profits as per the resolution passed by the members of the company.

The remuneration policy is directed towards rewarding performance, based on review of achievements. The Nomination and Remuneration Policy is displayed on the Company's website viz. www.mazdalimited.com.

(d) **The details of remuneration paid to the directors for the year under review are as follows:**

Name of Directors	Sitting Fees (₹)	Salaries, Perquisites & Other allowances (₹)	Commission (₹)	Total (₹)
Mr. Sorab R. Mody (Managing Director) (DIN: 00498958)	NIL	59,81,200	35,18,800	95,00,000
Mr. Mohib N. Khericha (Chairman) (DIN: 00010365)	4,10,000	NIL	NIL	4,10,000
Mr. Samuel W. Croll – III (DIN: 01407244)	1,00,000	NIL	NIL	1,00,000
Mrs. Sheila S. Mody (DIN: 00496561)	4,20,000	NIL	NIL	4,20,000
Mrs. Houtoxi F. Contractor (DIN: 00499260)	2,00,000	NIL	NIL	2,00,000
Mr. Percy X. Avari (DIN: 00499114)	NIL	71,95,600	23,04,400	95,00,000
Mrs. Shanaya Mody Khatua (DIN: 01241585)	NIL	71,95,600	23,04,400	95,00,000
Mr. Nilesh C. Mankiwala (DIN: 06927530)	2,10,000	NIL	NIL	2,10,000
Mr. Saurin V. Palkhiwala (DIN: 03604769)	4,05,000	NIL	NIL	4,05,000

(e) **Criteria for Performance evaluation of Directors:**

Pursuant to the Companies Act, 2013 and Listing Regulations, performance evaluation of the Directors including Independent Directors has been devised by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, 'Stakeholders Relationship Committee' of the Board has been constituted to look into the grievances raised by shareholders. The meetings of the Stakeholders Relationship Committee were held on 18th July, 2020 and 26th March, 2021 during the financial year under review.

The Committee consists of three Directors as mentioned below:

Sr. No.	Name of Director	Designation	No. of meetings held and attended during the period
1.	Mrs. Sheila Mody (DIN: 00496561)	Chairperson, Non-Executive Director	2 of 2
2.	Mr. Percy Avari (DIN: 00499114)	Member, Executive Director	2 of 2
3.	Mr. Nilesh Mankiwala (DIN: 06927530)	Member, Independent Director	2 of 2

The Board approved 'Terms of Reference' of the Committee of Directors in compliance with Section 178 of the Companies Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. The Committee looks into the matters of Shareholders/Investors grievances along with other matters listed below:

- Oversee the performance of the Company's Registrar and Share Transfer Agent;
- To resolve the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review of the measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Issue of duplicate share certificates;
- Issue of new share certificate and to consider request for rematerialisation, if any;

- To carry out any other function as prescribed under the Listing Regulations, the Companies Act, 2013 and other Applicable Law as amended from time to time.
 - To carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.
 - All other matters related to shareholders;
- The Company Secretary is the Compliance Officer of the company. During the year under review, no complaints were received.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has constituted "Corporate Social Responsibility Committee", pursuant to the provisions of section 135 of the Companies Act, 2013. The Committee consists following members in the Committee:

Sr. No.	Name of Director	Designation	No. of meetings held and attended during the period
1.	Mrs. Sheila Mody (DIN: 00496561)	Chairperson, Non-Executive Director	1 of 1
2.	Mr. Mohib Khericha (DIN: 00010365)	Member, Independent Director	1 of 1
3.	Mr. Percy Avari (DIN: 00499114)	Member, Executive Director	1 of 1

The Committee's terms of reference meet with the requirements of the Companies Act, 2013 which are as under:

- To formulate and recommend to the Board, a Corporate Social Responsibility policy which shall indicate the activities to be undertaken by the company in areas or subject, as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To decide about spending of the fund available for CSR.
- To monitor the implementation of framework of CSR Policy.
- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the company as specified in Schedule VII of the Act; and
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor process.

The Corporate Social Responsibility Committee meeting was held on 11th February, 2021 wherein all the members of the Committee were present. In the said meeting, the Committee had approved the trust / agencies to whom the funds can be given and projects that will be undertaken by the trust / agencies. The details of the CSR projects are given in the Annexure - C to the Directors' Report.

7. INDEPENDENT DIRECTORS MEETING

In pursuance to the provisions of Companies Act, 2013 and Listing Regulations, Independent Directors of the company meet at least once in every financial year without the presence of Non-Executive Directors, Executive Director and any other management personnel. The meeting is conducted in a manner to enable the Independent Directors to discuss matter pertaining to, inter alia, review the performance of Non-Independent Directors and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year under review, meeting of Independent Directors was held on 11th February, 2021. All the Independent Directors were present at this Meeting.

Familiarization Programme for Independent Directors:

The business familiarization process for Independent Directors was an ongoing process during the financial year and largely carried out by way of special discussions and presentations at Board / Committee meetings on important matters such as key regulatory changes, material legal matters, changing industry trends, periodic operations review, strategy discussions and exceptional developments, if any, in the Company. They are made aware of the important policies, code of conduct to be followed by the Board members and Senior Management Personnel and regulate, monitor and report trading in securities by Insiders on a continuous basis.

The details of such familiarization programme for Independent Directors are available on the website of the company i.e. www.mazdalimited.com.

8. GENERAL BODY MEETINGS

The details of the Annual General Meetings held during the last three years are as follows:

Meeting	30 th AGM	29 th AGM	28 th AGM
Year	2019-20	2018-19	2017-18
Venue	MAZDA House, 650/1, 2 nd Lane, Panchwati, Ambawadi, Ahmedabad – 380006 (Through Video Conferencing Mode)	Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad – 382 330	
Date & Time	25 th September, 2020 at 11.00 A.M	26 th September, 2019 at 9.30 A M	04 th September, 2018 at 9.30 A M
No. of Special Resolution	00	07	00

- **Postal Ballot**

During the financial year under review, no approval of the shareholders was taken through the postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through Postal Ballot. Hence the procedure for Postal Ballot is not laid down.

9. SUBSIDIARY COMPANY

The company does not have any subsidiary company.

10. POLICY FOR PROHIBITION OF INSIDER TRADING

The company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which inter alia includes Policy for determination of "Legitimate Purpose" and 'Code of Conduct for Prevention of Insider Trading in Securities of Mazda Limited' in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The code governs all Directors, Senior Management Personnel, Promoter(s)/Promoter(s) Group(s) and such other Designated Employees and their immediate relative(s) who can have access to Unpublished Price Sensitive Information relating to the company. The Code lays down the guidelines, which advise on procedures to be followed and disclosures to be made, while dealing with securities of the company and cautions them of the consequences of violations. The code of conduct is available on the website of the company i.e. www.mazdalimited.com.

11. DISCLOSURES

- There are no transactions of a materially important character and which are not in the ordinary course of business and all the transactions are on Arm's length basis with the promoters, the Directors or the Management or relatives that may have potential conflict with the concern of the company at large; however, transactions with related parties as per requirements of applicable Accounting Standard are disclosed under notes to accounts.
- The policy on Materiality of Related Party Transactions in terms of Listing Regulations is uploaded on the website of the company at www.mazdalimited.com.
- There are no materially significant related party transactions please refer Note No. 37 of the standalone financial statements, forming part of this Annual Report.
- The company is preparing these financial statements in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as time to time notified under section 133 of the Companies Act, 2013.
- Pursuant to Regulation 32 (7A) of the Listing Regulations, the company has not raised funds through preferential allotment or qualified institutions placement.
- There is no instance, where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year 2020-2021.
- Total fees for all services paid by the listed entity, on a consolidated basis, to the statutory auditor. Details relating to fees paid to the Statutory Auditors are given in Note No. 28.1 to the Standalone Financial Statements.
- There have been no instances of any non-compliance and no penalties or strictures have been imposed on the company on any matter relating to the capital markets during the last three years, either by Stock Exchanges, the Securities and Exchange Board of India or any statutory authority.
- The process of identification and evaluation of various risks inherent in the business environment and the operations of the company and initiation of appropriate measures for prevention and/or mitigation of the same are dealt with by the concerned operational heads under the overall supervision of the Managing Director of the company. The Audit Committee periodically reviews the adequacy and efficacy of the overall risk management system.
- The company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The company has a Vigil Mechanism and Whistle-blower policy to provide for the safeguards against victimization of employees who follow such mechanism under which they are free to report violations of applicable laws and regulations and the code of conduct. The reportable matters may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no complaints have been received and no employee was denied access to the Audit Committee.

- The Board receives on a quarterly basis, certificates of compliance with the provisions of all applicable laws from the Managing Director and Compliance Officer, which are taken on record by the Board.
- A Practising Company Secretary carries out Reconciliation of share capital to reconcile to total admitted capital with NSDL and CDSL and total issued and listed capital. This audit is carried out every quarter and the report is submitted to the stock exchanges. The audit confirms that the total issued/paid up capital of the company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- The Whole Time Director and Chief Financial Officer has given a Certificate to the Board as contemplated in Listing Regulations, 2015 and the same forms the part of Corporate Governance Report.
- The Company has obtained the Certificate from the Practising Company Secretary certifying that none of the directors of the company are debarred or disqualified from being appointed or continuing as directors of Company by SEBI / MCA or any such authority.
- The company has in place a policy for Prevention, Prohibition and Redressal of Sexual Harassment at work place. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the company has not received any complaints in this regard.
- Disclosure 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
- The company has complied with all mandatory requirements laid down by Listing Regulations including those specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46. Hence there has been no non-compliances with mandatory requirement of Corporate Governance code. The Compliance Certificate given by Practising Company Secretary for the financial year under review forms part of the Corporate Governance Report.
- Your company has partly adopted non-mandatory requirements laid down by Listing Regulations. The company is having unmodified audit opinion by Statutory Auditor for standalone financial statements and the Internal Auditor reports directly to the audit committee. The company is complying with applicable Secretarial Standards.
- The Management Discussion and Analysis Report forms part of the Annual Report and is in accordance with the requirements laid out in Schedule V of the Listing Regulations.

12. MEANS OF COMMUNICATION

- Half-Yearly report sent to each household : No
of shareholders
- The company published un-audited standalone financial results with limited review report of auditors for first three quarters. In respect of the fourth quarter, the company publishes the audited financial results for the whole financial year with audit report.
- Quarterly Results -
- Newspapers in which normally published : Financial Express
• English Edition and
• Gujarati Edition
- Web site, where displayed : At Company's Website
: www.mazdalimited.com in the
'investor relation section'
- Presentation made to Institutional Investors or to Analysts : No
- Whether Management Discussion and Analysis Report is a part of Annual Report or not : Yes

13. GENERAL SHAREHOLDERS INFORMATION

- a. **Annual General Meeting** : Friday, 17th September, 2021, at 12:00 PM, Through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting.
 - Date, Time and Venue
- b. **Financial Calendar**
Tentative financial reporting for:
 - the quarter ended on 30 June, 2021 : Second week of August, 2021
 - the quarter ended on 30 September, 2021 : Second week of November 2021
 - the quarter ended on 31 December, 2021 : Second week of February 2022



- the quarter ended on 31 March, 2022
Results for the year ending March 2021 (Audited) : Last week of May 2022
- c. **Financial Year** : April 2021 to March 2022
- d. **Dates of Book Closure** : 11th September 2021 to 17th September, 2021
- e. **Dividend Payment Date (Tentative)** : 30th September, 2021
- f. **Listing on Stock Exchanges, Address and Stock Code** :
BSE Limited (BSE)
Code: 523792
Address: Phirzoe Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
National Stock Exchange of India Limited (NSE)
Symbol: MAZDA
Address: Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
- g. **Payment of Listing Fees** : Listing fees for the period 2021-22 has been paid to the stock exchanges
- h. **ISIN Number for NSDL & CDSL** : INE885E01034
- i. **CIN** : L29120GJ1990PLC014293
- j. **Registrar and Share Transfer Agent** : Link Intime India Private Limited
506-508 Amarnath Business Centre - I, Off. C.G. Road, Navrangpura, Ahmedabad - 380 009
Phone: 079-2646 5179
Email Id: ahmedabad@linkintime.co.in
- k. **Name and Email address of the Compliance Officer** : Mr. Nishith Kayasth
Company Secretary and Compliance Officer
Email: nishith@mazdalimited.com
Phone: 079-4000 7000
- l. **Dematerialization of shares and liquidity** : **91.92%** of the paid-up capital has been dematerialized as on 31st March, 2021
- m. **Plant Location** :
- **Unit - I:** C/1-39/13/16 GIDC, Naroda, Ahmedabad- 382 330
- **Unit - II:** Plot No. 11 & 12, Hitendranagar Sahakari Vasahat Ltd., N.H. Road, Naroda, Ahmedabad - 382 340
- **Unit - III:** C/1, A-5, GIDC, Odhav, Ahmedabad - 382 415
- **Unit - IV:** Plot No. 17/1, Phase-III, GIDC, Naroda, Ahmedabad - 382 330
- **Unit - V:** Plot No. 7610, Phase-IV, GIDC, Vatva, Ahmedabad - 382 445.
- n. **Registered Office** : - C/1-39/13/16 GIDC, Naroda, Ahmedabad- 382 330
- o. **Address for correspondence** : **Mazda Limited: Corporate Office** Mazda House, 650/1, Panchwati, 2nd Lane, Ambawadi, Ahmedabad - 380 006
- p. **Credit Rating** : Long Term Credit Rating: ICRA 'A'
Short Term Credit Rating: ICRA 'A1'

- Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant for any queries related to change of address or change in bank mandate.
- Share Transfer System:

In terms of Regulation 40(1) of Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. 01st April, 2019, except in case of request received for transmission or transposition of securities. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the company.

Members holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of Link Intime (India) Pvt. Ltd. to seek guidance in the demat procedure.

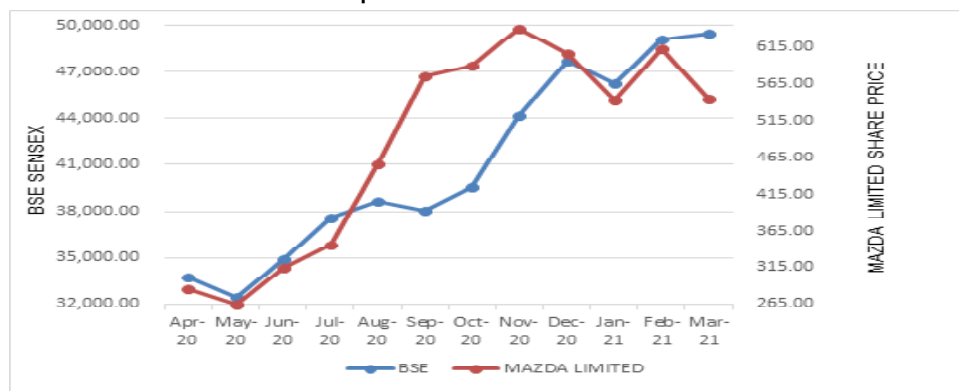


- Monthly Highs and Lows of Market Price of the Company's Shares Traded on BSE & NSE for the period April 2020 to March 2021:

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange of India Limited (NSE)	
	High	Low	High	Low
April, 2020	284.95	232.00	283.35	227.55
May, 2020	265.00	238.70	263.00	238.00
June, 2020	315.20	260.50	317.95	260.25
July, 2020	345.00	298.00	346.00	298.00
August, 2020	455.00	300.30	450.00	307.00
September, 2020	574.90	357.00	574.80	373.50
October, 2020	590.00	501.00	580.55	506.60
November, 2020	639.85	522.30	624.75	522.05
December, 2020	607.00	495.60	583.00	493.05
January, 2021	543.90	487.95	557.00	491.00
February, 2021	612.80	500.40	613.95	481.20
March, 2021	544.90	442.00	539.90	450.00

Source: BSE Website & NSE Website

- Stock Price Performance in comparison to BSE Sensex**



- Shareholding pattern as on March 31, 2021

Categories	No. of Shares held	% of Total Shareholding
Promoter's Holding		
Promoters and its group - Indian	1868235	46.65
Sub - Total	1868235	46.65
Non - promoter's Holding		
Banks & NBFC	1956	0.05
Central Government / State Government / IEPF Authority	30707	0.76
Domestic Companies	204371	5.10
Indian Public	1445464	36.09
NRI's	57904	1.45
Foreign Company	289500	7.23
Others	106863	2.67
Sub - Total	2136765	53.35
GRAND TOTAL	40,05,000	100.00

- Distribution of shareholding as on March 31, 2021 :

Shareholding			Shareholders		No. of shares	
			Folios	% of total Nos.	Shares	% of total shares
Less than		500	4843	92.0372	402708	10.0551
501	To	1000	187	3.5538	148314	3.7032
1001	To	2000	104	1.9764	154362	3.8542
2001	To	3000	32	0.6081	79955	1.9964
3001	To	4000	18	0.3421	66154	1.6518
4001	To	5000	20	0.3801	93247	2.3283
5001	To	10000	29	0.5511	218034	5.4440
10001	And	above	29	0.5511	2842226	70.9670
Total			5262		4005000	100.00



- Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on the company : NIL
- Commodity price risk or foreign exchange risk and hedging activities:

During the financial year 2020-21, the company had managed the foreign exchange risk and hedge to the extent consider necessary. The company enters into forward contracts for hedging foreign exchange exposures against exports. The details of foreign currency exposure are disclosed in note no. 30 forming part of the financial statements.

- Transfer of Dividend to Investor Education and Protection Fund (IEPF):

In accordance to the provisions of Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/unpaid for a period of seven consecutive years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. In line with the provisions of Section 125 of the Companies Act, 2013, no claim shall lie against the company after the said transfer. The members whose dividend is transferred to the IEPF Authority can claim dividend from the Authority.

Pursuant to the above mentioned provisions, the unpaid/ unclaimed dividend of ₹2,39,290 for the financial year 2012-2013 lying in the company's unpaid dividend account, were transferred to Investors Education & Protection Fund (IEPF) during the financial year under review.

Due dates for transfer of unclaimed dividend declared in the previous financial years to IEPF are as under:

Financial Year	Dates of Declaration of Dividend	Dividend Percentage	Dates on which dividend will become part of IEPF
2013-2014	30th September, 2014	55	29th October, 2021
2014-2015	01st September, 2015	60	30th September, 2022
2015-2016	27th September, 2016	66	26th October, 2023
2016-2017	12th September, 2017	73	11th October, 2024
2017-2018	04th September, 2018	81	03rd October, 2025
2018-2019	26th September, 2019	90	25th October, 2026
2019-2020 (Interim)	13th February, 2020	75	12th March, 2027
2019-2020 (Final)	25th September, 2020	25	24th October, 2027

Members who have not yet encashed their dividend warrants are requested to make their claims without any delays to the company. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the company or Link Intime (India) Private Limited.

The company has appointed Mr. Nishith Kayasth, Company Secretary as a Nodal Officer under the provisions of IEPF, contact details of whom are available on the website of the company i.e. www.mazdalimited.com.

The list of shareholders whose dividend are unpaid and due to be transferred to the IEPF is available on the website of the company i.e. www.mazdalimited.com.

- Transfer of Equity Shares to Investor Education and Protection Fund (IEPF):

In accordance with the provisions of Section 124(6) of the Companies Act, 2013, all the shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) and which remains unpaid for continuous seven years shall also be transferred by the company in the name of Investor Education & Protection Fund along with a statement containing such details as may be prescribed.

During the year under review, the company had transferred 1,424 Equity Shares to IEPF Authority corresponding to unclaimed dividend for the year 2012-13. The IEPF Authority holds 30,707 Equity Shares in the company as on 31st March, 2021. The list of the shareholders whose shares were transferred to IEPF is available on the website i.e. www.mazdalimited.com.

Shareholders are requested to note that shares transferred to IEPF, including all benefits accruing on such shares, if any can be claimed back from the IEPF Authority after following the procedure prescribed under the said rules. The procedure is also available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

The company had sent letters to all the concerned Members and also published notice in newspaper three months before the due date asking them to claim their dividend amount and to avoid transfer of the said unclaimed dividend and respective shares to IEPF Authority.

Place: Ahmedabad
Date: 28/06/2021

For and on behalf of the Board,
Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)



AFFIRMATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

To,

The Members of the company

The Board of Directors of the company has adopted a Code of Conduct for all the Board members and senior executives of the company, including the Managing Director; they have affirmed compliance with the Code of Conduct applicable to them in respect of the year ended 31st March, 2021.

Place : Ahmedabad

Date : 28/06/2021

Sd/-

Percy Avari

Whole-Time Director

(DIN: 00499114)

CERTIFICATION BY WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To,

The Board of Directors,

Mazda Limited

We to the best of our knowledge and belief certify that:

- We have reviewed the Audited Financial Statements and the Cash Flow Statement for the year ended 31st March, 2021 and that to the best of our knowledge and belief :
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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.
- We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the company during the year which are fraudulent, illegal or against the company's code of conduct.
- We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of 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 such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- We further certify that :
 - There have been no significant changes in internal control over financial reporting during the year;
 - There have been no significant changes in accounting policies during the year and the same has been disclosed in notes to the financial statements; and
 - 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.

Place: Ahmedabad

Date: 28/06/2021

Sd/-

Percy Avari

Whole-Time Director

(DIN: 00499114)

Sd/-

Cyrus J. Bhagwagar

CFO

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF MAZDA LIMITED,

- We have examined the compliance of the conditions of Corporate Governance by **MAZDA LIMITED** ('the Company') for the year ended on March 31st, 2021 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulations 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations").
- The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance as stipulated in Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations for the year ended on 31st March, 2021.
- We further 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.

**For Rutul Shukla & Associates,
Company Secretaries**

Sd/-

Rutul J. Shukla

FCS : 6776 (CP: 7470)

UDIN: F006776C000525536

Place : Ahmedabad

Date : 28th June, 2021



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

TO THE MEMBERS OF MAZDA LIMITED,

C/1 39/13/16 GIDC

Naroda, Ahmedabad- 382330, Gujarat, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mazda Limited having CIN:L29120GJ1990PLC014293 and having registered office at C/1 39/13/16 G I D C Naroda Ahmedabad-382330, Gujarat, India (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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my 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 and on the basis of written representation / declaration received from the directors and taken on record by the Board of Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 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.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Sorab Rattansha Mody*	00498958	03/09/1990
2.	Ms. Sheila Sorab Mody	00496561	20/09/1991
3.	Ms. Shanaya Mody Khatua	01241585	22/01/2007
4.	Mr. Percy Xerex Avari	00499114	29/01/2003
5.	Ms. Houtoxi Contractor	00499260	02/10/1992
6.	Mr. Samuel Wilbur Croll III	01407244	12/09/1992
7.	Mr. Mohib Nomanbhai Khericha	00010365	12/09/1992
8.	Mr. Saurin Vikrambhai Palkhiwala	03604769	29/07/2014
9.	Mr. Nilesh Chandravadan Mankiwala	06927530	29/07/2014

* Ceased to be Director w.e.f 05th May, 2021 due to sad demise.

Ensuring the eligibility of 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 Rutul Shukla & Associates,
Company Secretaries

Sd/-

Rutul J. Shukla

FCS : 6776 (CP: 7470)

UDIN: F006776C000525327

Place : Ahmedabad
Date : 28th June, 2021



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
MAZDA LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Mazda Limited** ("the Company") which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (Refer notes 1.9 and 21 to the Standalone Financial Statements) Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an in appropriate cut-off can result in material misstatement of results for the year.	Our audit procedures with regard to Revenue recognition included testing controls, automated and manual, around dispatches / deliveries, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedures.

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

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind As and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy

and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement Cash Flow 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 B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.
- g. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements -Refer Note 33 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the Company.

For Mayank Shah & Associates
Chartered Accountants
Firm Registration No: 106109W

Sd/-

M.S. SHAH
Partner

Membership No. 044093
UDIN : 21044093AAAABF8164

Place : Ahmedabad
Date : June 28, 2021

Annexure - A to the Independent Auditor's Report

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

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory except goods-in-transit has been physically verified by the Management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For goods-in-transit at year end, relevant evidences have been obtained. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been dealt with in books of account.
- iii. In our opinion and according to information & explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause (iii) of paragraph 3 of the order are not applicable to the Company.
- iv. According to information and explanations given to us, the Company has complied with provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- v. According to the information and explanations given to us, the Company has not accepted any deposit nor has any unclaimed deposit within the meaning of the provisions of Sections 73 to 76 or any other relevant provision of the Act and the rules framed there under. Accordingly, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Act in respect of Company's products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the same.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Goods and Service tax, Cess, and any other material statutory dues, as applicable, with the appropriate authorities.
- 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 Customs, Goods and Service tax, Cess and any other material statutory dues were in arrears as at 31st March, 2021 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, details of dues towards Income Tax and Service Tax which have not been deposited by the Company on account of disputes are as follows.

Name of the Statute	Nature of the Dues	Amount (in ₹)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	10,62,596	F.Y. 2014-15	Assessing Officer
		21,74,010	F.Y. 2017-18	Assessing Officer
		5,19,640	F.Y. 2018-19	CIT (A)
Service tax	Service Tax penalty	14,17,325	F.Y. 2012-13 to 2013-14	Customs, Excise & Service Tax Appellate Tribunal

According to the information and explanations given to us, there are no dues of Sales tax, Excise Duty, Custom Duty, Value Added Tax, Goods and Service Tax and Cess which have not been deposited with the appropriate authorities on account of any dispute.

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.

- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clauses (xii) of paragraph 3 of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transaction with the Directors or Persons connected with its Directors and covered under Section 192 of the Act. Accordingly, the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

Place : Ahmedabad
Date : June 28, 2021

For Mayank Shah & Associates
Chartered Accountants
Firm Registration No: 106109W
Sd/-
M.S. SHAH
Partner
Membership No. 044093
UDIN : 21044093AAAABF8164

Annexure-B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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 Mazda 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (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 the Company's business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Control system over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's Internal Financial Control over Financial Reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of Internal Financial Controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls over Financial Reporting, to future periods are subject to the risk that Internal Financial Controls 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, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the criteria for internal financial controls over financial reporting 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 Mayank Shah & Associates
Chartered Accountants
Firm Registration No: 106109W

Sd/-
M.S. SHAH
Partner

Membership No. 044093
UDIN : 21044093AAAABF8164

Place : Ahmedabad
Date : June 28, 2021



BALANCE SHEET AS AT 31ST MARCH, 2021

(Amount In ₹)

Particulars	Notes	AS AT 31st March, 2021	AS AT 31st March, 2020
ASSETS			
Non-current Assets			
Property, Plant and Equipment	2	34,08,86,821	30,64,50,279
Capital Work in Progress	2	24,80,04,802	17,04,06,270
Intangible Assets	3	60,36,298	1,67,27,845
Right of Use Assets	4	60,15,344	64,48,415
Financial Assets			
Investments	5	6,11,43,531	8,13,90,974
Loans	6	2,25,123	5,17,409
Other Financial Assets	7	1,23,06,102	1,18,75,470
Income Tax Assets (net)	8	80,54,680	-
Other Non-current Assets	9	1,22,70,050	4,60,39,684
		69,49,42,750	63,98,56,347
Current Assets			
Inventories	10	28,82,14,749	38,10,90,295
Financial Assets			
Investments	5	33,51,85,393	19,75,89,657
Trade Receivables	11	31,55,97,894	33,21,93,194
Cash and Cash Equivalents	12A	7,16,38,289	9,01,33,664
Other Balances with Banks	12B	27,67,975	54,40,634
Loans	6	3,07,322	3,47,977
Other Financial Assets	7	92,727	1,27,977
Other Current Assets	9	2,17,13,600	2,46,49,272
		1,03,55,17,949	1,03,15,72,671
		1,73,04,60,699	1,67,14,29,018
TOTAL ASSETS			
EQUITY			
Equity Share Capital	13A	4,00,50,000	4,00,50,000
Other Equity	13B	1,43,42,31,736	1,27,82,12,354
		1,47,42,81,736	1,31,82,62,354
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	14	48,68,486	51,78,330
Lease Liabilities	39	27,65,676	28,50,487
Deferred Tax Liabilities (Net)	15	1,92,13,171	1,74,27,010
Provisions	16	-	38,22,001
		2,68,47,333	2,92,77,828
Current Liabilities			
Financial Liabilities			
Lease Liabilities	39	33,35,446	33,33,072
Trade Payables	17		
Due to Micro and Small Enterprises		71,64,882	1,11,70,549
Due to Others		11,33,93,267	17,67,13,710
Other Financial Liabilities	18	2,68,24,449	3,12,33,747
Other Current Liabilities	19	7,63,91,683	9,50,20,658
Provisions	16	22,21,903	52,30,048
Income tax liabilities (net)	20	-	11,87,052
		22,93,31,630	32,38,88,837
		1,73,04,60,699	1,67,14,29,018
TOTAL EQUITY AND LIABILITIES			
Significant Accounting Policies and key accounting estimates and judgements	1		
Notes are an integral part of the Financial Statements			

As per our report of even date attached

For and on behalf of the Board of Directors of Mazda Limited

For MAYANK SHAH & ASSOCIATES

Chartered Accountants
(Firm Registration No. 106109W)

Sd/-

M. S. SHAH

Partner

Membership No. 044093

Place : Ahmedabad

Date : June 28, 2021

Sd/-

Percy Avari

Whole-Time Director

(DIN: 00499114)

Sd/-

Cyrus Bhagwagar

Chief Financial Officer

Sd/-

Mohib Khericha

Chairman

(DIN: 00010365)

Sd/-

Nishith Kayasth

Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

(Amount In ₹)

Particulars	Notes	Year 2020-21	Year 2019-20
REVENUE FROM OPERATIONS	21		
Revenue from Sale of Products		1,50,87,76,659	1,76,19,97,085
Revenue from Sale of Services		85,43,775	2,45,44,273
Other Operating Revenues		69,26,093	1,02,94,357
Other Income	22	2,36,70,776	1,71,55,516
TOTAL INCOME (I)		1,54,79,17,303	1,81,39,91,230
EXPENSES			
Cost of Materials Consumed	23	75,41,95,806	1,03,01,41,553
Changes in inventories of finished goods and work-in-progress	24	4,71,90,435	1,42,42,692
Employee Benefit Expenses	25	18,30,64,682	17,12,95,896
Finance Cost	26	71,18,559	94,44,437
Depreciation and Amortisation Expense	27	3,26,88,361	3,45,67,180
Other Expenses	28	30,27,52,304	33,00,44,100
TOTAL EXPENSES (II)		1,32,70,10,146	1,58,97,35,857
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I - II)		22,09,07,157	22,42,55,373
Exceptional Items		-	-
PROFIT BEFORE TAX		22,09,07,157	22,42,55,373
Tax Expenses	29		
Current Tax		5,62,00,000	6,67,39,999
Deferred Tax		8,37,517	(1,16,01,264)
Tax in respect of earlier years		5,80,622	26,64,815
TOTAL TAX EXPENSES		5,76,18,139	5,78,03,550
PROFIT AFTER TAX		16,32,89,018	16,64,51,823
OTHER COMPREHENSIVE INCOME (OCI)			
Items that will not be reclassified to Profit or Loss			
(a) (i) Remeasurement benefit of defined benefit plans		37,69,254	(17,78,372)
(ii) Income tax benefit/(expense) on remeasurement of defined benefit plans		(9,48,646)	4,47,581
(b) (i) Net fair value gain/(loss) on investments in equity instruments through OCI		(77,744)	(75,458)
(ii) Income tax benefit/(expense) on investments in equity instruments through OCI		-	-
TOTAL OTHER COMPREHENSIVE INCOME		27,42,864	(14,06,249)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		16,60,31,882	16,50,45,573
Earnings per equity share (Face value of ₹10 each)	36		
1) Basic (in ₹)		40.77	41.46
2) Diluted (in ₹)		40.77	41.46
Significant Accounting Policies and key accounting estimates and judgements	1		
Notes are an integral part of the Financial Statements			

As per our report of even date attached

For **MAYANK SHAH & ASSOCIATES**
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : June 28, 2021

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)
Sd/-
Cyrus Bhagwagar
Chief Financial Officer

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)
Sd/-
Nishith Kayasth
Company Secretary



STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021

(A) EQUITY SHARE CAPITAL			(Amount In ₹)	
Particulars	As at 31st March, 2021	As at 31st March, 2020		
Balance at the beginning of the Reporting period	4,00,50,000	4,25,80,000		
Changes in Equity Share capital during the year	-	(25,30,000)		
Balance at the end of the Reporting period	4,00,50,000	4,00,50,000		

(B) OTHER EQUITY								(Amount In ₹)	
OTHER EQUITY	Reserves & Surplus					Equity Instrument through OCI	Total		
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	General Reserve	Retained earnings				
Balance as at April 1, 2019 (A)	4,24,937	3,00,00,000	41,68,000	11,20,10,750	1,15,33,89,643	9,65,255	1,30,09,58,585		
Addition during the year:									
Profit for the period	-	-	-	-	16,64,51,823	-	16,64,51,823		
Items of OCI for the year, net of tax:									
Remeasurement benefit of defined benefit plans	-	-	-	-	(13,30,791)	-	(13,30,791)		
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(75,458)	(75,458)		
Total Comprehensive Income for the year 2019-20 (B)	-	-	-	-	16,51,21,031	(75,458)	16,50,45,573		
Reductions during the year:									
Dividends (Refer Note 32)	-	-	-	-	(6,60,82,500)	-	(6,60,82,500)		
Income tax on dividend (Refer Note 32)	-	-	-	-	(1,35,83,452)	-	(1,35,83,452)		
Buy back of equity shares (Refer Note 13A)	-	(3,00,00,000)	25,30,000	(7,92,20,406)	-	-	(10,66,90,406)		
Expenses for Buy back of equity shares (Refer Note 13A)	-	-	-	-	(14,35,446)	-	(14,35,446)		
Total (C)	-	(3,00,00,000)	25,30,000	(7,92,20,406)	(8,11,01,398)	-	(18,77,91,804)		
Balance as at 31st March, 2020 (D) = (A+B+C)	4,24,937	-	66,98,000	3,27,90,344	1,23,74,09,276	8,89,797	1,27,82,12,354		
Addition during the year:									
Profit for the period	-	-	-	-	16,32,89,018	-	16,32,89,018		
Items of OCI for the year, net of tax:									
Remeasurement benefit of defined benefit plans	-	-	-	-	28,20,608	-	28,20,608		
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(77,744)	(77,744)		
Total Comprehensive Income for the year 2020-21 (E)	-	-	-	-	16,61,09,626	(77,744)	16,60,31,882		
Reductions during the year:									
Dividends (Refer Note 32)	-	-	-	-	(1,00,12,500)	-	(1,00,12,500)		
Total (F)	-	-	-	-	(1,00,12,500)	-	(1,00,12,500)		
Balance as at 31st March, 2021 (G) = (D+E+F)	4,24,937	-	66,98,000	3,27,90,344	1,39,35,06,402	8,12,053	1,43,42,31,736		

As per our report of even date attached

For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : June 28, 2021

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)
Sd/-
Cyrus Bhagwagar
Chief Financial Officer

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)
Sd/-
Nishith Kayasth
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

(Amount In ₹)

	Particulars	Year 2020-21	Year 2019-20
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before tax	22,09,07,157	22,42,55,373
	Adjustment for :		
	Finance Costs	71,18,559	94,37,392
	Depreciation and Amortisation	3,26,88,361	3,45,67,180
	Interest/Dividend received	(4,90,747)	(5,30,540)
	Net (Gain) on sale of investment measured at FVTPL	(35,09,766)	(7,21,694)
	Net (Gain) on fair valuation of investment at FVTPL	(1,49,37,921)	(79,35,727)
	Net unrealised exchange (gain) / loss	(20,21,051)	(34,41,746)
	Bad Debts written off / (Liabilities/provisions) written back	-	94,60,257
	(Profit)/Loss on Sale of property, plant and equipment (Net)	1,47,413	29,756
	Operating Profit before Working Capital Changes	23,99,02,003	26,51,20,251
	Adjustment for :		
	(Increase) / Decrease in Trade Receivables	1,85,50,104	(3,61,60,332)
	(Increase) / Decrease in Other Financial Assets	2,30,743	(9,67,687)
	(Increase) / Decrease in Inventories	9,28,75,546	(61,82,484)
	(Increase) / Decrease in Other assets	30,26,571	8,75,56,502
	Increase / (Decrease) in Trade payables	(6,73,26,111)	(4,55,51,822)
	Increase / (Decrease) in other financial liabilities	2,16,463	(1,05,35,156)
	Increase / (Decrease) in Provisions	(30,60,892)	40,58,170
	Increase / (Decrease) in other liabilities	(1,86,28,975)	2,48,76,743
	Cash generated from Operations activities	26,57,85,453	28,22,14,185
	Direct Taxes (Paid)/Net of Refund	(6,60,22,355)	(5,89,49,846)
	Net Cash from/(used) in Operating Activities (A)	19,97,63,098	22,32,64,340
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchases of Property, Plant and equipment including Capital Work in Progress and capital advances	(9,94,64,960)	(12,76,82,311)
	Proceeds from sale of property, plant and equipment (Net)	6,03,754	66,000
	Interest/Dividend received	1,97,563	2,18,318
	Purchases of Investments	(19,00,00,000)	(16,00,00,000)
	Sale of Investments	9,10,21,652	32,43,14,135
	Net Cash from Investing Activities (B)	(19,76,41,992)	3,69,16,142

(Amount in ₹)			
	Particulars	Year 2020-21	Year 2019-20
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase / (Decrease) of Short Term Borrowings, net	-	(1,26,05,455)
	Increase / (Decrease) of Long Term Borrowings, net	60,670	14,91,111
	Principal Payment of lease liabilities	(36,12,339)	(30,91,176)
	Interest paid on lease liabilities	(7,67,660)	(9,60,324)
	Other Finance cost paid	(63,50,899)	(84,77,068)
	Dividend Paid	(1,00,12,500)	(6,60,82,500)
	Corporate dividend tax paid	-	(1,35,83,452)
	Expenses relating to buy-back of equity shares	-	(14,35,446)
	Buyback of Equity Share Capital	-	(10,92,20,406)
	Bank deposit in escrow account	-	2,54,84,242
	Net Cash (used) in Financing Activities (C)	(2,06,82,728)	(18,84,80,473)
	NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(1,85,61,622)	7,17,00,009
	Cash & Cash Equivalents at the beginning of the year	9,01,33,664	1,83,95,368
	Unrealised Gain/(Loss) on foreign currency Cash and Cash Equivalents	66,247	38,287
	Cash & Cash Equivalents at the end of the year	7,16,38,289	9,01,33,664

Notes :

(a) Cash and cash equivalents included in the Statement of Cash Flows comprise the following :

(Amount in ₹)			
	Particulars	As at 31st March, 2021	As at 31st March, 2020
	Balance with Banks:		
	-Current Accounts	6,02,73,509	8,81,44,465
	-Exchange Foreign Currency Account	1,09,52,312	16,18,706
	Cash on hand	4,12,467	3,70,492
	Cash and Cash Equivalent in Cash Flow Statement	7,16,38,289	9,01,33,664

(b) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind-As-7)- Statement of Cash Flow.

As per our report of even date attached

For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)
Sd/-
M. S. SHAH
Partner
Membership No. 044093
Place : Ahmedabad
Date : June 28, 2021

For and on behalf of the Board of Directors of Mazda Limited

Sd/-
Percy Avari
Whole-Time Director
(DIN: 00499114)
Sd/-
Cyrus Bhagwagar
Chief Financial Officer

Sd/-
Mohib Khericha
Chairman
(DIN: 00010365)
Sd/-
Nishith Kayasth
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

COMPANY BACKGROUND

Mazda Limited (the 'Company') is a public limited company and incorporated in 1990 under provisions of the Companies Act, 1956. The Company is engaged in the business of manufacturing of Engineering goods like Vacuum Products, Evaporators, pollution Control Equipments and Manufacturing of Food Product like Food colour, Various Fruit Jams & Fruit mix Powders etc. The Company sells its products in the domestic as well as export markets. The equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE).

1. SIGNIFICANT ACCOUNTING POLICIES:

1.1. Basis of preparation of financial statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities (including Derivative Instrument) that are measured at fair values and Defined benefit planned assets measured at fair value at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

(ii) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(iii) Current / Non- Current Classification

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Companies Act, 2013.

1.2. Property, Plant and Equipment:

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other nonrefundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets is determined as prescribed in Schedule II of Companies Act, 2013.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

1.3. Intangible Assets

Intangible assets are initially recognised at cost. Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Amortization

Intangible Assets with finite lives are amortized on a Straight Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

Computer software	5 Year
Licenses & Commercial Rights	7 Year

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Derecognition

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

Research and Development

Expenditure on research is recognised as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognised as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalised and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

1.4. Impairment

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Assets that are subject to depreciation are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss and included in depreciation and amortization expense. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

1.5. Lease

Assets taken on lease:

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is, or contains, a lease if a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract conveys the right to use an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

- the Company has the right to direct the use of the identified asset.

At the date of commencement of a lease, the Company recognises a right-of-use asset ("ROU assets") and a corresponding lease liability for all leases, except for leases with a term of twelve months or less (short-term leases) and low value leases. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. Lease payments to be made under such reasonably certain extension options are included in the measurement of ROU assets and lease liabilities.

Lease liability is measured by discounting the lease payments using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The ROU assets are 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 and restoration costs.

They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. ROU assets are depreciated on a straight-line basis over the asset's useful life or the lease whichever is shorter.

Impairment of ROU assets is in accordance with the Company's accounting policy for impairment of tangible and intangible assets.

Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

1.6. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

A financial asset is recognised in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset at its fair value plus or minus, in the case of a financial asset not at fair value through statement of profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Subsequent measurement

For purpose of subsequent measurement, financial assets are classified into:

- a. Financial assets measured at amortised cost;
- b. Financial assets measured at fair value through other comprehensive income (FVTOCI);
- c. Financial assets measured at fair value through statement of profit and loss (FVTPL)

The Company classifies its financial assets in the above mentioned categories based on:

- a. The Company's business model for managing the financial assets;
- b. The contractual cash flows characteristics of the financial asset.

Financial assets measured at amortised cost

This category generally applies to trade and other receivables.

A financial asset is measured at amortised cost if both of the following conditions are met:

- a. The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;
- b. The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

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 in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets;
- The asset's contractual cash flows represent SPPI.

Financial assets measured at fair value through the statement of profit and loss (FVTPL)

FVTPL is a residual category. Any financial asset, 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 asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments

All the equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL.

If the company decides to classify an equity instrument as at FVTOCI, then all the fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity. Equity instruments included within FVTPL category are measured at fair value with all the changes recognized in statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to the cash flows from the financial asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company assesses impairment based on expected credit loss (ECL) model to the following:

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables, under the simplified approach; the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable which is adjusted for management's estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Financial Liabilities

Initial recognition and measurement

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



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

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

The Company's financial liabilities include trade and other payables and short term borrowings.

Subsequent measurement

- a. Financial liabilities measured at amortised cost;
- b. Financial liabilities subsequently measured at fair value through statement of profit and 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. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Trade and other payables

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Fair Value

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:

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

1.7. Derivative financial instruments and Hedge Accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

1.8. Inventories

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components and consumables are carried at the lower of cost or net realizable value. Goods-in-Transit are stated at cost. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by item basis.

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, FIFO method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

1.9. Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of products:

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customers either at factory gate of the Company or specific location of the customer or when the goods are handed over to the freight carrier, as per the terms of the contract.

Revenue from services:

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Interest and dividends:

Interest income is recognized using effective interest method. Dividend income is recognized when the right to receive dividend is established.

Other Operating Revenue -Export Incentive:

Export Incentives are recognized as income when right to receive credit as per the terms of the scheme is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

1.10. Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

The Board of Directors (BOD) of the Company assesses the financial performance and position of the Company, and makes strategic decisions; hence the Board of Directors are CODM. Refer note 38 for segment related information.

1.11. Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

1.12. Earnings per Share

Basic earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity holders of the Company by the weighted average number of Equity Shares outstanding during the year.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit or loss for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares in to Equity shares.

1.13. Foreign Currency Translation

Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Transactions and balances:

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates 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 is determined.

Exchange differences arising out of these Translations are recognized in the Statement of Profit and Loss.

1.14. Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized 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 under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

1.15. Provisions and Contingent Liabilities

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

1.16. Employee Benefits

(1) Short Term Employee Benefits:

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

(2) Other long-term employee benefit obligations:

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

(i) Defined Privilege Leave Benefit plan

Entitlements to annual leave, which are expected to be availed and encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of leave encashment as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Leave encashment, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits.

The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(3) Post-Employment Benefits:

(i) Defined Contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees.

Provident Fund scheme:

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred. The contributions are made to a government administered Provident Fund towards which the Company has no further obligations beyond its monthly contributions.

Recognition and measurement of defined contribution plans:

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceed the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

(ii) Defined Benefit plans:

Defined Benefit Gratuity plan:

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC).

Recognition and measurement of Defined Benefit plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

The Company presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the LIC within the next twelve months.

1.17. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments net of bank overdrafts which are repayable on demand as these form an integral part of the Company's cash management.

1.18. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

1.19. Key Accounting Estimates and Judgments

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.

Critical accounting estimates and assumptions

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:

Income taxes

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 (Refer Note 29).

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 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.

Defined Benefit Obligation

The costs of providing gratuity and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 35, 'Employee benefits'.

Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgments and assumptions.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 2 : PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹)

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value	
	Balance as at April 1, 2020	Additions during the year	Deductions during the year	Balance as at April 1, 2020	Depreciation during the year	Deductions during the year	Balance as at March 31, 2021	Balance as at March 31, 2020
Land	11,43,43,750	-	-	-	-	-	11,43,43,750	11,43,43,750
Buildings	16,00,34,431	4,01,94,404	-	4,38,22,251	41,27,150	-	4,79,49,401	15,22,79,434
Plant and Machineries	13,67,69,672	40,57,490	-	8,12,04,023	96,34,619	-	9,08,38,642	4,99,88,520
Furniture, Fixtures	1,78,47,610	27,33,754	-	1,38,60,855	7,29,915	-	1,45,90,771	59,90,593
Vehicles	1,85,41,707	27,24,239	10,35,244	88,22,760	15,37,379	2,89,318	1,00,70,822	97,18,947
Office Equipment	1,13,49,183	13,62,556	87,500	98,88,496	4,85,019	83,125	1,02,90,390	23,33,850
Computers	1,87,88,422	4,16,127	17,325	1,70,24,136	5,75,207	16,459	1,75,82,884	16,04,340
Patterns	6,46,989	-	-	2,45,185	39,851	-	2,85,036	3,61,953
Electrical Installation	1,66,85,304	14,80,907	-	1,36,89,081	6,52,628	-	1,43,41,709	38,24,502
Total Property, Plant & Equipment	49,50,07,068	5,29,69,478	11,40,069	18,85,56,788	1,77,81,768	3,88,901	20,59,49,655	34,08,86,821
Capital Work-in-Progress	-	-	-	-	-	-	-	17,04,06,270

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value	
	Balance as at April 1, 2019	Additions during the year	Deductions during the year	Balance as at April 1, 2019	Depreciation during the year	Deductions during the year	Balance as at March 31, 2020	Balance as at March 31, 2019
Land	11,43,43,750	-	-	-	-	-	-	11,43,43,750
Buildings	15,40,55,523	59,78,908	-	3,97,96,258	40,25,993	-	4,38,22,251	11,42,59,265
Plant and Machineries	13,17,25,936	50,43,736	-	7,06,24,586	1,05,79,437	-	8,12,04,023	6,11,01,350
Furniture, Fixtures	1,66,92,995	9,54,615	-	1,31,79,157	6,81,698	-	1,38,60,855	37,13,838
Vehicles	1,73,88,158	30,68,752	19,15,203	94,34,827	12,07,376	18,19,443	88,22,760	79,53,331
Office Equipment	1,10,06,717	3,42,466	-	94,37,282	4,51,214	-	98,88,496	15,69,435
Computers	1,84,10,315	3,78,107	-	1,61,66,001	8,58,135	-	1,70,24,136	22,44,314
Patterns	6,46,989	-	-	2,05,334	39,851	-	2,45,185	4,41,655
Electrical Installation	1,61,38,552	5,46,732	-	1,29,76,235	7,12,846	-	1,36,89,081	31,62,317
Total Property, Plant & Equipment	48,06,08,935	1,63,13,336	19,15,203	17,18,19,680	1,85,56,551	18,19,443	18,85,56,788	30,87,89,255
Capital Work-in-Progress	-	-	-	-	-	-	-	7,70,88,822

- (i) The amount of contractual commitments for the acquisition of property, plant and equipment is disclosed in Note 33 (b).
(ii) Information on property, plant and equipment Pledge/Hypothecation as security by the company (Refer Note 14).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

NOTE 3 : INTANGIBLE ASSETS

(Amount in ₹)

Particulars	Gross Carrying Value		Accumulated Amortisation		Net Carrying Value			
	Balance as at April 1, 2020	Additions during the year	Deductions during the year	Balance as at March 31, 2021	Balance as at April 1, 2020	Deductions during the year	Balance as at March 31, 2021	Balance as at March 31, 2020
Computer software *	1,31,76,276	-	1,14,22,646	17,53,630	1,20,15,339	3,55,141	9,47,833	11,60,937
Licenses & Commercial Rights *	6,31,03,100	-	28,99,400	6,02,03,700	4,75,36,192	1,05,83,310	5,52,20,102	1,55,66,908
Trademark	-	2,52,072	-	2,52,072	-	5,169	-	-
Total Intangible Assets	7,62,79,376	2,52,072	1,43,22,046	6,22,09,402	5,95,51,531	1,09,43,620	5,61,73,104	1,67,27,845

* During the year company has deducted already fully amortised assets from its Gross Block & from Accumulated Depreciation

Particulars	Gross Carrying Value		Accumulated Amortisation		Net Carrying Value			
	Balance as at April 1, 2019	Additions during the year	Deductions during the year	Balance as at March 31, 2020	Balance as at April 1, 2019	Deductions during the year	Balance as at March 31, 2020	Balance as at March 31, 2019
Computer software	1,28,13,776	3,62,500	-	1,31,76,276	1,10,46,490	9,68,849	1,20,15,339	17,67,286
Licenses & Commercial Rights	6,31,03,100	-	-	6,31,03,100	3,65,08,984	1,10,27,208	4,75,36,192	2,65,94,116
Total Intangible Assets	7,59,16,876	3,62,500	-	7,62,79,376	4,75,55,474	1,19,96,057	5,95,51,531	2,83,61,402

Note : 4 Right of Use Assets

		(Amount in ₹)
RIGHT OF USE ASSETS		BUILDING
At 1st April 2019		Nil
Recognition on transition to Ind AS 116		1,04,62,987
At 31st March 2020		1,04,62,987
Additions during the year		35,29,902
At 31st March 2021		1,39,92,889
ACCUMULATED DEPRECIATION - At 1st April 2019		Nil
Additions during the year		40,14,572
At 31st March 2020		40,14,572
Additions during the year		39,62,973
At 31st March 2021		79,77,545
Net carrying value as at 31st March 2021		60,15,344
Net carrying value as at 31st March 2020		64,48,415



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 5 : INVESTMENTS (Amount In ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
<u>Non-Current Investments</u>		
(A) Investments in Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)		
Quoted Equity Shares		
Chartered Capital and Investment Limited (Face Value of ₹10 Each) (Nos: CY : 45,732; PY : 45,732)	24,39,802	25,17,546
Total Quoted Equity Shares	24,39,802	25,17,546
(B) Investments in Equity Instruments at fair value through Profit & Loss Account (FVTPL)		
Unquoted Equity Shares		
Bombay Mercantile Co-Op Banks Ltd (Nos: CY : 100; PY : 100)	3,000	3,000
Total Unquoted Equity Shares	3,000	3,000
Total Investments in Equity Instruments	24,42,802	25,20,546
(C) Investments in Mutual Funds at fair value through Profit & Loss Account (FVTPL)		
Quoted Mutual Funds *		
Units of ₹ 10 Each , unless otherwise specified		
Franklin India Credit Risk Fund Growth (Nos: CY : 63,28,975 ; PY : 94,84,978)	3,67,28,255	4,43,35,394
Franklin India Dynamic Accrual Growth (Nos: CY : 13,01,941 ; PY : 25,78,774)	2,19,72,474	3,45,35,034
Total Investments in Mutual Funds -Quoted	5,87,00,729	7,88,70,428
Total (A+B+C)	6,11,43,531	8,13,90,974
Aggregate amount of Unquoted Investments -At Cost	3,000	3,000
Aggregate amount of Quoted Investments -At Cost	5,04,07,898	7,16,27,749
Aggregate amount of Quoted Investments -At Market Value	6,11,40,531	8,13,87,974
* Company has received amount of ₹ 1,78,30,518 and ₹ 81,00,200 against mutual fund scheme of Franklin India Credit Risk Fund Growth and Franklin India Dynamic Accrual Growth respectively till 7th June,2021.		
<u>Current Investments</u>		
Investments in Mutual Funds at fair value through Profit & Loss Account (FVTPL)		
<u>Quoted Mutual Funds - Units of ₹ 10 Each , unless otherwise specified</u>		
BSL Corporate Bond Fund Account (Nos: CY : 16,92,821 ; PY : 33,85,642)	6,73,743	2,44,77,850
SBI Corporate Bond Funds * (Nos: CY : 10,52,259; PY : 10,52,259)	3,60,43,042	3,33,62,516
ICICI Prudential Credit Risk Fund-Growth (Nos: CY : 16,13,014; PY : 16,13,014)	3,80,53,249	3,50,79,497
ICICI Prudential Liquid Fund (Nos: CY : 1,89,933 ; PY : 3,48,693)	5,75,62,481	10,46,69,794
HDFC Floating Rate Debt Fund (Nos: CY : 5,29,714 ; PY : 0)	2,00,82,430	-
HDFC Medium Term Debt Fund (Nos: CY : 11,69,513 ; PY : 0)	5,06,96,050	-
ICICI Prudential Floating Interest Fund (Nos: CY : 1,54,530 ; PY : 0)	5,00,19,817	-
ICICI Prudential Medium Term Fund (Nos: CY : 8,92,682 ; PY : 0)	3,02,95,495	-
SBI Banking & PSU Fund (Nos: CY : 21,118 ; PY : 0)	5,17,59,086	-
Total Investments in Mutual Funds -Quoted	33,51,85,393	19,75,89,657
Aggregate amount of Quoted Investments -At Cost	31,08,57,988	17,62,14,794
Aggregate amount of Quoted Investments -At Market Value	33,51,85,393	19,75,89,657

* Lien has been marked on SBI Corporate Bond Funds is towards margin money for performance bank guarantee limit of ₹ 18.00 crore sanctioned by State Bank of India.

Refer Note 30 for information about fair value measurement, credit risk and market risk of investments.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 6 : LOANS (Amount In ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
<u>Non current loans</u>		
Unsecured and Considered good		
Loan to Employees	2,25,123	5,17,409
TOTAL	2,25,123	5,17,409
<u>Current loans</u>		
Unsecured and Considered good		
Loan to Employees	3,07,322	3,47,977
TOTAL	3,07,322	3,47,977
* Refer Note 34 for information about credit risk and market risk for loans.		
NOTE 7 : OTHER FINANCIAL ASSETS		
<u>Other Non Current Financial Assets</u>		
Unsecured and Considered good		
Security Deposits with Related Parties (Refer Note 37)	47,07,550	43,79,116
Other Deposits	75,98,552	74,96,354
TOTAL	1,23,06,102	1,18,75,470
<u>Other Current Financial Assets</u>		
Interest accrued on deposits	92,727	1,27,977
TOTAL	92,727	1,27,977
NOTE 8 : INCOME TAX ASSETS (NET)		
Advance Payment of Income Tax (Net of Provisions)	80,54,680	-
TOTAL	80,54,680	-
NOTE 9 : OTHER ASSETS		
<u>Other Non Current Assets</u>		
Capital advances	1,21,08,575	4,57,87,311
Prepaid Expenses	1,61,475	2,52,373
TOTAL	1,22,70,050	4,60,39,684
<u>Other Current Assets</u>		
Advances to employees	25,000	73,611
Advance to Suppliers	1,20,83,882	1,54,59,322
Prepaid Expenses	38,10,090	36,59,278
Balance with Statutory Authorities	24,88,034	43,16,560
Export Incentive Receivable	51,211	11,40,502
Employee benefit assets (Refer note 35)	32,55,383	-
TOTAL	2,17,13,600	2,46,49,272



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 10 : INVENTORIES (At lower of cost or net realisable value) (Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Raw Materials and Packing Materials	13,57,07,239	17,76,04,745
Work-in-Progress	6,49,31,417	11,02,20,466
Finished Goods	7,88,20,885	6,01,55,183
Finished Goods in Transit	58,21,298	2,63,88,386
Stores and Spares	29,33,910	67,21,515
TOTAL	28,82,14,749	38,10,90,295

NOTE 11 : TRADE RECEIVABLES

Secured, considered good	-	-
Unsecured, considered good	31,55,97,894	33,21,93,194
Unsecured, considered doubtful	-	-
	31,55,97,894	33,21,93,194
Less: Allowances for unsecured doubtful debts	-	-
TOTAL	31,55,97,894	33,21,93,194

Refer note 30 for information about credit risk and market risk of trade receivables.

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firm or private companies respectively in which any director is a partner, a director or a member.

NOTE 12A : CASH AND BANK BALANCES

(a) Balances with Banks		
(i) Current Accounts	6,02,73,509	8,81,44,465
(ii) Exchange Earners Foreign Currency Account	1,09,52,312	16,18,706
(b) Cash on hand	4,12,467	3,70,492
TOTAL	7,16,38,289	9,01,33,664

NOTE 12B : OTHER BALANCES WITH BANKS

Unpaid Dividend Account	27,67,975	54,40,634
TOTAL	27,67,975	54,40,634



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 13A : EQUITY SHARE CAPITAL (Amount In ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Authorised Capital		
50,00,000 Equity Shares of ₹ 10 each	5,00,00,000	5,00,00,000
	5,00,00,000	5,00,00,000
Issued, Subscribed and Fully Paid up Capital		
40,05,000 Equity Shares of ₹ 10 each fully paid	4,00,50,000	4,25,80,000
Changes in Share Capital during the year*	-	(25,30,000)
	4,00,50,000	4,00,50,000

* Change in Share Capital during F.Y. 2019-20 was due to buy back of shares totaling 2,53,000 Equity Shares of ₹ 10 each.

a) Reconciliation of shares outstanding at the beginning and at the end of the year

PARTICULARS	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	40,05,000	4,00,50,000	42,58,000	4,25,80,000
Add: Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	(2,53,000)	(25,30,000)
At the end of the year	40,05,000	4,00,50,000	40,05,000	4,00,50,000

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each Equity Shareholder is entitled to one vote per share. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

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

Name of the Shareholders	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	% held	No. of Shares	% held
Equity Shares				
Sorab R. Mody	13,66,913	34.13	13,21,270	32.99
Shanaya Mody Khatua	4,25,622	10.63	4,25,622	10.63
Croll Reynolds International Inc.	2,89,500	7.23	2,89,500	7.23



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 13B : OTHER EQUITY (Amount In ₹)

OTHER EQUITY	Reserves & Surplus					Equity Instrument through OCI	Total
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	General Reserve	Retained earnings		
Balance as at April 1, 2019 (A)	4,24,937	3,00,00,000	41,68,000	11,20,10,750	1,15,33,89,643	9,65,255	1,30,09,58,585
Addition during the year:							
Profit for the period	-	-	-	-	16,64,51,823	-	16,64,51,823
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	(13,30,791)	-	(13,30,791)
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(75,458)	(75,458)
Total Comprehensive Income for the year 2019-20 (B)	-	-	-	-	16,51,21,031	(75,458)	16,50,45,573
Reductions during the year:							
Dividends (Refer Note 32)	-	-	-	-	(6,60,82,500)	-	(6,60,82,500)
Income tax on dividend (Refer Note 32)	-	-	-	-	(1,35,83,452)	-	(1,35,83,452)
Buy back of equity shares (Refer Note 13A)	-	(3,00,00,000)	25,30,000	(7,92,20,406)	-	-	(10,66,90,406)
Expenses for Buy back of equity shares (Refer Note 13A)	-	-	-	-	(14,35,446)	-	(14,35,446)
Total (C)	-	(3,00,00,000)	25,30,000	(7,92,20,406)	(8,11,01,398)	-	(18,77,91,804)
Balance as at 31st March, 2020 (D) = (A+B+C)	4,24,937	-	66,98,000	3,27,90,344	1,23,74,09,276	8,89,797	1,27,82,12,354
Addition during the year:							
Profit for the period	-	-	-	-	16,32,89,018	-	16,32,89,018
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	28,20,608	-	28,20,608
Net fair value loss on investment in equity instruments through OCI	-	-	-	-	-	(77,744)	(77,744)
Total Comprehensive Income for the year 2020-21 (E)	-	-	-	-	16,61,09,626	(77,744)	16,60,31,882
Reductions during the year:							
Dividends (Refer Note 32)	-	-	-	-	(1,00,12,500)	-	(1,00,12,500)
Total (F)	-	-	-	-	(1,00,12,500)	-	(1,00,12,500)
Balance as at 31st March, 2021 (G) = (D+E+F)	4,24,937	-	66,98,000	3,27,90,344	1,39,35,06,402	8,12,053	1,43,42,31,736

Description of nature and purpose of each reserve

General Reserve - General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Capital Reserve - Capital reserve is utilised in accordance with provision of the Companies Act

Capital Redemption Reserve - Represent reserve created during buy back of Equity Shares and it is a non-distributable reserve.

Securities premium reserve - Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Equity instruments through other comprehensive income - This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 14: BORROWINGS* (Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
<u>Non Current Borrowings</u>		
Secured Loan		
Term Loans		
From Banks	48,68,486	51,78,330
TOTAL	48,68,486	51,78,330
Current maturities of long term borrowings (Refer Note 18)	19,91,556	16,21,042

*Refer Note 30 for information about liquidity risk.

Notes:

1. Term Loan of ₹ 4.06 lacs (31st March 2020 Rs 5.62 lacs) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From July, 2018. Last Installment due in June,2023. Rate of interest 8.75 % p.a. as at year end. (31st March 2020 8.75% p.a.)
2. Term Loan of ₹ 4.94 lacs (31st March 2020 Rs 6.84 lacs) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From July, 2018. Last Installment due in June,2023. Rate of interest 8.75 % p.a. as at year end. (31st March 2020 8.75% p.a.)
3. Term Loan of ₹ 4.85 lacs (31st March 2020 Rs 6.72 lacs) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From July, 2018. Last Installment due in June,2023. Rate of interest 8.75 % p.a. as at year end. (31st March 2020 8.75% p.a.)
4. Term Loan of ₹ 3.23 lacs (31st March 2020 Rs 4.14 lacs) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From March, 2020. Last Installment due in February,2024. Rate of interest 8.75 % p.a. as at year end. (31st March 2020 8.75% p.a.)
5. Term Loan of ₹ 4.69 lacs (31st March 2020 Rs 6.37 lacs) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From September, 2018. Last Installment due in August,2023. Rate of interest 8.75 % p.a. as at year end. (31st March 2020 8.75% p.a.)
6. Term Loan of ₹ 4.69 lacs (31st March 2020 Rs 6.37 lacs) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From September, 2018. Last Installment due in August,2023. Rate of interest 8.75 % p.a. as at year end. (31st March 2020 8.75% p.a.)
7. Term Loan of ₹ 6.03 lacs (31st March 2020 Rs 7.37) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From November, 2020. Last Installment due in October,2024. Rate of interest 9.75% p.a. as at year end. (31st March 2020 9.75% p.a.)
8. Term Loan of ₹ 7.17 lacs (31st March 2020 Rs 8.81) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From October, 2020. Last Installment due in September,2024. Rate of interest 9.60% p.a. as at year end. (31st March 2020 9.60% p.a.)
9. Term Loan of ₹ 7.61 lacs (31st March 2020 Rs 9.11) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From April, 2020. Last Installment due in March,2025. Rate of interest 9.35% p.a. as at year end. (31st March 2020 9.35% p.a.)
10. Term Loan of ₹ 10.58 lacs (31st March 2020 Rs Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From July, 2020. Last Installment due in June,2025. Rate of interest 8.50% p.a. as at year end.
11. Term Loan of ₹ 5.11 lacs (31st March 2020 Rs Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From November, 2020. Last Installment due in October,2025. Rate of interest 8.90% p.a. as at year end.
12. Term Loan of ₹ 5.64 lacs (31st March 2020 Rs Nil) is secured by Hypothecation on the Vehicle of the company repayable 60 Monthly Installments starting From November, 2020. Last Installment due in October,2025. Rate of interest 8.90% p.a. as at year end.
13. Installments falling due in respect of all the above Loans upto 31/03/2022 have been grouped under "Current maturities of long-term debt".
14. The Company has not defaulted in the repayment of loans & interest in current and previous year.
15. Cash credit facility, Export Packing Credit facility from the State Bank of India are secured by the Pledge/Hypothecation of stock, book debts, Plant & Machineries and equitable mortgage of Land and Building situated at Naroda and co-lateral security of premise owned by Mr. S.R. Mody, situated at Odhav GIDC and also personally guaranteed by Mr. S.R.Mody, who is the Managing Director of the company.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 15 : DEFERRED TAX LIABILITIES (NET) (Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
<u>Deferred Tax Liabilities</u>		
Property, plant and equipment - difference between value of assets as per book base and tax base	1,41,67,093	1,57,20,958
Difference in carrying value and tax base of investment measured at FVTPL	49,22,917	42,53,462
Provision for employee benefits	2,60,106	-
Others	3,08,247	2,25,587
Total Deferred Tax Liabilities (A)	1,96,58,363	2,02,00,007
<u>Deferred Tax Asset</u>		
Provision for employee benefits	-	22,78,220
Difference in Right-of-use asset and lease liabilities	4,03,440	3,15,192
Unrealised loss on outstanding forward exchange contract	41,752	1,79,586
Total Deferred Tax Assets (B)	4,45,192	27,72,997
TOTAL(A-B)	1,92,13,171	1,74,27,010

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(i) Movements in Deferred Tax Assets and (Liabilities) during the year ended March 31, 2021				
PARTICULARS	Balance Sheet 01.04.2021	Profit & loss 2020-21	OCI 2020-21	Balance Sheet 31.03.2021
Property, plant and equipment - difference between value of assets as per book base and tax base	(1,57,20,958)	15,53,866		(1,41,67,092)
Difference in carrying value and tax base of investment measured at FVTPL	(42,53,462)	(6,69,455)		(49,22,917)
Unrealised gain/loss on outstanding forward contract	1,79,586	(1,37,834)		41,752
Provision for employee benefits	22,78,220	(15,89,680)	(9,48,646)	(2,60,106)
Others	(2,25,587)	(82,660)		(3,08,247)
Difference in Right-of-use asset and lease liabilities	3,15,192	88,248		4,03,440
Deferred Tax (Expenses)/benefit	-	(8,37,515)	(9,48,646)	-
Net Deferred Tax Liabilities	(1,74,27,010)	-	-	(1,92,13,171)

(ii) Movements in Deferred Tax Assets and (Liabilities) during the year ended March 31, 2020				
PARTICULARS	Balance Sheet 01.04.2019	Profit & loss 2019-20	OCI 2019-20	Balance Sheet 31.03.2020
Property, plant and equipment - difference between value of assets as per book base and tax base	(2,04,85,535)	47,64,577	-	(1,57,20,958)
Difference in carrying value and tax base of investment measured at FVTPL	(98,00,542)	55,47,080	-	(42,53,462)
Unrealised gain/loss on outstanding forward contract	(1,45,541)	3,25,127	-	1,79,586
Provision for employee benefits	9,36,355	8,94,284	4,47,581	22,78,220
Others	(1,72,042)	(53,545)	-	(2,25,587)
Difference in Right-of-use asset and lease liabilities	1,91,451	1,23,741	-	3,15,192
Deferred Tax (Expenses)/benefit	-	1,16,01,264	4,47,581	-
Net Deferred Tax Liabilities	(2,94,75,854)	-	-	(1,74,27,010)



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

NOTE 16 : PROVISIONS

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
<u>Non Current Provisions</u>		
Provision for Employee Benefits		
Provisions for Gratuity (Refer Note 35)	-	38,22,001
TOTAL	-	38,22,001
<u>Current Provisions</u>		
Provision for Employee Benefits		
Provisions for Gratuity (Refer Note 35)	22,21,903	38,98,456
Provision for Leave Benefit	-	13,31,592
TOTAL	22,21,903	52,30,048
NOTE 17 : TRADE PAYABLES*		
Due to Micro and Small Enterprises(Refer Note 34)	71,64,882	1,11,70,549
Due to others (Note 17.1)	11,33,93,267	17,67,13,710
TOTAL	12,05,58,148	18,78,84,259
*Refer Note 30 for information about liquidity risk and market risk of trade payables. 17.1 Trade Payable includes ₹ 48,91,015 (31/03/2020 ₹ 29,33,414) to related parties.(Refer Note 37)		
NOTE 18 : OTHER CURRENT FINANCIAL LIABILITIES		
Current Maturities of Long Term Debts (Refer Note 14)	19,91,556	16,21,042
Payable to employees (Note 18.1)	1,80,81,460	1,71,16,371
Payable towards other expenses	29,36,650	31,37,621
Payable towards capital expenditure	8,80,914	32,04,529
Unclaimed Dividends*	27,67,975	54,40,634
Foreign exchange forward contracts	1,65,894	7,13,549
TOTAL	2,68,24,449	3,12,33,747
18.1 Payable to employees includes ₹ 82,51,826 (31/03/2020 ₹ 82,87,096) to related parties. (Refer Note 37)		
*There is no amount due for the payment to investor education and protection fund as on 31st March 2021.		
NOTE 19 : OTHER CURRENT LIABILITIES		
Statutory Liabilities #	1,18,27,866	32,14,947
Advance from Customers	6,45,63,817	9,18,05,711
TOTAL	7,63,91,683	9,50,20,658
# Statutory liabilities represent amount payable towards GST, TDS etc.		
NOTE 20 : INCOME TAX LIABILITIES (NET)		
Provision for Income Tax (net)	-	11,87,052



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 21 : REVENUE FROM OPERATIONS (Amount in ₹)

PARTICULARS	2020-21	2019-20
Revenue from Sale of Products	1,50,87,76,659	1,76,19,97,085
Revenue from Sale of Services	85,43,775	2,45,44,273
Other Operating Revenues	69,26,093	1,02,94,357
Total Revenue from Operations	1,52,42,46,527	1,79,68,35,715
A. Revenue from contracts with customers disaggregated based on nature of products and Services		
Revenue from sale of products		
Manufactured Goods		
Vacuum Systems	53,42,20,712	56,32,35,128
Evaporators	34,42,56,289	67,62,69,763
B Cool (Food Division)	25,13,32,602	15,14,30,080
Condensers	12,83,12,315	13,79,99,262
Pollution Control Equipments	5,50,00,472	2,14,62,029
Vacuum Pumps	3,87,03,256	3,89,51,416
Thermo Compressors	2,63,12,290	3,49,16,960
Heater	4,61,78,000	3,25,02,480
Others (Including Spares)	8,44,60,723	10,52,29,967
TOTAL	1,50,87,76,659	1,76,19,97,085
Revenue from Sale of Services		
<u>Domestic</u>		
Consultancy Income	56,24,095	1,93,41,000
Equipment Repairs Income	27,08,224	31,53,542
Erection, Commissioning & Installation Income	1,65,000	13,00,000
<u>Exports</u>		
Consultancy Income	46,456	1,57,672
Equipment Repairs Income	-	5,92,059
TOTAL	85,43,775	2,45,44,273
Other Operating Revenues		
Sale of Scrap	45,55,175	58,76,368
Other Income -Miscellaneous	-	74,495
Export incentive income	23,70,918	43,43,494
TOTAL	69,26,093	1,02,94,357
Total Revenue from Operations	1,52,42,46,527	1,79,68,35,715
B. Revenue from contracts with customers disaggregated based on Geography		
Domestic	1,15,69,42,239	1,43,98,01,757
Exports	36,73,04,288	35,70,33,958
Revenue from operations	1,52,42,46,527	1,79,68,35,715
C. Revenue from contracts with customers disaggregated based on Business Segment		
Engineering Products	1,27,19,03,726	1,64,44,59,165
Food Products	25,23,42,801	15,23,76,550
Revenue from operations	1,52,42,46,527	1,79,68,35,715



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
D. Reconciliation of Revenue from operations with contract price

(Amount in ₹)		
PARTICULARS	2020-21	2019-20
Contracted price	1,52,72,93,109	1,79,91,99,876
Export incentive income	23,70,918	43,43,494
	1,52,96,64,027	1,80,35,43,370
Less:-		
Sales returns	-	94,230
Discounts	54,17,500	66,13,425
Net Revenue recognised from Contracts with Customers	1,52,42,46,527	1,79,68,35,715
The following table provides information about receivables, contract assets and contract liabilities from contracts with customers		
E. Contract balances		
Trade receivables	31,55,97,894	33,21,93,194
Advances from customers (Refer Note 19)	6,45,63,817	9,18,05,711
NOTE 22 : OTHER INCOME		
Interest Income		
From Others	1,62,313	2,25,020
On Financial Assets at Amortised Cost	3,28,434	3,05,520
Other Gain & Losses		
Gain on sale of investment measured at FVTPL (Net)	35,09,766	7,21,694
Gain on fair valuation of investment measured at FVTPL (Net)	1,49,37,921	79,35,727
Net Foreign exchange Gain	47,32,341	79,67,555
TOTAL	2,36,70,776	1,71,55,516
NOTE 23 : COST OF MATERIALS CONSUMED		
Inventory at the beginning of the Year	17,76,04,745	15,95,01,397
Add: Purchases	71,22,98,300	1,04,82,44,901
	88,99,03,045	1,20,77,46,298
Less: Inventory at the end of the Year	13,57,07,239	17,76,04,745
TOTAL	75,41,95,806	1,03,01,41,553



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 24 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

PARTICULARS	(Amount In ₹)	
	2020-21	2019-20
Inventory at the end of the Year		
Work-in-progress	6,49,31,417	11,02,20,466
Finished Goods-in-transit	58,21,298	2,63,88,386
Finished Goods	7,88,20,885	6,01,55,183
	14,95,73,600	19,67,64,035
Inventory at the beginning of the Year		
Work-in-progress	11,02,20,466	16,48,20,076
Finished Goods-in-transit	2,63,88,386	54,31,019
Finished Goods	6,01,55,183	4,07,55,632
	19,67,64,035	21,10,06,727
Changes in inventories of finished goods and work-in-progress	4,71,90,435	1,42,42,692
NOTE 25 : EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages and Bonus	17,16,70,537	15,97,75,825
Contribution to Provident and Other Fund (Refer Note 35)	56,12,915	57,12,966
Gratuity Expense (Refer Note 35)	42,70,700	36,67,031
Staff Welfare Expenses	15,10,530	21,40,074
TOTAL	18,30,64,682	17,12,95,896
NOTE 26 : FINANCE COSTS		
Interest on bank borrowings	6,68,989	9,91,946
Interest on lease liabilities	7,67,660	9,60,324
Interest on income tax	5,28,807	8,556
Other borrowing cost	51,53,103	74,83,610
TOTAL	71,18,559	94,44,437
NOTE 27 : DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of tangible assets (Refer Note 2)	1,77,81,768	1,85,56,551
Amortisation of intangible assets (Refer Note 3)	1,09,43,620	1,19,96,057
Depreciation of Right of use assets (Refer Note 4)	39,62,973	40,14,572
TOTAL	3,26,88,361	3,45,67,180



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

NOTE 28 : OTHER EXPENSES

(Amount in ₹)

PARTICULARS	2020-21	2019-20
Consumption of Stores & Spares	2,45,43,052	1,99,29,586
Power and Fuel	66,25,390	76,85,167
Labour Charges	12,98,19,570	15,22,57,828
Inspection and Testing Charges	55,60,412	60,70,417
Other Manufacturing Expense	52,52,243	70,85,858
Rent, Rates and Taxes	1,70,65,714	1,39,83,924
Insurance	1,28,47,171	1,27,73,316
Repairs and Maintenance - Buildings	36,56,845	27,93,432
- Plant & Machineries	18,25,291	26,04,852
- Others	18,24,948	28,05,911
Travelling and Conveyance	75,47,734	1,34,51,804
Communication Costs	19,20,426	24,25,149
Computer Expense	26,66,689	24,77,678
Customer Support Service Expenditure	1,13,33,250	19,90,175
Legal and Professional Fees	1,18,29,440	91,43,673
Directors' Sitting Fees	17,45,000	16,90,000
Payment to Auditor (Refer note 28.1)	14,25,000	14,25,000
Expenditure on Corporate Social Responsibility (CSR) Activities (Refer Note 40)	32,66,000	24,98,000
Donations	1,10,000	8,48,000
Electricity Expense	7,47,294	8,78,583
Loss on disposal of property, plant and equipment	1,47,413	29,756
Bad Debts written off	-	94,60,257
Security expense	91,01,494	80,83,074
Freight and Forwarding Charges	3,05,67,125	3,00,13,325
Other Selling and Marketing Expenses	61,46,961	82,60,043
Other administrative expenses	51,77,842	93,79,293
TOTAL	30,27,52,304	33,00,44,100
NOTE 28.1 : Payment to Auditors (Excluding GST)		
Statutory Audit Fees	11,00,000	11,00,000
Tax Audit Fees	3,25,000	3,25,000
TOTAL	14,25,000	14,25,000



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 29 : TAX EXPENSES (Amount in ₹)

PARTICULARS	2020-21	2019-20
(a) Tax Expense recognised in the Statement of Profit & Loss		
Current Tax		
Current tax on taxable income for the year	5,62,00,000	6,67,39,999
Adjustments for the current tax of prior periods	5,80,622	26,64,815
Total Current Tax Expenses	5,67,80,622	6,94,04,814
Deferred Tax		
Deferred Tax Charge/(credit)	8,37,517	(1,16,01,264)
Total Deferred Tax Expenses	8,37,517	(1,16,01,264)
Total Income Tax Expenses	5,76,18,139	5,78,03,550
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Profit Before Tax	22,09,07,157	22,42,55,373
Tax at the Indian tax rate of 25.168% (previous year - 25.168%)	5,55,97,913	5,64,40,592
Adjustment for:		
Difference between Book and Tax depreciation	25,04,941	19,51,739
Donation & CSR Expenses	8,49,672	8,42,121
Income from fair valuation of mutual funds	(37,59,576)	(19,97,264)
43B items	(2,89,645)	-
Deduction u/s chapter VI-A	(4,24,207)	(4,21,061)
Effect of Income which is taxed at special rates	5,51,266	50,04,549
Tax effect on Non-deductible Expenses	4,78,495	93,051
Effect of buy back expenses debited to Retained Earnings	-	(3,61,273)
Other items	6,91,141	51,87,543
TOTAL	5,62,00,000	6,67,39,999
Adjustment in respect of current income tax of previous year	5,80,622	26,64,815
Total Current Tax Expenses	5,67,80,622	6,94,04,814
Deferred tax expense reported in the statement of P&L	8,37,517	(1,16,01,264)
Tax Expenses as per Statement of Profit & Loss	5,76,18,139	5,78,03,550

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 30 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS

A. Financial instruments by category and their fair value

(Amount in ₹)

As at 31 March, 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	5,87,03,729	24,39,802	-	6,11,43,531	6,11,40,531	-	3,000	6,11,43,531
Current Investment	33,51,85,393	-	-	33,51,85,393	33,51,85,393	-	-	33,51,85,393
Non current loans	-	-	2,25,123	2,25,123	-	-	-	-
Current loans	-	-	3,07,322	3,07,322	-	-	-	-
Non current security deposits	-	-	47,07,550	47,07,550	-	-	47,07,550	47,07,550
Non current other deposits	-	-	75,98,552	75,98,552	-	-	-	-
Other Current Financial Assets	-	-	92,727	92,727	-	-	-	-
Trade receivables	-	-	31,55,97,894	31,55,97,894	-	-	-	-
Cash and cash equivalents	-	-	7,16,38,289	7,16,38,289	-	-	-	-
Bank balances other than above	-	-	27,67,975	27,67,975	-	-	-	-
Total financial assets	39,38,89,122	24,39,802	40,29,35,432	79,92,64,355	39,63,25,923	-	47,10,550	40,10,36,473
Financial liabilities								
<u>Borrowings</u>								
Non current	-	-	48,68,486	48,68,486	-	-	-	-
Current	-	-	19,91,556	19,91,556	-	-	-	-
Non current lease liabilities	-	-	27,65,676	27,65,676	-	-	-	-
Current lease liabilities	-	-	33,35,446	33,35,446	-	-	-	-
Trade Payable	-	-	12,05,58,148	12,05,58,148	-	-	-	-
Currency forward contracts	1,65,894	-	-	1,65,894	-	1,65,894	-	1,65,894
Other current financial liabilities	-	-	2,46,66,999	2,46,66,999	-	-	-	-
Total financial liabilities	1,65,894	-	15,81,86,312	15,83,52,206	-	1,65,894	-	1,65,894

As at 31 March, 2020	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	7,88,73,428	25,17,546	-	8,13,90,974	8,13,87,974	-	3,000	8,13,90,974
Current Investment	19,75,89,657	-	-	19,75,89,657	19,75,89,657	-	-	19,75,89,657
Non current loans	-	-	5,17,409	5,17,409	-	-	-	-
Current loans	-	-	3,47,977	3,47,977	-	-	-	-
Non current security deposits	-	-	43,79,116	43,79,116	-	-	43,79,116	43,79,116
Non current other deposits	-	-	74,96,354	74,96,354	-	-	-	-
Other Current Financial Assets	-	-	1,27,977	1,27,977	-	-	-	-
Trade receivables	-	-	33,21,93,194	33,21,93,194	-	-	-	-
Cash and cash equivalents	-	-	9,01,33,664	9,01,33,664	-	-	-	-
Bank balances other than above	-	-	54,40,634	54,40,634	-	-	-	-
Total financial assets	27,64,63,086	25,17,546	44,06,36,325	71,96,16,957	27,89,77,632	-	43,82,116	28,33,59,748
Financial liabilities								
<u>Borrowings</u>								
Non current	-	-	51,78,330	51,78,330	-	-	-	-
Current	-	-	16,21,042	16,21,042	-	-	-	-
Non current lease liabilities	-	-	28,50,487	28,50,487	-	-	-	-
Current lease liabilities	-	-	33,33,072	33,33,072	-	-	-	-
Trade Payable	-	-	18,78,84,259	18,78,84,259	-	-	-	-
Currency forward contracts	7,13,549	-	-	7,13,549	-	7,13,549	-	7,13,549
Other current financial liabilities	-	-	2,88,99,156	2,88,99,156	-	-	-	-
Total financial liabilities	7,13,549	-	22,97,66,346	23,04,79,895	-	7,13,549	-	7,13,549

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Types of inputs for determining fair value are as under:

Level 1: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments. 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 maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

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

B. Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3.

Financial instruments measured at fair value

Particulars	Fair value hierarchy	Valuation technique	Inputs used
Financial assets measured at fair value through profit and loss			
Foreign Exchange Forward Contracts	Level 2	Market valuation techniques	Derivative Instruments at values determined by counter parties/Banks using market observable data.
Financial liabilities measured at fair value through profit and loss			
Foreign Exchange Forward Contracts	Level 2	Market valuation techniques	Derivative Instruments at values determined by counter parties/Banks using market observable data.
Financial assets measured at amortised cost			
Security Deposits	Level 3	Discounted cash flow	Prevailing interest rates in the market, Future payouts, discounting cash flow

ii) Transfers between Levels 1 and 2

There have been no transfers between Level 1 and Level 2 during the reporting periods.

iii) Transfer out of Level 3

There were no movement in level 3 in either directions during the financial year ending on 31 March 2021 and 31 March 2020.

C. Financial risk management

The Company's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of Directors ('Board') oversee the management of these financial risks. The Risk Management Policy of the Company formulated by the Board, states the Company's approach to address uncertainties in its endeavor to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Company's financial performance. The Board has been monitoring the risks that the Company is exposed to due to outbreak of COVID 19 closely. The Board has taken all necessary actions to mitigate the risks identified on the basis of the information and situation present.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

The following disclosures summarize the Company's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Company.

1) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

a) 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 minimal. The Company has not used any interest rate derivatives.

b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company operates, in addition to domestic markets, significantly in international markets through its sales and services in overseas and purchases from overseas suppliers and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD & GBP. The Company does not enter into any derivative instruments for trading or speculative purposes.

The Company uses forward exchange contracts, to hedge the effects of movements in exchange rates on foreign currency denominated assets. The sources of foreign exchange risk are outstanding amounts payable for imported raw materials, capital goods and other supplies denominated in foreign currency. The Company is also exposed to foreign exchange risk on its exports. Most of these transactions are denominated in US dollars.

Derivative instruments and unhedged foreign currency exposure

(i) Foreign Exchange Forward Contracts outstanding as at the reporting date are as follows:

	Foreign Currency Denomination	As at 31st March, 2021		As at 31st March, 2020	
		Foreign Currency	MTM Gain/ (Loss)	Foreign Currency	MTM Gain/ (Loss)
Foreign Exchange Forward Contracts to sell USD	USD	-	-	2,30,000	(7,83,200)
Foreign Exchange Forward Contracts to sell GBP	GBP	1,75,155	(1,65,894)	1,40,000	69,651

(ii) Particulars of unhedged foreign currency exposure as at the reporting date are as follows:

Unhedged Exposures	Foreign Currency Denomination	As at 31st March, 2021		As at 31st March, 2020	
		Amount in Foreign Currency	Amount in ₹	Amount in Foreign Currency	Amount in ₹
Trade Receivable	USD	6,16,021	4,52,80,408	3,84,719	2,90,02,378
Trade Receivable	GBP	86,754	87,57,868	44,064	41,01,272
Trade Receivable	EURO	1,21,862	1,04,92,231	470	39,033
Trade Payable	USD	-	-	77,109	58,12,905
Balance in EEFC Bank Account	USD	44,990	33,06,976	20,880	15,74,064
Balance in EEFC Bank Account	GBP	75,733	76,45,337	480	44,641

(iii) Foreign Currency Risk Sensitivity

The Company is mainly exposed to changes in USD, GBP and Euro. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD, GBP and Euro against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

A change in Foreign currency would have following Impact on profit before tax (₹ in Lakhs)

	As at 31st March, 2021		As at 31st March, 2020	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	24.29	(24.29)	12.38	(12.38)
GBP	8.20	(8.20)	2.07	(2.07)
EURO	5.25	(5.25)	0.02	(0.02)

c) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. The Company is mainly exposed to the price risk due to its investments in debt mutual funds recognised at FVTPL. As at 31st March, 2021, the carrying value of the investments in debt mutual funds amounts to ₹ 3938.86 Lacs (₹ 2764.60 Lacs as at 31st March, 2020). The details of such investments in debt mutual funds are given in Note 5. The price risk arises due to uncertainties about the future market values of these investments.

The Company is also exposed to price risk arising from investments in equity instruments recognised at FVTOCI. As at 31st March, 2021, the carrying value of such instruments recognised at FVTOCI amounts to ₹ 24.40 Lacs (₹ 25.18 Lacs as at 31st March, 2020). The details of such equity instruments are given in Note 5.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in debt mutual funds.

The Company is mainly exposed to change in market rates of its investments in debt mutual funds recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

If the prices had been higher/lower by 10% from the market prices existing as at 31st March, 2021. Gain in the Statement of Profit and Loss for the year ended 31st March, 2021 would increase/decrease by ₹ 393.89 Lacs (2019-20 ₹ 276.46 Lacs) with a corresponding increase/decrease in Total Equity of the Company as at 31st March, 2021. 10% represents management's assessment of reasonably possible change in prices.

2) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The Company considers Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, derivative financial instruments, other balances with banks, loans.

Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the credit rating agencies.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loan or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no provision considered.

Ageing of Trade receivables

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Not Due	15,29,27,814	21,61,22,713
2-4 months	7,19,36,447	4,81,94,494
4-6 months	2,02,13,025	1,33,77,085
6 months to 12 months	68,74,199	3,06,89,538
beyond 12 months and less than 5 years	6,36,46,408	2,38,09,364
Total	31,55,97,894	33,21,93,194

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

3) Liquidity Risk

Liquidity risk is the risk that the company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The approach of the company to manage liquidity is to ensure, as far as possible, that Company will have sufficient liquidity to meet their respective liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to their reputation. The company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

(Amount in ₹)

As at 31st March, 2021	0-3 Months	3 Month to 12 Months	Between 1 to 5 Years	Beyond 5 years	Total
Borrowings	5,20,149	14,71,407	48,68,486	-	68,60,042
Trade payables	11,56,78,690	11,08,295	37,71,163	-	12,05,58,148
Lease liabilities	8,28,288	25,07,158	27,65,676	-	61,01,122
Other financial liabilities	8,80,914	2,39,51,978	-	-	2,48,32,893
Total	11,79,08,042	2,90,38,839	1,14,05,325	-	15,83,52,206
As at 31st March, 2020					
Borrowings	4,30,578	11,90,465	51,78,330	-	67,99,373
Trade payables	17,86,36,524	42,64,152	49,83,582	-	18,78,84,259
Lease liabilities	9,40,410	23,92,662	28,50,487	-	61,83,559
Other financial liabilities	-	2,96,12,705	-	-	2,96,12,705
Total	18,00,07,512	3,74,59,984	1,30,12,399	-	23,04,79,895

NOTE 31 : CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at 31st March, 2021, the Company has only one class of equity shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

NOTE 32 : DIVIDEND

(Amount in ₹)

PARTICULARS	Year 2020-21	Year 2019-20
Dividend on equity shares paid during the year		
Final dividend for the FY 2019-20 [₹ 2.50 (Previous year ₹ 9.00) per equity share of 10 each]	1,00,12,500	3,60,45,000
Dividend distribution tax on final dividend	-	74,09,156
Interim dividend for the FY 2020-21 [Nil (Previous year ₹ 7.50) per equity share of ₹ 10 each]	-	3,00,37,500
Dividend distribution tax on interim dividend	-	61,74,296
TOTAL	1,00,12,500	7,96,65,952

Proposed Dividend:

The Board of Directors at its meeting held on 28th June, 2021 have recommended a payment of final dividend of ₹ 11 (Eleven rupees only) per equity share of face value of ₹ 10 each for the financial year ended 31st March, 2021. The same amounts to ₹ 440.55 Lacs.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

NOTE 33: CONTINGENT LIABILITIES AND COMMITMENTS

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
a. Contingent Liabilities		
Claims against the Company not acknowledged as debts:		
Income Tax matter in dispute under appeal	37,56,246	10,612
Service tax matter in dispute under appeal	14,17,325	14,17,325
TOTAL	51,73,571	14,27,937
b. Commitments		
1 Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)		
i) Towards Property, Plant and Equipment	2,86,95,706	7,04,85,477

NOTE 34 : DISCLOSURE UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ARE PROVIDED AS UNDER FOR THE YEAR 2020-21, TO THE EXTENT THE COMPANY HAS RECEIVED INTIMATION FROM THE "SUPPLIERS" REGARDING THEIR STATUS UNDER THE ACT.

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)		
Principal amount due to micro and small enterprise	71,64,882	1,11,70,549
Interest due on above	-	-
(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021
NOTE 35 : EMPLOYEE BENEFITS

1) Post-employment benefits :

The Company has the following post-employment benefit plans:

1.1) Defined contribution plans

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 48,85,824 (31st March, 2020 ₹ 48,11,783).

1.2) Defined benefit gratuity plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

As per Actuarial Valuation as on 31st March, 2021 and 31st March, 2020 recognised in the financial statements in respect of Gratuity Benefits:

A. Amount recognised in the Balance Sheet

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Gratuity:		
Present value of plan liabilities	6,95,56,854	6,65,10,105
Fair value of plan assets	6,73,34,951	5,87,89,648
Deficit/(Surplus) of funded plans	22,21,903	77,20,457
Unfunded plans	-	-
Net plan liability/ (Asset)	22,21,903	77,20,457

B. Movements in plan assets and plan liabilities

(Amount in ₹)

GRATUITY	Year ended 31st March, 2021			Year ended 31st March, 2020		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
As at 1st April	5,87,89,648	6,65,10,105	77,20,457	5,51,99,436	5,74,74,489	22,75,053
Current service cost	-	38,98,456	38,98,456	-	36,33,341	36,33,341
Interest Income	32,32,308	-	(32,32,308)	37,89,235	-	(37,89,235)
Interest cost	-	36,04,552	36,04,552	-	38,22,926	38,22,926
Return on plan assets excluding amounts included in Interest Income	20,25,782	-	(20,25,782)	(57,317)	-	57,317
Actuarial loss/(gain) due to change in financial assumptions	-	10,39,145	10,39,145	-	(22,33,269)	(22,33,269)
Actuarial loss/(gain) due to change in demographic assumption	-	-	-	-	(14,155)	(14,155)
Actuarial loss/ (gain) due to experience adjustments	-	(27,82,617)	(27,82,617)	-	39,68,479	39,68,479
Employer Contribution	60,00,000	-	(60,00,000)	-	-	-
Benefits paid	(27,12,787)	(27,12,787)	-	(1,41,706)	(1,41,706)	-
As at 31st March	6,73,34,951	6,95,56,854	22,21,903	5,87,89,648	6,65,10,105	77,20,457

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses (Amount in ₹)

GRATUITY	As at 31st March, 2021	As at 31st March, 2020
Current service cost	38,98,456	36,33,341
Net interest cost	3,72,244	33,691
Net (Gain)/Loss recognised in the Statement of Profit and Loss	42,70,700	36,67,032
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in Interest Income	(20,25,782)	57,317
Actuarial (gains)/losses arising from changes in financial assumption	10,39,145	(22,33,269)
Actuarial (gains)/losses arising from changes in demographic assumption	-	(14,155)
Experience (gains)/losses arising on experience adjustments	(27,82,617)	39,68,479
Net (Gain)/Loss recognised in the Other Comprehensive Income	(37,69,254)	17,78,372

D. Assets (Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
GRATUITY:		
Policy of Insurance	6,73,34,951	5,87,89,648
TOTAL	6,73,34,951	5,87,89,648

E. Assumption

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
GRATUITY:		
Discount Rate	6.15% p.a.	6.45% p.a.
Salary Growth Rate	4% p.a.	4% p.a.
Withdrawal Rate	7% p.a.at all ages	7% p.a.at all ages

F. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Increase / (Decrease) in defined benefit obligation	Year ended 31st March, 2021		Year ended 31st March, 2020	
	Define Benefit Obligation(DBO)	Change in DBO %	Define Benefit Obligation(DBO)	Change in DBO %
GRATUITY:				
Discount Rate				
Increase by 0.50%	6,78,44,381	-2.46%	6,47,98,155	-2.57%
Decrease by 0.50%	7,13,70,629	2.61%	6,83,23,807	2.73%
Salary growth Rate				
Increase by 0.50%	7,13,97,908	2.65%	6,83,40,011	2.75%
Decrease by 0.50%	6,78,04,004	-2.52%	6,47,69,363	-2.62%
Withdrawal Rate				
Increase by 10%	6,98,89,793	0.48%	6,69,03,044	0.59%
Decrease by 10%	6,91,82,234	-0.54%	6,60,85,572	-0.64%

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore in presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

G Expected cash flows based on past service liability after year end 31st March, 2021 as follows:

(Amount in ₹)

PARTICULARS	AS AT 31st March, 2021	AS AT 31st March, 2020
GRATUITY		
2021	-	2,12,51,145
2022	2,17,97,601	45,52,212
2023	56,20,347	52,52,614
2024	41,38,030	38,85,256
2025	57,09,368	53,18,656
2026	53,26,606	-
Thereafter	3,04,69,807	3,05,60,201

2) Other Long term employee benefits :

2.1) Defined Privilege Leave Benefit plan

Entitlements to annual leave, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of leave encashment as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Entitlements to annual leave, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

As per Actuarial Valuation as on 31st March, 2021 and 31st March, 2020 recognised in the financial statements in respect of Privilege Leave Benefit:

A. Amount recognised in the Balance Sheet

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Privilege Leave Benefit:		
Present value of plan liabilities	1,24,76,819	1,23,84,277
Fair value of plan assets	1,77,86,931	1,28,43,943
Deficit/(Surplus) of funded plans	(53,10,112)	(4,59,666)
Unfunded plans	-	-
Net plan liability/ (Asset)	(53,10,112)	(4,59,666)

B. Movements in plan assets and plan liabilities

(Amount in ₹)

PRIVILEGE LEAVE BENEFIT	Year ended 31st March, 2021			Year ended 31st March, 2020		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
As at 1st April	1,28,43,943	1,23,84,277	(4,59,666)	1,23,84,866	1,17,05,479	(6,79,387)
Current service cost	-	16,20,699	16,20,699	-	15,53,052	15,53,052
Interest Income	9,38,269	-	(9,38,269)	9,46,847	-	(9,46,847)
Interest cost	-	7,19,651	7,19,651	-	8,14,756	8,14,756
Return on plan assets excluding amounts included in Interest Income	2,05,597	-	(2,05,597)	(1,86,465)	-	1,86,465
Actuarial loss/(gain) due to change in financial assumptions	-	2,43,416	2,43,416	-	(5,33,904)	(5,33,904)
Actuarial loss/(gain) due to change in demographic assumption	-	(2,35,785)	(2,35,785)	-	(2,694)	(2,694)
Actuarial loss/ (gain) due to experience adjustments	-	(15,23,561)	(15,23,561)	-	(8,51,107)	(8,51,107)
Employer Contribution	45,31,000	-	(45,31,000)	-	-	-
Benefits paid	(7,31,878)	(7,31,878)	-	(3,01,305)	(3,01,305)	-
As at 31st March	1,77,86,931	1,24,76,819	(53,10,112)	1,28,43,943	1,23,84,277	(4,59,666)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses (Amount in ₹)

PRIVILEGE LEAVE BENEFIT	As at 31st March, 2021	As at 31st March, 2020
Current service cost	16,20,699	15,53,052
Net interest cost	(2,18,618)	(1,32,091)
Net value of remeasurements on the obligation and plan assets	(17,21,527)	(12,01,240)
Net (Gain)/Loss recognised in the Statement of Profit and Loss	(3,19,446)	2,19,721

D. Assets (Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
PRIVILEGE LEAVE BENEFIT		
Policy of Insurance	1,77,86,931	1,28,43,943
TOTAL	1,77,86,931	1,28,43,943

E. Assumption

With the objective of presenting the plan assets and plan liabilities of the Privilege defined Leave benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
PRIVILEGE LEAVE BENEFIT		
Discount Rate	6.15% p.a.	6.45% p.a.
Salary Growth Rate	4.0% p.a.	4.0% p.a.
Withdrawal Rate	7% p.a.at all ages	7% p.a.at all ages
Leave Availment Rate	0.0% p.a.	0.4% p.a.
Leave Encashment Rate	0.0% p.a.	0.0% p.a.

F. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Increase / (Decrease) in defined benefit obligation	Year ended 31st March, 2021		Year ended 31st March, 2020	
	Define Benefit Obligation(DBO)	Change in DBO %	Define Benefit Obligation(DBO)	Change in DBO %
PRIVILEGE LEAVE BENEFIT				
Discount Rate				
Increase by 0.50%	1,20,76,430	-3.21%	1,19,88,293	-3.20%
Decrease by 0.50%	1,29,04,989	3.43%	1,28,06,910	3.41%
Salary growth Rate				
Increase by 0.50%	1,29,11,982	3.49%	1,28,15,071	3.48%
Decrease by 0.50%	1,20,66,520	-3.29%	1,19,77,370	-3.29%
Withdrawal Rate				
Increase by 10%	1,25,72,421	0.77%	1,24,80,494	0.78%
Decrease by 10%	1,23,72,635	-0.84%	1,22,79,697	-0.84%

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore in presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognized in the balance sheet.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

G Expected cash flows based on past service liability after year end 31st March, 2021 as follows:

(Amount in ₹)

PARTICULARS	AS AT 31st March, 2021	AS AT 31st March, 2020
PRIVILEGE LEAVE BENEFIT		
2021	-	24,53,790
2022	24,42,160	10,32,080
2023	11,06,192	11,29,340
2024	8,87,214	9,08,980
2025	11,46,185	11,33,983
2026	12,39,722	-
Thereafter	49,80,081	54,48,023

2.2) Sick Leave assumptions

The liability towards compensated absences (sick leave) for the year ended 31st March, 2021 based on actuarial valuation carried out by using Projected Unit credit Method resulted in increase in liability to ₹ 20,54,728/-. (Previous Year ₹ 17,91,257/-)

a) Financial Assumption

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Discount Rate (p.a.)	6.15%	6.45%
Salary growth rate (p.a.)	4.00%	4.00%

b) Demographic Assumption

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee Turnover	7% at all ages	7% at all ages
Leave Availment Rate	6.00%	6.00%

NOTE 36: EARNINGS PER SHARE

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Earning Per Share has been computed as under:		
Profit after tax as per Statement of Profit and Loss	16,32,89,018	16,64,51,823
Weighted average number of equity shares outstanding	40,05,000	40,14,439
Basic and diluted earnings per share in rupees (Face Value – ₹ 10 per share)	40.77	41.46

NOTE: 37 INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS-24 - 'RELATED PARTY DISCLOSURES' FOR THE YEAR ENDED 31ST MARCH, 2021.

(i) Name of the Related Party and Nature of Relationship

a) Key Management Personnel

Mr. Sorab R. Mody	Managing Director
Mr. Percy X. Avari	Whole Time Director
Ms. Shanaya Mody Khatua	Whole Time Director
Mr. Cyrus J. Bhagwagar	Chief Financial Officer
Mr. Nishith C. Kayasth	Company Secretary



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

b) Independent/ Non-Executive Director

Mr. Mohib N. Khericha	Independent/ Non-Executive Director
Mr. Saurinbhai V. Palkhiwala	Independent/ Non-Executive Director
Mr. Nilesh C. Mankiwala	Independent/ Non-Executive Director
Mr. Samuel W. Croll III	Non-Executive Director
Mrs. Houtoxi F. Contractor	Non-Executive Director
Mrs. Sheila S. Mody	Non-Executive Director

c) Enterprises Having Significant Influence

Panache holidays	Enterprises
H.T. Engineering (Gujarat) Pvt. Ltd.	Enterprises
ATMOS Power Private Limited	Enterprises

* Mr. Sorab Mody ceased to be the KMP due to his demise on 5th May, 2021.

(ii) Transactions carried out with related parties referred in (i) above, in ordinary course of business:

(Amount in ₹)

Nature of Transactions	Relationship	2020-21	2019-20
(a) Sitting Fees for Board Meetings			
Mrs. Sheila S. Mody	Non-Executive Director	4,20,000	5,00,000
Mr. Mohib N. Khericha	Independent/ Non-Executive Director	4,10,000	4,10,000
Mr. Nilesh C. Mankiwala	Independent/ Non-Executive Director	2,10,000	2,75,000
Mr. Saurin V. Palkhiwala	Independent/ Non-Executive Director	4,05,000	4,05,000
Mr. Samuel W. Croll III	Non-Executive Director	1,00,000	50,000
Mrs. Houtoxi F. Contractor	Non-Executive Director	2,00,000	50,000
(b) Labour Charges			
H.T. Engineering (Guj) Pvt Ltd	Enterprises	39,92,231	53,56,284
(c) Travelling Expense			
Panache Holidays	Enterprises	-	5,02,907
(d) Purchase of Raw Materials			
H.T. Engineering (Guj) Pvt Ltd	Enterprises	2,32,81,773	2,92,49,771
(e) Rent Paid			
Mr. Sorab R. Mody	Managing Director	43,80,000	43,80,000
(f) Commission on Profit			
Mr. Sorab R. Mody	Managing Director	35,18,800	35,18,800
Mr. Percy X. Avari	Whole Time Director	23,04,400	23,04,400
Mrs. Shanaya Mody Khatua	Whole Time Director	23,04,400	23,04,400
(g) Dividend Paid			
Mr. Sorab R. Mody	Managing Director	33,10,585	2,15,61,429
Mr. Percy X. Avari	Whole Time Director	1,13,013	7,45,883
Mrs. Shanaya Mody Khatua	Whole Time Director	10,64,055	70,22,763
Mrs. Sheila S. Mody	Non-Executive Director	1,89,250	12,49,050
Mr. Cyrus J. Bhagwagar	Chief Financial Officer	2,500	16,500
Mrs. Houtoxi F. Contractor	Non-Executive Director	1,480	9,768
(h) Remuneration Paid			
Mr. Sorab R. Mody	Managing Director	59,81,200	59,81,200
Mr. Percy X. Avari	Whole Time Director	71,95,600	71,95,600



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Nature of Transactions	Relationship	2020-21	2019-20
Mrs. Shanaya Mody Khatua	Whole Time Director	71,95,600	71,95,600
Mr. Cyrus J. Bhagwagar	Chief Financial Officer	42,75,158	41,53,917
Mr. Nishith C. Kayasth	Company Secretary	16,02,193	15,74,069
(i) Purchase of Motor Vehicle			
Mr. Cyrus J. Bhagwagar	Chief Financial Officer	1,80,000	-

(iii) **Balances with related parties referred in (i) above, in ordinary course of business:** (Amount in ₹)

Nature of Transactions	Relationship	As at 31st March, 2021	As at 31st March, 2020
(a) Trade Payables			
H.T Engineering(Guj) Pvt Ltd	Enterprises	38,78,140	26,04,914
Mr. Sorab R. Mody	Managing Director	10,12,875	3,28,500
(b) Commission Payables			
Mr. Sorab R. Mody	Managing Director	35,18,800	35,18,800
Mr. Percy X. Avari	Whole Time Director	23,04,400	23,04,400
Mrs. Shanaya Mody Khatua	Whole Time Director	23,04,400	23,04,400
(c) Office Rent Deposit Given			
Security Deposit to Mr. Sorab R. Mody	Managing Director	50,00,000	50,00,000
(d) Remuneration Payable			
Mr. Cyrus J. Bhagwagar	Chief Financial Officer	65,503	20,966
Mr. Nishith C. Kayasth	Company Secretary	58,723	1,38,530

Executive Directors Compensation (Amount in ₹)

PARTICULARS	2020-21	2019-20
Short-term employee benefits	2,84,35,200	2,84,35,200
Post-employment benefits	64,800	64,800
Total Compensation *	2,85,00,000	2,85,00,000

* This aforesaid amount does not includes amount in respect of gratuity as the same is not determinable.

NOTE 38 : SEGMENT REPORTING

A) Description of Segment and Principal activities:

The Company's Board of Directors monitors the operating results of the below business segments separately for the purpose of making decisions about resource allocation and performance assessment and has identified two reportable segments of its business:

	Reportable Segment	Products/Services
1	Engineering Products	Manufacturing of Engineering goods like Vaccum Products, Evaporators, Pollution Control Equipments
2	Food Products	Manufacturing of Food Products like Food Colour, various Fruit Jams & Fruit Mix Powders etc.

B) Segment revenue and expenses:

Revenue and Expenses have been identified to a segment on the basis of operating activities of the segment. Revenue and Expenses which relate to common activities and are not allocable to segment on reasonable basis have been disclosed as "Unallocable".

C) Segment Assets and Liabilities:

Fixed Assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as allocation of assets and liabilities to segments is currently not practicable.

D) Information about geographical areas:

The Company has identified its geographical segments as India and outside India.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

E) Information about major customers:

Revenues from customers of the company's engineering product business is approximately ₹ 1282.25 Lacs (2019-20 ₹ 3814.81 Lacs) which is more than 10% of the Company's segment revenue.

SUMMARY OF SEGMENT INFORMATION :

(Amount in ₹)

PARTICULARS	Year ended 31 March, 2021			Year ended 31 March, 2020		
	ENGINEERING PRODUCTS	FOOD PRODUCTS	TOTAL	ENGINEERING PRODUCTS	FOOD PRODUCTS	TOTAL
SEGMENT REVENUE						
External Revenue	1,27,19,03,726	25,23,42,801	1,52,42,46,527	1,64,44,59,165	15,23,76,550	1,79,68,35,715
Inter Segment Revenue	-	-	-	-	-	-
Total Segment Revenue	1,27,19,03,726	25,23,42,801	1,52,42,46,527	1,64,44,59,165	15,23,76,550	1,79,68,35,715
SEGMENT RESULT	28,26,28,655	6,08,58,932	34,34,87,587	31,39,73,963	3,11,52,046	34,51,26,009
SPECIFIED AMOUNTS INCLUDED IN SEGMENT RESULTS						
Identifiable Operating Expenses	98,94,30,053	19,61,52,052	1,18,55,82,104	1,33,50,68,281	12,46,88,126	1,45,97,56,407
Segment Operating Income	1,54,982	46,68,182	48,23,164	45,83,079	34,63,623	80,46,702
SEGMENT RESULT	28,26,28,655	6,08,58,932	34,34,87,587	31,39,73,963	3,11,52,046	34,51,26,009
Unallocable Expenses			14,14,28,042			12,99,79,450
Unallocable Income			1,88,47,611			91,08,814
Income Taxes			5,76,18,139			5,78,03,550
PROFIT AFTER TAX AS PER STATEMENT OF PROFIT AND LOSS			16,32,89,018			16,64,51,823

GEOGRAPHICAL SEGMENT INFORMATION:

(Amount in ₹)

PARTICULARS	Year 2020-21	Year 2019-20
REVENUE FROM EXTERNAL CUSTOMERS		
Within India	1,15,69,42,239	1,43,98,01,757
Outside India	36,73,04,288	35,70,33,958
	1,52,42,46,527	1,79,68,35,715

NOTE: 39 LEASES

The Company's leasing arrangements are in respect of operating leases for premises (Office, godown, factory etc.) and motor cars. These lease arrangements range for a period between 11 months and 5 years. Most of the lease agreements are renewable for further period on mutually agreeable terms.

(i) Movement in Lease Liabilities during the year:

(Amount in ₹)

PARTICULARS	
Balance as at 1st April 2019	-
Lease Liabilities on account of adoption of Ind AS 116	96,03,235
Finance Costs incurred during the year	9,60,324
Payments of Lease Liabilities	(43,80,000)
Balance as at 31st March 2020	61,83,559
Lease Liabilities recognised on account of renewal of lease agreement	35,29,903
Finance Costs incurred during the year	7,67,660
Payments of Lease Liabilities	(43,80,000)
Balance as at 31st March 2021	61,01,122



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(ii) Lease Liabilities as at March 31, 2021:

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Non- Current Lease Liabilities	27,65,676	28,50,487
Current Lease Liabilities	33,35,446	33,33,072
Total lease Liability	61,01,122	61,83,559

(iii) Amount recognised in Statement of Profit & loss Account during the year:

(Amount in ₹)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Finance Cost	7,67,660	9,60,324
Depreciation of Right of use Assets	39,62,973	40,14,572
Expenses relating to Short-term Leases and low value assets	1,43,99,272	1,10,88,961
Total Expenses	1,91,29,905	1,60,63,857

NOTE: 40 CORPORATE SOCIAL RESPONSIBILITY

A. Gross amount required to be spent by the Company during the year 2020-21: ₹ 32.16 Lacs
(Year 2019-20: ₹ 24.67 Lacs)

B. Amount spent during the year on:

(Amount in ₹)

PARTICULARS	Year 2020-21			Year 2019-20		
	In Cash	Yet to be paid in Cash	TOTAL	In Cash	Yet to be paid in Cash	TOTAL
i) Construction/Acquisition of any asset	-	-	-	-	-	-
ii) For purposes other than (i) above	32,66,000	-	32,66,000	24,98,000	-	24,98,000
	32,66,000	-	32,66,000	24,98,000	-	24,98,000
C. Related party transactions in relation to Corporate Social Responsibility:			Nil			Nil

D. PARTICULARS	Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance
Details of excess amount spent	-	32.16	32.66	0.50

E. (i) The Company does not carry any provisions for Corporate social responsibility expenses for current year and previous year.

(ii) The Company does not wish to carry forward any excess amount spent during the year.

(iii) The Company does not have any ongoing projects as at 31st March, 2021.

As per our report of even date attached

For MAYANK SHAH & ASSOCIATES
Chartered Accountants

(Firm Registration No. 106109W)

Sd/-

M. S. SHAH

Partner

Membership No. 044093

Place : Ahmedabad

Date : June 28, 2021

For and on behalf of the Board of Directors of Mazda Limited

Sd/-

Percy Avari

Whole-Time Director

(DIN: 00499114)

Sd/-

Cyrus Bhagwagar

Chief Financial Officer

Sd/-

Mohib Khericha

Chairman

(DIN: 00010365)

Sd/-

Nishith Kayasth

Company Secretary

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To,

If undelivered, please return to:

MAZDA LIMITED

Mazda House, 650/1, Panchwati 2nd Lane, Ambawadi, Ahmedabad - 380 006.