



BMW INDUSTRIES LIMITED

ANNUAL REPORT

FINANCIAL YEAR - 2020 -21

BMW INDUSTRIES LIMITED

(CIN: L51109WB1981PLC034212)

Regd. Office: White House, 3rd Floor, 119, Park Street, Kolkata – 700 016

NOTICE OF THE 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BMW INDUSTRIES LIMITED (CIN: L51109WB1981PLC034212) WILL BE HELD ON THURSDAY, 30TH SEPTEMBER, 2021 AT 3:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the company (including Consolidated Financial Statements) for the financial year ended March 31, 2021 together with the Reports of Board of Directors and Auditors in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the company (including Consolidated Financial Statements) for the financial year ended March 31, 2021 together with the Reports of Board of Directors and Auditors thereon laid before this meeting be and is hereby received, considered and adopted.”

2. APPOINTMENT OF MR. HARSH KUMAR BANSAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To consider appointment of a Director in place of Mr. Harsh Kumar Bansal (DIN: 00137014) who retires by rotation and being eligible, offers himself for reappointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Provision of Section 152 of the Companies Act, 2013, Mr. Harsh Kumar Bansal (DIN: 00137014), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. RATIFICATION OF THE REMUNERATION OF COST AUDITOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and subject to necessary approvals, if any, remuneration of Rs 75,000/- (Rupees seventy five thousand only) plus goods and services tax as applicable and reimbursement of expenses, out of pocket or otherwise, approved by the Board of Directors, at the recommendation of the Audit Committee, of the Cost Auditors, M/s Sohan Lal Jalan & Associates for the Financial Year 2021 -22, be and is hereby ratified, with further authority to the Board of Directors to alter and/or vary the same in manner, as they may deem fit, proper and desirable, in best interest of the Company and also that the Board is authorized to do all acts and take all such steps, as may be necessary in this connection.

4. APPOINTMENT OF MS. MONICA CHAND (DIN- 09221662), WOMEN INDEPENDENT DIRECTOR OF THE COMPANY

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

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“**RESOLVED THAT** pursuant to provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) including any statutory modification(s) or re-enactment thereof for the time being in force and the Provisions if Article of Association of the Company Mr. Monica Chand (DIN: 09221662), Independent Director of the company, who has submitted a declaration that she meets the criteria of independence as provided in the Act and Listing Regulations, and who is eligible for appointment and the Nomination and Remuneration Committee has recommended her appointment to the Board, be and is hereby appointed as an Independent Director of the Company to hold office from 30th June, 2021 to 29th June, 2024.

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary be and are hereby severally authorised to do all such act and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5 CONSENT OF MEMBERS FOR SETUP THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.1000 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board

Place- Kolkata
Date- 14th August, 2021

(Vikram Kapur)
Company Secretary
Membership No. A9812
E.Mail Id- vikramkapur@bmwil.co.in

Registered Office:
119, Park Street, White House,
Kolkata – 700016
CIN: L51109WB1981PLC034212
Email: info@bmwil.co.in

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated 13th January 2021 read with General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 14/ 2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as “said Circulars”) and the Securities and Exchange Board of India vide its circulars dated May 12, 2020 and January 15, 2021, permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Shareholders at a common venue. In compliance with these MCA and SEBI Circulars and the relevant provisions of the Companies Act, 2013 (‘the Act’) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), the 39th AGM of the Company will be held through VC/OAVM and the Members can attend and participate in the ensuing AGM through VC/OAVM
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc. Authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinizermkb@gmail.com with copies marked to the Company at info@bmwil.co.in and to its RTA at absconsultant99@gmail.com.
5. **Registration Of Email Id And Bank Account Details:**

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email-address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

- i) Kindly Contact to ABS Consultant Pvt. Ltd., at 4 B.B.D Bag (East), Stephen House, R.No.99, 6th Floor, Kolkata-700 001 with required documents and submit. Or
 - ii) In the case of Shares held in Demat Mode:
The shareholders may please contact the Depository Participant (“DP”) and register the email-address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those members whose email- addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and Circular issued by SEBI dated May 12, 2020. Members may note that the Notice of the Annual General Meeting and Annual Report for the Financial Year 2020-21 will also be available on the Company’s website at www.bmwil.co.in; and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com

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respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

7. The deemed venue for this meeting shall be registered office of the Company situated at 119, Park Street, 3rd floor, White House, Kolkata-700016.
8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, ABS Consultants Pvt. Ltd. for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone number/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc, to their DPs in case the shares are held by them in physical form.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA in respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
12. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
13. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors have been done away with. Hence no resolution has been proposed for the same.
14. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016("the IEPF Rules") as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.
15. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
16. Since the AGM will be held through VC/OAVM, THE Route Map is not annexed in this Notice.
17. The 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to ABS Consultant Pvt. Ltd.
18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communication through electronic mode to those members who have registered their email address with the company or with the Depository. Members who have not registered their email-

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address with the company are requested to submit their request with their valid e-mail address to ABS Consultant Pvt. Ltd.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 30th September, 2021. Members seeking to inspect such documents can send an email to info@bmwil.co.in/vikramkapur@bmwil.co.in.
20. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and the Share Transfer Books of the company will remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive).
21. Members seeking clarification on the Annual Report are requested to send in written queries to the Company through email on info@bmwil.co.in /abhishekagarwal@bmwil.co.in/vikramkapur@bmwil.co.in at least 7 days before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
22. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standards on General Meeting(SS-2) of ICSI, in respect of Director seeking appointment at the 39th AGM, forms integral part of the Notice of the 39th AGM is given alongwith this Notice. Requisite declaration have been received from the Director seeking appointment.
23. The instructions to Members for voting Electronically are as under:

GENERAL INSTRUCTIONS:

- a. In compliance with the provisions of Regulation 44 of the Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is offering facility of “remote e-voting”(e-voting from a place other than the venue of the AGM) to all its Members to enable them to exercise their right to vote on all the businesses to be transacted at the Meeting by electronic means. For this purpose, the Company has entered into an agreement with CDSL to facilitate e-voting.
- b. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Thursday, 23rd September, 2021 being the cut-off date, are entitled to vote on the resolution set forth in the Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- c. The voting period begins on Monday, 27th September, 2021 and ends on Wednesday, 29th September, 2021. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, 23rd September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- d. The Board has appointed Mr. Raj Kumar Banthia, Company Secretary in Practice (Membership No. 17190 & CP No. 18428) Partner of M/S MKB Associates as the Scrutinizer to scrutinize the voting process (e-voting or otherwise) in a fair and transparent manner. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total vote in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the result of remote e-voting and voting at the meeting venue shall be declared by the Chairman or by any other director duly authorized in this regard.

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- e. The result, along with the scrutinizer's report, shall be placed on the company's website www.bmwil.co.in immediately after the result is declared, and simultaneously be communicated to the BSE and CSE where the shares of the Company are listed.
- f. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM by shall not be entitled to cast their vote again.

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:

• Log-in to the e-Voting website of www.evotingindia.com

1. Click on "Login" tab, available under 'Shareholders' section.
2. Enter your User ID, password and image verification code (CAPTCHA) as shown and click on "SUBMIT".
3. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is the Event No. + Folio Number registered with the Company.
4. Your Password details are given below;

If you are using e-voting system of www.evotingindia.com for the first time or of you are holding shares in physical form, you need to follow the steps given below;

Click on "Sign Up" tab available under 'Shareholder' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

| For Shareholders holding shares in Demat form or Physical form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number in the PAN Field. |
| DOB/DOI | Enter the DOB(Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Bank Account Number | Enter the Bank Account Number(last four digits) as recorded in your demat account or in the company records for the same demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio Number in the Bank Account number field as mentioned in instructions. |

If you are holding shares in demat form and had registered on to e-voting system of www.evotingindia.com and/or voted on an earlier voting of the company then you can use your existing password to login.

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If shareholders holding shares in Demat form or Physical form have forgotten the password:

Enter User ID, select Mode and Enter Image Verification Code (CAPTCHA). Click on ‘**Login**’ under ‘**SHAREHOLDER**’ tab and further. Click ‘**forgot password?**’ Click on “SUBMIT”.

In case a shareholder is having a valid email- address, the Password will be sent to the Shareholder’s registered email address. Else the shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of CDSL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

5. On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain and the shares held will not be counted under ‘Favour/Against’.

6. After submitting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

7. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

8. You can also take the printout of the votes cast by you by clicking on “Print” option on the voting page.

GENERAL GUIDELINES FOR SHAREHOLDERS:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to e-Voting system of www.evotingindia.com and register themselves as ‘**Custodian/Mutual Funds/ Corporate Body**’.

They are also required to upload a scanned certified true copy of the Board Resolution /authority letter/power of attorney etc together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘**Custodian/Mutual Fund/Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please mail to helpdesk.evoting@cdslindia.com or contact 022-23058543 and 022-23058542

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through CDSL e-Voting system. Shareholders may access the same at <http://evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the meeting through Laptop/I Pads for better experience.
3. Further shareholders will be required to allow Camera and use internet with good speed to avoid any disturbance during the meeting.
4. Please note the participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Function in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from 19th September, 2021 to 25th September, 2021 mentioning their name, demat account number/folio number, email id, mobile number at info@bmwil.co.in/vikramkapur@bmwil.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, e.mail id, mobile number at info@bmwil.co.in/vikramkapur@bmwil.co.in. These queries will be replied by the Company suitably by e.mail.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/members who have not exercised their vote through remote e-voting can cast the vote as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.

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3. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. 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.
7. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

NOTES FOR NON INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

- i) Non Individual shareholders (i.e other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- ii) A scanned copy of the Registration Form bearing stamp and sign of the entity should be emailed to helpdesk.evotingindia.com.
- iii) 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.
- iv) 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.
- v) 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.
- vi) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer at scrutinizermkb@gmail.com and to the Company at the e.mail address viz; info@bmwil.co.in (designated e.mail address by Company), if they have voted from individuals tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

During the AGM, The Chairman shall formally proposed to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote e.voting. Voting at AGM shall be kept open for a period of 30 minutes after the AGM ends.

Scrutinizer shall, after the 30 minutes of conclusion of the meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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The result declared along with the Scrutinizer's report shall be placed on the Company's website www.bmwil.co.in. Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to BSE Limited and The Calcutta Stock Exchange Limited.

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business set out in Item No 3 to 5 of the accompanying Notice dated 14th August, 2021.

Item No. 3:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Sohan Lal Jalan & Associates, Cost Accountants to conduct the audit of cost records of the Company for the financial year ending March 31, 2022.

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

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval of shareholders.

Item No: 4:

The Board, at its meeting held on 30th June 2021 has appointed Ms. Monica Chand (DIN-09221662) as Additional Director (designated as Independent Director) of the Company w.e.f. 30th June 2021, in terms of Regulation 16(1)(b) of the Listing Regulations for appointed as an Independent Director of the Company and Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. As per provisions of the Act, she would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as Directors of the Company by the Shareholders.

The Ms. Monica Chand given a declaration to the Board that she meet the criteria of independence as provided under Section 149 (6) of the Act. As per recommendation of Nomination and Remuneration Committee and the opinion of the Board of Directors of the Committee, the above Independent Director fulfills the criteria and conditions specified in the Companies Act, 2013 and the Rules made thereunder for the appointment as Independent Director and they are independent of the management.

The Board of Directors of the Company recommends the resolution for the appointment of Ms. Monica Chand as Independent Director, for the approval by the shareholders of the Company upto 29th June, 2024, in compliance with & pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act. Further, she shall not be liable to retire by rotation. Copies of the letter of appointment of Ms. Monica Chand as Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

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Except Ms. Monica Chand, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends Special Resolution set out at Item No. 4 of the Notice for approval of shareholders.

Item No: 5:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.1000 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.5 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends Special Resolution set out at Item No. 5 of the Notice for approval of shareholders.

By order of the Board

Place- Kolkata

Date- 14th August, 2021

(Vikram Kapur)

Company Secretary

Membership No. A9812

E.Mail Id- vikramkapur@bmwil.co.in

Registered Office:

119, Park Street, White House,

Kolkata – 700016

CIN: L51109WB1981PLC034212

Email: info@bmwil.co.in

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ANNEXURE A

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

| Particulars | Mr. Harsh Kumar Bansal | Ms. Monica Chand |
|---|--|--|
| DIN | 00137014 | 09221662 |
| Date of Birth/Age | 5 th August, 1978/ 43 Years | 31 st October, 1975/ 46 Years |
| Type of Directorship | Managing Director | Non Executive Independent Director |
| Brief Resume/ Experience/ Expertise in specific functional area | Commercial and strategic functions of the Company | She is Marketing consultant to <ul style="list-style-type: none"> • Curve Logistics (an International Logistics Company) • Aarush Hospitality Pvt. Ltd. |
| Qualification | Commerce Graduate, advance courses from Harvard, ISB and LBS. | Ms Monica Chand completed her education in: <ul style="list-style-type: none"> • Diploma de la langue Francaise - Alliance Francaise de Delhi; • Bachelors of Arts- Japanese- Jawaharlal Nehru University, Delhi and • Completed Certificate Course on Integral Yoga from Sri Aurobindo Ashram- Delhi Branch; |
| Date of first appointment on the Board | 26 th December, 2006 | 30 th June, 2021 |
| Terms and conditions of appointment or reappointment | In terms of Section 152(6) of the Companies Act, 2013, Mr. Harsh Kumar Bansal who is proposed to be re-appointed as Managing Director of the Company, is liable to retire by rotation and as per explanatory statement | Ms Monica Chand is appointed on 30 th June, 2021 for a 1 st term of up to 3 years as an Independent Director of the Company. The terms & conditions of her appointment including remuneration shall be governed by the Letter of appointment issued by the Company. |
| Directorship in other Public Companies (31st March, 2021) | 1. BMW Iron & Steel Industries Ltd. 2. Sadhuram Bansal & Sons Ltd. | Nil |
| Chairman/ Member of the Committee of Directors in the Company | Chairman:- Corporate Responsibility Committee, Member- Finance Committee Audit Committee Risk Management Committee | Nil |
| Shareholding in the Company | 18464750 | Nil |
| Inter-se Relationship between Directors/ KMP | Mr. Harsh Kumar Bansal is son of Mr. Ram Gopal Bansal, Chairman of the Company and brother of Mr. Vivek Kumar Bansal, Managing Directors of the Company. | Not Related |
| No. of Board Meetings attended during the year (2020-21) | 4 | Na |

BMW DIRECTORS

- 1 RAM GOPAL BANSAL - CHAIRMAN
- 2 HARSH KUMAR BANSAL - MANAGING DIRECTOR
- 3 VIVEK KUMAR BANSAL - MANAGING DIRECTOR
- 4 SUNIL KUMAR PARIK - INDEPENDENT DIRECTOR
- 5 RAM PRIYA SARAN - INDEPENDENT DIRECTOR
- 6 MONIKA CHAND - INDEPENDENT DIRECTOR
- 7 DEBASISH BASU - INDEPENDENT DIRECTOR

BMW COMMITTEE

AUDIT COMMITTEE

SUNIL KUMAR PARIK - CHAIRMAN
DEBASISH BASU
HARSH KUMAR BANSAL

STAKEHOLDERS RELATIONSHIP COMMITTEE

DEBASISH BASU - CHAIRMAN
SUNIL KUMAR PARIK
VIVEK KUMAR BANSAL

NOMINATION & REMUNRATION COMMITTEE

SUNIL KUMAR PARIK - CHAIRMAN
DEBASISH BASU
RAMPRIYA SARAN

RISK MANAGEMENT COMMITTEE

RAMPRIYA SARAN - CHAIRMAN
SUNIL KUMAR PARIK
HARSH KUMAR BANSAL

FINANCE COMMITTEE

SUNIL KUMAR PARIK - CHAIRMAN
RAM GOPAL BANSAL
HARSH KUMAR BANSAL
VIVEK KUMAR BANSAL

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

HARSH KUMAR BANSAL - CHAIRMAN
DEBASISH BASU
RAMPRIYA SARAN

AUDITORS

1. STATUTORY AUDITOR

LODHA & CO.

14, Government Place East, Kolkata, West Bengal
700069

2. COST AUDITOR

SAMARDHAR & ASSOCIATES

260, G.T. ROAD, UTTARPARA, DIST. HOOGLY ,WEST
BENGAL -712258

3. SECRETARIAL AUDITOR

M.K.B ASSOCIATES

8, CAMAC STREET, SHANTINIKETAN BUILDING,
KOLKATA - 700017

4. INTERNAL AUDITOR

CHUNDER KHATOR & ASSOCIATES

10A, BRITISH INDIAN STREET, KOLKATA - 700069

BANKERS

STATE BANK OF INDIA
PANJAB NATIONAL BANK
BANK OF INDIA

BANK OF BARODA
INDUSIND BANK



BMWIL

BMW INDUSTRIES LIMITED

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DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 39th (Thirty-Nine) Annual Report together with Audited Annual Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2021.

1. FINANCIAL HIGHLIGHTS

(Rupees in lakh)

| Details | STANDALONE | | CONSOLIDATED | |
|--|--------------------|-----------------|--------------------|-----------------|
| | FY 2020-21 | FY 2019-20 | FY 2020-21 | FY 2019-20 |
| Income from Operations | 36587.75 | 61507.68 | 40,787.32 | 63070.74 |
| Profit before Depreciation, Finance Cost, Exceptional Item and Tax | 10015.21 | 12223.47 | 10563.45 | 12482.20 |
| Depreciation | 2850.80 | 4547.59 | 5,286.43 | 4732.38 |
| Finance Costs | 4651.02 | 4516.24 | 2,927.18 | 4551.05 |
| Exceptional Item | (18128.55) | Nil | (23,860.05) | Nil |
| Profit Before Tax | (15,615.16) | 3159.64 | (21,510.21) | 3198.77 |
| Tax Expenses | (3850.36) | 762.57 | (3,963.81) | 994.54 |
| Profit after Tax | (11,764.80) | 2397.07 | (17,546.41) | 2204.23 |
| Other Comprehensive Income | 47.41 | (35.55) | 48.30 | (36.92) |
| Total Comprehensive Income | (11,717.39) | 2361.52 | (17,498.11) | 2167.31 |

2. FINANCIAL PERFORMANCE HIGHLIGHTS & STATE OF COMPANY'S AFFAIRS

The Company achieved a gross income of Rs. 36587.75 Lakh as against Rs. 61507.68 Lakh in the previous financial year on standalone basis. The profit before tax was Rs. (15,615.16) Lakh as against Rs. 3159.64 Lakh in the previous year and profit after tax was Rs. (11,764.80) Lakh as against Rs. 2397.07 Lakh in the previous year on standalone basis.

The Company achieved a gross total income of Rs. 40,787.32 Lakh during the year on consolidated basis as against Rs. 63070.74 Lakh in the previous year. The profit before tax during the year on consolidated basis was Rs. (21,510.21) Lakh as against Rs. 3198.77 Lakh in the previous year. The profit after tax during the year on consolidated basis was Rs. (17,546.41) Lakh as against Rs. 2204.23 Lakh in the previous year.

The year gone by started with an unprecedented nation-wide lockdown due to pandemic which negatively impacted the economic activities across globe. Post relaxation of lockdown economic gradually started picking up from mid May 2020. During the year under review, the company backed by manufacturing strength including job work, robust supply chain management and strong pan India base network made a strong come back.

Economic environment continues to remain uncertain and challenging owing to COVID and partial lockdowns across the country. However, we as an organization remain vigilant to the ground developments with confidence and optimism to manage emerging scenarios.

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The Company continues to retain the overall growth in the turnover and the profit of the Company driven mainly for increase in volume in TMT Bar segment, increase in volume of structurals, sections for engineering, infrastructure and automotive sectors with a steady growth in volume of job work business with its institutional partners. The Company is strengthening B2C (TMT Bars) segment through aggressive spending on advertisement and brand building. The Company is also focused on increasing capacity utilization of all units, improving product-mix, reducing operating costs and improving operational efficiency with technology up gradation.

There are no material changes or commitments affecting the financial position of the Company which has occurred between the end of financial year and the date of Report.

3. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

As on March 31, 2021 the Company has eleven (11) subsidiaries. The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company. The Annual Financial Statements of the subsidiaries and related detailed information will be made available to Members seeking information at any time. They are also available on the website of the Company at www.bmwil.co.in.

Further a statement containing the salient features of the financial statements of each of the subsidiaries, associates in the prescribed format Form AOC-1, forms part of the Annual Report and marked as “**Annexure-I**”. The annual accounts of the subsidiary companies will be made available to the shareholders on request and will also be kept for inspection by the shareholders at the registered office of your Company.

4. IMPACT OF COVID-19

The outbreak of the COVID-19 pandemic led to an unprecedented health crisis and disrupted economic activities and trade globally.

During FY2020-21, the Government of India had imposed a stringent nation-wide lockdown which severely impacted manufacturing activities. The Government of India and the respective State Governments had clarified that the Steel Sector fell within the ambit of Essential Services and Process Industries, where, continuous operations of the plant facilities were important, and therefore, exempt from the lockdown measures and could continue to operate albeit subject to the various directions issued by the central and state governments from time to time.

Keeping in mind the above, the practical constraints of continuing operations and dispatches and the safety and health of its employees and other stakeholders, the Company suspended operations at its plants at West Bengal and Jamshedpur. Steel demand was affected as key steel consuming sectors struggled to operate due to weakening economic activity, working capital constraints, shortage of manpower and logistical issues.

The health and safety of our employees and the communities in which we operate and running our operations safely and efficiently so that we can continue to serve our customers, continues to be the first and foremost priority of the Company. As the outbreak spread in India, the Company initiated measures to safeguard the health, welfare and safety of all its employees across locations, including working from home, staggered shift timings and continuous communication to re-enforce the importance of social distancing, safe working practices across our plants and general hygiene.

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The Company also remained focussed on conserving cash and undertook measures to ensure adequate liquidity during the year under review.

5. DIVIDEND

The Board of Directors of the Company not declared any dividend for the financial year 2020-21. No final dividend for the financial year 2020-21 is recommended.

6. DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A and recent amendments to SEBI (LODR) Regulations, 2015 and on the basis of market capitalization, your Company has formulated a “Dividend Distribution Policy”. The said policy is available on the website of the Company at www.bmwil.co.in.

7. TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividend, if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

8. TRANSFER TO GENERAL RESERVE

The Board of Directors does not propose to transfer any fund to the General Reserve.

9. SHARE CAPITAL

The paid up Equity share capital of the Company as at 31st March, 2021 stood at Rs. 22,50,86,460. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March, 2021, none of the Directors of the Company holds instrument convertible into equity shares of the Company. Your Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees during the year under review.

10. DEPOSITS

Your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

11. CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2021.

12. LOANS, GUARANTEES AND INVESTMENTS

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Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

13. DIRECTORS & KEY MANAGERIAL PERSONNEL

(a) Appointment/ Removal of Director

Ms. Gayatri Singh, Woman Independent Director of the Company died on 3rd January, 2021 due to COVID 19 and the Company file appropriate forms to MCA for such casual vacancy. Ms. Monica Chand appointed as Additional Director (Woman Independent Director) on 30th June, 2021 to fill casual vacancy. Such appointment is subject to approval of Shareholders of the Company in 39th Annual General Meeting.

(b) Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr Harsh Kumar Bansal (DIN: 00137014) shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Mr Harsh Kumar Bansal is not disqualified from being appointed as a Director as specified in terms of Section 164 (2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules 2014.

The brief resume/details of Mr. Harsh Kumar Bansal who is to be appointed as director are furnished in the Notice of the ensuing AGM. The Board of Directors of your Company recommends the appointment of the said director at the ensuing AGM.

(c) Wholtime Key Managerial Personnel (KMP)

During the year under review, Mr Subhash Chandra Gupta, Executive Director of the Company resigned from the post on 10th August, 2020. Pursuant to the provisions of Section 203 of the Companies Act, 2013 Mr. Ram Gopal Bansal, Whole Time Director, Mr. Harsh Kumar Bansal, Managing Director, Mr. Vivek Kumar Bansal, Managing Director, Mr. Abhishek Agarwal, CFO, and Mr. Vikram Kapur, Company Secretary and Compliance Officer are continuing to be the Key Managerial Personnel of the Company.

None of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013 and rules made there under. The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) as applicable.

14. BOARD EVALUATION

The Company has formulated a Policy for performance evaluation of Independent Directors, Board Committees and other Directors, by fixing certain criteria, which was approved by the Nomination and Remuneration Committee and adopted by the Board. The criteria for the evaluation include their functioning as Members of Board or Committees of the Directors included their contribution as well as Board composition, effectiveness of Board processes, information and functioning. The criteria for committee functioning includes effectiveness of committee meetings, performance review in accordance roles and responsibilities assigned. The criteria for evaluation of individual director included their contribution and preparedness for the issues discussed at the meetings, The Chairman

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was also evaluated with respect to his role. A structured questionnaire, evolved through discussions within the Board, has been used for this purpose. Further on the basis of recommendations of the Nomination and Remuneration Committee and the performance review by Independent Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors. The Board was satisfied with the evaluation process.

15. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of your Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. FAMILIARIZATION PROGRAMME UNDERTAKEN FOR INDEPENDENT DIRECTOR

In terms of Regulation 25(7) of the SEBI (LODR) Regulations, 2015, your Company is required to conduct Familiarisation Programme for Independent Directors (ID) to familiarise them about your Company including nature of Industry in which your company operates, business model, responsibilities of the Ids etc. Further, pursuant to Regulation 46 of the SEBI (LODR) Regulations, 2015, your Company is required to disseminate on its website, details of familiarization programmes imparted to the Ids including the Details of the same. During the year, the Company has organised one familiarisation Programme of the Independent Directors. The details of the familiarization programme of Independent Directors are provided in the Corporate Governance Report. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

17. REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee adopted the Remuneration Policy, which inter alia includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration. The remuneration policy of the Company aims to attract, retain and motivate qualified people at the Executive and at the Board levels. The remuneration policy seeks to employ people who not only fulfill the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

18. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors acknowledges the responsibility for ensuring compliances with the provisions of section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 and in the preparation of the annual accounts for the year ended 31st March, 2021 states that —

- (a) in the preparation of the annual accounts, the applicable Indian accounting standards have been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the year;

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- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. THE BOARD OF DIRECTORS AND COMMITTEE

(i) Board of Directors

The Board meets at regular intervals to discuss and decide on business policy and strategy apart from other Board business. However, in case of special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting. During the year under review, nine Board Meetings were convened the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 as well as the SEBI (LODR) Regulations, 2015.

(ii) Committees of the Board

The Board has constituted Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Finance Committee to work on areas specifically assigned to them by the Companies Act, 2013 and by the Board to perform.

The details of Committees, Their composition, terms of reference, date of meetings and attendance at the meeting have been furnished in the Corporate Governance Report forming part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

20. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which financial statements relates and the date of this report.

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future.

22. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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The Board of Directors are satisfied with the adequacy of the internal control system in force in all its major areas of operations of the Company. The Company has an external firm of Chartered Accountants as Internal Auditors to observe the Internal Controls, whether the work flows of organization is being done through the approved policies of the Company and similar matters. Internal Auditors present its report to the Audit Committee. The audit committee assists the board of directors in monitoring the integrity of the financial statements and the reservations, if any, expressed by the company's auditors including, the financial, internal and secretarial auditors and based on their inputs, the board is of the opinion that the company's internal controls are adequate and effective.

The Audit Committee reviewed the physical and digital risks and controls around scenarios arising on account of COVID-19 and the Company's assessment of the impact of COVID-19 on various items of the financial statement ending 31st March, 2021. The Committee also reviewed accounting judgments and other matters in light of COVID-19.

23. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and the Relevant Rules, the Board has constituted the Corporate Social Responsibility Committee to take care of initiative of the Company towards social responsibility. The Committee make plans for CSR activities and reviews the same from time to time. The Board of Directors have formulated a Corporate Social Responsibility Policy, The broad terms of reference of the Corporate Social Responsibility (CSR) Committee are:

- Formulate and recommend to the Board, the CSR Policy
- Recommend the amount of expenditure to be incurred on the activities undertaken
- Monitor the CSR Policy of the Company from time to time
- Review the performance of the Company in the area of CSR including the evaluation of the impact of the Company's CSR activities
- Review the Company's disclosure of CSR matters

The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

The Company was required to spend 2% of the average net profit for the preceding three years and the company has spent the said amount the details of which are mentioned in “Annexure- 3” to this Report.

24. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The report on Management Discussion & Analysis Report as stipulated under Schedule V of the SEBI (LODR) Regulations, 2015 forms an integral part of this report and marked as “Annexure- 2”.

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

The details required pursuant to the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy, technology absorption and Foreign Exchange Earning and outgo form part the Board's Report and marked as “Annexure –4” .

26. AUDITORS

(i) STATUTORY AUDITORS

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In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules) 2014, M/s. Lodha & Co. Chartered Accountants (Firm Registration Number 301051E) were appointed as Statutory Auditors of the Company for five years at the Annual General meeting of the company held on 18th September 2017.

Auditor's Report on the Financial Statement for the financial year ended 31st March, 2021 forms part of this Annual Report. The Auditor's Report is self explanatory and does not contain any qualification or reservations or adverse remark or report of fraud.

(ii) COST AUDITORS

The Board of Directors of the Company appointed M/s Sohan Lal Jalan & Associates, Cost Accountants, (Firm Registration Number 000521) as Cost Auditors of the Company for the financial year 2021-22 in accordance with Section 148 of the Companies Act, 2013 read with the Companies (Cost Record & Audit) Rules 2014 at a remuneration of Rs. 75,000/- plus applicable taxes and reimbursement of out of pocket expenses. The remuneration is required to be approved by the shareholders at the ensuing Annual General Meeting and a resolution to such effect is included in the notice of Annual General Meeting.

(iii) SECRETARIAL AUDITORS

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed M/s MKB & Associates, Company Secretaries (Firm Registration Number (P2010WB042700) a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2020--21. The Report of the Secretarial Audit is annexed herewith as "**Annexure- 5**".

Observations of Secretarial Auditors:

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that due to demise of Mrs. Gayatri Singh, Independent Woman Director of the Company, the company did not have independent woman director on its Board during the review period from 3rd January, 2021. During this review period upto 31st March, 2021, one Board Meeting of the company were held on 13th February, 2021.

Management Reply:

Ms. Monica Chand appointed as Woman Independent Director on 30th June, 2021 in compliance the provision of Woman Independent Director.

(iv) INTERNAL AUDITORS

Chunder Khator & Associates, Chartered Accountants are appointed by the Board of Directors as the Internal Auditor of the Company for FY 2020-21. The Report of the Internal Audit is placed before Audit Committee and Board of Directors.

27. RELATED PARTY TRANSACTIONS

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As required under the SEBI (LODR) Regulations, 2015, related party transactions are placed before the Audit Committee for approval. Wherever required, prior approval of the Audit Committee is obtained on an omnibus basis for continuous transactions and the corresponding actual transactions become a subject of review at subsequent Audit Committee Meetings.

All the related party transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 there were no materially significant related party transaction which may have conflict with interest of the company or which are required to be reported in form AOC 2.

The Company has formulated a policy on related party transactions for purpose of identification and monitoring of such transactions. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

The details of related party transaction entered during the year are provided in the notes of Financial Statement.

28. ANNUAL RETURN FOR FY2020-21

The Annual Return for FY 2020-21 as per provisions of the Act and Rules thereto, is available on the Company's website at <https://www.bmwil.co.in/wp-content/uploads/2021/09/DRAFT-MGT-7-ANNUAL-RETURN.pdf>

29. PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as "Annexure 6" and forms part of the Report.

30. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and Employees to report their concern about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. The Audit Committee regularly reviews the complaints received. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

During the year under review, no complaints have been received /reported.

31. CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as set out by SEBI. The Company has also implemented several best corporate governance practices. The report on Corporate Governance as stipulated under Schedule V of the SEBI (LODR) Regulations, 2015 forms an integral part of this report and marked as "Annexure- 7".

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As per the Regulation 34(3) read with Schedule V of the Listing Regulations a separate section on Corporate Governance Practice followed by the Company together with a certificate from practicing Company Secretary confirming compliance of Corporate Governance as stipulated forms part of the Annual Report.

Your Company has taken adequate steps for strict compliance with the Corporate Governance guidelines, as amended from time to time.

32. CODE OF CONDUCT

The declaration from Managing Director of the Company in respect of compliance of Code of conduct by the Board Members and Senior Management personnel forms part of the Annual Report. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

33. BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report (BRR) of the Company as required pursuant to the Regulation 34 (f) of the SEBI Listing Regulations, annexed herewith and marked as “**Annexure 8**” forming part of this report and the same is also available at Company’s website at www.bmwil.co.in.

34. CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

As required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the CEO/CFO Report and marked as “**Annexure 9**”

35. CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

As per the Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a certificate from practicing Company Secretary confirming that none of the Directors on the Board of the BMWIL 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 and a copy thereof is contained elsewhere in this Annual Report and marked as “**Annexure 10**”

36. RISK MANAGEMENT POLICY

Considering the multitude of risks faced by listed entities, risk management has emerged as a very important function of the Board of Directors. The Covid-19 pandemic has also reinforced the need for a robust risk management framework for a Company. In view of the above facts, SEBI, pursuant to the amended provisions of Regulation 21 of the SEBI (LODR) Regulations, 2015, has made it mandatory for top 1000 listed Companies, based on market capitalization, to form / constitute a “Risk Management Committee” (“the RMC”) and the said RMC has to formulate “Risk Management Policy” of the Company. The said amended provisions have been applicable to Your Company for the first time. Therefore, your Board of Directors has constituted a “Risk Management Committee” (“the RMC”) and the said RMC has identified “Risk Management Policy” to minimize adverse impact on the business objectives and enhance the Company’s competitive advantage. The Policy also defines the risk management approach across the enterprise at various levels. Risk Management forms an integral part of the Company’s planning process. The constitution details, roles and functions of the

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RMC are highlighted in the Corporate Governance Report. The Company's policy on Risk Management are available on the website of the Company at www.bmwil.co.in.

37. GREEN INITIATIVES IN CORPORATE GOVERNANCE

Ministry of Corporate Affairs has permitted Companies to send copies of Annual report, Notices, etc., electronically to the email IDs of shareholders. Your Company has arranged to send the soft copies of these documents to the registered email IDs of the shareholders, wherever available. In case, any shareholder would like to receive physical copies of these documents, the same shall be forwarded upon receipt of written request in this respect.

38. HUMAN RESOURCES

Your company continues to enjoy cordial relationship with its personnel at all levels and focusing on attracting and retaining competent personnel and providing a holistic environment where they get opportunities to grow and realise their full potential. Your company is committed to providing all its employees with a healthy and safe work environment.

Your company is organizing training programmes wherever required for the employees concerned to improve their skill. Employees are also encouraged to participate in the seminars organized by the external agencies related to the areas of their operations.

39. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition, and Redressal of Sexual Harassment at workplace as per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder. Executive members of the Board of Directors of the Company are authorised to redress complaints received regarding sexual harassment. With the objective of providing a safe working environment, all employees (permanent, contractual, temporary, trainees) are covered under this policy. The said policy is available on the website of the Company at <https://www.bmwil.co.in/corporate-codes-and-policies/>

During the year under review, the Company received one complaint which was investigated and appropriate action was taken. No complaint is pending as at the end of the financial year.

40. COMPANY'S WEBSITE

The website of your Company www.bmwil.co.in, has been designed to present the Company's businesses up-front on the home page. The site carries a comprehensive database of information including the Financial Results of your Company, Shareholding pattern, Director's & Corporate Profile, details of Board Committees, Corporate Policies and business activities of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013 and Companies Rules 2014

41. OTHER DISCLOSURES

During the year under the review:

- i) There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, involving the Company; and

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- ii) The Company had not entered into any one-time settlement with any Bank or any Financial Institution.

42. CAUTIONARY STATEMENT

Statements in these reports describing company's projections statements, expectations and hopes are forward looking. Though, these expectations etc. are based on reasonable assumption, the actual results might differ.

43. ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the Regulatory and Government Authorities, Bankers, Business Associates, Shareholders and the Customers of the Company for their continued support to the Company. The Directors express their deep sense of appreciation towards all the employees and staff of the Company and wish the management all the best for achieving greater heights in the future.

For and on behalf of the Board

Place: Kolkata
Date: 14/08/2021

**Sd/-
Ram Gopal Bansal
Chairman
DIN: 00144159**

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A Subsidiaries

| Sl No | Particulars | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
|-------|----------------------------|---------------------------------|----------------------------------|-----------------------|---|--------------------------------|--|----------------------------|-------------------------------------|---------------------------------------|-----------------------------|---------------------------|
| 1 | Name of the subsidiary | SAIL Bansal Service Centre Ltd. | BMW Iron & Steel Industries Ltd. | Nippon Cryo Pvt. Ltd. | Confident Financial Consultancy Pvt. Ltd. | Nageshwar Trade-Link Pvt. Ltd. | Perfect Investment Consultancy Pvt. Ltd. | Shri Hari Vincom Pvt. Ltd. | Siddhi Vinayak Commosales Pvt. Ltd. | Sidhant Investment Advisory Pvt. Ltd. | Fairplan Vintrade Pvt. Ltd. | Narayan Dealcom Pvt. Ltd. |
| 2 | Financial period ended | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 | 31.03.2021 |
| 3 | Exchange rate | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) | INR (in Lacs) |
| 4 | Share capital | 800.00 | 405.03 | 88.50 | 29.30 | 37.00 | 30.40 | 32.90 | 29.50 | 49.80 | 39.40 | 42.20 |
| 5 | Reserves and surplus | (554.04) | 1,543.77 | (67.24) | 1,434.57 | (37.37) | 535.83 | 1,386.98 | 1,391.51 | 1,468.24 | 1,226.53 | 636.49 |
| 6 | Total assets | 448.75 | 7,587.00 | 1,604.70 | 2,233.52 | 0.09 | 587.91 | 1,460.57 | 1,470.90 | 1,813.08 | 1,298.33 | 720.95 |
| 7 | Total Liabilities | 448.75 | 7,587.00 | 1,604.70 | 2,233.52 | 0.09 | 587.91 | 1,460.57 | 1,470.90 | 1,813.08 | 1,298.33 | 720.95 |
| 8 | Investments | 0.00 | 0.00 | 0.00 | 1,060.62 | 0.00 | 173.10 | 43.00 | 266.45 | 1,157.68 | 165.25 | 0.03 |
| 9 | Turnover | 263.00 | 4,015.21 | 2,095.50 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 10 | Profit before taxation | 78.12 | (147.86) | (186.47) | 5.60 | (1,800.13) | (772.86) | (141.72) | (4.08) | (920.81) | (623.27) | (1,384.04) |
| 11 | Provision for taxation | 23.79 | 40.31 | 97.99 | 1.08 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 12 | Profit after taxation | 54.33 | (107.55) | (88.48) | 4.52 | (1,800.13) | (772.86) | (141.72) | (4.08) | (920.81) | (623.27) | (1,384.04) |
| 13 | Other Comprehensive Income | 0.26 | (0.58) | 1.22 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 14 | Total Comprehensive Income | 54.59 | (108.13) | (87.26) | 4.52 | (1,800.13) | (772.86) | (141.72) | (4.08) | 920.81 | (623.27) | (1,384.04) |
| 15 | Proposed Dividend | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 16 | Percentage of shareholding | 60.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 |

Part B Associates and Joint Ventures

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

| | | |
|--------|--|------|
| Sl No. | Name of Associates or Joint Ventures | Nil |
| 1 | Latest audited Balance Sheet Date | N.A. |
| 2 | Date on which the Associate or Joint Venture was associated or acquired | N.A. |
| 3 | Shares of Associate or Joint Ventures held by the company on the year end | |
| | No. | N.A. |
| | Amount of Investment in Associates or Joint Venture | N.A. |
| | Extent of Holding (in percentage) | N.A. |
| 4 | Description of how there is significant influence | N.A. |
| 5 | Reason why the associate / joint venture is not consolidated | N.A. |
| 6 | Net worth attributable to shareholding as per latest audited Balance Sheet | N.A. |
| 7 | Profit or Loss for the year | |
| i | Considered in Consolidation | N.A. |
| ii | Not Considered in Consolidation | N.A. |

For and on behalf of the Board of Directors

sd/-
(Ram Gopal Bansal)
Chairman
DIN: 00144159

sd/-
(Harsh Kumar Bansal)
Managing Director
DIN: 00137014

Place: Kolkata
Date: 8/14/2021

sd/-
(Abhishek Agarwal)
Chief Financial Officer

sd/-
(Vikram Kapur)
Company Secretary

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Annexure-02

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

The following discussion and analysis should be read in conjunction with BMW Industries Limited's audited standalone / consolidated financial statements and related notes for the year ended March 31, 2021 included in this Annual Report.

A. INDUSTRY STRUCTURE AND DEVELOPMENTS

External Environment

Global Economy & Steel Industry

The global economy was significantly impacted by COVID-19 led disruptions in 2020 resulting in contraction across the leading economies barring China. China has been the only major economy to register a growth of 2.3% in 2020, whilst other economies witnessed a contraction. Although recovery was seen in the second half of 2020 with lifting of lockdowns, it has been inconsistent across countries due to resurgence of infections, varying levels of policy support and access to medical facilities. In view of the same, the International Monetary Fund ('IMF') estimates that the global economy shall contract by -3.5% in 2020 as against a growth of 2.8% in 2019.

The steel industry (excluding China) also witnessed a significant decline in production and demand during the first half of 2020. However, an almost equally stronger recovery has been witnessed in the second half of the year. According to World Steel Association ('WSA'), global crude steel production reached 1,864 million tonnes in 2020, down by 0.9% as compared to 2019. China has produced 1,053 million tonnes of crude steel in 2020, up by 5.2% over 2019. China's share of global crude steel production has also increased from 53.3% in 2019 to 56.5% in 2020. Global steel demand has also seen only a minor contraction of ~0.2% in 2020 due to a very strong recovery in China during H12020 and a better than expected rebound in the rest of the world during H2 2020.

Indian Economy & Steel Industry

The COVID-19 pandemic resulted in a nation-wide lockdown in India in Q1FY2021 and was one of the strictest lockdowns globally. This resulted in a GDP contraction of ~24% in Q1FY2021 as most of the economic activity was halted during April-May. However, India has witnessed a gradual resumption of economic activity from Q2FY2021 onwards. The initial recovery was driven by government spending on infrastructure, exports and rural economy. The recovery has gained momentum since August 2020 with pickup in consumption demand driven by festive buying and return of urban consumption resulting in GDP growth of 0.4% in Q3 FY2021. Despite this recovery, India is estimated to see a contraction of 0.8% in the annual GDP of FY2021 due to sharp fall seen in H1FY2021.

India's steel industry has also suffered from production losses due to lockdown in Q1FY2021 and recovered gradually since then, initially driven by exports followed by gradual recovery in domestic demand. A strong rebound in manufacturing and infrastructure development activity during H2FY2021 has led to a sharp rise in both production and consumption of steel in India. According to the Joint Plant Committee, India's crude steel production has reached 92 million tonnes during the period April 2021 to February 2022 and is estimated to reach 103 million tonnes by end of FY2021, registering a decline of

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5.5% over the last year. India's finished steel demand is estimated to be 93 million tonnes for FY2021 as against 100 million tonnes in FY2020, a drop of 7%.

B. OUTLOOK

Global Economy & Steel Industry

Although economic activity witnessed a strong rebound towards the end of 2020, COVID-19 is expected to have a lasting impact going forward, as many countries and sectors are going through an uneven recovery. While the current recovery momentum is well supported by ongoing vaccination and stimulus measures, renewed waves and new variants of the virus continue to pose concerns on the outlook. Against this backdrop, IMF is projecting the global economy to grow by 5.5% in 2021 as against the estimated contraction of -3.5% in 2020. In its 14th Five Year Plan, China has announced a 6% GDP target for 2021 with emphasis on reforms, innovation and high-quality development.

WSA is projecting the world steel demand to reach 1,874 million tones in 2021, growing by 5.7% over 2020, supported by expected stabilization in COVID-19 infections by mid-2021 and a steady progress in vaccination resulting in gradual return to normalcy in major steel using countries by the end of the year. China's steel demand is projected to cross the billionton mark in 2021 with total finished steel consumption of 1,025 million tonnes, growing by 3% over 2020. With expected steel demand growth of 9.3%, the share of the world, ex-China, in global consumption is expected to increase to 45% in 2021 from 44% in 2020. However, China will continue to dominate the global steel industry with a share of 55%.

Indian Economy & Steel Industry

India is expected to witness a full economic recovery in H2FY2022 and is projected to grow by 9.5% in FY2022 driven by (a) ongoing vaccination supporting the current recovery momentum; (b) restart of investment cycle with significant spending on infrastructure and (c) continued recovery in consumption supported by urban demand, accentuated by work-from-home and preferences for personal mobility along with rising rural incomes and affordability. However, normal growth levels would only be seen in FY2023, provided no further economic disruption occurs and the vaccination drive achieves its target of covering more than 30% of the population by end of 2021.

Within the steel industry, current production and consumption levels are indicating a near full recovery. Continuing the current momentum and new capacities coming on stream, India's crude steel production is expected to reach 116 million tonnes in FY2022, growing by 12.5% over last year. India's finished steel demand is also expected to reach 107 million tonnes in FY2022, up by 15% over FY2021, driven by strong infrastructure spending and sustained demand of automotive and consumer durables.

Major sectorial growth prospects

India is aspiring to modernize, enhance and fulfil the aspirations of its increasing population through urbanization and industrialization. Steel consumption growth is anticipated to increase due to government expenditure on infrastructure and manufacturing in the long run.

The infrastructure industry accounts for 9% of total steel consumption in India and is anticipated to increase to 11% in 2025-26. Steel is regarded as a major component in the construction sector; expansion across the industry will result in growth of the sector.

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The capital goods sector contributes 11% of the total steel consumption and is anticipated to increase to 14-15% by 2025- 26. It has the capability to increase tonnage and market share. Corporate India's capital expenditure is also expected to generate greater demand for steel.

The Dedicated Rail Freight Corridor (DRFC) network expansion will increase the demand for steel. Gauge conversion, construction of new lines, increased electrification along with the introduction of high-speed bullet trains will enhance the use of steel.

The oil and gas sector is among the largest end users of steel. The steel demand is expected to rise with the expansion of city gas distribution network for covering 70% of India's population, which will be accompanied by a growth in the national pipeline, capacity augmentation, roadmap to setup 10,000 CNG stations, exploration and production activities. The Atmanirbhar Bharat Abhiyan of the government has urged all stakeholders in the steel industry to be united and utilize only domestically produced steel. Additionally, the global tendering of government purchases up to H2 billion were waived off, increasing the protection shield for MSMEs from the competition.

Acquiring steel from domestic manufacturers and moderating steel imports will create employment opportunities in the sector and encourage MSME's growth, motivating them to produce more value-added products. The commissioning of coal blocks for commercial mining aimed at achieving self-sufficiency in energy demand could benefit the steel industry. The Steel Scrap Recycling Policy aims to minimize imports, preserve resources and save energy and is compliant with 6Rs principles of Reduce, Reuse, Recycle, Recover, Redesign and Remanufacture.

The domestic steel scrap industry is pegged at 25 million tonne. With steel production rising to 250 million tonne, the industry's steel scrap requirement is expected to rise to 70-80 million tone leading to an additional requirement of 700 scrap processing centres and 2800-3000 collections and dismantling centres across India. Iron ore is one of the basic raw materials used in steel production. National Mineral Development Corporation (NMDC) is expected to invest US\$1 billion on infrastructure in next three years to boost iron production. Industry consolidation through the Insolvency and Bankruptcy Code, is expected to lead to improved discipline in the marketplace and encourage stable pricing. Change of ownership will also lead to improved capacity utilization levels over the next 1-2 years.

C. OPPORTUNITIES AND THREATS

Opportunities

Government focus on strengthening the domestic manufacturing base under the Atmanirbhar Bharat program presents a strong opportunity for steel consumption in India. The production linked incentive scheme, which intends to incentivise the additional production in India, is expected to boost steel demand in automobile & auto components,

The Government has announced an investment of over 1 trillion in infrastructure over the next 5 (five) years. This would be a key growth driver not only for steel but will also be a multiplier of growth across the sectors, boosting steel demand from sectors such as transportation, real estate and urbanization as well.

Emergence of new trends after COVID-19, such as work from home, preference to physical distancing would create additional demand for furniture, personal mobility, etc. In addition, the rise in e-commerce activity will support the growth of warehousing and light commercial vehicles.

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Threats

Resurgence of infections leading to fresh lockdowns, both localized as well as at regional / national levels resulting in disruption in economic activity.

Large dependence of the agricultural sector on monsoon. In the last 2 (two) years a normal monsoon has supported the growth in the agricultural sector.

Slower recovery in services, which is the backbone of Indian economy.

D. CONSOLIDATED FINANCIAL PERFORMANCE

The Company is engaged in steel business. Brief performance of the Company is as follows.

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Variation |
|--------------------------------|-------------|-----------|-------------|
| Turnover | 40,787.32 | 63,070.74 | (22,283.42) |
| PBIT | 10,563.45 | 12,482.20 | (1,918.75) |
| Interest and Financial Charges | 2,927.18 | 4,551.05 | (1,623.87) |
| Depreciation | 5,286.43 | 4,732.38 | 554.05 |
| Exceptional Item | (23,860.05) | - | (23,860.05) |
| Profit/(Loss) after Tax | (17,546.41) | 2,204.23 | (19,750.64) |

Financial Performance & State of Affairs (Consolidated):

During the year, the Company recorded a net loss of Rs. 17,546.41 Lakhs (previous year: profit of Rs 2,204.23 Lakhs). The basic and diluted earnings per share at Rs. (7.80) for FY 2021.

The analysis of major items of the financial statements is given below:

a) Net sales and other operating income Financial Performance & State of Affairs (Consolidated):

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|-----------------------------|-----------|-----------|-------------|
| Sale of Products | 36,432.24 | 58,187.82 | (59.71%) |
| Other operating Income | 3,338.90 | 3,290.81 | 14.40% |
| Total Income from Operation | 39,771.14 | 61,478.63 | (54.58%) |

During the year, the overall turnover was lower by 54.58% due to operation being affected by COVID-19 and Amphan.

b) Raw materials consumed:

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|-------------|-------|-------|-------------|
|-------------|-------|-------|-------------|

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| | | | |
|-----------------------|-----------|-----------|----------|
| Raw Material Consumed | 16,005.01 | 31,181.06 | (94.82%) |
|-----------------------|-----------|-----------|----------|

During the year, raw material consumption decreased by 94.82% due to lower production volumes.

c) Employee Benefits Expense:

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|-----------------------|----------|----------|-------------|
| Raw Material Consumed | 1,701.86 | 2,544.58 | (49.52%) |

d) Depreciation and Amortization expense:

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|---------------------------------------|---------|---------|-------------|
| Depreciation and Amortization expense | 4651.02 | 4547.59 | 2.23% |

e) Other Expenses

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|----------------|----------|-----------|-------------|
| Other Expenses | 8,865.67 | 15,558.57 | (75.49%) |

f) Finance Costs

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|---------------|----------|----------|-------------|
| Finance Costs | 2,850.80 | 4,516.24 | (58.42%) |

e) Exceptional Items

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|-------------------|-------------|-------|-------------|
| Exceptional Items | (18,128.55) | - | 100% |

f) Fixed Assets

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|---|-----------|-----------|-------------|
| Property, Plant and Equipment and Right-of-use assets | 39,018.19 | 45,597.07 | (16.86%) |
| Capital work-in-progress | 3,707.19 | 3,189.58 | 13.96% |
| Other Intangible assets | 2.40 | 2.78 | (15.87%) |

g) Inventories

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|-----------------------------------|----------|----------|-------------|
| Raw Material | 6,644.34 | 9,145.09 | (37.64%) |
| Finished Goods & Work -inprogress | 2852.21 | 9230.43 | (223.62%) |
| Stores, Spares & Others | 2269.28 | 2339.74 | (3.11%) |

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| | | | |
|-------|-----------|-----------|----------|
| Total | 11,765.84 | 20,715.26 | (76.06%) |
|-------|-----------|-----------|----------|

h) Trade Receivables

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|------------------------------------|----------|-----------|-------------|
| Gross Debtors | 7,589.36 | 12,234.14 | (61.20%) |
| Less: Provision for doubtful debts | 0.00 | 0.00 | 0.00 |
| Total | 7,589.36 | 12,234.14 | (61.20%) |

i) Cash Flow

(Rs in Lakhs)

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|--|------------|-------------|-------------|
| Net Cash Flow from Operating Activities | 12,588.47 | 12,934.89 | (2.75%) |
| Net Cash Flow from Investing Activities | (5,806.48) | (944.57) | 83.73% |
| Net Cash Flow from Financing Activities | (7,025.34) | (12,000.41) | (70.82%) |
| Net increase / (decrease) in cash and cash equivalents | (243.37) | (10.09) | (95.85%) |

E. CHANGES IN KEY FINANCIAL RATIOS

The details of changes in the key financial ratios as compared to the previous year are stated below:

| Particulars | Fy 21 | Fy 20 | Changes (%) |
|--|--------|--------|-------------|
| Debtors Turnover (Days) | 78 | 74 | 5.13% |
| Inventory Turnover (Days) | 198 | 188 | 5.05% |
| Interest Coverage Ratio (Times) | 3.20 | 3.29 | (2.81%) |
| Current Ratio (Times) | 1.44 | 1.50 | (4.17%) |
| Debt Equity Ratio (Times) | 0.59 | 0.54 | 9.00% |
| Net Debt Equity (Times) | 0.58 | 0.53 | 8.62% |
| Return before exceptional item to Net Worth (%) | 5.88% | 6.40% | (8.00%) |
| EBITDA Turnover (%) | 25.53% | 17.96% | 42.00% |
| Net Profit before exceptional item to Turnover (%) | 17.84% | 4.47% | 299.00% |

Diversified products

The Company's operations revolve around three verticals: job work (conversion) for one of India's largest steel companies, yielding consistent revenues. The Company produces special steel and structural steel, which require long-term application in the automobile component manufacturing industry. BMW Industries Ltd. also manufactures TMT bars for the retail segment and for large steel players around a job-work arrangement.

Opportunity gainer

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The Company possesses a wide product portfolio through the manufacture of products of different sizes and grades, reinforcing its one-stop customer proposition. The Company has a diversified portfolio, empowering it to address growing opportunities.

Customer relationship management

The Company transformed into a distributor-driven business model from a dealer-centric approach, enhancing its market focus and market presence.

Brand awareness

The Company enlarged its TMT bar business around the ‘Bansal Supar TMT’ brand. The Company promoted its brand across various places in West Bengal. The Company initiated extensive branding to enhance revenue share from TMT bars within the sales mix.

People retention

BMW Industries Ltd. reported employee retention of 85% in FY2020-21. The retention rate at the senior managerial level stood at 90% for the same period.

Overview on sustainability

Several global manufacturers are recognizing financial and environmental benefits from sustainable business practices. Besides, stringent environmental norms regulating agencies are helping reduce resource depletion, water scarcity, pollution and harmful impacts. The result of these realities is a greater emphasis on sustainable manufacture. This comprises the manufacture of products through economically sound processes that moderate the consumption of energy and natural resources while reducing negative environmental impact, in addition to enhancing employee, community and product safety. On the other hand, a poor compliance culture could lead to an unsafe work environment that demotivates employees, reduces productivity, affects organizational respect and could lead to closure.

Besides, there is a growing emphasis on aligning business existence with United Nations’ 10 principles for manufacturing responsibility and environmental sustainability, covering Human Rights, Labour interests, Environment responsibility and Anti-Corruption initiatives.

Our health commitment

BMW Industries Ltd. believes that employee safety and health are fundamental to business existence. We ensure this by providing and maintaining safe working conditions, continuous education and training. Our commitment to safety, health and environment has been encapsulated in the following priorities:

Complying with relevant legal statutory provisions

Utilising personal protective equipment, systems and facilities to provide a safe work atmosphere to employees, contractors and visitors.

Good housekeeping, resource conservation and pollution prevention

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Safety, health and environmental awareness through the development of knowledge and skills in all employees through need-based systematic training and internal communication

Continually improving safety, health and environmental aspects through various programmes.

Focus on preventive care with safety checks at each project stage

Strict adherence with established SOPs and methodologies of eliminating reduction isolation, administrative and other hazard control measures.

The Company instituted an annual health check plan for all workers during the COVID-19 environment, coupled with a vaccination programme for all employees pan-India.

The annual health check programme measures parameters like blood pressure, sugar and X-Ray. The Company monitors patients for ongoing medicine compliance. An occupational health centre in most plants comprises a pharmacist available during the day hours. A first-aid box is provided in visible plant areas. The Company invested in an ambulance.

Our safety commitment

Over the last few years, the company focused on providing a safe working environment through timely hazard identification and risk assessment of workplace activities. The Company prepared safe operational procedures of the activities and conducted a Job Hazard Analysis. The Company promoted awareness building and communication through tool box talk at the time of shift starting and carried out mass meetings with reward and recognition programs for employees, sub-contractors and workers related to their active participation and adherence to a safety culture. Various safety campaigns were conducted.

The Company took several initiatives to implement the best safety standards; it invested in methodologies capturing safety observations through Person on Distance (POD). BMW Industries Ltd. has extended from a crude method of heating bearings to a safe & environment friendly method of heating bearings. The Company eliminated the deployment of workers allocated to mill scale pits. The Company installed a billet shear machine to eliminate the practice of billet cutting through gas cutting. The company eliminated the man-machine interface through the deployment of an engineering control pneumatic cylinder for turning hot billets automatically for the roughing stand. The Company transformed the manual operation to an electro-mechanical magnetic operation in the mill scale removal process following the installation of an auto cobbler. The Company created whatsapp groups for awareness building and communication with employees. The company organized a weekly meeting at each site with regards to safety observations to measure the effectiveness of capturing and closing observations.

The Company planned a grievance consequence management procedure in which, if safety violations were violated for the first time, the offender was administered a verbal warning, followed by a warning letter in the event of a recurrence and suspension or termination thereafter.

Internal control systems and their adequacy

The internal control and risk management system is structured and applied in accordance with the principles and criteria established in the corporate governance code of the organization. It is an integral part of the general organizational structure of the Company and involves a range of personnel who act in a coordinated manner while executing their respective responsibilities. The Board of Directors offers its guidance and strategic supervision to the Executive Directors and management, monitoring and support

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committees. The Audit committee and the head of the audit department work under the supervision of the Board-appointed Statutory Auditors.

Human resources

BMW Industries Ltd. believes that its competitive advantage lies within its people. The Company's people bring to the stage a multi-sectoral experience, technological experience and domain knowledge. The Company's HR culture is rooted in its ability to subvert age-old norms in a bid to enhance competitiveness. The Company always takes decisions which are in alignment with the professional and personal goals of employees, thereby achieving an ideal work-life balance and enhancing pride association.

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward- looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual result could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments.

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Annexure-03

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

In line with the provisions of the Companies Act, 2013, the Company has framed its CSR Policy towards enhancing welfare measures of the society and the same has been approved by the CSR Committee of the Board. The Company would also give preference to the local areas and areas around the Company for spending the earmarked for CSR activities. The Company has proposed to undertake activities promoting education and health care.

2. The Composition of the CSR Committee:

| Sl. No. | Name of Directors | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|------------------------|---|--|--|
| 1. | Mr. Harsh Kumar Bansal | Managing Director and Chairman of the Committee | 1 | 1 |
| 2. | Mr. Debasish Basu | Independent, Non-Executive Director – Member | 1 | 1 |
| 3. | Mr. Rampriya Sharan | Independent, Non-Executive Director-Member | 1 | 1 |

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

The Policy on CSR adopted by the Company may be referred to, at the **web-link** <https://www.bmwil.co.in/corporate-codes-and-policies/>

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

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

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

6. Average net profit of the Company as per Section 135(5): **Rs. 3868.29 Lakh.**

7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 77.37 Lakhs**

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): **Rs. 77.37 Lakhs**

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

| Total Amount Spent for the Financial Year. (in Rs.) | Amount Unspent (in Rs.) | | | | |
|---|--|-------------------|--|---------|-------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount. | Date of transfer. | Name of the Fund | Amount. | Date of transfer. |
| Rs. 1,13,33,000 | Nil | | Nil | | |

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

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

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

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | | |
|--------|---|--|----------------------|--------------------------|---------|-----------|--|---|---|-------------|
| Sl. No | Name of the Project | Item from the list of activities in schedule VII to the Act. | Local area (Yes/No). | Location of the project. | State. | District. | Amount spent for the project (in Rs.). | Mode of implementation - Direct (Yes/No). | Mode of implementation - Through implementing agency. | |
| | | | | | | | | Name. | CSR Registration number. | |
| 1. | Contribution to Trust setup for CSR Project | Clause (i) of Schedule VII to the Companies Act, 2013: Eradicating hunger, poverty and | Yes | West Bengal | Kolkata | | 1,00,09,000 | No | Bansal Foundation | CSR00003632 |

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| | | | | | | | | | |
|----|---|---|----|-----------|------------|--------------------|-----|----|----|
| 2. | Contribution towards fighting Covid-19 pandemic | malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water. | No | Jharkhand | Jamshedpur | 13,24,000 | Yes | Na | Na |
| | TOTAL | | | | | 1,13,33,000 | | | |

(d) Amount spent in Administrative Overheads: **Nil**

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs 1,13,33,000/-**

(g) Excess amount for set off, if any

| Sl. No. | Particular | Amount (in Rs.) |
|---------|---|-------------------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | 77.37 Lakhs |
| (ii) | Total amount spent for the Financial Year | Rs. 113.33 Lakhs |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | Rs. 35.96 Lakhs |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | Rs. 35.96 Lakhs |

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

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

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

| | | | | | | | | |
|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|-----|-----|-----|-----|-----|-----|-----|-----|-----|

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| Sl. No. | Project ID. | Name of the Project. | Financial Year in which the project was commenced. | Project duration. | Total amount allocated for the project (in Rs.). | Amount spent on the project in the reporting Financial Year (in Rs.). | Cumulative amount spent at the end of reporting Financial Year. (in Rs.) | Status of the project- Completed / Ongoing. |
|---------|-------------|----------------------|--|-------------------|--|---|--|---|
| Nil | | | | | | | | |

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

- a. Date of creation or acquisition of the capital asset(s): Not Applicable
- 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

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Sd/-

(Harsh Kumar Bansal)
Chairman of CSR Committee
& Managing Director
DIN: 00137014

Sd/-

(Vivek Kumar Bansal)
Managing Director
DIN- 00137120

Place: Kolkata
Date: 14/08/2021

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Annexure-04

INFORMATION ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO SECTION 134 (3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2021

A. CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy:

- The Company continues to give high priority to the conservation of energy on an ongoing basis. The Company monitors the energy consumption and it takes due care in proper utilization of the energy.
- The regular maintenance of Plant & Machinery, installation of Automated Machines and watchful supervision results in reduction in energy consumption.
- Steps are taken for replacing defective and inefficient equipments as and when required.
- The Company has initiated special drive for increasing efficiency with the lesser conservation of energy and preventing misuse or wastage of energy.

(ii) Steps taken for utilizing alternate sources of energy:

The Company is exploring for alternate sources of energy.

(iii) Capital Investment on energy conservation equipments:

No material expenditure was incurred on energy conservation equipments.

B. Technology Absorption

- i) Efforts, made towards technology absorption. The Company is using new technology machines for better production and effective utilization of resources. Manufacturing process is continuously monitored to ensure better productivity.
- ii) Benefits derived like product improvement, cost reduction, product development, import substitution, etc.
 - Improved productivity and cost reduction.
 - Introduction of new and improved products.
 - Improvement in product quality.

The above has helped the Company to satisfy the consumers need and business requirements.

- iii) In case of imported technology: During last 3 FYs including FY 2020-21, the Company has not imported any technology.

C. Foreign Exchange Earnings and Outgo

| | | |
|-------------------------|---|------------------|
| Foreign exchange earned | : | Nil |
| | : | |
| Foreign exchange outgo | : | Rs. 24,19,67,842 |

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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,

BMW INDUSTRIES LIMITED

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

The Company’s Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, generally 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, 2020, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) The 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 Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 (“SEBI Act”) or by SEBI, to the extent applicable:
 - a) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011

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- b) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - d) The Securities & Exchange Board of India (Share Based Employee Benefit) Guidelines, 2014
 - e) The Securities & Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008
 - f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998 and the Securities & Exchange Board of India (Buy-back of Securities) Regulations, 2018
 - i) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, no other laws/ acts are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except that due to demise of Mrs. Gayatri Singh, Independent Woman Director of the Company, the company did not have independent woman director on its Board during the review period from 3rd January, 2021.* During this review period upto 31st March, 2021, one Board Meeting of the company were held on 13th February, 2021.

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Independent Directors except as stated above. 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.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member’s view in the minutes.

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We further report that subject to our observation above 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 financial year under review the Board of Directors of the Company, subject to such other approvals as may be required, consented to voluntarily delisting of Equity Shares of the Company from the Calcutta Stock Exchange Limited (“CSE”).

We further report that during the financial year under review, the company has passed the following special resolutions:

- (i) Increase in the Borrowing power under section 180(1)(c) of the Companies Act, 2013 up to 1000 Crores;
- (ii) Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 upto an limit as approved under section 180(1)(c) of the Companies Act, 2013;
- (iii) Remuneration payable to Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole Time Director designated as the Chairman of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023;
- (iv) Remuneration payable to Mr. Harsh Kumar Bansal (DIN- 00137014) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023;
- (v) Remuneration payable to Mr. Vivek Kumar Bansal (DIN- 00137120) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023;
- (vi) Remuneration payable to Mr. Subhash Chandra Gupta (DIN-00056770) as the Whole Time Director of the Company for the remaining period of his tenure from 1st April, 2020 to 29th May, 2022.

This report is to be read with our letter of even date which is annexed as **Annexure –I** which forms an integral part of this report.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Sd/-
Neha Somani
Partner

Date: 14.08.2021
Place: Kolkata
UDIN: A044522C000784899

Membership no. 44522
COP no. 17322

BMW INDUSTRIES LIMITED

(CIN: L51109WB1981PLC034212)

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ANNEXURE – I

To
The Members,
BMW INDUSTRIES LIMITED

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process 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 process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. 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.

Note: Due to continuing Covid-19 pandemic, for carrying on and completion of the Audit, documents /details have been provided by the Company through electronic mode and the same have been verified by us.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Date: 14.08.2021
Place: Kolkata
UDIN: A044522C000784899

Neha Somani
Partner
Membership no. 44522
COP no. 17322

BMW INDUSTRIES LIMITED

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Annexure-06

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. Ratio of remuneration of each director to the median remuneration of employees of the company for the Financial Year 2020-21, Percentage increase in remuneration of Directors, Chief Financial Officer, Company Secretary during the Financial Year 2020-21.

| Sl. No | Name of Director / KMP | Designation | Ratio of Remuneration of each Director to the Median remuneration of employees | Percentage increase in Remuneration |
|---------------------------------|------------------------|------------------------------------|--|-------------------------------------|
| Executive Directors | | | | |
| 1. | Mr. Ram Gopal Bansal | Chairman & Whole-time Director | 48.23:1 | Nil |
| 2. | Mr. Harsh Kumar Bansal | Managing Director | 37.10:1 | Nil |
| 3. | Mr. Vivek Kumar Bansal | Managing Director | 37.10:1 | Nil |
| Non-Executive Directors | | | | |
| 4. | Mr. Debasish Basu | Non-Executive Independent Director | - | - |
| 5. | Mr. Sunil Kumar Parik | Non-Executive Independent Director | - | - |
| 6. | Mr. Rampriya Sharan | Non-Executive Independent Director | - | - |
| Key Managerial Personnel | | | | |
| 7. | Mr. Abhishek Agarwal | Chief Financial Officer | NA | Nil |
| 8. | Mr. Vikram Kapur | Company Secretary | NA | Nil |

*Independent Directors are only entitled to sitting fees. No other form of remuneration or Commission was paid to the Independent directors during the Financial Year 2020-21.,

- ii. The Percentage increase in median remuneration of Employees for the financial year was 18.92 %
- iii. The Company has 559 permanent employees on the rolls of the company as on 31st March, 2021.
- iv. Relationship between average increase in remuneration and company's performance:

The average increase in remuneration is closely linked to achievement of annual corporate goals, financial and operational performance of the Company and adjustments towards increased cost of living. The reward philosophy of the Company is to provide market competitive reward opportunity that has a strong linkage to and drives performance culture. During the year, similar approach was followed to establish the remuneration increase to the Employees.

- v. Comparison of the remuneration of the Key Managerial Personnel (individually & totally) against the performance of the Company:

The compensation for Key Managerial Personnel's is guided by external competitiveness, annual performance review and overall growth of the Company. The KMP's play a pivotal role in the growth of the Company and considering performance of the Company during the year they have been accordingly remunerated.

- vi. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year over previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:

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The Company is listed on the Calcutta Stock Exchange and BSE Ltd.

vii. Average percentage increase in the salaries of employees other than managerial personnel in the financial year was Nil, whereas the average increase in the managerial remuneration was Nil. The Company has touched new heights due to the continuous efforts of managerial personnel warranting such increase.

viii. The key parameters for any variable component of remuneration:

Apart from the Whole-time Director and Managing Directors, no other Directors are in receipt of any remuneration other than sitting fees for attending Board and Committee Meetings.

ix. The ratio of remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: N.A.

x. The remuneration paid is as per the remuneration policy of the Company

Information as per Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| Name of Employee | Ram Gopal Bansal | Harsh Kumar Bansal | Vivek Kumar Bansal |
|------------------------------------|--|--|--|
| Age | 66 | 43 | 42 |
| Designation | Whole-Time Director | Managing Director | Managing Director |
| Nature of employment | Contractual | Contractual | Contractual |
| Qualification | Commerce Graduate | Commerce Graduate and Advance Management Programme from London Business School | Commerce Graduate |
| Experience | 36 | 11 | 17 |
| Remuneration received | Rs.1,17,00,000 | Rs. 90,00,000 | Rs. 90,00,000 |
| Date of commencement of employment | 21.10.1981 | 26.12.2006 | 26.09.2001 |
| Particulars of last Employment | First Employment | First Employment | First Employment |
| Percentage of equity shares held | 15.92% | 8.20% | 6.24% |
| Relationship with Director | Mr. Ram Gopal Bansal is the father of Mr. Harsh Kumar Bansal and Mr. Vivek Kumar Bansal. | Mr. Harsh Kumar Bansal is the son of Mr. Ram Gopal Bansal and brother of Mr. Vivek Kumar Bansal. | Mr. Vivek Kumar Bansal is the son of Mr. Ram Gopal Bansal and brother of Mr. Harsh Kumar Bansal. |

For and on Behalf of the Board of Directors

Place: Kolkata
Date: 14/08/2021

Ram Gopal Bansal
Chairman
DIN: 00144159

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(CIN: L51109WB1981PLC034212)

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Annexure-07

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Corporate Governance principles are based on the philosophy of accountability, integrity, transparency and value creation. Your Company, to achieve sustainable growth and value enhancement, has committed for a highest standard of ethics that leads to better Corporate Governance principles. Your Company is in compliance with the Provisions stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as applicable, with regard to corporate governance.

The report containing the details of Corporate Governance systems, processes and compliance at BMW Industries Ltd.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance depends on Corporate Principles and Practices adopted by the Company in its day to day business activities whose ultimatum is to increase the long term value of the shareholders. Your Company ensures better standard of Corporate Governance guidelines to protect the rights of shareholders and timely disclosure of adequate and accurate information regarding our financials and performance of the Company. The core philosophy of your Company is to create and enhance shareholders' value while being a responsible corporate citizen.

It is imperative that your Company is committed to maintain a highest standard of Corporate Governance practices with all the stakeholders such as shareholders, employees, customers, business partners and continues to follow the principles of Corporate Governance, by adopting fair, transparent and ethical governance practices. Corporate governance practice is the formation and improvement of long-term sustainable value for all stakeholders through accountability, transparency and ethically driven business process. The Company is committed to attain the highest standards of Corporate Governance. viz. to protect the rights of its shareholders, to achieve long term growth, to enhance shareholders value and also value of other stakeholders. It is also imperative that the Company discloses timely, adequate and accurate information.

The Board of Directors of the Company has adopted strategy on board effectiveness and good ethical standards to govern the Company and deliberately creates a culture of leadership to provide a long-term vision to improve the quality of governance.

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is in charge to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

CODE OF CONDUCT

Your Company has framed Code of Conduct for the Directors (including Non-Executive and Independent Directors) and Senior Management Personnel and other Executives and Employees of the Company. The Directors and Senior Management Personnel have affirmed compliance of the said Code of Conduct as on 31st March, 2021. The Code is displayed on the Company's website:

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www.bmwil.co.in. In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Insider Trading Code') and entrusted the Audit Committee to monitor the compliance of the code.

BOARD OF DIRECTORS

The Board of Directors of the Company comprises professionals drawn from diverse field. They bring with them wide range of skills and experience to the Board which enhance the quality of the Board's decision making process. The Board is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interests of all our stakeholders. The Board of Directors along with its Committees provides leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value.

SIZE OF THE BOARD AS ON 31ST MARCH 2021

The policy of the Company is to have a perfect combination of Executive Directors, Non-Executive Directors and Independent Directors for proper functioning of governance and management.

The Board of Directors of the Company as on 31st March, 2021 comprised of 6 (Six) Directors having optimum combination of Executive and Non-Executive Directors and are in accordance with the Corporate Governance Practices.

The details of the total strength of the Board are as follows:-

| S1 No | Name of the Director | Category |
|-------|----------------------|------------------------------------|
| 01 | Ram Gopal Bansal | Chairman and Whole Time Director |
| 02 | Harsh Kumar Bansal | Managing Director |
| 03 | Vivek Kumar Banal | Managing Director |
| 04 | Debasish Basu | Non Executive Independent Director |
| 05 | Sunil Kumar Parik | Non Executive Independent Director |
| 06 | Rampriya Sharan | Non Executive Independent Director |

[Note- Mr. Subhash Chandra Gupta, (DIN- 00056770) Executive Director of the Company resigned on 10/08/2020 and Ms. Gayatri Singh (DIN- 07031033) Non-Executive Woman Independent Director of the Company died on 03/01/2021]

None of the Directors on the Board holds directorships in more than ten public companies. Further, none of them is a Member of more than ten committees or Chairman of more than five Committees across all public companies in which he is a director. None of our Directors serve as Director in more than eight listed companies, as IDs in more than seven listed companies and none of the EDs serve as IDs on any listed company. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The necessary disclosures regarding Committee positions have been made by the Directors.

The Directors of the Company are appointed by the shareholders at General Meetings. 1/3rd of such Directors are liable to retire by rotation, if eligible, generally offer themselves for re-election, in accordance with the provisions of Section 152 of the Companies Act, 2013 and that of the Articles of Association of the Company.

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The Executive Directors on the Board serve in accordance with the terms of their contracts of service with the Company.

EXPERTISE and SKILLS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company are required to uphold ethical standards of integrity and probity and are required to have expertise, experience and core knowledge in the sectors relevant for the growth of the Company.

The Board members of the Company are holding such skills, expertise and competencies that allow them to make effective contribution to the Board and its Committees.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

| | |
|----------------------------------|--|
| Finance | Leadership in Corporate/ business finance is an important and inevitable function and efficient financial management is crucial for success and sustenance. It results in proficiency in financial management, procurement and utilisation of funds and controlling the financial activities and management of financial resources of the Company. |
| Strategy and Planning | Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments. |
| Global Business | Understanding, of global business dynamics, across various geographical markets with an understanding of industry verticals, regulatory jurisdictions, economic conditions, cultures and a broad perspective on global market opportunities. |
| Leadership | Leadership experience leads to maximize efficiency and to achieve Company goals by understanding the opportunities and threats, processes, strategic planning and risk management and discussing the financial performance and long-term growth. |
| Procurement, Sales and Marketing | Experience in procurement of raw materials, production aspects, marketing technical aspect of production, quality control, purchase management and developing strategies to grow sales and market share, build brand awareness and enhance Company reputation. |
| Governance | Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements, driving corporate ethics and values and observing appropriate governance practices. |
| Administration | Leadership in administration of a Company, results in long-term growth by planning, organising, directing and controlling the operations, creating rules and regulations and making decisions towards achieving a common goal or objective of the Company |

COMPOSITION AND CATEGORY OF DIRECTORS

The composition of Board of the Company is in conformity of Corporate Governance Code. All Directors possess relevant qualifications and experience in different fields with wide range of skills and expertise including general Corporate Management, Finance, Accounting and other allied fields which enable them to efficiently and effectively contribute their knowledge in the decision making process of the Company in the capacity as Directors. The Chairman is executive and a Promoter of the Company. The numbers of Independent Directors are 3 (Three) which is in compliance with the stipulated one half of the total number of Directors. All Independent Directors are persons of

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eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company. All Independent Directors meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per the SEBI LODR Regulations, 2015.

The Board has carried out performance evaluation of Independent Directors and recommended to continue the term of their appointment.

All the Three executive Directors are related to each other and no other Director is related to any other Director on the Board in terms of the definition of “relative” as defined in Section 2(77) of the Companies Act, 2013.

The details of composition of the Board as at 31.03.2021 are given as under:

| Name of the Directors | DIN | Designation | Category | Relationship with other Directors |
|-----------------------|----------|----------------------------------|--------------|---|
| Ram Gopal Bansal | 00144159 | Chairman and Whole Time Director | Promoter | Father of Harsh Kumar Bansal and Vivek Kumar Bansal |
| Harsh Kumar Bansal | 00137014 | Managing Director | Promoter | Son of Ram Gopal Bansal and Brother of Vivek Kumar Bansal |
| Vivek Kumar Bansal | 00137120 | Managing Director | Promoter | Son of Ram Gopal Bansal and Brother of Harsh Kumar Bansal |
| Debasish Basu | 00581141 | Independent Director | Non Promoter | Not Related to any promoter |
| Sunil Kumar Parik | 00884149 | Independent Director | Non Promoter | Not Related to any promoter |
| Rampriya Sharan | 05304025 | Independent Director | Non Promoter | Not Related to any promoter |

The Independent Directors meet all the criteria's as provided in the Companies Act, 2013 and SEBI LODR Regulations, 2015. The appointment letters issued to every Independent Directors sets out their roles, responsibilities, fiduciary duties in the Company and the expectation of the Board from them along with other terms of their appointment. They have taken active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors.

SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate qualifications, positive attributes, characteristics, skills and experience required for the appointment of Directors in the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in various fields including business, government, education and social service.

Attendance of each Director at the Board meetings and the last Annual General Meeting (AGM) held on 30-12-2020 and Number of other Directorships and Membership / Chairmanship of Committee of each Director in various Companies are mentioned in this report and also mentioned in the Notice of AGM.

NUMBER OF BOARD MEETINGS HELD AND DATES ON WHICH HELD

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The Board meets at least once a quarter to review the quarterly financial results and other items on the agenda of the meeting. Committees of the Board of Directors usually meet in the same day before the Board meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval and noting. During the Financial Year 2020-21, 4 (Four) Board Meetings were held on 10-07-2020, 14-09-2020, 13-11-2020 and 13.02.2021.

| Name of the Directors | Designation | No. of Board Meetings held | No. of Meetings Attended | Attendance percentage (%) |
|-----------------------|---------------------------------|----------------------------|--------------------------|---------------------------|
| Ram Gopal Bansal | Chairman and Executive Director | 4 | 4 | 100 |
| Harsh Kumar Bansal | Managing Director | 4 | 4 | 100 |
| Vivek Kumar Banal | Managing Director | 4 | 4 | 100 |
| Debasish Basu | Independent Director | 4 | 4 | 100 |
| Sunil Kumar Parik | Independent Director | 4 | 4 | 100 |
| Rampriya Sharan | Independent Director | 4 | 1 | 25 |

BOARD MEETINGS, BOARD COMMITTEE MEETINGS and PROCEDURES

The Board of Directors of the Company oversees the overall functioning of the Company. The Executive Chairman, Managing Director and other Executive Directors are entrusted with wide range of functions from Finance, Accounting, Operation, Marketing and Administration and duly assisted by the Company Secretary including Senior Managerial Personnel in overseeing the functional matters of the Company.

The Board of Directors has constituted Five Standing Committees, the position of the Committees as on 31-03-2021 are given hereunder :-

1. Audit Committee:

| | | |
|--------------------------|-----------------------------|--------------------|
| Sunil Kumar Parik | Independent Director | Chairperson |
| Debasish Basu | Independent Director | Member |
| Harsh Kumar Bansal | Managing Director | Member |

2. Stakeholders Relationship Committee:

| | | |
|----------------------|-----------------------------|--------------------|
| Debasish Basu | Independent Director | Chairperson |
| Sunil Kumar Parik | Independent Director | Member |
| Vivek Kumar Bansal | Managing Director | Member |

3. Nomination and Remuneration Committee:

| | | |
|--------------------------|-----------------------------|--------------------|
| Sunil Kumar Parik | Independent Director | Chairperson |
| Debasish Basu | Independent Director | Member |
| Rampriya Sharan | Independent Director | Member |

4. Corporate Social Responsibility Committee

| | | |
|---------------------------|--------------------------|--------------------|
| Harsh Kumar Bansal | Managing Director | Chairperson |
| Debasish Basu | Independent Director | Member |
| Rampriya Sharan | Independent Director | Member |

5. Finance Committee

| | | |
|--------------------------|-----------------------------|--------------------|
| Sunil Kumar Parik | Independent Director | Chairperson |
| Ram Gopal Bansal | Whole Time Director | Member |
| Harsh Kumar Bansal | Managing Director | Member |

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| | | |
|-------------------|-------------------|--------|
| Vivek Kumar Banal | Managing Director | Member |
|-------------------|-------------------|--------|

Dates for the Board Meetings in the ensuing quarter are decided well in advance and communicated to the Directors along with the agenda items and necessary documents and information were provided to all Directors before hand to make able the Board of Directors to take proper decision. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the stakeholders are being served. After Board Meetings, the decision of the Board of Directors duly communicated to the concerned departments and officials for implementation etc.

The meetings are usually held at the Company's Registered Office at "White House", 3rd Floor, 119, Park Street, Kolkata – 700016. The Board is also provided with Audit Committee observations on the internal audit findings and 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.

The Company Secretary records the minutes of the proceedings of each Board and Committee meetings. The final minutes are entered in the Minutes Book within 30 days from conclusion of the meeting and are signed by the Chairman of the meeting/Chairman of the next meeting. While preparing the Agenda, Notes on Agenda, Minutes etc. of the meeting(s), adequate care is taken to ensure adherence to all applicable laws and regulations including the Companies Act, 2013, read with the Rules made thereunder, Secretarial Standards and compliance thereof.

A strategy meet of the Board of Directors is generally held at appropriate intervals to formulate, evaluate and approve the business strategy of the Company. The Functional Heads give a brief presentation to the Board covering their respective areas of responsibility. The meeting focuses on strategic goals, financial management policies, management assurances and control aspects and the growth plan of the Company and compliance management.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review all the Independent Directors met on 13th February, 2021, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The composition and attendance of the Independent Directors at this meeting are as follows:-

| Name | No. of Meetings Held / No. of Meetings attended |
|-------------------|---|
| Debasish Basu | 1/1 |
| Sunil Kumar Parik | 1/1 |
| Rampriya Sharan | 1/1 |

The Independent Directors of the Company meet once in a year without the presence of Executive Directors or management personnel. This meeting is conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to the affairs of the Company and put forth their views to the Chairman and Managing Director. The Independent Directors of the Company meet once in a year formally through a Meeting called Independent Directors Meeting.

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FAMILIARIZATION PROGRAM FOR DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Company pursuant to the SEBI LODR Regulations, 2015, has taken initiatives to familiarize its Independent Directors (IDs) with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs posted on the website of the Company www.bmwil.co.in.

The familiarization programme for our Directors is customised to suit their individual interests and area of expertise. The Directors are encouraged to visit the plant and raw material locations of the Company and interact with members of Senior Management as part of the induction programme. The Senior Management make presentations giving an overview of the Company's strategy, operations, products, markets, group structure and subsidiaries, Board constitution and guidelines, matters reserved for the Board and the major risks and risk management strategy. This enables the Directors to get a deep understanding of the Company, its people, values and culture and facilitates their active participation in overseeing the performance of the Management.

The Independent Directors of the Company met once on 13th February, 2021 without the attendance of Non-Independent Directors and members of management to review the performance of Non-Independent Directors and the Board as a whole, to review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors, assessment of flow of information between the management of the Company and the Board of Directors effective performance of duties.

An ongoing familiarization programme with respect to the business/ working of the Company for all Directors is a major contributor for meaningful Board level deliberations and sound business decisions.

By way of the familiarization programme undertaken by the Company, the Directors are shared with the nature of the industry in which the Company is presently functioning, the functioning of various business units, the Company's market share, the CSR activities which will be pursued by the Company and other relevant information pertaining to the Company's business.

The familiarization programme of the Company for its Independent Directors has been disclosed on the Company's website: www.bmwil.co.in.

The Board has carried out performance evaluation of Independent Directors and recommended to continue the term of their appointment.

The Directors of the Company are made aware of the Company's operation, their role, responsibilities and liabilities. At the time of appointment the Company communicates to the Directors their role, responsibilities and liabilities. The Company holds regular Board and Committee Meetings at its Registered Office to discuss and decide upon the various strategic and operational matters and Directors have an opportunity to interact with the Senior Company personnel. In addition to the above the Directors have full access to all the information's within the Company.

The performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors and the Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

The Details of Directors seeking appointment / re-appointment and the disclosure of relationships between directors inter se as required under SEBI (LODR), Regulations, 2015 and as per Secretarial

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Standard 2 as issued by the Institute of Company Secretaries of India is given in annexure to the notice which forms part of this Report.

The disclosure of relationships between directors inter se as required under SEBI (LODR), Regulations, 2015 and as per Secretarial Standard 2 as issued by the Institute of Company Secretaries of India are forms part of this report.

WHISTLE BLOWER/ VIGIL MECHANISM POLICY

As per the requirements of the Companies Act, 2013 and the SEBI LODR Regulations, 2015 the Company had established a mechanism for employees to report concerns for unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics. It also provides for adequate safeguards against the victimization of employees who avail the said mechanism. This policy also allows the direct access to the Chairperson of the Audit Committee. The Audit Committee is committed to ensure the flawless work environment by providing a platform to report any suspected or confirmed incident of fraud/ misconduct.

BOARD COMMITTEES

I. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. Audit Committee of the Board comprises three Directors. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements as per Section 177 of the Companies Act, 2013 and as per Regulation 18 (1) of SEBI LODR Regulations, 2015.

The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them. The Audit Committee is empowered to investigate any activities within its terms of reference, seek information from employees, obtain outside legal or other professional advice or secure attendance of outside experts of relevant field as and when necessitated. The Audit Committee also reviews such matters as referred to it by the Board.

Four (4) meetings of the Audit Committee were held during the financial year ended 31st March, 2021 on 10th July 2020, 14th September 2020, 13th November 2020 and 13th February 2021, as against the minimum requirement of four meetings. The composition and attendance details of the Committee for the year ended 31st March, 2021 are given hereunder:

| Name of the Directors | Positions | No. of Meetings held | No. of Meetings Attended | Attendance percentage (%) |
|-----------------------|-----------|----------------------|--------------------------|---------------------------|
| Sunil Kumar Parik | Chairman | 4 | 4 | 100 |
| Debasish Basu | Member | 4 | 4 | 100 |
| Harsh Kumar Bansal | Member | 4 | 4 | 100 |

The Company Secretary acts as the Secretary to the Committee. The internal auditor reports functionally to the Audit Committee. The terms of reference of Audit Committee are as per Section 177 of the Companies Act, 2013 and as per SEBI LODR Regulation, 2015. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them.

Terms of reference

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The present terms of reference / scope and function of the Audit Committee are as follows:

1. 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;
2. Recommendation to the Board for appointment, reappointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with respect to accounting standards, listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, external and internal auditors, the adequacy of internal control systems ;

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13. 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;
14. To review reports of Internal Auditors and discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. 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;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Examining the financial statement and the auditor's report thereon;
21. Monitoring the end use of funds raised through public offers and related matters;
22. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
23. To review -
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions, submitted by management;
 - c) Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
 - d) The appointment, removal and terms of remuneration of the Internal Auditor.
 - e) Internal audit reports relating to internal control weaknesses, etc.
 - f) Secretarial audit report relating to suspected fraud or irregularity or a failure of compliance of any legislation.

II. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference and constitution of the Nomination and Remuneration Committee ('NRC') are strictly in compliance with the provisions of Section 178 of the Companies Act, 2013 and pursuant to Regulation 19 and Part D of Schedule II of SEBI LODR Regulations, 2015 and amendments thereto. The purpose of the NRC is to oversee the Company's nomination process, assisting the Board of Directors for identifying persons qualified to serve Board Members. The Committee has formulated the Criteria for Evaluation of the Board and non-independent directors for the purpose of review of their performance at a separate meeting of the Independent Directors. The Committee's responsibilities includes framing of specific remuneration package of Executive Directors and commission / sitting fees for Non-Executive Directors etc. and approval of remuneration to the managerial personnel as per the Company's policy on the same.

- a. The terms of reference of the Nomination and Remuneration Committee are as follows:

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- i. To identify persons who are qualified to become Directors and who may be appointed in the Senior management in accordance with the criteria laid down and to recommend to the Board their appointment, terms of appointment and/or removal;
- ii. To formulating a criteria for determining the qualification, positive attitudes, independence of a Director and evaluation of Independent Directors and the Board;
- iii. To evaluate every Directors performance;
- iv. To recommend to the Board a policy, relating to the remuneration for the Directors, key managerial persons and other employees;
- v. To ensure that the level of composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- vi. To ensure that the relationship of remuneration to performance is clear and meets the appropriate performance benchmarks;
- vii. To ensure that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- viii. To devise a policy on Board diversity.
- ix. To Carry out any other function as is mandated by the Board of Directors of our Company or prescribed by the Listing Agreement, as amended, from time to time.
- x. To invite any employee or such document as it may deem fit for exercising of its functions.
- xi. To obtain such outside or professional advice as it may consider necessary to carry out its duties

b. The composition of the Nomination and Remuneration Committee as at March 31, 2021:

Three (3) meeting of the NRC were held during the financial year ended 31st March, 2021 on 10th July, 2020, 14th September, 2020 and 13th February, 2021 . The composition and attendance details of the Committee for the year ended 31st March, 2021 are given hereunder:

| Name of the Directors | Positions | No. of Meetings held | No. of Meetings Attended | Attendance percentage (%) |
|-----------------------|-----------|----------------------|--------------------------|---------------------------|
| Sunil Kumar Parik | Chairman | 3 | 3 | 100 |
| Debasish Basu | Member | 3 | 3 | 100 |
| Rampriya Sharan | Member | 3 | 1 | 33.34 |

The Board decided and fixes the powers and roles of the Committee from time to time. Mr. Vikram Kapur, Company Secretary was performed the duty as Secretary of the Committee. The Company follows the policy to fix remuneration of Managing Director and Whole Time Directors by taking into account the financial position of the Company, trend in the Industry, qualification, experience, past performance and past remuneration of the respective Directors in the manner to strike a balance between the interest of the Company and the Shareholders.

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Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015, a Board Evaluation Policy has been framed and approved by the NRC and by the Board. The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and other Executive Directors was carried out by the Independent Directors.

The Executive Directors compensation is based on the appraisal system wherein their individual goals are linked to the organizational goals. Executive Directors are paid compensation as per the agreements entered into between them and the Company, subject to the approval of the Board and of the members in General Meeting and such other approvals, as may be necessary. The present remuneration structure of Executive Directors comprises of salary, perquisites, allowances and contribution to PF etc.

Policy for evaluation of Independent Directors and the Board the following criteria may assist in determining how effective the performances of the Directors have been:

- i. Leadership and Managerial abilities.
- ii. Contribution to the corporate objectives and plans.
- iii. Communication of expectations and concerns clearly with subordinates.
- iv. Obtaining adequate, relevant and timely information from external sources.
- v. Review and approval of strategic and operational plans of the Company, its objectives and budgets.
- vi. Regular monitoring of corporate results against projection.
- vii. Identification, monitoring and mitigation of significant corporate risks.
- viii. Assessment of policies, structures and procedures followed in the
- ix. Company and their significant contribution to the same.
- x. Direct, monitor and evaluate KMPs, senior officials.
- xi. Regularity in attending meetings of the Company and inputs therein.
- xii. Review and Maintenance of corporation's ethical conduct.
- xiii. Ability to work effectively with rest of the Board of Directors.
- xiv. Commitment to the promotion of equal opportunities, health and safety in the workplace .

Remuneration to Directors

(a) Remuneration Policy /Criteria

i. Executive Directors : The Company follows the policy to fix remuneration to Managing / Whole Time Directors by taking into account the financial position of the Company, trend in the Industry, qualification, experience, past performance and past remuneration of the respective Directors in the manner to strike a balance between the interest of the Company and the Shareholders.

ii. Non-Executive Directors : The Non-executive Directors (including Independent Directors) are paid sitting fees on uniform basis. The Non-Executive Directors are remunerated by way of sitting fees. The sitting fees payable to the Non-Executive Directors is based on the number of meetings of the Board and other Committees of the Board attended by them. Directors of the Company were paid a sitting fee as under during the Financial Year 2020-21 for each meeting of the Board and Committees attended by them

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iii. KMPs and Senior Management Personnel: The motto of determining policy for payment of remuneration to the KMPs and Senior Management Personnel are to motivate and retain them for longer term for the better perspective and growth of the Company. The criteria also oversee the industry trend, quality and experience of the personnel. These factors not only contribute to the Company but make their job satisfaction.

(b) Remuneration and Sitting Fees

The Non-Executive Directors are remunerated by way of sitting fees. The sitting fees payable to the Non-Executive Directors is based on the number of meetings of the Board and other Committees of the Board attended by them. Directors of the Company were paid a sitting fee as under during the Financial Year 2020-21 for each meeting of the Board and Committees attended by them :

| | |
|---|--------------|
| Board | Rs. 10,000/- |
| Audit Committee | Rs. 5,000/- |
| Nomination and Remuneration Committee | |
| Stakeholders Relationship Committee | |
| Corporate Social Responsibility Committee | |
| Finance Committee | |
| Separate Meeting of the Independent Directors | |

The details of remuneration paid /payable to the Executive Directors and Whole time Directors and Sitting Fees paid/ payable to Non-Executive Directors as at 31-03-2021 are given hereunder:-

| Name of Directors | Remuneration Paid/Payable for the year ended 31st March, 2021 | | | | Service Terms | |
|--------------------------------|---|-------|----------|--------------|---------------------|-------------------------|
| | Salary | Bonus | Benefits | Sitting Fees | Pay Scale per Month | Revised/ Effective From |
| Ram Gopal Bansal | 117,00,000 | - | - | - | 13,00,000/- | 12-05-2018 |
| Harsh Kumar Bansal | 90,00,000 | - | - | - | 10,00,000/- | 12-05-2018 |
| Vivek Kumar Banal | 90,00,000 | - | - | - | 10,00,000/- | 12-05-2018 |
| Subhash Chandra Gupta (Note-3) | - | - | - | - | 1,00,000/- | 30-05-2018 |
| Debasish Basu | - | - | - | 90,000 | - | - |
| Sunil Kumar Parik | - | - | - | 1,30,000 | - | - |
| Rampriya Sharan | - | - | - | 20,000 | - | - |
| Gayatri Singh (Note-4) | - | - | - | - | - | - |

Notes:

1. The Directors were paid sitting fees as per the Policy of the Company.
2. The Company has not entered into any other pecuniary relationship or transactions with the Non-Executive Directors.
3. Subhash Chandra Gupta resigned from the Company on 10th August, 2020. He also waved his remuneration during the period for COVID-19 to reduce the overheads of the Company.
4. Gayatri Singh, Non Executive Women Independent Director of the Company died on 3rd January, 2021

Shares and convertible instruments are held by Non-executive Directors

The shareholdings of Non-Executive Directors are given hereunder:-

| Name of the Directors | No. of Shares held as on 31-03-2021 |
|-----------------------|-------------------------------------|
|-----------------------|-------------------------------------|

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| | |
|-------------------|-----|
| Debasish Basu | Nil |
| Sunil Kumar Parik | Nil |
| Rampriya Sharan | Nil |
| Gayatri Singh | Nil |

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference and constitution of the Stakeholders Relationship Committee are in compliance with the provisions of the Companies Act, 2013 and pursuant to Regulation 20 and Part D of Schedule II of SEBI LODR Regulations, 2015.

The main tasks of Stakeholders Relationship Committee (SRC) considers and resolves the shareholders' and investors grievances like transfer / transmission of Shares, dematerialisation and rematerialisation of shares, non-receipt of dividends/interests, issue of new/duplicate certificates, non-receipt of Dividend, Balance Sheet and such other grievances as may be raised by the security holders from time to time. The Company has registered with SCORES of SEBI for Redressal of Investors' Grievances on-line.

The terms of reference of the Stakeholders Relationship Committee are as follows:

- 1) To review the reports submitted by the Registrars and Share Transfer Agents of the Company at Half yearly intervals.
- 2) To interact periodically and as and when required with the Registrars and Share Transfer Agents to ascertain and look into the quality of the Company's Shareholders/ Investors grievance redressal system and to review the report on the functioning of the said Investor grievances redressal system.
- 3) To consider and resolve the grievances of the security holders of the Company.
- 4) To periodically report to the Board about serious concerns if any.
- 5) To follow-up on the implementation of suggestions for improvement.
- 6) Service standards adopted by the Company in respect of services rendered by our Registrars and Transfer Agent.
- 7) Measures and initiatives taken for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend/annual report/notices and other information by Shareholders.

One (1) meeting of the SRC was held during the financial year ended 31st March, 2021 on 13th February 2021. The composition and attendance details of the Committee for the year ended 31st March, 2021 are given hereunder:

| Name of the Directors | Positions | No. of Meetings held | No. of Meetings Attended | Attendance percentage (%) |
|-----------------------|-----------|----------------------|--------------------------|---------------------------|
| Debasish Basu | Chairman | 1 | 1 | 100 |
| Sunil Kumar Parik | Member | 1 | 1 | 100 |
| Vivek Kumar Bansal | Member | 1 | 1 | 100 |

Mr. Vikram Kapur, Company Secretary of the Company was performed the duty as Secretary of the Committee. The Company Secretary is the Compliance Officer for complying with the requirements

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of SEBI Regulations and the Listing Agreement as entered with the Stock Exchanges in India and amended from time to time.

His address and contact details are as given below:

Address : White House, 3rd Floor, 119, Park Street, Kolkata-700 016

Phone : 033-4007 1704

Fax : 033-4007 1704

Email : vikramkapur@bmwil.co.in

Investor Grievance Redressal/ Shareholders' Complaints

The numbers of shareholders'/ investors' complaints received, resolved/ replied and pending during the year under review are as under:

| Nature of complaints | Received | Resolved/ Replied | Pending |
|-----------------------------------|-----------------|--------------------------|----------------|
| Non-receipt of share certificates | Nil | Nil | Nil |
| Non-receipt of dividend | Nil | Nil | Nil |
| Non-receipt of annual reports | Nil | Nil | Nil |
| Others | Nil | Nil | Nil |
| Total | Nil | Nil | Nil |

No request for Share transfer remains pending for registration for more than 15 days except on technical difficulty on the instrument of transfer/transmission. No complaint / query is received by the Company during the financial year and no complaint is pending as on 31st March, 2021.

Securities and Exchange Board of India ('SEBI') Complaints Redress System ("SCORES")

As per the SEBI directive, the investors desirous of making complaints pertaining to the listed Companies has to be made electronically and sent through SCORES and the Companies or their appointed Registrar and Share Transfer Agent (RTA/ STA) are required to view the pending complaints and submit 'Action Taken Report' ('ATRs') along with necessary documents electronically in SCORES. Further, there is no need to file any physical ATRs with SEBI. The Company is already registered under SCORES to efficiently and effectively redress the investors/ shareholders complaints in time.

IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The purpose of our Corporate Social Responsibility (CSR) Committee is to formulate and recommend to the Board, a CSR Policy, which shall design the initiatives to be undertaken by the Company, recommend the amount of expenditure to incur CSR activities and to monitor from time to time the CSR activities and Policy of the Company. The CSR Committee is responsible for compliance of its scope mentioned in its term of reference in relation to CSR affairs and ensure orderly and efficient execution of the CSR project, programs or activities and issue necessary direction pertaining to it.

The CSR policy is available on our website at www.bmwil.co.in

The terms of reference and constitution of the Corporate Social Responsibility Committee are in compliance with the provisions of the Companies Act, 2013 and rules made there under.

The Broad terms of reference of CSR committee are as follows:

- i. Formulate and recommend to the board, a corporate social responsibility (CSR) policy which shall indicate a list of CSR projects or programs which a Company plans to undertake falling within the purview of the Schedule VII of the Companies Act, 2013, any other related provisions, if any, of the Companies Act, 2013 and the rules made there under and as may be amended;

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- ii. Recommend the amount of expenditure to be incurred on the activities within the purview of the Schedule VII of the Companies Act, 2013, as may be amended;
- iii. Monitor the implementation of CSR policy of the Company from time to time;
- iv. To institute a transparent monitoring mechanism for implementation of the CSR Projects or programs or activities under taken by the Company.
- v. Oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen; and
- vi. Oversee activities impacting the quality of life of various stakeholders.
- vii. To carry out such other functions as may from time to time, be authorized by the Board and/or required by any Statutory Authority, by the way of amendment and/or otherwise, as the case maybe, to be attended by this Committee.

One (1) meetings of the CSR Committee was held during the financial year ended 31st March, 2021 on 13th February 2021. The composition and attendance details of the Committee for the year ended 31st March, 2021 are given hereunder:

| Name of the Directors | Positions | No. of Meetings held | No. of Meetings Attended | Attendance percentage (%) |
|-----------------------|-----------|----------------------|--------------------------|---------------------------|
| Harsh Kumar Bansal | Chairman | 1 | 1 | 100 |
| Debasish Basu | Member | 1 | 1 | 100 |
| Rampriya Sharan | Member | 1 | 1 | 100 |

Mr. Vikram Kapur was performed the duty as Secretary of the Committee.

V. FINANCE COMMITTEE

The purpose of this Committee to take care of all the finance matters including availing financial assistance from banks from time to time that may be required in course of business of the Company. This is a non statutory committee.

The Committee comprises the following members, and the Committee met 8 (eight) times during the year on 16th April, 2020, 15th May, 2020, 7th December, 2020, 14th December, 2020, 21st December, 2020, 10th February, 2021, 12th March, 2021 and 17th March, 2021. Attendance of the Members in the Committee Meeting is given hereunder:

| Name of the Director | Position | No. of Meetings held | No. of Meeting(s) attended | Attendance percentage (%) |
|----------------------|----------|----------------------|----------------------------|---------------------------|
| Sunil Kumar Parik | Chairman | 8 | 8 | 100 |
| Ram Gopal Bansal | Member | 8 | 8 | 100 |
| Harsh Kumar Bansal | Member | 8 | 8 | 100 |
| Vivek Kumar Banal | Member | 8 | 8 | 100 |

Mr. Vikram Kapur was performed the duty as Secretary of the Committee.

GENERAL BODY MEETINGS

I. ANNUAL GENERAL MEETINGS (A.G.M.):

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Date, Location and time of Annual General Meeting held in last three years:

| FY | Venue | Date | Time | Particulars of Resolution | Number of Special Resolution Passed |
|---------|--|------------|------------|--|--|
| 2017-18 | 119, Park Street, 3 rd Floor, WHITE HOUSE, Kolkata – 700 016 | 27.09.2018 | 11:00 A.M. | - | No Special Resolution was passed in the meeting. |
| 2018-19 | 'ROTARY SADAN', S.S. Hall, 94/2, Chowringhee Road, Kolkata – 700 020 | 24.09.2019 | 11:00 A.M. | Reappointment of 4 Independent Directors and Maintaining Register of Member at the premises of RTA | 5 (Five) Special Resolutions |
| 2019-20 | 1st Through Video Conferencing ("VC") Or Other Audio Visual Means ("OAVM") | 30.12.2020 | 11:00 A.M. | Enhancing Borrowing Limit up to Rs. 1000 Crores U/s 180(1)(c), Creation of charges, mortgages, hypothecation on the immovable and movable properties U/s 180(1)(a), Approval of remuneration (Executive Directors) U/s 197 read with Section II of Part II of Schedule V | 6 (Six) Special Resolutions |

II. EXTRA ORDINARY GENERAL MEETING (EGM):

No Special Resolution was passed last year through extra ordinary general meeting.

No Special Resolution is proposed to be conducted through extra ordinary general meeting.

III. POSTAL BALLOT

No Special Resolution was passed last year through postal ballot.

No Special Resolution is proposed to be conducted through postal ballot.

Resume' and other information on the Directors appointed or reappointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice of the Annual General Meeting.

DISCLOSURES

i) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of listed entity at large

All material transactions entered into with related parties as defined under the Act and SEBI LODR Regulations 2015 during the financial year were in the ordinary course of business. No related party transactions of materially significant nature were entered into by the Company with its promoters, the

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Directors or the management, their subsidiaries or relatives, etc. which could conflict with the interests of the Company.

None of the transactions with any of the related parties were in conflict with the interest of the Company.

ii) Details of non-compliance by the Listed Entity, penalties, strictures imposed on the Listed Entity by Stock Exchange(s) or Securities and Exchange Board of India or any Statutory Authority, on any matter related to the capital markets, during the last three years

The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory Authority on any matter related to the capital markets during last three years. No penalty or strictures have been imposed by them on the Company during last three years.

iii) Vigil Mechanism / Whistle Blower Policy

The Company has adopted the Whistle Blower Policy/ Vigil Mechanism Policy in line with Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI LODR Regulations, 2015, which is a mandatory requirement, to safeguard against victimization and unfair treatment of employees. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior to the Chairman of the Audit Committee. No person has been denied access to the chairman of the audit committee. The said policy has also been put up on the website of the Company.

iv) Risk Management:

The Company has identified risk involved in respect to its products, quality, cost, location and finance. It has also adopted the procedures / policies to minimize the risk and the same are reviewed and revised as per the needs to minimize and control the risk. The report is also placed before the Board of Directors of the Company.

v) Reconciliation of Share Capital Audit:

A qualified Practicing Company Secretary has carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL. The report in compliance with Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 was placed in the Board Meeting held subsequent to the report. The Audit Report is disseminated to the Stock Exchange on quarterly basis.

vi) Policy for determining 'material' Subsidiary

The Company does not have any material non-listed Indian Subsidiary as defined in Regulations 16 and 24 of SEBI (LODR), Regulations, 2015. The Company has one associate Company in terms of the provision of Section 2(26) of the Companies Act, 2013.

MEANS OF COMMUNICATION

The quarterly, half yearly and yearly results of the Company are also published in the prescribed format within 48 hours of the conclusion of the meetings of the Board in both English and Bengali Newspapers. The unaudited / audited quarterly and half yearly financial results as approved by the Board of Director at its meeting are furnished to the Stock Exchanges where the Company's shares

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are listed within the prescribed time-frame of the close of every quarter together with limited review report and yearly audited results alongwith Auditors Report as provided by the Auditors in compliance with the SEBI (LODR) Regulations, 2015 and is published in “Business Standard” circulated all India and and in “Aajkaal” in Bengali within 48 hours of conclusion of Board Meeting. The results are also displayed on the Company’s website.

Website: The Company’s web site is www.bmwil.co.in where the quarterly / annual results and other statutory and non-statutory information are displayed. No presentation has been made to Institutional Investors or Analysts.

DETAILS OF UNCLAIMED and UNPAID DIVIDEND

The last dates for claiming of unpaid and unclaimed dividend lying in the Unpaid Dividend Account for the respective years are as follows:

| Year | AGM Date | Last Date for Claiming of Dividend | Due Date for Transfer to IEPF | Amount as on 31-03-2020 |
|---------|------------|------------------------------------|-------------------------------|-------------------------|
| 2017-18 | 27-09-2018 | 26-09-2023 | 21-02-2024 | 6390.09 |
| 2018-19 | 24-09-2019 | 23-09-2024 | 26-06-2025 | 937.16 |

Filing of Unclaimed Dividend with Ministry:

As per the Investor Education and Protection Fund (IEPF) Rules, 2016, the detailed list of shareholders in respect of unpaid and unclaimed dividend are filed with the Ministry of Corporate Affairs (“MCA”) every year within the due time period. The same has also been updated in the website of the Company for your reference.

GENERAL SHAREHOLDER INFORMATION

a. Listing of Shares

The Equity Shares of the Company are listed on:

| Name of the Stock Exchange | Stock code |
|---|-------------|
| The Calcutta Stock Exchange Ltd (CSE) 7, Lyons Range, Kolkata – 700 001. | 12141 – CSE |
| BSE Ltd., Phiroze Jeebhoy Towers Mumbai – 400 001 | 542669 |

b. Market Price Data

Monthly High/Low price during the last Financial Year 2020-21 at the BSE Ltd. depicting liquidity of the Equity Shares is given hereunder :

| Month | Share Price | | Month | Share Price | |
|----------------|-------------|-------|---------------|-------------|-------|
| | High | Low | | High | Low |
| April 2020 | 11.50 | 10.37 | October 2020 | 15.55 | 14.05 |
| May 2020 | 11.00 | 9.50 | November 2020 | 18.11 | 12.07 |
| June 2020 | 11.86 | 9.75 | December 2020 | 35.02 | 19.01 |
| July 2020 | 21.40 | 12.44 | January 2021 | 35.00 | 24.30 |
| August 2020 | 17.88 | 15.50 | February 2021 | 25.00 | 22.95 |
| September 2020 | 15.55 | 14.30 | March 2021 | 33.30 | 23.85 |

c. Performance in Comparison

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Share price performance in comparison to BSE SENSEX for the financial year 2020-21.

| Month | BSE SENSEX (Closing) | Monthly Closing Price at BSE |
|----------------|----------------------|------------------------------|
| April 2020 | 33,717.62 | 11.00 |
| May 2020 | 32,424.10 | 9.75 |
| June 2020 | 34,915.80 | 11.85 |
| July 2020 | 37,606.89 | 17.88 |
| August 2020 | 38,628.29 | 15.50 |
| September 2020 | 38,067.93 | 14.50 |
| October 2020 | 39,614.07 | 14.05 |
| November 2020 | 44,149.72 | 18.11 |
| December 2020 | 47,751.33 | 33.71 |
| January 2021 | 46,285.77 | 24.30 |
| February 2021 | 49,099.99 | 24.30 |
| March 2021 | 49,509.15 | 32.00 |

d. Registrar and Share Transfer Agent

ABS Consultant Private Limited

Stephen House, Room No. 99

6th Floor, 4, B. B. D. Bagh,

Kolkata – 700 001

Tel No. +91 33 2243 0153, +91 33 2220 1043

Email Id: absconsultant99@gmail.com

Contact Person: Mr. Uttam Chand Sharma.

e. Shares Transfer System

Share Transfer process is delegated to the Registrars and Share Transfer Agents. The Stakeholders Relationship Committee is empowered to approve the Share transfers. Transfer Committee Meeting is held as and when required. The Share Transfers, transmission, issue of duplicate certificate etc. are endorsed by Directors / Executives / Officers as may be authorised by the Stakeholders Relationship Committee. Requests for transfers received from members and miscellaneous correspondence are processed/ resolved by the Registrars within stipulated time.

f. Distribution of Shareholdings as on 31st March, 2021

| Limit | | No of Live Accounts | Percentage to Live Accounts | Total No. of Shares | Percentage of Total Shares |
|--------------|--------|---------------------|-----------------------------|---------------------|----------------------------|
| From | To | | | | |
| 1 | 500 | 1489 | 92.14 | 88969 | 0.04 |
| 501 | 1000 | 49 | 3.03 | 42633 | 0.02 |
| 1001 | 2000 | 27 | 1.67 | 42753 | 0.02 |
| 2001 | 3000 | 1 | 0.06 | 2050 | 0.00 |
| 3001 | 4000 | 0 | 0.00 | 0 | 0.00 |
| 4001 | 5000 | 2 | 0.12 | 10000 | 0.00 |
| 5001 | 10000 | 3 | 0.19 | 26000 | 0.01 |
| 10001 | 50000 | 7 | 0.43 | 174535 | 0.08 |
| 50001 | 100000 | 2 | 0.12 | 159000 | 0.07 |
| 100001 | above | 36 | 2.23 | 224540520 | 99.76 |
| Total | | 1616 | 100 | 225086460 | 100 |

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g. Share Holding Pattern as on 31st March, 2021

| Category | No of Shares | Percentage of holding |
|---|---------------------|-----------------------|
| Promoters and Associates | 164630171 | 73.14 |
| Mutual Funds | - | - |
| Banks, Financial Institutions, Insurance Companies (Central/ State Govt, Institutions, Govt. Institutions) | - | - |
| FII's | - | - |
| Private Corporate Bodies | 59066316 | 26.24 |
| Indian Public | 1389973 | 0.62 |
| NRIs / OCBs | - | - |
| Investor Education and Protection Fund Authority, Ministry of Corporate Affairs | - | - |
| Total | 22,50,86,460 | 100 |

h. Dematerialisation of Shares:

Total 22,50,30,549 number of equity shares out of 22,50,86,460 number of the total paid-up equity share capital i.e 99.98% are held in dematerialized form with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) as on 31-03-2021. The Company's ISIN is INE374E01021

i. Outstanding Instruments:

The Company has not issued any GDRs / ADRs / Warrants or any convertible Instrument. As such, there is no impact on Equity of the Company.

j. Commodity Price Risk :

Not applicable to the Company as Company is not associated Foreign Exchange Risk and with Hedging activities.

k. Plant Locations:

| Sl No | Name and Address of the Manufacturing Units |
|-------|---|
| 1 | Ramdas Oil Mill Compound, Manifit, P.O: Telco, Jamshedpur, Jharkhand. (Plant) |
| 2 | B-I, Phase-II, Adityapur Industrial Area, Jamshedpur, Jharkhand. (Plant) |
| 3 | M-1, Large Sector, Gamharia, Dist – Seraikella - Kharswan, Jamshedpur, Jharkhand. (Plant) |
| 4 | G. T. Road (N), Ghosuri, Howrah, West Bengal. (Plant) |
| 5 | Junglepur, PO: Andul Mouri, NH – 6, Howrah, West Bengal. (Plant) |

l. AGM details:

Date, Venue and Time: As per the Notice calling the Annual General Meeting

m. Financial Year: 1st April, 2020 to 31st March, 2021

n. Book Closure Date: As per the Notice calling the Annual General Meeting

o. Financial calendar (tentative)

| | |
|--|--|
| Financial reporting for the quarter ending - | 1 st April, 2021 to 31 st March 2022 |
|--|--|

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| | |
|---|--|
| 1st quarter ending 30 th June, 2021 | 2 nd week of August, 2021 |
| 2nd quarter ending 30 th September, 2021 | 2 nd Week of November, 2021 |
| 3rd quarter ending 31 st December, 2021 | 2 nd Week of February, 2022 |
| 4th quarter ending 31 st March, 2022 | 4 th week of May, 2022 |
| Annual General Meeting for the year ending 31st March, 2021 | 4th week of September, 2021 |

p. Address for Correspondence:

BMW Industries Ltd.

119 Park Street, 3rd Floor,
White House, Kolkata 700 016.
West Bengal
Phone/ FaxNo . 033-4007 1704,
e-mail: info@bmwil.co.in

q. Compliance Officer

Mr. Vikram Kapur, Company Secretary,
Address : White House, 3rd Floor, 119, Park Street, Kolkata-700 016
Phone : 033-4007 1704
Fax : 033-4007 1704
Email : vikramkapur@bmwil.co.in

OTHER DISCLOSURES

i) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the Corporate Governance

The Company has complied with all the applicable mandatory requirements of the applicable Regulations of SEBI (LODR) Regulations, 2015 and has adopted the following non-mandatory requirements of the aforesaid clause:

Reporting of Internal Auditor:

The Internal Auditors reports directly to the Audit Committee.

The Company has taken cognizance of other non – mandatory requirements as set out in applicable Regulations of SEBI (LODR) Regulations, 2015 and shall consider adopting the same at an appropriate time.

ii) Web link where policy on dealing with related party transactions Policy on dealing with related party transaction is displayed:

Website of the Company www.bmwil.co.in.

iii) Disclosures of commodity price risks and commodity hedging activities:

The Company is not associated with hedging activities.

iv) Accounting Treatment in preparation of financial statement :

The Company has followed the guidelines of accounting standards as prescribed by the Institute of Chartered Accountants of India in preparation of financial statement.

v) Certification from Company Secretary

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A certificate from Company Secretary in practice is required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report

vi) CEO / CFO certification

The CEO / CFO certification as required under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

vii) Management Discussion and Analysis Report

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

DISCLOSURE OF NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS AS DETAILED ABOVE, WITH REASONS THEREOF

There is no non-compliance of any requirement of Corporate Governance Report of sub-paras as detailed above, thus no explanations need to be given.s

DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED

- a. Office to Non-executive Chairperson: - Since the Company is headed by Executive Chairman, maintenance of separate office is not required.
- b. Your Company is under process of updating its system for sending a half-yearly declaration of financial performance including summary of the significant events in last six months to each household of shareholders.
- c. The financial statement of your Company is continued to be with unmodified audit opinion.
- d. Separate posts of Chairperson and CEO:- The Company has appointed separate persons as Chairperson and Managing Director or CEO. Presently Mr. Ram Gopal Bansal is the Chairperson (Executive Chairman) of the Company and Mr. Harsh Kumar Bansal and Mr Vivek Kumar Bansal are the Managing Directors of the Company and No separate CEO of the Company.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

As on 31st March, 2021, there are no outstanding shares of the Company lying in the demat suspense/ unclaimed suspense account.

DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 to 27 AND CLAUSES (b) TO (i) OF SUB – REGULATION (2) OF REGULATION 46 OF SEBI LODR REGULATIONS, 2015

The Company has complied with the requirements of aforesaid Regulations.

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COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

[pursuant to Regulations 17 - 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
BMW Industries Limited
White House, 3rd Floor
119 Park Street, Kolkata-700016
West Bengal

We have examined the compliance of conditions of Corporate Governance by **M/s. BMW Industries Limited** having **CIN-L51109WB1981PLC034212** and having registered office at **White House, 3rd Floor, 119 Park Street, Kolkata-700016, West Bengal** (hereinafter referred to as ‘the Company’), for the year ended 31st March, 2021, as stipulated in Regulations 17–27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the Company’s management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by The Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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, we certify that the Company has complied with the conditions of Corporate Governance as specified Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of the Listing Regulations, as applicable.

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

Place: Kolkata
Date : 14th August, 2021

Signature: S/d
Name: Ankit Agarwal
Membership No.: A63268
CP No.: 23955
UDIN: A063268C000789312

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Annexure-08

BUSINESS RESPONSIBILITY REPORT

BMW Industries Limited ('Company' / 'BMWIL') endeavours to conduct its business responsibly, mindful of its social accountability, respecting applicable laws and with regard for human dignity.

The Company's long-term objective is "to improve the quality of life of the communities we serve globally through long term value creation for all stakeholders". Through this Business Responsibility Report ("BRR"), your Company seeks to communicate its obligations and performance to all its stakeholders. As a responsible corporate citizen, your Company continues to actively engage with all its stakeholders to drive their growth for all.

This report conforms to the Business Responsibility Reporting requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business ('NVG') released by the Ministry of Corporate Affairs ('MCA'), Government of India.

Section A: General information about the Company:

| | | |
|--|---|---|
| 1 | Corporate Identity Number (CIN): | L51109WB1981PLC034212 |
| 2 | Name of the Company: | BMW Industries Limited |
| 3 | Registered address: | 119, Park Street, White House, 3 rd Floor, Kolkata-700016 |
| 4 | Website: | www.bmwil.co.in |
| 5 | E-mail id: | info@bmwil.co.in |
| 6 | Financial year reported: | 2020-21 |
| 7 | Sector(s) that the Company is engaged in (industrial activity code-wise): | Manufacturing of Engineering Products & Providing Engineering Services (241) |
| 8 | The key products/services manufactured (as in balance sheet): | Engineering Products & Engineering Services |
| 9 | Total number of locations where business activity is undertaken: | a) Number of international locations: Nil |
| | | b) Number of national locations: |
| | | I. 119, Park Street, White House, 3 rd Floor, Kolkata-700 016 (Head Office) |
| | | II. Ramdas Oil Mill Compound, Manifit, P.O: Telco, Jamshedpur, Jharkhand. (Plant) |
| | | III. B-I, Phase-II, Adityapur Industrial Area, Jamshedpur, Jharkhand. (Plant) |
| | | IV. M-1, Large Sector, Gamharia, Dist – Seraikella - Kharswan, Jamshedpur, Jharkhand. (Plant) |
| | | V. G. T. Road (N), Ghusuri, Howrah, West Bengal. (Plant) |
| VI. Junglepur, PO: Andul Mouri, NH – 6, Howrah, West Bengal. (Plant) | | |
| 10 | Markets served by the Company: | Local/State/ National/International: BMWIL product under the brand name "BANSAL SUPER" is sold in West Bengal, Bihar and Jharkhand. |

Section B: Financial details of the Company as on 31st March 2020

| | | |
|---|---------------------------|---------------------|
| 1 | Paid up capital: | Rs. 22,50,10,549 |
| 2 | Total turnover: | Rs. 365,87,75,000 |
| 3 | Total profit after taxes: | Rs. (117,64,80,000) |

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| | | |
|---|---|---|
| 4 | Total spending on Corporate Social Responsibility (CSR) as percentage of PAT (%): | Rs. 113.33 Lakh. which is (0.96) % of PAT |
| 5 | List of activities in which expenditure in 4 above has been incurred: | As per Annexure II of Directors Report |

Section C: Other Details

| | | | |
|---|--|--|---|
| 1 | Does the Company have any subsidiary Company/ Companies? | 1. | SAIL Bansal Service Centre Limited (Join venture with SAIL) |
| | | 2. | Confident Financial Consultancy Pvt. Ltd. (Wholly owned subsidiary) |
| | | 3. | Perfect Investment Consultancy Pvt. Ltd. (Wholly owned subsidiary) |
| | | 4. | Sidhant Investment Advisory Pvt. Ltd. (Wholly owned subsidiary) |
| | | 5. | Siddhi Vinayak Commosales Pvt Ltd (Wholly owned subsidiary) |
| | | 6. | Shri Hari Vincom Pvt Ltd (Wholly owned subsidiary) |
| | | 7. | Narayan Dealcom Pvt Ltd (Wholly owned subsidiary) |
| | | 8. | Fairplan Vintrade Pvt Ltd (Wholly owned subsidiary) |
| | | 9. | Nageshwar Trade-Link Pvt Ltd (Wholly owned subsidiary) |
| | | 10. | BMW Iron & Steel Industries Limited (Step Down Subsidiary) |
| | | 11. | Nippon Cryo Private Limited (Step Down Subsidiary) |
| 2 | Do the subsidiary Company/ Companies participate in the BR initiatives of the parent Company? if yes, then indicate the number of such subsidiary Company(s). | No | |
| 3 | Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? if yes, then indicate the percentage of such entity/entities? [>30%, 30-60%, < 60%] | The Company's BR Policy is applicable to the management and all employees of the Company. The Company encourages and expects its business partners to adopt the BR practices. However, no formal study has been undertaken as of date to ascertain the percentage of such entities who participate in BR activities. | |

Section D: BR Information

1.

| | | |
|---|-------------------|---------------------------|
| (a) Details of Directors responsible for BR implementation of the BR policy: | | |
| No-1 | | |
| i. | Name: | Harsh Kumar Bansal |
| ii. | DIN : | 00137014 |
| iii. | Designation: | Managing Director |
| iv. | Telephone number: | + 91 (33) 4007 1704 |
| v. | E-mail id: | harshbansal@bmwil.co.in |
| No-2 | | |
| i. | Name: | Vivek Kumar Bansal |

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| | | |
|--------------------------------|-------------------|---------------------------|
| ii. | DIN : | 00137120 |
| iii. | Designation: | Managing Director |
| iv. | Telephone number: | + 91 (33) 4007 1704 |
| v. | E-mail id: | vivekbansal@bmwil.co.in |
| (b) Details of BR head: | | |
| i. | Name: | Harsh Kumar Bansal |
| ii. | DIN : | 00137014 |
| iii. | Designation: | Managing Director |
| iv. | Telephone number: | + 91 (33) 4007 1704 |
| v. | E-mail id: | harshbansal@bmwil.co.in |

2. Principle-wise BR Policies as per National Voluntary Guidelines

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

- P1** Business should conduct and govern themselves with Ethics, Transparency and Accountability;
- P2** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle;
- P3** Businesses should promote the well-being of all employees;
- P4** Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized;
- P5** Businesses should respect and promote human rights;
- P6** Business should respect, protect and make efforts to restore the environment;
- P7** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner;
- P8** Businesses should support inclusive growth and equitable development;
- P9** Businesses should engage with and provide value to their customers and consumers in a responsible manner;

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

| Sl No | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-------|---|---|----|----|----|----|----|----|----|----|
| 1 | Do you have a policy/ policies for | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 2 | Has the policy being formulated in consultation with the relevant stakeholders? | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 3 | Does the policy conform to any national / international standards? If yes, specify? (50 words) | The policy is based on National Voluntary Guidelines on Social, Environmental & Economical Responsibilities of Business released by Ministry of Corporate Affairs in July 2011. | | | | | | | | |
| 4 | Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director? | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 5 | Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy? | Managing Directors are responsible for BR and BR head is responsible for implementation of the policy. | | | | | | | | |
| 6 | Indicate the link for the policy to be viewed online? | https://www.bmwil.co.in/corporate-codes-and-policies/ | | | | | | | | |
| 7 | Has the policy been formally communicated to | It has been posted on the Company's | | | | | | | | |

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| | | | | | | | | | | |
|----|--|----------|---|---|---|---|---|---|---|---|
| | all relevant internal and external stakeholders? | Website. | | | | | | | | |
| 8 | Does the company have in-house structure to implement the policy/ policies. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 9 | Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies? | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 10 | Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

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

3. Governance related to BR

| | | |
|-----|---|--|
| i. | Indicate the frequency with which the Board of Directors, committee of the Board or CEO to assess the BR performance of the Company. Within three months, 3-6 months, annually, more than 1 year: | The BR Head periodically assess the BR performance of the Company and the Board reviews the same annually. |
| ii. | Does the Company publish a BR or a Sustainability report? What is the hyperlink for viewing this report? How frequently it is published? | The Company has adopted its BR report for FY 2020-21 which forms the part of the Annual Report. The same can be viewed on the website of the Company at www.bmwil.co.in |

Section E: Principle-wise performance

Principle 1 - Business Should Conduct and Govern Themselves with Ethics, Transparency and Accountability

| | | |
|-----|---|---|
| i. | Does the policy relating to ethics, bribery and corruption cover only the Company? (yes/no). Does it extend to the Group/ Joint Ventures/Suppliers/Contractors/ NGOs/Others? | The Company's policy on Ethics, Transparency and Accountability along with the Code of Conduct is applicable to all the individuals working in the Company. The Company encourages its business partners to follow the code. The policy also intends for fair dealings with customers, suppliers, contractors and other stakeholders. |
| ii. | How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved? If so, provide details thereof, in about 50 words or so. | No stakeholder complaints were received pertaining to ethics, transparency and accountability violation in financial year 2020-21. |

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Principle 2 - Businesses Should Provide Goods and Services That Are Safe and Contribute to Sustainability throughout Their Life Cycle

| | | |
|------|--|---|
| i. | List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities. | (i)Acid Regeneration (ii)Reusing of Exhaust gas's Heat (iii)Using of Non drinkable water |
| ii. | For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): | Heat: The company use the heat of own generated flu gas to heat up the water which used in the boiler, by this we have successfully reduced the power consumption Acid: The company require huge amount of raw acid in its process, for that we are having a acid regeneration plant, and with it we are successfully recovering the used acid. We have a zero discharge (ZLD) facility. Water: We utilize all our effluent by treating chemically followed by reverse osmosis process. We have a zero discharge facility. |
| iii. | Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof. | The Company considers aspects such as safety and environment in addition to commercial considerations while selecting its suppliers. Most of the raw materials are sourced from these suppliers. |
| iv. | Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors? | The major raw material used by the Company in manufacturing its products are of such nature, which are generally not produced by small producers. However, for all other products the Company tries to procure from local supply chain partners which include small scale industries who meet our quality, delivery, cost and technology expectations. Efforts are continuously made to use local service providers for availing various support services at our various plants and services. |
| v. | Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof. | The Company has a robust efficient effluent treatment process thereby enabling it continuously maintain Zero-discharge status across all the facilities. The Company has a closed loop process and does not generate any waste. The water content in raw material is separated during the manufacturing process. This is treated in ETP plant and recycled as input in the manufacturing process. Of the total input, waste generated and recycled is less than 5%. |

Principle 3 - Businesses Should Promote the Well-Being of all Employees

| | | |
|---|---|--|
| 1 | Total number of employees: | 1393 |
| 2 | Total number of employees hired on temporary/ contractual/casual basis: | 834 (hired in Financial Year 2020-21) |

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| | | | | | |
|-----|--|---|---------------------------|---|-----------------------------|
| 3 | Number of permanent women employees | 7 | | | |
| 4 | Number of permanent employees with disabilities: | nil | | | |
| 5 | Do you have an employee association that is recognised by management? | There is no employee association | | | |
| 6 | What percentage of your permanent employees is members of this recognised employee association? | Not Applicable | | | |
| 7 | Please indicate the number of complaints relating to Child labour, forced labour, involuntary labour, sexual harassment, Discriminatory employment in the last financial year and pending, as on the end of the financial year 31 st March, 2021: | | | | |
| | Category | No of complaints filed during the year | | No of complaints pending as on the end of financial year | |
| 7.1 | Child labour, forced labour, involuntary labour | Nil | | Nil | |
| 7.2 | Sexual Harassment | Nil | | Nil | |
| 7.3 | Discriminatory employment | Nil | | Nil | |
| 8 | What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? | Permanent Employees | Permanent Women Employees | Casual/Temporary/Contractual Employees | Employees with Disabilities |
| | | 39.63 | 0.50 | 59.87 | 0 |

Principle 4 - Businesses Should Respect the Interests of and Be Responsive Towards All Stakeholders, Especially Those Who Are Disadvantaged, Vulnerable and Marginalised :

| | | |
|---|--|---|
| 1 | Has the Company mapped its internal and external Stakeholders? | Yes – the Company has done so consummately. |
| 2 | Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized Stakeholders? | Yes, we always actively work to identify underprivileged communities in and around our Manufacturing Sites to prioritise our intervention and work on to serve their needs through our well-crafted CSR Programs. The needs are identified through various listening and learning methods and are prioritised by suitably addressing the needs of the Community and the long term strategic growth of the Company as well. |
| 3 | Are there any special initiatives taken by Company to engage with the disadvantaged, vulnerable and marginalised Stakeholders? If so, provide details thereof, in about 50 words or so. | Yes, BMW Industries Ltd believes that it has an important role to play in the inclusive growth of the Society and the Community in which it operates i. The Company has taken up Project for provision of Safe Drinking Water to each household in the Village; ii. The Company promotes Education and Literacy in adjoining villages. Free Distribution of Books is the initiative taken at the commencement of each Academic Year |

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| | | |
|--|--|--|
| | | <p>for the needy School Children so that they can seamlessly pursue their studies;</p> <p>iii. The Company provides Healthcare Facilities to the underprivileged in and around its Factory premises;</p> <p>Details of all the Activities listed above can be found in Annexure II to the Board's Report.</p> |
|--|--|--|

Principle 5 - Businesses Should Respect and Promote Human Rights

| | | |
|---|--|--|
| 1 | Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/NGOs/others? | The Company respects & protects the human rights of all people around and associated with it. The Company complies with applicable laws and regulation governing occupational health and safety. The Company applies principles of equal opportunity, fair treatment and zero tolerance for any form of unlawful discrimination or harassment of employees. The Company is holding ISO 9001:2008 and ISO 14001:2015 certification for Health and Safety Standards and Environment Management Standards. The Company expects its suppliers, contractors etc. to adhere to the principles of human rights. |
| 2 | How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved? | No stakeholder complaints were received pertaining to human rights violation in financial year 2020-21. |

Principle 6 - Business Should Respect, Protect and Make Efforts to Restore the Environment

| | | |
|---|--|--|
| 1 | Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/ Contractors / NGOs/others. | The Company is committed to safeguard the interest of environment with a view of sustainable development. For the same, Company has taken many environmental friendly initiatives and also carried out process modification to protect environment. The Company's Environmental policy is applicable to all its business places. |
| 2 | Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc. | The Company understands and recognizes that climate change and global warming are real threat to the global community and each and every person has a role & responsibility to address such alarming issue. More information is available on following weblink: https://www.bmwil.co.in/corporate-codes-and-policies/ |
| 3 | Does the company identify and assess potential environmental risks? Y/N | Yes |
| 4 | Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? | No, the Company presently does not have any project related to clean development mechanism. |
| 5 | Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If | The Company has taken certain initiatives towards conservation of energy and energy efficiency at its various plants. Annexure-III to |

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| | | |
|---|--|--|
| | yes, please give hyperlink for web page etc. | the Board's Report contains details of the steps taken to conserve energy during the year. Sustainable growth is an integral part of Company's philosophy and multiple projects and initiatives are undertaken to address clean technology, energy efficiency, renewable energy etc. |
| 6 | Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported? | All the plants of the Company comply with the prescribed emission norms of various Central/State pollution control boards. All the emission and waste generated by the Company is well within the permissible limits given by SPCB/CPCB for the financial year reported. |
| 7 | Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year. | No show cause or legal notices from the pollution control authorities are pending as at the end of the financial year. |

Principle 7 - Businesses, When Engaged In Influencing Public And Regulatory Policy, Should Do So In A Responsible Manner

| | | |
|---|---|--|
| 1 | Is your Company a member of any trade and chamber, association or Institution? If Yes, name only those major ones that your business deals with. | i. The Confederation of Indian Industry (CII) ii. Calcutta Cricket and Football Club iii. Indian Chamber of Commerce |
| 2 | Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No. If yes specify the broad areas. | We do from time to time take up issues through these associations on matters of public and industry interest. |

Principle 8 - Businesses Should Support Inclusive Growth and Equitable Development

| | | |
|---|---|---|
| 1 | Does the Company have specified programmes / initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof. | The Company is committed to behave responsibly towards people, society and the environment for inclusive growth of the society. The Company has several socio-economic projects running in various areas and are taken as per the CSR policy of the Company which includes: i. Promoting healthcare including preventing healthcare. ii. Promoting education and special education. iii. Eradicating hunger and making available safe drinking water. The details of specific CSR projects are given in Annexure II to the Board's Report. |
| 2 | Are the programmes /projects undertaken through in house team/own foundation/ external NGO/government structures/any other organisation? | The aforesaid projects have been carried out by the Company directly and/or through implementing agencies. |
| 3 | Have you done any impact assessment of your initiative? | Efforts are made to make a general assessment of impact of some of the initiatives. The CSR Committee internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the programs and to gain insight for improving the design and delivery of future initiatives. However, no |

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| | | |
|---|---|--|
| | | structural impact assessment is put in place at present. |
| 4 | What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken? | During the year, the Company has spent Rs. 133.33 lakhs towards various CSR initiatives and projects. The details of the same are given in Annexure II to the Board's Report. |
| 5 | Have you taken steps to ensure that the community successfully adopts this community development initiative? Please explain in 50 words, or so. | All CSR projects and initiatives are planned with the objective of sustainable community development. The project is identified and developed as a facilitator within the CSR policy framework and presented to the CSR committee for its review, guidance and approval. The Company works directly and through implementing agencies of the project to ensure proper and meaningful adoption of these initiatives among the target community. |

Principle 9 - Businesses should engage with and value to their customers and consumers in a responsible manner

| | | |
|---|---|---|
| 1 | What percentage of customer complaints/ consumer cases are pending as on the end of financial year? | No customer complaints are pending as on the end of the financial year. |
| 2 | Does the Company display product information on the product label, over and above what is mandated as per local laws? | Not Applicable |
| 3 | Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so. | There is no case against BMW Industries Ltd during last five years, relating to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour. |
| 4 | Did your Company carry out any consumer survey/ consumer satisfaction trends? | BMWIL believes in providing best services to its customers. Time to time meeting(s) with customers are organized to understand their expectation and essentially to gauge our competitiveness in the business. Feedbacks received from customers are implemented to further enhance quality of service. Our ongoing efforts have made us market leaders or significant players across all products we operate in. |

For and on behalf of the Board

S/d-
(Ram Gopal Bansal)
Chairman & Executive Director
DIN- 00144159

Date: 14/08/2021
Place: Kolkata

For and on behalf of the Board

S/d-
(Harsh Kumar Bansal)
Managing Director
DIN-00137014

BMW INDUSTRIES LIMITED

(CIN: L51109WB1981PLC034212)

Regd. Office: White House, 3rd Floor, 119, Park Street, Kolkata – 700 016

Annexure-09

CERTIFICATION IN TERMS OF REGULATION 17(8) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date : 14/08/2021

The Board of Directors
BMW Industries Limited
119, Park Street,
White House, 3rd Floor,
Kolkata – 700 016

We, the undersigned in our respective capacities as Managing Director and Chief Financial Officer of BMW Industries Limited, certify to the Board in terms of Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that we have reviewed the Financial Statements and the Cash Flow Statements of the Company for the year ended 31st March, 2021

1. To the best of our knowledge and belief, we certify that:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
 - iii. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purpose of Financial Reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
3. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes, if any, in the Internal Control over financial reporting during the year.
 - b. Significant changes, if any, in the accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

For **BMW Industries Limited**

Sd/-
(Harsh Kumar Bansal)
Managing Director
DIN: 00137014

For **BMW Industries Limited**

Sd/-
(Abhishek Agarwal)
Chief Financial Officer

BMW INDUSTRIES LIMITED

(CIN: L51109WB1981PLC034212)

Regd. Office: White House, 3rd Floor, 119, Park Street, Kolkata – 700 016

BMW INDUSTRIES LIMITED

(CIN: L51109WB1981PLC034212)

Regd. Office: White House, 3rd Floor, 119, Park Street, Kolkata – 700 016

Annexure-10

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
BMW Industries Limited
White House, 3rd Floor
119 Park Street, Kolkata-700016
West Bengal

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. BMW Industries Limited** having **CIN-L51109WB1981PLC034212** and having registered office at **White House, 3rd Floor, 119 Park Street, Kolkata-700016, West Bengal** (hereinafter referred to as 'the Company'), produced before me 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 my 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 me by the Company & its officers, I 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.

| Sr. No. | Name of Director | DIN | Designation | Date of appointment in Company |
|---------|--------------------|----------|--------------------------------|--------------------------------|
| 01. | Ram Gopal Bansal | 00144159 | Chairman & Whole Time Director | 21/10/1981 |
| 02. | Harsh Kumar Bansal | 00137014 | Managing Director | 26/12/2006 |
| 03. | Vivek Kumar Bansal | 00137120 | Managing Director | 26/09/2001 |
| 04. | Debasish Basu | 00581141 | Independent Director | 28/08/2002 |
| 05. | Sunil Kumar Parik | 00884149 | Independent Director | 15/09/2012 |
| 06. | Rampriya Sharan | 05304025 | Independent Director | 15/09/2012 |

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.

Place: Kolkata
Date : 14th August, 2021

Signature: Sd/-
Name: Ankit Agarwal
Membership No.: A63268
CP No.: 23955
UDIN: A063268C000789345

INDEPENDENT AUDITORS' REPORT
To the Members of BMW INDUSTRIES LIMITED
Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **BMW Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Standalone Financial Statements, including a summary of significant accounting policies and Other Explanatory Notes for the year ended on that date (hereinafter referred to as "Standalone Financial Statements").

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

Basis For Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibility 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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 matters described below to be the key audit matters for incorporation in our report.

| Key audit Matters | Addressing the Key Audit Matters |
|--|---|
| <p>Trade Receivables</p> <p>Gross Trade Receivable of the Company is Rs. 7,589.36 Lakhs as on March 31, 2021. This includes significant amounts, which have fallen due for payment and are lying outstanding for a considerable period of time. (Note No. 8 of the Standalone Financial Statements)</p> | <p>Our audit procedures based on which we arrived at the conclusion regarding the carrying amount of Trade Receivables include the following:</p> <ul style="list-style-type: none"> We obtained an understanding from the Management, assessed and tested the design and operating effectiveness of the Company's key controls over the recoveries against the outstanding amounts and resultant impairment assessment of material Trade Receivables; |

| Key audit Matters | Addressing the Key Audit Matters |
|--|--|
| <p>The increasing challenges over the economy and operating environment in the steel industry have increased the risks of default against receivables from the customers. The Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations.</p> <p>The recoverable amount was estimated by management based on assessment of recoverability on case to case basis and required significant audit attention .The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables, credit worthiness of the of the parties and historical write-off experience.</p> | <ul style="list-style-type: none"> • We reviewed Management’s assessment and evaluation on the credit worthiness of the major trade receivables and historical trends and current dealing with the customers; • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management’s assessment keeping in view the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers and to consider if any provision should be made; • Tested settlement of trade receivables subsequent to the balance sheet date on a sample basis; • We reviewed the amounts written off during the year and included under exceptional items and also rational of such write off and disclosure thereof in the Financial Statements; and • We further discussed with the Management the adequacy of the allowance for impairment as recognised and reviewed the supporting documents provided in relation to the same. |
| <p>Verification of Inventories and Valuation thereof</p> <p>As at March 31, 2021, the Company has Rs. 11,765.84 Lakhs of Inventories (Note No. 7 of the Standalone Financial Statements). Given the size of the Inventory relative to the total assets of the Company and the estimates and judgements described below, the determination and valuation of Inventory required significant audit attention.</p> <p>Given the nature of Industry and volume of inventory and physical verification being undertaken by the management in phases and all the locations not being covered at a time , determination thereof in absence of specific identification, batches etc has largely been done on theoretical basis considering cross-sectional weight including for the locations not covered for verifications. Moreover, certain materials are lying in heaps and / or are susceptible to obsolescence and deterioration in quality. All these require specific procedures based on technical experience for arriving at the ground stock of usable / saleable inventory . The result of these procedures may not always be accurate and involves significant management judgement and estimation.</p> | <p>Our audit procedures based on which we arrived at the conclusion regarding reasonableness of determination of year-end inventory and valuation thereof include the following:</p> <ul style="list-style-type: none"> • Ensuring the effectiveness of the design, implementation and maintenance of controls over changes in inventory to determine whether the conduct of physical inventory verification at a date other than the date of the financial statement is appropriate and testing of those controls whether those have operated effectively. • Verification of Inventories at the year end have been undertaken by the management. • We have obtained and reviewed necessary evidences, working papers and documents for the physical verification carried out as above. Inventories at one location in Kolkata (holding 21.30 % of total inventories) was even attended by us. |

| Key audit Matters | Addressing the Key Audit Matters |
|--|--|
| <p>Due to COVID 19 related travel restriction on account of lockdown, the physical verification of the inventories could not be attended by us at the year end in Locations other than those situated at Kolkata.</p> <p>As disclosed in Note 1(C) (k), Inventories are held at lower of cost or Net Realizable Value determined using the First in First Out/ Weighted Average cost method. At year end, valuation of Inventories have been reviewed by the management and the cost of Inventory is reduced in cases where the Net Realizable value is lower.</p> <p>During the year certain items of inventories have been scrapped and/or recognized on estimated realizable price based on extensive review and as stated in Note No. 36 shortfall in value thereof has been charged out and shown as Exceptional Items.</p> <p>Management reviews the Ageing reports together with historical trends to estimate the likely future saleability of slow moving and older inventory items and performed a line-by-line analysis to ensure that it is stated at the lower of cost or net realizable value .</p> <p>.</p> | <ul style="list-style-type: none"> • In cases where inventories have been scrapped and are carried at estimated realizable price, reliance has been placed on management’s estimate provided in this respect to us. The adequacy of the disclosure made in this respect and adjustments given effect to in respect of this in the Financial statements have been reviewed by us so that to reflect the inventories as required in terms of the policy followed in this respect. • We have examined the valuation process/methodology and checks being performed at multiple levels to ensure that the valuation is consistent with and as per the policy followed in this respect. |

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 Director’s Report, Management Discussion and Analysis Report, Business Responsibility Report and Report on Corporate Governance, but does not include the consolidated financial statements, 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.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs (financial position), Profit or Loss (financial performance including other comprehensive income), Changes in Equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management 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.

Auditors' 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 auditors' 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 Standard on Auditing (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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

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

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

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

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

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

- I. 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 Act, we give in the “Annexure A”, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
- d) in our opinion, the aforesaid Standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements 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 control with reference to financial statements; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements –Refer Note no. 38 of the standalone financial statements.
 - II. The Company did not have any material foreseeable losses against long-term contracts, including derivative contracts and thereby requirement for making provision in this respect is not applicable to the company
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- III. With respect to the reporting under Section 197 (16) of the Act to be included in the Auditors' Report, in our opinion and according to the information and explanations given to us, the Remuneration (including Sitting fees) paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act and is not in excess of the limit laid down therein.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

Place: Kolkata
Date: June 30, 2021

Boman Parakh
Partner
Membership No: 053400
UDIN: 21053400AAAAZ9634

ANNEXURE "A" TO THE AUDITORS' REPORT OF EVEN DATE:

The Statement referred to in paragraph (i) with the heading 'Report on other legal and regulatory requirements' of our Report of even date to the members of BMW Industries Limited on the Standalone Financial Statements of the Company for the year ended March 31, 2021, we report that:

- i)
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets..
 - b. There is a phased programme of verification of such assets, based on which physical verification of fixed assets is being carried out by the management. Discrepancies in respect of fixed assets verified during the year were not material
 - c. Based on verification of title deeds/ lease deeds produced to us by the management and according to the information and explanations given to us, in our opinion, the title deeds/ lease deeds of immovable properties are held in the name of the company.
- ii) As explained to us, inventories in respect of the locations covered except scrap have been physically verified during the year at reasonable intervals by the management. Inventories of scrap has been taken based on visual estimations and have been valued at estimated realizable value . As far as ascertained, discrepancies noticed on verification between the physical stocks and the book records were not material and the same has been properly dealt with in the books of account.
- iii) According to the information and explanations given to us, the Company has granted unsecured loans to subsidiary company which are covered in the register maintained under Section 189 of the Act.

In respect of the loans so granted by the Company, there were no stipulations with respect to repayment of principal amount. As stated, these are repayable on demand. Loan given to one of the subsidiary being strategic in nature and to provide the financial support to the subsidiary company, interest has been waived during the year.

As informed to us, having regard to above, there are no overdue amounts outstanding in respect of such loans and interest thereon where applicable and the terms and conditions thereof as such, prima facie, are not prejudicial to the interest of the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v) The Company has not accepted any deposits. Consequently, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Act in respect of the Company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been maintained. We have, however not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
- vii)
 - a. According to the information and explanations given to us, during the year, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Goods and Services Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to it. However, according to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on March 31, 2021 for

a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us, the details of disputed dues of income tax, sales tax, service tax, custom duty, excise duty and Value added Tax as at March 31, 2021, not deposited on account of any dispute are as follows:

| Name of the statute | Nature of dues | Rupees in Lakhs | Period to which the amount relates | Forum where dispute is pending |
|-----------------------------|--------------------|-----------------|------------------------------------|--|
| Income Tax Act, 1961 | Income Tax Demands | 163.55 | F.Y. 2012 – 2013 | Commissioner of income tax (Appeals) |
| Income Tax Act, 1961 | Income Tax Demands | 14.79 | F.Y. 2013 – 2014 | Commissioner of income tax (Appeals) |
| Central Sales Tax Act, 1956 | Central Sales Tax | 115.52 | F.Y. 2012-2013 | Joint Commissioner of Commercial Taxes(Appeals) |

- viii) In our opinion and on the basis of information and explanations given to us by the management, the Company has not defaulted in repayment of dues to banks, financial institutions and governments. As explained, the company does not have any dues to debenture holders.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- x) During the course of our examination of books of account carried out during the year in accordance with generally accepted auditing practices in India, we have neither come across incidence of any material fraud during the year by the Company or on the Company by the officers and employees nor have we been informed of any such cases by the management.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone 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. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 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.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

Place: Kolkata
Date: June 30, 2021

Boman Parakh
Partner
Membership No: 053400
UDIN: 21053400AAAAAZ9634

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph ii (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls with reference to Standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls with reference to the Standalone Financial Statements of BMW Industries Limited (“the Company”) as at March 31, 2021 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Standalone financial statements 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control with reference to Standalone Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone financial statements included obtaining an understanding of such internal financial controls with reference to Standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to Standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone financial statements includes

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

Inherent Limitations of Internal Financial Controls with reference to Standalone financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone financial statements and such internal financial controls with reference to Standalone financial statements were operating effectively as at March 31, 2021, based on the internal financial controls with reference to Standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

Boman Parakh
Partner
Membership Number: 053400
UDIN: 21053400AAAAAZ9634

Place: Kolkata
Date: June 30, 2021

Rupees in Lakhs

| ASSETS | Notes No. | As at March 31, 2021 | As at March 31, 2020 |
|---|-----------|----------------------|----------------------|
| Non-current Assets | | | |
| (a) Property, Plant and Equipment | 2 | 39,018.19 | 45,597.07 |
| (b) Capital Work-in-progress | 2A | 3,707.19 | 3,189.58 |
| (c) Intangible Assets | 3 | 2.40 | 2.78 |
| (d) Financial Assets | | | |
| i) Investments | 4 | 665.69 | 665.69 |
| ii) Other Financial Assets | 5 | 843.04 | 797.17 |
| (e) Other Non-current assets | 6 | 6,464.21 | 1,996.32 |
| Total Non-current Assets | | 50,700.72 | 52,248.61 |
| Current Assets | | | |
| (a) Inventories | 7 | 11,765.84 | 20,715.26 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 8 | 7,589.36 | 12,234.14 |
| (ii) Cash and cash equivalents | 9 | 9.30 | 252.64 |
| (iii) Other Bank balances | 10 | 469.95 | 765.17 |
| (iv) Loans | 11 | 246.28 | 400.33 |
| (v) Others | 12 | 42.52 | 126.85 |
| (c) Other current assets | 13 | 6,460.36 | 8,399.32 |
| Total Current Assets | | 26,583.61 | 42,893.71 |
| Assets Classified as held for sale | 14 | 305.22 | 305.22 |
| Total Assets | | 77,589.55 | 95,447.54 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 15 | 2,250.86 | 2,250.86 |
| (b) Other Equity | 16 | 40,519.67 | 52,237.06 |
| Total Equity | | 42,770.53 | 54,487.92 |
| Non-current Liabilities | | | |
| (a) Financial Liabilities | | | |
| i) Borrowings | 17 | 9,905.68 | 3,610.96 |
| ii) Other Financial Liabilities | 18 | 3,044.93 | 2,849.00 |
| (b) Provisions | 19 | 151.37 | 281.30 |
| (c) Deferred Tax Liabilities (Net) | 20 | 1,015.41 | 4,849.83 |
| (d) Other Non-Current Liabilities | 21 | 553.78 | 748.65 |
| Total Non-current Liabilities | | 14,671.17 | 12,339.74 |
| Current liabilities | | | |
| (a) Financial Liabilities | | | |
| i) Borrowings | 22 | 10,253.64 | 20,062.79 |
| ii) Trade Payables | 23 | | |
| - Total outstanding dues to Micro and Small Enterprise | | - | - |
| - Total outstanding dues to creditors other than Micro and Small Enterprise | | 2,674.50 | 809.69 |
| iii) Other Financial Liabilities | 24 | 6,731.42 | 7,059.09 |
| (b) Other current liabilities | 25 | 461.60 | 327.32 |
| (c) Provisions | 26 | 26.69 | 13.13 |
| (d) Current Tax Liability (Net) | 27 | - | 347.86 |
| Total Current liabilities | | 20,147.85 | 28,619.88 |
| Total liabilities | | 34,819.02 | 40,959.62 |
| Total Equity and Liabilities | | 77,589.55 | 95,447.54 |

Accompanying Notes on Financial Statements 1 - 49
These notes are an integral part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

As per our report of even date

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.-301051E

Ram Gopal Bansal
Chairman
DIN: 00144159

Harsh kumar Bansal
Director
DIN : 00137014

Boman Parakh
Partner

Abhishek Agarwal
Chief Financial Officer

Vikram Kapur
Company Secretary

Membership No. 053400
Place: Kolkata
Date: June 30, 2021

| Sl No. | Particulars | Notes | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--------|--|-------|--------------------------------------|--------------------------------------|
| I | Revenue from operations | 28 | 35,682.59 | 60,069.00 |
| II | Other Income | 29 | 905.16 | 1,438.68 |
| III | Total Income (I + II) | | 36,587.75 | 61,507.68 |
| IV | EXPENSES | | | |
| | Cost of materials consumed | 30 | 14,965.43 | 31,015.44 |
| | Changes in inventories of finished goods, stock in trade and work-in-progress | 31 | 1,039.58 | 165.62 |
| | Employee benefits expense | 32 | 1,701.86 | 2,544.58 |
| | Finance costs | 33 | 2,850.80 | 4,516.24 |
| | Depreciation and amortisation expenses | 34 | 4,651.02 | 4,547.59 |
| | Other expenses | 35 | 8,865.67 | 15,558.57 |
| | Total Expenses (IV) | | 34,074.36 | 58,348.04 |
| V | Profit before exceptional items and tax (III - IV) | | 2,513.39 | 3,159.64 |
| VI | Exceptional Items | 36 | (18,128.55) | - |
| VII | Profit/(loss) before tax (V-VI) | | (15,615.16) | 3,159.64 |
| VIII | Tax Expense | | | |
| | Current tax | 37 | - | 1,112.98 |
| | Deferred tax- Charge/(Credit) | 20 | (3,850.36) | (350.41) |
| | | | (3,850.36) | 762.57 |
| IX | Profit/(Loss) for the year (VII-VIII) | | (11,764.80) | 2,397.07 |
| X | Other comprehensive income | | | |
| | Items that will not be reclassified to profit or loss | | | |
| | -Remeasurement gains / (losses) on defined benefit plans | | 63.35 | (47.51) |
| | -Income tax relating to items that will not be reclassified to profit or loss | 37.2 | (15.94) | 11.96 |
| | Other Comprehensive Income for the year(net of tax) | 37.3 | 47.41 | (35.55) |
| XI | Total comprehensive Income for the year comprising profit and other comprehensive income for the year(IX + X) | | (11,717.39) | 2,361.52 |
| XII | Earnings per Equity share (par value Re 1 each): | | | |
| | (1) Basic(Rs.) | 40 | (5.23) | 1.07 |
| | (2) Diluted(Rs.) | 40 | (5.23) | 1.07 |

Accompanying Notes on Financial Statements

1 - 49

These notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For and on behalf of the Board of

For Lodha & Co.

Chartered Accountants

Firm's ICAI Registration No.-301051E

Boman Parakh

Partner

Membership No. 053400

Place: Kolkata

Date : June 30, 2021

Ram Gopal Bansal

Chairman

DIN: 00144159

Harsh Kumar Bansal

Director

Din : 00137014

Abhishek Agarwal

Chief Financial Officer

Vikram Kapur

Company Secretary

| A. CASH FLOW FROM OPERATING ACTIVITIES | For the year ended March 31, 2021 | | For the year ended March 31, 2020 | |
|---|-----------------------------------|--------------------|-----------------------------------|--------------------|
| | | | | |
| NET PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX | | (15,615.16) | | 3,159.64 |
| ADJUSTMENTS FOR - | | | | |
| Depreciation and Amortisation | 4,651.02 | | 4,547.59 | |
| Finance Costs | 2,850.80 | | 4,516.24 | |
| Liabilities no longer required written back | (226.45) | | (108.71) | |
| Interest Income | (299.56) | | (1,202.61) | |
| proposed Dividend | - | | - | |
| Irrecoverable Balance written off | 29.67 | | 1,689.16 | |
| Dividend Income | - | | (12.00) | |
| (Profit)/ Loss on sale of Property, Plant and Equipment | (161.68) | | 9.72 | |
| Exceptional Items | 18,128.55 | | - | |
| | | 24,972.35 | | 9,439.39 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | | 9,357.19 | | 12,599.03 |
| ADJUSTMENTS FOR - | | | | |
| Trade and other receivables | 526.87 | | 5,516.48 | |
| Inventories | 781.15 | | 374.27 | |
| Loans and Advances | 287.53 | | (170.94) | |
| Trade Payable and Other Liabilities | 2,295.32 | | (4,186.28) | |
| | | 3,890.87 | | 1,533.53 |
| CASH GENERATED FROM OPERATIONS | | 13,248.06 | | 14,132.56 |
| Direct Taxes Paid | | (659.58) | | (1,197.67) |
| NET CASH FLOW FROM OPERATING ACTIVITIES | | 12,588.48 | | 12,934.89 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | | | |
| Purchase of Property, Plant and Equipments | (6,340.32) | | (2,180.54) | |
| Sale of Property, Plant and Equipments | 6.93 | | 16.49 | |
| Dividend Income | - | | 12.00 | |
| Interest Income | 299.56 | | 1,202.61 | |
| Deposit with Banks Original maturity with more than 3 months | 227.35 | | 4.87 | |
| Unsecured Loan / Advance given to a Subsidiary | - | | - | |
| NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | | (5,806.48) | | (944.57) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Interest Paid | (2,870.07) | | (4,474.41) | |
| Repayments of Short Term Borrowings from Bank | (9,809.15) | | (3,469.71) | |
| Repayment of Long Term Borrowings from Banks | (4,390.14) | | (5,649.49) | |
| Proceeds of Long Term Borrowings from Banks | 10,376.00 | | - | |
| Proceeds from Long Term Borrowings from Others | - | | 3,250.00 | |
| Repayment of Long Term Borrowings from Others | (264.71) | | - | |
| Proceeds from Long Term Borrowings from Bodies Corporate | 14.52 | | - | |
| Repayment of Long Term Borrowings from Bodies Corporate | - | | (1,615.75) | |
| Repayment of Lease Liability | (81.79) | | (41.05) | |
| Proceeds/ (Repayments)from Long Term Borrowings from Bodies Corporate | | | - | |
| Payment of Dividend including Taxes | | | - | |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | (7,025.34) | | (12,000.41) |
| NET INCREASE/(DECREASE) IN CASH and CASH EQUIVALENTS (A+B+C) | | (243.34) | | (10.09) |
| Cash and Cash Equivalents as at the beginning of the year (Refer Note No. 9) | | 252.64 | | 262.73 |
| Cash and Cash Equivalents as at the end of the year (Refer Note No. 9) | | 9.30 | | 252.64 |

Note:

1. Cash and Cash Equivalents consists of cash on hand and Bank balances in Current Account, Dividend Account and Short Term Deposits with original maturity of less than three months. The details of cash and cash equivalents as per Note 9 is as under:

| Particulars | Rupees in Lakhs | |
|--|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Balances with banks | | |
| In current account | 6.32 | 30.98 |
| In Fixed Deposits (having original maturity of less than 3 months) | - | 44.37 |
| Cheques on Hand | - | 173.94 |
| Cash on hand | 2.98 | 3.35 |
| Total cash and cash equivalents | 9.30 | 252.64 |

2. Reconciliation of Liabilities arising from Financing activities

Rupees in Lakhs

| Particulars | As at March 31, 2020 | Proceeds Raised | Non cash adjustment | Repayment | As at March 31, 2021 |
|-------------------------------|----------------------|------------------|---------------------|--------------------|----------------------|
| Long Term Borrowings | | | | | |
| - From Bank | 7,542.69 | 10,376.00 | (119.52) | (4,390.14) | 13,409.03 |
| -From others | 1947.19 | - | (44.07) | (264.71) | 1,638.41 |
| -From bodies corporate | 94.53 | 14.52 | 0.01 | - | 109.06 |
| Short Term Borrowings | | | | | |
| -From Bank | 20,062.79 | - | | (9,809.15) | 10,253.64 |
| Lease Liabilities | 1,461.34 | | 163.58 | (81.79) | 1,543.13 |
| Total | 31,108.54 | 10,390.52 | 0.00 | (14,545.79) | 26,953.27 |

3.The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 on Statement of Cash Flows.

4. The Company has incurred Rs. 113.33 lakhs on account of Corporate Social Responsibility (CSR) Expenditure during the year ended March 31,2021 (Previous year Rs.114.65 lakhs)

Accompanying Notes on Financial Statements

1-49

These notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

For Lodha & Co.

Chartered Accountants

Firm's ICAI Registration No.-301051E

Ram Gopal Bansal

Chairman

DIN: 00144159

Harsh kumar Bansal

Director

Din : 00137014

Boman Parakh

Partner

Membership No. 053400

Place: Kolkata

Date: June 30, 2021

Abhishek Agarwal

Chief Financial Officer

Vikram Kapoor

Company Secretary

BMW Industries Limited
Standalone Statement of changes in Equity for the year ended 31st March, 2021

(a) Equity Share Capital

| Particulars | Rupees in Lakhs |
|-------------------------|-----------------|
| As at March 31, 2019 | 2,250.86 |
| Changes during the year | - |
| As at March 31, 2020 | 2,250.86 |
| Changes during the year | - |
| As at March 31, 2021 | 2,250.86 |

(b) Other Equity

Rupees in Lakhs

| Particulars | Reserves and Surplus | | | | Other Comprehensive Income | Total |
|--|----------------------|--------------------|-----------------|-------------------|---|-------------|
| | Capital Reserve | Securities Premium | General Reserve | Retained Earnings | Remeasurement of Defined Benefit Obligation | |
| As at 31st March 2019 | 432.17 | 16,682.97 | 2,207.29 | 30,553.11 | - | 49,875.54 |
| Profit for the year | | | | 2,397.07 | - | 2,397.07 |
| Other comprehensive income (net of tax) : | | | | | | |
| Impact of Remeasurement of Defined Benefit plans | | | | | (35.55) | (35.55) |
| Transferred to Retained Earnings | | | | (35.55) | 35.55 | - |
| As at 31st March 2020 | 432.17 | 16,682.97 | 2,207.29 | 32,914.63 | - | 52,237.06 |
| Profit/(Loss) for the year | | | | (11,764.80) | | (11,764.80) |
| Other comprehensive income (net of tax) : | | | | | | |
| Impact of Remeasurement of Defined Benefit plans | | | | | 47.41 | 47.41 |
| Transferred to Retained Earnings | | | | 47.41 | (47.41) | - |
| As at 31st March 2021 | 432.17 | 16,682.97 | 2,207.29 | 21,197.24 | - | 40,519.67 |

Refer Note No. 16 for nature and purpose of reserves

Accompanying Notes on Financial Statements
These notes are an integral part of the Standalone Financial Statements.

1 - 49

As per our report of even date

For and on behalf of the Board

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.-301051E

Ram Gopal Bansal
Chairman
DIN: 00144159

Harsh kumar Bansal
Director
Din : 00137014

Boman Parakh
Partner

Membership No. 053400
Place: Kolkata
Date: June 30, 2021

Abhishek Agarwal
Chief Financial Officer

Vikram Kapoor
Company Secretary

Notes to the Standalone Financial Statements

2. Property Plant and Equipment

Rupees in Lakhs

| Particulars | Freehold Land | Land-Right-of-Use (Refer Note No. 42) | Building-Right-of-Use (Refer Note No. 42) | Buildings | Plant and Equipment | Furniture and Fixtures | Vehicles | Total |
|--------------------------------------|---------------|--|--|-----------|---------------------|------------------------|----------|------------|
| (A) Gross Carrying Amount | | | | | | | | |
| As at March 31,2019 | 952.11 | - | - | 7,460.99 | 51,268.41 | 326.38 | 2,026.53 | 62,034.42 |
| Additions/Adjustments | | 1585.82 | 53.32 | 13.80 | 127.80 | 309.16 | 110.01 | 2,199.91 |
| Disposal / Adjustments | | - | - | | (85.01) | - | (44.94) | (129.95) |
| Other Adjustments | | - | - | (0.21) | | | | (0.21) |
| As at March 31,2020 | 952.11 | 1,585.82 | 53.32 | 7,474.58 | 51,311.20 | 635.54 | 2,091.60 | 64,104.17 |
| Additions / Adjustments | - | | | 796.39 | 1,196.22 | 1.30 | 30.21 | 2,024.12 |
| Disposal / Adjustments | - | | | (873.80) | (3,089.87) | (37.29) | (138.53) | (4,139.49) |
| Other Adjustments | | | | - | - | - | - | - |
| As at March 31,2021 | 952.11 | 1,585.82 | 53.32 | 7,397.17 | 49,417.55 | 599.55 | 1,983.28 | 61,988.80 |
| (B) Accumulated Depreciation | | | | | | | | |
| As at March 31,2019 | - | | | 847.29 | 12,134.58 | 121.84 | 960.05 | 14,063.76 |
| Charge for the year | | 66.09 | 10.66 | 301.67 | 3,778.48 | 69.17 | 321.01 | 4,547.08 |
| Disposal / Adjustments | | | | | (79.46) | | (24.28) | (103.74) |
| Other Adjustments | | | | | | | | - |
| As at March 31,2020 | - | 66.09 | 10.66 | 1,148.96 | 15,833.60 | 191.01 | 1,256.77 | 18,507.09 |
| Charge for the year | - | 75.02 | 10.67 | 342.25 | 3,855.71 | 73.41 | 293.58 | 4,650.64 |
| Disposal / Adjustments | - | - | - | (32.10) | (98.31) | (13.78) | (42.93) | (187.12) |
| Other Adjustments | | | | | | | | - |
| As at March 31,2021 | - | 141.11 | 21.33 | 1,459.11 | 19,591.00 | 250.64 | 1,507.42 | 22,970.61 |
| (C) Net Carrying Amount (A-B) | | | | | | | | |
| As at March 31,2019 | 952.11 | | | 6,613.70 | 39,133.83 | 204.54 | 1,066.48 | 47,970.66 |
| As at March 31,2020 | 952.11 | 1,519.73 | 42.66 | 6,325.62 | 35,477.60 | 444.53 | 834.82 | 45,597.07 |
| As at March 31,2021 | 952.11 | 1,444.71 | 31.99 | 5,938.06 | 29,826.55 | 348.91 | 475.86 | 39,018.19 |

Notes:

- 2.1 Refer Note No. 17.1 and 22.1 in respect of charge created on Property, Plant and Equipment against borrowings.
- 2.2 Refer Note No. 36
- 2.3 Addition to plant and equipment during the year ended 31st March, 2021 includes Rs. 1495.59 lakhs being inventories used in construction of assets. (Also Refer Note No. 31)

2A Capital Work-In-Progress

Rupees in Lakhs

| Particular | Asset under construction | Land and Other Developments | Pre-Operative Expenses | Total |
|---|--------------------------|-----------------------------|------------------------|-----------------|
| As at March 31,2019 | 2,158.32 | 130.00 | - | 2,288.32 |
| Additions | 1,196.01 | 23.40 | - | 1,219.41 |
| Capitalised | 318.15 | - | - | 318.15 |
| Charged to the statement of Profit and Loss | - | - | - | - |
| As at March 31,2020 | 3,036.18 | 153.40 | - | 3,189.58 |
| Additions | 1,948.84 | - | 11.96 | 1,960.80 |
| Capitalised | 1,394.25 | - | - | 1,394.25 |
| Charged to the statement of Profit and Loss | 48.94 | - | - | 48.94 |
| As at March 31,2021 | 3,541.83 | 153.40 | 11.96 | 3,707.19 |

2A.1 The Company as part of growth plan has decided to utilize industrial leasehold land under their possession in Bokaro for setting up a new project i.e, Steel Service Centre with the objective of diversifying and increasing the company's presence in that region and improve the overall market share. Rs. 149.01 lakhs incurred during the construction of the said project and relatable there to have been classified and carried forward as Capital Work in Progress to be capitalised on completion of the project.

3. Intangible Assets

Rupees in Lakhs

| Particulars | Computer Software |
|--------------------------------------|-------------------|
| (A) Gross Carrying Amount | |
| As at March 31,2019 | 23.14 |
| Additions | - |
| Disposal / Adjustments | - |
| As at March 31,2020 | 23.14 |
| Additions | - |
| Disposal / Adjustments | - |
| As at March 31,2021 | 23.14 |
| (B) Accumulated Amortisation | |
| As at March 31,2019 | 19.85 |
| Charge for the year | 0.51 |
| Charge for the year | 0.38 |
| As at March 31,2021 | 20.74 |
| (C) Net Carrying Amount (A-B) | |
| As at March 31,2019 | 3.29 |
| As at March 31,2020 | 2.78 |
| As at March 31,2021 | 2.40 |

Notes to the Standalone Financial Statements

4 Investments - Non Current

Rupees in Lakhs

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|--------|----------------------|--------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Measured at Cost, Unquoted | | | | |
| Investments in equity Instruments of Subsidiaries | | | | |
| Sail Bansal Service Centre Limited (Face Value Rs.10 each) | 4,800,000 | 480.00 | 4,800,000 | 480.00 |
| Confident Financial Consultancy Private Limited (Face Value Rs.10 each) | 293,000 | 17.40 | 293,000 | 17.40 |
| Perfect Investment Consultancy Private Limited (Face Value Rs.10 each) | 304,000 | 19.54 | 304,000 | 19.54 |
| Sidhant Investment Advisory Private Limited (Face Value Rs.10 each) | 498,000 | 32.64 | 498,000 | 32.64 |
| Sidhi Vinayak Commosales Private Limited (Face Value Rs.10 each) | 295,000 | 18.66 | 295,000 | 18.66 |
| Shri Hari Vincom Private Limited (Face Value Rs.10 each) | 329,000 | 21.81 | 329,000 | 21.81 |
| Narayan Dealcom Private Limited (Face Value Rs.10 each) | 422,000 | 26.79 | 422,000 | 26.79 |
| Fairplan Vintrade Private Limited (Face Value Rs.10 each) | 394,000 | 25.39 | 394,000 | 25.39 |
| Nageshwar Tradelink Private Limited (Face Value Rs.10 each) | 370,000 | 23.46 | 370,000 | 23.46 |
| | | 665.69 | | 665.69 |
| 4.1 Aggregate amount of unquoted investments | | 665.69 | | 665.69 |

4.2 Details of Subsidiaries in accordance with Ind AS 112 "Disclosure of interests in other entities" :

| Name of subsidiaries | Principal activity | Place of incorporation and principal place of business | Proportion of ownership interest/voting rights held by the Company | |
|---|--------------------|--|--|----------------------|
| | | | As at March 31, 2021 | As at March 31, 2020 |
| Sail Bansal Service Centre Limited | Manufacturing | India | 60.00% | 60.00% |
| Confident Financial Consultancy Private Limited | Investment | India | 100.00% | 100.00% |
| Perfect Investment Consultancy Private Limited | Investment | India | 100.00% | 100.00% |
| Sidhant Investment Advisory Private Limited | Investment | India | 100.00% | 100.00% |
| Sidhi Vinayak Commosales Private Limited | Investment | India | 100.00% | 100.00% |
| Shri Hari Vincom Private Limited | Investment | India | 100.00% | 100.00% |
| Narayan Dealcom Private Limited | Investment | India | 100.00% | 100.00% |
| Fairplan Vintrade Private Limited | Investment | India | 100.00% | 100.00% |
| Nageshwar Tradelink Private Limited | Investment | India | 100.00% | 100.00% |

4.3 Particulars of Investments as required in terms of Section 186(4) of the Companies Act, 2013, have been disclosed under Note No. 4 above

5 Other Financial Assets- Non Current

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|---|----------|-------------------------|----------------------|
| | (Unsecured, Considered good unless otherwise stated) | | | |
| | At amortised cost | | | |
| (a) | Security Deposits | | 511.45 | 533.45 |
| (b) | Fixed Deposit with Bank (having maturity more than 12 months) | 5.1 | 331.59 | 263.72 |
| | | | 843.04 | 797.17 |

Notes:

5.1 Kept as lien against Bank Guarantee

6 Other Non Current Assets

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|--|----------|-------------------------|----------------------|
| (a) | Capital Advances | 6.1 | 6,152.29 | 1,988.24 |
| | Advances other than Capital Advances | | | |
| (b) | Advance Tax including Tax Deducted at Source | 6.2 | 311.73 | - |
| (c) | Prepaid Expenses | | 0.19 | 8.08 |
| | | | 6,464.21 | 1,996.32 |

6.1 Capital Advance includes Rs. 1366.77 lakhs (March 31, 2020 Rs. 1366.77 lakhs) given to a foreign supplier against purchase of certain Equipments for which the order have been cancelled and the amount shall be adjusted against future supplies of Equipments to be procured by the Company from the said supplier.

6.2 Advance Tax including Tax deducted at Source as on 31st March, 2021 is net of provision for Income tax of Rs. 1597.23 Lakhs.

Notes to the Standalone Financial Statements

7 Inventories (Valued at lower of cost or estimated Net realisable Value)

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------|----------|----------------------|----------------------|
| (a) Raw materials | | 6,644.34 | 9,145.09 |
| (b) Work in Progress | | 549.42 | 3,042.68 |
| (c) Finished goods | 7.3 | 2,302.80 | 6,187.75 |
| (d) Stores and Spares | | 2,269.28 | 2,339.74 |
| | | 11,765.84 | 20,715.26 |

Notes:

7.1 Refer Note No. 17.1 and 22.1 in respect of charge created on Inventories against borrowings.

7.2 Refer Note No. 36

7.3 During the year, Inventories of finished goods based on an extensive review have been scrapped and taken at estimated realisable value. Shortfall in value in this respect have been charged out during the year and included under exceptional items (Note No. 36).

Such Inventories amounting to Rs. 652.25 Lakhs continued to be included under Finished Goods at realisable value of the scrap as on 31st March 2021.

8 Trade Receivables - Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|------------------|----------|----------------------|----------------------|
| Unsecured | | | |
| Considered Good | 8.1 | 7,589.36 | 12,234.14 |
| | | 7,589.36 | 12,234.14 |

Notes:

8.1 Trade Receivables are non interest bearing and are generally on credit terms of 30 to 90 days. The ageing of Trade Receivables are as follows:

| Particulars | Rupees in Lakhs | |
|-----------------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Within the credit period | 4,434.30 | 8,546.93 |
| 1-180 days past due | 753.49 | 1,326.83 |
| More than 180 days past due | 2,401.57 | 2,360.38 |
| Total | 7,589.36 | 12,234.14 |

8.2 Refer Note No. 17.1 and 22.1 in respect of charge created on Trade Receivable against borrowings.

8.3 The company has reviewed its account receivable based on the financial condition of the customer after considering the current economic environment on case to case basis. Based on such review, Other than those as given in Note No. 36, no impairment in values thereof are expected to arise.

The concentration of credit risks in respect of manufactured goods sold is limited due to customer base being backed by large number of unrelated parties. In respect of services provided, the Company's significant revenues are derived from one customer which is a well established public limited company listed on stock exchange in India and therefore concentration of credit risk is limited.

Notes to the Standalone Financial Statements

9 Cash and cash equivalents

(As certified by the management)

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| (a) Balances with banks | | | |
| In Current accounts | | 6.32 | 30.98 |
| in Fixed Deposit (having original maturity of less than 3 months) | | - | 44.37 |
| (b) Cheques on hand | | - | 173.94 |
| (c) Cash on hand | | 2.98 | 3.35 |
| | | 9.30 | 252.64 |

10 Other Bank balances

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| (a) Unpaid Dividend | 10.1 | 0.07 | 0.07 |
| (b) Fixed Deposit with Bank (having original maturity of more than 3 months and less than 12 Months) | 10.2 | 469.88 | 765.10 |
| | | 469.95 | 765.17 |

Notes:

- 10.1 Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them.
- 10.2 Kept as lien against Bank Guarantee.

11 Loans

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| (Unsecured, Considered good unless otherwise stated) | | | |
| At Amortised Cost | | | |
| (a) Loans to bodies corporate | 11.1 | 204.05 | 204.05 |
| (b) Loans to others | | - | 114.90 |
| (c) Loans to employees | | 42.23 | 81.38 |
| | | 246.28 | 400.33 |

11.1 Details of Loans to Bodies Corporate under Section 186 (4) of the Companies Act 2013

Rupees in Lakhs

| Name of the Bodies Corporate | Purpose of Loan | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|------------------------|----------------------|----------------------|
| Vikram Financial Services Limited | General Corporate Loan | 154.05 | 154.05 |
| Sansar Vyapar Private Limited | General Corporate Loan | 50.00 | 50.00 |

11.2 The above Loan carries Interest @ 12 % per annum.

12 Other Financial Assets

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| (Unsecured, Considered good unless otherwise stated) | | | |
| At Amortised Cost | | | |
| (a) Security Deposit | | 31.43 | 31.43 |
| (b) Grant Receivable | | - | 90.00 |
| (c) Interest accrued on Deposits | | 11.09 | 5.42 |
| | | 42.52 | 126.85 |

| 13 Other Current Assets | | Rupees in Lakhs | | |
|---|---------------|----------------------|----------------------|--|
| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 | |
| Advances other than Capital advances | | | | |
| (a) Advances against goods and services | | 5,629.73 | 8,110.56 | |
| (b) Advance to related parties | 13.1 and 13.2 | 98.85 | 208.10 | |
| (c) Balances with government authorities | | 289.97 | 28.19 | |
| (d) Prepaid expenses | | 38.77 | 44.08 | |
| (e) Surplus / Obsolete Assets | 13.3 | 395.33 | - | |
| (f) Deferred Loss on fair valuation of Financial Instrument | | - | 0.69 | |
| (g) Others | | 7.71 | 7.70 | |
| | | 6,460.36 | 8,399.32 | |

Notes:

13.1 Represent amount receivable from subsidiary which is repayable on demand. However considering that the amount so given is strategic in nature and to provide Support to the subsidiary, Interest there against has been waived and has not been accrued.

13.2 Disclosure pursuant to Regulation 34(3) of the Securities Exchange Board of India (SEBI) (Listing Obligations and disclosure requirements) Regulations, 2015.

| Loans and Advances in the nature of loan to Subsidiaries | Amount Outstanding as at March 31, 2021 | Maximum Amount Outstanding during the year ended 2020-21 | Amount Outstanding as at March 31, 2020 | Maximum Amount Outstanding during the year ended 2019-20 |
|--|---|--|---|--|
| Sail Bansal Service Centre Limited | 98.85 | 294.29 | 208.10 | 293.10 |

13.3 Surplus Assets / Obsolete Assets held for disposal are shown at lower of book value and net realizable value.

| 14 Assets classified as held for sale | | Rupees in Lakhs | | |
|--|----------|----------------------|----------------------|--|
| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 | |
| Investment in equity instruments of a subsidiary | 14.1 | 305.22 | 305.22 | |
| | | 305.22 | 305.22 | |

14.1 The Company entered into a Share Purchase Agreement (SPA) on 04th April, 2017 inter-alia with M/S Anand Itta Bhata Udyog Private Limited for sale of its entire shareholding in Bansal Nepal Private Limited, subsidiary of the company consisting of 508693 equity shares of Rs. 60/- each subject to compliance and completion of the formalities under the Foreign Exchange Management Act and the conditions precedent in terms of the Sale Purchase Agreement. Consequently, the said investments has been classified as held for sale at its realisable value.

Notes to the Standalone Financial Statements

15 Equity Share Capital

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| Authorised: 500,000,000 Equity Shares of Re. 1 each (Previous Year 500,000,000 shares of Re. 1 each) | | 5,000.00 | 5,000.00 |
| | | 5,000.00 | 5,000.00 |
| Issued,Subscribed and fully paid up: 225,086,460 Equity Shares of Re. 1 each (Previous Year 225,086,460 shares of Re. 1 each) | | 2,250.86 | 2,250.86 |
| | | 2,250.86 | 2,250.86 |

Notes:

- 15.1 The company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, 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. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in proportion to their shareholding.
- 15.2 There has been no changes/movements in number of shares outstanding at the beginning and at the end of the reporting period.

15.3 Shareholders holding more than 5% equity shares

| Name of Equity Shareholders | Note No | Number of Equity Shares Held | |
|------------------------------------|---------|------------------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Ram Gopal Bansal | | 35,831,000 | 35,750,000 |
| Harsh Kumar Bansal | | 18,464,750 | 18,447,250 |
| Vivek Kumar Bansal | | 14,039,581 | 14,022,080 |
| Gaungour Sales Private Limited | | 41,187,500 | - |
| Tricom Investments Private Limited | 15.3.1 | 14,976,426 | 6,485,500 |

- 15.3.1 The percentage of Share holding has been increased from 2.88 % to 6.65% on being purchase of further equity shares

- 15.4 The Company does not have any Holding Company/Ultimate Holding Company.

16 Other Equity

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------|----------------------|----------------------|
| Capital Reserve | | | |
| As per last Balance Sheet | | 432.17 | 432.17 |
| As at Balance Sheet date | 16.2 | 432.17 | 432.17 |
| Securities Premium | | | |
| As per last Balance Sheet | | 16,682.97 | 16,682.97 |
| As at Balance Sheet date | 16.3 | 16,682.97 | 16,682.97 |
| General Reserve | | | |
| As per last Balance Sheet | | 2,207.29 | 2,207.29 |
| As at Balance Sheet date | 16.4 | 2,207.29 | 2,207.29 |
| Retained earnings | | | |
| As per last balance sheet | | 32,914.63 | 30,553.11 |
| Profit/(Loss)for the year | | (11,764.80) | 2,397.07 |
| Transfer from Other Comprehensive Income | | 47.41 | (35.55) |
| As at Balance Sheet date | 16.5 | 21,197.24 | 32,914.63 |
| Other Comprehensive Income | | | |
| Other Comprehensive Income for the year | | 47.41 | (35.55) |
| Transfer to retained earnings | | (47.41) | 35.55 |
| As at Balance Sheet date | 16.6 | - | - |

| | | | | |
|--|--|--|-----------|-----------|
| | | | 40,519.67 | 52,237.06 |
|--|--|--|-----------|-----------|

Notes:

16.1 Refer Statement of Changes in Equity for movement in balances of Reserves.

16.2 Capital Reserve

Capital Reserve comprises of:

| Particulars | Rupees in Lakhs | |
|---|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Government Grant Received | 15.00 | 15.00 |
| Forfeiture of Warrants convertible to Equity Shares | 417.17 | 417.17 |
| | 432.17 | 432.17 |

16.3 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

16.4 General Reserve

The general reserve is created from time to time by appropriating profits from retained earnings. The general reserve is created by a transfer from one component of equity to another and accordingly it is not reclassified to the Statement of profit and loss.

16.5 Retained Earnings

Retained earnings generally represent the undistributed profit/amount of accumulated earnings of the company .This includes Other Comprehensive Income/(Loss) of (Rs. 4.58 Lakhs) (March 31, 2020: (Rs. 51.99 lakhs)) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.

16.6 Other Comprehensive Income

Other Comprehensive Income represents gain/losses on defined benefit obligations which is transferred to retained earnings as stated in Note 16.5 above.

Notes to the Standalone Financial Statements

17 Borrowings

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | | As at March 31, 2020 | |
|----------|--------------------------|----------|----------------------|-----------------|----------------------|-----------------|
| | | | Non current | Current | Non current | Current |
| A | At Amortised Cost | | | | | |
| | Secured | | | | | |
| (a) | Term loans | | | | | |
| | From banks | | | | | |
| | -Rupee Loan | 17.1.1 | 8,741.85 | 4,653.89 | 1,971.31 | 3,128.90 |
| | - Foreign Currency Loan | | - | - | - | 2,270.52 |
| | From Others | 17.1.2 | 1,050.17 | 588.24 | 1,531.86 | 382.35 |
| (b) | Vehicle Loan | | | | | |
| | From banks | 17.1.3 | 4.60 | 8.69 | 13.26 | 158.70 |
| | From Others | | - | - | - | 32.98 |
| | | | 9,796.62 | 5,250.82 | 3,516.43 | 5,973.45 |
| B | Unsecured | | | | | |
| | From Bodies Corporate | 17.1.4 | 109.06 | - | 94.53 | - |
| | | | 109.06 | - | 94.53 | - |
| | Total | | 9,905.68 | 5,250.82 | 3,610.96 | 5,973.45 |

17.1 Nature of Security

17.1.1 Secured primarily by 1st charge on the fixed assets of the company's Unit at Gamharia situated in Jharkhand (existing as well as that of the Proposed Project) for both present and future and secured by First charge on all fixed assets located at GT Road both present and future, by way of equitable mortgage of the immovable assets and hypothecation of plant and machineries and other movable fixed assets. Further secured by personal guarantee of the three directors of the Company. Rate of interest being 0.35% to 2.25% above Bank Rate and is repayable at unamortised cost as follows:

| Financial Year | Rupees in Lakhs |
|----------------|------------------|
| 2021-2022 | 4,653.89 |
| 2022-2023 | 2861.74 |
| 2023-2024 | 2399.75 |
| 2024-2025 | 2474.75 |
| 2025-2026 | 1,099.77 |
| Total | 13,489.90 |

17.1.2 Secured by hypothecation of first charge over the company movable and immovable fixed assets at Adityapur and Manifit units. Rate of interest ranges from 9.25% to 10.25% and is repayable at unamortised cost as follows:

| Financial Year | Rupees in Lakhs |
|----------------|-----------------|
| 2021-22 | 588.24 |
| 2022-23 | 470.59 |
| 2023-24 | 470.59 |
| 2024-25 | 117.64 |
| Total | 1,647.06 |

17.1.3 Secured by hypothecation of vehicles acquired thereagainst. Rate of interest being ranges from 9.25% to 10.25% and is repayable at unamortised cost as follows:

| Financial Year | Rupees in Lakhs |
|----------------|-----------------|
| 2021-22 | 8.69 |
| 2022-23 | 4.60 |
| Total | 13.29 |

17.1.4 Interst free Unsecured Loan at unamortised cost outstanding as on March 31, 2021 is payable as per the repayment schedule as follows:

| Financial Year | Rupees in Lakhs |
|----------------|-----------------|
| 2023-2024 | 109.06 |
| Total | 109.06 |

18 Other Financial Liabilities - Non Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------|----------|----------------------|----------------------|
| At Amortised Cost | | | |
| Security Deposit | | 1,536.89 | 1,397.17 |
| Lease Liability | 42 | 1,508.04 | 1,451.83 |
| | | 3,044.93 | 2,849.00 |

19 Provision - Non Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------|----------|----------------------|----------------------|
| Provision for employee benefits | 19.1 | 151.37 | 281.30 |
| | | 151.37 | 281.30 |

Notes:

19.1 For other disclosures, refer Note 43

20 Deferred Tax Liabilities(Net)

The following is the analysis of Deferred Tax (Assets) / Liabilities presented in the Standalone Balance Sheet

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| (a) Deferred Tax Assets | | (2,890.81) | (311.66) |
| (b) Deferred Tax Liabilities | | 3,906.22 | 5,161.49 |
| Net deferred Tax (Assets)/ Liabilities | | 1,015.41 | 4,849.83 |

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2021 are given below :

Rupees in Lakhs

| 2020-2021 | Opening Balance | Charges/ (Credit) recognised in the Statement of Profit and Loss | Charges/ (Credit) recognised in the Other Comprehensive Income | Closing Balance |
|---|-----------------|---|---|-----------------|
| Deferred Tax Assets | | | | |
| Defined benefit obligation | 74.11 | 13.34 | 15.94 | 44.83 |
| Lease Rentals and Others | 74.22 | (20.59) | - | 94.81 |
| Carried Forward Business Loss | | (2,561.92) | | 2,561.92 |
| Fair Valuation of Financial Instruments | 163.33 | (25.92) | - | 189.25 |
| Total Deferred Tax Assets | 311.66 | (2,595.09) | 15.94 | 2,890.81 |
| Deferred Tax Liabilities | | | | |
| Property, plant and equipment | 5,161.49 | (1,255.27) | - | 3,906.22 |
| Total Deferred Tax Liabilities | 5,161.49 | (1,255.27) | - | 3,906.22 |
| NET DEFERRED TAX (ASSETS)/ LIABILITIES | 4,849.83 | (3,850.36) | 15.94 | 1,015.41 |

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2020 are given below :

Rupees in Lakhs

| 2019-2020 | Opening Balance | Charges/ (Credit) recognised in the Statement of Profit and Loss | Charges/ (Credit) recognised in the Other Comprehensive Income | Closing Balance |
|---|-----------------|---|---|-----------------|
| Deferred Tax Assets | | | | |
| Defined benefit obligation | 77.80 | 15.65 | (11.96) | 74.11 |
| Mat Credit entitlement | 1,985.06 | 1,985.06 | | - |
| Lease Rentals and Others | 83.07 | 8.85 | | 74.22 |
| Fair Valuation of Financial Instruments | 85.41 | (77.92) | | 163.33 |
| Total Deferred Tax Assets | 2,231.34 | 1,931.64 | (11.96) | 311.66 |
| Deferred Tax Liabilities | | | | |
| Timing difference with respect to Property, Plant & Equipment and Intangible assets | 7,443.54 | (2,282.05) | - | 5,161.49 |
| Total Deferred Tax Liabilities | 7,443.54 | (2,282.05) | - | 5,161.49 |
| NET DEFERRED TAX (ASSETS)/ LIABILITIES | 5,212.20 | (350.41) | (11.96) | 4,849.83 |

21 Other Non Current Liabilities

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| (a) Deferred gain on fair valuation of financial instrument | | 324.12 | 484.72 |
| (b) Deferred revenue arising from Government Grants | | 229.66 | 263.93 |
| | | 553.78 | 748.65 |

22 Borrowings - Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| Secured | | | |
| From Banks | | | |
| Cash credit/Working capital facilities repayable on demand | 22.1 | 10,253.64 | 18,988.79 |
| UnSecured | | | |
| From Bank | | | |
| Cash credit/Working capital facilities repayable on demand | | - | 1,074.00 |
| | | 10,253.64 | 20,062.79 |

22.1 Cash credits of Rs. 10,253.64 Lakhs (Previous Year Rs. 18,551.96 Lakhs) from banks are secured by hypothecation of current assets including inventories and book debts and collateral security of pari pasu charge over fixed assets of the company and guaranteed by three directors of the Company.

Cash Credit of Rs. Nil (Previous Year Rs. 436.83 Lakhs) is secured against Fixed Deposits Receipts.

23 Trade payables- Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|---------------|----------------------|----------------------|
| Total outstanding dues of Micro Enterprise and Small Enterprises | 23.1 and 23.2 | - | - |
| Total outstanding dues of creditors other than Micro Enterprise and Small Enterprises | | 2,674.50 | 809.69 |
| | | 2,674.50 | 809.69 |

23.1 There are no dues to Micro and Small enterprises as at 31st march, 2021. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

23.2 Trade payables are non-interest bearing and are normally settled on 120 day terms.

24 Other financial liabilities- Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| (a) Financial Liabilities at amortised cost | | | |
| Current maturities of long-term debts | 17 | 5,250.82 | 5,973.45 |
| Current maturities of lease Liability | | 35.09 | 9.51 |
| (b) Security Deposit | | 94.84 | 94.84 |
| (c) Liabilities for Capital Goods | | | |
| Total outstanding dues of micro enterprise and small enterprises | 24.1 | - | - |
| Total outstanding dues of Creditors other than micro enterprise and small enterprises | | 292.02 | 81.33 |
| (d) Payables to Employees | | 116.30 | 106.24 |
| (e) Unpaid dividend | | 0.07 | 0.07 |
| (f) Interest Accrued but not due | | 15.29 | 34.56 |
| (g) MTM Derivative | | - | 17.85 |
| (h) Payable to Others | | 926.99 | 741.24 |
| | | 6,731.42 | 7,059.09 |

Note

24.1 There are no dues to Micro and Small enterprises with regard to the supplier of capital goods as at 31st march, 2021. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

25 Other Current liabilities

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| (a) Advances received from customers | 25.1 | 222.25 | 93.87 |
| Statutory Dues (Goods and Service Tax, Provident Fund, Tax Deducted at Source etc.) | | 41.23 | 34.97 |
| (c) Deferred gain on fair valuation of financial instruments | | 163.84 | 164.20 |
| (d) Deferred revenue arising from Government Grants | | 34.28 | 34.28 |
| | | 461.60 | 327.32 |

25.1 Contract Balances

Advance from customers is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards products or services to be provided in future periods. Revenue is recognised once the performance obligation is met i.e. once the control over a product or service has been transferred to the customer.

26 Provisions- Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------|----------|----------------------|----------------------|
| Provision for employee benefits | 26.1 | 26.69 | 13.13 |
| | | 26.69 | 13.13 |

26.1 For other disclosures, refer Note 43

27 Current Tax Liability (Net)

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| Provision for Income Tax (Net of Advance Tax) | | - | 347.86 |
| | | - | 347.86 |

27.1 Provision for Income Tax for the year ended 31st March 2020 is net of Advance Tax including Tax deducted at Source of Rs. 1248.77 lakhs.

Notes to the Standalone Financial Statements

28 Revenue from Operations

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|-----|--|----------|--------------------------------------|--------------------------------------|
| (a) | Sale of Products | | 2,756.79 | 20,197.64 |
| (b) | Conversion Income | | 30,898.97 | 37,649.39 |
| (c) | Other Operating Revenue | | | |
| | Transportation Charges, Supervision and Services | | 2,026.83 | 2,221.97 |
| | | | 35,682.59 | 60,069.00 |

Notes

28.1 Disaggregation of Revenue

Revenue based on Geography

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------|----------|--------------------------------------|--------------------------------------|
| | Domestic | | 35,682.59 | 60,069.00 |
| | Export | | - | - |
| | Total | | 35,682.59 | 60,069.00 |

29 Other Income

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|-----|--|----------|--------------------------------------|--------------------------------------|
| (a) | Interest Income | | | |
| | - Financial Instruments measured at amortised Cost | 29.1 | 195.97 | 1,071.42 |
| | -on loans and deposits | | 103.60 | 131.20 |
| (b) | Dividend from the subsidiary company | | - | 12.00 |
| | Other non-operating income (net of expenses directly attributable to such income) | | | |
| (c) | Government Grant | | 34.28 | 34.28 |
| (d) | Insurance Claim | | 156.15 | - |
| (e) | Profit on sale of Property, Plant and Equipment and Capital Assets | | 161.68 | - |
| (f) | Liabilities no longer required written back | | 226.45 | 108.71 |
| (g) | Miscellaneous Income | | 27.03 | 81.07 |
| | | | 905.16 | 1,438.68 |

29.1 Includes Rs. 82.75 Lakhs (Previous Year Rs. 915.52 Lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, Rs. 91.34 Lakhs (Previous Year Rs. 1240.87 Lakhs) in this respect have been shown under Finance costs. (Refer Note 33.1)

30 Cost of Materials Consumed

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|------------------------|----------|--------------------------------------|--------------------------------------|
| | Raw Materials Consumed | | 14,965.43 | 31,015.44 |
| | | | 14,965.43 | 31,015.44 |

31 Changes in stock of finished goods, stock in trade and work-in-progress

Rupees in Lakhs

| Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|----------|--------------------------------------|--------------------------------------|
| Opening Stock | | | |
| Finished Goods | | 6,187.75 | 6,424.25 |
| Work in Progress | | 3,042.68 | 2,971.80 |
| | | 9,230.43 | 9,396.05 |
| Less: Stock Capitalised during the year (Refer Note No. 2.3) | | (1,495.59) | |
| Less : Stock scrapped and shown under Exceptional Items (Refer Note No. 7.3) | | (3,843.04) | |
| Less: Closing Stock | | | |
| Finished Goods | | 2,302.80 | 6,187.75 |
| Work in Progress | | 549.42 | 3,042.68 |
| | | 2,852.22 | 9,230.43 |
| (Increase)/ Decrease in Inventories of Finished goods, Stock-in - Trade and Work-in-Progress | | 1,039.58 | 165.62 |

Notes to the Standalone Financial Statements

| 32 Employee benefits expense | | | Rupees in Lakhs | |
|------------------------------|--------------------------------|----------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| (a) | Salaries and wages | 41 | 1,627.03 | 2,397.66 |
| (b) | Contribution to provident fund | | 49.62 | 96.35 |
| (c) | Staff welfare expenses | | 25.21 | 50.57 |
| | | | 1,701.86 | 2,544.58 |

| 33 Finance Costs | | | Rupees in Lakhs | |
|------------------|--|----------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| | Interest on Financial liabilities at Amortised Cost | | | |
| | on Borrowings | 33.1 | 2,714.57 | 4,387.53 |
| | on lease liability | | 136.23 | 128.71 |
| | | | 2,850.80 | 4,516.24 |

33.1 Includes Rs. 91.34 Lakhs (Previous Year Rs. 1240.87 lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, Rs. 82.75 Lakhs (Previous Year Rs. 915.52 Lakhs) in this respect have been shown under Other Income. (Refer Note 29.1)

| 34 Depreciation and Amortisation Expenses | | | Rupees in Lakhs | |
|---|---|----------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| | on Property, plant and Equipment (including right of use asset) | 2 | 4,650.64 | 4,547.08 |
| | Amortisation on Intangible Assets | 3 | 0.38 | 0.51 |
| | | | 4,651.02 | 4,547.59 |

| 35 Other Expenses | | | Rupees in Lakhs | |
|-------------------|---|---------------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| | Consumption of stores and spares | 42.2 | 1,434.47 | 1,412.22 |
| | Power and Fuel | | 3,454.20 | 6,507.63 |
| | Rent | | 164.79 | 248.87 |
| | Repairs and Maintenance to Building and Machinery | 35.1 and 35.2 | 23.33 | 386.63 |
| | Rates and Taxes | | 106.96 | 224.73 |
| | Transportation Charges Paid | 35.3 | 1,108.95 | 1,259.14 |
| | Directors' Sitting Fees | | 2.40 | 1.16 |
| | Carriage inward | 35.4 | 51.02 | 396.10 |
| | Loss on Sale of Assets | | - | 9.72 |
| | Auditor's Remuneration | 35.3 | 27.70 | 25.00 |
| | Irrecoverable Balances written off | | 29.67 | 1,689.16 |
| | Exchange Difference Loss | 35.4 | - | 179.29 |
| | Loss on Mark to Market Margin derivative | | - | 17.85 |
| | Corporate Social Responsibility | 35.4 | 113.33 | 114.65 |
| | Miscellaneous expenses | | 2,348.85 | 3,086.42 |
| | | | 8,865.67 | 15,558.57 |

35.1 Includes Rs. 20.98 Lakhs (previous year Rs. Nil) being payment made to Sales Tax Authorities under Settlement of Dispute Scheme.

35.2 Includes Rs. Nil (previous year Rs. 82.88 Lakhs) being payment made to Central Board of Excise and Custom Authorities under Sabka Vishwas - (legacy Dispute Resolution) Scheme, 2019.

| 35.3 Auditor's Remuneration includes: | | | Rupees in Lakhs | |
|---------------------------------------|-----------------------------------|----------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| (a) | Audit Fees | | 15.00 | 15.00 |
| (b) | Tax Audit Fees | | 3.00 | 6.00 |
| (c) | Certifications and other Services | | 9.70 | 4.00 |
| | | | 27.70 | 25.00 |

35.4 Corporate Social Responsibility

Gross Amount required to be spent by the Company during the year Rs 106.62 lakhs (P.Y. : Rs. 114.44 lakhs). Also Refer Note 35.4.1

35.4.1 Amount Spent during the year 2020-2021

Rupees in Lakhs

| | Particulars | In Cash | Total Yet to Be Paid in cash | Total |
|----|--|---------|------------------------------|--------|
| i | Construction/acquisition of any assets | NIL | Nil | NIL |
| ii | On purpose other than (i) above | | | |
| | (a) By way of contribution to Trust setup for the said purpose | 100.09 | Nil | 113.33 |
| | (b) By way of contribution towards fighting Covid-19 pandemic | 13.24 | | |

Amount Spent during the year 2019-2020

| | Particulars | In Cash | Total Yet to Be Paid in cash | Total |
|----|--|---------|------------------------------|--------|
| i | Construction/acquisition of any assets | NIL | Nil | NIL |
| ii | On purpose other than (i) above | | | |
| | (a) By way of contribution to Trust setup for the said purpose | 114.65 | Nil | 114.65 |

36 Exceptional Items

Rupees in Lakhs

| | Particulars | Note No | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|---|---------|-----------------------------------|-----------------------------------|
| | Amounts Written off being short fall in value of : | 36.1 | | |
| | Inventories of Raw Material | | 4,325.25 | - |
| | Inventories of Scrap | | 3,843.04 | |
| | Trade Receivables | | 4,088.22 | |
| | Advances and Other Receivables | | 1,919.69 | |
| | Total | | 14,176.20 | |
| | Loss on Discard of Property Plant and Equipment | | 3,952.35 | - |
| | Total | | 18,128.55 | - |

36.1 Exceptional Items for the year pertains to shortfall in value of inventories, trade and other receivables pursuant to an extensive review being undertaken especially considering the impact of pandemic as given in note 47(a) above on realisable value of these assets . Further loss of Rs. 3952.35 Lakhs arising on discard of property, plant and equipment including on account of natural calamities as given in note 47(b) above has also been so recognized and shown as exceptional items.

37 Tax Expense

Rupees in Lakhs

| | Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--|-----------------------------------|-----------------------------------|
| | Tax Expense | | |
| | Current Tax | | |
| | Provision for current tax | - | 1,112.98 |
| | Total Current tax expense recognised in the current year | - | 1,112.98 |
| | Deferred Tax | | |
| | In respect of Current Year | (3,850.36) | (350.41) |
| | Total Deferred tax expense recognised in the current year | (3,850.36) | (350.41) |
| | Total Tax expense recognised in the current year in Profit and Loss | (3,850.36) | 762.57 |

37.1 Reconciliation of Income Tax Expenses for the year with accounting profit as follows:

Taxable Income 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. Details in this respect are as follows :

| | | Rupees in Lakhs | |
|--|-----------------------------------|-----------------------------------|--|
| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 | |
| Profit/(Loss) before tax | (15,615.16) | 3,159.64 | |
| Income tax expense calculated at 25.17% and 25.17% for March 31, 2021 and March 31, 2020 respectively as applicable for corporate entities on taxable profits under the Indian tax laws. Add: Effect of Expenses that are not deductible in determining taxable profit | (3,930.02) | 795.28 | |
| Effect of temporary differences on account of tax of earlier periods | - | - | |
| Expenses not allowed for tax purpose | 28.05 | - | |
| Certain expenses to be allowed on payment basis | - | - | |
| Effect of fair valuation of Financial assets and Financial Liabilities | - | - | |
| Less : Effect of Expense/income that are deductible/not taxable in determining taxable profit | | | |
| Certain expenses to be allowed on payment basis | - | - | |
| Effect of temporary differences on account of tax of earlier periods | - | - | |
| Effect of fair valuation of Financial assets and Financial Liabilities | - | - | |
| Effect of other adjustments | - | - | |
| Effect of change in tax rate and others | 51.61 | 32.71 | |
| Income Tax recognised in the Statement of profit and loss | (3,850.36) | 762.57 | |

The tax rate used for reconciliations above is the corporate tax rate of 22% plus applicable surcharge and cess etc. as applicable for corporate entities in India.

37.2 Income Tax recognised in Other Comprehensive Income

| | | Rupees in Lakhs | |
|--|-----------------------------------|-----------------------------------|--|
| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 | |
| Deferred tax (charge)/ Credit on | | | |
| Remeasurement of defined benefit obligation | (15.94) | 11.96 | |
| Total income tax recognised in other comprehensive income | (15.94) | 11.96 | |
| Bifurcation of the income tax recognized in Other comprehensive income into : | | | |
| Items that will be reclassified to profit or loss | - | - | |
| Items that will not be reclassified to profit or loss | (15.94) | 11.96 | |

37.3 Components of Other Comprehensive Income

| | | Rupees in Lakhs | |
|--|-----------------------------------|-----------------------------------|--|
| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 | |
| Items that will not be reclassified to profit or (loss) | | | |
| Remeasurement of defined benefit obligation (Net of Tax) | 47.41 | (35.55) | |
| | 47.41 | (35.55) | |

Notes to the Standalone Financial Statements

38 Contingent Liabilities and Commitments (to the extent not provided for)

Rupees in Lakhs

| A. | Contingent Liabilities | As at March 31, 2021 | As at March 31, 2020 |
|----|--|----------------------|----------------------|
| | Claims against the Company not acknowledged as Debt | | |
| | i. Income tax demands under appeal- Disallowances contested by Company | 178.34 | 178.34 |
| | ii. Sales Tax Demand Under appeal- Disallowances of Input Tax Credit | 115.52 | 115.52 |

38.A.1 The Company's pending litigation comprises of claim against the Company and proceeding pending tax/statutory/Government authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its standalone Financial Statements. The Company does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of (i) and (ii) above are dependent upon the outcome of judgments / decisions.

Rupees in Lakhs

| B. | Capital and Other Commitment | As at March 31, 2021 | As at March 31, 2020 |
|----|--|----------------------|----------------------|
| | Capital commitments (net of advances of Rs. 6152.29 lakhs (Previous Year - Rs. 1988.24 lakhs)) | 510.75 | 200.32 |

38.B.1 Disclosure as required by Indian Accounting Standard (Ind AS) 37 Provisions, Contingent Liabilities and Contingent Assets

Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, unresolved claims remains outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

39 Trade Receivables, Trade payables and advances recoverable are subject to confirmation/reconciliation and consequential adjustments, if any arising thereof. In the opinion of the management, current assets, loans and advances will have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

40 Earnings Per Share

Rupees in Lakhs

| | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----|--|----------------------|----------------------|
| a) | Profit/(Loss) after Tax for Basic & Diluted Earnings Per Share as per Statement of Profit and Loss (Rs.) | (11,764.80) | 2,397.07 |
| b) | Number of Equity Shares (Nos): | | |
| | (i) Weighted average number of equity shares outstanding during the period | 225,086,460 | 225,086,460 |
| | (ii) Dilutive Potential Equity shares | Nil | Nil |
| | Nominal value per equity share (Re.) | 1 | 1 |
| c) | Earnings per share of Equity share of Re.1 each (in Rs.) - Basic (a/b(i)) | (5.23) | 1.07 |
| d) | Earnings per share of Equity share of Re.1 each (in Rs.) - Diluted (a/b(i)) | (5.23) | 1.07 |

41 Segment Reporting

(i) The Company has one operating business segment viz, manufacturing, processing and selling of steel and steel products comprising of engineering and other products and services and all other activities are incidental to the same.

(ii) Geographical Segment

Rupees in Lakhs

| Particulars | 2020-21 | 2019-20 |
|---------------------------------------|------------------|------------------|
| Revenue by Geographical market | | |
| Sale of Products and Services | | |
| - Domestic | 35,682.59 | 60,069.00 |
| - Export | - | - |
| Total | 35,682.59 | 60,069.00 |
| Assets | | |
| Trade Receivable | | |
| - Within India | 7,589.36 | 12,234.14 |
| - Outside India | - | - |
| Total | 7,589.36 | 12,234.14 |

(iii) Information about Major Customer

Revenue from Conversion Income of steel and steel products include sale of service to one Public Company pertaining to the Steel sector which account for more than 10% and amounting to Rs. 29,950.28 lakhs (March 31, 2020- Rs. 36,279.14 lakhs) in aggregate of the total revenue of the Company.

42 Disclosure as per Ind AS 116 "Leases"

Treatment of Leases as per Ind AS 116 :

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

The Company has applied the following practical expedients on initial application of Ind AS 116:

- a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- c) Excluded the initial direct costs, if any from the measurement of the right-of-use asset at the date of recognition of right-of-use asset.
- d) Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.
- e) The weighted average incremental borrowing rate applied to leases recognised during FY 2020-21 is 9.50%.

42.1 (i) Nature of lease: The Company's significant leasing arrangements is in respect of Land and Premises for offices on lease which are not non-cancellable and are usually renewable on mutually agreeable terms

42.2 (ii) The Company has incurred Rs. 164.79 Lakhs and 248.87 Lakhs for the year ended March 31, 2021 and March 31, 2020 respectively towards rental expenses relating to short term leases and leases of low value assets. The total cash outflow for leases is Rs. 164.79 Lakhs and 248.87 Lakhs for the year ended March 31, 2021 and March 31, 2020 respectively.

42.3 The following is the movement in lease liabilities:

| Particulars | Rupees in Lakhs | |
|--|-------------------------------------|-------------------------------------|
| | For the year ended March 31,2021 | For the year ended March 31,2020 |
| Opening | 1,461.34 | 209.76 |
| Additions | 27.35 | 1,163.92 |
| Finance cost accrued during the period | 136.23 | 128.71 |
| Deletions | - | - |
| Payment of lease liabilities | (81.79) | (41.05) |
| Closing Balance | 1,543.13 | 1,461.34 |

42.4 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

| Particulars | Rupees in Lakhs |
|--|----------------------|
| | As at March 31, 2021 |
| Not later than one year | 48.50 |
| Later than one year and not more than five years | 142.96 |
| Later than five years | 247,613.49 |

Notes to the Standalone Financial Statements

43 Employee Benefits

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. This is an unfunded plan.

The Company also has certain Defined Contribution plans. Contributions are made to provident fund in India at the rate of 12% of salary of the employees covered as per the 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.

As per Indian Accounting Standard 19 "Employee Benefits" (Ind AS - 19), the disclosures of Employee Benefits are given below:

i) Defined Contribution Scheme

Contribution to Defined Contribution Plan, recognized for the year are as under :

| Particulars | Rupees in Lakhs | |
|---|-----------------------------------|-----------------------------------|
| | For The Year Ended March 31, 2021 | For The Year Ended March 31, 2020 |
| Employer's Contribution to Provident Fund | 49.62 | 96.35 |

ii) Defined Benefit Scheme

The Company has defined benefit plan comprising of gratuity. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) actuarial Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

| For Gratuity (Unfunded) | | Rupees in Lakhs | |
|-------------------------|---|-----------------|---------------|
| | | 2020-21 | 2019-20 |
| A . | Change in fair value of Defined Benefit Obligation : | | |
| | Present Value of Defined Benefit Obligations as at the beginning of the year | 294.42 | 222.65 |
| | Current Service Cost | 34.08 | 35.09 |
| | Past Service Cost | - | - |
| | Interest Cost | 19.71 | 17.01 |
| | Benefit Paid | (106.80) | (27.84) |
| | Actuarial (Gain) / Losses | (63.35) | 47.51 |
| | Present Value of Defined Benefit Obligations as at the end of the year | 178.06 | 294.42 |

| Change in Fair Value of plan Assets : | | Rupees in Lakhs | |
|---------------------------------------|---|-----------------|----------|
| | | 2020-21 | 2019-20 |
| B . | Change in Fair Value of plan Assets : | | |
| | Fair value of Plan Assets at the beginning of the year | - | - |
| | Expected Return on Plan assets | - | - |
| | Contributions by the Employers | - | - |
| | Benefit paid | - | - |
| | Actuarial Gains/(Losses) | - | - |
| | Fair value of plan Assets at the end of the year | - | - |

| Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets: | | Rupees in Lakhs | |
|---|--|-----------------|---------------|
| | | 2020-21 | 2019-20 |
| C . | Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets: | | |
| | Present Value of Defined Benefit Obligations as at the end of the year | 178.06 | 294.42 |
| | Fair value of Plan Assets at the end of the year | - | - |
| | Liability /(Assets) recognized in the Balance Sheet | 178.06 | 294.42 |

| Components of Defined Benefit Cost | | Rupees in Lakhs | |
|------------------------------------|--|-----------------|--------------|
| | | 2020-21 | 2019-20 |
| D . | Components of Defined Benefit Cost | | |
| | Current Service Cost | 34.08 | 35.09 |
| | Past Service Cost | - | - |
| | Interest Cost | 19.71 | 17.01 |
| | Expected Return on Plan Assets | - | - |
| | Net Actuarial (Gain)/ Loss on remeasurement recognized in OCI | (63.35) | 47.51 |
| | Total Defined Benefit Cost recognized in the Statement of Profit and Loss and OCI | (9.56) | 99.60 |

| Principal Actuarial Assumptions used | | Rupees in Lakhs | |
|--------------------------------------|---|----------------------------|-----------------------------|
| | | 2020-21 | 2019-20 |
| E . | Principal Actuarial Assumptions used | | |
| | Discounted Rate (per annum) Compound | 6.80% | 6.85% |
| | Salary Inflation Rate | 6.00% | 6.00% |
| | Mortality Rate | IALM 2006-2008 ULTIMATE | IALM 2006- 2008 ULTIMATE |
| | Attrition Rate | 1.00% | 1.00% |
| | Retirement age | 58 Years | 58 Years |
| | Expected Rate of return on Plan Assets | NA | NA |

Rupees in Lakhs

| Experience History | 2020-21 | 2019-20 | 2018-19 | 2017-18 | 2016-17 |
|--|---------|---------|---------|---------|---------|
| F . Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact) | | | | | |
| Present Value of Defined Benefit Obligations | 178.06 | 294.42 | 222.65 | 241.74 | 253.52 |
| Fair value of Plan Assets | - | - | - | - | - |
| Status [Surplus/(Deficit)] | 178.06 | 294.42 | 222.65 | 241.74 | 253.52 |
| Experience Adjustment on Plan Assets [Gain/(Loss)] | | | | | |
| Experience Adjustment on Obligation [Gain/(Loss)] | | | | | |

G. Sensitivity analysis

| Particulars | For the year ended March 31,2021 | | For the year ended March 31,2020 | |
|---|----------------------------------|----------|----------------------------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount Rate (-/+ 0.5%) | 167.33 | 189.90 | 276.60 | 313.40 |
| %Change Compared to base due to sensitivity | -6.030% | 6.650% | -6.050% | 6.630% |
| Salary Growth (-/+ 0.5%) | 189.26 | 167.56 | 313.40 | 276.76 |
| %Change Compared to base due to sensitivity | 6.290% | -5.900% | 6.440% | -6.000% |
| Attrition Rate (-/+ 0.5%) | 178.32 | 177.80 | 294.78 | 294.05 |
| %Change Compared to base due to sensitivity | 0.140% | -0.150% | 0.120% | -0.120% |
| Mortality Rate (-/+ 10%) | | | | |
| %Change Compared to base due to sensitivity | | | | |

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

H. Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

Rupees in Lakhs

| Particulars | Gratuity (Rs.) |
|--------------------------------|----------------|
| 01 April 2021 to 31 March 2022 | 8.27 |
| 01 April 2022 to 31 March 2023 | 3.61 |
| 01 April 2023 to 31 March 2024 | 7.39 |
| 01 April 2024 to 31 March 2025 | 2.52 |
| 01 April 2025 to 31 March 2026 | 2.76 |
| 01 April 2026 Onwards | 50.52 |

I.

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|----------------------|----------------------|
| Average number of people employed | 278 | 658 |

Notes to the Standalone Financial Statements

44 Related Party Transactions

Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows:

| A) Name of related parties and related party relationship: | |
|---|--|
| Subsidiaries | SAIL Bansal Service Centre Limited |
| | Confident Financial Consultancy Private Limited |
| | Perfect Investment Consultancy Private Limited |
| | Sidhant Investment Advisory Private Limited |
| | Siddhi Vinayak Composites Private Limited |
| | Shri Hari Vincom Private Limited |
| | Narayan Dealcom Private Limited |
| | Fairplan Vintrade Private Limited |
| | Nageshwar Tradelink Private Limited |
| | Nippon Cryo Private Limited (Step Down Subsidiary) |
| | BMW Iron and Steel Industries Limited (Step Down Subsidiary) |
| | Bansal Nepal Private Limited (Refer Note No 14.1) |
| | Ram Gopal Bansal (Whole Time Director) |
| Key Managerial Personnel | Harsh Kumar Bansal (Managing Director) |
| | Vivek Kumar Bansal (Managing Director) |
| | Gourav Saboo KMP (upto 10th July 2020) |
| | Arbind Kumar Jain KMP (upto 10th July 2020) |
| | Abhishek Agarwal KMP (From 10th July 2020) |
| | Vikram Kapoor KMP (From 10th July 2020) |
| | Gaungour Sales Private Limited |
| Enterprises over which Key Managerial Personnel has significant influence | JIT Transport Organisation |

B) Nature of Transaction with the related parties referred to in serial no. (A) above

| Nature Of Transactions | Note No. | Rupees in Lakhs | |
|---|----------|----------------------------------|----------------------------------|
| | | For The Year Ended March 31,2021 | For The Year Ended March 31,2020 |
| (i) Sales | | | |
| Sail Bansal Service Centre Limited | | - | 4.00 |
| Nippon Cryo Private Limited | | 4.97 | - |
| (ii) Conversion Income | | | |
| Nippon Cryo Private Limited | | 878.44 | - |
| (iii) Transportation Charges | | | |
| BMW Iron and Steel Industries Limited | | 1396.82 | - |
| Nippon Cryo Private Limited | | 4.93 | - |
| (iv) Rent Paid | | | |
| Ramgopal Bansal | | 15.00 | 15.00 |
| (v) Remuneration | | | |
| Ramgopal Bansal | | 117.00 | 91.00 |
| Harsh Kumar Bansal | | 90.00 | 120.00 |
| Vivek Kumar Bansal | | 90.00 | 120.00 |
| Subhash Chandra Gupta | | - | 10.00 |
| Gourav Saboo (upto 10th July 2020) | | 1.37 | 13.17 |
| Arbind Kumar Jain (upto 10th July 2020) | | 1.11 | 17.85 |
| Abhishek Agarwal | | 9.96 | 5.06 |
| Vikram Kapur | | 14.58 | - |
| (vi) Rent Received | | | |
| JIT Transport Organisation | | 25.20 | 25.20 |
| (vii) Dividend Received | | | |
| Sail Bansal Service Centre Limited | | - | 12.00 |

C) Balances of Related parties is as follows:

| Particulars | Note No. | Rupees in Lakhs | |
|---|----------|---------------------|---------------------|
| | | As at March 31,2021 | As at March 31,2020 |
| (i) Outstanding Balances (Receivables) | | | |
| Sail Bansal Service Centre Limited-Advance | | 98.85 | 208.10 |
| Sail Bansal Service Centre Limited-Trade Receivable | 13 | - | 0.62 |
| JIT Transport Organisation | | 38.08 | 19.63 |

D) The remuneration of directors and other members of key management personnel during the year as follows:

| Particulars | Rupees in Lakhs | |
|------------------------------|-------------------------------|-------------------------------|
| | For The Year Ended 31.03.2021 | For The Year Ended 31.03.2020 |
| Short-term employee benefits | 297.00 | 331.00 |
| Post-employment benefits | - | - |

E) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. The Company has not provided any guarantee to related parties towards their borrowing facilities. For the year ended March 31, 2021, the Company has not recorded any impairment allowances in respect of receivables relating to amounts owed by related parties (March 31, 2020 Rs. NIL). This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

F) Mr. Ram Gopal Bansal, whole-time Director and Chairman, Mr. Harsh Kumar Bansal, Managing Director and Mr. Vivek Kumar Bansal, Managing Director of the Company has waived their remuneration with effect from April 01,2020 till June 30,2020 (Previous Year Mr. Ram Gopal Bansal, whole-time Director and Chairman of the Company has waived his remuneration with effect from November 01, 2019 till March 31, 2020.)

Notes to the Standalone Financial Statements

45 FINANCIAL INSTRUMENTS

The accounting classification of each category of financial instrument, their carrying amount and fair value are as follows :-

Rupees in Lakhs

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|------------|----------------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial Assets (Current and Non-Current) | | | | |
| Financial Assets measured at Amortised Cost | | | | |
| Trade Receivables | 7,589.36 | 7,589.36 | 12,234.14 | 12,234.14 |
| Cash and cash equivalents | 9.30 | 9.30 | 252.64 | 252.64 |
| Other Bank Balances | 469.95 | 469.95 | 765.17 | 765.17 |
| Investments in Subsidiaries | 665.69 | 665.69 | 665.69 | 665.69 |
| Loans | 246.28 | 246.28 | 400.33 | 400.33 |
| Other Financial Assets | 885.56 | 885.56 | 924.02 | 924.02 |
| Financial Liabilities (Current and Non-Current) | | | | |
| Financial Liabilities measured at Amortised Cost | | | | |
| Borrowings | 25,410.14 | 25,410.14 | 29,647.20 | 29,647.20 |
| Trade Payables | 2,674.50 | 2,674.50 | 809.69 | 809.69 |
| Other Financial Liabilities | 4,525.53 | 4,525.53 | 3,934.64 | 3,934.64 |
| Derivative - not designated as hedging instruments: Forward | - | - | - | - |

Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount 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 following methods and assumptions were used to estimate the fair values :

The fair value of cash and cash equivalents, trade receivables and payables, current financial liabilities and assets and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the Standalone Financial Statements approximate their fair values.

Fair Value of Long term debt approximates their carrying value subject to adjustments made for transaction cost.

The non current financial assets represent security deposits given to government authorities and for the purpose of day-to-day utilities of the Company and therefore the need of fair valuation does not arise in such a case.

A substantial portion of the company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

Fair value of Security deposits and Unsecured Loans from Bodies Corporate have been determined on Effective interest Rate method(EIR) and differential thereof has been recognised as deferred loss/gain and to be recognised to profit and loss over the tenure of the instrument .

Derivative Instruments

The Company follows risk management policies, including the use of derivatives to hedge its exposure to foreign currency fluctuations on foreign currency assets / liabilities. The counter party in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as non-material.

i) The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

As on March 31, 2021

| Category | Currency | Number of Deals | Amount in USD (Lakhs) | Underlying Purpose |
|--------------------|----------|-----------------|------------------------|--------------------------------|
| Interest Rate Swap | USD/ INR | Nil | NIL | External Commercial Borrowings |

As on March 31, 2020

| Category | Currency | Number of Deals | Amount in USD (Lakhs) | Underlying Purpose |
|--------------------|----------|-----------------|-----------------------|--------------------------------|
| Interest Rate Swap | USD/ INR | One | 30.12 | External Commercial Borrowings |

ii) Unhedged Foreign Currency exposures are as follows: -

| Nature | Currency | Amount in Foreign Currency (USD in Lakhs) | |
|--------------------------------|----------|---|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| External Commercial Borrowings | USD | NIL | 30.12 |

FINANCIAL RISK FACTORS

The Company's financial liabilities comprise mainly of borrowings, trade and other payables. The Company's financial assets comprise mainly of cash and cash equivalents, other balances with banks including Fixed Deposits with Banks, trade receivables and other receivables, Deposits and Investments.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Company's senior management oversees the management of these risks. The Board of Director reviews and agrees policies for managing each of these risks, which are summarised below:

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 such as equity price risk and commodity risk. Financial instruments affected by market risk includes borrowings, investments, trade payables and trade receivables.

Interest Rate Risk

The company's exposure in market risk relating to change in interest rate primarily arises from floating rate borrowing with banks and others. Interest rate risks is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the company's cash flows as well as costs. There are certain borrowings at fixed interest rate which exposes the company to the fair value interest rate risk, however exposure in such borrowings is not significant.

Further there are deposits with banks which are for short term period and are exposed to interest rate risk, falling due for renewal.

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on the Profit or Loss with respect to floating rate portion of loans and borrowings

| Nature of Borrowing | Increase in basis points | Rupees in Lakhs | |
|-----------------------|--------------------------|-----------------------------------|-----------------------------------|
| | | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| Rupee Loan | +0.50 | 75.40 | (485.99) |
| Foreign Currency Loan | +0.50 | | 105.77 |

A decrease in 0.50 basis point in Rupee Loan and Foreign Currency Loan would have an equal and opposite effect on the Company's Standalone Financial Statements

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's trade receivables and trade payables.

The Company evaluates the impact of foreign exchange rate fluctuation by assessing its exposure to exchange rate risks.

The carrying amount of various exposures to foreign currency as at the end of the reporting period are as follows :

| Particulars | Rupees in Lakhs | |
|-------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| | Borrowings | Borrowings |
| USD | - | 2,270.51 |

Nature of Transactions

| Particulars | Rupees in Lakhs | |
|---------------------------------|-------------------------------------|-------------------------------------|
| | For The Year Ended 31st March, 2021 | For The Year Ended 31st March, 2020 |
| Payables (Weaking of INR by 5%) | | |
| USD | - | (113.53) |

Figures in bracket represent Loss.

A 5% strengthening of INR would have an equal and opposite effect on the Company's Standalone Financial Statements.

CREDIT RISK

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and other financial assets including deposits with Bank. Exposure to credit risk is monitored on an ongoing basis. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable.

The Company's exposure of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

The carrying amount of respective financial assets recognised in the Standalone Financial Statements, represents the Company's maximum exposure to credit risk. The concentration of credit risk is limited due to the customer base being well established, large and unrelated.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate impairment allowances for doubtful debts are made to the extent recovery there against has been considered to be remote.

Financial assets that are neither past due nor impaired

Cash and cash equivalents and deposits are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

Financial assets that are past due but not impaired

Trade receivables amounts that are past due at the end of the reporting period against which no credit losses has been expected to arise.

LIQUIDITY RISK

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital loans from banks. The company relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

Liquidity and interest risk tables

The following tables detail the Company's contractual maturity for its non derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows as at balance sheet date:

As at March 31, 2021

Rupees in Lakhs

| Particulars | Total Borrowings | Fixed Rate Borrowings | Floating Rate Borrowings | Interest free borrowings | Weighted average interest rate (%) |
|-------------------|------------------|-----------------------|--------------------------|--------------------------|------------------------------------|
| Borrowings in INR | 25,410.14 | 13.30 | 25,287.78 | 109.06 | 9.44% |

As at March 31, 2020

Rupees in Lakhs

| Particulars | Total Borrowings | Fixed Rate Borrowings | Floating Rate Borrowings | Interest free borrowings | Weighted average interest rate (%) |
|--------------------------------------|------------------|-----------------------|--------------------------|--------------------------|------------------------------------|
| Borrowings in INR | 27,376.69 | 204.94 | 27,077.22 | 94.53 | 9.73% |
| Borrowings in Foreign Currency (USD) | 2,270.51 | - | 2,270.51 | - | 7.31% |

Maturity Analysis of unamortised Financial Liabilities

As at March 31, 2021

Rupees in Lakhs

| Particulars | Carrying Amount | On Demand | Less than 6 months | 6 to 12 months | > 1 year | Total |
|-------------------|-----------------|-----------|--------------------|----------------|----------|-----------|
| Borrowings | 25,410.14 | 10,253.64 | 3,574.66 | 1,676.16 | 9,905.68 | 25,410.14 |
| Trade payables | 2,674.50 | - | 2,674.50 | - | - | 2,674.50 |
| Other Liabilities | 4,525.53 | 0.07 | 4,525.46 | - | - | 4,525.52 |

As at March 31, 2020

Rupees in Lakhs

| Particulars | Carrying Amount | On Demand | Less than 6 months | 6 to 12 months | > 1 year | Total |
|-------------------|-----------------|-----------|--------------------|----------------|----------|-----------|
| Borrowings | 29,647.20 | 20,062.79 | 1,816.62 | 1,675.03 | 6,092.76 | 29,647.20 |
| Trade payables | 809.69 | - | 809.69 | - | - | 809.69 |
| Other Liabilities | 3,934.64 | 0.07 | 3,934.58 | - | - | 3,934.64 |

The company has current financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses.

The company relies on mix of borrowings and operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

(a) **Capital Management**
 The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as high financial flexibility for potential future borrowings.

The gearing ratio is as follows:

| Particulars | Rupees in Lakhs | |
|----------------------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Borrowings | 25,410.14 | 29,647.20 |
| Less : Cash and Cash Equivalents | 9.30 | 252.64 |
| Net Debt | 25,400.84 | 29,394.56 |
| Equity | 42,770.53 | 54,487.92 |
| Equity and Net Debt | 68,171.37 | 83,882.48 |
| Gearing Ratio | 0.37 | 0.35 |

46 The Board of Directors of the company in its meeting held on January 03, 2020, has approved the scheme of Amalgamation ('the scheme') of the step down subsidiaries BMW Iron & Steel Industries Limited (BISIL) and Nippon Cryo Private Limited (NCPL) with the company with effect from April 01, 2019. This is being reviewed currently and decision for proceedings on the matter with necessary modifications etc. especially in respect to effective date if needed will be taken in subsequent periods.

47 (a) The outbreak of Covid-19 and consequential lockdowns declared by the Government of India and State Governments, has caused slowing down the economic activities in general and also operations of the Company. The Company's primary source of revenue is from manufacturing and selling of engineering products and processing of steel. The Company's operations, which were affected in the initial months of the year, could more or less be stabilised after the end of second quarter of the year. The Company has taken into account possible impact of Covid-19 on carrying values of current and non-current assets, including but not limited to the value of property, plant and equipment, inventories, trade and other receivables, intangible assets, and investments. The Company has carried out this assessments based on available internal and external sources of information upto the date of approval of these financial statements . The required adjustments in carrying value of these assets including as given in notes 36 have been given effect to in the financial statements. In view of the management, no further adjustments in the carrying value of assets as on 31.03.2021 having any material impact on the financial statement is expected to arise. The Company will continue to monitor the impact of pandemic also considering the recent surge thereof due to advent of second wave of the pandemic on overall economic conditions and also on business operations of the company, given the uncertain nature of the pandemic and effective steps will be taken on crystallization thereof.

(b) Further, operation of Company's plant at NH6 (Hazibagan) have been extensively affected due to severe cyclonic storm Amphan, which hit the State of West Bengal on May 21, 2020. This has caused damage to the premises at plant and operations at the said plant have been commenced from the month of November,2020. The Company has lodged a claim of Rs. 1182.93 lakhs which is yet to be finalised by the insurer. Rs. 100 lakhs so far received in this respect has therefore being accounted for as Other Income. Pending final settlement and determination of amount of final claim, remaining amount there against as such has not been recognised. Expenses for repairing of damaged assets and loss on discarding thereof have been charged to Statement of Profit and Loss and the costs incurred for replacement of the assets have been capitalized.

48 Previous year figures have been regrouped wherever necessary to confirm with financial statements.

49 These Standalone financial statements have been approved by the Board of Directors of the Company on June 30, 2021 for issue to the shareholders for their adoption.

As per our report of even date

For and on behalf of the Board of Directors

For Lodha & Co.
 Chartered Accountants
 Firm's ICAI Registration No.-301051E

Ram Gopal Bansal
 Chairman
 DIN: 00144159

Harsh kumar Bansal
 Director
 DIN: 00137014

Boman Parakh
 Partner
 Membership No. 053400

Place: Kolkata
 Date: June 30, 2021

Abhishek Agarwal
 Chief Financial Officer

Vikram Kapur
 Company Secretary

INDEPENDENT AUDITORS' REPORT
To the Members of BMW INDUSTRIES LIMITED
Report on the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of BMW Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Consolidated Financial Statements, including a summary of significant accounting policies and Other Explanatory Notes for the year ended on that date (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the 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, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis For Qualified Opinion

Attention is invited to the following matter: -

Note No. 4.2 of the Consolidated financial statement regarding non disclosures and fair valuation of Investments in terms of Ind AS 109 "Financial Instruments" and non ascertainment of consequential impact including impairment if any, in this respect and adequacy thereof. Rs 5731.50 lakhs as given in Note no. 4.3 have been written off during the year and shown as exceptional items in the financial statements. In absence of necessary details from the Financial statements of the respective subsidiary companies or otherwise, reliance have been placed on these financial statements as audited by the independent auditors and the impact if any in this respect as such cannot be ascertained and commented upon by us.

Impacts with respect to above are presently not ascertainable and as such cannot be commented upon by us.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the

context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters for incorporation in our report. The below mentioned key audit matters pertains to Holding Company as in case of Subsidiary Companies, no one has given any key audit matters in their reports.

| | |
|--|--|
| <p>Trade Receivables</p> <p>Gross Trade Receivable of the Holding Company is Rs. 7,589.36 Lakhs as on March 31, 2021. This includes significant amounts, which have fallen due for payment and are lying outstanding for a considerable period of time. (Note No. 8 of the Consolidated Financial Statements)</p> <p>The increasing challenges over the economy and operating environment in the steel industry have increased the risks of default against receivables from the customers. The Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations.</p> <p>The recoverable amount was estimated by management based on assessment of recoverability on case to case basis and required significant audit attention. The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables, credit worthiness of the of the parties and historical write-off experience.</p> | <p>Our audit procedures based on which we arrived at the conclusion regarding the carrying amount of Trade Receivables include the following:</p> <ul style="list-style-type: none"> • We obtained an understanding from the Management of the Holding Company, assessed and tested the design and operating effectiveness of the Company’s key controls over the recoveries against the outstanding amounts and resultant impairment assessment of material Trade Receivables; • We reviewed Management’s assessment and evaluation on the credit worthiness of the major trade receivables and historical trends and current dealing with the customers; • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management’s assessment keeping in view the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers and to consider if any provision should be made; • Tested settlement of trade receivables subsequent to the balance sheet date on a sample basis; • We reviewed the amounts written off during the year and included under exceptional items and also rational of such write off and disclosure thereof in the Financial Statements; and • We further discussed with the Management the adequacy of the allowance for impairment as recognised and reviewed the supporting documents provided in relation to the same. |
| <p>Verification of Inventories and Valuation thereof</p> <p>As at March 31, 2021, the Holding Company has Rs. 11,765.84 Lakhs of Inventories (Note No. 7 of the Consolidated Financial Statements). Given the size</p> | <p>Our audit procedures based on which we arrived at the conclusion regarding reasonableness of determination of year-end inventory and valuation thereof include the following:</p> |

of the Inventory relative to the total assets of the Company and the estimates and judgements described below, the determination and valuation of Inventory required significant audit attention.

Given the nature of Industry and volume of inventory and physical verification being undertaken by the management in phases and all the locations not being covered at a time , determination thereof in absence of specific identification, batches etc has largely been done on theoretical basis considering cross-sectional weight including for the locations not covered for verifications. Moreover, certain materials are lying in heaps and / or are susceptible to obsolescence and deterioration in quality. All these require specific procedures based on technical experience for arriving at the ground stock of usable / saleable inventory . The result of these procedures may not always be accurate and involves significant management judgement and estimation.

Due to COVID 19 related travel restriction on account of lockdown, the physical verification of the inventories could not be attended by us at the year end in Locations other than those situated at Kolkata.

As disclosed in Note 1(C) (I), Inventories are held at lower of cost or Net Realizable Value determined using the First in First Out/ Weighted Average cost method. At year end, valuation of Inventories have been reviewed by the management and the cost of Inventory is reduced in cases where the Net Realizable value is lower.

During the year certain items of inventories have been scrapped and/or recognized on estimated realizable price based on extensive review and as stated in Note No. 36 shortfall in value thereof has been charged out and shown as Exceptional Items.

Management reviews the Ageing reports together with historical trends to estimate the likely future saleability of slow moving and older inventory items and performed a line-by-line analysis to ensure that it is stated at the lower of cost or net realizable value .

- Ensuring the effectiveness of the design, implementation and maintenance of controls over changes in inventory to determine whether the conduct of physical inventory verification at a date other than the date of the financial statement is appropriate and testing of those controls whether those have operated effectively.
- Verification of Inventories at the year end have been undertaken by the management.
- We have obtained and reviewed necessary evidences, working papers and documents for the physical verification carried out as above. Inventories at one location in Kolkata (holding 21.30 % of total inventories of Holding Company) was even attended by us.
- In cases where inventories have been scrapped and are carried at estimated realizable price, reliance has been placed on management's estimate provided in this respect to us. The adequacy of the disclosure made in this respect and adjustments given effect to in respect of this in the Financial statements have been reviewed by us so that to reflect the inventories as required in terms of the policy followed in this respect.
- We have examined the valuation process/methodology and checks being performed at multiple levels to ensure that the valuation is consistent with and as per the policy followed in this respect.

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

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

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated state of affairs (financial position), Consolidated Profit or Loss (financial performance including other comprehensive income), Consolidated Changes in Equity and Consolidated Cash Flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards 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 Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company's, as aforesaid.

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

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 Standard on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 Group'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 Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Other Matter

1. We did not audit the financial statements of ten subsidiaries(including step down subsidiaries) whose financial statements reflect total assets and total net assets as at March 31, 2021, total revenues and net cash inflow/(outflow) for the year ended on that date considered as under in the consolidated financial statements based on financial statements audited by other auditors:

Rupees in Lakhs

| Name of the Subsidiaries | Total Assets as on March 31, 2021 | Net Assets as on March 31, 2021 | Total Revenues for the year ended March 31, 2021 | Net Cash Inflows/ (Outflows) |
|---|-----------------------------------|---------------------------------|--|------------------------------|
| Confident Financial Consultancy Private Limited | 2,233.52 | 1,463.87 | 48.05 | 3.54 |
| Perfect Investment Consultancy Private Limited | 587.91 | 566.23 | 12.67 | 8.72 |
| Sidhant Investment Advisory Private Limited | 1,813.08 | 1,518.05 | - | 1.98 |
| Sidhi Vinayak Comosales Private Limited | 1,470.90 | 1,421.01 | - | (0.04) |
| Shri Hari Vinicom Private Limited | 1,460.57 | 1,419.88 | 6.74 | 1.52 |
| Narayana Dealcom Private Limited | 720.91 | 678.70 | 8.21 | 4.77 |
| Fairplan Vintrade Private Limited | 1,298.33 | 1,265.93 | 21.18 | 4.06 |
| Nageshwara Tradelink Private Limited | 0.09 | (0.37) | - | (0.10) |
| Nippon Cryo Private Limited | 1,604.70 | 21.22 | 2,098.39 | 2.43 |
| BMW Iron and Steel Industries Limited | 7,569.02 | 1,948.82 | 4,025.95 | (214.20) |
| Total | 18,759.03 | 10,303.34 | 6,221.19 | (187.32) |

2. The other auditors of the aforesaid components have not reported the following matters in their Auditor's Report
 - i. Key Audit Matters
 - ii. Information Other than the Financial Statements and Auditors' Report Thereon

In the absence of the same, we are unable to incorporate these matters for the Group and accordingly these matters have been reported for the Holding Company only.

3. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements.

- I. As required by sub-section 3 of Section 143 of the Act, based on our audit and on the consideration of report of other auditors on separate Financial Statements and on the other financial information of subsidiaries, as noted in 'Other Matters' paragraph above, we report, to the extent applicable, that:
 - a) We have sought and, except for the possible effect of the matter described in the Basis for Qualified Opinion above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated financial statements;
 - b) In our opinion, except for the possible effect of the matter described in the Basis for Qualified Opinion above, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books and the report of the other auditor;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
 - d) In our opinion, except for the possible effect of the matter described in the Basis for Qualified Opinion above, the aforesaid Consolidated Financial Statement comply with the Indian Accounting Standards specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors of the Holding Company and Subsidiary Company as on March 31, 2021 and taken on record by the Board of Directors of the Holding Company and the report of other statutory auditor of its subsidiaries, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of section 164 (2) of the Act;
 - f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
 - g) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditor's reports of the Holding Company and subsidiaries, which are companies incorporated

in India. Our report expresses an qualified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting; and

- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 38 to the Consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses against long-term contracts, including derivative contracts and thereby requirement for making provision in this respect is not applicable to the company
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the investor education and protection fund by the subsidiaries during the year ended.
- II. With respect to the reporting under Section 197 (16) of the Act to be included in the Auditors' Report, in our opinion and according to the information and explanations given to us, the Remuneration (including Sitting fees) paid by the Holding Company and its subsidiary companies to its Directors during the current year is in accordance with the provisions of Section 197 of the Act and is not in excess of the limit laid down therein.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

Place: Kolkata
Date: June 30,2021

Boman Parakh
Partner
Membership No: 053400
UDIN: 21053400AAAABB3454

Annexure A” referred to in 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”)

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of BMW Industries Limited (hereinafter referred to as “the Holding Company”) and its subsidiaries incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their report referred to in the other matters paragraph below is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to Financials Statements

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

Inherent Limitations of Internal Financial Controls With reference to Financials Statements

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

Qualified Opinion

According to the information and explanations given to us and based on our audit the following material weakness have been identified in the Company's internal financial controls with reference to Financials Statements as at March 31, 2021:

Note No. 4.2 of the Consolidated financial Statement regarding non disclosures and fair valuation of Investments in terms of Ind AS 109 "Financial Instruments" in the absence of details available with the Subsidiary Companies, the impact in this respect has not been ascertained presently.

A "material weakness" is a deficiency, or a combination of deficiencies, in the internal financial control with reference to Financials Statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Holding Company and its subsidiaries have, in all material respects, an adequate internal financial controls system with reference to Financials Statements and such internal financial controls with reference to Financials Statements were operating effectively as at March 31, 2021, based on the internal control with reference to Financials Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls With reference to Financials Statements issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control with reference to Financials Statements in so far as it relates to ten subsidiary companies(including step down subsidiaries) which are companies incorporated in India, is based on the corresponding report of the auditors of such companies incorporated in India.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

Place: Kolkata
Date: June 30, 2021

Boman Parakh
Partner
Membership No: 053400
UDIN: 21053400AAAABB3454

Rupees in Lakhs

| ASSETS | Notes No. | As at March 31, 2021 | As at March 31, 2020 |
|---|-----------|----------------------|----------------------|
| Non-current Assets | | | |
| (a) Property, Plant and Equipment | 2 | 45,013.57 | 52,227.86 |
| (b) Capital Work-in-progress | 2A | 3,747.83 | 3,234.09 |
| (c) Intangible Assets | 3 | 2.40 | 2.78 |
| (d) Financial Assets | | - | - |
| i) Investments | 4 | 2,212.49 | 7,050.23 |
| ii) Other Financial Assets | 5 | 902.32 | 855.69 |
| (e) Deferred Tax Assets (Net) | 20 | 479.71 | 418.22 |
| (f) Other Non-current assets | 6 | 7,536.90 | 2,265.24 |
| Total Non-current Assets | | 59,895.22 | 66,054.11 |
| Current Assets | | | |
| (a) Inventories | 7 | 12,033.33 | 20,997.15 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 8 | 10,278.24 | 13,885.96 |
| (ii) Cash and cash equivalents | 9 | 59.77 | 489.12 |
| (iii) Other Bank balances | 10 | 527.74 | 822.96 |
| (iv) Loans | 11 | 1,808.46 | 1,865.71 |
| (v) Others | 12 | 45.27 | 130.00 |
| (c) Other current assets | 13 | 5,071.90 | 8,971.36 |
| Total Current Assets | | 29,824.71 | 47,162.26 |
| Assets Classified as held for sale | 14 | 305.22 | 305.22 |
| Total Assets | | 90,025.15 | 113,521.59 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 15 | 2,250.86 | 2,250.86 |
| (b) Other Equity | 16 | 49,652.63 | 67,172.57 |
| Equity attributable to Equity Shareholders of the Parent | | 51,903.49 | 69,423.43 |
| Non Controlling Interest | | 98.38 | 76.55 |
| Total Equity | | 52,001.86 | 69,499.98 |
| Non-current Liabilities | | | |
| (a) Financial Liabilities | | | |
| i) Borrowings | 17 | 10,141.00 | 3,914.10 |
| ii) Other Financial Liabilities | 18 | 3,144.18 | 2,940.13 |
| (b) Provisions | 19 | 177.55 | 345.96 |
| (c) Deferred Tax Liabilities (Net) | 20 | 1,028.56 | 4,915.52 |
| (d) Other Non-Current Liabilities | 21 | 553.77 | 748.65 |
| Total Non-current Liabilities | | 15,045.06 | 12,864.36 |
| Current liabilities | | | |
| (a) Financial Liabilities | | | |
| i) Borrowings | 22 | 10,853.14 | 20,467.08 |
| ii) Trade Payables | 23 | | |
| - Total outstanding dues to Micro and Small Enterprise | | - | - |
| - Total outstanding dues to creditors other than Micro and Small Enterprise | | 4,334.57 | 2,577.49 |
| iii) Other Financial Liabilities | 24 | 7,105.49 | 7,568.40 |
| (b) Other current liabilities | 25 | 534.33 | 238.99 |
| (c) Provisions | 26 | 76.62 | 14.04 |
| (d) Current Tax Liability (Net) | 27 | 74.07 | 291.25 |
| Total Current liabilities | | 22,978.22 | 31,157.25 |
| Total liabilities | | 38,023.28 | 44,021.61 |
| Total Equity and Liabilities | | 90,025.14 | 113,521.59 |

Accompanying Notes on Financial Statements 1 - 49
These notes are an integral part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

As per our report of even date

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.-301051E

Ram Gopal Bansal Harsh kumar Bansal
Chairman Director
DIN: 00144159 DIN : 00137014

Boman Parakh
Partner
Membership No. 053400
Place: Kolkata
Date: June 30, 2021

Abhishek Agarwal Vikram Kapur
Chief Financial Officer Company Secretary

| SI No. | Particulars | Notes | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--------|--|-------|--------------------------------------|--------------------------------------|
| I | Revenue from operations | 28 | 39,771.14 | 61,478.63 |
| II | Other Income | 29 | 1,016.18 | 1,592.11 |
| III | Total Income (I + II) | | 40,787.32 | 63,070.74 |
| IV | EXPENSES | | | |
| | Cost of materials consumed | 30 | 14,965.43 | 31,015.44 |
| | Purchases of Stock in Trade | | - | - |
| | Changes in inventories of finished goods, stock in trade and work-in-progress | 31 | 1,042.76 | 164.20 |
| | Employee benefits expense | 32 | 1,991.48 | 2,712.75 |
| | Finance costs | 33 | 2,927.18 | 4,551.05 |
| | Depreciation and amortisation expenses | 34 | 5,286.43 | 4,732.38 |
| | Other expenses | 35 | 12,224.20 | 16,696.15 |
| | Total Expenses (IV) | | 38,437.48 | 59,871.97 |
| V | Profit/(Loss) before exceptional items and tax (III - IV) | | 2,349.84 | 3,198.77 |
| VI | Loss From Exceptional Items | 36 | (23,860.05) | - |
| VII | Profit/(Loss) before tax (V-VI) | | (21,510.21) | 3,198.77 |
| VIII | Tax Expense | | | |
| | (1) Current tax | 37 | 1.08 | 1,175.93 |
| | (2) Deferred tax- Charge/(Credit) | 20 | (3,964.88) | (181.39) |
| | | | (3,963.81) | 994.54 |
| IX | Profit/(Loss) for the year (VII-VIII) | | (17,546.41) | 2,204.23 |
| X | Other comprehensive income | | | |
| | Items that will not be reclassified to profit or loss | | | |
| | -Remeasurement gains / (losses) on defined benefit plans | | 64.73 | (49.29) |
| | -Income tax relating to items that will not be reclassified to profit or loss | 37.2 | (16.43) | 12.37 |
| | Other Comprehensive Income for the year(net of tax) | 37.3 | 48.30 | (36.92) |
| XI | Total comprehensive income for the year comprising profit and other comprehensive income for the year(IX + X) | | (17,498.11) | 2,167.31 |
| XII | Profit/(Loss) for the year Attributable to: | | | |
| | (a) Owners of the Company | | (17,568.14) | 2,189.72 |
| | (b) Non-Controlling Interest | | 21.73 | 14.51 |
| XIII | Other Comprehensive Income Attributable to: | | | |
| | (a) Owners of the Company | | 48.20 | (36.38) |
| | (b) Non-Controlling Interest | | 0.10 | (0.54) |
| XIV | Total Comprehensive Income Attributable to: | | | |
| | (a) Owners of the Company | | (17,519.94) | 2,153.34 |
| | (b) Non-Controlling Interest | | 21.83 | 13.97 |
| XV | Earnings per Equity share (par value Re 1 each): | | | |
| | (1) Basic(Rs.) | 40 | (7.80) | 0.98 |
| | (2) Diluted(Rs.) | 40 | (7.80) | 0.98 |

Accompanying Notes on Financial Statements

1 - 49

These notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of

For Lodha & Co.

Chartered Accountants

Firm's ICAI Registration No.-301051E

Ram Gopal Bansal

Chairman

DIN: 00144159

Harsh Kumar Bansal

Director

Din : 00137014

Boman Parakh

Partner

Membership No. 053400

Place: Kolkata

Date : June 30, 2021

Abhishek Agarwal

Chief Financial Officer

Vikram Kapur

Company Secretary

BMW Industries Limited
Consolidated Cash Flow for the year ended 31st March, 2021

Rupees in Lakhs

| A. CASH FLOW FROM OPERATING ACTIVITIES | For the year ended March 31, 2021 | | For the year ended March 31,2020 | |
|--|--------------------------------------|-------------------|----------------------------------|--------------------|
| NET PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX | | (21,510.21) | | 3,198.77 |
| ADJUSTMENTS FOR - | | | | |
| Depreciation and Amortisation | 5,286.43 | | 4,732.38 | |
| Finance Costs | 1,991.48 | | 4,551.05 | |
| Liabilities no longer required written back | (226.45) | | (108.71) | |
| Interest Income | (299.56) | | (1,211.65) | |
| Irrecoverable Balance written off | 29.67 | | 1,714.45 | |
| (Profit)/ Loss on sale of Property, Plant and Equipment | (161.68) | | 9.72 | |
| Exceptional Items | 23,860.05 | | - | |
| | | 30,479.94 | | 9,687.24 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | | 8,969.73 | | 12,886.01 |
| ADJUSTMENTS FOR - | | | | |
| Trade and other receivables | 690.42 | | 5,083.19 | |
| Inventories | 785.29 | | 361.35 | |
| Loans and Advances | 381.94 | | 366.91 | |
| Trade Payable and Other Liabilities | 2,109.31 | | (4,655.75) | |
| | | 3,966.96 | | 1,155.70 |
| CASH GENERATED FROM OPERATIONS | | 12,936.69 | | 14,041.71 |
| Direct Taxes Paid | | (753.99) | | (1,236.95) |
| NET CASH FLOW FROM OPERATING ACTIVITIES | | 12,182.70 | | 12,804.76 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | | | |
| Purchase of Property, Plant and Equipments | (6,975.73) | | (1,860.49) | |
| Sale of Property, Plant and Equipments | 6.93 | | 16.49 | |
| Interest Income | 299.56 | | 1,211.65 | |
| Deposit with Banks Original maturity with more than 3 months | 227.35 | | 0.08 | |
| Sale of Investments | | | (16.60) | |
| Unsecured Loan / Advance given to a Subsidiary | - | | - | |
| NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | | (6,441.89) | | (648.87) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Interest Paid | (2,010.75) | | (4,488.38) | |
| Repayments of Short Term Borrowings from Bank | (9,805.01) | | (3,469.71) | |
| Repayment of Long Term Borrowings from Banks | (4,328.82) | | (5,868.94) | |
| Proceeds of Long Term Borrowings from Banks | 10,376.00 | | - | |
| Proceeds from Long Term Borrowings from Others | - | | 3,250.00 | |
| Repayment of Long Term Borrowings from Others | (334.31) | | - | |
| Repayment of Long Term Borrowings from Bodies Corporate | 14.52 | | (1,615.76) | |
| Repayment of Lease Liability | (81.79) | | (41.05) | |
| Proceeds/ (Repayments)from Long Term Borrowings from Bodies Corporate | | | - | |
| Payment of Dividend including Taxes | | | (12.11) | |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | | (6,170.16) | | (12,245.95) |
| NET INCREASE/(DECREASE) IN CASH and CASH EQUIVALENTS (A+B+C) | | (429.35) | | (90.06) |
| Cash and Cash Equivalents as at the begining of the year | | 489.12 | | 483.97 |
| Acquisition of subsidiaries (Refer Note No. 46) | | | | 95.21 |
| Cash and Cash Equivalents as at the end of the year | | 59.77 | | 489.12 |

Note:

1. Cash and Cash Equivalents consists of cash on hand and Bank balances in Current Account, Dividend Account and Short Term Deposits with original maturity of less than three months. The details of cash and cash equivalents as per Note 9 is as under:

| Particulars | Rupees in Lakhs | |
|--|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Balances with banks | | |
| In current account | 47.23 | 262.99 |
| In Fixed Deposits (having original maturity of less than 3 months) | - | 44.37 |
| Cheques on Hand | - | 173.94 |
| Cash on hand | 12.54 | 7.82 |
| Total cash and cash equivalents | 59.77 | 489.12 |

2. Reconciliation of Liabilities arising from Financing activities

| Particulars | As at March 31, 2020 | Proceeds Raised | Non cash adjustment | Repayment | Rupees in Lakhs |
|------------------------------|----------------------|------------------|---------------------|--------------------|----------------------|
| | | | | | As at March 31, 2021 |
| Long Term Borrowings | | | | | |
| - From Bank | 7,542.69 | 10,376.00 | (180.84) | (4,328.82) | 13,409.03 |
| -From others | 1,947.19 | - | 25.53 | (334.31) | 1,638.41 |
| -From bodies corporate | 397.67 | 14.52 | (67.81) | - | 344.38 |
| Short Term Borrowings | | | | | |
| -From Bank | 20,467.08 | - | 191.07 | (9,805.01) | 10,853.14 |
| Lease Liabilities | 1,554.93 | | 174.12 | (81.79) | 1,647.26 |
| Total | 31,909.57 | 10,390.52 | 142.07 | (14,549.93) | 27,892.22 |

3. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 on Statement of Cash Flows.

4. The Holding Company has incurred Rs. 113.33 lakhs on account of Corporate Social Responsibility (CSR) Expenditure during the year ended March 31, 2021 (Previous year Rs. 114.65 lakhs)

Accompanying Notes on Financial Statements

1-49

These notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For and on behalf of the Board of Directors

For Lodha & Co.

Chartered Accountants

Firm's ICAI Registration No.-301051E

Ram Gopal Bansal

Chairman

DIN: 00144159

Harsh kumar Bansal

Director

Din : 00137014

Boman Parakh

Partner

Membership No. 053400

Place: Kolkata

Date: 30th June, 2021

Abhishek Agarwal

Chief Financial Officer

Vikram Kapur

Company Secretary

BMW INDUSTRIES LIMITED**Notes to Consolidated Financial Statements for the year ended March 31, 2021****Note 1****A. Corporate Information**

BMW Industries Limited ('the Company'), a public limited company, is incorporated at Kolkata, in the State of West Bengal. The corporate office as well as registered office of the Company is situated at 119 Park Street, White House, 3rd Floor, Kolkata, West Bengal- 700016. The Company is primarily engaged into manufacturing, processing and selling of steel products comprising of engineering and other products and services and activities related to the same. The Company's shares are listed on The Calcutta Stock Exchange Limited (CSE) and The Bombay Stock Exchange Limited (BSE).

The Consolidated financial statements for the year ended March 31, 2021 were approved for issue by the Board of Directors of the company on June 30, 2021 and are subject to the adoption by the Shareholders in the ensuing Annual General Meeting.

The consolidated financial statements relate to BMW Industries Limited (hereinafter referred to as 'the Holding Company') and its Subsidiaries (collectively hereinafter referred to as ' Group') as detailed below:

Investment in Subsidiaries

| Name of subsidiary | Principal activity | Place of incorporation and principal place of business | Proportion of ownership interest/voting rights held by the Company | |
|---|---------------------|--|--|----------------------|
| | | | As at March 31, 2021 | As at March 31, 2020 |
| Sail Bansal Service Centre Limited | Processing of Steel | India | 60.00% | 60.00% |
| Confident Financial Consultancy Private Limited | Investment | India | 100.00% | 100.00% |
| Perfect Investment Consultancy Private Limited | Investment | India | 100.00% | 100.00% |
| Sidhant Finvest Advisory Private Limited | Investment | India | 100.00% | 100.00% |
| Sidhi Vinayak Comosales Private Limited | Investment | India | 100.00% | 100.00% |
| Shri Hari Vinicam Private Limited | Investment | India | 100.00% | 100.00% |
| Narayana Dealcom Private Limited | Investment | India | 100.00% | 100.00% |
| Fairplan Vintidae Private Limited | Investment | India | 100.00% | 100.00% |
| Nageshwara Tradelink Private Limited | Investment | India | 100.00% | 100.00% |
| BMW Iron and Steel Private Limited | Conversion | India | 100.00% | 100.00% |

| | | | | |
|--|---------------------------|-------|---------|---------|
| (step down subsidiary) | iron and steel | | | |
| Nippon Cryo Private Limited (step down subsidiary) | Conversion iron and steel | India | 100.00% | 100.00% |

B. Statement of Compliance and Recent Accounting Pronouncements

i) Statement of Compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the “Ind AS”) as notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 (“the Act”). The Ind ASs issued, notified and made effective till the financial statements are authorized and have been considered for the purpose of preparation of these financial statements.

The accounting policies are applied consistently except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii) Application of new and revised standards

Effective April 01, 2020, there were certain amendments in Indian Accounting Standards (Ind AS) vide Companies (Indian Accounting Standards) Amendment Rules, 2020 notifying amendment to existing Ind AS 1 ‘Presentation of Financial Statements’, Ind AS 8 ‘Accounting Policies, Changes in Estimates and Errors’, Ind AS 10 ‘Events after the Reporting Period’, Ind AS 34 ‘Interim Financial Reporting’, Ind AS 37 ‘Provisions, Contingent Liabilities and Contingent Assets’, Ind AS 103 ‘Business Combinations’, Ind AS 107 ‘Financial Instruments: Disclosures’, Ind AS 109 ‘Financial Instruments’, Ind AS 116 ‘Leases’, Ind AS 105 ‘Non-current Assets Held for Sale and Discontinued Operations’.

Ind AS 1 has been modified to redefine the term ‘Material’ and consequential amendments have been made in Ind AS 8, Ind AS 10, Ind AS 34 and Ind AS 37.

Ind AS 103 dealing with ‘Business Combination’ has defined the term ‘Business’ to determine whether a transaction or event is a business combination. Amendment to Ind AS 107 and 109 relate to hedging relationship directly affected by Interest Rate Benchmark reforms. The amendment among other things requires an entity to assume that Interest Rate Benchmark on which hedged cash flows are based is not altered as a result of Interest Rate Benchmark reforms.

Ind AS 116 dealing with ‘Leases’ permitted lessees, as a practical expedient, not to assess whether rent concessions that occur as a direct consequence of COVID-19 pandemic and meet specified conditions are lease modifications and, instead, to account for those rent concessions as if they were not lease modifications.

Revision in these standards did not have any material impact on the profit/loss and earning per share for the year.

iii) Proposed amendments to Indian Accounting Standards (Ind AS)

On June 18, 2021, Ministry of Corporate Affairs (“MCA”) has issued Companies (Indian Accounting Standards) Amendment Rules, 2021 notifying amendments to certain existing Ind AS. These amendments have been made effective from the date of publication in the Official Gazette i.e. on 18th June, 2021. Certain such Ind AS which are relevant to companies operations includes IND AS- 101 " First-time Adoption of Indian Accounting Standards ", IND AS-107 "Financial Instruments: Disclosures", IND AS-109 "Financial Instruments", , IND AS-115 "Revenue from Contracts with Customers", IND AS-116 "Leases", IND AS-1 "Presentation of Financial Statements", IND AS-8 "Accounting Policies, Changes in Accounting Estimates and Errors", IND AS-12 "Income Taxes", IND AS-16 "Property, Plant and Equipment", IND AS-34 "Interim Financial Reporting", IND AS-37 "Provisions, Contingent Liabilities and Contingent Assets", and IND AS-38, "Intangible Assets" .

Even though the company will evaluate the impact of the above, none of these amendments as such are vital in nature and as are not likely to have any material impact on the financial statements of the company. There are other amendments in various others Ind AS which have not been listed hereinabove since these are not relevant to the company.

C. Significant Accounting Policies

a. Basis of Preparation

The Consolidated Financial Statements have been prepared under the historical cost convention on accrual basis except certain financial instruments that are measured in terms of relevant Ind AS at amortized costs or fair value at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind AS 1 "Presentation of Financial Statements" and in Division II of Schedule III to the Companies Act, 2013. Having regard to the nature of business being carried out by the Company, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

The functional currency of the Company is determined as the currency of the primary economic environment in which it operates. The Consolidated Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal Lakhs except otherwise stated.

b. Fair Value Measurement

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 under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

(a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

(b) Level 2: inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.

(c) Level 3: inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

c. Consolidation Procedure

The Consolidated Financial Statements have been prepared in accordance with principles laid down in Ind AS 110 on “Consolidated Financial Statements” as notified vide Companies (Accounting Standards) Rules, 2015 (as amended).

Subsidiaries

- i. Subsidiaries are entities over which the Group has control and the Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its:
 - a. Power over the investee
 - b. Exposure or rights to variable returns from its involvement with the investee
 - c. The ability to use its power over the investee to affect its returns

Subsidiaries are consolidated from the date control over the subsidiary is acquired and they are discontinued from the date of cessation of control.

- ii. The Group combines the financial statements of the Holding and its subsidiaries based on a line-by-line consolidation by adding together the book value of like items of assets and liabilities, revenue and expenses as per the respective financial statements. Intra group balances, intra group transactions and the unrealised profits on stocks arising out of intra group transaction have been eliminated.

- iii. The consolidated financial statements are prepared using uniform accounting policies for similar material transactions and other events in similar circumstances otherwise as stated elsewhere.
- iv. The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the consolidated financial statements as Goodwill or Capital reserve as the case may be. The said goodwill is not amortised, however it is tested for impairment at each balance sheet date and impairment loss, if any is recognised in the consolidated financial statements.
- v. Non-controlling interest's share of net profit of subsidiaries for the year is identified and adjusted against the revenue of the Group in order to arrive at the net revenue attributable to the owners of the Holding Company. The excess of loss for the year over the non-controlling interest is adjusted in owner's interest.
- vi. Non-controlling interest's share of net assets of subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Holding Company's shareholders.
- vii. A change in ownership interest of a subsidiary which does not result in a loss of control, is accounted for as an equity transaction.
- viii. If the Group loses control over a subsidiary, it derecognizes the assets, liabilities, carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost, with the resulting gain/ loss recognised in the statement of Profit & Loss.

Non-controlling Interest

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Holding Company's owners.

Non-controlling interests are initially measured at proportionate share on the date of acquisition of the recognised amounts of the acquiree's identifiable net assets. Subsequent to the acquisition, the carrying amount of the non-controlling interests is the amount of the interest at initial recognition plus the proportionate share of subsequent changes in equity.

Business Combination and Goodwill

The Group except for combination of group entities which are under common control applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group,

which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. Assets acquired and liabilities assumed are generally measured at their acquisition date fair values.

In case of combination of entities under control, business combination are accounted for under pooling of interest method whereby the assets and liabilities are combined at the carrying amount and no adjustments are made to reflect their fair values or recognise any new assets or liabilities.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the combination date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

d. Property Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost include deemed cost on the date of transition and comprises purchase price of PPE or its construction cost and includes, where applicable, inward freight, duties and taxes, and other expenses related to acquisition or installation and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use. Interest on Borrowings utilised to finance the construction of qualifying assets are capitalised as part of cost of the asset until such time that the asset is ready for its intended use.

When parts of an item of PPE have different useful life's, they are accounted for as separate items (major components) of the PPE.

Property, Plant and Equipment includes spare, stand by equipments and servicing equipments which are expected to be used for a period more than twelve months and meets the recognition criteria of Plant, Property and Equipment. The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss in which they are incurred.

The company's lease assets comprising of Land and Building has been separately shown under PPE as Right of Use (ROU) Assets.

Capital work in progress includes purchase price, import duty and any directly attributable cost of bringing the assets to their working condition, Such items are classified to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use.

Amount paid towards acquisition of Property, Plant and Equipment outstanding as at each reporting date are recognized as capital advance under “Other Non-Current Assets”.

Depreciation

Depreciation on Property, Plant and Equipment is provided as per Schedule II of the Companies Act, 2013 on straight line method. Subsequent additions to the cost of Property, Plant and Equipment are depreciated over the remaining life of mother asset.

No depreciation is charged on Freehold land.

Depreciation on ROU assets is provided over the lease term or expected useful life of the asset, whichever is lower and depreciation on Property, Plant and Equipment (other than leasehold land) commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

| Category | Useful Life in years |
|------------------------|-----------------------------|
| Buildings | 3-30 |
| Plant and Equipment | 3-20 |
| Furniture and fixtures | 10 |
| Vehicles | 8-10 |

The residual value of an item of Property, Plant and Equipment has been kept at 5 percent or less of the cost of the respective assets.

Depreciation methods, Useful lives and Residual values are reviewed and adjusted as appropriate, at each reporting date.

e. Intangible Assets

Intangible assets are stated at cost of acquisition comprising of purchase price inclusive of duties and taxes less accumulated amortization and impairment losses if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and its cost can be measured reliably. Such assets, are amortized over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Amortization on Intangible Assets commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

| Category | Useful life (in years) |
|-------------------|-------------------------------|
| Computer Software | 6 |

Amortization methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

f. De-recognition of Tangible and Intangible assets

An item of Property, Plant and Equipment and Intangible assets is de-recognised upon disposal or when no future economic benefits are expected to arise from its continued use or disposal. Gain or loss arising on the disposal or retirement of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

g. Leases

The Company's lease asset classes primarily consist of land and building premises taken on lease for residential and official accommodation. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the 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: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU Assets") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes 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. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are premeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as financing cash flows. Lease liability obligations is presented separately under the head "Other Financial Liabilities" whereas Right of Use Assets have been disclosed separately as a part of Property, Plant and Equipment.

The right-of-use assets are initially recognized 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. They are subsequently measured at cost less accumulated depreciation and impairment losses.

h. Investments in subsidiaries, associates and joint ventures

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

i. Non-current assets held for sale

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

Non-current assets or disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use.

This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, Plant and Equipment and Intangible Assets are not depreciated or amortized once classified as held for sale.

j. Impairment of Tangible and Intangible Assets

Tangible and Intangible assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

k. Financial Instruments - Financial assets and financial liabilities

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

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

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within twelve months or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (referred to as "FVTPL") or at Fair Value through Other Comprehensive Income (referred to as "FVTOCI") depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

1) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash and cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

2) Financial Assets and Financial Liabilities measured at amortised cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (referred to as "EIR") method less impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortized cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

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

For the purpose of para (2) and (3) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

4) Financial Assets or Financial Liabilities at Fair value through profit or loss (FVTPL)

Financial Instruments which does not meet the criteria of amortized cost or fair value through other comprehensive income are classified as Fair Value through Profit and loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

5) Impairment of financial assets

The Company evaluates whether there is any objective evidence that financial assets measured at amortise costs including trade and other receivables are impaired and determines the amount of impairment allowance as a result of the inability of the parties to make required payments. The Company bases the estimates on the ageing of the receivables, credit-worthiness of the receivables and historical write-off experience and variation in the credit risk on year to year basis.

Lifetime expected credit losses are the expected credit losses (ECL) that result from all possible default events over the expected life of a financial instrument. The company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

In case of trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses where maximum contractual period is considered over which the Company is exposed to credit risks

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This

includes both quantitative and qualitative information and analysis based on the Company's historical experience and informed credit assessment and including forward-looking information.

Loss allowances for financial assets measured at amortized costs are deducted from the gross carrying amount of the assets.

6) Derecognition of financial instruments

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

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified to Retained earnings.

Financial liabilities are derecognised if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognized in Statement of Profit and Loss.

7) Derivative financial instruments and hedging activities

The company enters into derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in foreign exchange rates in respect of financial instruments and forecasted cash flows denominated in certain foreign currencies. The Company uses hedging instruments which provide principles on the use of such financial derivatives consistent with the risk management strategy of the Company. The hedge instruments are designated and documented as hedges and effectiveness of hedge instruments is assessed and measured at inception and on an ongoing basis to reduce the risk associated with the exposure being hedged.

Any derivative that is either not designated as a hedge, or is so designated but is ineffective as per Ind AS 109 "Financial Instruments", is categorized as a financial asset/liability, at fair value through profit or loss. Transaction costs attributable to the same are also recognized in statement of profit and loss. Changes in the fair value of the derivative hedging instrument designated as a fair value hedge are recognized in the statement of profit and loss.

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity as cash flow hedging reserve to the extent that the hedge is effective.

Hedging instrument which no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. Any gain or loss recognized in other comprehensive income and accumulated in equity remains therein till that time and thereafter to the extent hedge accounting being discontinued is recognised in Statement of Profit and Loss. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss accumulated in equity is transferred to the statement of profit and loss.

l. Inventories

Inventories are valued at lower of the cost or estimated net realisable value.

The cost in respect of raw materials is determined on First in First out basis (FIFO) and in respect of Finished Goods and Stores and Spares determined on Weighted average basis. Materials and other supplies held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost of raw materials and stores and spares includes the taxes other than those recoverable from taxing authorities and expenses incidental to the procurement of the same. Cost in case of Finished goods represents prime cost and appropriate portion of overheads.

Stock of Work in Progress includes conversion or processing costs of material pending completion and delivery to the customer.

By-product and scrap is valued at net realisable value.

m. Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the statement of profit and loss. Foreign exchange gain or loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

n. Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects

o. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the Consolidated financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

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

p. Employee Benefits

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered.

Contribution to defined contribution plans such as Provident Fund, Employee Pension Scheme etc, is being made in accordance with statute and are recognised as and when incurred.

Employees benefits using defined benefit plans are recognised using actuarial valuation techniques at the close of each year. Remeasurements comprising of actuarial gains and losses, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income ("OCI") in the period in which they occur. Remeasurements are not reclassified to Profit or Loss in subsequent periods. The Liability recognised in the Balance Sheet in respect of gratuity is the present value of the defined benefit obligation as at the balance sheet date. The defined benefit obligation is calculated by external actuaries using the projected Unit credit method.

q. Revenue Recognition

1. Revenue from Operations

Revenue is measured based on the considerations specified in a contract with a customer and excludes amounts collected on behalf of third parties. The revenue from sales is recognised when control over a product or service has been transferred and /or products/services are delivered/provided to the customers. The delivery occurs when the product has been shipped or delivered to the specific location as the case may be and the customer has either accepted the products in accordance with contract or the company has sufficient evidence that all the criteria for acceptance has been satisfied. Returns, discounts and rebates collected, if any, are deducted there from sales.

2. Other Income

Interest, Dividend and Claims:

Dividend income is recognized when the right to receive payment is established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Revenue in respect of claims of insurance, etc. are recognized only when there is reasonable certainty as to the ultimate collection.

r. Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant and Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

s. Government Grants

Government grants are recognized on systematic basis when there is reasonable certainty of realization of the same. Revenue grants including subsidy/rebates are credited to Statement of Profit and Loss Account under "Other Income" or deducted from the related expenses for the

period to which these are related. Grants which are meant for purchase, construction or otherwise to acquire non current assets are recognized as Deferred Income and disclosed under Non Current Liabilities and transferred to Statement of Profit and Loss on a systematic basis over the useful life of the respective asset. Grants relating to non-depreciable assets is transferred to Statement of Profit and Loss over the periods that bear the cost of meeting the obligations related to such grants.

t. Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current Tax

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Advance tax and provisions are presented in the balance sheet after setting off advance tax paid and income tax provision for the current year.

Deferred Tax

Deferred tax is accounted by using the balance sheet liability method in respect of temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit as well as for unused tax losses or credits. In principle deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred Tax Asset & Liabilities have been offset wherever the company has a legally enforceable right to set off current tax assets against current tax liabilities & where deferred tax assets & liabilities relate to income tax levied by the same taxation authority.

Deferred taxes are calculated at the enacted or substantially enacted tax rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

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

u. Earnings Per Share

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

v. Segment Reporting

The Company has one operating business segment viz, manufacturing, processing and selling of steel and steel products comprising of engineering and other products and services and all other activities are incidental to the same.

D. Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the Consolidated financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the Consolidated financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

a. Arrangements containing leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

b. Depreciation / amortization and impairment on Property, Plant and Equipment / Intangible assets.

Property, plant and equipment, ROU Assets and intangible assets are depreciated/amortized on Straight-Line Basis over the estimated useful lives (or lease term if shorter) in accordance with Internal assessment and Independent evaluation carried out by technical expert/ Schedule II of the Companies Act, 2013, taking into account the estimated useful life and residual value, wherever applicable.

The company reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation assets recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted.

c. Impairment loss on trade receivables

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

d. Current Tax and Deferred Tax

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

Significant management judgement is required to determine the amount of deferred tax assets/liability that can be recognised, based upon the likely timing and the level of future taxable profit together with future tax planning strategies. The management has reviewed the rationale for recognition of Deferred Tax Liability and based on the likely timing and level of profitability in future and expected utilisation of deferred tax there against.

e. Defined benefit obligation (DBO)

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Variation in

these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

f. Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

Notes to the Consolidated Financial Statements

2. Property Plant and Equipment

Rupees in Lakhs

| Particulars | Freehold Land | Land-Right-of-Use (Refer Note No. 42) | Building-Right-of-Use (Refer Note No. 42) | Buildings | Plant and Equipment | Furniture and Fixtures | Vehicles | Total |
|--------------------------------------|---------------|--|--|-----------|---------------------|------------------------|----------|------------|
| (A) Gross Carrying Amount | | | | | | | | |
| As at March 31,2019 | 952.11 | - | - | 7,716.30 | 51,518.88 | 326.99 | 2,026.54 | 62,540.82 |
| Additions/Adjustments | - | 1,785.90 | 53.32 | 13.80 | 130.52 | 309.16 | 113.77 | 2,406.47 |
| Acquisition of Subsidiaries | 722.63 | - | - | 1,268.83 | 7,032.09 | 1.17 | - | 9,024.72 |
| Disposal / Adjustments | - | - | - | - | (85.01) | - | (44.94) | (129.95) |
| Other Adjustments | - | - | - | (0.21) | - | - | - | (0.21) |
| As at March 31,2020 | 1,674.74 | 1,785.90 | 53.32 | 8,998.73 | 58,596.47 | 637.32 | 2,095.37 | 73,841.85 |
| Additions / Adjustments | - | - | - | 796.40 | 1,196.22 | 1.30 | 30.21 | 2,024.13 |
| Disposal / Adjustments | - | - | - | (873.80) | (3,089.87) | (37.29) | (138.53) | (4,139.49) |
| Other Adjustments | - | - | - | - | - | - | - | - |
| As at March 31,2021 | 1,674.74 | 1,785.90 | 53.32 | 8,921.33 | 56,702.82 | 601.33 | 1,987.05 | 71,726.49 |
| (B) Accumulated Depreciation | | | | | | | | |
| As at March 31,2019 | - | - | - | 887.38 | 12,320.30 | 121.86 | 960.05 | 14,289.59 |
| Charge for the year | - | 78.78 | 10.66 | 326.62 | 3,925.06 | 69.31 | 321.44 | 4,731.87 |
| Acquisition of Subsidiaries | - | - | - | 192.89 | 2,503.05 | 0.33 | - | 2,696.27 |
| Disposal / Adjustments | - | - | - | - | (79.46) | - | (24.28) | (103.74) |
| Other Adjustments | - | - | - | - | - | - | - | - |
| As at March 31,2020 | - | 78.78 | 10.66 | 1,406.89 | 18,668.95 | 191.50 | 1,257.21 | 21,613.99 |
| Charge for the year | - | 87.71 | 10.67 | 401.94 | 4,418.15 | 73.55 | 294.03 | 5,286.05 |
| Disposal / Adjustments | - | - | - | (32.10) | (98.31) | (13.78) | (42.93) | (187.12) |
| Other Adjustments | - | - | - | - | - | - | - | - |
| As at March 31,2021 | - | 166.49 | 21.33 | 1,776.73 | 22,988.79 | 251.27 | 1,508.31 | 26,712.92 |
| (C) Net Carrying Amount (A-B) | | | | | | | | |
| As at March 31,2019 | 952.11 | - | - | 6,828.92 | 39,198.57 | 205.13 | 1,066.49 | 48,251.23 |
| As at March 31,2020 | 1,674.74 | 1,707.12 | 42.66 | 7,591.83 | 39,927.52 | 445.82 | 838.16 | 52,227.86 |
| As at March 31,2021 | 1,674.74 | 1,619.41 | 31.99 | 7,144.60 | 33,714.03 | 350.06 | 478.74 | 45,013.57 |

Notes:

- 2.1 Refer Note No. 17.1 and 22.1 in respect of charge created on Property, Plant and Equipment against borrowings.
- 2.2 Refer Note No. 36
- 2.3 Addition to plant and equipment during the year ended 31st March, 2021 includes Rs. 1495.59 lakhs being inventories used in construction of assets. (Also Refer Note No. 31)

2A Capital Work-In-Progress

Rupees in Lakhs

| Particular | Asset under construction | Land and Other Developments | Pre-Operative Expenses | Asset Under Installation | Total |
|---|--------------------------|-----------------------------|------------------------|--------------------------|-----------------|
| As at March 31,2019 | 2,158.32 | 130.00 | - | - | 2,288.32 |
| Additions | 1,236.65 | 23.40 | - | 3.87 | 1,263.92 |
| Capitalised | 318.15 | - | - | - | 318.15 |
| Charged to the statement of Profit and Loss | - | - | - | - | - |
| As at March 31,2020 | 3,076.82 | 153.40 | - | 3.87 | 3,234.09 |
| Additions | 1,948.84 | - | 11.96 | - | 1,960.80 |
| Capitalised | 1,394.25 | - | - | - | 1,394.25 |
| Charged to the statement of Profit and Loss | 48.94 | - | - | 3.87 | 52.81 |
| As at March 31,2021 | 3,582.47 | 153.40 | 11.96 | - | 3,747.83 |

2A.1 The Holding Company as part of growth plan has decided to utilize industrial leasehold land under their possession in Bokaro for setting up a new project i.e, Steel Service Centre with the objective of diversifying and increasing the company's presence in that region and improve the overall market share. Rs. 149.01 lakhs incurred during the construction of the said project and relatable there to have been classified and carried forward as Capital Work in Progress to be capitalised on completion of the project.

3. Intangible Assets

Rupees in Lakhs

| Particulars | Computer Software |
|--------------------------------------|-------------------|
| (A) Gross Carrying Amount | |
| As at March 31,2019 | 23.14 |
| Additions | - |
| Disposal / Adjustments | - |
| As at March 31,2020 | 23.14 |
| Additions | - |
| Disposal / Adjustments | - |
| As at March 31,2021 | 23.14 |
| (B) Accumulated Amortisation | |
| As at March 31,2019 | 19.85 |
| Charge for the year | 0.51 |
| As at March 31,2020 | 20.36 |
| Charge for the year | 0.38 |
| As at March 31,2021 | 20.74 |
| (C) Net Carrying Amount (A-B) | |
| As at March 31,2019 | 3.29 |
| As at March 31,2020 | 2.78 |
| As at March 31,2021 | 2.40 |

Consolidated Financial Statements

4 Investments - Non Current

Rupees in Lakhs

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|-----------------|----------------------|-----------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Investments measured at Fair Value through Other Comprehensive Income | | | | |
| In Equity Instruments | | | | |
| Unquoted | | | | |
| In Bodies Corporate | | 2,212.49 | | 7,050.23 |
| | | 2,212.49 | | 7,050.23 |
| 4.1 Aggregate amount of unquoted investments | | 2,212.49 | | 7,050.23 |

4.2 Investment in Bodies Corporate represents investments made by certain subsidiaries details whereof from the financial statements of respective subsidiary companies were not available and as such the disclosure and the fair valuation in terms of Ind AS 109, "Financial Instruments", has not been given effect to or made in these Consolidated Financial Statement.

4.3 Investment of Rs 5731.50 lakhs have been written off during the year and included and shown as exceptional items (Refer Note 36)

5 Other Financial Assets- Non Current

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|---|----------|-------------------------|----------------------|
| | (Unsecured, Considered good unless otherwise stated) | | | |
| | At amortised cost | | | |
| (a) | Security Deposits | | 570.73 | 591.97 |
| (b) | Fixed Deposit with Bank (having maturity more than 12 months) | 5.1 | 331.59 | 263.72 |
| | | | 902.32 | 855.69 |

Notes:

5.1 Kept as lien against Bank Guarantee

6 Other Non Current Assets

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|--|----------|-------------------------|----------------------|
| (a) | Capital Advance | 6.1 | 7,131.82 | 2,257.16 |
| | Advances other than Capital Advances | | | |
| (b) | Advance Tax including Tax Deducted at Source | 6.2 | 404.90 | - |
| (c) | Prepaid Expenses | | 0.18 | 8.08 |
| | | | 7,536.90 | 2,265.24 |

- 6.1 Capital Advance includes Rs. 1366.77 lakhs (March 31, 2020 Rs. 1366.77 lakhs) given to a foreign supplier against purchase of certain Equipments for which the order have been cancelled and the amount shall be adjusted against future supplies of Equipments to be procured by the Holding Company from the said supplier.
- 6.2 Advance Tax including Tax deducted at Source as on 31st March, 2021 is net of provision for Income Tax of Rs. 1632.48 Lakhs.

dated Financial Statements

7 Inventories (Valued at lower of cost or Estimated Net realisable Value)

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|-------------------|----------|----------------------|----------------------|
| (a) | Raw materials | | 6,898.40 | 9,281.54 |
| (b) | Work in Progress | | 553.29 | 3,049.74 |
| (c) | Finished goods | | 2,302.80 | 6,187.75 |
| (d) | Stores and Spares | | 2,278.84 | 2,478.12 |
| | | | 12,033.33 | 20,997.15 |

Notes:

7.1 Refer Note No. 17.1 and 22.1 in respect of charge created on Inventories against borrowings.

7.2 Refer Note No. 36

7.3 During the year, Inventories of finished goods of the Holding Company based on an extensive review have been scrapped and taken at estimated realisable value. Shortfall in value in this respect have been charged out during the year and included under exceptional items (Note No. 36).

Such Inventories amounting to Rs. 652.25 Lakhs continued to be included under Finished Goods at realisable value of the scrap as on 31st March 2021.

8 Current - Trade Receivables

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------------|----------|----------------------|----------------------|
| | Unsecured, Considered Good | | 10,278.24 | 13,885.96 |
| | | | 10,278.24 | 13,885.96 |

Notes:

8.1 Trade Receivables are non interest bearing and are generally on credit terms of 30 to 90 days. The ageing of Trade Receivables are as follows:

| Particulars | Rupees in Lakhs | |
|-----------------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Within the credit period | 4,658.32 | 8,348.23 |
| 1-180 days past due | 3,218.35 | 1,342.75 |
| More than 180 days past due | 2,401.57 | 4,194.98 |
| Total | 10,278.24 | 13,885.96 |

8.2 Refer Note No. 17.1 and 22.1 in respect of charge created on Trade Receivable against borrowings.

8.3 The Group has reviewed its account receivable based on the financial condition of the customer after considering the current economic environment on case to case basis. Based on such review, Other than those as given in Note No. 36, no impairment in values thereof are expected to arise.

The concentration of credit risks in respect of manufactured goods sold is limited due to customer base being backed by large number of unrelated parties. In respect of services provided, the Group's significant revenues are derived from one customer which is a well established public limited company listed on stock exchange in India and therefore concentration of credit risk is limited.

Condensed Financial Statements

9 Cash and cash equivalents
(As certified by the management)

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|---|----------|----------------------|----------------------|
| (a) | Balances with banks | | | |
| | In Current accounts | | 47.23 | 262.99 |
| | in Fixed Deposit (having original maturity of less than 3 months) | | - | 44.37 |
| (b) | Cheques on hand | | - | 173.94 |
| (c) | Cash on hand | | 12.54 | 7.82 |
| | | | <u>59.77</u> | <u>489.12</u> |

10 Other Bank balances

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|--|----------|----------------------|----------------------|
| (a) | Unpaid Dividend (in dividend current account) | 10.1 | 0.07 | 0.07 |
| (b) | Fixed Deposit with Bank (having original maturity of more than 3 months and less than 12 Months) | 10.2 | 527.67 | 822.89 |
| | | | <u>527.74</u> | <u>822.96</u> |

Notes:

- 10.1 Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them.
- 10.2 Kept as lien against Bank Guarantee.

11 Loans

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|--|----------|----------------------|----------------------|
| | (Unsecured, Considered good unless otherwise stated) | | | |
| | At Amortised Cost | | | |
| (a) | Loans to bodies corporate | 11.1 | 1,751.01 | 1,654.28 |
| (b) | Loans to others | | - | 114.90 |
| (c) | Loans to employees | | 57.45 | 96.53 |
| | | | <u>1,808.46</u> | <u>1,865.71</u> |

- 11.1 Represents Loans granted for Business Purpose

12 Other Financial Assets

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|--|----------|----------------------|----------------------|
| | (Unsecured, Considered good unless otherwise stated) | | | |
| | At Amortised Cost | | | |
| (a) | Security Deposit | | 31.44 | 31.43 |
| (b) | Grant Receivable | | - | 90.00 |
| (c) | Interest accrued on Deposits | | 11.07 | 5.42 |
| (d) | Others | | 2.76 | 3.15 |
| | | | <u>45.27</u> | <u>130.00</u> |

13 Other Current Assets

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|---|----------|----------------------|----------------------|
| | Advances other than Capital advances | | | |
| (a) | Advances against goods and services | | 4,102.10 | 8,669.46 |
| (b) | Balances with government authorities | | 474.00 | 101.82 |
| (c) | Prepaid expenses | | 54.37 | 60.01 |
| (d) | Surplus / Obsolete Assets | 13.1 | 395.33 | - |
| (e) | Deferred Loss on fair valuation of Financial instrument | | - | 0.69 |
| (f) | Surplus in gratuity Fund | 13.2 | 22.70 | 22.70 |
| (g) | Others | | 23.40 | 116.68 |
| | | | <u>5,071.90</u> | <u>8,971.36</u> |

Notes:

- 13.1 Surplus Assets / Obsolete Assets held for disposal are shown at lower of book value and net realizable value.
- 13.2 Surplus in Gratuity Fund represents balance available with Employee Gratuity Fund under Group Gratuity Cash Accumulation (GGCA Schemes) in one of the subsidiary company which has discontinued the annual contribution under the said scheme since earlier years. The said subsidiary company has recognised the interest income of Rs. 2.68 Lakhs upto 31st March 2020. No such income has subsequently been recognised.

14 Assets classified as held for sale

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|--|----------|----------------------|----------------------|
| | Investment in equity instruments of a subsidiary | 14.1 | 305.22 | 305.22 |
| | | | <u>305.22</u> | <u>305.22</u> |

- 14.1 The Holding Company entered into a Share Purchase Agreement (SPA) on 04th April, 2017 inter-alia with M/S Anand Itta Bhata Udyog Private Limited for sale of its entire shareholding in Bansal Nepal Private Limited, subsidiary of the holding company consisting of 508693 equity shares of Rs. 60/- each subject to compliance and completion of the formalities under the Foreign Exchange Management Act and the conditions precedent in terms of the Sale Purchase Agreement. Consequently, the said investments has been classified as held for sale at its realisable value.

15 Equity Share Capital

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| Authorised: 500,000,000 Equity Shares of Re. 1 each (Previous Year 500,000,000 shares of Re. 1 each) | | 5,000.00 | 5,000.00 |
| | | 5,000.00 | 5,000.00 |
| Issued,Subscribed and fully paid up: 225,086,460 Equity Shares of Re. 1 each (Previous Year 225,086,460 shares of Re. 1 each) | | 2,250.86 | 2,250.86 |
| | | 2,250.86 | 2,250.86 |

Notes:

- 15.1** The company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, 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. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in proportion to their shareholding.
- 15.2** There has been no changes/movements in number of shares outstanding at the beginning and at the end of the reporting period.

15.3 Shareholders holding more than 5% equity shares

| Name of Equity Shareholders | | Number of Equity Shares Held | |
|------------------------------------|--------|------------------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Ram Gopal Bansal | | 35831000 | 35,750,000 |
| Harsh Kumar Bansal | | 18464750 | 18,447,250 |
| Vivek Kumar Bansal | | 14039581 | 14,022,080 |
| Gaungour Sales Private Limited | | 41187500 | - |
| Tricom Investments Private Limited | 15.3.1 | 14976426 | 6,485,500 |

- 15.3.1** The percentage of Share holding has been increased from 2.88 % to 6.65% on being purchase of further equity shares

16 Other Equity

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------|----------------------|----------------------|
| Capital Reserve | | | |
| As per last Balance Sheet | | 14,430.86 | 14,379.48 |
| Acquisition of subsidiaries (Refer Note No. 46) | | | 51.38 |
| As at Balance Sheet date | 16.2 | 14,430.86 | 14,430.86 |
| Securities Premium | | | |
| As per last Balance Sheet | | 16,682.97 | 16,682.97 |
| As at Balance Sheet date | 16.3 | 16,682.97 | 16,682.97 |
| General Reserve | | | |
| As per last Balance Sheet | | 2,207.29 | 2,207.29 |
| As at Balance Sheet date | 16.4 | 2,207.29 | 2,207.29 |
| Retained earnings | | | |
| As per last balance sheet | | 33,851.45 | 30,238.19 |
| Profit/(Loss) for the year | | (17,568.14) | 2,189.72 |
| Transfer from Other Comprehensive Income | | 48.20 | (36.38) |
| Acquisition of subsidiaries (Refer Note No. 46) | | | 1,459.92 |
| As at Balance Sheet date | 16.5 | 16,331.51 | 33,851.45 |
| Other Comprehensive Income | | | |
| Other Comprehensive Income for the year | | 48.20 | (36.38) |
| Transfer to retained earnings | | (48.20) | 36.38 |
| As at Balance Sheet date | 16.6 | - | - |
| | | 49,652.63 | 67,172.57 |

Notes:

- 16.1** Refer Statement of Changes in Equity for movement in balances of Reserves.
- 16.2 Capital Reserve**
Capital Reserve comprises of:
- | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Government Grant Received | 15.00 | 15.00 |
| Forfeiture of Warrants convertible to Equity Shares | 417.17 | 417.17 |
| Capital Reserve on Consolidation | 13,998.69 | 13,998.69 |
| Total | 14,430.86 | 14,430.86 |
- 16.3 Securities Premium**
Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.
- 16.4 General Reserve**
The general reserve is created from time to time by appropriating profits from retained earnings. The general reserve is created by a transfer from one component of equity to another and accordingly it is not reclassified to the Statement of profit and loss.
- 16.5 Retained Earnings**
Retained earnings generally represent the undistributed profit/amount of accumulated earnings of the company .This includes Other Comprehensive Income/(Loss) of (Rs. 2.42 Lakhs) (March 31, 2020: (Rs. 50.62 lakhs) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.
- 16.6 Other Comprehensive Income**
Other Comprehensive Income represents gain/losses on defined benefit obligations which is transferred to retained earnings as stated in Note 16.5 above.

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17 Borrowings

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | | As at March 31, 2020 | |
|----------|--------------------------|----------|----------------------|-----------------|----------------------|-----------------|
| | | | Non current | Current | Non current | Current |
| | At Amortised Cost | | | | | |
| A | Secured | | | | | |
| (a) | Term loans | | | | | |
| | From banks | | | | | |
| | -Rupee Loan | 17.1.1 | 8,741.85 | 4,653.89 | 1,971.31 | 3,128.90 |
| | - Foreign Currency Loan | | - | - | - | 2,270.52 |
| | From Others | 17.1.2 | 1,050.17 | 588.24 | 1,531.86 | 382.35 |
| (b) | Vehicle Loan | | - | - | - | - |
| | From banks | 17.1.3 | 4.60 | 8.69 | 13.26 | 158.70 |
| | From Others | | - | - | - | 32.98 |
| | | | 9,796.62 | 5,250.82 | 3,516.43 | 5,973.45 |
| B | Unsecured | | | | | |
| | From Related Parties | | - | - | - | - |
| | From Bodies Corporate | 17.1.4 | 344.38 | - | 397.67 | - |
| | | | 344.38 | - | 397.67 | - |
| | Total | | 10,141.00 | 5,250.82 | 3,914.10 | 5,973.45 |

17.1 Nature of Security

- 17.1.1 Rupee Term Loan of Rs. 13,395.74 Lakhs (Previous Year Rs. 5,100.21 Lakhs) taken by the Holding Company is secured primarily by 1st charge on the fixed assets of the Company's Unit at Gamharia situated in Jharkhand (existing as well as that of the Proposed Project) for both present and future and secured by First charge on all fixed assets located at GT Road both present and future, by way of equitable mortgage of the immovable assets and hypothecation of plant and machineries and other movable fixed assets. Further secured by personal guarantee of the three directors of the Holding Company. Rate of interest being 0.35% to 2.25% above Bank Rate and is repayable at unamortised cost as follows:

| Financial Year | Rupees in Lakhs |
|----------------|------------------|
| 2021-2022 | 4,653.89 |
| 2022-2023 | 2861.74 |
| 2023-2024 | 2399.75 |
| 2024-2025 | 2474.75 |
| 2025-2026 | 1,099.77 |
| Total | 13,489.90 |

- 17.1.2 Secured by hypothecation of first charge over the company movable and immovable fixed assets at Adityapur and Manifit units . Rate of interest ranges from 9.25% to 10.25% and is repayable at unamortised cost as follows:

| Financial Year | Rupees in Lakhs |
|----------------|-----------------|
| 2021-22 | 588.24 |
| 2022-23 | 470.59 |
| 2023-24 | 470.59 |
| 2024-25 | 117.64 |
| Total | 1,647.06 |

- 17.1.3 Secured by hypothecation of vehicles acquired thereagainst. Rate of interest being ranges from 9.25% to 10.25% and is repayable at unamortised cost as follows:

| Financial Year | Rupees in Lakhs |
|----------------|-----------------|
| 2021-2022 | 8.69 |
| 2022-2023 | 4.60 |
| Total | 13.29 |

- 17.1.4 Interest free Unsecured Loan at unamortised cost outstanding as on March 31, 2021 is payable as per the repayment schedule as follows:

| Financial Year | Rupees in Lakhs |
|----------------|-----------------|
| 2023-2024 | 344.38 |
| Total | 344.38 |

18 Other Financial Liabilities -Non Current

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|--------------------------|----------|----------------------|----------------------|
| | At Amortised Cost | | | |
| (a) | Security Deposit | | 1,536.88 | 1,397.17 |
| (b) | Lease Liability | 42 | 1,607.30 | 1,542.96 |
| | | | 3,144.18 | 2,940.13 |

19 Provision - Non Current

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|---------------------------------|----------|----------------------|----------------------|
| | Provision for employee benefits | 19.1 | 177.55 | 345.96 |
| | | | 177.55 | 345.96 |

Notes:

19.1 For other disclosures, refer Note No. 43

20 Deferred Tax Liabilities(Net)

The following is the analysis of Deferred Tax (Assets) / Liabilities presented in the Consolidated Balance Sheet

Rupees in Lakhs

| | Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|-----|--|----------|----------------------|----------------------|
| (a) | Deferred Tax Assets | | (4,156.43) | (1,488.56) |
| (b) | Deferred Tax Liabilities | | 4,705.28 | 5,985.86 |
| | Net deferred Tax (Assets)/ Liabilities | | 548.85 | 4,497.30 |

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2021 are given below :

Rupees in Lakhs

| 2020-2021 | As at 31st March,2020 | Charges/ (Credit) recognised in the Statement of Profit and Loss | Charges/ (Credit) recognised in the Other Comprehensive Income | As at 31st March,2021 |
|---|-----------------------|---|---|-----------------------|
| Deferred Tax Assets | | | | |
| Defined benefit obligation | 80.85 | 4.13 | 16.43 | 60.29 |
| Mat Credit entitlement | 378.55 | - | - | 378.55 |
| Lease Rentals and Others | 74.22 | (20.59) | - | 94.81 |
| Unabsorbed Depreciation and Business Loss | 791.61 | (2,642.97) | - | 3,434.58 |
| Fair Valuation of Financial Instruments | 163.33 | (24.87) | - | 188.20 |
| Total Deferred Tax Assets | 1,488.56 | (2,684.30) | 16.43 | 4,156.43 |
| Deferred Tax Liabilities | | | | |
| Fair valuation of financial liabilities | 0.25 | (35.90) | - | (35.65) |
| Timing difference with respect to Property, Plant & Equipment and Intangible assets | 5,985.61 | (1,244.68) | - | 4,740.93 |
| Total Deferred Tax Liabilities | 5,985.86 | (1,280.58) | - | 4,705.28 |
| NET DEFERRED TAX (ASSETS)/ LIABILITIES | 4,497.30 | (3,964.88) | (16.43) | 548.85 |
| Disclosed as | | | | |
| Deferred Tax Assets | 418.22 | - | - | 479.71 |
| Deferred Tax Liabilities | 4,915.52 | - | - | 1,028.56 |
| NET DEFERRED TAX LIABILITIES/(ASSETS) | 4,497.30 | | | 548.85 |

Components of Deferred tax (Assets)/ Liabilities as at March 31, 2020 are given below :

Rupees in Lakhs

| 2019-2020 | As at 31st March,2019 | Acquisition of subsidiaries (Refer Note No. 46) | Charges/ (Credit) recognised in the Statement of Profit and Loss | Charges/ (Credit) recognised in the Other Comprehensive Income | As at 31st March,2020 |
|---|-----------------------|---|---|---|-----------------------|
| Deferred Tax Assets | | | | | |
| Defined benefit obligation | 83.85 | - | 15.37 | (12.37) | 80.85 |
| Mat Credit entitlement | 1985.06 | 341.96 | 1,948.47 | - | 378.55 |
| Lease Rentals and Others | 83.07 | - | 8.85 | - | 74.22 |
| Brought forward Unabsorbed Depreciation | 48.71 | - | 14.65 | - | 34.06 |
| Fair Valuation of Financial Instruments | 85.41 | - | (77.92) | - | 163.33 |
| Unabsorbed Business Loss | - | 984.52 | 226.97 | - | 757.55 |
| Total Deferred Tax Assets | 2286.10 | 1326.48 | 2136.39 | (12.37) | 1,488.56 |
| Deferred Tax Liabilities | | | | | |
| Unsecured Loan | - | 0.19 | 0.06 | - | 0.25 |
| Timing difference with respect to Property, Plant & Equipment and Intangible assets | 7475.84 | 827.62 | (2,317.84) | - | 5,985.61 |
| Total Deferred Tax Liabilities | 7,475.84 | 827.81 | (2,317.78) | - | 5,985.86 |
| NET DEFERRED TAX (ASSETS)/ LIABILITIES | 5,189.74 | (498.67) | (181.39) | (12.37) | 4,497.30 |
| Deferred Tax Assets | 22.46 | - | - | - | 418.22 |
| Deferred Tax Liabilities | 5,212.20 | - | - | - | 4,915.52 |
| NET DEFERRED TAX LIABILITIES/(ASSETS) | 5189.74 | | | | 4,497.30 |

20.1 Deferred tax Asset on account of timing differences with respect to depreciation has been considered and recognised in the accounts in respect of one of the Subsidiary Company.

20.2 Deferred tax assets and liabilities have been adjusted when these pertain to the same legal entity and thereby net deferred tax liabilities/(assets) have been disclosed as follows:

Rupees in Lakhs

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Consolidated Net Deferred Tax Liabilities | 1,028.56 | 4,915.52 |
| Consolidated Net Deferred Tax Assets | 479.71 | 418.22 |
| Consolidated Net Deferred Tax Liabilities/(Assets) | 548.85 | 4,497.30 |

21 Other Non Current Liabilities

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| (a) Deferred gain on fair valuation of financial instrument | | 324.12 | 484.72 |
| (b) Deferred revenue arising from Government Grants | | 229.65 | 263.93 |
| | | 553.77 | 748.65 |

22 Borrowings

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| Secured | | | |
| From Banks | | | |
| Cash credit/Working capital facilities repayable on demand | 22.1 | 10,253.65 | 19,053.87 |
| UnSecured | | | |
| From Bank | | | |
| Cash credit/Working capital facilities repayable on demand | 22.2 | - | 1,074.00 |
| Loan from Bodies Corporate-interest free | | 599.49 | 339.21 |
| | | 10,853.14 | 20,467.08 |

22.1 Cash credits of Rs. 10,253.65 Lakhs (Previous Year Rs. 18,551.96 Lakhs) from banks are secured by hypothecation of current assets including inventories and book debts and collateral security of pari pasu charge over fixed assets of the company and guaranteed by three directors of the Company.

Cash Credit of Rs. Nil (Previous Year Rs. 436.83 Lakhs) is secured against Fixed Deposits Receipts.

22.2 Unsecured Borrowings are guaranteed by three directors of the Holding Company.

23 Trade payables- Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| Total outstanding dues of Micro Enterprise and Small Enterprises | 23.1 | - | - |
| Total outstanding dues of creditors other than Micro Enterprise and Small Enterprises | 23.2 | 4,334.57 | 2,577.49 |
| | | 4,334.57 | 2,577.49 |

23.1 There are no dues to Micro and Small enterprises as at 31st march, 2021. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the group.

23.2 Trade payables are non-interest bearing and are normally settled on 120 day terms.

24 Other financial liabilities- Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| (a) Financial Liabilities at amortised cost | | | |
| Current maturities of long-term debts | 17 | 5,250.82 | 6,156.94 |
| Current maturities of Lease Liability | | 39.96 | 11.97 |
| (b) Security Deposit | | 94.84 | 94.84 |
| (c) Liabilities for Capital Goods | | | |
| Total outstanding dues of micro enterprise and small enterprises | 24.1 | - | - |
| Total outstanding dues of Creditors other than micro enterprise and small enterprises | | 292.02 | 81.33 |
| (d) Payables to Employees | | 83.45 | 148.42 |
| (e) Unpaid dividend | | 0.07 | 0.07 |
| (f) Interest Accrued but not due | | 15.29 | 34.56 |
| (g) MTM Derivative | | - | 17.85 |
| (h) Others | | 1,329.04 | 1,022.42 |
| | | 7,105.49 | 7,568.40 |

Note

24.1 There are no dues to Micro and Small enterprises with regard to the supplier of capital goods as at March 31, 2021. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the group.

25 Other Current liabilities

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| (a) Advances received from customers | 25.1 | 236.78 | - |
| (b) Statutory Dues (includes Goods and Services Tax, Provident Fund, Employees State Insurance, Tax Deducted at Source, etc.) | | 99.32 | 40.51 |
| (c) Deferred gain on fair valuation of financial instruments | | 163.84 | 164.20 |
| (d) Deferred revenue arising from Government Grants | | 34.28 | 34.28 |
| (e) Others | | 0.11 | - |
| | | 534.33 | 238.99 |

25.1 Contract Balances

Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards products or services to be provided in future periods. Revenue is recognised once the performance obligation is met i.e. once the control over a product or service has been transferred to the customer.

26 Provisions- Current

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------|----------|----------------------|----------------------|
| Provision for employee benefits | 26.1 | 76.62 | 14.04 |
| | | 76.62 | 14.04 |

26.1 For other disclosures, refer Note 43

27 Current Tax Liability (Net)

Rupees in Lakhs

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|---|----------|----------------------|----------------------|
| Provision for Income Tax (Net of Advance Tax) | 27.1 | 74.07 | 291.25 |
| | | 74.07 | 291.25 |

27.1 Provision for Tax is net of Advance Tax including Tax deducted at Source of Rs. 381.89 lakhs (March 31, 2020 Rs. 1664.25 lakhs).

Notes to the Consolidated Financial Statements

28 Revenue from Operations

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|-----|--|----------|--------------------------------------|--------------------------------------|
| (a) | Sale of Products | | 1,879.88 | 19,457.30 |
| (b) | Conversion Income | | 34,552.36 | 38,730.52 |
| (c) | Other Operating Revenue | | | |
| | Transportation Charges, Supervision and Services | | 3,323.43 | 3,277.23 |
| | Loading and Weighment Charges | | 15.47 | 13.58 |
| | | | 39,771.14 | 61,478.63 |

Notes

28.1 Disaggregation of Revenue

Revenue based on Geography

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|-----------------|----------|--------------------------------------|--------------------------------------|
| | Domestic | | 39,771.14 | 61,478.63 |
| | Export | | - | - |
| | Total | | 39,771.14 | 61,478.63 |

29 Other Income

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|-----|--|----------|--------------------------------------|--------------------------------------|
| (a) | Interest Income | | | |
| | - On Financial Instruments measured at amortised Cost | 29.1 | 195.97 | 1,071.40 |
| | - On Loan and Deposits | | 154.44 | 199.81 |
| | - Surplus in gratuity fund | | | 2.68 |
| | - Income Tax Refund | | | 0.55 |
| | Other non-operating income (net of expenses directly attributable to such income) | | | |
| (b) | Government Grant | | 34.28 | 34.28 |
| (c) | Insurance Claim | | 156.15 | - |
| (d) | Profit on sale of Property, Plant and Equipment and Capital Assets | | 161.68 | - |
| (e) | Liabilities no longer required written back | | 226.45 | 108.71 |
| (f) | Dividend from the subsidiary company | | - | 12.96 |
| (g) | Rent Income | | - | 22.00 |
| (h) | Miscellaneous Income | | 87.21 | 139.72 |
| | | | 1,016.18 | 1,592.11 |

29.1 Includes Rs. 82.75 Lakhs (Previous Year Rs. 915.52 Lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, Rs. 91.34 Lakhs (Previous Year Rs. 1240.87 Lakhs) in this respect have been shown under Finance costs. (Refer Note 33.1)

30 Cost of Materials Consumed

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|------------------------|----------|--------------------------------------|--------------------------------------|
| | Raw Materials Consumed | | 14,965.43 | 31,015.44 |
| | | | 14,965.43 | 31,015.44 |

31 Changes in stock of finished goods, stock in trade and work-in-progress

Rupees in Lakhs

| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|---|----------|--------------------------------------|--------------------------------------|
| | Opening Stock | | | |
| | Finished Goods | | 6,187.74 | 6,424.25 |
| | Work in Progress | | 3,049.74 | 2,977.43 |
| | | | 9,237.48 | 9,401.68 |
| | Less: Stock Capitalised during the year (Refer Note No. 2.3) | | (1,495.59) | - |
| | Less : Stock scrapped and shown under Exceptional Items (Refer Note No. 7.3) | | (3,843.04) | - |
| | Less: Closing Stock | | | |
| | Finished Goods | | 2,302.80 | 6,187.74 |
| | Work in Progress | | 553.29 | 3,049.74 |
| | | | 2,856.09 | 9,237.48 |
| | (Increase)/ Decrease in Inventories of Finished goods, Stock-in - Trade and Work-in-Progress | | 1,042.76 | 164.20 |

Notes to the Consolidated Financial Statements

32 Employee benefits expense

| | | Rupees in Lakhs | | |
|-----|--------------------------------|-----------------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| (a) | Salaries and wages | 43 | 1,884.44 | 2,528.43 |
| (b) | Contribution to provident fund | | 80.18 | 131.73 |
| (c) | Staff welfare expenses | | 26.86 | 52.59 |
| | | | 1,991.48 | 2,712.75 |

33 Finance Costs

| | | Rupees in Lakhs | | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| Interest on Financial liabilities at Amortised Cost | | | | |
| (a) | on Borrowings | 33.1 | 2,761.91 | 4,399.16 |
| (b) | on Lease Liabilities | | 144.22 | 132.92 |
| (c) | Amortisation of transaction costs | | 21.05 | 18.97 |
| | | | 2,927.18 | 4,551.05 |

33.1 Includes Rs. 91.34 Lakhs (Previous Year Rs. 1240.87 lakhs) arising due to fair value adjustments on prepayments of certain non-current borrowings during the year. Correspondingly, Rs. 82.75 Lakhs (Previous Year Rs. 915.52 Lakhs) in this respect have been shown under Other Income. (Refer Note 29.1)

34 Depreciation and Amortisation Expenses

| | | Rupees in Lakhs | | |
|-----|---|-----------------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| (a) | on Property, plant and Equipment (including right of use asset) | 2 | 5,286.05 | 4,731.87 |
| (b) | Amortisation on Intangible Assets | 3 | 0.38 | 0.51 |
| | | | 5,286.43 | 4,732.38 |

35 Other Expenses

| | | Rupees in Lakhs | | |
|--|---|-----------------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| | Consumption of stores and spares | 42.2 | 2,535.03 | 1,581.52 |
| | Power and Fuel | | 3,621.82 | 6,568.16 |
| | Rent | | 167.79 | 248.68 |
| | Repairs and Maintenance to Building and Machinery | 35.1 and 35.2 | 55.19 | 409.42 |
| | Rates and Taxes | | 106.96 | 224.73 |
| | Transportation Charges Paid | | 1,108.95 | 1,259.14 |
| | Directors' Sitting Fees | | 2.40 | 1.16 |
| | Carriage inward | | 70.35 | 397.64 |
| | Loss on Sale of Investments | | - | 80.37 |
| | Loss on Sale of Property, Plant and Equipment | | - | 9.72 |
| | Auditor's Remuneration | 35.3 | 30.55 | 27.37 |
| | Irrecoverable Balances written off | | 32.34 | 1,718.29 |
| | Exchange Difference Loss | | - | 179.29 |
| | Loss on Mark to Market Margin derivative | | - | 17.85 |
| | Corporate Social Responsibility | 35.4 | 113.33 | 114.65 |
| | Miscellaneous expenses | | 4,379.49 | 3,858.16 |
| | | | 12,224.20 | 16,696.15 |

35.1 Includes Rs. 20.98 Lakhs (previous year Rs. Nil) being payment made to Sales Tax Authorities under Settlement of Dispute Scheme.

35.2 Includes Rs. Nil (March 31, 2020 Rs. 82.88 Lakhs) being payment made to Central Board of Excise and Custom Authorities under Sabka Vishwas (legacy Dispute Resolution) Scheme, 2019.

35.3 Auditor's Remuneration includes:

| | | Rupees in Lakhs | | |
|-----|-----------------------------------|-----------------|-----------------------------------|-----------------------------------|
| | Particulars | Note No. | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| (a) | Audit Fees | | 17.15 | 16.72 |
| (b) | Tax Audit Fees | | 3.20 | 6.20 |
| (c) | Certifications and other Services | | 10.20 | 4.45 |
| | | | 30.55 | 27.37 |

35.4 Corporate Social Responsibility

Gross Amount required to be spent by the Company during the year Rs 106.62 lakhs (P.Y. : Rs. 114.44 lakhs). Also Refer Note 35.4.1

35.4.1 Amount Spent during the year 2020-2021

| | | Rupees in Lakhs | | |
|-----|--|-----------------|------------------------------|--------|
| | Particulars | In Cash | Total Yet to Be Paid in cash | Total |
| i | Construction/acquisition of any assets | NIL | Nil | NIL |
| ii | On purpose other than (i) above | | | |
| (a) | By way of contribution to Trust setup for the said purpose | 100.09 | Nil | 113.33 |
| (b) | By way of contribution towards fighting Covid-19 pandemic | 13.24 | | |

Amount Spent during the year 2019-2020

| | | Rupees in Lakhs | | |
|-----|--|-----------------|------------------------------|--------|
| | Particulars | In Cash | Total Yet to Be Paid in cash | Total |
| i | Construction/acquisition of any assets | NIL | Nil | NIL |
| ii | On purpose other than (i) above | | | |
| (a) | By way of contribution to Trust setup for the said purpose | 114.65 | Nil | 114.65 |

| 36 Exceptional Items | | Rupees in Lakhs | |
|---|--|--------------------------------------|--------------------------------------|
| Particulars | | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| Amounts Written off being short fall in value of : | | | |
| (a) | Non Current Investments held by Subsidiaries Companies | 5,731.50 | - |
| (b) | Inventories of Raw Material | 4,325.25 | - |
| (c) | Inventories of Scrap | 3,843.04 | - |
| (d) | Trade Receivables | 4,088.22 | - |
| (e) | Advances and Other Receivables | 1,919.69 | - |
| | Total | 19,907.70 | - |
| (f) | Loss on Discard of Property Plant & Equipment | 3,952.35 | - |
| | | 3,952.35 | - |
| | | 23,860.05 | - |

36.1 Exceptional Items for the year pertains to shortfall in value of Investments, inventories, trade and other receivables pursuant to an extensive review being undertaken especially considering the impact of pandemic as given in note 47(a) above on realisable value of these assets. Further loss of Rs. 3952.35 Lakhs arising on discard of property, plant and equipment including on account of natural calamities as given in note 47(b) above has also been so recognized and shown as exceptional items.

| 37 Tax Expense | | Rupees in Lakhs | |
|---------------------|--|--------------------------------------|--------------------------------------|
| Particulars | | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| Tax Expense | | | |
| Current Tax | | | |
| | In respect of Current Year | 1.08 | 1,175.93 |
| | Total Current tax expense recognised in the current year | 1.08 | 1,175.93 |
| Deferred Tax | | | |
| | In respect of Current Year | (3,964.88) | (181.39) |
| | Total Deferred tax expense recognised in the current year | (3,964.88) | (181.39) |
| | Total Tax expense recognised in the current year in Profit and Loss | (3,963.80) | 994.54 |

37.1 Reconciliation of Income Tax Expenses for the year with accounting profit as follows:

Taxable Income 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. Details in this respect are as follows :

| | | Rupees in Lakhs | |
|--|--|--------------------------------------|--------------------------------------|
| Particulars | | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| Profit before tax | | (21,510.21) | 3,198.77 |
| Income tax expense calculated at 25.17% and 25.17% for March 31, 2021 and March 31, 2020 respectively as applicable for corporate entities on taxable profits under the Indian tax laws. | | (5,413.69) | 883.86 |
| Add: Effect of Expenses that are not deductible in determining taxable profit | | | |
| Expenses not allowed for tax purpose | | 28.05 | |
| Effect of change in tax rate and others | | | 110.68 |
| Effect of change in tax rate and others | | 1,421.84 | |
| Less : Effect of Expense/income that are deductible/not taxable in determining taxable profit | | | |
| Effect of other adjustments | | - | - |
| Income Tax recognised in the Statement of profit and loss | | (3,963.80) | 994.54 |

The tax rate used for reconciliations above is the corporate tax rate of 22%/25% plus applicable surcharge and cess etc. as applicable to corporate entities in India on taxable profits under the Indian tax laws.

37.2 Income Tax recognised in Other Comprehensive Income

Rupees in Lakhs

| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Deferred tax (charge)/ Credit on | | |
| Remeasurement of defined benefit obligation | (16.43) | 12.37 |
| Total income tax recognised in other comprehensive income | (16.43) | 12.37 |
| Bifurcation of the income tax recognized in Other comprehensive income into : | | |
| Items that will be reclassified to profit or loss | - | - |
| Items that will not be reclassified to profit or loss | (16.43) | 12.37 |

37.3 Components of Other Comprehensive Income

Rupees in Lakhs

| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Items that will not be reclassified to profit or (loss) | | |
| Remeasurement of defined benefit obligation (Net of Tax) | 48.30 | (36.92) |
| | 48.30 | (36.92) |

Notes to the Consolidated Financial Statements

38 Contingent Liabilities and Commitments (to the extent not provided for)

Rupees in Lakhs

| A. | Contingent Liabilities | As at March 31, 2021 | As at March 31, 2020 |
|----|--|----------------------|----------------------|
| | Claims against the Holding Company not acknowledged as Debt | | |
| | i. Income tax demands under appeal- Disallowances contested by Company | 178.34 | 178.34 |
| | ii. Sales Tax Demand Under appeal- Disallowances of Input Tax Credit | 115.52 | 115.52 |

In respect of Subsidiary Companies

The subsidiary companies have no pending litigation with respect to claim against the company and proceedings pending with tax/statutory/Government authorities.

38.A.1 The Group's pending litigation comprises of claim against the Group and proceeding pending tax/statutory/Government authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its consolidated Financial Statements. The Group does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of (i) and (ii) above are dependent upon the outcome of judgments / decisions.

Rupees in Lakhs

| B. | Capital and Other Commitment | As at March 31, 2021 | As at March 31, 2020 |
|----|--|----------------------|----------------------|
| | Capital commitments {net of advances of Rs. 7131.82 lakhs (Previous Year - Rs. 2257.16 lakhs)} | 660.75 | 200.32 |

38.B.1 Disclosure as required by Indian Accounting Standard (Ind AS) 37 Provisions, Contingent Liabilities and Contingent Assets

Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the entity. During the normal course of business, unresolved claims remains outstanding. The inflow of economic benefits, in respect of such claims cannot be measured due to uncertainties that surround the related events and circumstances.

39 Trade Receivables, Trade payables and advances recoverable are subject to confirmation/reconciliation and consequential adjustments, if any arising thereof. In the opinion of the management, current assets, loans and advances will have value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the balance sheet.

40 Earnings Per Share

Rupees in Lakhs

| | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----|---|----------------------|----------------------|
| a) | Profit/(Loss) after Tax for Basic & Diluted Earnings Per Share as per Statement of Profit and Loss(Rs.) | (17,546.41) | 2,204.23 |
| b) | Number of Equity Shares (Nos): | | |
| | (i) Weighted average number of equity shares outstanding during the period | 225,086,460 | 225,086,460 |
| | (ii) Dilutive Potential Equity shares | Nil | Nil |
| | Nominal value per equity share (Re.) | 1 | 1 |
| c) | Earnings per share of Equity share of Re.1 each (in Rs.) - Basic (a/b(i)) | (7.80) | 0.98 |
| d) | Earnings per share of Equity share of Re.1 each (in Rs.) - Diluted (a/b(i)) | (7.80) | 0.98 |

41 Segment Reporting

(i) The Group has one operating business segment viz, manufacturing ,processing and selling of steel and steel products comprising of engineering and other products and services and all other activities are incidental to the same.

(ii) Geographical Segment**Rupees in Lakhs**

| Particulars | 2020-21 | 2019-20 |
|---------------------------------------|------------------|------------------|
| Revenue by Geographical market | | |
| Sale of Products and Services | | |
| - Domestic | 39,771.14 | 61,478.63 |
| - Export | - | - |
| Total | 39,771.14 | 61,478.63 |
| Assets | | |
| Trade Receivable | | |
| - Within India | 10,278.24 | 13,885.96 |
| - Outside India | - | - |
| Total | 10,278.24 | 13,885.96 |

(iii) Information about Major Customer

Revenue from Conversion Income of steel and steel products include sale of service to one Public Company pertaining to the Steel sector which account for more than 10% and amounting to Rs.36,059.22 lakhs (March 31,2020- Rs. 36,279.14 lakhs) in aggregate of the total revenue of the Company.

42 Disclosure as per Ind AS 116 "Leases"

Treatment of Leases as per Ind AS 116 :

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets . For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The Group has applied the following practical expedients on initial application of Ind AS 116:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs, if any from the measurement of the right-of-use asset at the date of recognition of right-of-use asset.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.
- The weighted average incremental borrowing rate applied to leases recognised during FY 2020-21 is 9.50%.

42.1 Nature of lease: The Group's significant leasing arrangements is in respect of Land and Premises for offices on lease which are not non-cancellable and are usually renewable on mutually agreeable terms

42.2 The Group has incurred Rs. 167.79 Lakhs and 248.68 Lakhs for the year ended March 31, 2021 and March 31, 2020 respectively towards rental expenses relating to short term leases and leases of low value assets. The total cash outflow for leases is Rs. 167.79 Lakhs and 248.68 Lakhs for the year ended March 31, 2021 and March 31, 2020 respectively.

42.3 The following is the movement in lease liabilities:

Rupees in Lakhs

| Particulars | For the year ended March 31,2021 | For the year ended March 31,2020 |
|--|-------------------------------------|-------------------------------------|
| Opening | 1,554.93 | 209.76 |
| Additions | 27.35 | 1,253.30 |
| Finance cost accrued during the period | 144.22 | 132.92 |
| Deletions | - | - |
| Payment of lease liabilities | (79.25) | (41.05) |
| Closing Balance | 1,647.25 | 1,554.93 |

42.4 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Rupees in Lakhs

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Not later than one year | 53.39 | 49.67 |
| Later than one year and not more than five years | 171.00 | 160.52 |
| Later than five years | 248,008.30 | 247,644.44 |

Notes to the Consolidated Financial Statements

43 Employee Benefits

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to Gratuity on terms not less favourable than the provisions of The Payment of Gratuity Act, 1972. This is an unfunded plan.

The Group also has certain Defined Contribution plans. Contributions are made to provident fund in India at the rate of 12% of salary of the employees covered as per the 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.

As per Indian Accounting Standard 19 "Employee Benefits" (Ind AS - 19), the disclosures of Employee Benefits are given below:

i) Defined Contribution Scheme

Contribution to Defined Contribution Plan, recognized for the year are as under :

Rupees in Lakhs

| Particulars | For The Year Ended March 31, 2021 | For The Year Ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Employer's Contribution to Provident Fund | 65.71 | 135.21 |

ii) Defined Benefit Scheme

The Company has defined benefit plan comprising of gratuity. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit (PUC) actuarial Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit

Rupees in Lakhs

| For Gratuity (Unfunded) | | 2020-21 | 2019-20 |
|-------------------------|---|---------------|---------------|
| A . | Change in fair value of Defined Benefit Obligation : | | |
| | Present Value of Defined Benefit Obligations as at the beginning of the year | 359.99 | 241.54 |
| | Current Service Cost | 41.53 | 41.48 |
| | Past Service Cost | - | 44.54 |
| | Interest Cost | 24.15 | 18.46 |
| | Benefit Paid | (106.81) | (35.32) |
| | Actuarial (Gain) / Losses | (64.74) | 49.29 |
| | Present Value of Defined Benefit Obligations as at the end of the year | 254.12 | 359.99 |

Rupees in Lakhs

| C . Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets: | | 2020-21 | 2019-20 |
|---|--|---------------|---------------|
| | Present Value of Defined Benefit Obligations as at the end of the year | 254.12 | 359.99 |
| | Fair value of Plan Assets at the end of the year | - | - |
| | Liability /(Assets) recognized in the Balance Sheet | 254.12 | 359.99 |

| | | Rupees in Lakhs | |
|-----|--|-----------------|----------------|
| D . | Components of Defined Benefit Cost | 2020-21 | 2019-20 |
| | Current Service Cost | 41.53 | 41.48 |
| | Past Service Cost | - | 44.54 |
| | Interest Cost | 24.15 | 18.46 |
| | Expected Return on Plan Assets | - | - |
| | Net Actuarial (Gain)/ Loss on remeasurement recognized in OCI | (64.74) | 49.29 |
| | Total Defined Benefit Cost recognized in the Statement of Profit and Loss and OCI | 0.93 | 153.76 |
| E . | Principal Actuarial Assumptions used | 2020-21 | 2019-20 |
| | Discounted Rate (per annum) Compound | 6.80% | 6.85% |
| | Salary Inflation Rate | 6.00% | 6.00% |
| | | IALM 2006-2008 | IALM 2006-2008 |
| | Mortality Rate | ULTIMATE | ULTIMATE |
| | Attrition Rate | 1.00% | 1.00% |
| | Retirement age | 58 Years | 58 Years |
| | Expected Rate of return on Plan Assets | NA | NA |

| | | Rupees in Lakhs | | | | |
|-----|--|-----------------|---------|---------|---------|---------|
| F . | Experience History | 2020-21 | 2019-20 | 2018-19 | 2017-18 | 2016-17 |
| | (including experience adjustment impact) | | | | | |
| | Present Value of Defined Benefit Obligations | 254.12 | 359.19 | 241.54 | 264.42 | 273.82 |
| | Fair value of Plan Assets | - | - | - | - | - |
| | Status [Surplus/(Deficit)] | 254.12 | 359.19 | 241.54 | 264.42 | 273.82 |
| | Experience Adjustment on Plan Assets [Gain/(Loss)] | | | | | |
| | Experience Adjustment on Obligation [Gain/(Loss)] | | | | | |

G. Sensitivity analysis

| Particulars | For the year ended March 31,2021 | | For the year ended March 31,2020 | |
|---|----------------------------------|----------|----------------------------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount Rate (-/+ 0.5%) | 219.27 | 270.49 | 338.38 | 383.12 |
| %Change Compared to base due to sensitivity | -22.280% | 24.320% | -5.880% | 6.428% |
| Salary Growth (-/+ 0.5%) | 247.26 | 241.71 | 383.03 | 338.56 |
| %Change Compared to base due to sensitivity | 23.930% | -22.290% | 6.248% | -5.828% |
| Attrition Rate (-/+ 0.5%) | 233.21 | 253.84 | 360.43 | 359.56 |
| %Change Compared to base due to sensitivity | 0.290% | -0.410% | 0.123% | -0.128% |
| Mortality Rate (-/+ 10%) | | | | |
| %Change Compared to base due to sensitivity | | | | |

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

H. Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

| | | Rupees in Lakhs |
|--------------------------------|----------------|-----------------|
| Particulars | Gratuity (Rs.) | |
| 01 April 2021 to 31 March 2022 | 9.34 | |
| 01 April 2022 to 31 March 2023 | 6.53 | |
| 01 April 2023 to 31 March 2024 | 12.70 | |
| 01 April 2024 to 31 March 2025 | 5.51 | |
| 01 April 2025 to 31 March 2026 | 7.41 | |
| 01 April 2026 Onwards | 94.94 | |

| I. | Particulars | As at March 31, 2021 | As at March 31, 2020 |
|----|-----------------------------------|-------------------------|-------------------------|
| | Average number of people employed | 403 | 690 |

Notes to the Consolidated Financial Statements

44 Related Party Transactions

Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on "Related Party Disclosures" are as follows:

| A) Name of related parties and related party relationship: | |
|--|--|
| Subsidiaries | SAIL Bansal Service Centre Limited Confident Financial Consultancy Private Limited Perfect Investment Consultancy Private Limited Sidhant Investment Advisory Private Limited Siddhi Vinayak Commosales Private Limited Shri Hari Vincom Private Limited Narayan Dealcom Private Limited Fairplan Vintrade Private Limited Nageshwar Tradelink Private Limited Nippon Cryo Private Limited (Step Down Subsidiary) BMW Iron and Steel Industries Limited (Step Down Subsidiary) Bansal Nepal Private Limited (Refer Note No. 14.1) |
| Key Managerial Personnel | Ram Gopal Bansal Harsh Kumar Bansal Vivek Kumar Bansal |
| Enterprises over which Key Managerial Personnel has significant influence | JIT Transport Organisation Encash Commercial Private Limited Pioneer Goods Private Limited Jayamala Commercial Private Limited |
| Joint venture of SAIL Bansal Service Centre Limited | Steel Authority of India Limited |

B) Details of Related party transaction after elimination

B.1) Transaction with subsidiaries

Intergroup related party transactions and outstanding balances with subsidiaries companies are eliminated in the preparation of Consolidated Financial Statements of the Group. Hence the same has not been disclosed in the group related party transactions.

B.2) Nature of Transaction with the related parties referred to in serial no. (A) above

| Nature Of Transactions | Note No. | Rupees in Lakhs | |
|---|----------|--|--|
| | | For The Year Ended March 31, 2021 | For The Year Ended March 31, 2020 |
| (i) Sale of Services Steel Authority of India Limited | | 90.15 | 79.80 |
| (ii) Recovery of Transportation Charges Steel Authority of India Limited | | 27.30 | 25.16 |
| (iii) Rent Paid Ram Gopal Bansal | | 15.00 | 15.00 |
| (iv) Remuneration Ram Gopal Bansal Harsh Kumar Bansal Vivek Kumar Bansal Subhas Chandra Gupta Gourav Saboo (upto 10th July 2020) Arbind Kumar Jain (upto 10th July 2020) Abhishek Agarwal Vikram Kapur | | 117.00 90.00 90.00 - 1.37 1.11 9.96 14.58 | 91.00 120.00 120.00 10.00 13.17 17.85 5.06 |
| (v) Rent Received JIT Transport Organisation | | 25.20 | 25.20 |

C) Balances of Related parties is as follows:

| Particulars | Note No. | Rupees in Lakhs | |
|---|----------|-----------------------------------|-----------------------------------|
| | | For The Year Ended March 31, 2021 | For The Year Ended March 31, 2020 |
| (i) Outstanding Balances (Receivables) Steel Authority of India Limited JIT Transport Organisation | | 16.40 38.08 | 11.27 19.63 |

D) The remuneration of directors and other members of key management personnel during the year as follows:

| Particulars | Rupees in Lakhs | |
|------------------------------|-----------------------------------|-----------------------------------|
| | For The Year Ended March 31, 2021 | For The Year Ended March 31, 2020 |
| Short-term employee benefits | 297.00 | 331.00 |
| Post-employment benefits | - | - |

In respect of above parties there is a provision of Rs. NIL as on March 31, 2021 (March 31, 2020 NIL) and Rs. NIL as on March 31, 2021 (March 31, 2020 Rs.Nil) has been written off in respect of debts due from them.

E) Terms and conditions of transactions with related parties

| | |
|----|---|
| | The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. The Company has not provided any guarantee to related parties towards their borrowing facilities. For the year ended March 31, 2021, the Company has not recorded any impairment allowances in respect of receivables relating to amounts owed by related parties (March 31, 2020 Rs. NIL). This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates. |
| F) | Mr. Ram Gopal Bansal, whole-time Director and Chairman, Mr. Harsh Kumar Bansal, Managing Director and Mr. Vivek Kumar Bansal, Managing Director of the Company has waived their remuneration with effect from April 01, 2020 till June 30, 2020 (Previous Year Mr. Ram Gopal Bansal, whole-time Director and Chairman of the Company has waived his remuneration with effect from November 01, 2019 till March 31, 2020.) |

Notes to the Consolidated Financial Statements

45 FINANCIAL INSTRUMENTS

The accounting classification of each category of financial instrument, their carrying amount and fair value are as follows :-

Rupees in Lakhs

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|------------|----------------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial Assets (Current and Non-Current) | | | | |
| Financial Assets measured at Amortised Cost | | | | |
| Trade Receivables | 10,278.24 | 10,278.24 | 13,885.96 | 13,885.96 |
| Cash and cash equivalents | 59.77 | 59.77 | 489.12 | 489.12 |
| Other Bank Balances | 527.74 | 527.74 | 822.96 | 822.96 |
| Investments in Subsidiaries | 2,212.49 | 2,212.49 | 7,050.23 | 7,050.23 |
| Loans | 1,808.46 | 1,808.46 | 1,865.71 | 1,865.71 |
| Other Financial Assets | 947.59 | 947.59 | 985.69 | 985.69 |
| Financial Liabilities (Current and Non-Current) | | | | |
| Financial Liabilities measured at Amortised Cost | | | | |
| Borrowings | 26,244.96 | 26,244.96 | 30,538.12 | 30,538.12 |
| Trade Payables | 4,334.57 | 4,334.57 | 2,577.49 | 2,577.49 |
| Other Financial Liabilities | 4,998.85 | 4,998.85 | 4,351.60 | 4,351.60 |
| Derivative - not designated as hedging instruments: Forward | - | - | - | - |

Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount 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 following methods and assumptions were used to estimate the fair values :

The fair value of cash and cash equivalents, trade receivables and payables, current financial liabilities and assets and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the Consolidated Financial Statements approximate their fair values.

Fair Value of Long term debt approximates their carrying value subject to adjustments made for transaction cost.

The non current financial assets represent security deposits given to government authorities and for the purpose of day-to-day utilities of the Group and therefore the need of fair valuation does not arise in such a case.

A substantial portion of the Group's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

Fair value of Security deposits and Unsecured Loans from Bodies Corporate have been determined on Effective interest Rate method(EIR) and differential thereof has been recognised as deferred loss/gain and to be recognised to profit and loss over the tenure of the instrument .

Derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place. The inputs used for forward contracts are Forward foreign currency

Derivative Instruments

The Group follows risk management policies, including the use of derivatives to hedge its exposure to foreign currency fluctuations on foreign currency assets / liabilities. The counter party in these derivative instruments is a bank and the Group considers the risks of non-performance by the counterparty as non-material.

i) The following table presents the aggregate contracted principal amounts of the Group Company's derivative contracts outstanding:

As on March 31,2021

| Category | Currency | Number of Deals | Amount in USD (Lakhs) | Underlying Purpose |
|--------------------|-----------------|------------------------|-------------------------------|--------------------------------|
| Interest Rate Swap | USD/ INR | Nil | NIL | External Commercial Borrowings |

As on March 31, 2020

| Category | Currency | Number of Deals | Amount in USD (Lakhs) | Underlying Purpose |
|--------------------|----------|-----------------|-----------------------|--------------------------------|
| Interest Rate Swap | USD/ INR | One | 30.12 | External Commercial Borrowings |

ii) Unhedged Foreign Currency exposures are as follows: -

| Nature | Currency | Amount in Foreign Currency (USD in Lakhs) | |
|--------------------------------|----------|---|---------------------|
| | | As at March 31,2021 | As at March 31,2020 |
| External Commercial Borrowings | USD | NIL | 30.12 |

FINANCIAL RISK FACTORS

The Group's financial liabilities comprise mainly of borrowings, trade and other payables. The Group's financial assets comprise mainly of cash and cash equivalents, other balances with banks including Fixed Deposits with Banks, trade receivables and other receivables, Deposits and Investments.

The Group is exposed to Market risk, Credit risk and Liquidity risk. The Group's senior management oversees the management of these risks. The Board of Director reviews and agrees policies for managing each of these risks. this however, does not take into account the possible effect of prevailing pandemic due to outbreak of COVID-19 being based on future development and currently not determinable as dealt with in Note no. 46.

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 such as equity price risk and commodity risk. Financial instruments affected by market risk includes borrowings, investments, trade payables and trade receivables.

Interest Rate Risk

The Group's exposure in market risk relating to change in interest rate primarily arises from floating rate borrowing with banks and others. Interest rate risks is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Group's cash flows as well as costs. There are certain borrowings at fixed interest rate which exposes the Group to the fair value interest rate risk, however exposure in such borrowings is not significant.

Further there are deposits with banks which are for short term period and are exposed to interest rate risk, falling due for renewal.

With all other variables held constant, the following table demonstrates the impact of the borrowing cost on the Profit or Loss with respect to floating rate portion of loans and borrowings

| Nature of Borrowing | Increase in basis points | Rupees in Lakhs | |
|-----------------------|--------------------------|-----------------------------------|-----------------------------------|
| | | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| Rupee Loan | +0.50 | (148.03) | (449.78) |
| Foreign Currency Loan | +0.50 | | 105.77 |

A decrease in 0.50 basis point in Rupee Loan and Foreign Currency Loan would have an equal and opposite effect on the Group's Consolidated Financial Statements

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's trade receivables and trade payables.

The Group evaluates the impact of foreign exchange rate fluctuation by assessing its exposure to exchange rate risks.

The carrying amount of various exposures to foreign currency as at the end of the reporting period are as follows :

| Particulars | Rupees in Lakhs | |
|-------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| | Borrowings | Borrowings |
| USD | - | 2,270.51 |

Nature of Transactions

| Particulars | Rupees in Lakhs | |
|---------------------------------|--|--|
| | For The Year Ended 31st March, 2021 | For The Year Ended 31st March, 2020 |
| Payables (Weaking of INR by 5%) | | |
| USD | - | (113.53) |

Figures in bracket represent Loss.

A decrease in 0.50 basis point in Rupee Loan and Foreign Currency Loan would have an equal and opposite effect on the Group's Consolidated Financial Statements

CREDIT RISK

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities primarily trade receivables and other financial assets including deposits with Bank. Exposure to credit risk is monitored on an ongoing basis. The Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable.

The Group's exposure of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

The carrying amount of respective financial assets recognised in the Consolidated Financial Statements, represents the Group's maximum exposure to credit risk. The concentration of credit risk is limited due to the customer base being well established, large and unrelated.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate impairment allowances for doubtful debts are made to the extent recovery there against has been considered to be remote.

Financial assets that are neither past due nor impaired

Cash and cash equivalents and deposits are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

Financial assets that are past due but not impaired

Trade receivables amounts that are past due at the end of the reporting period against which no credit losses has been expected to arise.

LIQUIDITY RISK

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group has obtained fund and non-fund based working capital loans from banks. The Group relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

Liquidity and interest risk tables

The following tables detail the Group's contractual maturity for its non derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows as at balance sheet date:

As at March 31,2021

Rupees in Lakhs

| Particulars | Total Borrowings | Fixed Rate Borrowings | Floating Rate Borrowings | Interest free borrowings | Weighted average interest rate (%) |
|-------------------|------------------|-----------------------|--------------------------|--------------------------|------------------------------------|
| Borrowings in INR | 26,244.96 | 13.29 | 25,887.29 | 344.38 | 10.13% |

As at March 31,2020

Rupees in Lakhs

| Particulars | Total Borrowings | Fixed Rate Borrowings | Floating Rate Borrowings | Interest free borrowings | Weighted average interest rate (%) |
|--------------------------------------|------------------|-----------------------|--------------------------|--------------------------|------------------------------------|
| Borrowings in INR | 28,267.61 | 204.94 | 27,665.00 | 397.67 | 9.59% |
| Borrowings in Foreign Currency (USD) | 2,270.51 | - | 2,270.51 | - | 7.31% |

Maturity Analysis of unamortised Financial Liabilities

As at March 31, 2021

| Particulars | Rupees in Lakhs | | | | | Total |
|-------------------|-----------------|-----------|-------------------|----------------|-----------|-----------|
| | CarryingAmount | On Demand | Less than 6months | 6 to 12 months | > 1 year | |
| Borrowings | 26,244.96 | 10,853.14 | 3,574.66 | 1,676.17 | 10,141.00 | 26,244.96 |
| Trade payables | 4,334.57 | - | 4,334.57 | | | 4,334.57 |
| Other Liabilities | 4,998.85 | 0.07 | 4,998.78 | | | 4,998.85 |

As at March 31, 2020

| Particulars | Rupees in Lakhs | | | | | Total |
|-------------------|-----------------|-----------|-------------------|----------------|----------|-----------|
| | CarryingAmount | On Demand | Less than 6months | 6 to 12 months | > 1 year | |
| Borrowings | 30,538.12 | 20,467.08 | 2,303.25 | 1,675.03 | 6,092.76 | 30,538.12 |
| Trade payables | 2,577.49 | - | 2,577.49 | - | - | 2,577.49 |
| Other Liabilities | 4,351.60 | 0.07 | 4,351.53 | - | - | 4,351.60 |

The Group has current financial assets which will be realised in ordinary course of business. The Group ensures that it has sufficient cash on demand to meet expected operational expenses.

The Group relies on mix of borrowings and operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

(a) Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Group's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Group is focused on keeping strong total equity base to ensure independence, security, as well as high financial flexibility for potential future borrowings.

The gearing ratio is as follows:

| Particulars | Rupees in Lakhs | |
|----------------------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Borrowings | 26,244.96 | 30,538.12 |
| Less : Cash and Cash Equivalents | 59.77 | 489.12 |
| Net Debt | 26,185.18 | 30,049.00 |
| Equity | 51,903.49 | 69,423.43 |
| Equity and Net Debt | 78,088.67 | 99,472.43 |
| Gearing Ratio | 0.34 | 0.30 |

46 (a) The Subsidiary companies of the holding company have acquired the entire shares of companies (I) BMW Iron & Steel Industries Limited (BISIL) and (II) Nippon Cryo Private Limited (NCPL) and controls over these companies with effect from December 31, 2019. Accordingly, both BISIL and NCPL have become step down subsidiaries of the Holding Company by virtue of the right of control by the subsidiaries with effect from December 31, 2019. Accordingly, the group has applied the acquisition method in accounting for business combinations and the Consolidated Financial Statement includes the figures of above two companies with effect from January 01, 2020.

(b) Consequent to note (a) above, during the year ended 31st March, 2020 the group has recognised the capital reserve of Rs. 51.38 lakhs under Other Equity being the difference between the amount of share capital (including securities premium) of BISIL and NCPL of Rs. 405.03 lakhs and Rs. 300 lakhs (includes securities premium of Rs. 211.50 lakhs) respectively aggregating to Rs. 705.03 lakhs and the amount of investments of Rs. 653.65 lakhs in BISIL and NCPL through the subsidiary companies of the holding company.

(c) The Board of Directors of the company in its meeting held on January 03, 2020, has approved the scheme of Amalgamation ('the scheme') of the step down subsidiaries BMW Iron & Steel Industries Limited (BISIL) and Nippon Cryo Private Limited (NCPL)

47 (a) The outbreak of Covid-19 and consequential lockdowns declared by the Government of India and State Governments, has caused slowing down the economic activities in general and also operations of the Company. The Group's primary source of revenue is from manufacturing and selling of engineering products and processing of steel. The Group's operations, which were affected in the initial months of the year, could more or less be stabilised after the end of second quarter of the year. The Group has taken into account possible impact of Covid-19 on carrying values of current and non-current assets, including but not limited to the value of property, plant and equipment, inventories, trade and other receivables, intangible assets, and investments. The Group has carried out this assessments based on available internal and external sources of information upto the date of approval of these financial statements . The required adjustments in carrying value of these assets including as given in notes 36 have been given effect to in the financial statements. In view of the management, no further adjustments in the carrying value of assets as on 31.03.2021 having any material impact on the financial statement is expected to arise. The Group will continue to monitor the impact of pandemic also considering the recent surge thereof due to advent of second wave of the pandemic on overall economic conditions and also on business operations of the Group, given the uncertain nature of the pandemic and effective steps will be taken on crystallization thereof.

(b) Further, operation of Holding Company's plant at NH6 (Hazibagan) have been extensively affected due to severe cyclonic storm Amphan, which hit the State of West Bengal on May 21, 2020. This has caused damage to the premises at plant and operations at the said plant have been commenced from the month of November,2020. The Holding Company has lodged a claim of Rs. 1182.93 lakhs which is yet to be finalised by the insurer. Rs. 100 lakhs so far received in this respect has therefore being accounted for as Other Income. Pending final settlement and determination of amount of final claim, remaining amount there against as such has not been recognised. Expenses for repairing of damaged assets and loss on discardation thereof have been charged to Statement of Profit and Loss and the costs incurred for replacement of the assets have been capitalized.

48 Previous year figures have been regrouped wherever necessary to confirm with financial statements.

49 These Consolidated financial statements have been approved by the Board of Directors of the Company on June 30, 2021 for issue to the shareholders for their adoption.

As per our report of even date

For and on behalf of the Board of Directors

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.-301051E

Boman Parakh
Partner
Membership No. 053400
Place: Kolkata
Date: 30th June, 2021

Ram Gopal Bansal
Chairman
DIN: 00144159

Abhishek Agarwal
Chief Financial Officer

Harsh kumar Bansal
Director
DIN: 00137014

Vikram Kapur
Company Secretary