

**Godrej Industries Limited**  
**Regd. Office:** Godrej One,  
Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (E), Mumbai 400079. India.  
Tel.: 91-22-2518 8010/8020/8030  
Fax: 91-22-2518 8068/8063/8074  
Website: www.godrejindustries.com

CIN: L24241MH1988PLC097781

Date: July 15, 2022

To,  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort  
Mumbai – 400 001

**Ref.: BSE Scrip Code No. "500164"**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra - Kurla Complex,  
Bandra (East), Mumbai-400 051

**Ref.: "GODREJIND"**

**Debt Segment NSE:**

NCD- GIL23 - ISIN: INE233A08022

NCD- GIL24 - ISIN: INE233A08030

NCD- GIL25- ISIN: INE233A08048

NCD-GIL28-ISIN: INE233A08055

**Sub.: Notice of 34<sup>th</sup> (Thirty Forth) Annual General Meeting and Annual Report for the Financial Year 2021-22 of Godrej Industries Limited**

Dear Sir / Madam,

Further to our letters dated May 27, 2022 and July 14, 2022, we wish to inform you that pursuant to Regulations 30, 34, 50(2) and 53 read with Para A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 34<sup>th</sup> (Thirty Forth) Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, August 12, 2022, through Video Conferencing / Other Audio Visual Means at 3:00 p.m. (IST). Please find enclosed herewith the Notice of the AGM along with the Annual Report of the Company for the Financial Year 2021-22, which is being sent through email to the Members whose email ids are registered with the Company/Registrar and Transfer Agent/Depository Participants, in compliance with Ministry of Corporate Affairs' Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 read with SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022.

The Annual Report for the Financial Year 2021-22 along with the Notice of the AGM is also made available on the website of the Company, viz., [www.godrejindustries.com](http://www.godrejindustries.com).

Kindly take the above on your record.

Thanking you,

Yours sincerely,

**For Godrej Industries Limited**

**Tejal Jariwala**  
**Company Secretary & Compliance Officer**  
**(FCS 9817)**

Encl.: A/a







# Contents

Board of Directors & Chairman Emeritus	04
Corporate Information	06
Chairman & Managing Director's Statement	08
Financial Highlights	13
Notice & Explanatory Statement	15
Board's Report	41
Report on Corporate Governance	103
Auditor's Report (Consolidated)	140
Consolidated Accounts	158
Auditor's Report (Standalone)	282
Standalone Accounts	292
Statement Pursuant to Section 129	363

# BOARD OF **DIRECTORS &** CHAIRMAN **EMERITUS**



**Adi  
Godrej**

Chairman Emeritus



**Nadir  
Godrej**

Chairman &  
Managing Director



**Jamshyd  
Godrej**

Director



**Tanya  
Dubash**

Executive Director &  
Chief Brand Officer



**Pirojsha  
Godrej**

Director



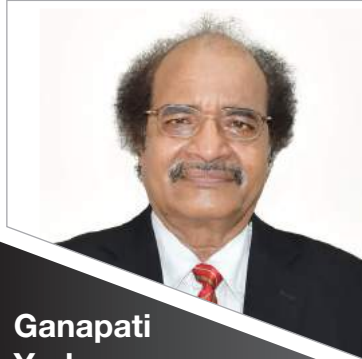
**Nitin  
Nabar**

Executive Director &  
President (Chemicals)



**Mathew  
Eipe**

Independent Director



**Ganapati  
Yadav**

Independent Director



**Monaz  
Noble**

Independent Director



**Shweta  
Bhatia**

Independent Director



**Sandeep  
Murthy**

Independent Director



**Ajaykumar  
Vaghani**

Independent Director

# Corporate Information

## BOARD COMMITTEES

Audit Committee	:	Mr. Mathew Eipe (Chairman) Ms. Monaz Noble Dr. Ganapati Yadav Mr. Sandeep Murthy Mr. Nitin Nabar
Nomination & Remuneration Committee	:	Mr. Mathew Eipe (Chairman) Ms. Monaz Noble Ms. Shweta Bhatia Mr. Sandeep Murthy
Stakeholders' Relationship Committee	:	Mr. Mathew Eipe (Chairman) Mr. Nadir Godrej Ms. Tanya Dubash Mr. Nitin Nabar Ms. Shweta Bhatia
Corporate Social Responsibility Committee	:	Mr. Nadir Godrej (Chairman) Ms. Tanya Dubash Mr. Nitin Nabar Mr. Mathew Eipe
Risk Management Committee	:	Mr. Nadir Godrej (Chairman) Mr. Nitin Nabar Mr. Mathew Eipe Dr. Ganapati Yadav Mr. Clement Pinto
Management Committee	:	Mr. Nadir Godrej (Chairman) Ms. Tanya Dubash Mr. Nitin Nabar Mr. Mathew Eipe Dr. Ganapati Yadav Mr. Sandeep Murthy
<b>AUDITORS</b>	:	BSR & Co. LLP, Chartered Accountants
<b>CHIEF FINANCIAL OFFICER</b>	:	Mr. Clement Pinto
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	:	Ms. Tejal Jariwala
<b>REGISTERED OFFICE</b>	:	Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079, Maharashtra, India. Phone: 022-2518 8010, 2518 8020, 2518 8030 Fax: 022-2518 8066 Email: <a href="mailto:investor@godrejinds.com">investor@godrejinds.com</a> Website: <a href="http://www.godrejindustries.com">www.godrejindustries.com</a> CIN: L24241MH1988PLC097781

## REGISTRARS & TRANSFER AGENT

Equity Shares

Computech Sharecap Limited  
147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery,  
Fort, Mumbai - 400 001, Maharashtra, India.  
Phone: 022 - 2263 5000, 2263 5001  
Fax: 022 - 2263 5001  
E-Mail: [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in)  
Website: [www.computechsharecap.com](http://www.computechsharecap.com)

Non-Convertible Debentures

Bigshare Services Private Limited  
Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Mahakali Caves Road, Next to Ahura Centre,  
Andheri (East), Mumbai - 400 093,  
Maharashtra, India.  
Phone: 022-6263 8200  
E-Mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

Debenture Trustee

Catalyst Trusteeship Limited  
Windsor, 6<sup>th</sup> Floor, Office No.604, C.S.T. Road, Kalina,  
Santacruz (East), Mumbai - 400098, Maharashtra, India.  
Tel.: 022-4922 0555  
E-Mail: [ComplianceCTL-mumbai@ctltrustee.com](mailto:ComplianceCTL-mumbai@ctltrustee.com)  
Website: [www.catalysttrustee.com](http://www.catalysttrustee.com)

## FACTORIES

Ambernath

: Plot No.N-73, Additional Ambernath Industrial Area,  
Anand Nagar, Village Jambivali,  
Taluka Ambernath (East), District Thane,  
Maharashtra - 421 506.  
Phone: 0251 - 2624000

Valia

: Burjorjinagar, Plot No. 3, Village Kanerao,  
Taluka - Valia, District Bharuch, Gujarat - 393 135.  
Phone: 02643 - 270756 to 270760  
Fax: 02643 - 270018

Wadala

: L.M. Nadkarni Marg, Near M.P.T. Hospital,  
Wadala (East), Mumbai - 400 037, Maharashtra, India.  
Phone: 022 - 2415 4816, 2414 8770  
Fax: 022 - 2414 6204

Dombivali

: Plot No: W-61, MIDC Phase II, Sagaon, Sonarpada,  
Dombivali - East, Thane, Maharashtra - 421 204.  
Phone: 0251 - 2871177

## BANKERS

Central Bank of India  
State Bank of India  
Bank of India  
HDFC Bank Limited  
Citibank N.A.  
HSBC Limited  
DBS Bank Limited  
ICICI Bank Limited  
Axis Bank Limited





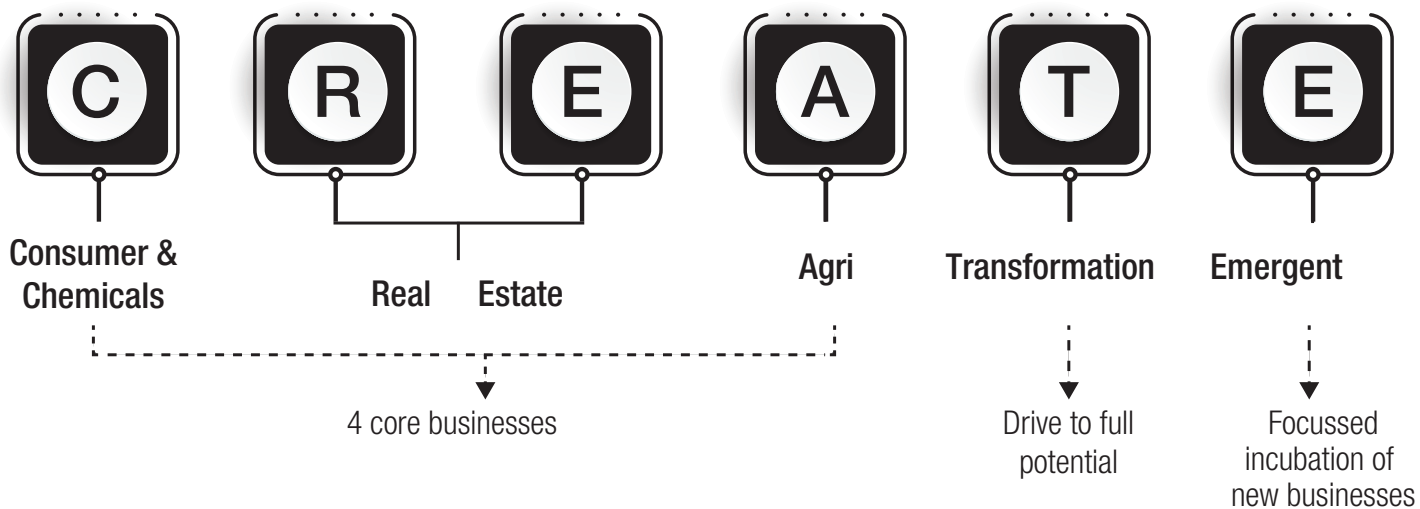
**Nadir Godrej**

## CHAIRMAN & MANAGING DIRECTOR'S **STATEMENT**

Dear Shareholders,

I am delighted to share with you the events and developments of your Company during the course of the Financial Year 2021-22. The year gone by is representative of the value Godrej Industries continues to create for all its stakeholders.

As a conglomerate with diverse business interest, growth at consolidated level is pursued through competitively growing your Company's core businesses, building an environment to achieve transformation while also nurturing and investing in emergent businesses of the future. This approach of your Company's business strategy is captured in the approach called CREATE which stands for:



I would like to summarize the performance for each dimension of your Company's CREATE strategy:

## **C – Consumer and Chemicals**

### **Consumer (GCPL)**

GCPL is a leading emerging markets company. As part of the 125-year young Godrej Group, GCPL is fortunate to have a proud legacy built on the strong values of trust, integrity and respect for others. At the same time, it is growing fast and has exciting, ambitious aspirations. Besides its strong financial strength and innovative, much-loved products, GCPL remains a good company. GCPL is also bringing together the passion and purpose to make a difference through the 'Good & Green' approach to create a more inclusive and greener India.

GCPL is leader in serving the Hair Care needs of women of African descent, the number one player in Hair Colour in India and Sub-Saharan Africa, and among the leading players in Latin America. GCPL ranks number two in Soaps in India and are the number one player in Air Fresheners and Wet Tissues in Indonesia.

From a category perspective, GCPL delivered strong performance in Personal Care category with a growth of 17%, however, Home Care category delivered a muted performance with a growth of 3%.

From a geography perspective, GCPL India grew at 11%. Africa, USA and Middle East business continued its growth trajectory, growing at 22% in INR and in constant currency terms. However, its Indonesian business delivered de-growth of 5% in INR and 4% in constant currency terms.

GCPL continues to focus its growth efforts in Household Insecticides, Hygiene and Value For Money. They are using this time to find ways to move faster and experiment more, sharpen execution, build platforms for the future, double down on digitisation and sustainability, and create more delight for all consumers.

We remain committed to our purpose of bringing the goodness of health and beauty to consumers in emerging markets. GCPL was recently ranked amongst BW Businessworld's list of India's top 10 sustainable companies for the second year in a row.

### **Chemicals**

Our Chemicals business continued its strong performance. The Total revenue of the business stood at ₹3057 Crore and recorded a robust growth of 83%, operating profit of the business stood at ₹268 Crore, and recorded growth of 125% over the corresponding period of the previous year. The business did well across its product categories with good demand from hygiene related industries.

We continue to ensure that our growth is both sustainable as well as profitable, and that we continue to prioritise safety. Several initiatives taken by the Business resulting in energy and operating efficiencies has also helped the business to grow in a profitable and sustainable manner.

I am happy to share that the Chemicals Business received several awards and recognition. Our Ambernath Factory is a "Responsible Care" certified factory and our Valia Factory is a "Greenco Platinum" certified factory. Our Valia Factory has also been recognized by Union of Japanese Scientists & Engineers (JUSE) for 5S Workplace Management system. I am also happy to share that our chemicals business bagged the coveted Global HR Excellence Award in the category 'Organization with Best Employee Relations Practices' at the 29<sup>th</sup> edition of the WORLD HRD Congress 2021. We won Bronze awards in two categories 'Excellence in Remote Work Arrangement and Management' and 'Excellence in Creating a Culture of Continuous Learning and Upskilling' at Economic Human Capital Awards 2021.

## **R E – Real Estate (GPL)**

GPL delivered a strong performance this year in spite of the industry just recovering from pandemic. The team leveraged digital and physical channels to report a booking value of ₹7,861 Crore, the highest ever in the history of GPL.

On the operational front, GPL successfully delivered ~6.41 million sq.ft across its projects. It also had highest ever annual residential collection of ₹6,907 Crore in FY22, despite H1 FY22 collection being severely impacted by the second wave of COVID

I am happy to share that GPL received several recognitions for the efforts on environment and safety, including being **ranked #1 amongst listed global residential developers in the 2021 Global Real Estate Sustainability benchmark (GRESB) Assessment report** – An industry-driven organization which assesses Environmental, Social and Governance (ESG) performance.

The real estate sector has strengthened during FY22 and we expect strong growth for the sector over the next few years. With a robust launch pipeline, strong balance sheet and sectoral tailwinds, we look forward to building on this momentum in FY23.

## **A – Agri Business (GAVL)**

The Financial Year 2021-22 turned out to be a strong financial year for Godrej Agrovet in terms of top line growth with strengthening profitability. It recorded a total income of ₹8,385.7 Crore in Financial Year 21-22, growing at 33% as compared to the previous year. The consolidated profit before tax grew by 19.5% as compared to the previous year.

Most of GAVL's businesses registered a strong volume growth with the exception of our Standalone Crop Protection segment. Growth in profitability was largely driven by Animal Feeds, Vegetable Oil and Astec LifeSciences, while Crop Protection and Food businesses reported a decline in operating margin.

Animal Feed business recorded double-digit growth in volumes in all the four quarters on the back of new product launches and increasing market penetration. Vegetable Oil business reaped benefits of higher oil prices and improved efficiency levels throughout the year as segment results grew by 2.9x year-on-year. For Standalone Crop Protection business, it was a very challenging year on account of an erratic and uneven monsoon. Astec LifeSciences Limited reported another year of outstanding growth, with increase in total revenues by 22.1% and PBT by 36%, year-on-year. Higher realizations in exports were supported by favorable product mix and operational efficiencies

Our Dairy subsidiary, Creamline Dairy achieved notable market share gains in key value-added products registering 13.8% topline growth however, margins declined owing to challenges in passing on increase in milk procurement, logistics and packaging costs. Similarly, for Poultry and Processed Food business,

favorable demand dynamics in Real Good Chicken (RGC) and Live Bird sub-segments were offset by volatile live bird prices and elevated commodity inflation throughout the year.

Godrej Agrovet also focused on achieving the long-term sustainability targets guided by Group's Good & Green vision. We participated in Climate Disclosure Project's (CDP) carbon and forests disclosure, becoming one of the first companies in the Indian agriculture sector to do so. GAVL's CDP scores related to climate & palm submission are ahead of the global averages.

## **T – Transformation**

As a Group, your Company believes in inclusive growth that aims at enhancing the competitiveness of the businesses while simultaneously advancing the economic and social conditions of the communities in which it operates. This focus is implemented Group wide through the 'Godrej Good and Green' initiative.

Godrej Group stood in solidarity with efforts to overcome COVID-19. We stood in solidarity with our people and Governments and the many efforts to ensure public health and safety.

We took initiatives in the areas of medical equipment supply, vaccination and awareness, product innovations and supply and support at factories and construction sites.

## **E – Emergent Businesses**

Over the many years, your Company has incubated new businesses and grown them successfully. We believe that there is a good potential for Housing Finance and Non-Banking Finance business in our Country. Looking at this opportunity, these businesses will be nurtured under your Company. Godrej Capital Limited (GCL), a subsidiary of your Company, is a Non-Banking Finance Company - Core Investment Company (NBFC-CIC) (exempt from registration). During the year with approval of Reserve Bank of India (RBI), GCL acquired Godrej Housing Finance Limited (GFHL), a Non-Banking Finance Company – Housing Finance Company and Godrej Finance Limited (GFL), a Non-Banking Finance Company. We believe that this new business will create overall value to the Stakeholders.

We through Godrej Maxximilk, a subsidiary of GAVL is engaged in 'in-vitro' production of high-quality cows that aid dairy farmers produce top-quality milk, which help in increasing their yield by a significant proportion.

To conclude, we had a good year. We remain encouraged and confident of achieving our long term objectives of inclusive, sustainable and profitable growth. As we look ahead, I feel confident of strong growth in the medium to long term.

I am confident that our disciplined strategy, prudent approach, focus on agile execution and our committed team will enable us to improve performance further and create greater shareholder value.

I would like to take this opportunity to thank all our employees for their contribution in the continued success of Godrej Industries. I would also like to extend my gratitude towards our business partners, associates, vendors and also the Central, State Governments and government agencies for their sustained support. I would also like to express my sincere appreciation to all of our shareholders for your continued faith, trust, encouragement and support.

Yours sincerely,

### **Nadir Godrej**

Chairman and Managing Director,  
Godrej Industries Limited



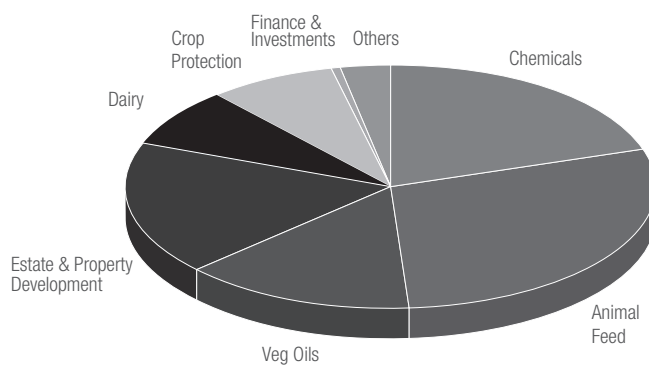
# FINANCIAL HIGHLIGHTS

# Financial Highlights

₹ Crore

<b>FINANCIAL HIGHLIGHTS - CONSOLIDATED</b>	<b>2021-22</b>	<b>2020-21</b>
Total Income <sup>+</sup>	15,065	9,996
Profit before Finance Costs, Depreciation and Amortisation and Tax & including Share of Profit of Associates <sup>+</sup>	2,179	1,328
Depreciation and Amortisation Expense	274	242
Finance Costs	623	469
Tax	290	226
Non-Controlling Interest	338	56
Net Profit (Attributable to Owners of the Company)	654	335
<sup>+</sup> Including other income and exceptional items		

**Total Income 2021-22**



**Break-up of Total Income\***  
₹ Crore

Chemicals	3,050
Animal Feed	4,350
Veg Oils	2,140
Estate & Property Development	2,638
Dairy	1,175
Crop Protection	1,197
Finance & Investments	62
Others	453
<b>Total</b>	<b>15,065</b>

\* net of intersegment income



**NOTICE TO  
SHAREHOLDERS**

# Notice to Shareholders

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NOTICE is hereby given that the 34<sup>th</sup> (THIRTY FOURTH) Annual General Meeting of the Members of GODREJ INDUSTRIES LIMITED (“the Company”) will be held on Friday, August 12, 2022 at 3:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

## ORDINARY BUSINESS:

### 1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2022

To consider, approve and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2022 and the Board’s Report and Statutory Auditor’s Report thereon.

### 2. Appointment of Ms. Tanya Dubash as a Director, liable to retire by rotation, who has offered herself for re-appointment

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

“**RESOLVED THAT** pursuant to provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Ms. Tanya Dubash (DIN: 00026028) as a “Director”, to the extent that she is required to retire by rotation.”

### 3. Approval for appointment of Statutory Auditors and to fix their remuneration

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof) and pursuant to the recommendation and approval

of the Audit Committee and the Board of Directors of the Company, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No.: 104607W/W100166), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), to hold office for a term of 5 (five) consecutive years from the conclusion of 34<sup>th</sup> (Thirty Fourth) Annual General Meeting till the conclusion of 39<sup>th</sup> (Thirty Ninth) Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

## SPECIAL BUSINESS:

### 4. Approval for re-appointment of and remuneration payable to Mr. Nadir Godrej as “Managing Director” (designated as the ‘Chairman and Managing Director’) of the Company for a period of 3 (three) years, w.e.f. April 1, 2023 to March 31, 2026.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations



and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereof], and on the basis of the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of and terms of remuneration payable to, including increase in remuneration and / or waiver of refund of excess remuneration and / or the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Nadir Godrej (DIN: 00066195), who has already attained the age of 70 (seventy) years as the “Chairman & Managing Director” of the Company, for a period of 3 (three) years starting from April 1, 2023 to March 31, 2026 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as set out in the agreement to be entered into between the Company and Mr. Nadir Godrej, with liberty to the Board of Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board of Directors and Mr. Nadir Godrej.

**FURTHER RESOLVED THAT** any Director of the Company or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things as may be required to give effect to the above, including execution of Agreement and the Common Seal of the Company be affixed to the agreement to be executed between Mr. Nadir B. Godrej and the Company and to any other documents, if required, in accordance with its Articles of Association.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Nadir Godrej for a period of 3 (three) years from April 1, 2023 to March 31, 2026 may exceed ₹5 Crore (Rupees Five Crore) or 2.5% of the Net Profits, whichever is

higher or the aggregate annual remuneration of all Executive Directors taken together may exceed 5% of the Net Profits of the Company in any financial year, in terms of the provisions of Regulation 17(6)(e) of the Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board of Directors) be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, for and on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**5. Ratification of remuneration of M/s. R. Nanabhoy & Co., Cost Accountants appointed as the “Cost Auditors” of the Company**

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

**“RESOLVED THAT** pursuant to Section 148 and all applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 000010), appointed as the Cost Auditors of the Company, to conduct an audit of the Cost Records of the Company for the Financial Year ending on March 31, 2023, at ₹4,03,000/- (Rupees Four Lakh Three Thousand Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses, be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or the Chief Financial Officer and / or the Company

Secretary and Compliance Officer be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

**Date and Place: May 27, 2022, Mumbai**

**By Order of the Board of Directors  
of Godrej Industries Limited**

**Tejal Jariwala  
Company Secretary & Compliance Officer  
(FCS 9817)**

**Registered Office:**

Godrej One, Pirojshanagar,  
Eastern Express Highway, Vikhroli (East),  
Mumbai 400 079, Maharashtra.  
Tel.: +91 22 2518 8010  
Fax: +91 22 2518 8066  
Website: [www.godrejindustries.com](http://www.godrejindustries.com)  
Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)  
CIN: L24241MH1988PLC097781

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India for special business under Item Nos. 4 & 5 of the Notice is annexed hereto.
2. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other relevant documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection during the AGM in accordance with the applicable statutory

requirements based on the requests received by the Company on [investor@godrejinds.com](mailto:investor@godrejinds.com).

3. The Company's Statutory Auditors, M/s. BSR & Co. LLP, Chartered Accountants, (Registration no.: 101248W/W-100022), were appointed for a period of 5 (Five) consecutive years at the 29<sup>th</sup> (Twenty Ninth) Annual General Meeting ("AGM") of the Members held on August 11, 2017 at a remuneration as decided by the Board of Directors of the Company.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on August 11, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 ("the Act") by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors was withdrawn from the statute. In view of the same, the Members of the Company at the 30<sup>th</sup> (Thirtieth) AGM held on August 13, 2018 had approved ratification of appointment of M/s. BSR & Co. LLP as the Statutory Auditors of the Company for the remaining period, i.e., from the conclusion of 30<sup>th</sup> (Thirtieth) AGM held on August 13, 2018 upto the conclusion of the 34<sup>th</sup> (Thirty Fourth) AGM. The Statutory Auditors had given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee till the conclusion of the 34<sup>th</sup> (Thirty Fourth) AGM.

The Audit Committee and the Board of Directors at their Meetings held on May 27, 2022, have recommended appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration no.: 104607W/W100166) as the Statutory Auditors of the Company, to hold office for a term of 5 (five) years starting from conclusion of this 34<sup>th</sup> (Thirty Fourth) AGM till the conclusion of 39<sup>th</sup>

(Thirty Ninth) AGM to be held in the year 2027, subject to approval of the Shareholders of the Company.

4. In view of the continuing COVID-19 pandemic, social distancing norms to be followed and the ongoing restriction on movement of individuals at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/2022 dated May 5, 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 34<sup>th</sup> (Thirty Forth) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue, in compliance with the aforesaid MCA Circulars and SEBI Circulars. In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the the 34<sup>th</sup> (Thirty Forth) AGM shall be deemed to be the Registered Office of the Company situated at "Godrej One", Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079, Maharashtra.
  5. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 34<sup>th</sup> (Thirty Forth) AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
- However, in terms of the provisions of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
  7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/ Authorization can be sent to the Company on [investor@godrejinds.com](mailto:investor@godrejinds.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  9. The Register of Members and Share Transfer Books will remain closed from Friday, August 5, 2022 to Friday, August 12, 2022 (both days inclusive) for the purpose of the Annual General Meeting.
  10. The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors proposed to be appointed / re-appointed at this AGM forms a part of this Notice.
  11. The Company's Registrar and Share Transfer Agents for its Share Registry Work are Computech Sharecap Limited, having their office at 147, Mahatma Gandhi Road, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, Maharashtra.

Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company's Registrar and Share Transfer Agent at the abovementioned address. Members may also address all other correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

#### **DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:**

12. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules framed thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s).

In compliance with MCA Circular No. 20/2020 dated May 5, 2020, MCA General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 5, 2022, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Boards' Report, Auditor's report or other documents required to be attached therewith (together referred to as "Annual Report"), the Annual Report for Financial Year 2021-22 including Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s).

Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Computech Sharecap Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).

The Notice of AGM along with Annual Report for Financial Year 2021-22, is available on the website of the Company at [www.godrejindustries.com](http://www.godrejindustries.com), on the website of Stock Exchanges, i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

13. Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their postal address, e-mail address, telephone/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., by submitting a duly filled up Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned Members, subject to receipt of the required documents and information from the Members.

#### **14. GREEN INITIATIVE:**

To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically by following the procedure mentioned in the Note No.13.

#### **15. NOMINATION:**

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by

submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.godrejindustries.com](http://www.godrejindustries.com).

#### **16. SHARE TRANSFER PERMITTED ONLY IN DEMAT:**

As per the provisions of Regulation 40 of the SEBI Listing Regulations, Members may note that, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the listed entity, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.

#### **17. UPDATION OF KYC DETAILS**

The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 1, 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after April 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.godrejindustries.com](http://www.godrejindustries.com).

#### **18. SUBMISSION OF PAN:**

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members

holding shares in physical form should submit their PAN to the RTA of the Company or directly to the Company.

Members are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- a. Transferees and Transferors PAN Cards for transfer of shares,
- b. Legal Heirs'/Nominees' PAN Card for transmission of shares,
- c. Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- d. Joint Holders' PAN Cards for transposition of shares.

- 19.** The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the Members for a period of 7 (seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of 7 (Seven) consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on August 13, 2021 (date of last AGM) are available on the website of the Company. The Members whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority, viz. [www.iepf.gov.in](http://www.iepf.gov.in).

During the Financial Year 2021-22, the Company transferred below unclaimed amounts to IEPF and no shares were required to be transferred to IEPF:

Sr. No.	Particulars	Amt. in ₹
1	Unpaid / Unclaimed Dividend of FY 2013-14	7,35,071
2	Unpaid / Unclaimed Fractional Amount of Bonus Issue of Shares of FY 2014-15	99,976
3	Unpaid / Unclaimed Fractional Amount of Swap of Shares of FY 2014-15	2,15,413
	<b>Total</b>	<b>10,50,460</b>

Below are the details of transfer of dividend amounts to IEPF:

Dividend for the Financial Year ended	Date of Dividend Declaration	Due Date for Transfer
31.03.2015	11.08.2015	17.09.2022
31.03.2016*	08.03.2016*	14.04.2023
31.03.2017	11.08.2017	17.09.2024
31.03.2018	13.08.2018	19.09.2025
31.03.2019	13.08.2019	19.09.2026
31.03.2020	Not Applicable	Not Applicable
31.03.2021	Not Applicable	Not Applicable

\*Interim Dividend

## 20. VOTING:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date**, i.e. **August 5, 2022** only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the AGM.

Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e. Friday, July 8, 2022 may obtain the user ID and Password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and can exercise their voting rights through remote e-voting by following the instructions listed hereinbelow or by voting facility provided during the meeting.

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

### RESULTS OF E-VOTING:

- Mr. Kalidas Vanjpe, Practicing Company Secretary, (Membership no. FCS 7132) or failing him Mr. Ashok Ramani (Membership No. FCS 6808) of M/s. A. N. Ramani & Co., Company Secretaries have been appointed as the Scrutinizers to scrutinize the remote e-voting process as well as the e-voting process to be conducted at the AGM, in a fair and transparent manner.
- The Scrutinizer, after scrutinizing the e-voting completed at the Meeting and through remote e-voting will not later than 48 (Forty-Eight) hours of conclusion of the Meeting, make the Scrutinizer's Report and submit the same to the Chairman or a person duly authorised by the Chairman. The Results shall be declared within 48 (Forty-Eight) hours after the conclusion of the AGM.
- The Results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company,

viz., [www.godrejindustries.com](http://www.godrejindustries.com) immediately after the Results are declared and will simultaneously be communicated to CDSL, viz., [www.evotingindia.com](http://www.evotingindia.com) and the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

6. Voting Rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on the cut-off date i.e. **Friday, August 5, 2022**. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cutoff date, i.e. **Friday, August 5, 2022**, only shall be entitled to avail the facility of remote e-voting.
7. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., **Friday, August 5, 2022** may obtain the login details in the manner as mentioned below.

• **THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:**

The voting period begins on **Monday, August 8, 2022 at 9:00 a.m. (IST)** and ends on **Thursday, August 11, 2022 at 5:00 p.m. (IST)**. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Friday, August 5, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**A. The details of the process and manner for e-Voting and joining virtual meeting for Individual shareholders & Members holding shares in dematerialized form.**

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders/retail shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility being provided by Listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their Demat accounts in order to access e-Voting facility.

**Pursuant to aforesaid SEBI Circular, Login method for e-Voting for Individual Shareholders holding securities in Demat mode is given below:**

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



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>After Successful login, Member will be able to see e-Voting option.</li> <li>Once Member clicks on e-Voting option, Member will be redirected to NSDL/CDSL Depository site after successful authentication, wherein Member can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

**B. The details of the process and manner for remote e-voting and joining virtual meeting for shareholders other than individual shareholders and Members holding shares in physical mode, are explained herein below :**

- i. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on “**Shareholders**” module.
- iii. Now Enter your User ID
  - a. For **CDSL**: 16 digits beneficiary ID,
  - b. For **NSDL**: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on “**LOGIN**”.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.

vi. If you are a first time user then follow the steps given below:

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

vii. After entering these details appropriately, click on “**SUBMIT**” tab.

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

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

x. Click on the EVSN: **GODREJ INDUSTRIES LIMITED**.

xi. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

xii. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

xiii. After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.

xiv. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.

xvi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on “**Forgot Password**” & enter the details as prompted by the system.

xvii. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as “**Corporates**”.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a Compliance User should be created using the admin login and

password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) / [investor@godrejinds.com](mailto:investor@godrejinds.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case of any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.: 1800 22 55 33

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

### **C. INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER:**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Only those Members, 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.
- d. If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
- e. Members 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.

**D. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.
- b. Members may access the same at <https://www.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. Click on live streaming appearing beside the **EVSN**.
- c. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the Members on first come first served basis.
- d. Members are encouraged to join the Meeting through Laptops / iPads for better experience.

**Suggested System requirements for best VC experience:**

Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more  
Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

**Browser:**

Google Chrome : Version 72 or latest Mozilla Firefox: Version 72 or latest Microsoft Edge Chromium:  
Version 72 or latest Safari: Version 11 or latest Internet explorer: Not Supported

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**E. PROCESS FOR MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

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

## **21. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number to [investor@godrejinds.com](mailto:investor@godrejinds.com). Questions / queries received by the Company till 5:00 p.m. IST on to Wednesday, August 10, 2022, shall only be considered and responded to during the AGM.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [investor@godrejinds.com](mailto:investor@godrejinds.com) from Monday, August 1, 2022 (9:00 a.m. IST) to Wednesday, August 10, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

Members who need assistance before or during the AGM, can contact CDSL by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 22 55 33.

22. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Friday, August 12, 2022, subject to receipt of the requisite number of votes in favour of the Resolutions.

**Date and Place: May 27, 2022, Mumbai**

**By Order of the Board of Directors of Godrej Industries Limited**

**Tejal Jariwala**

**Company Secretary & Compliance Officer**

**(FCS 9817)**

**Registered Office:**

Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079, Maharashtra.

Tel.: +91 22 2518 8010

Fax: +91 22 2518 8066

Website: [www.godrejindustries.com](http://www.godrejindustries.com)

Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)

CIN: L24241MH1988PLC097781

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**I) The following Explanatory Statement sets out all the material facts relating to the Special business mentioned under Item Nos. 4 & 5 of the accompanying Notice dated May 27, 2022.**

### **ITEM NO. 4**

The tenure of Mr. Nadir Godrej, Chairman & Managing Director will expire on March 31, 2023. It is proposed to re-appoint him for a period of 3 (three) years, i.e., from April 1, 2023 to March 31, 2026. Subject to the approval of the Members of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed at their meetings held on May 26, 2022 and May 27, 2022, respectively, recommended and approved re-appointment of Mr. Nadir Godrej as the “Chairman & Managing Director” of the Company with effect from April 1, 2023, for the period of 3 (three) years starting from April 1, 2023 to March 31, 2026.

It is proposed to re-appoint Mr. Nadir Godrej and approve his remuneration as Managing Director of the Company. A brief profile of Mr. Nadir Godrej in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), is provided as a part of this Notice.

In terms of the provisions of Section 196 read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, Mr. Nadir Godrej has already attained the age of 70 (seventy) years and shall continue to hold office of the “Managing Director” of the Company.

The proposed remuneration and terms and conditions of re-appointment of Mr. Nadir Godrej (hereinafter referred to as the Managing Director) are as given below:

- a. The Managing Director shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company.
- b. In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below:-

This Resolution does not constitute Related Party Transaction under the provisions of Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014. This Resolution, though Related Party Transaction under Listing Regulations, applicable accounting standards, is not a material Related Party Transaction.

The remuneration payable to the Managing Director is given below.

#### **(i) FIXED COMPENSATION:**

Fixed Compensation shall include Basic Salary and the Company’s Contribution to Provident Fund and Gratuity Fund. The Basic Salary shall be in the range of ₹2,50,00,000/- p.a. to ₹3,75,00,000/- p.a., payable monthly. The Annual Basic Salary and increments will be decided by the Nomination and Remuneration Committee / Board of Directors depending on the performance of the Managing Director, the profitability of the Company and other relevant factors.

**(ii) PERFORMANCE LINKED VARIABLE REMUNERATION (PLVR):**

Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee / Board of Directors of the Company based on Profits or other parameters and other relevant factors and having regard to the performance of the Managing Director for each year, which shall not exceed ₹7,50,00,000/- p.a.

**(iii) FLEXIBLE COMPENSATION:**

In addition to the Fixed Compensation and PLVR, the Managing Director shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the Policy / Rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to the Managing Director in the manner as the Board may decide as per the Policy/Rules of the Company.

- Housing (i.e. Unfurnished residential accommodation OR House Rent Allowance at 85% of Basic Salary)
- Furnishing at residence;
- Supplementary Allowance;
- Leave Travel Assistance;
- Payment/reimbursement of domiciliary medical expenses for self and family;
- Payment/reimbursement of food vouchers, fuel reimbursement;
- Company cars with drivers for official use, provision of telephone(s) at residence; payment/reimbursement of expenses thereof;
- Housing Loan and contingency loan as per rules of the Company. These loans shall be subject to necessary approval(s), if any;
- Earned/privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/ accumulation of leave will be permissible in accordance with the Rules specified by the Company. Casual/Sick leave as per the rules of the Company;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

The maximum cost to the Company for the aggregate of the allowances for the Managing Director shall be ₹5,50,00,000/- p.a., payable monthly; plus cars (including driver's salary, fuel, maintenance and other incidental expenses); plus housing (i.e. unfurnished residential accommodation OR House Rent Allowance at 85% of Basic Salary). In addition to the above, the Managing Director shall be eligible for club facilities, group insurance cover, group hospitalization cover, and/or any other allowances, perquisites and facilities as per the Rules of the Company.

**Explanation:**

- a. For Leave Travel Assistance and reimbursement of medical and hospitalization expenses, 'family' means spouse, dependent children and dependent parents;
- b. Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules

(iv) **OVERALL REMUNERATION:**

The aggregate of salary and perquisites as specified above or paid additionally to the Managing Director in accordance with the rules, which the Board may in its absolute discretion pay to the Managing Director from time to time, shall be in compliance with the provisions of Section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force). Further, the remuneration payable to Mr. Nadir Godrej, may exceed the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, in any year during the tenure of his appointment as the Managing Director of the Company.

(v) **LOANS:**

- a. Granting of loans according to Company's Scheme subject to necessary approval(s), if applicable.
- b. Continuation of Loans, if already availed.

**Notes:**

- I. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- II. Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall be paid in compliance with the provisions of the Companies Act, 2013.
- III. The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the Managing Director lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- IV. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- V. If at any time the Managing Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.
- VI. The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time the Managing Director is not liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The Board of Directors are of the view that the re-appointment of Mr. Nadir Godrej as the Managing Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly the Board recommends the **SPECIAL RESOLUTION** at **Item No. 4** of the accompanying Notice for approval by the Members of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.



Except Mr. Nadir Godrej, 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 aforementioned Resolution.

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

## I. General Information:

### 1. Nature of Industry

The Company is engaged in the business of manufacture and marketing of oleo-chemicals, their precursors and derivatives, bulk edible oils, estate management and investment activities.

### 2. Date or expected date of commencement of commercial production:

March, 1988.

### 3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable as the Company is an existing Company.

### 4. Financial Performance based on given indicators:

Particulars	₹ in Crore)	
	F.Y. 2021-22	F.Y. 2020-21
Total Income	3,414.21	1,919.58
Expenditure other than Interest and Depreciation	2,955.69	1,718.76
Profit before Interest, Depreciation and Tax	458.52	200.82
Interest (Net)	363.90	237.51
Profit before Depreciation and Tax	94.62	(36.69)
Depreciation	74.80	72.18
Profit / (Loss) before Tax and Exceptional items	19.82	(108.87)
Exceptional items (Expenses)/ Income	(64.01)	1.27
(Loss) before Tax	(44.19)	(107.60)
Provision for Current Tax	-	-
Provision for Deferred Tax	-	(0.06)
Net (Loss)	(44.19)	(107.54)

### 5. Foreign Investments and Collaborations:

The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year.

## II. Information about the Appointee:

### 1. Background Details:

Mr. Nadir Godrej is the Chairman and Managing Director of Godrej Industries Limited. He holds B. S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology

and a M.S. in Chemical Engineering in 1974 from Stanford University. He has done an MBA from Harvard Business School in 1976. Since 1977 he has been a Director of Godrej Soaps. He has been very active in developing the animal feed, agricultural inputs and chemicals businesses of Godrej Industries and associate companies. He has been very active in research and has several patents in the field of agricultural chemicals and surfactants. In 2001 Godrej Soaps was renamed to Godrej Industries and he was appointed as the Managing Director of Godrej Industries. He is also the Chairman of Godrej Agrovet Limited and Director of Godrej Properties Limited, subsidiaries of Godrej Industries. He is a Director of Godrej and Boyce, Godrej Consumer Products and other Godrej group companies. He has been active in CLFMA (Compound Livestock Feed Manufacturers Assn. Of India), ICC (Indian Chemical Council) [erstwhile ICMA (Indian Chemical Manufacturers Association)], OTAI (Oil Technologists' Association of India) and the Alliance Française de Bombay. He is currently the President of the Alliance Française de Bombay. He is on the National Council of CII (Confederation of Indian Industry). He is also very active in the Harvard Business School and M I T Alumni Association in India. The French government awarded him the Ordre national du Mérite in 2002 and the La Légion d'Honneur in 2008. He has also received Life Time Achievement Awards from OTAI (Oil Technologist Association of India) and Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA). The Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej with an Honorary Degree of Doctor of Philosophy. And he has been inducted as Fellow of Indian National Academy of Engineering (INAE). Mr. Godrej is deeply committed to the GOOD and GREEN strategies and achievement of set targets for the Godrej Group. He encourages and supports a shared vision value for all programs of Good and Green.

## **2. Past remuneration:**

During the Financial Year ended March 31, 2022, ₹7,90,94,557/- was paid as remuneration to Mr. Nadir Godrej.

## **3. Recognition and Awards:**

Currently, Mr. Nadir Godrej is the President of The Alliance Française de Bombay, Mumbai. For his contribution to Indo-French relations, the French Government has honored Mr. Godrej with the awards of "Chevalier de L'Ordre National du Merite" and "Chevalier De La Legion D' Honneur". He has also received Life Time Achievement Awards from OTAI (Oil Technologist Association of India) and Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA).

## **4. Job profile Suitability:**

A veteran of Indian industry, Mr. Nadir Godrej has played an important role in developing the animal feed, agricultural input and chemicals businesses owned by Godrej. His active interest in research related to these areas has resulted in several patents in the field of agricultural chemicals and surfactants. With his tremendous experience and expertise Mr. Nadir Godrej has also contributed to the development of a variety of industries by participating keenly in industry bodies such as the Compound Livestock Feed Manufacturers Association of India, Indian Chemical Manufacturers Association and Oil Technologists' Association of India.

## 5. Remuneration:

Salary proposed to Mr. Nadir Godrej in the basic scale of ₹2,50,00,000/- p.a. to ₹3,75,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.

## 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Nadir Godrej, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

## 7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration paid to Mr. Nadir Godrej, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel.

## III. Other Information:

Reasons of loss or inadequate profits:	Godrej Industries Limited (GIL) has interest in various businesses directly and through its subsidiaries and associates. GIL including its subsidiaries and associates has presence in oleochemicals, property development, oil palm plantation, animal feeds and agroproducts, poultry, personal care and household care, etc. While GIL's investments in Group Companies are strategic investments, GIL does encash some of the value created from time to time by sale of such investments resulting in profits on sale of investments. This profit is to be necessarily excluded from the calculations for determining the Net Profits under Section 198 of the Companies Act, 2013 in order to ascertain the limit for overall maximum managerial remuneration. If GIL was allowed to consider such profits (e.g. profit on sale of investments), the Company may be well within its limit.
Steps taken or proposed to be taken for improvement:	
Expected increase in productivity and profits in measurable terms:	

## ITEM NO. 5

The Board of Directors of the Company, based on recommendations of the Audit Committee, has appointed M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai, as the "Cost Auditors" of the Company for the Financial Year 2022-23, pursuant to Section 148 and other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on May 27, 2022.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors. Therefore, pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹4,03,000/- (Rupees Four Lakh Three Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out - of - pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Members.

Based on the certification received from the Cost Auditors, it may be noted that: -

- a. the Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- b. their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- c. none of their Partners is in the whole-time employment of any Company; and
- d. they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 5.

The Board recommends the **ORDINARY RESOLUTION** set forth in **Item No. 5** for approval of the Members.

## **II] Details in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

### **Item no.3: Approval for appointment of Statutory Auditors and fix their remuneration**

In accordance with Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022) ("**M/s. BSR**"), Statutory Auditors of the Company shall retire at the conclusion of the 34<sup>th</sup> (Thirty Fourth) AGM of the Company. The Board of Directors of the Company at their Meeting held on May 27, 2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W/W100166) ("**M/s. K&M**") as the Statutory Auditors of the Company, subject to approval of the Shareholders at the 34<sup>th</sup> (Thirty Fourth) AGM of the Company for a term of 5 (five) consecutive years from the conclusion of 34<sup>th</sup> (Thirty Fourth) AGM till the conclusion of 39<sup>th</sup> (Thirty Ninth) AGM of the Company to be held in the year 2027, at an annual remuneration of ₹75 Lakh for the Financial Year ending March 31, 2023, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors. There is no material change in the remuneration paid to M/s. BSR, the retiring Statutory Auditors, for the statutory audit conducted for the Financial Year ended March 31, 2022 and the remuneration proposed to be paid to M/s. K&M for the Financial Year ending March 31, 2023.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. K&M has been recommended to be appointed as the Statutory Auditors of the Company.

M/s. K&M, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. Kalyaniwalla & Mistry LLP [K&M] are a multi-service, multi-location, professional service organisation, established in the year 1928, and is one of the leading accounting firms in India. K&M is a part of the Mazars network which is an independent global organisation, specializing in audit and assurance, tax and advisory services. Along with industry knowledge and technical expertise it has 14 Partners and 450 + audit professionals and highly trained personnel with specialized service capabilities. K&M is also registered with the Comptroller and Auditor General of India for audits of large

public sector undertakings. It has geographical presence in Mumbai, Pune, Bangalore & Chennai and Associate offices at Delhi, Gurgaon, Kolkata, Ahmedabad & Hyderabad. K&M specializes in providing assurance, tax, consultancy, accounting and advisory services.

Pursuant to Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the Company has received written consent from M/s. K&M and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. K&M, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of AGM. Accordingly, the Board of Directors recommends aforesaid appointment to the members for their approval by way of an **ORDINARY RESOLUTION** as set out at **Item No. 3** of the accompanying Notice.

**Date and Place: May 27, 2022, Mumbai**

**By Order of the Board of Directors  
of Godrej Industries Limited**

**Tejal Jariwala  
Company Secretary & Compliance Officer  
(FCS 9817)**

**Registered Office:**

Godrej One,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli (East),  
Mumbai 400 079, Maharashtra, India  
Tel.: +91 22 2518 8010  
Fax: +91 22 2518 8066  
Website: [www.godrejindustries.com](http://www.godrejindustries.com)  
Email: [investor@godrejinds.com](mailto:investor@godrejinds.com)  
CIN: L24241MH1988PLC097781

## BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

*[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]*

<b>Name of the Director</b>	<b>Ms. Tanya Dubash</b>	<b>Mr. Nadir Godrej</b>
<b>DIN</b>	00026028	00066195
<b>Date of Birth</b>	September 14, 1968	August 26, 1951
<b>Age</b>	53 years	71 years
<b>Nationality</b>	Indian	Indian
<b>Date of appointment</b>	August 1, 1996	March 7, 1988
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• AB, Economics &amp; Political Science, Brown University, USA.,</li> <li>• Advanced Management Program, Harvard Business School</li> </ul>	<ul style="list-style-type: none"> <li>• B.S. from Massachusetts Institute of Technology, U.S.A.</li> <li>• M.S. in Chem. Engg., Stanford University</li> <li>• MBA, Harvard Business School</li> </ul>
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se</b>	Daughter of Mr. Adi Godrej (Chairman Emeritus), Sister of Mr. Pirojsha Godrej (Non-Executive Director) and Niece of Mr. Nadir Godrej (Chairman & Managing Director)	Uncle of Mr. Pirojsha Godrej (Non-Executive Director) & Ms. Tanya Dubash (Executive Director and Chief Brand Officer) and Brother of Mr. Adi Godrej (Chairman Emeritus)
<b>Brief Profile / Resume of the Director</b>	<p>Tanya serves as the Executive Director and Chief Brand Officer of Godrej Industries Limited and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand.</p> <p>Tanya is also a Director on the Board of Godrej Consumer Products Limited and Godrej Agrovet Limited.</p> <p>She also serves on the boards of Britannia, Escorts Kubota, Go Airlines, AIESEC and India@75.</p> <p>Tanya was a member on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015. She was a trustee of Brown University between 2012 and 2018 and continues to be member of the Brown India Advisory Council and on the Watson Institute Board of Overseers.</p> <p>Tanya was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics &amp; Political Science, Brown University, USA, and an alumna of the Harvard Business School.</p>	<p>Mr. Nadir Godrej is the Chairman and Managing Director of Godrej Industries Limited. He holds B. S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology and a M.S. in Chemical Engineering in 1974 from Stanford University. He has done an MBA from Harvard Business School in 1976. Since 1977 he has been a Director of Godrej Soaps. He has been very active in developing the animal feed, agricultural inputs and chemicals businesses of Godrej Industries and associate companies. He has been very active in research and has several patents in the field of agricultural chemicals and surfactants. In 2001, Godrej Soaps was renamed to Godrej Industries and he was appointed as the Managing Director of Godrej Industries.</p> <p>He is also the Chairman of Godrej Agrovet Limited and Director of Godrej Properties Limited, subsidiaries of Godrej Industries. He is a Director of Godrej and Boyce, Godrej Consumer Products and other Godrej group companies. He has been active in CLFMA (Compound Livestock Feed Manufacturers Assn. Of India), ICC (Indian Chemical Council) [erstwhile ICMA (Indian Chemical Manufacturers Association)], OTAI (Oil Technologists' Association of India) and the Alliance Française de Bombay. He is currently the President of the Alliance Française de Bombay. He is on the National Council of CII (Confederation of Indian Industry). He is also very active in the Harvard Business School and M I T Alumni Association in India.</p>

Name of the Director	Ms. Tanya Dubash	Mr. Nadir Godrej
Brief Profile / Resume of the Director		The French government awarded him the Ordre national du Mérite in 2002 and the La Légion d'Honneur in 2008. He has also received Life Time Achievement Awards from OTAI (Oil Technologist Association of India) and Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA). The Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej with an Honorary Degree of Doctor of Philosophy. And he has been inducted as Fellow of Indian National Academy of Engineering (INAE). Mr. Godrej is deeply committed to the GOOD and GREEN strategies and achievement of set targets for the Godrej Group. He encourages and supports a shared vision value for all programs of Good and Green.
Terms and Conditions of appointment	Ms. Tanya Dubash is the 'Whole Time Director' of the Company, designated as "Executive Director & Chief Brand Officer", liable to retire by rotation.  The other terms and conditions of her appointment are as per the approval granted by the Shareholders and the Nomination and Remuneration Policy of the Company.	Mr. Nadir Godrej is being re-appointed as "Managing Director" of the Company (designated as "Chairman and Managing Director") for a period of 3(three) years from April 1, 2023 to March 31, 2026.  The other terms and conditions of appointment form part of the explanatory statement to the Notice of the 34 <sup>th</sup> Annual General meeting and are as per the Nomination and Remuneration Policy of the Company.
Directorship in Other listed entities	1) Godrej Agrovet Limited 2) Godrej Consumer Products Limited 3) Britannia Industries Limited 4) Escorts Kubota Limited	1) Godrej Agrovet Limited 2) Godrej Consumer Products Limited 3) Godrej Properties Limited 4) Astec LifeSciences Limited
Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	1) Godrej Seeds and Genetics Limited 2) Godrej Holdings Private Limited 3) Innovia Multiventures Private Limited 4) Godrej Finance Limited 5) Go Airlines (India) Limited	1) Godrej Tyson Foods Limited 2) Creamline Dairy Products Limited 3) Godrej & Boyce Manufacturing Company Limited 4) Isprava Vesta Private Limited 5) Isprava Hospitality Private Limited
Chairmanships / Memberships of Committees held in Committees of Other Companies	<p><b>Godrej Consumer Products Limited:</b> -Member of Corporate Social Responsibility Committee -Member of Management Committee - Member of Stakeholders' Relationship Committee - Member of Sustainability Committee</p> <p><b>Escorts Kubota Limited:</b> -Member of Corporate Social Responsibility Committee</p> <p><b>Britannia Industries Limited:</b> Member, Strategy and Innovation Steering Committee</p> <p><b>Godrej Seeds &amp; Genetics Limited:</b> Chairperson of Corporate Social Responsibility Committee</p>	<p><b>Godrej Agrovet Limited:</b> - Member of Corporate Social Responsibility Committee - Chairman of Managing Committee - Chairman of Stakeholders' Relationship Committee - Chairman of Risk Management Committee - Chairman of Strategy Committee</p> <p><b>Godrej Consumer Products Limited:</b> - Chairman of Corporate Social Responsibility Committee - Member of Sustainability Committee - Member of Risk Committee</p> <p><b>Godrej Tyson Foods Limited:</b> - Member of Nomination and Remuneration Committee</p>
Names of listed entities from which she/he/Director has resigned in the past 3(three) years	Ms. Tanya Dubash has not resigned from any Listed Company in the past 3(three) years	1) Mahindra and Mahindra Limited with effect from August 8, 2020 2) The Indian Hotels Company Limited with effect from August 26, 2019

Name of the Director	Ms. Tanya Dubash	Mr. Nadir Godrej
No. of shares held by Director:  By Self:  As a beneficial owner of:	7,41,755 Equity Shares  1,15,07,016 (as Trustee of ABG Family Trust) 1,19,34,517 (as Trustee of TAD Family Trust) 1 (as Trustee of TAD Children Trust)	5,99,008 Equity Shares  1,15,07,016 (as Trustee of NBG Family Trust) 79,99,103 (as Trustee of BNG Family Trust) 89,35,621 (as Trustee of HNG Family Trust) 83,94,193 (as Trustee of SNG Family Trust) 1 (as Trustee of RNG Family Trust) 1 (as Trustee of BNG Successor Trust) 1 (as Trustee of BNG Lineage Trust) 1 (as Trustee of SNG Successor Trust) 1 (as Trustee of SNG Lineage Trust)
Number of Meetings of the Board attended during the year (Financial Year 2021-22)	4 (Four)	4 (Four)
Number of Meetings of the Board attended during the year (Financial Year 2022-23, i.e. up to May 27, 2022)	1 (One)	1 (One)





# BOARD'S REPORT

# Board's Report

To the Members,

Your Company's Directors have pleasure in presenting the Board's Report along with the Audited Financial Statements for the Financial Year ended March 31, 2022.

## Review of Operations / Financial Summary

Your Company's performance during the Financial Year as compared with that during the previous Financial Year is summarized below:

<b>Particulars</b>	(₹ Crore)	(₹ Crore)
	<b>2021-22</b>	<b>2020-21</b>
Revenue from Operations	3,339.60	1,855.53
Other Income	74.61	64.05
<b>Total Income</b>	<b>3414.21</b>	<b>1919.58</b>
Total Expenditure other than Finance Costs and Depreciation and Amortisation	2,955.69	1,718.76
Profit before Finance Costs, Depreciation and Amortisation	458.52	200.82
Depreciation and Amortisation	74.80	72.18
Profit before Finance Costs, exceptional items and Tax	383.72	128.64
Finance Costs (net)	363.90	237.51
Exceptional Item	(64.01)	1.27
Profit before Tax	(44.19)	(107.60)
Provision for Current Tax	-	-
Provision for Deferred Tax	-	(0.06)
<b>Net Profit / (loss)</b>	<b>(44.19)</b>	<b>(107.54)</b>
Surplus brought forward	444.47	552.01
Profit after Tax available for appropriation	400.28	444.47
Dividend on Equity Shares	-	-
Tax on Distributed Profit	-	-
Transfer to General Reserve	-	-
<b>Surplus Carried Forward</b>	<b>400.28</b>	<b>444.47</b>

## Share Capital

The Paid-up Equity Share Capital as on March 31, 2022 was ₹33,65,84,313/- (Rupees Thirty Three Crore Sixty Five Lakh Eighty Four Thousand Three Hundred Thirteen Only) divided into 33,65,84,313 (Thirty Three Crore Sixty Five Lakh Eighty Four Thousand Three Hundred Thirteen) Equity Shares of Face Value of ₹1/- (Rupee One Only) each. During the Financial Year under review, your Company has allotted 59,215 (Fifty Nine Thousand Two Hundred Fifteen) Equity Shares of Face Value of ₹1/- (Rupee One Only) each pursuant to exercise of Options by the employees of the Company under Godrej Industries Limited- Employee Stock Grant Scheme, 2011 (ESGS 2011).

## Debentures

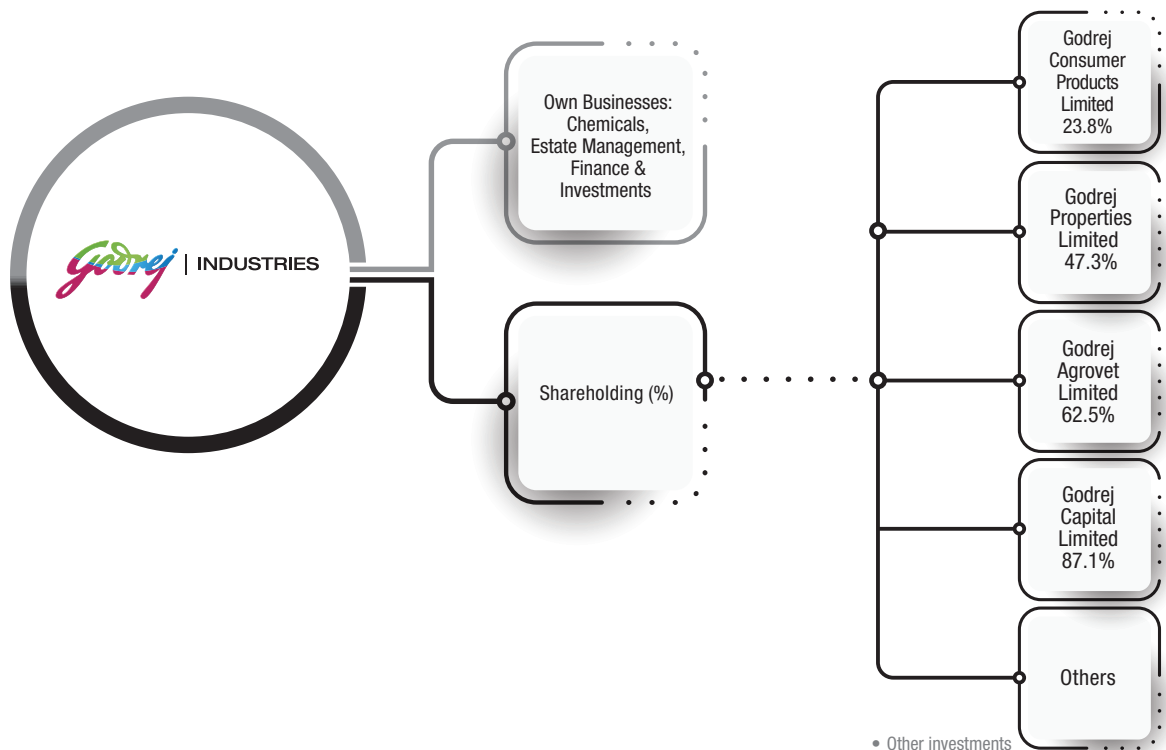
Your Company privately placed Non-Convertible Debentures of ₹1,500 Crore (Rupees One Thousand Five Hundred Crore) [in 2 Tranches of ₹750 Crore (Rupees Seven Hundred Fifty Crore) each] during the Financial Year 2021-22, which are listed on the Debt Segment of the National Stock Exchange of India Limited. Further, your Company is in compliance with the SEBI Circular having reference number SEBI/HO/DDHS/P/ CIR/2021/613 dated August 10, 2021.

As on March 31, 2022, your Company has outstanding in aggregate, Non-Convertible Debentures of ₹3,000 Crore (Rupees Three Thousand Crore).

## Dividend / Dividend Distribution Policy

Your Company has not declared Dividend for the Financial Year 2021-22. Further, in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Dividend Distribution Policy of the Company is appended as ‘**Annexure A**’ to this Report and the same is also made available on the website of the Company. The same can be accessed on <http://www.godrejindustries.com/listing-compliance.aspx>

## Business Structure



## Industry Structure and Development

The World Economic Outlook (WEO) update projects global growth to slow from an estimated 6.1% in 2021 to 3.6% in 2022 and 2023. The war in Ukraine has triggered a costly humanitarian crisis and at the same time the economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest.

The rebound in Indian economic activity that took hold with the ebbing of the Omicron wave is turning out to be increasingly broad-based. Private consumption is regaining traction on the back of recuperating contact-intensive services and rising discretionary spending. The forecast of a normal southwest monsoon in 2022 for the fourth successive year has brightened agricultural prospects and this should support rural consumption. There are also signs of an incipient revival taking place in the investment cycle. This is reflected in high-frequency indicators like imports and production of capital goods; rising capacity utilisation supported by conducive financial conditions; and stronger corporate balance sheets. Export growth has remained buoyant while persisting high growth in non-oil non-gold imports reflects a durable revival in domestic demand.

Even as the drivers of domestic economic activity are getting stronger, they face headwinds from global spill-overs in the form of protracted and intensifying geopolitical tensions; elevated commodity prices; COVID-19 related lockdowns or restrictions in some major economies; slowing external demand; and tightening global financial conditions on the back of monetary policy normalisation in advanced economies.

Food price indices of the Food and Agriculture Organisation (FAO) and the World Bank touched historical highs in March and remain elevated. Spill-overs from global wheat shortages are impacting domestic prices, even though domestic supply remains comfortable. Prices of edible oils may firm up further due to export restrictions by key producing countries and the loss of sunflower oil output due to the war. Elevated feed costs are translating into escalation in poultry, milk and dairy product prices. International crude oil prices continue to hover above US\$ 100 per barrel and this is prompting pass-through to domestic pump prices. The risks of unprecedented input cost pressures translating into yet another round of price increases for processed food, non-food manufactured products and services are now more potent than before.

While the outbreak of the COVID-19 pandemic adversely impacted the Real Estate sectorial performance during FY21 and partly in FY22 as well, high vaccination coverage coupled with low home loan interest rates and an increased desire to pursue home ownership is resulting in revival of its demand. We see marked improvement in the prospects of real estate as volume and pricing is witnessing an uptick across geographies. While commodity price inflation is a short term risk, we believe the improving dynamics of real estate will offset the headwind from rise in commodity prices. A consolidation in the residential real estate sector is expected to continue, leading to an increase in the market share of branded organized players such as a subsidiary of your Company. Given the pace of urbanization, low interest rates and rising per capita disposable incomes, we remain optimistic about the long-term prospects in real estate.

The demand for oleo-chemicals, which is sustainable and bio-based chemicals, is increasing as consumers become more aware about the environmental and cost benefits which oleo-chemicals can provide. Consumer preference in using eco-friendly biodegradable products in FMCG goods like detergents, soaps etc. is increasing. Fatty Acids, Fatty Alcohol, and Specialty Chemicals used by this segment is growing at a healthy rate. Demand for Fatty Acids in oil and gas sector has also increased. Consumer awareness and use of hygiene and cleansing product has increased during the pandemic and post pandemic period. This is helping surfactant and Specialty Chemicals demand. Demand of Glycerine from pharmaceutical sector looks good and its growth is driven by domestic consumption.

## Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations, 2015 is appended as 'Annexure B' to this Report.

### Subsidiary and Associate Companies

#### **GODREJ AGROVET LIMITED (GAVL)**

The Financial Year 2021-22 was a strong financial year for GAVL in terms of top line growth with strengthening profitability. The team delivered a solid performance clocking its highest ever total income of ₹8385.7 Crore in FY22, growing at 33% year-on-year. Consolidated profit before exceptional items and tax grew by 23.3% year-on-year. Most of GAVL's businesses registered a strong volume growth with the exception of the Standalone Crop Protection segment. Growth in profitability was largely driven by Animal Feeds, Oil Palm Plantations and Astec LifeSciences, while Crop Protection and Food businesses reported a decline in operating margin.

##### **Animal Feed Business:**

FY22 was a year of strong comeback post Covid-induced demand disruption for Animal Feed business as volumes and revenues grew by 20.3% and 40.6% respectively as compared to the previous year. The robust double-digit growth in volumes was recorded in all four quarters on the back of new product launches and increasing market penetration. Overall, Animal Feeds segment registered a strong topline performance in FY22.

In terms of profitability, the entire feed industry was reeling under margin pressure in FY22. The industry witnessed unprecedented inflation in input commodities such as soymeal, maize, fishmeal and de-oiled ricebran cake etc. Sharp rise in soymeal prices in first half of the year was contained by government intervention such as approval for soymeal imports, imposing stock holding limits and ban on futures trading. However, prices for all major commodities surged again in Q4 owing to geo-political uncertainties in key agri-commodity producer economies in Eastern Europe. However, despite all these challenges Animal Feed segment results grew by 22.2% year-on-year basis supported by timely price hikes, realisation of R&D initiatives over the years and strategic stocking.

##### **Crop Protection Business:**

For domestic Crop Protection industry, FY22 was a very challenging year. Especially for herbicides players, the season was fraught with erratic and uneven monsoon as well as extreme weather events. Unusually dry August followed by heavy rains in September led to lower application opportunities for Crop Protection products in the Kharif season. In the second half of the year, higher emphasis was given on improving channel hygiene resulting in higher sales returns and increased provision for doubtful debts. Consequently, standalone segment revenues declined to ₹544.9 Crores in FY22 from ₹581.5 Crores in FY21. Nonetheless, focus on increasing the distribution reach of the in-house products by partnering with other major agrochemical players in the industry continued during the year. GAVL launched an insecticide under the brand name 'Gracia' during the year, extending in-licensing arrangement with Nissan Chemical Corporation, Japan.

##### **Vegetable Oil Business:**

FY22 was a remarkable year for Vegetable Oil Palm business with improvement in oil extraction ratio on the back of R&D initiatives and operational efficiencies. This coupled with record-high oil prices and

# GODREJ AGROVET



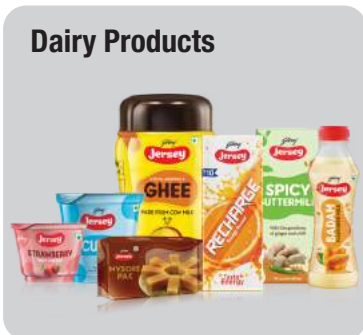
**Animal Feed**



**Agri Input**



**Oil Palm**



**Dairy Products**



**Godrej Tyson Foods**

moderate increase in volumes resulted in strong growth in segment revenues and segment results. Segment revenues increased to ₹1,264.8 Crore in FY22 from ₹710 Crore in FY21, an increase of 78.1%. At the same time, segment results increased by 187.6% to ₹240.8 Crore in FY22 from ₹83.7 Crore in FY21.

Average prices for crude palm oil and palm kernel oil increased by 51% and 90% respectively as compared to the previous year. The sharp rise in palm oil prices could be attributed to several factors such as elevated crude oil prices, rising demand, supply chain disruptions from largest exporters Indonesia and Malaysia and uncertainties surrounding ongoing Russia-Ukraine war.

During the year, Oil Palm business reaped enormous benefits from the R&D initiatives implemented over the past few years. This was further aided by operational efficiencies achieved through changes in plant operations, improved procurement and quality grading processes. On ESG front, Oil Palm business have made satisfactory progress with entire energy requirements being generated inhouse and achieving net zero carbon emissions.

## **Review of Operations / State of Affairs of the Subsidiaries of GAVL:**

### **Astec LifeSciences Limited (Astec):**

GAVL's agrochemical subsidiary, Astec LifeSciences Limited, recorded its best-ever performance till date as total income and profit before tax (excluding non-recurring and exceptional items) grew by 22.1% and 36% year-on-year in FY22, respectively. Geographically, exports were the main driver growing by 44.4% year-on-year while in terms of segment, growth was led by enterprise sales. During the year, Astec commissioned its new herbicide plant and remained on track to complete the state-of-the-art R&D facility by December 2023.

Additionally, Astec has started realising benefits from investment made in backward integration to diversify raw material sourcing and to reduce dependency on international markets. During the year, Astec commercialized two new CMO programs and a new production process for enterprise product. GAVL continues to hold 63.3% stake in Astec as on March 31, 2022.

#### **Creamline Dairy Products Limited:**

GAVL's dairy subsidiary, Creamline Dairy Products Limited ("CDPL"), reported 13.8% year-on-year increase in segment income in FY22. The healthy growth in volumes and topline was led by higher market share gains in Curd, milk drinks and Ghee. CDPL maintained its focus on strengthening the market position, increasing the brand awareness and new products development. CDPL launched new variants of Jersey Recharge energy drink, fruit yogurt as well as Paneer and ghee. Overall, CDPL reaped benefits from continued efforts and strategic focus towards increasing salience of VAP category. Share of VAP in total volumes further increased to 29% in FY 2021-22 from 25% in the previous year.

However, CDPL's profitability was impacted due to high inflationary pressure on milk procurement prices as well as fuel and packaging material costs. The sharp rise in input costs could not be transmitted as no price hike was taken by most of the regional players in its key markets in the first nine months of FY22. Although there was some pricing action in Q4 by major players, the increase was marginal and insufficient to absorb entire input cost inflation.

#### **Godrej Tyson Foods Limited (GTFL):**

FY22 was a year of mixed performance for GAVL's subsidiary Godrej Tyson Foods Limited ("GTFL"). Favourable demand dynamics in Real Good Chicken (RGC) and live bird categories was offset by highly volatile live bird prices and elevated commodity inflation throughout the year.

Total income grew by 30.1% year-on-year driven by robust volume growth in Real Good Chicken (RGC) and live bird categories. RGC volumes grew by 61%, mainly led by QSR and Institutional sales. However, unprecedented rise in input costs, mainly soya, resulted in decline in profitability for the year. GTFL closed FY22 with segment results of ₹5.3 Crore as compared to ₹24.6 Crore in the previous year.

#### **Godrej Maxximilk Private Limited:**

During the year, GAVL completed acquisition of balance stake in Godrej Maxximilk Private Limited ("GMPL") and infused additional investments to the tune of ₹50 Crores. GMPL is engaged in in-vitro production of high-quality cows that aid dairy farmers produce top-quality milk, thereby increasing their yield by a significant proportion. In FY22, GMPL reported a Loss Before Tax of (₹ 9.77 Crore) as compared with a Loss Before Tax of (₹8.14 Crore) in the previous year.

#### **Joint Venture of GAVL:**

##### **ACI Godrej Agrovet Private Limited, Bangladesh:**

Godrej Agrovet's 50:50 joint venture with Advanced Chemical Industries Limited (ACI), Bangladesh, named ACI Godrej Agrovet Private Limited, recorded another year of outstanding performance. ACI posted strong growth in revenues by 24.5% year-on-year on account of robust volume growth across all segments, i.e., cattle, poultry and aqua feed.

# GODREJ PROPERTIES



## GODREJ PROPERTIES LIMITED (GPL)

### Overview of operations:

Godrej Properties Limited (GPL) achieved the highest sales in its history in FY22 in spite of the industry just recovering from pandemic. This was driven by innovative efforts across touch points, including an increased focus on digital sales, attractive product propositions and the customer trust. GPL achieved a sales volume of 10.8 million square feet and booking value of ₹7,861 Crore in FY22, resulting in a growth of 17% Y-o-Y. This was the highest recorded booking value in the history of the Company. This was evenly distributed across its four key geographies, each delivering more than 1.5 million sq. ft. sales and sales value of more than ₹1,500 Crore in three of its four focus markets. GPL launched 16 new projects/ phases in FY22, including Godrej Woods in Noida which clocked over ₹1,650 Crore within a year of its launch. This was one of the most successful residential project launches ever for GPL. The new project launches were complemented by ₹4,826 Crore of sustenance sales in FY22 which, again, was the highest ever for the Company.

GPL added six new projects with saleable potential of around 9.33 million sq. ft. to its portfolio during the year. This includes planned development in Wadala in MMR (1.6 million sq. feet), Sarjapur 5 and Bannerghatta Road in Bangalore (4.9 million sq. feet), Pimpri-Chinchwad in Pune (1.70 million sq. feet), Sonipat and Connaught Place in NCR (1.13 million sq. feet).

On the operational front, GPL successfully delivered 6.4 million sq.ft across projects. With this, GPL has now successfully delivered over 24 million sq. ft. in last five years. The Company's delivery record



demonstrates that it can operate at a large scale and keep pace with accelerating sales. Godrej Properties focused on exploring advanced construction technologies, improving Net Promoter Score (NPS) and design standardization.

GPL focuses on excellence, agility, sustainability, employee wellness and Corporate Social Responsibility. GPL has been featured among the top 50 companies listed by the Great Places to Work Institute (in partnership with The Economic Times) on four consecutive occasions. GPL, among the most respected real estate developers in India, has received 114 awards in FY 22, highest ever for the Company.

Some accolades include 'India's Top Builder' (Gold Award) at the 16th Construction World Architect and Builder Awards 2021, 'Brand Leadership' (Gold Award) by Track2Realty BrandXReport' 2020-21, Winner - Residential Project Developer (Non-Metro) at the Economic Times Real Estate Awards – EAST.

The operations of the Company improved significantly on receipt of occupation certificate in Godrej Wood, Godrej Retreat and other projects. For the financial year under review, on consolidated basis, GPL's total income stood at ₹2,397 Crore, EBITDA was ₹714 Crore and Net Profit of ₹352 Crore.

### **Prospects and outlook:**

While outbreak of the COVID-19 pandemic adversely impacted the sectorial performance during FY21 and partly in FY22 as well, high vaccination coverage coupled with low home loan interest rates and an increased desire to pursue home ownership is resulting in revival of demand. GPL saw marked improvement in the prospects of real estate as volume and pricing is witnessing an uptick across geographies. While commodity price inflation is a short term risk, GPL believes the improving dynamics of real estate will offset the headwind from rise in commodity prices.

A consolidation in the residential real estate sector is expected to continue, leading to an increase in the market share of branded organized players such as your Company. Given the pace of urbanization, low interest rates and rising per capita disposable incomes, GPL remains optimistic about the long-term prospects in real estate. Operational momentum of GPL is likely to be sustained by its healthy Balance Sheet and robust project pipeline. GPL is poised for a high growth trajectory with a strong brand, pan-India presence, demonstrated track record and robust marketing capabilities.

GPL will focus on opportunistic growth in the current environment to create a healthy project pipeline. While continuing its focus on the four key markets of Mumbai, National Capital Region, Bengaluru and Pune, the Company is now also looking to enter peripheral markets through plotted developments. When evaluating new projects, GPL will continue to seek superior long-term shareholder value growth by maximizing returns through optimal financing and fiscal discipline. GPL shall seek to drive profitability, improve customer experience and adopt digital technologies. GPL will enhance process agility to reduce project launch turnaround times.

### **GODREJ CONSUMER PRODUCTS LIMITED (GCPL)**

Godrej Consumer Products Limited (GCPL) is a leading emerging markets company. As part of the 125-year young Godrej Group, the Company is fortunate to have a proud legacy built on the strong values of trust, integrity and respect for others. At the same time, it is growing fast and has exciting, ambitious aspirations.

GCPL ranks among the largest household insecticide, air care and hair care players in emerging markets of India, Indonesia and Africa. In household insecticides, it is the leader in India, the second largest

# GODREJ CONSUMER PRODUCTS

## Personal Care



## Home Care



player in Indonesia and is expanding its footprint in Africa. GCPL is also the leader in serving the hair care needs of women of African descent, the number one player in hair colour in India and Sub-Saharan Africa, and among the leading players in Latin America. It ranks number two in soaps in India and is the number one player in air fresheners and wet tissues in Indonesia.

GCPL is confident that with its clear strategic focus, differentiated product portfolio, superior execution and top-notch team, it will continue to deliver industry-leading results in the future.

## **GODREJ CAPITAL LIMITED (GCL)**

Godrej Capital Limited (GCL), a subsidiary of your Company, is a Non-Banking Finance Company - Core Investment Company (NBFC-CIC) (exempt from registration). During the year with approval of Reserve Bank of India (RBI), GCL acquired Godrej Housing Finance Limited (GHFL), a Non-Banking Finance Company – Housing Finance Company and Godrej Finance Limited (GFL), a Non-Banking Finance Company. The consolidated Total Income of GCL for FY 2021-22 was ₹5,486.26 Lakh as compared to ₹0.30 Lakh in the previous year.

## **Other Subsidiaries**

Godrej International Limited (GINL) is incorporated in the Isle of Man and is a wholly owned subsidiary of the Company.

Godrej International Trading & Investments Pte. Ltd. (GITI) is registered and located in Singapore and trades in palm and soya oil as well as in by products.

Financial Year 2021-22 was dominated by high prices for all vegetable oils.

Palm oil prices reached historic highs on the back of lower production in Malaysia and high Export Taxes levied by Indonesia. Drought in the Canadian Prairies and later in South America also led to lower oilseed crops. The Biden White House poured fuel over the high prices by propagating its Green Agenda centred

on bio-fuels and 100% renewable diesel. Side by side there were Supply Chain disruptions resulting in non-availability of containers and massive delays in transit time. Our companies were able to capitalise on our Supply Chain strengths and score competitive advantage as a result.

Overall our companies enjoyed good profitability and also managed the supply of essential raw materials to our FMCG and our Oleo-Chemicals business in a very satisfactory manner.

### **Financial Position**

The Net Debt Position at the end of the Financial Year stands at ₹5,246 Crore as compared to ₹2,963 Crore in the previous year. The Net debt equity ratio is 3.54 as compared to 1.94 in the previous year.

Your Company continues to hold the topmost rating of [ICRA] A1+ from ICRA for its commercial paper program (₹2,000 Crore) (previous year ₹1,500 Crore). ICRA has reaffirmed an [ICRA] A1+ rating for its short term debt instruments / other banking facilities (₹800 Crore) (previous year ₹800 Crore). This rating of ICRA represents highest-credit quality carrying lowest credit risk. ICRA also reaffirmed [ICRA]AA rating with stable outlook for long-term debt, working capital and other banking facilities (₹ 1,340 Crore) (previous year ₹1,340 Crore). In addition to the ICRA's rating for commercial paper programme, CRISIL has also assigned a rating of "CRISIL A1+" to the commercial paper programme of ₹2,000 Crore (previous year ₹1,500 Crore). Instruments with these ratings are considered to have very strong degree of safety regarding timely payment of financial obligations. For the Non-Convertible Debentures (NCD) programme of ₹3,000 Crore (previous year ₹3,000 Crore) CRISIL has assigned "CRISIL AA" and ICRA has assigned "ICRA AA" with stable outlook.

### **Report on Performance and Financial Position of Subsidiary Companies:**

Report on Performance and Financial Position of each of the Subsidiaries, Associates, Joint Venture companies in Form AOC-1, forms a part of the Consolidated Financial Statements.

### **Loans, Guarantees & Investments**

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees or investments by the Company under the aforesaid provisions during the Financial Year 2021-22 have been provided in the Notes to the Standalone Financial Statements.

### **Related Party Transactions**

In compliance with the Listing Regulations, the Company has a policy on Materiality of Related Party Transactions and dealing with Related Party Transactions (RPT Policy). The RPT Policy can be accessed on the website of the Company, viz. <http://www.godrejindustries.com/listing-compliance.aspx>.

All Related Party Transactions entered into by your Company during the Financial Year 2021-22 were on an arm's length basis and were in the ordinary course of business. There were no materially significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company. Requisite prior approval of the Audit Committee of the Board of Directors was obtained for Related Party Transactions. Therefore, disclosure of Related Party Transactions in Form AOC-2 as per the provisions of Section 134(3)(h) and Section 188 of the Companies Act, 2013 read with the Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. Attention of Members is also drawn to the disclosure of transactions with related parties set out in Note No.41 of Standalone Financial Statements, forming part of the Annual Report. None of the Directors had any pecuniary relationships or transactions vis-à-vis the Company. Further, the Company has not entered into any transactions with any person or entity belonging to the promoter/promoter group

which hold(s) 10% or more shareholding in the Company during the Financial Year 2021-22.

## **Manufacturing Facilities**

Your Company has manufacturing units at Ambernath, Valia, Wadala and Dombivili.

Both Valia and Ambernath factory are currently certified as per latest ISO standards, i.e., ISO 9001:2015 (QMS), ISO 14001:2015 (EMS) and ISO 45001:2018 (OH&S). Valia is also ISO 50001:2018 (EnMS) certified.

Ambernath completed IATF (Automotive certification for tyre industries) and responsible care certification whereas Valia become first chemical manufacturing company in India to receive Platinum rating in Green Co Audit by CII. Both the units are compliant on SMETA 4.0 Pillar and are certified by BVQI. The units are audited on- Labour Standards, Health and Safety, Environment and Business Ethics. Currently, both units are under reassessment at Ecovadis platform.

Ambernath plant is also certified with ISO 22716:2007 for COSMETIC- GOOD MANUFACTURING PRACTICES (GMP). The site is also certified with FOOD SAFETY SYSTEM CERTIFICATION 22000 for refined glycerine manufacturing.

Majority of our C16-C18 alcohol grades are covered under COSMOS certification. The certification helps labelling the product as natural or organic. Majority of the finished products at both locations are Kosher certified, HALAL certified and some are also REACH registered to meet the EU regulation.

In new product domain, the unit has started commercial production for Coco Betaine, & Glyceryl Mono Oleate. Ginophos CD & Biogod are also in pipeline for commercialisation.

We have completed gate-to-gate life cycle assessments for the surfactant product Alpha Olefin Sulfonate both at Ambernath & Valia.

The Company is also a member of RSPO (Roundtable for Sustainable Palm Oil), Action of Sustainable Derivative (ASD) and a respondent of Climate Change, Water Security and Forest- Palm Oil Discloser in CDP.

This year we have committed for Science Based Target (SBTi) and in first quarter of next financial year, we would be publically publishing our target and roadmap.

The Dombivali unit has flexibility of producing multiple value added products, mainly fatty esters and amide, used in personal and home care products.

## **Research and Development (R&D)**

During the year under consideration, R&D has continued its progress & innovations quest in the processes / product ranges and also came up with many new concept ingredients with applications in Home, Personal care, Oil & Gas industry, Metal Working Fluids thus securing newer avenues and customers for existing as well as new product ranges. Polymeric quaternary compound was a new area for hair & personal care and we successfully introduced our first commercial ingredient in this category.

In the new products category, R&D continues its efforts in developing improved and customized specialty mild surfactants, bio-surfactants and home & personal care ingredients and their blends, mainly through in house process development. Similarly, a patented anti dandruff ingredient based on Biogod was launched, after taking a global patent for it. It could easily replace the existing chemical ingredient ZPTO, which is getting phased out slowly. In many new formulations we are trying to develop, a strategy of keeping 2 ingredients from our NPD portfolio is being followed to keep or prohibiting the competitors away.

We also are working on the sulphate free mild surfactant formulations which are in good demand, Green preservatives, Animal nutrition ingredients based on our Biogod and Glycerides range, and also working on some futuristic technologies for producing Bioplastics.

### **Human Resource Development and Industrial Relations**

During the year under review, industrial relations at all plant locations remained harmonious.

On the Human Resource Development front, many proactive measures were taken to ensure that our employees have a conducive environment to perform at their best. Employees were provided with innovative platforms to learn and grow, by leveraging both digital and classroom modes. At the same time health and wellbeing was given highest priority. Free vaccination drive for COVID was conducted not just for employees but also for their families and support staff. This ensured business continuity and enhanced employee experience. There was special emphasis on leadership connect and communication throughout the year which enabled cross-pollination of ideas and rich feedback and insights on culture. Further employees were duly recognized and appreciated in various forums for their contributions to the organization. Thus all round efforts were made to drive employee motivation and performance which in turn translated into excellent business performance.

The total number of persons employed in your Company as on March 31, 2022 were 1,069.

### **Business Responsibility Report**

The Business Responsibility Report highlighting your Company's sustainability initiatives is appended as 'Annexure C'. This Report describes the initiatives taken by the Company from an environment, social and governance perspective.

### **Employee Stock Grant Scheme 2011 (ESGS)**

The details of the grants allotted under Godrej Industries Limited - Employee Stock Grant Scheme, 2011 (ESGS 2011), as also the disclosures in compliance with the Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021, have been uploaded on the website of the Company at [www.godrejindustries.com](http://www.godrejindustries.com).

The Nomination and Remuneration Committee of the Board of Directors administers and monitors the ESGS 2011. The Board of Directors confirm that the ESGS 2011 has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Members. The Board further confirms that there have been no changes in the ESGS 2011 Scheme during the Financial Year 2021-22. The Certificate, obtained from M/s. A.N. Ramani & Co, Practising Company Secretary in this regard, shall be kept open for inspection by the Members at / during the ensuing 34<sup>th</sup> (Thirty Fourth) Annual General Meeting.

### **Fixed Deposits**

The details of deposits covered under Chapter V of the Companies Act, 2013, i.e., deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 during the Financial Year 2021-22 are as follows:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details (₹ Crore)</b>
(i)	Deposits accepted during the Year	Nil
(ii)	Deposits remained unpaid or unclaimed during the Year: Matured Deposits with the Company	0.13
(iii)	Whether there has been any default in repayment of deposits or payment of interest thereon during the Year and if so, number of such cases and total amount involved: a. At the beginning of the Year: b. Maximum during the Year: c. At the end of the Year:	Nil Nil Nil
(iv)	Details of deposits which are not in compliance with the requirements of Schedule V of the Companies Act	Nil

Your Company is currently not accepting public deposits and has not accepted any deposits from its Directors during the Financial Year 2021-22.

## **Directors**

### **(a) Chairman Emeritus and Managing Director**

During the year under review, Mr. Adi Godrej, Chairman and Non-Executive Director (DIN: 00065964) retired from directorship and stepped down as the Chairman of the Company with effect from close of business hours on September 30, 2021. The Nomination and Remuneration Committee and the Board of Directors of the Company approved his appointment as the “Chairman Emeritus” of the Company with effect from October 1, 2021. Further, the Nomination and Remuneration Committee and the Board of Directors designated Mr. Nadir Godrej (DIN:00066195) as the “Chairman and Managing Director” of the Company with effect from October 1, 2021.

### **(b) Re-appointment of Whole Time Directors**

During the year under review, Ms. Tanya Dubash (DIN: 00026028) was re-appointed as the “Executive Director and Chief Brand Officer” for a period of 3 (three) years starting from April 1, 2022 upto March 31, 2025 and Mr. Nitin Nabar (DIN: 06521655) was re-appointed as the “Executive Director and President (Chemicals)” for a period of 2 (two) years 1 (one) month starting from April 1, 2022 upto April 30, 2024, at the 33<sup>rd</sup> (Thirty Third) Annual General Meeting (AGM) of the Shareholders of the Company.

Further, upon recommendation of the Nomination and Remuneration Committee of the Board of Directors and as approved by the Board of Directors at their Meetings held on May 26, 2022 and May 27, 2022, respectively, Mr. Nadir Godrej (DIN: 00066195) has been re-appointed as the Managing Director (designated as the “Chairman and Managing Director” of the Company) for a period of 3 (three) years starting from April 1, 2023 to March 31, 2026, subject to approval of the Members at the 34<sup>th</sup> (Thirty Fourth) Annual General Meeting (AGM).

### **(c) Appointment / Resignation / Cessation of tenure of Independent Directors**

The Shareholders of the Company at the 33<sup>rd</sup> (Thirty Third) Annual General Meeting held on August 13, 2021 approved appointment of below Independent Directors:

1. Ms. Shweta Bhatia (DIN: 03164394) for a term of 5 (five) years starting from October 28, 2020 upto October 27, 2025;
2. Mr. Sandeep Murthy (DIN: 00591165) for a term of 5 (five) years starting from March 1, 2021 upto February 28, 2026; and
3. Mr. Ajaykumar Vaghani (DIN: 00186764) for a term of 5 (five) years starting from June 23, 2021 upto June 22, 2026.

#### (d) Appointment / Resignation of Non-Executive Directors

During the year under review, Mr. Kavas Petigara (DIN: 00066162) Non-Executive Independent Director and Mr. Vijay Crishna (DIN: 00066267), Non-Executive Non-Independent Director of the Company tendered their resignations from the directorship of the Company with effect from close of business hours on April 1, 2021 and November 8, 2021, respectively.

Further, upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors on May 21, 2021, Mr. Pirojsha Godrej (DIN: 00432983) has been appointed as the “Additional Director (Non-Executive Director)” on the Board of Directors of your Company with effect from April 1, 2022, liable to retire by rotation. Necessary resolution for regularisation of his designation from Additional Director to “Director” is being moved through Postal Ballot for the approval of the Shareholders, the results of which will be declared on or before July 1, 2022.

#### (e) Director liable to retire by rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Ms. Tanya Dubash (DIN: 00026028) Director of the Company is liable to retire by rotation at the ensuing 34<sup>th</sup> (Thirty Fourth) AGM, and being eligible, has offered herself for re-appointment.

#### (f) Resolutions to be passed at the ensuing AGM

Appropriate resolutions for re-appointment of Mr. Nadir Godrej as the “Chairman and Managing Director” and for re-appointment of Ms. Tanya Dubash as the Director of the Company liable to retire by rotation, are being moved at the ensuing 34<sup>th</sup> (Thirty Fourth) AGM, which the Board recommends for approval of Shareholders.

#### (g) Composition of Board of Directors

As on the date of this Board's Report, i.e., as on May 27, 2022 your Company's Board of Directors comprises of the following Directors:

Name of the Director	Director Identification Number (DIN)	Category
Mr. Nadir Godrej	00066195	Chairman & Managing Director
Mr. Jamshyd Godrej	00076250	Non-Executive Non-Independent Director
Mr. Pirojsha Godrej	00432983	Additional Director (Non-Executive Non-Independent Director)
Ms. Tanya Dubash	00026028	Executive Director & Chief Brand Officer
Mr. Nitin Nabar	06521655	Executive Director & President (Chemicals)
Mr. Mathew Eipe	00027780	Non-Executive Independent Director
Dr. Ganapati Yadav	02235661	Non-Executive Independent Director
Ms. Monaz Noble	03086192	Non-Executive Independent Director
Ms. Shweta Bhatia	03164394	Non-Executive Independent Director
Mr. Sandeep Murthy	00591165	Non-Executive Independent Director
Mr. Ajaykumar Vaghani	00186764	Non-Executive Independent Director

#### (h) Declaration of Independence from Independent Directors

Your Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013

and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of provisions of Section 134(3)(d) of the Companies Act, 2013, the Board of Directors of your Company have taken note of these declarations of independence received from all the Independent Directors and have undertaken due assessment of the veracity of the same. The Board of Directors is of the opinion that the Independent Directors of your Company possess requisite qualifications, experience, expertise (including proficiency) and they hold the highest standards of integrity that enables them to discharge their duties as the Independent Directors of your Company. Further, in compliance with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs.

#### **(i) Board Meetings**

The Meetings of the Board of Directors are pre-scheduled and intimated to all the Directors in advance in order to help them plan their schedule. However, in case of special and urgent business needs, approval is taken either by convening Meetings at a shorter notice with consent of the Directors or by passing resolutions through circulation.

4 (Four) Meetings of the Board of Directors were held during the Financial Year 2021-22 (i.e. on May 21, 2021, August 13, 2021, November 13, 2021, February 11, 2022). The maximum gap between two Board Meetings did not exceed 120 (One Hundred and Twenty) days. The details of Board Meetings and the attendance record of the Directors are provided in the Report on Corporate Governance section of the Annual Report. All the Board Meetings during the year were conducted through Video Conferencing.

#### **(j) Performance Evaluation of the Board of Directors, its individual members, and its Committees**

In terms with the Policy for Evaluation of the Performance of the Board of Directors of the Company, we conducted a formal Board Effectiveness Review, as part of our efforts to evaluate the performance of our Board and identify areas that need improvement, in order to enhance the effectiveness of the Board, its Committees, and Individual Directors. This was in line with the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Corporate HR team of Godrej Industries Limited and Associate Companies (GILAC) worked directly with the Chairperson and the Nomination and Remuneration Committee of the Board to design and execute this process. It was later adopted by the Board. Each Board Member completed a confidential online questionnaire, sharing vital feedback on how the Board currently operates and how its effectiveness could be improved. The survey comprised of below sections and compiled feedback and suggestions on:

- Board Processes (including Board composition, strategic orientation and team dynamics);
- Individual Committees;
- Individual Board Members;
- the Chairman and
- Declaration of independence from Independent Directors

The criteria for Board processes included Board composition, strategic orientation and team dynamics. Evaluation of each of the Board Committees covered whether they have well-defined objectives, the correct composition, and whether they achieved their objectives. The criteria for Individual Board Members included skills, experience, level of preparedness, attendance, extent of contribution to Board debates and discussion, and how each Director leveraged their expertise and networks to meaningfully contribute to the Company. The criteria for the Chairperson's evaluation included leadership style and conduct of Board Meetings.



The following reports were created as part of the evaluation:

- Board Feedback Report;
- Individual Board Member Feedback Report;
- Chairman's Feedback Report

Further, the performance evaluation criteria for Independent Directors included a check on their fulfilment of the independence criteria and their independence from the management.

The overall Board Feedback Report was facilitated by Mr. Nadir Godrej, Chairman with Independent Directors. Feedback from the Committees and Individual Board Members was shared separately with the Chairman and the Directors. Following the evaluation, Feedback Reports were compiled.

#### **(k) Nomination and Remuneration Policy:**

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel, and other employees can be accessed on the Company's website at <http://www.godrejindustries.com/listing-compliance.aspx>. The Company's total rewards framework aims at holistically using elements such as fixed and variable compensation, long-term incentives, benefits and perquisites, and non-compensation elements (career development, work-life balance, and recognition). The Non-Executive Directors receive sitting fees and Independent Directors receive commission in accordance with the provisions of the Companies Act, 2013.

On the recommendation of the Nomination and Remuneration Committee, the Board had framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of the Board Appointment Policy are stated below:

#### **Board Appointment Policy - Godrej Industries Limited (the "Company")**

The Company is committed to equality of opportunity in all aspects of its business and does not discriminate on the grounds of nationality, race, colour, religion, caste, gender, gender identity or expression, sexual orientation, disability, age or marital status.

The Company recognises merit and continuously seeks to enhance the effectiveness of its Board. The Company believes that for effective corporate governance, it is important that the Board has the appropriate balance of skills, experience and diversity of perspectives.

Board appointments will be made on merit basis and candidates will be considered against objective criteria with due regard for the benefits of diversity on the Board. The Board believes that such merit-based appointments will best enable the Company to serve its stakeholders.

The Board will review this Policy on a regular basis to ensure its effectiveness.

#### **Talent Management and Succession Planning**

Your Company has a talent management process in place with an objective of developing a robust talent pipeline for the organisation which includes the senior leadership team.

As part of our Talent Management Process called Total Talent Management, we identify critical positions and assess the succession coverage for them annually. During this process, we also review the supply of talent, identify high potential employees and plan talent actions to meet the organization's talent objectives. We continue to deploy leadership development initiatives to build succession for key roles.

## Total Rewards Philosophy

The policy of your Company on director's appointment and remuneration of the Directors, Key Managerial Personnel and other employees including criteria for determining qualifications, positive attributes, independence of a director, is stated below:

### **TOTAL REWARDS PHILOSOPHY GODREJ INDUSTRIES LIMITED (the "Company")**

Our Total Rewards Framework aims at holistically utilising elements such as fixed and variable compensation, long-term incentives, benefits and perquisites and non-compensation elements (career development, work life balance and recognition).

#### **Highlights**

The rewards framework offers flexibility to customise different elements, on the basis of need. It is also integrated with our performance and talent management processes and is designed to ensure sharply differentiated rewards for our best performers.

The total compensation for a given position is influenced by three factors: position, performance and potential. As a broad principle, for our high performers and potential employees, we strive to deliver total compensation above 75<sup>th</sup> percentile of the market.

#### **Total Compensation**

The total compensation has three components:

1. 'Fixed Compensation' comprises of basic salary and retirement benefits, like provident fund and gratuity.
2. 'Flexible Compensation' is a fixed pre-determined component of the compensation.
3. 'Variable Compensation (Performance Linked Variable Remuneration)' rewards one for delivering superior business results and individual performance. It is designed to provide a significant upside earning potential without cap for over-achieving business results. It has a 'Collective' component, which is linked to the achievement of specified business results, measured by relevant metrics, relative to the target set for the given financial year and an 'Individual' component, based on the performance, as measured by the performance management process.

#### **Long Term Incentives (Employee Stock Grant Scheme)**

This scheme aims at driving a culture of ownership and focus on long-term results. It is applicable to senior managers. Under this scheme, performance based stock grants are awarded on the basis of performance.

## **(I) Familiarisation Programmes**

Familiarisation programme for the Independent Directors was conducted during the Financial Year 2021-22. Apart from this, business presentations were made by the Management to the Independent Directors. The details of familiarization programmes pursuant to Regulation 25(7) of the Listing Regulations is uploaded on the Company's website, viz. <http://www.godrejindustries.com/listing-compliance.aspx>.

## **Key Managerial Personnel**

There have been no changes in the Key Managerial Personnel of the Company during the Financial Year 2021-22.

## Details of Directors / Key Managerial Personnel who were appointed or have resigned during the Financial Year 2021-22

Name of the Director	Date of appointment / resignation
Mr. Adi Godrej	Retired from directorship with effect from close of business hours on September 30, 2021 and appointed as the "Chairman Emeritus" of the Company with effect from October 1, 2021.
Mr. Nadir Godrej	Designated as "Chairman and Managing Director" with effect from October 1, 2021
Ms. Tanya Dubash	Re-appointed as "Executive Director and Chief Brand Officer" for a period of 3 (three) years with effect from April 1, 2022 to March 31, 2025
Mr. Nitin Nabar	Re-appointed as "Executive Director and President (Chemicals)" for a period of 2 (two) years and 1 (one) month with effect from April 1, 2022 to April 30, 2024
Mr. Ajaykumar Vaghani	Appointed as "Independent Director" for a term of 5 (five) years with effect from June 23, 2021 upto June 22, 2026
Mr. Vijay Crishna	Resigned from directorship with effect from November 8, 2021

## Auditors and Auditors' Report

### Statutory Auditors

M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) were appointed as the Statutory Auditors of the Company at the 29<sup>th</sup> (Twenty Ninth) Annual General Meeting (AGM) of the Members held on August 11, 2017, pursuant to Sections 139 to 144 of the Companies Act, 2013 and Rules 3 to 6 of the Companies (Audit And Auditors) Rules, 2014, for a term of 5 (Five) years, to hold office from the conclusion of the 29<sup>th</sup> (Twenty Ninth) AGM, till the conclusion of the 34<sup>th</sup> (Thirty Fourth) AGM, on a remuneration as may be decided by the Board of Directors. Accordingly, their tenure as Statutory Auditors of the Company shall end upon conclusion of the ensuing 34<sup>th</sup> (Thirty Fourth) AGM.

The Statutory Auditor's Report on the Financial Statements for the Financial Year ended on March 31, 2022 does not contain any qualification, reservation, adverse remark or disclaimer.

The Audit Committee and the Board of Directors at their Meetings held on May 27, 2022 have approved appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No: 104607W/W100166) as the Statutory Auditors of the Company to hold office from the conclusion of the 34<sup>th</sup> (Thirty Fourth) AGM, till the conclusion of the 39<sup>th</sup> (Thirty Ninth) AGM, at a remuneration as may be decided by the Board of Directors, subject to approval of the Shareholders of the Company at the ensuing 34<sup>th</sup> (Thirty Fourth) AGM. Necessary resolution for appointment of the Statutory Auditors is being moved at the ensuing AGM.

### Cost Auditors

M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No.: 000010) were appointed by the Board of Directors as the Cost Auditors of the Company for all the applicable products pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, for the Financial Year 2021-22. They are required to submit the report within 180 (One Hundred and Eighty) days from the end of the accounting year.

Further, upon recommendation of the Audit Committee, the Board of Directors at their Meetings held on May 27, 2022 have approved re-appointment of M/s. R. Nanabhoy & Co., Cost Accountants, being eligible, as the Cost Auditors of the Company for the Financial Year 2022-23 at a remuneration of ₹4,03,000/- (Rupees Four Lakh Three Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification of the said remuneration by the Members at the ensuing 34<sup>th</sup> (Thirty Fourth) Annual

General Meeting pursuant to Section 148 of the Companies Act, 2013.

The Company has maintained the necessary accounts and records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 pertaining to Cost Audit.

### **Secretarial Auditors**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company's Board of Directors had appointed M/s. A. N. Ramani & Co., Practicing Company Secretaries (Firm Registration No. P2003MH000900), to conduct Secretarial Audit of the Company for the Financial Year 2021-22.

The Secretarial Audit Report issued by M/s. A. N. Ramani & Co., Secretarial Auditors for the Financial Year ended March 31, 2022 is annexed herewith marked as '**Annexure D**' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### **Vigil Mechanism / Whistle Blower Policy**

Your Company is focused to ensure that integrity and ethics continue to be the bedrock of its corporate operations. It is committed to conducting its business in accordance with the highest standards of professionalism and ethical behavior. Your Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. This initiative was taken to encourage employees to report irregularities in operations, besides complying with the statutory requirements under Companies Act, 2013. All employees of the Company can avail this mechanism. If the whistle blower is not satisfied with the actions taken, necessary steps to escalate the same can be taken. Through the process, the mechanism considers and extends complete protection to the whistle blower and direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

### **Committees of Board of Directors**

#### **(a) Audit Committee**

Pursuant to the provisions of Section 177(8) of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II of the Listing Regulations, your Company has constituted an Audit Committee of the Board of Directors.

The composition of the Audit Committee during the Financial Year 2021-22 was as under:

<b>Name of the Member</b>	<b>Designation</b>
Mr. Mathew Eipe	Chairman (Independent Director)*
Mr. Nitin Nabar	Member (Executive Director & President - Chemicals)
Ms. Monaz Noble	Member (Independent Director)
Dr. Ganapati Yadav	Member (Independent Director)#
Mr. Sandeep Murthy	Member (Independent Director)#

\*Appointed as Chairman with effect from April 1, 2021

#Appointed as Member with effect from April 1, 2021

The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the Audit Committee Meetings as invitees. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. All observations and recommendations made by the Audit Committee to the Board of Directors, were duly noted and accepted by the Board.

4 (Four) Meetings of the Audit Committee were held during the Financial Year 2021-22 (i.e., May 21, 2021, August 13, 2021, November 13, 2021 and February 11, 2022).

## (b) Risk Management Committee

Pursuant to the provisions of Regulation 21 of Listing Regulations, your Company has constituted a Risk Management Committee of the Board of Directors.

The composition of the Risk Management Committee during the Financial Year 2021-22 was as under. The Risk Management Committee was further re-constituted with effect from February 11, 2022, details are as below:

Name of the Member	Designation
Mr. Nadir Godrej	Chairman (Chairman & Managing Director)
Ms. Tanya Dubash	Member (Executive Director & Chief Brand Officer)*
Mr. Nitin Nabar	Member [Executive Director & President (Chemicals)]
Mr. Mathew Eipe	Member (Independent Director)@
Dr. Ganapati Yadav	Member (Independent Director)#
Mr. Clement Pinto	Member (Chief Financial Officer)#

\* Member upto February 11, 2022

@Appointed as Member with effect from April 1, 2021

# Appointed as Member with effect from May 21, 2021

3 (Three) Meetings of the Risk Management Committee were held during the Financial Year 2021-22 (i.e., August 13, 2021, November 13, 2021 and February 11, 2022).

The Risk Management Committee consists of the Managing Director, Whole Time Director, Independent Directors and Chief Financial Officer. The Committee identifies, evaluates business risks and opportunities. This Committee has formulated and implemented a policy on risk management to ensure that the Company's reporting system is reliable and that the Company complies with relevant laws and regulations. The Board of Directors of your Company are of the opinion that, at present, there are no elements of risks which may threaten the existence of the Company.

## (c) Corporate Social Responsibility Committee

Pursuant to the provisions of Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee of the Board of Directors.

The composition of the Corporate Social Responsibility Committee during the Financial Year 2021-22 was as under.

Name of the Member	Designation
Mr. Nadir Godrej	Chairman (Chairman & Managing Director)
Ms. Tanya Dubash	Member (Executive Director & Chief Brand Officer)
Mr. Nitin Nabar	Member [Executive Director & President (Chemicals)]
Mr. Mathew Eipe	Member (Independent Director)@

@Appointed as Member with effect from April 1, 2021

1 (One) Meeting of the Corporate Social Responsibility Committee was held during the Financial Year 2021-22 (i.e. on February 11, 2022).

### Areas of CSR Expenditure:

Your Company is committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. Your Company's strategic Corporate Social Responsibility (CSR) Projects, undertaken as part of its overall sustainability framework, actively work towards the Godrej Group's Good & Green goals and have helped the Company carve out a reputation for being one of the most committed and responsible companies in the industry.

Your Company has amended the CSR Policy with effect from November 13, 2021. The CSR Policy of your Company is available on the website of the Company viz. [www.godrejindustries.com](http://www.godrejindustries.com).

#### **Amount of CSR Spending and Annual Report on CSR Activities:**

During the Financial Year 2021-22, your Company was not required to spend towards CSR activities in terms of the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Annual Report on CSR Activities of your Company for the Financial Year 2021-22, is annexed herewith as “**Annexure E**”.

#### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013**

Your Company is committed to creating and maintaining an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation. The Board of Directors of your Company has constituted Internal Complaints Committees (ICCs) at Head Office as well as regional levels pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The Company has formulated and circulated to all the employees, Anti Sexual Harassment Policy for prevention of sexual harassment at workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment. Since there were no complaints received by the ICCs during the calendar year 2022, the Committee filed a ‘NIL’ complaints report with the concerned authority(ies), in compliance with Section 22 of the aforementioned act.

#### **Directors’ Responsibility Statement**

The Board of Directors have laid down Internal Financial Controls within the meaning of the explanation to Section 134(5)(e) (“IFC”) of the Companies Act, 2013. The Board believes the Company has sound IFC commensurate with the nature and size of its business. Business is however dynamic. The Board is seized of the fact that IFC are not static and will evolve over time as the business, technology and possibly even fraud environment changes in response to competition, industry practices, legislation, regulation and current economic conditions. There might therefore be gaps in the IFC as Business evolves. Your Company has a process in place to continuously identify such gaps and implement newer and / or improved controls wherever the effect of such gaps might have a material effect on the Company’s operations.

Pursuant to the provisions contained in sub-sections (3)(c) and (5) of Section 134 of the Companies Act, 2013, the Directors of your Company, based on the representation received from the Operating Management and after due enquiry confirm the following:

- a) In the preparation of the annual accounts for the Financial Year 2021-22, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) The Directors have selected such accounting policies and applied 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 (i.e. March 31, 2022) and of the profit and loss of the Company for that period (i.e. the Financial Year 2021-22);
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company, for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts for the Financial Year ended March 31, 2022 on a going concern basis;
- e) The Directors have laid down Internal Financial Controls to be followed by the Company and such

internal financial controls are adequate and operating effectively; and

- f) The Directors have devised proper systems to ensure compliance of all laws applicable to the Company and such systems are adequate and operating effectively.

### **Corporate Governance**

As required by the existing Regulation 34(3) read with Schedule V of the Listing Regulations, a detailed report on Corporate Governance is included in the Annual Report.

M/s. A. N. Ramani & Co., Practicing Company Secretaries have certified the Company's compliance of the requirements of Corporate Governance in terms of Regulation 34(3) read with Schedule V of the Listing Regulation and their compliance certificate is annexed to the Report on Corporate Governance.

### **Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo**

The information in respect of matters pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 is appended as '**Annexure F**' to this Report.

### **Annual Return**

In compliance with provisions of Section 134(3)(a) of the Companies Act, 2013, the Annual Return as per Section 92(3) of the Companies Act, 2013 has been hosted on the website of the Company, viz. [www.godrejindustries.com](http://www.godrejindustries.com).

### **Managerial Remuneration and Remuneration Particulars of Employees**

The remuneration paid to Directors and Key Managerial Personnel and the employees of the Company during the Financial Year 2021-22 was in accordance with the Nomination and Remuneration Policy of the Company.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as '**Annexure G**' to this Report.

The information required pursuant to Section 197 of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of your Company are available to Shareholders for inspection on request. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary, on [investor@godrejinds.com](mailto:investor@godrejinds.com), whereupon a copy would be sent.

### **Material changes and commitments since the Financial Year end**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the March 31, 2022 and the date of this Boards' Report (i.e. May 27, 2022).

### **Fraud Reporting**

There have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

### **Corporate Restructuring:**

#### **Engaging in financial services business**

Your Company had acquired stake in Godrej Capital Limited (formerly known as Pyxis Holdings Limited) during FY 2021-22 and the said company is a subsidiary of the Company. In terms of the approvals received from

the Reserve Bank of India for the change in control of Godrej Finance Limited (formerly known as Ensemble Holdings and Finance Limited) and Godrej Housing Finance Limited on June 2, 2021 and July 10, 2021, respectively; on August 23, 2021, Godrej Capital Limited acquired 95% stake of Godrej Housing Finance Limited. Further, Godrej Capital Limited acquired 100% stake of Godrej Finance Limited from your Company. Accordingly, Godrej Finance Limited ceased to be a direct wholly owned subsidiary of your Company and it became a step-down subsidiary of your Company. Thus, Godrej Capital Limited became the immediate holding company for Godrej Housing Finance Limited and Godrej Finance Limited.

## Policies of the Company

Listing Regulations have mandated the formulation of certain policies for all listed companies. As per provisions of Listing Regulations, certain Policies are hosted on the Company's website viz; [www.godrejindustries.com](http://www.godrejindustries.com).

The key policies that have been adopted by the Company pursuant to the provisions of the Companies Act, 2013 and the Rules framed thereunder, the Listing Regulations and other applicable laws are as follows:

Name of the Policy	Brief Particulars of the Policy
Risk Management Policy	The Company has in place, a Risk Management Policy which is framed by the Board of Directors of the Company. This Policy deals with identifying and assessing risks such as operational, strategic, financial, security, property, regulatory, reputational, cyber security and other risks and the Company has in place an adequate Risk Management infrastructure capable of addressing these risks.
Corporate Social Responsibility Policy	The Corporate Social Responsibility (CSR) Committee has formulated and recommended to the Board and the Board has approved a Corporate Social Responsibility Policy (CSR Policy), which outlines the Company's strategy to bring about a positive impact on society through various CSR activities and programmes.
Policy for determining Material Subsidiaries	This Policy is used to determine the material subsidiaries and material non-listed Indian subsidiaries of the Company in order to comply with the requirements of Regulation 16(1) (c) and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has the following Material Subsidiaries as on March 31, 2022: 1) Godrej Properties Limited (Listed Subsidiary) 2) Godrej Agrovet Limited (Listed Subsidiary)
Nomination and Remuneration Policy	This Policy formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director (Executive / Non-Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management Employees.
Whistle Blower Policy / Vigil Mechanism	Your Company has a Vigil Mechanism / Whistle Blower Policy which provides adequate safeguards against victimization of persons who use Whistle Blower mechanism and make provision for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.
Anti-Sexual Harassment Policy	Your Company has in place an Anti Sexual Harassment Policy, which provides for a proper mechanism for redressal of complaints of sexual harassment and thereby encourages employees to work together without fear of sexual harassment, exploitation or intimidation.
Policy on Materiality of Related Party Transaction and dealing with Related Party Transaction	This Policy regulates all transactions between the Company and its Related Parties.
Code of Conduct for the Board of Directors and Senior Management Personnel	Your Company has in place, a Code of Conduct for the Board of Directors and Senior Management Personnel which reflects the legal and ethical values to which your Company is strongly committed.
Code of Conduct for Insider Trading	This Policy sets up an appropriate mechanism to curb Insider Trading in accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.



<b>Name of the Policy</b>	<b>Brief Particulars of the Policy</b>
Policy on Criteria for determining Materiality of Events	This Policy applies to disclosures of material events affecting the Company. This Policy warrants disclosure to investors and has been framed in compliance with the requirements of Regulation 30 of the Listing Regulations.
Policy for Maintenance and Preservation of Documents	The purpose of this Policy is to specify the type of documents and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Listing Regulations. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.
Archival Policy	This Policy is framed pursuant to the provisions of the Listing Regulations. As per this Policy, your Company is required to disclose on its website, all such events or information which have been disclosed to the Stock Exchanges where the securities of the Company are listed. Further, such disclosures shall be hosted on the website of the Company for a minimum period of 5 (five) years and thereafter as per Archival Policy of the Company.
Dividend Distribution Policy	This Policy is framed by the Board of Directors in terms of the Listing Regulations. The focus of the Company is to have a Policy on distribution of dividend so that the investor may know as to when and how much dividend they may expect.

#### **Disclosures as per the Companies (Accounts) Rules, 2014**

Change in nature of business, if any	None
Names of Companies which have become or have ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the Financial Year 2021-22	Godrej Finance Limited (formerly known as Ensemble Holdings and Finance Limited) ceased to be a direct wholly owned subsidiary of the Company and became a step-down subsidiary of the Company with Godrej Capital Limited (formerly known as Pyxis Holdings Limited) being the immediate Holding Company for Godrej Finance Limited with effect from August 23, 2022.
Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals, impacting the going concern status and the Company's operations in future	During the Financial Year 2021-22, there were no significant and material orders passed by the regulators or Courts or Tribunals which could adversely impact the going concern status of the Company and its operations in future.

#### **Secretarial Standards**

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS- 1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

#### **Transfer to Investor Education and Protection Fund**

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, below amounts were transferred during the Financial Year 2021-22 to the Investor Education and Protection Fund (IEPF):

<b>Particulars</b>	<b>Amt. in ₹</b>
Unpaid / Unclaimed Dividend of FY 2013-14	7,35,071
Unpaid / Unclaimed Fractional Amount of Bonus Issue of Shares of FY 2014-15	99,976
Unpaid / Unclaimed Fractional Amount of Swap of Shares of FY 2014-15	2,15,413
<b>Total</b>	<b>10,50,460</b>

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company. The same can be accessed on [www.godrejindustries.com](http://www.godrejindustries.com). The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 13, 2021 (date of last AGM) on the Company's website which can be accessed on [www.godrejindustries.com](http://www.godrejindustries.com) and of the Ministry of Corporate Affairs website at [www.iepf.gov.in](http://www.iepf.gov.in).

## **Depository System**

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As of March 31, 2022, 99.90% of the Equity Shares of your Company were held in demat form.

You Company has issued Non-Convertible Debentures in demat mode only.

## **Listing**

The Equity Shares of your Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The applicable annual listing fees have been paid to the Stock Exchanges before the due dates. The Equity Shares of your Company were not suspended from trading on BSE and NSE at any point of time during the Financial Year 2021-22.

Your Company's Non-Convertible Debentures are listed on the National Stock Exchange of India Limited (NSE). The applicable annual listing fees have been paid to the Stock Exchange before the due date.

## **Additional Information**

The additional information required to be given under the Companies Act, 2013 and the Rules framed thereunder, has been laid out in the Notes attached to and forming part of the Accounts. The Notes to the Accounts referred to the Auditors' Report are self-explanatory and therefore do not call for any further explanation. The Consolidated Financial Statements of our Company form a part of the Annual Report. Accordingly, this Annual Report of your Company does not contain the Financial Statements of its Subsidiaries. The Audited Annual Accounts and related information of the Company's Subsidiaries will be made available upon request. These documents including the Subsidiary Companies' documents will be available for inspection on the Company's website, viz., [www.godrejindustries.com](http://www.godrejindustries.com).

## **Acknowledgement**

Your Directors thank the Union Government, the Governments of Maharashtra and Gujarat as also all the Government Agencies, Banks, Financial Institutions, Shareholders, Customers, Fixed Deposit Holders, Vendors and other Business Associates, who, through their continued support and co-operation, have helped as partners in your Company's progress. Your Directors also express their warm appreciation to all the employees of the Company for their unstinted commitment and continued contribution to the growth of the Company.

**For and on behalf of the Board of Directors  
of Godrej Industries Limited**

**Nadir Godrej**  
**Chairman & Managing Director**  
(DIN: 00066195)  
Boston, USA, May 27, 2022

## **Dividend Distribution Policy of Godrej Industries Limited**

### **1. Background and applicability**

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") require the top 500 listed companies (by market capitalisation) to disclose a Dividend Distribution Policy in the Annual Report and on the corporate website.

The Board of Directors ("Board") of Godrej Industries Limited ("Company") has adopted this Dividend Distribution Policy to comply with these requirements.

Presently, the Authorised Capital of the Company is ₹180,00,00,000/- (Rupees One Hundred Eighty Crore) divided into 80,00,00,000 (Eighty Crore) Equity Shares of ₹1/- (Rupee One) each and 10,00,00,000 (Ten Crore) Unclassified Shares of ₹10/- each. At present, the issued and paid-up share capital of the Company comprises of only Equity Shares. The policy is subject to review if and when the Company issues different classes of shares.

### **2. Dividend distribution philosophy**

The Company is deeply committed in value creation for all its stakeholders. The focus will continue to be on long term value creation. Accordingly, the Board would continue to adopt a progressive and dynamic dividend policy, ensuring the immediate as well as long term needs of the business.

### **3. Dividend**

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

### **4. Circumstances under which shareholders can expect Dividend**

The Board will assess the Company's financial requirements, including present and future investment opportunities and other relevant factors (as mentioned elsewhere in this policy) and declare Dividend in any Financial Year.

The Dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013 (the Act). If circumstances require, the Board may also declare dividend out of accumulated profits of any previous Financial Year(s) in accordance with provisions of the Act and Regulations, as applicable.

## **5. Interim and Final Dividend**

The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting. The date of the Board meeting in which the Dividend proposal will be considered, will be provided to the stock exchanges, as required by Listing Regulations.

## **6. Financial parameters and other internal and external factors that would be considered for declaration of Dividend:**

- Distributable surplus available as per the Act and Regulations
- The Company's liquidity position and future cash flow needs
- Track record of Dividends distributed by the Company
- Prevailing Taxation Policy or any amendments expected thereof, with respect to Dividend distribution
- Capital expenditure and Investment requirements
- Cost and availability of alternative sources of financing
- Stipulations/ Covenants of loan agreements
- Macroeconomic and business conditions in general
- Any other relevant factors that the Board may deem fit to consider before declaring Dividend

## **7. Utilisation of retained earnings**

Subject to applicable regulations, the Company's retained earnings shall be applied for:

- Funding growth needs including working capital, capital expenditure, repayment of debt, etc.
- Payment of Dividend in future years
- Issue of Bonus shares/ Buyback etc.
- Any other permissible purpose

## **8. Modification of the Policy**

The Board is authorised to change/amend this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the Companies Act, 2013, the Regulations, etc.

## **9. Disclaimer**

This document does not solicit investments in the Company's securities. Nor is it an assurance of guaranteed returns (in any form), for investments in the Company's Equity Shares.

# Annexure “B”

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The highlights of overall performance are as follows:

Particulars	₹ Crore	
	2021-22	2020-21
Sales	3,339.60	1,855.53
Total Income	3414.21	1919.58
Profit / (Loss) Before Exceptional Items and Tax	(19.82)	(108.87)
Exceptional Items	(64.01)	1.27
Profit / (Loss) After Current Taxation	(44.19)	(107.60)
Profit / (Loss) After Current & Deferred Taxation	(44.19)	(107.54)
Earnings per Equity Share (₹) - Basic	(1.31)	(3.20)
Earnings per Equity Share (₹) - Diluted	(1.31)	(3.19)
<b>Profitability Ratios</b>		
PBDIT/Total Income	12%	11%
PBT/Total Income	-1%	-6%
PAT/Total Income	-1%	-6%
Return on Capital Employed	4%	2%
Return on Net Worth	-3%	-7%
<b>Financial Risk Ratios</b>		
Debt / Equity	3.54	1.94
Debtors Turnover (Number of Days)	10.28	8.25
Inventory Turnover (Number of Days)	4.50	3.87
Current Ratio	0.53	0.67
Interest Coverage	1.09	0.84

Reasons for significant change in ratio:

**Debt Equity Ratio:** Company has borrowed long term fund of ₹1,500 Crore at competitive rate. The fund is utilized for strategic investment in subsidiary.

**Interest Coverage Ratio:** Company has borrowed long term fund of ₹1,500 Crore during the year and ₹1,500 Crore in previous year. The fund is utilized for strategic investment in Subsidiary Companies. Interest expense has increased due to incremental borrowing.

**Operating Margin:** Operating Margin of Chemicals Division of the Company has improved significantly due to value added products and favorable market conditions.

**Net Profit Margin:** Net profit margin has been impacted due to write down on certain property, plant and equipments and higher finance costs due to incremental borrowings. The return on investment will accrue in future years by way of Dividend Income and increase in value of Investment. The market value of quoted investment has increased by ₹4,182.91 Crore during the year.

**Return on Equity / Networth:** Increased Operating Margin of Chemicals Division due to value added products and favorable market conditions has improved the profitability of the Company.

**Return on capital employed:** Increased Operating Margin of Chemicals Division due to value added products and favorable market conditions has improved the profitability of the Company.

# GODREJ CHEMICAL DIVISION



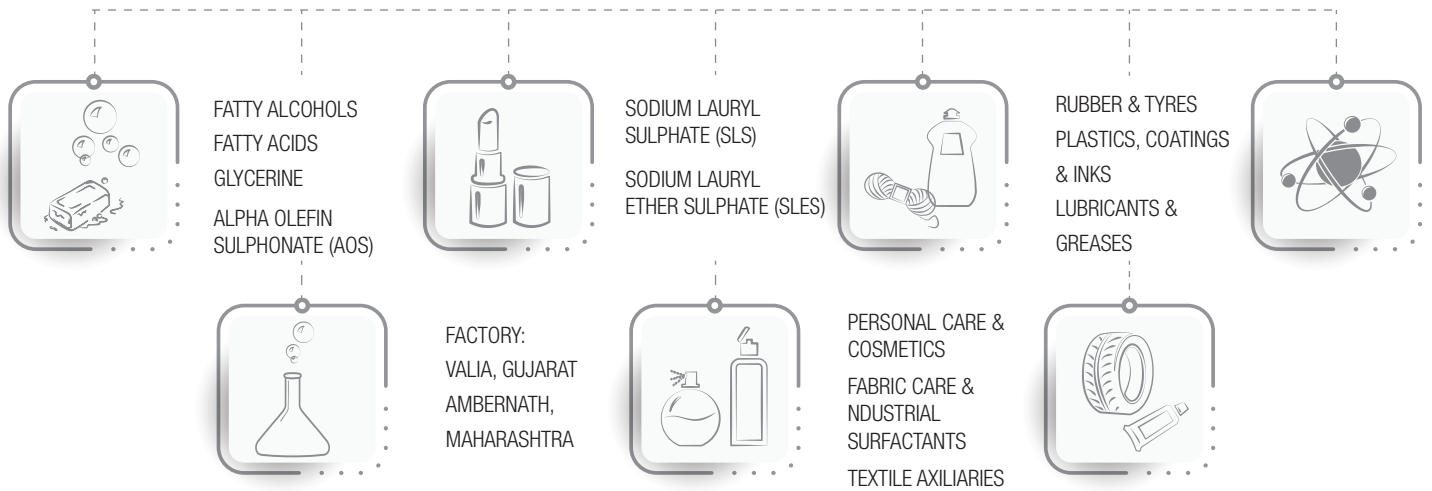
**OLEOCHEMICALS**  
**SURFACTANTS**  
**OLEO DERIVATIVES**  
**SPECIALTY MOLECULES**  
**BIO-SURFACTANT**

We are a leading manufacturer of Oleo-Chemicals, Surfactants and Derivatives of Oleo-Chemicals.

The Chemicals Business has state-of-the-art manufacturing facilities at Ambernath (near Mumbai, Maharashtra) and Valia (Near Ankelshwar, Gujarat). Our Ambernath Factory is a "Responsible Care" certified factory and our Valia Factory is a "Greenco Platinum" certified factory. Our Valia Factory has also been recognized by Union of Japanese Scientists & Engineers (JUSE) for 5S Workplace Management system.

The Chemicals Business, as part of the Godrej Group culture, believes in profitable and sustainable growth. Our Chemicals Business recorded a Total Income of ₹3,057 Crore, a growth of 83% over the previous year and an Operating Profit (PBIT) of ₹341 Crore, a growth of 169% over the previous year. This has been the highest ever operating profit for the business. The Chemicals Business has a good global presence and exports to over 70 countries. In Fiscal Year 2021-22, the Chemicals Business recorded an export sales of ₹895 Crore, a growth of 98% over the previous year. The business faced several challenges like increase in ocean freight rates, low availability of export containers and other export logistical issues. Despite these challenges and the COVID related variants in some countries that we export to posing some challenges, the Chemicals Business exports grew at a healthy rate. Exports now account for 29% of our overall sales.

Domestic sales too grew at a healthy rate of 79% over the previous year, recorded a revenue of ₹2,141 Crore. The Chemicals Business caters to several end-user industries including FMCG, Oil & Gas, Pharmaceuticals, Tyres etc. Our constant focus on Research & Development and developing specialty Chemicals and special applications for various industries has helped our business grow in a very profitable manner and at the same time broadening our Product offering.



The Chemicals Business is one of the largest consumers of domestically procured Rapeseed oil and imported Palm based fatty acids. The Business has a robust procurement and risk mitigation framework to protect itself against market volatility in terms of price and availability.

Let's review product category wise performance:

### Fatty Acids

Fatty Acid portfolio has Palm fatty acid based products and Rapeseed oil based products. Palm fatty acid based products are mainly used in Tyre industry and FMCG sector. Rapeseed oil based products are mainly used as ingredient for specialty chemicals and also in Oil and Gas Industry. The Fatty Acid portfolio accounts for 42% of turnover of the division. Division has improved its presence in Oil and Gas Sector. Operating Margin also improved due to higher sale of value added fatty acids in Domestic and Export market.

### Fatty Alcohol

Fatty Alcohol portfolio has mix of mid chain Alcohol and Long chain alcohol. Fatty alcohol contributes to 32% of the turnover of the division. Increase in Demand coupled with restricted supply from Domestic and international suppliers has helped division achieving higher sales with improved margin.

### Surfactants

Surfactant portfolio has product based on Lauryl Alcohol like Sodium Lauryl Ether Sulphate (SLES), Sodium Lauryl Sulphate (SLS) and Alpha Olefin Sulfonate (AOS). The products are mainly used in Detergents & Cleaners and Personal Care. Surfactants contributes to 17% of the turnover of the division. Demand from industry producing cleansing products continued to remain strong in current fiscal year also. The division enjoys product approval from several multinational companies which helps in participation in Global Sourcing Programme. The portfolio has maintained margin by effective sourcing of raw material.

### Glycerin

Glycerine is used in Pharmaceutical and Personal Care industry. Glycerine accounted for 9% of the turnover of this division. Demand for Glycerine in the country is higher than the domestic manufacturing capacity. The Gap is filled up by import of Refined Glycerine. Current fiscal year witnessed supply chain disruption which led to significant increase in Demand and Selling price. This has helped in achieving higher sales and margin in the portfolio.

## Derivatives

Division is manufacturing Oleo Chemicals based derivatives. Derivatives business accounted for 7% of the turnover of this division. Concentrated effort on Research and Development, division is introducing products with new applications which helps in increasing sales and margin. Division is also having emphasis on chemicals based on bio fermentation route. Focus on value added chemicals which have steady margins has helped division in de-risking the business.

## Other Initiatives

Your Company continues to focus on use of renewable energy. In FY 2021-22, around 50% of the energy was consumed through renewable sources. We achieved this through use of biomass briquettes, Solar roof top, wind energy, and other initiatives. We have also installed cogeneration plant which runs on biomass briquette & contributes to further increase in our renewable energy as well as in GHG reduction.

We have committed to EP100 target in which we aim to reduce our specific energy consumption by 50% up to 2030 compared to baseline FY12. Till FY22, we have reduced the specific consumption by 22%. We are working relentlessly towards achieving the goal. This is achieved through various energy efficiency initiatives at our plant locations. Adoption of ISO 50001:2015 at Valia site also helped in it.

We also monitor our Greenhouse Gas Emissions. We have reduced our overall carbon footprint by 51% since 2011. This is achieved through various energy efficiency and renewable energy projects.

We have also been implementing various project for water savings and those projects helped us to reduce our overall specific water consumption by 43% from 2011.

GIL Chemicals is a proud recipient of Excellence in Energy Conservation and Management in Chemicals by FICCI. We also received diamond award in category of Outstanding Employee Engagement Strategy and most innovative COVID response in 7<sup>th</sup> Edition of HR Distinction Award in 2021.

We have bagged the coveted Global HR Excellence Award in the category 'Organization with Best Employee Relations Practices' at the 29<sup>th</sup> edition of the WORLD HRD Congress 2021. Also, we won Bronze awards in two categories 'Excellence in Remote Work Arrangement and Management' and 'Excellence in Creating a Culture of Continuous Learning and Upskilling' at Economic Human Capital Awards 2021.

Our Ambernath unit has also received the prestigious award of Excellent Energy Efficient Unit by CII and Valia become the first chemical manufacturing company in India to be awarded the Green Co Platinum Rating by CII.

The unit was also awarded with National Award for Energy Efficient Unit by CII.

We have also received first prize in one of our customers' supplier sustainability event and we stood as second runners up in the kaizen event.

Ambernath Plant got certified with Responsible Care Certification. Responsible Care® is a framework focused on 7 pillars that the global chemical industry uses to steer our approach to our environmental, health, safety and security responsibilities.

Valia unit got certified with 5S Workplace Management system by the Union of Japanese Scientists & Engineers (JUSE). We have been winning recognition at national and international level for our 5S implementation. We bagged a total number of 21 awards in Quality Control Circles at both levels.

We are glad to share that Godrej Industries has scored a rating of 'B' in the Climate Change and Water



Security Disclosure. Additionally, this year we participated in Forest 2021 - Palm oil where we have secured 'B-' which is higher than Asia regional average.

Wadala Factory is using 86% renewable energy for steam generation by using vegetable soft pitch as boiler fuel. Replacing inefficient old electrical machinery with energy efficient ones for saving energy & nature. We have engaged an NGO for collection of used plastic for recycling, equivalent to the quantity of plastic used in packaging of our products for protecting environment. Our factory is committed to Health and Safety of our Employee with regular health check-up, Fitness Training & practicing Healing through Meditation for Mindfulness. Training and mock drills are conducted regularly on overall Safety with focus on fire safety & personal safety. Regular Safety Audits are conducted on General safety and GMP by internal as well external auditors.

## **Outlook**

Geopolitical situation in Russia-Ukraine region, Increase in Non-Tariff barriers in international trade will have an impact on increase in Fuel and Commodity price. This will also have an inflationary trend in the country. High monetary liquidity and low interest rate era will soon end as Reserve Bank of India is likely to increase interest rates. While this may adversely impact the sales performance and margin, we continue to closely monitor the situation and take appropriate action. The division has in house expert for commodities and also has strong risk management policy which will protect the operating margin. The division will also closely monitor the logistics and supply chain situation and will ensure timely delivery of goods to the customer.

## **Finance and Investments**

During the year, your Company continued to earn return from its investments in the form of Dividend of ₹96.59 Crore (previous year ₹62.86 Crore). Your Company invested ₹999 Crore in Godrej Properties Limited and ₹297 Crore on Godrej Agrovet Limited by purchasing shares from the secondary market.

Your Company is looking at expanding and diversifying its business activities. It believes that there is a strong potential for housing finance and non-banking finance(NBFC) business in our country with a decent return on investments. Looking at the opportunity in the housing finance sector and NBFC business, to nurture the finance business under the umbrella of the your Company being the flagship Company of the Group, your Company invested ₹809 Crore in Godrej Capital Limited (erstwhile Pyxis Holdings Limited). Godrej Capital Limited being the Holding Company of Godrej Housing Finance Limited & Godrej Finance Limited (erstwhile Ensemble Finance & Holdings Limited) has invested in its both the subsidiaries. Entering the financial services business will diversify the business of the Company and would lead to overall value creation for the stakeholders of the Company in the future.

## **Veg Oils**

The business clocked a Revenue of ₹146 Crore. Sales is focused in Mumbai, Maharashtra and Goa. Engaged renowned Marathi Actor for sales promotion through Social media, Retailer Branding and Vehicle branding. Business faced challenges in terms of supply chain issues due to COVID in the early part of this year & volatility in prices due to socio-economic factors. Our factory is Kosher, Halal and ISO 22000-2018 certified. Production capacity is 100 TPD continuous vegetable oil refinery and produces variety of edible oils, Vanaspati and pharmaceutical grade oils. We produce Vanaspati with Zero Trans Fat & beats FSSAI limit of 2% max. This meets with our commitment to manufacture & supply healthy products of best quality.

Business believes in engaging with its customers & develop products to suit specific application. This year



स्वाद और सेहत की

# Sahi SHURUAAT

गोदरेज ऑईल के साथ



REFINED SUNFLOWER OIL • REFINED GROUNDNUT OIL • FILTERED GROUDNUT OIL • REFINED RICE BRAN OIL  
REFINED PALMOLEIN OIL • REFINED SOYABEAN OIL • KACHI GHANI MUSTARD OIL • VANASPATI • SESAME OIL

the division launched different grades of Oils & Vanaspati which are tailor made for specific application for Frying & Baking applications. The initial response is quite encouraging. Consuming different oils in tandem is a trend the division does not wish to miss. It will soon launch a range of Blended oil to give Healthier option to its consumers so that consumers can enjoy benefit of nutrients & antioxidants in their daily Oil consumption. The division is working on developing an application lab for different food items & has progressed well for in house experimentation of food prepared in our oils. This will help in understanding & addressing consumer needs.

As a step to Good & Green, we engage in replacing inefficient old electrical machinery with energy efficient ones for saving energy & nature. We have engaged an NGO for collection of used plastic for recycling, equivalent to the quantity of plastic used in packaging of our products for protecting environment.

## Human Resource Development and Industrial Relations

Industrial relations at all plant locations remained harmonious.

On the Human Resource Development front, many proactive measures were taken to ensure that our employees have a conducive environment to perform at their best. Employees were provided with innovative platforms to learn and grow, by leveraging both digital and classroom modes. At the same time health and wellbeing was given highest priority. Free vaccination drive for COVID was conducted not just for employees but also for their families and support staff. This ensured business continuity and enhanced employee experience. There was special emphasis on leadership connect and communication throughout the year which enabled cross-pollination of ideas and rich feedback and insights on culture. Further employees were duly recognized and appreciated in various forums for their contributions to the

organization. Thus, all round efforts were made to drive employee motivation and performance which in turn translated into excellent business performance.

The total number of persons employed in your Company as on March 31, 2022 were 1,069.

### **Policy to Prevent Sexual Harassment at the Work Place**

Your Company is committed to creating and maintaining an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation. Your Company has strengthened its existing Policy on Prevention of Sexual Harassment at the workplace. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by the law and the Group. A detailed online training module on prevention of sexual harassment at workplace was made available to all employees to spread awareness on security and safety of women employees as well as to apprise them of the legislative updates on prevention of sexual harassment at workplace.

During the year, the Company has reconstituted its Internal Complaints Committee, pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has formed two separate committees – one for the Head Office, factories in Maharashtra and branches in India and the other for the factory at Valia, Gujarat. Ms. Shefali Kohli is the Presiding Officer for both the Committees. While the Act is applicable only to women employees, our Company policy would be covering all employees and all premises of the Company in India.

No complaints were received by the committee during the year under review. Since the number of complaints filed during the year was NIL, the Committee prepared a NIL complaints report. This is in compliance with Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Internal Control Systems and their Adequacy**

Your Company has a proper and adequate system of Internal Controls, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal and that transactions are authorized, recorded and reported correctly. Your Company's Corporate Audit and Assurance Department, issues well documented operating procedures and authorities with adequate built-in controls at the beginning of any activity and revised procedures if there is any major change. The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the management. The system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets. Corporate Audit & Assurance Department during the year, facilitated a review of your Company's Risk Management Programme. The risks and mitigation measures were reviewed by your Company's Risk Management Committee and corrective measures initiated. During the year the Corporate Audit & Assurance Department carried out various reviews and provided assurance on compliances to lay down policies, processes and internal controls.

### **Information Security**

GIL is constantly evolving its Information Security policies and processes to comply with Indian regulations and follow global best practices and standards. At GIL we have aligned our information security processes with ISO 27001 standards and NIST framework. We have adopted security architecture based on multi layered, Defense in-Depth strategy that offers enhanced prevention, detection and correction capabilities to counteract cybersecurity threats at each level of the IT ecosystem.

Our state-of-the-art security tools and 24/7 security operations center protect and defend business operations against existing and emerging cybersecurity attacks such as phishing, denial-of-service (DDoS), and ransomware. At GIL, privacy of data and information is upheld by default and covers the processing, storage and access to information required in the normal course of business in line with the Information Technology Act (2000) and Rules (2011). As work from home has become prevalent over last few years, we have adopted Zero Trust approach towards application and data access across the organization. Information security and data privacy awareness campaigns are conducted regularly to sensitize employees on the need to be vigilant, compliant and cautious. Personal data of all employees and customers is adequately secured.

## **Opportunities and Threats**

The outbreak of Second Wave of COVID pandemic could impact the global demand, economic environment/ economic policies. At the same time, government thrust on vaccination will soon reduce the impact of pandemic. Government initiatives like Make in India will give good opportunity for growth.

## **Risks and Concerns**

Your Company had put a Risk Management Framework in place post a comprehensive review of its risk management process. Your Company has taken a fresh look at the risk management framework. The review involved understanding the existing risk management initiatives, zero-based identification and assessment of risks in the various businesses as also the relative control measures and arriving at the desired counter measures keeping in mind the risk appetite of the organization. The Risk Management Committee has periodically reviewed the risks in the various businesses and recommended appropriate risk mitigating actions.

The Commodity based businesses are likely to be affected by vagaries of the weather, demand for edible oil, oilseed production, etc. The business is exposed to commodity price risks relating to raw materials which account for the largest portion of the costs of both the Chemicals and Vegoils businesses.

The Chemicals business growth will also depend on the growth of end user industries like polymer, detergent, cosmetic and personal care. As a significant employer and chemicals producer, to ensure occupational safety, employment standards, production safety, and environmental protection, your Company maintains strict safety, health, environmental protection and quality control programs to monitor and control these operational risks.

Macro-economic factors including economic and political developments, natural calamities which affect the industrial sector generally would also affect the businesses of your Company. Legislative changes resulting in a change in the taxes, duties and levies, whether local or central, also impact business performance and relative competitiveness of the businesses.

## **Cautionary Statement**

Some of the statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in industry, significant changes in political and economic environment in India and abroad, tax laws, import duties, litigation and labour relations.

# BUSINESS RESPONSIBILITY REPORT



## Annexure "C"

### BUSINESS RESPONSIBILITY REPORT FOR GODREJ INDUSTRIES LIMITED

#### SUSTAINABILITY EFFORTS BY THE GODREJ GROUP

The Godrej Group has been at the forefront of philanthropic and social activities for several decades. Through investment and oversight by the trust, a large tract of mangrove forests in Mumbai have been protected, developed, and maintained for several years and serve as a second set of lungs for the city. The Godrej Group has continually supported education and supports the Udayachal pre-primary and primary schools, which focus on the all-round development of children. The Udayachal High School has been accredited with the International School Award in recognition of the school incorporating global education into its curriculum and innovation into classroom teaching.

In addition, the Godrej Group has supported initiatives in healthcare through the Godrej Memorial Hospital, which aims to provide quality healthcare at affordable costs. One such initiative is our partnership with 'Smile Train', a US-based NGO, which helps in performing corrective cleft lip and palate surgeries for children from low-income families.

## **SUSTAINABILITY IN GODREJ'S CORE VISION**

Godrej Industries Limited (GIL), part of the larger Godrej Group shares the group's vision for playing an active part in creating a more inclusive and greener India. This vision is 'Godrej Good & Green', that is founded on shared value impact. The concept of shared value is defined as policies and operating practices that enhance the competitiveness of a company while simultaneously advancing the economic and social conditions in the communities in which it operates. As part of this initiative, we as a Group aspire to create more employable Indian workforce, a greener India and innovate for good and green products.



**Ensuring  
Employability**



**Creating a  
Greener India**



**Innovating for  
Good & Green Products**

## **SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

Godrej Industries Limited [GIL], is a part of the diversified conglomerate with a significant presence in Home and Personal Care, Animal Feeds, Crop-Protection, Oil Palm, Dairy, Poultry and Processed Foods, Real Estate Development, Oleo-chemicals and Vegetable Oils directly and through subsidiaries/ associate companies.

Godrej Family members are the Promoters of the Company and the shareholding of promoter/promoter group constitutes 67.18% of the paid up capital of the Company as at March 31, 2022.

Name of Company	Godrej Industries Limited
Corporate Identity Number (CIN)	L24241MH1988PLC097781
Registered Office	Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079, Maharashtra
Email id	<a href="mailto:investor@godrejinds.com">investor@godrejinds.com</a>
Website	<a href="http://www.godrejindustries.com">www.godrejindustries.com</a>

The three key products that the Company (standalone) manufactures and the Sector(s) that the Company is engaged in (industrial activity code-wise) are:

Sr. No.	Name & Description of Main Products or Services	NIC Code
1	Fatty Acid	24118
2	Fatty Alcohol	24118
3	Surfactant	24243

- The Company operates from its factories at the following locations:
  - o Ambernath, Maharashtra
  - o Valia, Gujarat
  - o Wadala, Maharashtra
  - o Dombivali, Maharashtra
- The Company has spread its wings both in the domestic and international market.

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

FY 2021-22	Amount (₹ Crore)
Paid up Capital	33.66
Total Income	3414.21
Net Profit/(Loss)	(44.19)
Total Spending on Corporate Social Responsibility (CSR) as a % of average Net Profit after Tax of last 3 years.	NIL
Market capitalization (as on March 31, 2022)	15,585

## SECTION C: OTHER DETAILS

GIL has subsidiaries which are required to comply with Section 135 of the Companies Act, 2013. They have their own CSR Projects and do not participate in the business responsibility activities of the parent company.

The other entities with whom the Company does business, i.e. with the suppliers, distributors etc. don't participate in the BR initiatives of the Company.

## SECTION D: BR INFORMATION

### 1 (a) Details of Director/Directors responsible for BR

At GIL, we have established a CSR Committee in accordance with Section 135 of the Companies Act, 2013 which is spearheaded by Mr. Nadir Godrej as its Chairman for its various business responsibility initiatives. The CSR Committee of the Board of Directors is responsible for the CSR projects undertaken. The Committee reports to the Board of Directors.

The CSR Policy made in accordance with the CSR guidelines focuses on addressing critical social, environmental and economic needs of the marginalized/underprivileged sections of the society. Through this policy, we align our CSR strategy with the Godrej group's Good & Green vision and goals. We adopt an approach that integrates the solutions to these problems into the strategies of the Company to benefit the communities at large and create social and environmental impact.

The Committee met once during the Financial Year 2021-22 to assess the CSR Requirement of the Company. CSR Requirements as per Section 135 of the Companies Act, 2013 is NIL for the current year. Consequently, no business responsibility initiatives undertaken by the Company have been tagged and reported as CSR spends, though the Company / Godrej Group supports various initiatives and for COVID relief.

The CSR Committee comprises of the following members:

Name of the Director	Designation
Mr. Nadir Godrej, Chairman	Executive Directors
Ms. Tanya Dubash, Member	
Mr. Nitin Nabar, Member	
Mr. Mathew Eipe, Member	Non-Executive, Independent Director

### 1 (b) Details of Business Responsibility Head

Name - Mr. Nadir Godrej  
 Designation - Chairman & Managing Director  
 Telephone - 022-25188010  
 Email id - [nb.godrej@godrejinds.com](mailto:nb.godrej@godrejinds.com)

### 2. Principle-wise (as per NVGs) BR Policy/policies

Details of compliance (Reply in Y/N)

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

**3(a)** The Board of Directors of the Company assesses various initiatives forming part of the BR performance of the Company at least once a year.

**3(b)** The Company publishes the information on BR in the Annual Report of the Company. The hyperlink to view the Annual Report is: [www.godrejindustries.com](http://www.godrejindustries.com)



## SECTION E: PRINCIPLE - WISE PERFORMANCE BY GODREJ INDUSTRIES LIMITED

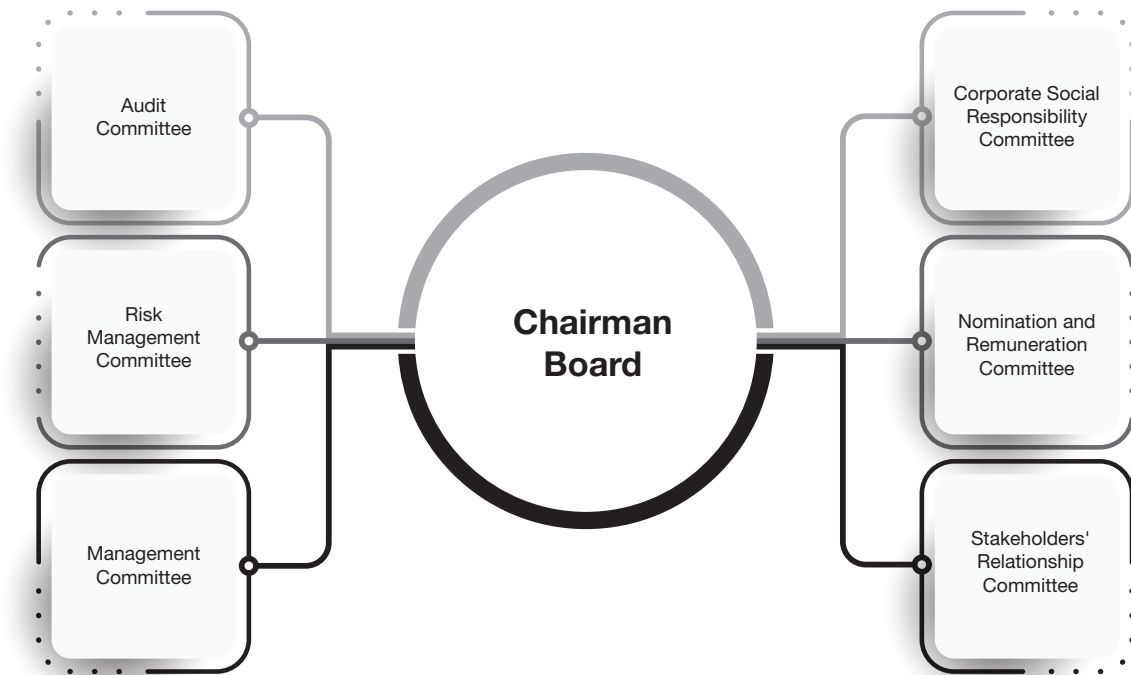
As per the Business Responsibility guidelines established by the Ministry of Corporate Affairs and SEBI, following are updates for Godrej Industries Limited on each of the Principles as stated in the Guidelines.

### Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

The Company pursues good Corporate Governance by ensuring regulatory compliance, transparency in disclosures, efficient operational practices, strong internal controls, risk management systems, and by engaging and operating with fairness and integrity with all its stakeholders namely shareholders, customers, employees, suppliers, regulatory authorities and general public.

### Organization Structure

At the Apex is the Board of Directors headed by an Executive Chairman. The Board provides guidance and support to the management in terms of broad strategy, direction, governance and compliance. The Company's Board of Directors has six committees of which five are statutory committee.



They monitor and provide direction to the senior leadership team. This ensures greater focus on specific aspects of Corporate Governance and expeditious resolution of issues of governance as and when they arise. These Committees have clearly defined areas of operation and they operate as empowered by the Board.

### Code of Conduct

The Board of Directors and Senior Management of the Company comply with the Code of Conduct. An Annual confirmation affirming compliance with the code of conduct is obtained from Board Members and senior management every year and the same has been obtained for the Financial Year ended March 31, 2022.

The Company also has a code of conduct which is applicable to all individuals working in the Company. The Company encourages its Business Partners also to follow the code.

A Whistleblower policy has also been put in place. The purpose of the Whistleblower Policy is to allow employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing their supervisors. A Whistleblowing Officer has been designated for the purpose of receiving and recording any complaints under this policy.

29 investor/stakeholder complaints were received in the past Financial Year and all such complaints were satisfactorily resolved by the management.

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

Godrej Group's Good & Green vision supports the development of goods that are environmentally sustainable. As part of the vision, we aspire to develop products that consume fewer resources (energy, water), emit fewer greenhouse gases and include a hundred percent of recyclable, renewable, and/or natural materials.

At GIL, R&D continues its efforts in developing improved and customized specialty mild surfactants, bio-surfactants and home & personal care ingredients and their blends, mainly through in house process development. Our current emphasis for the new development is "Go Green" and accordingly we are focusing more and more on the totally biodegradable ingredients/ Blends replacing the chemicals ingredients. One of our important developments in this space, was the mild surfactant category termed as "Sulfate Free", which could be the future ready product and the anti-dandruff ingredient which is replacement of the commercially available harsh chemical ingredients.

**Principle 3: Promoting the well-being of all employees**

The total number of persons employed in your Company as on March 31, 2022 is 1,069. We have made concerted efforts towards creating learning and development opportunities that continually

enhance the value of our team members in line with the organisational objectives.

We focus on ensuring well-being of all our employees. Safety and health of our team members is extremely important to us and we are committed to building and maintaining a safe and healthy workplace. The following are essential parts of the Code of Conduct.

**Diversity & Zero discrimination, Health & Safety, Good working environment**

All employees who join the Company demonstrate their commitment to follow the code of ethics by signing in their acceptance to adhere to the same. Examples of a few of the principles of this code of conduct are listed below.

**Diversity and equal opportunities**

We value diversity within the Godrej Group and are committed to offering equal opportunities in employment. We do not discriminate against any team member or applicant for employment on the basis of nationality, race, colour, religion, caste, gender, gender identity/ expression, sexual orientation, disability, age, or marital status and always allow for equal opportunities for all team members. We are proud to share that out of the total employee count of 1,069 the number of permanent female employees is 113. Diversity & Inclusion initiatives are taken care of at the corporate level by the Diversity & Inclusion Department.

Some of the initiatives taken by our Diversity & Inclusion Team includes the following;

• **Godrej Careers 2.0:**

The Careers 2.0 programme offers live business projects of 6-9 months duration to women who are currently on a career break. This programme is designed to reintegrate women back into the workforce who have taken a break due to various reasons.

• **Awareness drive towards mental health:**

As during the pandemic the format of permanent work from home was introduced in many locations, the Company identified the need for employees to make this transition smoother and

revamped its employee assistance program, through initiatives like Wellness Wednesday – an awareness drive through mailers targeted at employees facing challenges with respect to work from home, self-care, digital fatigue etc., and also introduced personalized plans for counselling services covering all employees along with 3 dependents.

- **Policy for prevention of sexual harassment:**

The Company is committed to creating and maintaining an atmosphere in which all employees can work together, without fear of sexual harassment, exploitation or intimidation. A gender- neutral policy on prevention of sexual harassment has been in place for years. The Company has a functioning Internal Complaints Committee that is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, having two separate committees – one for the head office, factories in Maharashtra and branches in India and the other for the factory at Valia, Gujarat

Ms. Shefali Kohli is the Presiding Officer for both the Committees

All employees go through mandatory training on Prevention of Sexual Harassment.

- **Health Check-up:**

The Company has initiated a policy for health checkup of employees who are above the age of 40 years, wherein they can have the health checkup done at designated hospitals, once in one year.

- **Doctor on Call:**

The Company has introduced the ‘Doc on Call’ facility whereby employees and their dependents can consult a general physician any time of the day through an exclusive helpline number.

## **Good Working Environment**

- **Progressive Human Resource policies:**

Your Company prides itself as a great place to work, a fact recognized and acknowledged externally as well. HR policies like flexible working hours, work from home arrangements,

part-time work, leave and benefits, adoption leave and benefits, extended maternity leave and benefits, paternity leave and benefits – to name a few – go a long way in ensuring that the employees successfully strike a work-life balance.

- **Engagement Forums:**

There are multiple touch points for the leadership team to interact with employees through forums like town halls, the long range plan and annual operating plan cascades, focus groups around engagement surveys, HR connect sessions with employees across departments, skip level meetings by senior leadership etc. The organization invests in functional training for all employees in line with their current and future career aspirations. The learning suite encompasses functional training, leadership development programs and behavioral training geared towards leading self, leading others and leading business.

The touch points and training sessions are conducted virtually in the current pandemic scenario keeping the safety of our employees as top priority.

## **Health & Safety**

- **On-campus:**

We have canteen facility, where food and refreshments are provided to ensure that hygienic and healthy food is available at the premises.

All Company premises are non-smoking zones. Smoking is strictly prohibited in the campus.

At our Corporate Office at Godrej One, we National Safety Week. The main objective of these celebrations was to create awareness and motivate workforce towards the Godrej’s goal of zero incident.

We conducted COVID vaccination drive for our employees and for their families. Both the doses of vaccines were given to our employees across India.

Amid the COVID restrictions, we took many precautions at our Corporate Office , branches

and factories like limited Entry Points, checking of body temperature, display of Arogya Setu App, sanitization of shoes and hands and several other COVID safety protocols.

**Principle 4: Businesses should respect the interests of, and be responsive, towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

We at Godrej Industries have identified and prioritized our key stakeholders on the basis of their influence on our operations and also our impact on them. We continue our engagement with them through various mechanisms such as, consultations with local communities, supplier/ vendor meets, customer/ employee satisfaction surveys, investor forums, etc. As a responsible business, we work closely with our communities to understand their needs and build synergies. In the past we carried out a detailed community needs assessment of villages around our Valia and Ambernath manufacturing plants with the help of a third-party agency.

The team followed a three-step approach, where they connected with our plant and Corporate Office, held extensive field-based assessments, backed by thorough secondary research to validate key facts and add on additional information available from official sources. The result is a comprehensive

report of the community, their needs, gaps in the system and our way forward.

Over the years, we have aligned our initiatives with the UN's Sustainable Development Goals, Government of India's social development programmes, and the needs of our local communities to deliver high-impact programmes.

We will continue to improve health, support livelihood and strengthen education for communities around our manufacturing plants. We will aim to make one-third of our products greener and cover 100% of our critical suppliers under sustainable supply chain policy. We will aim to be scope 1 & 2 carbon neutral, achieve water positivity and zero waste to landfill. We will also achieve our EP100 goals for energy and renewables and commit towards global Science Based Targets (SBTi).

In FY21-22, most of our efforts were directed towards COVID-19 response in communities around our manufacturing plants and offices.

**COVID-19 response initiatives**

We worked closely with our communities around Valia manufacturing plant. Here are the initiatives we supported in FY21-22 as part of COVID-19 response.



**Valia:** We work closely with our neighboring villages at our flagship plant in Valia, Gujarat. In April 2021, we provided oxygen concentrators to tackle the devastating second wave of COVID-19. In May, we continued to provide support by helping set-up isolation centres, providing medical supplies like infrared thermometers and pulse oximeters. We also sanitized three surrounding villages – Pansoli, Sinada, and Karsadi.

From June 2021, we moved to support the schools around our plant. We provided education materials to primary class children in Kanerao, Bandabeda, Pansoli, Fadfoi and Jolly & Chamariya villages. We also provided audio learning aids to the Kanerao school.

We supported several tree plantation drives and planted over 9,500 saplings in partnership with the Forest Division, Bharuch.

### **Volunteering initiatives**

#### **Godrej Global Volunteering Day**

This is our annual day of community service. In 2021, over 600 Godrejites took the time to volunteer and post their volunteering updates on the new Godrej Volunteering portal. Over 1,800 volunteers logged in and engaged to learn about sustainable living. Moreover, 500 Godrejites joined the live stream of the Sustainable Living workshop. Together our volunteers completed 2,275 tasks and contributed over 223 hours to volunteering.

During this week, we helped save 16,420 litres of water that can fulfil drinking water need of 15 people for a year. We saved 55,142 kWh of electricity helping offset CO2 emissions of 9 cars a year. We diverted 2,311 kgs of waste from landfill that's equal to waste generated by 10 people for a year. And we also got healthier, as we burned 43,840 calories and took time off for self-care.

#### **World Environment Day**

We celebrated the World Environment Week online during the week of June 5, 2021. We got together and explored practical ways to restore our ecosystem. We hosted two webinars – one on living a zero waste lifestyle, and the other on growing microgreens at home. We also hosted

our annual World Environment Quiz that had close to 900 participants. Over 1,650 Godrejites participated over the week.

#### **Earth Day**

In April 2021, over 420 of our team members across the Godrej Group switched off non-essential lights for one hour and celebrated Earth hour

#### **Brighter Giving**

These are one-time volunteering opportunities to help make a meaningful impact with your skills. We partner with Goodera to scope relevant volunteering opportunities and connect with our team members. Our volunteers provide career counselling, academic mentoring, take an online fitness class and help record an audiobook among other activities. In FY21-22, 55 of our team members across the Group volunteered for a range of activities.

#### **Daan Utsav and Payroll Giving**

232 of our team members participated in Daan Utsav through one-time donations, buying hand-made products from our NGO partner, participating in awareness session webinars, volunteering and signing up for Workplace Giving, and supporting our NGO partners with a fixed monthly donation.

### **Principle 5: Businesses should respect and promote human rights**

GIL respects and promotes human rights for all individuals. We have a human rights policy which encapsulates our approach to human rights and action towards any violations.

Our respect for and commitment to human rights is central to our values. We believe our main human rights responsibilities are to our employees, the communities where we operate, suppliers and business partners, and customers and consumers. Our commitment to human rights is reflected in our Human Rights Policy, Sustainable Supply Chain Policy, Policy on prevention of sexual harassment at the workplace, and Code of Conduct for Employees. These policies are available on our website.

The Human Rights Policy is focused on the following aspects:

- All new recruits certify that they understand and accept the GIL Code of Conduct which includes our Human Rights commitment.
- Conducted a self-assessment across our plants and locations to ensure compliance with our Policy.
- We have completed self-assessments for 2 out of 3 of our manufacturing plants.
- Our sustainable supply chain policy focuses on responsible conduct with all stakeholders, employee health and safety, local community development, business integrity and ethics, and human rights.

Going forward we aim to work on some of our salient human rights with the support of our stakeholders. In FY23, we commit to:

- Carry out self-assessments to identify and resolve critical issues across remaining site.
- Articulate our ambition to work on select salient aspects and stakeholders by 2030.
- Create an action plan to help us achieve the stated ambition.

During FY21-22, we reported no Human Rights violations across our operations

#### **Principle 6: Businesses should respect, protect and make efforts to restore the environment**

Godrej as a group believes in conserving the various resources of mother earth. As part of its Good & Green vision we're committed to create a Greener world. The details of our strategy is available at: <https://godrejindustries.com/sustainability>.

With the first decade behind us, we are now looking at crafting bigger and bolder sustainability goals that align with our businesses. We are continuing on our journey to build a more equitable and greener world. The next five years goals are detailed at <https://godrejindustries.com/sustainability/10-years-of-sustainability#Skills>

We focus on five major areas related to environment i.e.

- Energy conservation,
- Water conservation,
- Use of renewable energy,
- Green House Gas (GHG) mitigation &
- Waste minimization.

We've setup a dedicated 'Good & Green' team to identify the risks and opportunities for individual manufacturing facilities respectively. After identifying the risks and opportunities, the team proposes necessary action to be taken. Several measures proposed by the team have been implemented which yielded excellent benefits.

Our business has undertaken various initiatives towards:

- Reducing specific energy consumption,
- Increasing our renewable energy portfolio,
- Becoming carbon neutral and water positive,
- Reducing waste to landfills.

#### **Reducing specific energy consumption**

Our efforts for energy conservation have resulted in reducing our specific energy consumption.

We have committed to EP100 target in which we aim to reduce our specific energy consumption by 50% upto 2030 compared to baseline FY12. Till FY22, we have reduced the specific consumption by 22%. Our energy consumption increased compared to last year due to frequent change overs, new product development and commissioning of few new projects whose construction work happened in reporting year.

In spite of frequent start-ups and shutdowns, our Valia and Ambernath plants have adopted various energy conservation technologies and implemented short-term and long-term projects to achieve our targets.

#### **Increasing our renewable energy portfolio**

Our renewable energy usage as a percentage of overall energy used has increased substantially over the years. In FY 2021-22, around 50% of the total energy we consumed was from renewable sources against a target to reach 70% till FY26. We achieved this through use of biomass briquettes, solar energy consumption,

wind energy.

We have increased the use of briquette (renewable resource) as fuel in place of natural gas at our manufacturing locations. We continue to use of solar energy in the form of solar roof top and use of fatty acid distillation bottom (pitch) as fuel in place of furnace oil.

Valia has commissioned biomass based cogeneration plant. In the month of March, 90% of our electrical and thermal energy will be green due to this plant.

Ambernath plant is wheeling wind energy from our wind mills in Dhule. In FY22, 26% of our electrical energy came from it.

### **Becoming carbon neutral and water positive**

#### **Reducing carbon footprint through manufacturing processes**

Our specific GHG emission has reduced substantially by 51% from our baseline of FY11 against a target to becoming carbon neutral (Scope 1+2) as a Godrej group. We achieved this through various environment friendly projects such as, replacing of fossil fuel with biomass for boilers, installing solar roof tops, wind energy and now with our cogeneration plant, our scope 2 emissions would reduce drastically.

We do third party assurance for our GHG emissions. From last year, we also included assurance of our water and waste footprint as well in that assurance. In FY21, we did complete scope 3 emissions study through third party and are working to develop and action plan for it.

We are committed to Science based target (SBTi) and are currently working to publish our targets and roadmap.

#### **Water Conservation through wastewater treatment plant**

Since FY11, we have reduced our specific water consumption by 43% against a target to becoming water positive of group. Compared to

previous year, we reduce our consumption by 3.8%. We have taken an internal business target to reduce specific water consumption by 50% by 2026 (baseline FY11).

We treat wastewater in our water treatment plants and reuse the same in our process. We have also reduced our dependency on raw water consumption by installing condensate recovery systems that recovers the condensate and reuses it in the process. Ambernath also installed fourth effect in Evaporator.

### **Reducing waste to landfill**

Our specific waste to landfill has reduced by 86% from our baseline in FY11 against a target of zero waste to landfill. We segregate biological and chemical sludge from ETP. This has reduced the amount of waste going to landfill substantially.

Further, we have drastically reduced our ETP sludge quantity by reducing quantity of effluent generation by various in-house initiatives.

We have also installed Paddle Dryer in Ambernath Plant and Poly house which uses greenhouse effect in Valia Plant to reduce waste to landfill using sunlight.

### **Awards & Accolades**

Our efforts were recently recognized by BW Business World and we were ranked 7<sup>th</sup> among the top 200 most sustainable companies in India with an A+ rating.

Godrej Industries has scored a rating of 'B' in the Climate Change and Water security questionnaire. Additionally, this year we participated in Forest 2021.

GIL Chemicals is a proud recipient of Excellence in Energy Conservation and Management in Chemicals by FICCI. We also received diamond award in category of outstanding employee engagement strategy and most innovative COVID response in 7<sup>th</sup> Edition of HR distinction award in 2021.



We have bagged the coveted Global HR Excellence Award in the category ‘Organization with Best Employee Relations Practices’ at the 29<sup>th</sup> edition of the WORLD HRD Congress 2021. We won Bronze awards in two categories ‘Excellence in Remote Work Arrangement and Management’ and ‘Excellence in Creating a Culture of Continuous Learning and Upskilling’ at Economic Human Capital Awards 2021.

Our Ambernath factory has also received the prestigious award of Excellent Energy Efficient Unit by CII and Valia factory become the first chemical manufacturing unit in India to be awarded the GreenCo Platinum Rating by CII.

The unit was also awarded with National Award for Energy Efficient Unit by CII.

We have also received first prize in one of our customers’ supplier sustainability event and we stood as second runners up in the kaizen event.

Ambernath factory got certified with Responsible Care Certification. Responsible Care® is a framework focused on 7 pillars that the global chemical industry uses to steer our approach to our environmental, health, safety and security responsibilities.

Valia unit got certified with 5S Workplace Management system by the Union of Japanese Scientists & Engineers (JUSE). We have been winning recognition at national and international level for our 5S implementation. We bagged a total number of 21 awards in Quality Control Circles at both levels.



**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

For any policy advocacy, GIL ensures that it does so with the highest degree of responsible and ethical behaviour and also works with collective platforms such as trade and industry chambers and associations. Such associations and partnerships will provide strong foundation to develop the business, share knowledge, gather new ideas for innovations and also establish resilience to key industry issues while gaining an understanding of competition.



We work closely with our industry associations not just to tackle economic, environmental and social challenges but also to adopt new best practices. We ensure that policy advocacy is done with the highest degree of integrity, responsibility and credibility. The following are the list of our industry associations:

#### Indian Chemical Council (ICC)

We have established a long-term partnership with ICC by participating in all the events conducted by them. They are the apex industry body representing the chemical industry in India, and also pursue the “Responsible Care Programme”. It is a global initiative through International Council of Chemical Associations (ICCA) since about 2003.

Today, 53 industry groups hold Responsible Care (RC) logo in the country, while a total of 147 industries are signatories to the programme, pursuing implementation of codes of management practice. ICC considers six codes of management practice for evaluation to award RC logo to the member industries. These include:

1. Product stewardship code
2. Process safety code
3. Employee health & safety code
4. Pollution prevention code
5. Emergency response and communication code
6. Distribution code.

ICC has introduced ‘Security Code’ as voluntary for the year 2019. Our Ambarnath plant has started its journey to implement Responsible Care guiding principle and process codes this year. We have received the RC manual, started the internal training and implementation according to the manual guidelines. We are in the process of completing the audit and receiving the logo.

#### CII (Confederation of Indian Industries) National Council & CII Western Region

We work closely with CII to mitigate Climate Change. We have signed an agreement with CII in supporting the mission of sustainable growth and CII-ASSOCHAM code of conduct.

The CII - Sohrabji Godrej Green Business centre works closely with the stakeholders on promoting

green practices in the industry and offers advisory services on the conservation of natural resources. One of the major step taken by CII towards this direction is the development of ‘Green Company Rating system’ (GreenCo rating) for companies.

GreenCo rating is a holistic framework that evaluates companies on the environmental friendliness of their activities using life cycle approach. GreenCo rating provides leadership and guidance to companies on how to make products, services and operations greener. Industry personnel are trained and facilitated to implement better systems and global best practices in sustainability.

Our Valia plant started its GreenCo journey in 2014. We got first GreenCo - Silver rating in 2015. We improved our rating and got Gold certification in 2018. In 2022, Valia unit became first chemical manufacturing facility in India to receive GreenCo platinum rating.

#### IFCCI-Indo French Chamber of Commerce

Being one of the founding members of the bilateral chamber between India and France, provided us with an opportunity to make partnership with the chamber and always actively participate in all the events conducted by them.

#### Collaborating for Sustainable Palm Oil:

We are part of Roundtable on Sustainable Palm Oil and have committed to produce, source and/or use sustainable palm oil certified by the RSPO. We are also a part of Action for Sustainable Derivatives that promotes responsible sourcing and collective action to increase sustainable production of palm oil and its derivatives.

### **Principle 8: Businesses should support inclusive growth and equitable development**

Our Good & Green vision inspires each one of us at Godrej Industries to continue to work towards building a greener and more inclusive world.

We work in collaboration with NGOs and social enterprises to design and run a number of employability training programme across Godrej Industries Limited and Associate Companies. The focus of these activities is to improve the

earning potential of the trainees through skill building. We also provide support to them to start their entrepreneurial journey or get suitable employment.

Since FY2011, the Godrej Group has trained over to 600,000 people in skills that enhance their earning potential. We also publish impact assessment reports of our skill training programmes on a regular basis. The study helped us in shaping the approach and is a direction to build more impactful programme that resulted in a sustainable outcome. You can explore the Group's CSR programmes and the impact reports here.

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

We are a customer centric company and greatly value the trust, satisfaction and loyalty of our customers across the world. Our primary focus is delighting our customers, both external and internal. Customer centricity is part of our 'Code of Conduct'. We strive to ensure that customer needs are satisfied and that our products and services offer value to the customer. Our customer focus does not only extend to external customers alone, but includes internal customers as well. We continue to invest significantly in R&D to develop newer products or variants to suit the needs of the customers.

Our Valia Factory which operates on Distributed Control System is ISO 9001, ISO 14001 & ISO 45001 certified and has been Kosher certified for manufacturing Fatty Acids, Fatty Alcohols and Glycerin and is well equipped to deliver the products of superior quality, in time and at competitive price.

GIL displays adequate information to enable safe and effective usage of its products. Godrej is a member of the fatty alcohol consortium which was formed as per ECHA/REACH guidelines.

REACH stands for Registration, Evaluation, Authorization (or Restriction) of Chemicals

entering into Europe. As per REACH and GHS requirement we have developed MSDS where all the characteristics of the product are clearly stated with instructions how to handle and use the product safely. Almost all of our existing products are already registered in EU Reach and we have started working on UK Reach, Korea Reach, Eurasia Reach, Vietnamese Reach.

We are passionate about creating a more sustainable future and as part of our Good & Green vision; we as a Group aspire to create more employable Indian workforce, a greener India and innovate for good and green products.



## Form No MR – 3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

*[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,  
Godrej Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Godrej Industries Limited (hereinafter called the ‘Company’). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company as well as the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2022 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 reported 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 March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) wherever applicable:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients; Not applicable during the year under review
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable during the year under review and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable during the year under review

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / the Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited.

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

The following laws, are specifically applicable to the Company as per the representation given by the Company:

- a. The Food Safety and Standards Act, 2006 & Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- b. The Boilers Act, 1923 & the Boiler Attendant's Rules, 2011.

**We report that,** having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the above laws applicable specifically to the Company.

## **We further report that**

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings; the agenda and related detailed notes on agenda were sent at least seven days in advance. Further more, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All the decisions were passed by majority in the meetings of the Board and there were no dissenting views from the Board members.

**We further report that** there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company has:

1. Issued shares upon exercise of options under Employee Stock Grant Scheme, 2011.
2. Passed special resolution for approval of further investment of upto ₹2,000 Crore (Rupees Two Thousand Crore) in Godrej Properties Limited.
3. Passed special resolution for approval of further investment of upto ₹500 Crore (Rupees Five Hundred Crore) in Godrej Agrovet Limited.
4. Passed Special Resolution for approval for re-appointment and remuneration payable to Ms. Tanya Dubash and Mr. Nitin Nabar as Whole-Time Directors of the Company.
5. Approved enhancement of limit for issuing commercial papers to ₹2,000 Crore.
6. Issued and listed commercial papers and Unsecured Non-Convertible Debentures with National Stock Exchange of India Limited.

**For A. N. Ramani & Co.,  
Company Secretaries  
UNIQUE CODE - P2003MH000900**

**Place: - Thane**

**Date: - May 27, 2022**

**Bhavana Shewakramani  
Partner  
FCS - 8636, COP - 9577  
UDIN: F008636D000406451**

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

## **‘Annexure A’**

To,  
The Members,  
Godrej Industries Limited

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

1. Maintenance of Statutory and other records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of Accounts of the Company. We have relied on the report of the Statutory Auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. In view of work from home policy followed by the organization, we have conducted our audit on the basis of details / documents provided by company through email and/or other digital mode.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws. The Company is following an electronic compliance management system for compliance management to ensure compliance with applicable laws, rules, regulations and guidelines.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
8. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For A. N. Ramani & Co.,  
Company Secretaries  
UNIQUE CODE - P2003MH000900**

**Place: - Thane  
Date: - May 27, 2022**

**Bhavana Shewakramani  
Partner  
FCS - 8636, COP – 9577**

# Annexure “E”

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2021-22

### 1. Brief Outline on CSR Policy of the Company:

Godrej Industries Limited (GIL) is committed to the Godrej Group’s ‘Good & Green’ vision of creating a more inclusive and greener India. Our strategic Corporate Social Responsibility (CSR) initiatives actively work towards the Good & Green Goals and have helped us carve out a reputation for being one of the most socially and environmentally responsible companies in India.

The CSR Policy defines the approach to be adopted to achieve the goals set by the Company and helps identify the areas of intervention in where the Company would undertake projects.

### 2. Composition of CSR Committee:

Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
Mr. Nadir Godrej	Chairman & Managing Director and Chairman of the Committee	1	1
Ms. Tanya Dubash	Executive Director and Chief Brand Officer and Member of the Committee		0
Mr. Nitin Nabar	Executive Director and President (Chemicals) and Member of the Committee		1
Mr. Mathew Eipe <sup>^</sup>	Independent Director and Member of the Committee		1

<sup>^</sup> appointed as a Member of the Committee with effect from April 1, 2021.

Note: Mr. Kavas Petigara, Independent Director and a Member of Corporate Social Responsibility Committee had resigned from directorship with effect from April 1, 2021.

### 3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://www.godrejindustries.com/>

### 4. Details of Impact Assessment of CSR Projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

### 5. Details of the amount available for set off in pursuance of Rule 7(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any: Not Applicable

### 6. Average Net Profit / (Net Loss) of the Company as per Section 135(5): (₹1,98,20,37,539.33)

7. (a) Two percent of Average Net Profit / (Net Loss) of the Company as per Section 135(5):  
(₹3,96,40,750.79)

(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): Nil

8. (a) CSR amount spent or unspent for the Financial Year: Not Applicable

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	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 (in ₹)	Date of Transfer	Name of the Fund	Amount (in ₹)	Date of Transfer
-	-	-	-	-	-

(b) Details of CSR amount spent against ongoing Projects for the Financial Year: Not Applicable

1	2	3	4		5	6	7	8	9		
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 ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of implementation Direct (Yes/No)	Mode of implementation – Through Implementing Agency	
			State	District						Name	CSR Registration number
-	-	-	-	-	-	-	-	-	-	-	-
Total											

(c) Details of CSR amount spent against other than Ongoing Projects for the Financial Year:  
Not Applicable

1	2	3	4		5	6	7	
Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the Project		Amount spent for the Project (₹ in Lakh)	Mode of implementation Direct (Yes/No)	Mode of implementation – Through Implementing Agency	
			State	District			Name	CSR Registration number
Total								

(d) Amount spent in Administrative Overheads: None

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

(f) Total Amount spent for the Financial Year (8b + 8c+ 8d + 8e): Not Applicable



**(g) Excess amount for set off, if any:**

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of Average Net profit / (Net Loss) of the Company as per Section 135(5)	(₹3,96,40,750.79)
(ii)	Total Amount Spent for the Financial Year	Nil
(iii)	Excess Amount Spent for the Financial Year [(ii)-(i)]	Not Applicable
(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)]	Not Applicable

**9. (a) Details of Unspent CSR amount for the preceding three Financial Years:** Not Applicable as the Company was not required to spend amounts towards CSR activities in the past years as per applicable laws.

**(b) Details of CSR amount spent in the Financial Year for Ongoing Projects of the Preceding Financial Year(s):** Not Applicable

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year:** Not Applicable

(asset-wise details).

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

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

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

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

**11. Specify the reason(s), if the Company has failed to spend two per cent of the average Net Profit as per Section 135(5):**

Not Applicable since the Company was not required to spend amounts on CSR activities as compared to the actual prescribed CSR expenditure for the year.

**For and on behalf of the Board of Directors of  
Godrej Industries Limited**

**Nadir Godrej  
Chairman & Managing Director  
Chairman- CSR Committee  
DIN: 00066195**

**Place: Boston, USA  
Date: May 27, 2022**

# Annexure “F”

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Information pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo for the Financial Year 2021-22

## A. Conservation of Energy and Water

### I. Steps taken or impact on conservation of energy and water:

#### Valia:

1. Shifting from buying low pressure NG and then increasing its pressure to process requirement using high energy consuming compressor to directly buying high pressure NG helped in shutting down of an energy intensive equipment.
2. Replacement of conventional lobe blower with energy efficient screw blower.
3. Horizontal deployment of efficient modified vacuum systems.
4. Enhanced condensate recovery in plant to reduce fresh water consumption.
5. Design stage consideration in biomass based Cogeneration Plant to go with air cooled condenser in place of water cooled condenser.

#### Ambernath:

1. Addition of 4<sup>th</sup> effect of Evaporation in Sweet Water Evaporation Plant to improved steam economy.
2. Heat recovery in Fat splitting plant by installing of Plate Heat Exchanger

#### Wadala:

1. Non IBR boiler converted on oleo stearin pitch, using 100% pitch instead of Light Diesel Oil (LDO).
2. Replaced old oil packing machine with New efficient packing machine with improved output.
3. On line static mixer installed in inter-esterification plant, avoided installation of mixer and saved 5.5 HP motor for mixing.
4. Installed on line batch coder for printing batch number, saved 5 HP of off line winding-rewinding machine.
5. Ongoing saving by use of rain water for steam generation in boiler.

### II. Steps taken by company to utilise alternate sources of energy:

- Your Company has increased the use of briquette (renewable resource) as fuel in place of natural gas at its manufacturing locations. Use of Solar energy in the form of solar roof top and use of pitch as fuel in place of furnace oil continues.
- We also have our windmills in the State of Maharashtra and we are wheeling our wind energy for our Ambernath plant. We have used 39 lakh units of electricity in FY 2021-22. This is 26% of plant's electrical consumption.

Also, Valia has commissioned biomass based cogeneration plant. In the month of March 2022, 90% of our electrical and thermal energy was green due to this plant.

### **III. Capital Investment on Energy Conservation Equipments**

Your Company made capital investments amounting to ₹3.46 Crore during the Financial Year 2021-22 on energy conservation equipments and also invested ₹52 Crore in a biomass based cogeneration plant which contributes to greening our energy in plant.

## **B. Technology Absorption**

### **I. Efforts made towards Technology absorption / Specific areas in which R&D carried out by the Company:**

During the year under review, Research & Development efforts in the following areas strengthened our Company's operations through technology absorption, adaptation and innovation:

- Vegetable Oils
- Fatty Acids
- Fatty Alcohols
- Surfactants & Biosurfactants
- Other Biotechnology and Biocatalytic process based products
- Glycerin & its ester derivatives
- Derivatives of Fatty acids and Fatty alcohols, designed for Personal and Home care industries,
- Derivatives of Fatty acids and Glycerine for animal nutrition, Refining and Lube industry
- Derivatives of Fatty acids, Ethoxylates and phosphate based application in Agricultural and related areas
- Customer centric support for Home, Personal and Oral Care Products, as well as Oilfield and agricultural applications
- Formulations and Performance Evaluation for new products marketed and performance evaluation support for the existing product range

Vegoils has done lot of in-house experiments and worked on reducing TFA (Trans Fatty Acids) < 5% in Vanaspati as required by FSSAI, and managed to keep it much below 1%. This enabled availability of Healthier Vanaspati for its consumers & remaining ahead of competition.

### **II. Benefits derived like product improvement, cost reduction, product development or import substitution**

#### **Benefits derived as a result of the above R&D:**

- Premium quality fatty acids and fatty alcohols from alternate raw materials.
- Understanding the impact of raw material quality and manufacturing process on the quality of the finished goods.
- Value added fatty alcohol and fatty acid derivatives commensurate to the newer market trends, so as to enter niche markets and wider applications including the animal nutrition.
- Manufacture of high value, fractionated fatty acids and fatty alcohols, specifically for the lubricant, oilfield, paper and polymer industries.

**III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

The Company has not imported any technology during the last 3 (three) years.

**IV. Future Plan of Action:**

- Exploring the Castor oil chemistry and derivatives.
- Enzymatic and Fermentation process based research for the variety of advanced ingredients used in home and personal care, animal nutrition, Crop protection applications
- Tailor-made value-added fatty alcohols and fatty acids for low volume, high value markets.
- Value-added chemicals, derived from Glycerin, Fatty Acids and Fatty Alcohols so as to enter niche markets in the field of Animal feed, Pharmaceuticals, Personal Care, agri products, Petro refining, Metal working Fluids and Lubricants, and other industrial applications.
- Further enhancing our knowledge base of product applications and formulations, through customer engagement and market scouting.
- More and more green ingredients and formulations in the Home, Personal care and Feed applications.

**V. Expenditure on R&D:**

(₹ Crore)

Particulars	2021-22	2020-21
(a) Capital	1.06	0.16
(b) Recurring	5.52	3.92
Total	6.58	4.08
Total R&D expenditure as a percentage of total sales turnover	0.20	0.21

**C. Foreign Exchange Earnings and Outgo:**

The Chemicals Division's exports were ₹895 Crore in the current year as compared to ₹452 Crore in the previous year. The Company continues to export fatty alcohol, fatty acid and other chemicals to over 64 countries including U.S.A., Japan, South Korea, Mexico, Brazil, China, France, Russian Federation, South Africa, U.A.E., & other countries.

(₹ Crore)

Particulars	2021-22	2020-21
Foreign Exchange used	760.59	483.87
Foreign Exchange earned	824.34	430.36

## Annexure “G”

### Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Note: The information provided below is on standalone basis for Indian Listed entity.

#### 1. Ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the Financial Year 2021-22:

Sr. No.	Name of Director	Ratio
1	Mr. Nadir Godrej, Chairman & Managing Director	150:1
2	Ms. Tanya Dubash, Whole Time Director	132:1
3	Mr. Nitin Nabar, Whole Time Director	105:1

*Note: All the Independent Directors of the Company were paid Commission for the Financial Year 2021-22, in terms of the approval granted by the Shareholders of the Company.*

*Sitting fees have been paid to Non-Executive Directors for attending the Meetings of the Board of Directors and Committees thereof held during Financial Year 2021-22.*

#### 2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2021-22:

The percentage increase in the remuneration of Directors and Key Managerial Personnel(s) receiving remuneration during the Financial Year 2021-22 was as stated hereunder:

Name	Remuneration during FY 2020-21 (in ₹ )	Remuneration during FY 2021-22 (in ₹ )	% change in remuneration in FY 2021-22 Increase / (Decrease)
Mr. Nadir Godrej, Managing Director	7,28,96,685	7,90,94,557	8.50%
Ms. Tanya Dubash, Whole Time Director	6,96,47,700	7,94,92,121	14.13%
Mr. Nitin Nabar, Whole Time Director	4,79,01,898	9,37,63,967	95.74%
Mr. Clement Pinto, CFO	1,89,26,402	3,92,17,461	107.21%
Ms. Tejal Jariwala, CS	16,84,504	24,97,338	48.25%

3. The percentage increase in the median remuneration of employees in the Financial Year 2021-22 was reduced by 1.9%.
4. The number of permanent employees on the rolls of company as on March 31, 2022 was 1,069.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average increase in salary of Company's employees other than the managerial personnel was 15% in the last Financial Year. On the other hand, managerial remuneration increased by 32%. The total managerial remuneration comprises of remuneration of the Managing Director and Executive Directors. The remuneration to Managerial personnel is as approved by the Members under the provisions of Companies Act, 2013 and necessary approvals are being obtained, wherever necessary.

6. Remuneration paid to Directors, Key Managerial Personnel and other Employees during the Financial Year 2021-22 was as per the Nomination and Remuneration policy of the company.



**REPORT ON CORPORATE  
GOVERNANCE**

# Report on Corporate Governance

In accordance with the provisions of Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Directors of Godrej Industries Limited (“the Company”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year 2021-22.

## 1. THE COMPANY’S PHILOSOPHY

The Company is a part of the Godrej Group which has an established reputation of honesty, integrity and sound governance over the years. The Company is, therefore, committed to maintaining the highest standards of Corporate Governance in its conduct towards Shareholders, employees, regulators, customers, suppliers, lenders and other Stakeholders. The Company’s philosophy of corporate governance is to achieve business excellence by enhancing the long-term welfare of all its Stakeholders. The Company believes that corporate governance is about creating organisations that succeed in the marketplace with the right approach and values. This will enhance the value for all its Stakeholders.

## 2. BOARD OF DIRECTORS

### a) Board Structure

The Board of Directors is the apex body constituted by the Shareholders for overseeing the Company’s overall functioning. The Board provides and evaluates the Company’s strategic directions, management policies and their effectiveness, and ensures that Shareholders’ long-term interests are being served.

The Company has an optimal combination of Executive, Non-Executive and Independent Directors to maintain the independence of the Board from the management, which is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 (“the Act”) and Regulation 17 of the Listing Regulations. The Board of Directors of the Company comprised of 10 (Ten) Directors as on March 31, 2022, which includes the Chairman & Managing Director and 2 (Two) Whole-time Executive Directors. The remaining 7 (Seven) are Non-Executive Directors, of which 6 (Six) were Independent Directors. Since the Chairman of the Company, an Executive Director is a Promoter of the Company, more than half of the Board of Directors is comprised of Independent Directors. Below was the composition of the Board of Directors as on March 31, 2022:

Category	Name of Director	Director Identification Number (DIN)
<b>Chairman and Managing Director:</b>	Mr. Nadir Godrej	00066195
<b>Executive Directors:</b> Executive Director and Chief Brand Officer Executive Director and President (Chemicals)	Ms. Tanya Dubash Mr. Nitin Nabar	00026028 06521655
<b>Non-Executive Non-Independent Director:</b>	Mr. Jamshyd Godrej	00076250
<b>Non-Executive Independent Directors:</b>	Mr. Mathew Eipe Dr. Ganapati Yadav Ms. Monaz Noble Ms. Shweta Bhatia Mr. Sandeep Murthy Mr. Ajaykumar Vaghani	00027780 02235661 03086192 03164394 00591165 00186764



**Note:**

1. Mr. Adi Godrej, Non-Executive Director and Chairman retired as the Director of the Company with effect from September 30, 2021 and the Board has appointed Mr. Adi Godrej as the “Chairman Emeritus” of the Company, with effect from October 1, 2021.
2. Mr. Nadir Godrej, Managing Director has been appointed as the “Chairman & Managing Director” of the Board of Directors of the Company, with effect from October 1, 2021.
3. Mr. Kavas Petigara, Non-Executive Independent Director had resigned from the position of the Director of the Company with effect from April 1, 2021.
4. Mr. Ajaykumar Vaghani has been appointed as an “Additional Director (Non-Executive Independent Director)” of the Company with effect from June 23, 2021.
5. Mr. Vijay Crishna, Non-Executive Non-Independent Director, had resigned from the position of the Director of the Company with effect from November 8, 2021.
6. Mr. Pirojsha Godrej has been appointed as an Additional Director (Non-Executive, Non-Independent Director) of the Company with effect from April 1, 2022.

None of the Directors of the Company is:

- (a) a Director in more than 10 (ten) public limited companies - As per Section 165 of the Act;
- (b) an Independent Director in more than 7 (seven) listed companies OR 3 (three) listed companies (in case he / she serves as a Whole Time Director in any listed Company - As per Regulation 25 of the Listing Regulations;
- (c) a Member of more than 10 (ten) Committees and Chairman / Chairperson of more than 5 (five) Committees across all the Indian public limited companies in which he / she is a Director - As per Regulation 26 of the Listing Regulations.

***Inter se relationship amongst Directors***

As on March 31, 2022, no Director was related to any other Director on the Board in terms of the definition of “relative” given under the Act.

**b) Board meetings held and Directors’ attendance record**

The Board meets at least once in a quarter to consider among other businesses, quarterly performance of the Company and Financial Results. To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information is made available to the Board. The maximum time gap between any 2 (two) Meetings of the Board is not more than 120 (One Hundred and Twenty) days. The agenda of the Board is circulated in advance and contains all the relevant information. The Board periodically reviews compliance reports of all laws applicable to the Company. During the Financial Year 2021-22, 4 (Four) Board Meetings were held (i.e. on May 21, 2021, August 13, 2021, November 13, 2021 and February 11, 2022). The Board had accepted all the recommendations of the Committees of the Board of Directors during the Financial Year 2021-22.

The names and categories of the Directors on the Board, number of Board Meetings held during the Financial Year under review and their attendance at Board Meetings and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee positions held by them in other companies during the Financial Year ended March 31, 2022 are given hereunder:

Names of Director	Category	Board Meetings held/ attended during the year	Attendance at last AGM held on August 13, 2021	Directorships held in other public companies incorporated in India as at the year-end <sup>§</sup>	Number of Chairmanship/ Membership in Board Committees in other public companies as at the year-end <sup>@</sup>	
					Chairmanship	Membership
Mr. Adi Godrej <sup>§</sup>	Chairman Emeritus, Promoter	2/2	Yes	1(0)	-	-
Mr. Jamshyd Godrej	Non-Executive, Promoter	4/1	Yes	4(3)	-	-
Mr. Nadir Godrej <sup>†</sup>	Chairman & Managing Director, Promoter	4/4	Yes	7(4)	1	-
Mr. Vijay Krishna <sup>#</sup>	Non-Executive	2/0	No	0(0)	-	-
Mr. Mathew Eipe	Non-Executive, Independent	4/4	Yes	1(0)	-	-
Dr. Ganapati Yadav	Non-Executive, Independent	4/4	Yes	4(4)	-	3
Ms. Monaz Noble	Non-Executive, Independent	4/4	Yes	2(1)	1	1
Ms. Shweta Bhatia	Non-Executive, Independent	4/4	Yes	0(0)	-	-
Mr. Sandeep Murthy	Non-Executive, Independent	4/4	Yes	1(0)	-	-
Mr. Ajaykumar Vaghani <sup>#</sup>	Non-Executive, Independent	3/3	Yes	1(0)	-	-
Ms. Tanya Dubash	Whole-time	4/4	Yes	7(4)	-	1
Mr. Nitin Nabar	Whole-time	4/4	Yes	0(0)	-	-

**Notes:**

- <sup>§</sup> Alternate Directorships and Directorships in private companies, Section 8 companies, foreign companies are excluded.
- Figures in ( ) denote listed companies.
- <sup>@</sup> Represents Chairmanships / Memberships of Audit Committee and Stakeholders' Relationship Committee of Indian companies.
- Mr. Kavas Petigara resigned from the position of Independent Director of the Company with effect from close of business hours on April 1, 2021.
- <sup>#</sup> Mr. Ajaykumar Vaghani was appointed as Director of the Company with effect from June 23, 2021.
- <sup>‡</sup> Mr. Adi Godrej, Non-Executive Director and Chairman, retired from the Directorship of the Company with effect from close of business hours on September 30, 2021 and was appointed as "Chairman Emeritus" of the Company by the Board of Directors with effect from October 1, 2021.
- <sup>\*</sup> Mr. Nadir Godrej was appointed as "Chairman and Managing Director" of the Company with effect from October 1, 2021.
- <sup>#</sup> Mr. Vijay Krishna resigned from the Directorship of the Company with the effect from close of business hours on November 8, 2021.
- Mr. Nadir Godrej, Chairman and Managing Director and Mr. Nitin S. Nabar, Executive Director are not Independent Directors of any other listed Company and Ms. Tanya Dubash, Executive Director is an Independent Director of 2 (two) listed companies.

c) Details of Directors holding Directorship in other Listed Entities and the category of their Directorship as on March 31, 2022:

Name of Director	Name of Listed Entity where Directorship is held	Category of Directorship
Mr. Nadir Godrej	Godrej Consumer Products Limited	Non-Executive, Non Independent
	Godrej Properties Limited	Non-Executive, Non Independent
	Godrej Agrovet Limited	Non-Executive, Non Independent
	Astec LifeSciences Limited	Non-Executive, Non Independent
Mr. Jamshyd Godrej	Godrej Consumer Products Limited	Non-Executive, Non Independent
	Godrej Properties Limited	Non-Executive, Non Independent
	Godrej Agrovet Limited	Non-Executive, Non Independent
Dr. Ganapati Yadav	Aarti Industries Limited	Non-Executive, Independent
	Meghmani Organics Limited	Non-Executive, Independent
	Bhageria Industries Limited	Non-Executive, Independent
	Clean Science and Technology Limited	Non-Executive, Independent
Ms. Monaz Noble	Novartis India Limited	Non-Executive, Non Independent
Ms. Tanya Dubash	Godrej Consumer Products Limited	Non-Executive, Non Independent
	Godrej Agrovet Limited	Non-Executive, Non Independent
	Britannia Industries Limited	Non-Executive, Independent
	Escorts Kubota Limited	Non-Executive, Independent

Note: Mr. Mathew Eipe, Ms. Shweta Bhatia, Mr. Sandeep Murthy, Mr. Ajaykumar Vaghani and Mr. Nitin Nabar, Directors of the Company were not holding the position of Director in any other Listed Entity during the Financial Year 2021-22.

d) Chart / Matrix of Skills / Expertise / Competence of the Board of Directors in context to Company's business and sector:

We recognize the importance of having a Board comprising of Directors who have a range of experiences, capabilities and diverse points of view. This helps us create an effective and well-rounded Board. The capabilities and experiences sought in the Board of Directors of our Company are outlined as below:

Skills / Expertise / Competence
<b>Strategy &amp; Business</b> – Is or has been the Chief Executive Officer, Chief Operating Officer or held any other leadership position in an organization leading to significant experience in strategy or business management. Brings ability to identify and assess strategic opportunities and threats in the context of the business.
<b>Industry Expertise</b> – Expertise with respect to the sector the organization operates in. Has an understanding of the 'big picture' in the given industry and recognizes the development of industry segments, trends, emerging issues and opportunities.

<b>Market Expertise</b> – Expertise with respect to the geography the organization operates in. Understands the macro-economic environment, the nuances of the business, consumers and trade in the geography, and has the knowledge of the regulations & legislations of the market/(s) the business operates in.
<b>Technology &amp; Future Readiness Perspective</b> – Expertise with respect to business specific technologies such as in the field of R&D, Operations etc. Has experience and adds perspective on the future ready skills required by the organization such as Digital, Sustainability etc.
<b>People &amp; Talent Understanding</b> – Experience in human resource management such that they bring in a considered approach to the effective management of people in an organization.
<b>Governance, Finance &amp; Risk</b> – Has an understanding of the law and application of corporate governance principles in a commercial enterprise of similar scale. Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.
<b>Diversity of Perspective</b> – Provides a diversity of views to the board that is valuable to manage our customer, consumer, employee, key stakeholder or shareholders.

**Name of the Director possessing the skills / expertise / competence:**

Director Names / Skills	Strategy & Expertise	Industry Expertise	Market Expertise	Technology Perspective	People & Talent Understanding	Governance, Finance & Risk	Diversity of Perspective
Mr. Nadir Godrej	✓	✓	✓	✓		✓	
Mr. Jamshyd Godrej	✓		✓			✓	✓
Ms. Tanya Dubash	✓		✓			✓	✓
Mr. Nitin Nabar	✓	✓	✓		✓	✓	
Mr. Mathew Epie	✓	✓	✓		✓	✓	
Dr. Ganapati Yadav	✓	✓		✓		✓	✓
Ms. Monaz Noble	✓		✓			✓	✓
Ms. Shweta Bhatia	✓		✓			✓	✓
Mr. Sandeep Murthy	✓		✓			✓	✓
Mr. Ajay Kumar Veghani	✓		✓	✓	✓		✓

**e) Independent Directors**

A separate meeting of Independent Directors was held on February 11, 2022, which was attended by all the Independent Directors of the Company.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. The Board of Directors of the Company hereby confirms that in their opinion, all the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company.

All Independent Directors of the Company have been appointed as per the provisions of the Act. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website, viz. [www.godrejindustries.com](http://www.godrejindustries.com).

During the Financial Year 2021-22, Mr. Kavas Petigara (DIN: 00066162), Independent Director had tendered his resignation from the position of the “Non-Executive Independent Director” of the Company

with effect from April 1, 2021. The Company has received confirmation from Mr. Kavas Petigara that there are no material reasons for his resignation other than those mentioned in his resignation letter dated March 31, 2021. The necessary disclosures in this regard have been submitted to the Stock Exchanges and the same is also available on the Company's website, viz. [www.godrejindustries.com](http://www.godrejindustries.com).

### **Familiarisation Programmes for Independent Directors**

The Company has conducted the familiarisation program for Independent Directors during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatise them with the processes, businesses and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company, viz. [www.godrejindustries.com](http://www.godrejindustries.com).

### **f) Information supplied to the Board**

Among others matters, this includes:

- Annual operating plans and budgets, capital budgets, and any updates thereon.
- Quarterly results of the Company.
- Minutes of meetings of audit committee and other committees of the Board of Directors.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems.
- Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions.
- Significant development in the human resources and industrial relations front.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Non-compliance of any regulatory, statutory nature or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

### 3. COMMITTEES OF THE BOARD

#### (A) AUDIT COMMITTEE

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee of the Board of Directors, as on March 31, 2022, comprised of 5 (Five) Directors. The Committee was re-constituted with effect from April 1, 2021, as stated below. The details of composition of the Audit Committee and the details of Meetings attended by the Directors during the Financial Year under review was as under:

Names of the Directors	Category	No. of Meetings attended
Mr. Mathew Eipe, Chairman@	Non-Executive, Independent	4
Ms. Monaz Noble, Member		4
Dr. Ganapati Yadav, Member#		4
Mr. Sandeep Murthy, Member#		4
Mr. Nitin Nabar, Member	Executive	4

@ Mr. Kavas Petigara resigned from the Directorship of the Company w.e.f April 1, 2021 and in his place Mr. Mathew Eipe was appointed as the Chairman of the Audit Committee w.e.f April 1, 2021.

# Dr. Ganapati Yadav and Mr. Sandeep Murthy were inducted as the Members of the Audit Committee w.e.f April 1, 2021.

All the Members of the Audit Committee possess the requisite qualification for appointment as Members on the Committee and also possess sound knowledge of finance, accounting practices and internal controls.

The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its Meetings. The representatives of the Statutory Auditors and Internal Auditors are invited to attend the Audit Committee Meetings. They have attended all the Meetings during the Financial Year and have shared their observations to the Audit Committee.

Ms. Tejal Jariwala, Company Secretary & Compliance Officer acts as the Secretary for the Audit Committee Meetings.

There were 4 (Four) Audit Committee Meetings held during the Financial Year 2021-22 (i.e. on May 21, 2021, August 13, 2021, November 13, 2021 and February 11, 2022) and the gap between 2 (two) Meetings did not exceed 120 (One Hundred and Twenty) days. The necessary quorum was present for all the Meetings.

In terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Audit and Auditors) Rules, 2014, the Company has maintained cost records in its books of accounts for the Financial Year 2021-22. The Cost Audit Report issued by the Cost Auditor of the Company is placed for review to the Audit Committee and the same is recommended to the Board of Directors for approval.

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

- a) 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;
- b) To recommend the appointment, remuneration and terms of appointment of Auditors of the Company as may be applicable;

- c) To approve payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- d) To review and monitor the Auditors' independence and performance, and effectiveness of audit process;
- e) To examine / review the financial statement and the Auditors' Report thereon with the Management, before submission to the board of directors for approval, with particular reference to:
  - i. 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;
  - ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing and other legal requirements relating to financial statements;
  - vi. disclosure of any related party transactions; and
  - vii. modified opinion(s) in the draft audit report
- f) Reviewing, with the Management, the quarterly financial statements before submission to the Board of Directors for approval;
- g) To grant approval for or any subsequent modification of transactions of the Company with related parties;
- h) To scrutinize inter-corporate loans and investments;
- i) To consider valuation of undertakings or assets of the Company, wherever it is necessary;
- j) To evaluate internal financial controls and risk management systems;
- k) 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 of Directors to take up steps in this matter;
- l) To monitor the end use of funds raised through public offers and related matters;
- m) Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- n) Reviewing the adequacy of internal audit function, 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;
- o) Discussion with Internal Auditors of any significant findings and follow up there on;
- p) 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 of Directors;
- q) 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;

- r) 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;
- s) To review the functioning of the whistle blower mechanism;
- t) To approve of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- u) To investigate into any above matter or referred to it by the Board of Directors and for this purpose, it to have full access to information contained in the records of the Company and external professional advice, if necessary;
- v) To mandatorily review the following information:
  - Management Discussion and Analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
  - Internal Audit Reports relating to internal control weaknesses;
  - Review of the appointment, removal and terms of remuneration of the Chief Internal Auditor;
  - Statements of deviations:
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and
    - (b) annual statement of funds utilized for purposes other than those stated in the document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.
- w) To perform such other functions and duties as may be required to be performed by the Audit Committee under the applicable provisions of the Companies Act and/or the Rules made thereunder and/or the Listing Regulations, including any amendment(s) thereto as may be made from time to time.

## (B) NOMINATION AND REMUNERATION COMMITTEE

In terms of Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee, as on March 31, 2022, comprised of 4 (Four) Directors. The Committee was re-constituted with effect from April 1, 2021, as stated below. The details of composition of the Nomination and Remuneration Committee and the details of Meetings attended by the Directors during the Financial Year under review was as under:

Names of the Directors	Category of Directors	No. of Meetings attended
Mr. Mathew Eipe, Chairman@	Non-Executive, Independent	2
Ms. Monaz Noble, Member		2
Ms. Shweta Bhatia, Member#		2
Mr. Sandeep Murthy, Member #		2

@Mr. Kavas Petigara resigned from the Directorship of the Company w.e.f April 1, 2021 and in his place Mr. Mathew Eipe was appointed as the Chairman of the Nomination and Remuneration Committee w.e.f April 1, 2021.

# Ms. Shweta Bhatia and Mr. Sandeep Murthy were inducted as the Members of the Nomination and Remuneration Committee w.e.f April 1, 2021.



This Committee looks at all matters pertaining to the appointment and remuneration of the Managing Director, Executive Directors, Key Managerial Personnel and Senior Management Personnel and administration of the Employee Stock Option Scheme of the Company, i.e. Godrej Industries Limited-Employee Stock Grant Scheme, 2011 (ESGS 2011).

Ms. Tejal Jariwala, Company Secretary & Compliance Officer acts as the Secretary for the Nomination and Remuneration Committee Meetings.

There were 2 (Two) Nomination and Remuneration Committee Meetings held during the Financial Year 2021-22 (i.e. on May 21, 2021 and August 13, 2021). The necessary quorum was present at the Meetings.

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

- a) For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description.  
For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates
- b) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- c) To identify persons who are qualified to become directors and persons who may be appointed in Senior Management Position including Key Managerial Personnel in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- d) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- e) To recommend to the Board of Directors, qualifications, appointment, remuneration and removal of directors, key managerial personnel and persons in senior management positions in accordance with the Nomination and Remuneration policy.
- f) To devise a policy on diversity of Board of Directors.
- g) To carry out performance evaluation of every Director in accordance with the Nomination and Remuneration policy.
- h) To consider grant of stock options to eligible Directors, to formulate detailed terms and conditions of Employee Stock Option Scheme (ESOS) and to administer and exercise superintendence over ESOS.
- i) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors.
- j) recommend to the board, all remuneration, in whatever form, payable to senior management.

The Committee is also responsible for recommending to the Board a policy relating to the appointment of the Directors, Key Managerial Personnel, Senior Management and their remuneration. In line with this requirement, the Board has adopted the 'Board Appointment Policy', 'Total Rewards Philosophy of Godrej Industries Limited' and the 'Nomination and Remuneration Policy'. These Policies outline the appointment criteria and qualifications, the term/tenure of the Directors on the Board of Godrej Industries Limited and the matters related to remuneration of the Directors, KMPs and Senior Management. The Nomination and Remuneration Policy has

been put up on the website of the Company, viz. [www.godrejindustries.com](http://www.godrejindustries.com).

Commission, in addition to the sitting fees, of an amount of ₹10,00,000/- (Rupees Ten Lakh Only) was paid to each Independent Director of the Company for the Financial Year 2021-22 in terms of the approval granted by the Shareholders of the Company.

Details of Sitting Fees and Commission paid to Non-Executive Directors during the Financial Year 2021-22:

Names of Directors	Sitting fees (Amount in ₹)	Commission
Mr. Adi Godrej <sup>®</sup>	6,00,000	Not Applicable
Mr. Jamshyd Godrej	1,00,000	Not Applicable
Mr. Mathew Eipe	21,00,000	10,00,000
Dr. Ganapati Yadav	11,00,000	10,00,000
Ms. Monaz Noble	10,00,000	10,00,000
Ms. Shweta Bhatia	9,00,000	10,00,000
Mr. Sandeep Murthy	10,00,000	10,00,000
Mr. Ajaykumar Vaghani*	3,00,000	7,72,603 <sup>§</sup>

<sup>®</sup> Retired w.e.f. September 30, 2021

\* Appointed w.e.f. June 23, 2021

<sup>§</sup> Computed on Pro-rata basis

#### Remuneration to Executive Directors

The remuneration of the Managing Director and Executive Directors is in consensus with the Company's size, industry practice and overall performance of the Company. The Nomination and Remuneration Committee submits its recommendation to the Board, which after considering the recommendation takes decision on the remuneration payable to the Managing Directors and Executive Directors (which also includes annual increments and performance bonus) in accordance with the provisions of the Companies Act, 2013, subject to approval of the Members, wherever required.

The details of remuneration packages of the Executive Directors is given herein below:

Names of Directors	Designation	Salary and Allowances (₹)	Perquisites (₹)	Retirement Benefits (₹)	Total (₹)
Mr. Nadir Godrej	Chairman & Managing Director	7,11,83,109	44,65,398	34,46,050	<b>7,90,94,557</b>
Ms. Tanya Dubash	Executive Director & Chief Brand Officer	7,20,19,029	50,19,672	24,53,420	<b>7,94,92,121</b>
Mr. Nitin Nabar	Executive Director & President (Chemicals)	9,06,26,189	19,94,698	11,43,080	<b>9,37,63,967</b>

**Notes:**

The service contract of Mr. Nadir Godrej is for a period of 3 (three) years from April 1, 2020 upto March 31, 2023. The service contract of Ms. Tanya Dubash is for a period of 3 (three) years beginning from April 1, 2022 upto March 31, 2025. The service contract of Mr. Nitin Nabar is for a period of 2 (two) years and 1 (one) month beginning from April 1, 2022 upto April 30, 2024. The Agreements may be terminated by either party giving to the other party 3 (three) months' notice in writing. There is no separate provision for payment of severance fees.

**Directors with materially significant Related Party Transactions, pecuniary or business relationship with the Company**

Except for drawing remuneration by the Managing Director and the Executive Directors and payment of Sitting Fees & Commission to Non-Executive Directors, none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company. Attention of the Members is drawn to the disclosures of transactions with Related Parties as set out in Note No. 41 to the Standalone Financial Statement forming a part of the Annual Report.

In preparation of the Financial Statements, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements.

**Number of shares and convertible instruments held by Non-Executive Directors as on March 31, 2022 is given below:**

<b>Names of Non-Executive Directors</b>	<b>Equity Shares</b>	<b>Convertible Instruments</b>
Mr. Jamshyd Godrej*	3,14,29,854	Nil
Mr. Mathew Eipe	82,434	Nil
Dr. Ganapati Yadav	Nil	Nil
Ms. Monaz Noble	300	Nil
Mr. Ajaykumar Vaghani	Nil	Nil
Ms. Shweta Bhatia	Nil	Nil
Mr. Sandeep Murthy	Nil	Nil

\*The shareholding does not include shares held through Trusts.

**Stock Options to Directors**

The Company has not granted any Stock Options to any of its Promoter Directors / Independent Directors during the Financial Year 2021-22.

Mr. Nitin Nabar, Executive Director & President (Chemicals) was allotted 13,947 Equity Shares under Godrej Industries Limited- Employee Stock Grant Scheme, 2011 (ESGS 2011) during the Financial Year 2021-22.

## Performance Evaluation Criteria for Independent Directors

Performance evaluation of Directors is carried out through a structured questionnaire which was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In particular, an Independent Director shall be a person who shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his duties;
- iii. exercise his responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;
- vi. not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. refrain from any action that would lead to loss of his independence;
- viii. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

## (C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Regulation 20 of the Listing Regulations and Section 178 of the Act, the Stakeholders' Relationship Committee, as on March 31, 2022, comprised of 5 (Five) Directors. The details of composition of the Stakeholders' Relationship Committee and the details of Meetings attended by the Directors during the Financial Year under review was as under:

Names of the Directors	Category	No. of Meetings attended
Mr. Adi Godrej, Chairman <sup>@</sup>	Non-Executive	2
Mr. Nadir Godrej, Member	Executive	4
Ms. Tanya Dubash, Member		1
Mr. Nitin Nabar, Member		4
Mr. Mathew Eipe, Chairman <sup>@</sup>	Non-Executive, Independent	4
Ms. Shweta Bhatia, Member*		3

<sup>@</sup> Mr. Adi Godrej retired as Director of the Company w.e.f close of business hours on September 30, 2021 and Mr. Mathew Eipe was appointed as the Chairman of Stakeholders' Relationship Committee w.e.f October 1, 2021.  
\*Ms. Shweta Bhatia was appointed as the Member of the Stakeholders' Relationship Committee w.e.f. May 21, 2021.

The functioning and the terms of reference of the Committee are as prescribed and in due compliance with Regulation 20 read with Part D of Schedule II to the Listing Regulations and Section 178 of the Act, as applicable, and include reviewing existing investor redressal system, redressing Shareholder complaints like delay in transfer of shares, non-receipt of Annual Report,

non-receipt of dividend warrants, complaints from debenture holders etc. and suggesting improvements in investors' relations.

There were 4 (Four) Stakeholders' Relationship Committee Meetings held during the Financial Year 2021-22 (i.e. on May 21, 2021, August 13, 2021, November 13, 2021 and February 11, 2022). The necessary quorum was present for all the Meetings.

**Name and designation of Compliance Officer:**

Ms. Tejal Jariwala, Company Secretary is the Compliance Officer of the Company.

**Details of Shareholder's complaints received and disposed off during the Financial Year 2021-22:**

Complaints outstanding as on April 1, 2021	Nil
Complaints received during the year ended March 31, 2022	29
Complaints resolved during the year ended March 31, 2022	29
Complaints outstanding as on March 31, 2022	Nil

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

- To specifically look into various aspects of interest of shareholders, debenture holders and other security holders.
- Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review the measures taken for effective exercise of voting rights by shareholders.
- Review the adherence to the service standards adopted by the Company in respect of various services being rendered by its Registrar & Share Transfer Agent.
- Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Consider any other duties or obligations as may be referred to it by the Board of Directors.

**(D) RISK MANAGEMENT COMMITTEE**

In terms of Regulation 21 of the Listing Regulations, the Risk Management Committee, as on March 31, 2022, comprised of 5 (Five) Directors. The Committee was re-constituted with effect from February 11, 2022, as stated below. The details of composition of the Risk Management Committee and the details of Meetings attended by the Directors during the Financial Year under review was as under:

Names of Directors	Category	No. of Meetings attended
Mr. Nadir Godrej, Chairman	Executive	3
Ms. Tanya Dubash, Member <sup>#</sup>		1
Mr. Nitin Nabar, Member		3

<b>Names of Directors</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mr. Mathew Eipe, Member <sup>@</sup>	Non Executive, Independent	3
Dr. Ganapati Yadav, Member <sup>*</sup>		3
Mr. Clement Pinto, Member <sup>*</sup>	Chief Financial Officer	3

<sup>@</sup> Mr. Mathew Eipe was appointed as the Member of the Risk Management Committee w.e.f. April 1, 2021.

<sup>\*</sup> Dr. Ganapati Yadav and Mr. Clement Pinto have been appointed as Members of the Risk Management Committee w.e.f. May 21, 2021.

<sup>#</sup> Ms. Tanya Dubash has ceased to be Member of the Risk Management Committee w.e.f. February 11, 2022.

There were 3 (Three) Risk Management Committee Meetings held during the Financial Year 2021-22 (i.e. on August 13, 2021, November 13, 2021 and February 11, 2022) and the gap between 2 (two) meetings did not exceed 180 (One Hundred and Eighty) days. The necessary quorum was present for all the Meetings.

The Company's Risk Management Committee has the following role, duties, responsibilities and authority:

1. To formulate a detailed Risk Management Policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (Particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
7. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.
8. The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
9. This Committee shall be responsible to monitor and review the risk management plan of

the Company and the existing Forex Committee and the Business Risk Committee of the Company shall report to this Committee.

10. The Committee shall monitor and review the Risk Management Plan periodically.

11. Ensuring appropriate risk management systems and controls are in place and its evaluation and review including Risk assessment and risk minimisation procedures.

## (E) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In terms of Section 135 of the Act, the Corporate Social Responsibility Committee, as on March 31, 2022, comprised of 4 (Four) Directors. The Committee was re-constituted with effect from April 1, 2021, as stated below. The details of composition of the Corporate Social Responsibility Committee and the details of Meetings attended by the Directors during the Financial Year under review was as under:

Names of Directors	Category	No. of Meetings attended
Mr. Nadir Godrej, Chairman	Executive	1
Ms. Tanya Dubash, Member		NIL
Mr. Nitin Nabar, Member		1
Mr. Mathew Eipe, Member <sup>®</sup>	Non-Executive, Independent	1

<sup>®</sup> Mr. Kavas Petigara resigned from the Directorship of the Company w.e.f April 1, 2021 and Mr. Mathew Eipe was inducted as the Member of the CSR Committee w.e.f April 1, 2021.

The Corporate Social Responsibility Committee met once during the Financial Year 2021-22, on February 11, 2022.

Pursuant to the provisions of Section 135 of the Act, CSR Committee has been constituted by the Board of Directors. The Committee's prime responsibilities are as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII to the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause above;
- Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- To recommend the amount to be spent by the Company towards CSR activities
- To review the progress made at least once a year
- To formulate and recommend Annual Action Plan to the Board with shall include:
  - i. the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - ii. the manner of execution of such projects or programs;
  - iii. the modalities of utilization of funds and implementation schedules for the projects or programs;
  - iv. monitoring and reporting mechanism for the projects or programs; and
  - v. details of need and impact assessment, if any, for the projects undertaken by the company

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

#### 4. GENERAL BODY MEETINGS

##### (a) Details of last 3 (Three) Annual General Meetings (AGMs):

The date, time and venue of Annual General Meetings held during the preceding 3 (three) Financial Years and the Special Resolutions passed thereat were as follows:

Year	Venue	Date	Time	Special Resolutions passed
2018-19	Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079	August 13, 2019	4.00 P.M.	<ol style="list-style-type: none"> <li>1. Approval for waiver of excess managerial remuneration paid to Ms. Tanya Dubash as Whole-time Director for the Financial Year 2018-19;</li> <li>2. Approval for waiver of excess managerial remuneration paid to Mr. Nitin Nabar as Whole-time Director for the Financial Year 2018-19;</li> <li>3. Approval for re-appointment of Mr. Keki Elavia as the Independent Director of the Company;</li> <li>4. Approval for re-appointment of Mr. Kavas Petigara as the Independent Director of the Company.</li> </ol>
2019-20	Meeting was conducted through Video Conferencing / Other Audio Visual Means by availing services of Central Depository Services (India) Limited (“CDSL”)	August 13, 2020	3.00 P.M.	None
2020-21	Meeting was conducted through Video Conferencing / Other Audio Visual Means by availing services of Central Depository Services (India) Limited (“CDSL”)	August 13, 2021	3.30 P.M.	<ol style="list-style-type: none"> <li>1. Approval for re-appointment of and remuneration payable to Ms. Tanya Dubash as “Whole Time Director” of the Company for a period of 3 (three) years, w.e.f. April 1, 2022 to March 31, 2025;</li> <li>2. Approval for re-appointment of and remuneration payable to Mr. Nitin Nabar as “Whole Time Director” of the Company for a period of 2 (two) years and 1 (one) month, w.e.f. April 1, 2022 to April 30, 2024;</li> <li>3. Payment of Commission to Independent Directors of the Company.</li> </ol>

##### (b) Details of Special Resolutions passed at the Extraordinary General Meetings (EGM) during the Financial Year 2021-22:

No Extraordinary General Meeting was held during the Financial year 2021-22.

##### (c) Postal Ballot:

i) During the Financial Year 2021-22, 1 (One) Postal Ballot was conducted and the following resolutions were passed by requisite majority.



**Postal Ballot Notice dated February 11, 2022 and the date of passing of the Special Resolution was March 23, 2022:**

Resolution	Type of Resolution	Votes in favour of resolution		Votes against the resolution	
		No. of votes	% to total votes	No. of votes	% to total votes
Approval for further investment upto ₹2000 Crore (Rupees Two Thousand Crore Only) in Godrej Properties Limited	Special	307,317,989	99.99	43,928	0.01
Approval for further investment upto ₹500 Crore (Rupees Five Hundred Crore Only) in Godrej Agrovet Limited	Special	307,317,647	99.99	43,920	0.01

**(ii) Person who conducted the Postal Ballot exercise**

Mr. Kalidas Vanjpe, Practicing Company Secretary had conducted the Postal Ballot exercise for the Postal Ballot Notice dated February 11, 2022.

**(d) Procedure adopted for Postal Ballot:**

1 (One) Postal Ballot was conducted during the Financial Year 2021-22 and the following procedure was adopted by the Company:-

- (i) The Board of Directors, at its Meeting, approved the items to be passed through Postal Ballot and authorized one of the functional Directors and the Company Secretary to be responsible for the entire process of Postal Ballot.
- (ii) A professional such as a Chartered Accountant / Company Secretary, who was not in the employment of the Company, was appointed as the Scrutinizer for the postal ballot process.
- (iii) Notice of Postal Ballot, was sent to the Shareholders only through email. E-voting facility was also offered to eligible Shareholders to enable them to cast their votes electronically.
- (iv) An advertisement was published in a national newspaper and a vernacular newspaper about the dispatch of Postal Ballot Notice along with ballot papers.
- (v) The Scrutinizer gave his report to the Chairman.
- (vi) The Chairman announced the results of the Postal Ballot on receipt of the Scrutinizer's Report.
- (vii) The results were intimated to the Stock Exchange(s) and are also hosted on the Company's website, [www.godrejindustries.com](http://www.godrejindustries.com).

**(e) Whether any Special Resolution is proposed to be conducted through Postal Ballot:**

No Special Resolution is proposed to be conducted through Postal Ballot.

**5. DISCLOSURES**

**a) Related Party Transactions**

All transactions entered into with Related Parties as defined under the Act and the Listing Regulations during the Financial Year 2021-22 were in the ordinary course of business and on the basis of arm's length price. There were no material significant transactions with Related Parties during the Financial Year 2021-22 which were in conflict with the interest of the Company.

In preparation of the Financial Statements for the Financial Year 2021-22, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Act, read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements. Attention of the Shareholders is drawn to the disclosure of transactions with Related Parties as set out for the Financial Year 2021-22 in Note No. 41 of the Standalone Financial Statement, forming a part of the Annual Report.

None of the transactions with any of the Related Parties were in conflict with the Company's interest. All Related Party Transactions are on arm's length basis and are intended to further the Company's interests.

Your Company has formulated a Policy on materiality and dealing with Related Party Transactions which specify the manner of dealing with Related Party Transactions. This Policy has been put up on the website of the Company, viz. [www.godrejindustries.com](http://www.godrejindustries.com).

**b) Whistle Blower Policy / Vigil Mechanism**

Your Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal, unethical behavior and actual or suspected fraud or violations of Company's Code of Conduct. The Company has a Whistle Blower Policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to the Whistle Blowing Officer of the Company. No personnel / employee of the Company has been denied access to the Audit Committee of the Company. The confidentiality of the reported violations, if any, is maintained and the employees reporting violations are not subjected to any discriminatory practice. Vigil Mechanism / Whistle Blower Policy is posted on the website of your Company, viz., [www.godrejindustries.com](http://www.godrejindustries.com).

### **c) Anti Sexual Harassment Policy**

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and by the Godrej group. Your Company has formed an Internal Complaints Committee pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“the said Act”) - one for the Head Office, factories in Maharashtra and branches in India and the other for the factory at Valia, Gujarat. Ms. Shefali Kohli is the Presiding Officer for both the Committees. While the Act is applicable only to the women employees, our Company’s policy covers all employees. The Company has not received any complaints during the Financial Year 2021-22.

### **d) Details of Non-compliance on matters related to Capital Markets**

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets.

### **e) Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities**

Your Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The Company uses forward exchange contracts to hedge against its foreign currency exposures. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

Commodities form a major part of the raw materials required for Company’s Products portfolio and hence Commodity price risk is one of the important market risk for the Company. Your Company has a robust framework and governance mechanism in place to ensure that the organization is adequately protected from the market volatility in terms of price and availability.

In terms of the SEBI Circular dated November 15, 2018, please see below Annexure giving disclosures regarding commodity risks:

## Annexure

### 1. Risk Management Policy of the Company with respect to commodities including through hedging:

The Company has in place Risk Management Policy which takes into consideration total exposure, towards commodities, commodity risks faced by the entity, hedged exposures, etc. the Risk Management Policy of the Company is uploaded on the website of the Company, viz. [www.godrejindustries.com](http://www.godrejindustries.com).

### 2. Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

**A. Total exposure of the listed entity to commodities in INR: ₹ 863.73 Crores**

**B. Exposure of the listed entity to various commodities:**

Commodity Name	Exposure in INR towards the particular commodity (₹ in Crores)	Exposure in Quantity terms towards the particular commodity (MT)	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Derivatives of Palm Oil	-	-	-	-	-	-	-
Rapeseed Oil	41.59	6010	-	10.3%	-	-	10.3%

### C. Commodity risks faced by the listed entity during the year and how they have been managed.

The Company is exposed to commodity risks mainly due to price volatility in Palm oil derivatives and Rapeseed Oil. We enter into fixed price contracts with suppliers and in certain cases, enter into back to back sale contract with customers. We periodically review the open exposure of Raw material regularly. We also hedge the risk on commodities exchange.

In respect of Commodities which are imported at a contracted fixed price, there is a foreign exchange currency risk and the mitigation of the same is managed by the FOREX Committee of the Company. The Committee periodically meets and reviews the overall foreign exchange currency exposure and enters into forward contracts to hedge the currency risk. Details of hedged and unhedged positions for foreign currency exposures are available in the Notes to Financial Statement of the Annual Report.

#### **f) Code of Conduct**

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of your Company, viz., [www.godrejindustries.com](http://www.godrejindustries.com). The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the laid down Code of Conduct for the Financial Year ended March 31, 2022, is annexed to this Report on Corporate Governance.

#### **g) Disclosures by Management to the Board of Directors**

Your Company had received disclosures from all the Senior Management Personnel stating that none of them had any personal interest in any of the financial and commercial transactions entered into by the Company during the Financial Year 2021-22.

#### **h) Public, Rights and Other Issues / Utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations**

There were no Public, Rights and Other Issues during the Financial Year 2021-22 except allotment of 59,215 (Fifty Nine Thousand Two Hundred and Fifteen) Equity Shares to the Employees under Godrej Industries Limited- Employee Stock Grant Scheme, 2011 (ESGS 2011). Further, the Company had not raised any funds through Preferential Allotment or Qualified Institutions Placement in terms of the Listing Regulations.

#### **i) CEO and CFO Certification**

Mr. Nadir Godrej, Chairman and Managing Director and Mr. Clement Pinto, Chief Financial Officer, have issued the Certificate in accordance with Regulation 17(8) of the Listing Regulations with regard to Annual Financial Statements for the Financial Year ended March 31, 2022.

#### **j) Management Discussion and Analysis Report**

Management Discussion and Analysis Report forms a part of this Annual Report.

#### **k) Disclosure of Accounting Treatment in preparation of Financial Statements**

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.

### **6. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

As prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras 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 certificate issued by M/s. A. N. Ramani & Co., Practising Company Secretaries regarding compliance of conditions of corporate governance is annexed to this Report on Corporate Governance.

## 7. MEANS OF COMMUNICATION

All vital information relating to the Company and its performance, including quarterly results, official press releases and presentations made to institutional investors / analysts are posted on the website of the Company. The Company's website address is [www.godrejindustries.com](http://www.godrejindustries.com). The quarterly and annual results of the Company's performance are published in leading English dailies like Economic Times, Business Line, Financial Express etc. and regional language daily, Maharashtra Times. The quarterly results of the Company are also available on the websites of BSE Limited and National Stock Exchange of India Limited, viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The Company files the quarterly results, Corporate Governance report, Shareholding pattern etc. electronically with BSE Limited and National Stock Exchange of India Limited, through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS), respectively.

## 8. GENERAL SHAREHOLDER INFORMATION

### a) Registered Office:

Godrej Industries Limited  
(CIN: L24241MH1988PLC097781)  
Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East), Mumbai – 400079, Maharashtra.  
Tel: 022-25188010, Fax:022-25188066

### b) Annual General Meeting to be held via video conferencing:

Date : Friday, August 12, 2022  
Time : 3.00 p.m. (IST)  
Deemed Venue : Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai – 400079, Maharashtra.

### c) Financial Year :

Financial Year : April 1, 2021 to March 31, 2022

For the Financial Year ended March 31, 2022, results were announced on:

- August 13, 2021 : First quarter
- November 13, 2021 : Half year
- February 11, 2022 : Third quarter
- May 27, 2022 : Annual

### d) Book Closure Dates:

The Book Closure dates as fixed by the Board of Directors are from Friday, August 5, 2022 to Friday, August 12, 2022 (both days inclusive).

**e) Listing information:**

**EQUITY SHARES:**

The Company's Equity Shares are listed on the following Stock Exchanges:

<b>Name of Stock Exchange and address</b>	<b>Stock Code</b>	<b>ISIN</b>
BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	500164	INE233A01035
National Stock Exchange of India Limited (NSE) 'Exchange Plaza', Bandra-Kurla Complex, Bandra (E), Mumbai 400 051.	GODREJIND	

**NON CONVERTIBLE DEBENTURES:**

The Company's privately placed Non-Convertible Debentures of ₹3,000 Crore (in four tranches of ₹750 Crore each) as on March 31, 2022 are listed on the Debt Segment of National Stock Exchange of India Limited (NSE) as below:

<b>ISIN</b>	<b>Principal Amount (₹ in Crore)</b>	<b>Yield to Maturity / Coupon Rate (%)</b>	<b>Date of issue</b>	<b>Date of Maturity</b>
INE233A08022	750	6.24%	July 16, 2020	July 14, 2023
INE233A08030	750	6.43%	October 28, 2020	April 26, 2024
INE233A08048	750	6.92%	May 14, 2021	May 14, 2025
INE233A08055	750	7.58%	September 28, 2021	September 28, 2028

**Payment of Depository Fees:**

Annual Custody / Issuer fee for the Financial Year 2022-23 has been paid by the Company to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**Payment of Listing Fees:**

The Company has paid the requisite Annual Listing Fees to BSE and NSE for Financial Year 2022-23. The securities have not been suspended from trading.

The Company has also paid Annual Listing Fees for Debt Securities to NSE for Financial Year 2022-23.

**f) Market Information**

Market Price Data: High, Low during each month and trading volumes of the Company's Equity Shares during the last financial year at BSE and NSE are given below:

Stock Exchange	BSE			NSE		
	HIGH (₹)	LOW (₹)	VOLUME (No. of shares)	HIGH (₹)	LOW (₹)	VOLUME (No. of Shares)
April 2021	555.85	500.45	2,23,617	549.00	501.00	19,94,792
May 2021	610.60	496.00	12,97,857	611.55	491.55	1,43,53,806
June 2021	674.35	520.40	1,59,04,320	597.00	520.35	79,71,227
July 2021	585.00	535.90	2,83,111	585.25	534.00	50,34,190
Aug 2021	617.05	539.00	6,46,671	617.65	540.85	1,32,11,490
Sept 2021	600.00	539.75	4,27,812	600.80	537.20	84,49,488
Oct 2021	592.25	555.10	2,44,556	594.65	555.05	39,57,306
Nov 2021	653.00	541.95	4,41,515	652.00	541.10	79,78,494
Dec 2021	655.30	563.00	2,12,766	655.45	563.00	43,55,382
Jan 2022	661.55	597.00	2,13,153	662.00	594.30	38,98,914
Feb 2022	623.55	475.00	2,40,244	623.00	475.00	28,44,691
Mar 2022	524.80	450.00	2,36,374	519.95	451.20	40,21,857

The Company's share performance compared to the BSE Sensex for FY 2021-22

Godrej Industries Share Performance compared to the BSE Sensex for F.Y. 2021-22





g) Distribution of shareholding:

Number of shares	Number of shareholders	Shareholders (%)	Number of shares held	Shareholding (%)
1 – 500	88,248	92.79%	70,90,472	2.11%
501 – 1000	3,741	3.93%	27,71,425	0.82%
1001 – 2000	1,581	1.66%	22,48,883	0.67%
2001 – 3000	522	0.55%	12,70,238	0.38%
3001 – 4000	257	0.27%	8,85,608	0.26%
4001 – 5000	141	0.15%	6,37,473	0.19%
5001 - 10000	282	0.30%	19,59,542	0.58%
10001 & above	330	0.35%	31,97,20,672	94.99%
<b>Total</b>	<b>95,102</b>	<b>100.00%</b>	<b>33,65,84,313</b>	<b>100.00%</b>

Distribution of shareholding by ownership as on March 31, 2022 was as under:

Category (as being reported to Stock Exchange)	No. of Equity Shares	Percentage of shareholding (%)
<b>PROMOTER'S HOLDING</b>		
Promoters		
-Indian Promoters	22,61,26,774	67.18
-Foreign Promoters	13	0.00
Persons acting in Concert	0	0.00
<b>Sub-Total</b>	<b>22,61,26,787</b>	<b>67.18</b>
<b>NON-PROMOTER'S HOLDING</b>		
<b>Institutional Investors</b>		
Mutual Funds & UTI	84,79,844	2.52
Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions /Non-Government Institutions)	24,98,367	0.74
Foreign Portfolio Investors/Foreign Institutional Investors	3,03,07,041	9.00
<b>Sub-Total</b>	<b>4,12,85,252</b>	<b>12.27</b>
<b>Others</b>		
Private Corporate Bodies	27,76,563	0.82
Indian Public	2,00,35,732	5.95
NRIs/OCBs	12,34,823	0.37
Trust	4,50,14,972	13.37
Director or Director's Relative	1,10,184	0.03
<b>Sub-Total</b>	<b>6,91,72,274</b>	<b>20.55</b>
<b>Total</b>	<b>33,65,84,313</b>	<b>100</b>

#### h) Shares held in physical and dematerialised form:

As on March 31, 2022, 99.90% of the Company's Equity Shares were held in dematerialized form and the remaining 0.10 % in physical form. The break up is listed below:

Mode	No. of Equity Shares	Percentage (%)
Demat Shares with NSDL	32,00,12,212	95.08
Demat Shares with CDSL	1,62,33,697	4.82
Physical Shares	3,38,404	0.10
<b>Total</b>	<b>33,65,84,313</b>	<b>100.00</b>

#### i) Liquidity:

Higher trading activity was witnessed on NSE. Relevant data for the daily turnover on Stock Exchange(s) for the Financial Year 2021-22 is given below:

Particulars	BSE	NSE	Total
Shares (nos.)	2,03,71,996	7,80,71,637	9,84,43,633
Value (in ₹)	11,67,97,59,894	44,77,20,72,879.95	56,45,18,32,773.95

[Source: This information is compiled from the data available from the websites of BSE and NSE]

#### j) Corporate benefits to Investors:

Details of Dividend declared by your Company for the last 5 (five) years is as under:

Financial Year	Date of Dividend Declaration	Dividend Per Share (in ₹)
2016-17	11.08.2017	1.75
2017-18	13.08.2018	1.75
2018-19	13.08.2019	1.15
2019-20	-	Nil
2020-21	-	Nil

#### k) Reconciliation of Share Capital Audit Report:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every Quarter and Report thereon is submitted to the Stock Exchange(s) where the Company's shares are listed. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and the total number of shares in physical form.

#### l) Outstanding GDRs/ADRs/Warrants/Convertible instruments and their impact on equity:

The Company does not have any outstanding GDRs / ADRs / warrants / convertible instruments.

#### m) Debenture Trustee:

Pursuant to Regulation 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the name and contact details of the Debenture Trustee for the privately placed NCDs are given below:

**Catalyst Trusteeship Limited**

Windsor, 6<sup>th</sup> Floor, Office No.604, C.S.T. Road, Kalina,Santacruz (East), Mumbai - 400098

Tel.: 022-49220555

E-Mail: [ComplianceCTL-Mumbai@ctltrustee.com](mailto:ComplianceCTL-Mumbai@ctltrustee.com), Website: [www.catalysttrustee.com](http://www.catalysttrustee.com)

**n) Registrar and Share Transfer Agents:**

**Investor correspondence should be addressed to:**

**For Equity Shares:-****Computech Sharecap Limited**

147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai - 400 001.

Tel: 022-22635000 / 22635001; Fax: 022-22635001

Email: [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in)

**For Non- Convertible Debentures (NCDs):-****Bigshare Services Private Limited**

Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India

Phone: 022-62638200

E-Mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com), Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**o) Share Transfer system/Other investor requests:**

As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from April 1, 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The Company obtains from a Company Secretary in Practice, a Yearly Certificate to the effect that issuance of all certificates have been effected within 30 (thirty) days of the date of lodgement of the transfer, sub-division, consolidation and renewal, as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges where the Company's shares are listed.

Pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

**p) Plant locations:**

Location	Address
Ambernath	Plot No.73, Additional Ambernath Industrial Area, Village Jambivali, Taluka Ambernath, District Thane, Maharashtra - 421 506.
Valia	Burjorjinagar, Plot No. 3, Village Kanerao, Taluka - Valia, District Bharuch, Gujarat - 393 135.
Wadala	L. M. Nadkarni Marg, Near M.P.T. Hospital, Wadala (East), Mumbai - 400 037.
Dombivali	Plot No: W-61, MIDC Phase II, Sagaon, Sonarpada, Dombivali – East Thane, Maharashtra - 421204.

**q) Address for Correspondence:**

**Mr. Clement Pinto**

**Chief Financial Officer**

Godrej One, Pirojshanagar, Eastern Express Highway,

Vikhroli (East), Mumbai – 400 079, Maharashtra

Phone: 022 – 2518 8010, Fax: 022 – 2518 8066

Email id: [cg.pinto@godrejinds.com](mailto:cg.pinto@godrejinds.com), Website: [www.godrejindustries.com](http://www.godrejindustries.com)

**Ms. Tejal Jariwala**

**Company Secretary & Compliance Officer**

Godrej One, Pirojshanagar, Eastern Express Highway,

Vikhroli (East), Mumbai – 400 079, Maharashtra

Phone: 022 – 2518 8010, Fax: 022 - 2518 8066

Email id: [tejal.jariwala@godrejinds.com](mailto:tejal.jariwala@godrejinds.com), Website: [www.godrejindustries.com](http://www.godrejindustries.com)

**Investor Correspondence should be addressed to:**

**Computech Sharecap Limited**

147, M.G. Road, Opp. Jehangir Art Gallery, Fort, Mumbai 400 001.

Tel: 022-22635000 / 22635001; Fax: 022-22635001

Email: [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in)

**Exclusive E-Mail ID for Investors / Shareholders**

Your Company has designated an e-mail id to enable the Shareholders and Investors to correspond with the Company. The e-mail id is [investor@godrejinds.com](mailto:investor@godrejinds.com).

**r) SEBI Complaints Redress System (SCORES):**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are as stated under:

1. Centralised database of all complaints;
2. Online upload of Action Taken Reports (ATRs) by concerned companies; and
3. Online viewing by investors of actions taken on the complaint and its current status.

**s) Material Subsidiary Companies:**

Your Company does not have material non-listed Subsidiary Company whose turnover or net worth (i.e. Paid-up capital and free reserves) exceeds 10% (ten per cent) of the consolidated turnover or net worth respectively of the Company and its subsidiary in the immediate preceding accounting year. The Audited Annual Financial Statements of Subsidiary Companies are tabled at the Board Meetings. Copies of the Minutes of the Board Meetings of unlisted Subsidiary Companies are individually given to all the Directors and are tabled at the subsequent Board Meetings. Your Company has formulated a Policy for determining the Material Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has been put up on the website of the Company, viz., [www.godrejindustries.com](http://www.godrejindustries.com). Your Company has 2 (two) Material Listed Subsidiaries as on March 31, 2022, viz. Godrej Properties Limited and Godrej Agrovet Limited.

**t) Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:**

The Company has complied with all the requirements in this regard, to the extent applicable.

**u) Disclosures of compliance with Corporate Governance requirements specified in Regulation 16 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:**

The Board of Directors periodically reviews the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. The Company has submitted quarterly compliance reports on Corporate Governance with Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

Corporate Governance Report for the whole of Financial Year is given in table below:

**I. Disclosure on website in terms of Listing Regulations:**

<b>Particulars</b>	<b>Compliance status (Yes / No / Not Applicable)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable
New name and the old name of the listed entity	Not Applicable
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	Yes

## II. Annual Affirmations:

Particulars	Regulation Number	Compliance status (Yes/ No / Not Applicable)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2) & (2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2)& (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes

Particulars	Regulation Number	Compliance status (Yes / No / Not Applicable)
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) &(5)	Yes

**v) Transfer of Unpaid / Unclaimed amounts of Dividend to Investor Education and Protection Fund:**

During the year under review, in terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, below amounts were transferred during the Financial Year 2021-22 to the Investor Education and Protection Fund (IEPF):

Sr. No.	Particulars	Amount in ₹
1	Unpaid / Unclaimed Dividend of FY 2013-14	7,35,071
2	Unpaid / Unclaimed Fractional Amount of Bonus Issue of Shares of FY 2014-15	99,976
3	Unpaid / Unclaimed Fractional Amount of Swap of Shares of FY 2014-15	2,15,413
	<b>Total</b>	<b>10,50,460</b>

Further, Equity Shares in respect of whom dividend will remain unclaimed progressively for 7 (seven) consecutive years, will be reviewed for transfer to the IEPF as required by law. The Company will transfer the said Equity Shares, if any, after sending an intimation of such proposed transfer in advance to the concerned Shareholders, as well as, publish a public notice in this regard. Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 13, 2021 (date of last Annual General Meeting) on the Company's website, viz., [www.godrejindustries.com](http://www.godrejindustries.com) and on the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).

**w) Details of compliance with Non-Mandatory requirements:**

The status of compliance with non-mandatory recommendations of the Listing Regulations:

- (a) **Shareholders' Rights:** As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the Shareholders.
- (b) **Audit Qualifications:** The Company's financial statements for Financial Year 2021-22 do not contain any audit qualification.

(c) **Reporting of Internal Auditor:** The Internal Auditors give their quarterly report to the Audit Committee and the same is taken for review at the time of the Meetings of the Audit Committee.

**x) Credit Ratings:**

The details of Credit Ratings held by the Company as on March 31, 2022 are as under:

**Ratings from ICRA:**

Instrument	Amount (₹ in Crore)	ICRA Rating
Long Term Loans	1,200	[ICRA] AA (stable)
Long Term Fund Based Limits	90	[ICRA] AA (stable)
Long Term Non-Fund Based Limits	50	[ICRA] AA (stable)
Short Term Loans	200	[ICRA] A1+
Short Term Non-Fund Based Limits	600	[ICRA] A1+
Commercial Paper Programme	2,000	[ICRA] A1+
Non-Convertible Debenture	3,000	[ICRA] AA (stable)

**Ratings from CRISIL:**

Instrument	Amount in (₹ in Crore)	CRISIL Rating
Commercial Paper Programme	2,000	CRISIL A1+
Non-Convertible Debenture	3,000	CRISIL AA/stable

There have been no revisions / changes in the Credit Ratings held by the Company during the Financial Year 2021-22.

**y) Certificate regarding no-disqualification of Directors:**

A certificate from M/s. A. N. Ramani & Co., Practicing Company Secretaries has been obtained stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.

**z) Fees paid to Statutory Auditors:**

Total fees of ₹4.34 Crore (Rupees Four Crore Thirty Four Lakh) for the Financial Year 2021-22, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.



**DECLARATION BY MANAGING DIRECTOR WITH RESPECT TO COMPLIANCE  
WITH CODE OF CONDUCT OF THE COMPANY**

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As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said regulations, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2022.

**For Godrej Industries Limited**

**Nadir Godrej**  
Chairman and Managing Director

**Date: April 11, 2022**  
**Place: Mumbai**

## **CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE WITH CORPORATE GOVERNANCE**

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To,  
The Members,  
**Godrej Industries Limited**

We have examined the compliance of conditions of corporate governance by Godrej Industries Limited (“the Company”) for the Financial Year ended on March 31, 2022, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

### **Management Responsibility**

The Compliance of conditions of Corporate Governance is the responsibility of the Company’s Management, including the preparation and maintenance of all relevant supporting records and documents.

### **PCS’ Responsibility**

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations as applicable during the Financial Year ended March 31, 2022.

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

### **Restriction on use**

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For M/s. A. N. Ramani & Co.,**  
**Company Secretaries**  
**UNIQUE CODE - P2003MH000900**

**Bhavana Shewakramani**  
**Partner**  
**FCS – 8636, COP – 9577**  
**UDIN: F008636D000405703**

**Date: May 27, 2022**  
**Place: Thane**

## 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  
**Godrej Industries Limited**  
Godrej One, Pirojshanagar,  
Eastern Express Highway, Vikhroli East,  
Mumbai - 400079

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Godrej Industries Limited having CIN - L24241MH1988PLC097781 and having registered office at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Nadir Godrej	00066195	March 7, 1988
2	Mr. Jamshyd Godrej	00076250	March 7, 1988
3	Mr. Mathew Eipe	00027780	May 13, 2019
4	Dr. Ganapati Yadav	02235661	May 13, 2019
5	Ms. Monaz Noble	03086192	May 1, 2020
6	Ms. Shweta Bhatia	03164394	October 28, 2020
7	Mr. Sandeep Murthy	00591165	March 1, 2021
8	Mr. Ajaykumar Vaghani	00186764	June 23, 2021
9	Ms. Tanya Dubash	00026028	August 1, 1996
10	Mr. Nitin Nabar	06521655	May 1, 2013

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

**For M/s. A. N. Ramani & Co.,**  
**Company Secretaries**  
**UNIQUE CODE - P2003MH000900**

**Bhavana Shewakramani**  
**Partner**  
**FCS – 8636, COP – 9577**  
**UDIN: F008636D000405681**

**Date: May 27, 2022**  
**Place: Thane**



**CONSOLIDATED  
FINANCIAL STATEMENTS**

# Independent Auditors' Report

To the Members of Godrej Industries Limited

## Report on the Audit of the Consolidated financial statements

### Opinion

We have audited the consolidated financial statements of Godrej Industries Limited (hereinafter referred to as 'the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at March 31, 2022 and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate /consolidated financial statements of such subsidiaries, associates and joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and its joint ventures as at 31 March 2022, and of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associates and its joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the 'other matters' section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate/consolidated financial statements of components audited by them, 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.

# Independent Auditors' Report

## Key Audit Matters (Continued)

### Revenue Recognition

#### Revenue recognition from sale of goods (refer note 29 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>Revenue is recognized when the control of the products being sold has been transferred to the customer.</p> <p>We have identified recognition of revenue as a key audit matter as revenue is a key performance indicator. Also, there is a risk of revenue being fraudulently overstated through manipulation on the timing of transfer of control arising from pressure to achieve performance targets and meeting external expectations.</p> <p>Revenue is measured at the fair value of the consideration received or receivable, after deduction of estimated sales returns.</p> <p>Revenue recognition from sale of products for certain subsidiaries involves estimation and significant judgment for accounting of accruals for sales returns, mainly in the crop protection segment of one of the Holding Company's subsidiary.</p>	<p>Our audit procedures to assess revenue recognition from sale of goods included the following:</p> <ul style="list-style-type: none"> <li>• Assessing the group's compliance of the revenue recognition accounting policies by comparing with Ind AS 115 "Revenue from Contracts with Customers";</li> <li>• Testing the design, implementation and operating effectiveness of key manual application controls and general IT application controls and key IT application controls over the Company's/ Group's systems for revenue recognition, by involving our IT specialists;</li> <li>• Performing substantive testing (including period end cut-off testing) by selecting statistical samples of revenue transactions recorded for the year, and agreeing to the underlying documents, which included sales invoices/contracts and shipping documents, dispatch documents and proof of delivery, depending on the terms of contracts with customer;</li> <li>• Evaluating the design and testing the implementation and operating effectiveness of the internal controls over accrual for sales returns, in crop protection segment;</li> <li>• Checking completeness and accuracy of the data used by the Holding Company's subsidiary for accrual of sales returns in crop protection segment;</li> <li>• Examining historical trend of sales returns claims to assess the assumptions and judgements used in accrual of sales returns in crop protection segment. Comparing historically recorded accruals to the actual amount of sales returns;</li> <li>• Examining sample manual journal entries (using statistical sampling) posted to revenue and for sales returns to verify any unusual or irregular items;</li> <li>• Evaluating adequacy of disclosures given for revenue in consolidated financial statements.</li> </ul>

# Independent Auditors' Report

## Key Audit Matters (Continued)

### Revenue recognition from sale of residential and commercial units (refer notes 29 and 58A to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>Certain of the Holding Company's subsidiaries' most significant revenue streams involve sale of residential and commercial units.</p> <p>Revenue is recognised post transfer of control of residential and commercial units to customers for the amount / consideration which the subsidiaries expect to receive in exchange for those units. The trigger for revenue recognition is normally completion of the project or receipt of approvals on completion from relevant authorities or intimation to the customer of completion, post which the contract becomes non-cancellable. The subsidiaries record revenue, over time till the actual possession to the customers, or on actual possession to the customers, as determined by the terms of contract with customers.</p> <p>The risk for revenue being recognized in an incorrect period presents a key audit matter due to the financial significance and geographical spread of the subsidiaries' projects across different regions in India.</p>	<p>Our audit procedures on revenue recognition included the following:</p> <ul style="list-style-type: none"> <li>• Evaluating the design and implementation and tested operating effectiveness of key internal controls over revenue recognition.</li> <li>• Evaluating the accounting policies adopted by the subsidiaries for revenue recognition to check those are in line with the applicable accounting standards and their consistent application to the significant sales contracts.</li> <li>• Scrutinising the revenue journal entries raised throughout the reporting period and comparing details of a sample of these journals, which met certain risk-based criteria, with relevant underlying documentation.</li> <li>• Testing timeliness of revenue recognition by comparing individual sample sales transactions to underlying contracts.</li> <li>• Conducting site visits during the year for selected projects to understand the scope, nature and progress of the projects.</li> <li>• Considering the adequacy of the disclosures in the consolidated financial statements in respect of the judgments taken in recognising revenue for residential and commercial property units in accordance with Ind AS 115.</li> </ul>
<p><b>Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete</b></p> <p>Revenue recognition for certain subsidiaries involves significant estimates related to measurement of costs to complete for the projects. Revenue from projects is recorded based on the subsidiaries' assessment of the work completed, costs incurred and accrued and the estimate of the balance costs to complete.</p> <p>Considering the significant estimate involved in measurement of revenue, we have considered measurement of revenue as a key audit matter.</p>	<p><b>Revenue recognition prior to receipt of Occupancy Certificate/similar approval and intimation to the customer</b></p> <ul style="list-style-type: none"> <li>• Obtaining and understanding revenue recognition process including identification of performance obligations and determination of transfer of control of the asset underlying the performance obligation to the customer.</li> <li>• Evaluating revenue overstatement or understatement by assessing subsidiaries' key judgments in interpreting contractual terms. Determining the point in time at which the control is transferred by evaluating subsidiaries' in-house legal interpretations of the underlying agreements i.e. when contract becomes non-cancellable.</li> <li>• Identifying and testing operating effectiveness of key controls around approvals of contracts, milestone billing, intimation of possession letters / intimation of receipt of occupation certificate and controls over collection from customers.</li> </ul>

# Independent Auditors' Report

## Key Audit Matters (Continued)

### Revenue recognition from sale of residential and commercial units (Continued) (refer notes 29 and 58A to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> <li>• Testing sample sales of units for projects with the underlying contracts, completion status and proceeds received from customers.</li> <li>• Requesting confirmations, on a sample basis, from major customers for selected projects and reconciling them with revenue recognised. In case of non-receipt of confirmations, we have performed alternative procedures by comparing details with contracts, collection details and other underlying project related documentation.</li> </ul> <p><b>Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete</b></p> <ul style="list-style-type: none"> <li>• Identifying and testing operating effectiveness of key controls over recording of project costs.</li> <li>• Assessing the costs incurred and accrued to date on the balance sheet by examining underlying invoices and signed agreements on a sample basis. Assessing contract costs to check no costs of revenue nature are incorrectly recorded in the balance sheet.</li> <li>• Comparing, on a sample basis, revenue transactions recorded during the year with the underlying contracts, progress reports, invoices raised on customers and collections in bank accounts. Also, checked the related revenue had been recognised in accordance with the Group's revenue recognition policies.</li> <li>• Comparing the costs to complete workings with the budgeted costs and inquiring for variance.</li> <li>• Sighting subsidiaries' internal approvals, on sample basis, for changes in budgeted costs along with the rationale for the changes.</li> </ul>



# Independent Auditors' Report

## Key Audit Matters (Continued)

### Inventories

(refer note 10 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>Inventories held by certain of the Holding Company's subsidiaries comprising of finished goods and construction work in progress may be held for long periods of time before sale making it vulnerable to reduction in net realisable value (NRV). This could result in an overstatement of the value of inventory when the carrying value is higher than the NRV.</p> <p>Assessing NRV</p> <p>NRV is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale and estimated costs of completion (in case of construction work-in-progress). The inventory of finished goods and construction work-in-progress is not written down below cost when completed flats/ under-construction flats /properties are expected to be sold at or above cost.</p> <p>For NRV assessment, the estimated selling price is determined for a phase, sometimes comprising multiple units. The assessment and application of write-down of inventory to NRV are subject to significant judgement by the Group.</p> <p>As such inappropriate assumptions in these judgements can impact the assessment of the carrying value of inventories.</p> <p>Considering the Group's judgement associated with long dated estimation of future market and economic conditions and materiality in the context of total assets of the subsidiaries, we have considered assessment of NRV of inventory as a key audit matter.</p>	<p>Our audit procedures to assess the net realizable value (NRV) of inventories included the following:</p> <ul style="list-style-type: none"> <li>• Understanding from subsidiaries the basis of estimated selling price for the unsold units and units under construction.</li> <li>• Evaluating the design and testing operating effectiveness of controls over preparation and update of NRV workings by designated personnel. Testing controls related to Group's review of key estimates, including estimated future selling prices and costs of completion for property development projects.</li> <li>• Evaluating the subsidiaries' judgement with regards to application of write-down of inventory units by auditing the key estimates, data inputs and assumptions adopted in the valuations. Comparing expected future average selling prices with available market conditions such as price range available under industry reports published by reputed consultants and the sales budget plans maintained by the subsidiaries.</li> <li>• Comparing the estimated construction costs to complete each project with the subsidiaries' updated budgets. Re-computing the NRV, on a sample basis, to test inventory units are held at the lower of cost and NRV.</li> </ul>

### Deferred Tax Assets

(refer note 8 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p><b>Recognition and measurement of deferred tax assets</b></p> <p>Certain of the Holding Company's subsidiaries are required to reassess recognition of deferred tax asset at each reporting date. The subsidiaries have deferred tax assets in respect of brought forward losses and other temporary differences.</p> <p>The subsidiaries' deferred tax assets in respect of brought forward business losses are based on the projected profitability. This is determined on the basis of approved business plans demonstrating availability of sufficient taxable income to utilise such brought forward business loss.</p>	<p>Our audit procedures to assess recognition and measurement of deferred tax assets included:</p> <ul style="list-style-type: none"> <li>• Obtaining the approved business plans, projected profitability statements for the existing ongoing projects.</li> <li>• Evaluating the design and testing the operating effectiveness of controls over quarterly assessment of deferred tax balances and underlying data.</li> <li>• Evaluating the projections of future taxable profits. Testing the underlying data and assumptions used in the profitability projections and performing sensitivity analysis.</li> </ul>

## Independent Auditors' Report

### Deferred Tax Assets (Continued) (refer note 8 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>We have identified recognition of deferred tax assets as a key audit matter because of the related complexity and subjectivity of the assessment process. The assessment process is based on assumptions affected by expected future market or economic conditions.</p>	<ul style="list-style-type: none"> <li>• Checking other convincing evidence like definitive agreements for land / development rights and verifying the project plans in respect of new projects and review of contractual agreements with customers and estimates on unsold inventory for existing projects.</li> <li>• Assessing the recoverability of deferred tax assets by evaluating profitability, Group's forecasts and fiscal developments.</li> <li>• Assessing the adequacy of the disclosures in consolidated financial statements on deferred tax and assumptions used.</li> </ul>

### Recoverability of investments in joint ventures and an associate and loans/financial instruments to joint ventures (refer note 4b, 11 and 14 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p><b>Recoverability of investments in joint ventures and an associates</b></p> <p>Certain of the Holding Company's subsidiaries have investments in joint ventures and an associates which are carried at cost less impairment provision. The investments are assessed for impairment at each reporting date. The impairment assessment involves the use of estimates and judgements. The identification of impairment event and the determination of an impairment charge also require the application of significant judgement by the subsidiaries. The judgement, in particular, is with respect to the timing, quantity and estimation of projected cash flows of the real estate projects in these underlying entities.</p> <p>In view of the significance of these investments, we consider valuation / impairment of investments in joint ventures and an associate to be a key audit matter.</p> <p><b>Recoverability of loans/financial instruments to joint ventures</b></p> <p>The subsidiaries have given loans to joint ventures. These are assessed for recoverability at each period end.</p> <p>Due to the nature of the business in the real estate industry, the subsidiaries are exposed to heightened risk in respect of the recoverability of the loans granted to its joint ventures. In addition to nature of business, there is also significant judgment involved as to the recoverability of the working capital and project specific loans. This depends on property developments projects being completed over the time period specified in agreements.</p>	<p>Our audit procedures to assess recoverability of investments in joint ventures and an associates included the following:</p> <ul style="list-style-type: none"> <li>• Evaluating design and implementation and testing operating effectiveness of controls over the Group's process of impairment assessment and approval of forecasts.</li> <li>• Assessing the valuation methods used, financial position of the joint ventures and an associates to identify excess of their net assets over their carrying amount of investment by the subsidiaries and assessing profit history of those joint ventures and an associates.</li> <li>• For the investments where the carrying amount exceeded the net asset value, understanding from the subsidiaries regarding the basis and assumptions used for the projected profitability.</li> <li>• Verifying the inputs used in the projected profitability.</li> <li>• Testing the assumptions and understanding the forecasted cash flows of joint ventures and an associates based on our knowledge of the subsidiaries and the markets in which they operate.</li> <li>• Assessing the comparability of the forecasts with historical information.</li> <li>• Analysing the possible indications of impairment and understanding subsidiaries' assessment of those indications.</li> <li>• Considering the adequacy of disclosures in respect of the investment in joint ventures and an associate.</li> </ul>

## Independent Auditors' Report

### Recoverability of investments in joint ventures and an associates and loans/financial instruments to joint ventures (refer note 4b, 11 and 14 to the consolidated financial statements) (Continued)

The Key Audit Matter	How the matter was addressed in our audit
<p>We have identified measurement of loans to joint ventures as a key audit matter because recoverability assessment involves Group's significant judgement and estimate.</p>	<p>Our audit procedures to assess recoverability of loans to joint ventures included the following:</p> <ul style="list-style-type: none"> <li>• Evaluating the design and implementation and testing operating effectiveness of key internal controls placed around the impairment assessment process of the recoverability of the loans.</li> <li>• Assessing the net worth of joint ventures on the basis of latest available financial statements.</li> <li>• Assessing the controls for grant of new loans and sighting the Board approvals obtained. We have tested subsidiaries' assessment of the recoverability of the loans, which includes cash flow projections over the duration of the loans. These projections are based on underlying property development appraisals.</li> <li>• Tracing loans advanced / repaid during the year to bank statements.</li> <li>• Obtaining independent confirmations to assess completeness and existence of loans and advances given to joint ventures as on 31 March 2022.</li> </ul>

### Loss allowance on trade receivables - crop protection segment (refer note 5 and 12 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>One of the Holding Company's subsidiary which has trade receivables of crop protection segment consist of individual / small customers in different jurisdictions within India.</p> <p>Accordingly, there are significant large number of customers subject to different business risk, climate risk, political risk and interest rate risk. The balance of loss allowance for trade receivables of crop protection segment represents the Holding Company's subsidiary's best estimate at the balance sheet date of expected credit losses (ECL) under Ind AS 109.</p> <p>The subsidiary assesses the ECL allowance for these individual / small customers resulting from the possible defaults over the expected life of the receivables. ECL is assessed at each reporting date on collective basis using provision matrix.</p>	<p>Our audit procedures to assess the ECL on trade receivables of crop protection segment included the following:</p> <ul style="list-style-type: none"> <li>- Assessing the subsidiaries' accounting policy for ECL on trade receivables with applicable accounting standards;</li> <li>- Testing the design, implementation and operating effectiveness of key controls over measurement of ECL on trade receivables in crop protection segment. Evaluating the processes of credit control and collection of trade receivables;</li> <li>- Using our internal IT specialists to assess and obtain comfort over ageing report. Assessing the classification of trade receivables based on such ageing report generated from system;</li> <li>- Challenging the ECL estimates by examining the information used to form such estimates;</li> <li>- Checking completeness and accuracy of the data used by the Group for computation of assumptions used for computing ECL on trade receivables. Assessing assumptions such as the basis of segmentation of trade receivables, historical default rate and other related factors;</li> </ul>

## Independent Auditors' Report

### Loss allowance on trade receivables - crop protection segment (Continued) (refer note 5 and 12 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>The measurement of ECL involves significant judgements and assumptions, primarily including:</p> <ul style="list-style-type: none"> <li>• Loss rate in provision matrix depending on days past due;</li> <li>• credit risk of customers and</li> <li>• historical experience adjusted for future economic conditions.</li> </ul> <p>For measuring ECL, the subsidiary adopted provision matrix and applied significant estimates and judgements. In addition, the exposures of the trade receivables of crop protection segment and the ECL involve significant amounts. In view of this, we identified the assessment of ECL on trade receivables of crop protection segment as a key audit matter.</p>	<ul style="list-style-type: none"> <li>- Obtaining independent customers confirmations on the outstanding invoices on sample (using statistical sampling) basis. Verifying balance obtained from customer with balance in the books along with applicable reconciling items. Inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to closing trade receivable balances, when confirmations are not received;</li> <li>- Examining sample manual journal entries (using statistical sampling) for loss allowances to identify unusual or irregular items.</li> </ul>

### Impairment of financial assets (Expected Credit Loss) - Housing Finance business (refer note 5 and 12 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>One of the Holding Company's subsidiary has determined that the allowance for Expected Credit Loss (ECL) on loan assets has a high degree of estimation uncertainty, with a potential range of reasonable outcomes for the financial statements.</p> <p>Ind AS 109 requires the subsidiary to provide for impairment of its financial assets designated at amortised cost and fair value through other comprehensive income (including loan receivables and investments) using the expected credit loss (ECL) approach.</p> <p>ECL involves an estimation of probability-weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the subsidiary's financial assets.</p> <p>The key areas where the auditors of the subsidiary identified greater levels of judgement by the subsidiary and therefore increased levels of audit focus in the subsidiary's estimation of ECLs are:</p> <ul style="list-style-type: none"> <li>• In process for or estimation of ECL for the subsidiary, the entire portfolio has been segmented into various homogenous product segments.</li> <li>• The subsidiary's portfolio currently has neither a sufficiently long history nor adequate number of defaults to use own data for estimation of Probability of Default (PD). A Logistic Regression model developed on the data obtained from Experian for estimating the PD of applicant for a 24 months period, has been used for PD estimation.</li> </ul>	<p>The audit procedures by the auditors of the subsidiary to assess the ECL on housing loans included the following:</p> <ul style="list-style-type: none"> <li>• Examining the ECL methodology of the subsidiary, which has been reviewed by the Board of Directors, and confirming that adjustments to the output of the ECL model is consistent with the documented methodology.</li> <li>• Reading and assessing the subsidiaries accounting policies for impairment of financial assets and their compliance with Ind AS 109.</li> <li>• Testing the design and operating effectiveness of the internal financial controls relevant to the impairment loss allowance process, as detailed below: <ul style="list-style-type: none"> <li>- completeness and accuracy of the Exposure at Default ("EAD").</li> <li>- appropriateness of information used in the estimation of probability of default ("PD") and Loss given default ("LOD") for the different loan portfolio.</li> <li>- reconciling the total loans considered for ECL assessment with the books of accounts to ensure the completeness.</li> </ul> </li> <li>• Testing categorization of loan portfolio into different segments.</li> <li>• Testing the accuracy of information such as ratings and other related information used in estimating the PD;</li> </ul>

## Independent Auditors' Report

### Impairment of financial assets (Expected Credit Loss) - Housing Finance business (Continued) (refer note 5 and 12 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> <li>• Bureau data for product segment during the period January 2016 to October 2017 was considered for scorecard development. The lookalike population was arrived at by considering the ticket size, location, age and peer institution. Performance was monitored for the above selected accounts from account open date, giving an outcome period of 24 months for all customers. Appropriate adjustments based on bureau data has been carried out to align the PD models to the required ECL performance period.</li> <li>• The Loss Given Default (LGD) is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. The subsidiary's portfolio is at a nascent stage and has till date had no defaults. Given the nature of the business, nascency of business and restricted observation period, a Loss Given Default (LUD) Rate has been considered based on the industry trend.</li> <li>• In case of Exposure at Default (EAD), the principal outstanding for the accounts has been considered as EAD.</li> <li>• If required, definition of the above segments can change with business expansion, change in portfolio performance or economic cycle. Each segment is further split into delinquency buckets. For each such bucket, Probability of Default (PD), Loss Given Default (LGD) and EAD are estimated.</li> <li>• In addition to the output of the ECL models, macroeconomic overlays and adjustments are recognised by the subsidiary to align historic LGD estimates with the current collection and recovery practices.</li> </ul> <p>The subsidiary has considered certain overlay as part of its ECL, to reflect among other things an increased risk of deterioration in macro-economic factors. The overlay is based on various uncertain variables, which could result in actual credit loss being different than that being estimated.</p> <p>In view of such high degree of judgement involved in estimation of ECL, it is a key audit matter.</p>	<ul style="list-style-type: none"> <li>• Reviewing the JSON file obtained from Credit Rating Agency to re-compute the score as per the ECL Model provided by the subsidiary, on sample basis.</li> <li>• Performing inquiries with the subsidiary and its risk management function to assess basis for determining the PD and LGD rates.</li> <li>• Evaluating the methodology used to determine macroeconomic overlays.</li> <li>• Testing the arithmetical accuracy of computation of ECL provision performed by the subsidiaries in spreadsheets.</li> <li>• Assessing the disclosures included in the consolidated financial statements in respect of ECL to confirm compliance with Ind AS provisions.</li> </ul>

## Independent Auditors' Report

### Impairment of financial assets (Expected Credit Loss) - in respect of loan against property - Housing Finance business (refer note 5 and 12 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>One of the Holding Company's subsidiary has determined that the allowance for Expected Credit Loss (ECL) on loan and advances assets has a high degree of estimation uncertainty.</p> <p>Ind AS 109 'Financial Instruments' requires the subsidiary to provide for impairment of its financial assets using the ECL approach involving an estimation of probability of loss on the financial assets over their life, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the subsidiary's loans and advances.</p> <p>The key areas where the auditors of the subsidiary identified greater levels of judgement by the subsidiary and therefore increased levels of audit focus in the subsidiary's estimation of ECLs are;</p> <ul style="list-style-type: none"> <li>• Judgements about credit risk characteristics, taking into account class of borrowers, credit risk ratings, date of initial recognition, remaining term to maturity, time taken for recovery of stressed loans, industry scenario and other relevant factors for collective evaluation of impairment under various stages of ECL.</li> <li>• Loan staging criteria</li> <li>• Calculation of probability of default and loss given default.</li> <li>• Consideration of probability weighted scenarios and forward looking macro-economic factors</li> </ul> <p>The application of ECL model requires several data inputs. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. In view of such high degree of judgement involved in estimation of ECL, it is a key audit matter</p>	<p>The audit procedures by the auditors of the subsidiary to assess the ECL on loan against property included the following:</p> <ul style="list-style-type: none"> <li>• Evaluating appropriateness of the impairment principles used by the subsidiary based on the requirements of Ind AS 109, and business understanding.</li> <li>• assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge.</li> <li>• evaluating controls of the subsidiary over collation of relevant information used for determining estimates for overlays.</li> <li>• testing review controls over measurement of impairment allowances and disclosures in consolidated financial statements.</li> </ul>

### Information Technology ("IT") Systems and Controls – Housing Finance business

The Key Audit Matter	How the matter was addressed in our audit
<p>One of the Holding Company's subsidiary has a complex IT architecture to support its day-to-day business operations. Moderate volume of transactions is processed and recorded in multiple applications. The reliability and security of IT systems plays a key role in the business operations of the subsidiary. Since transactions are processed on daily basis in multiple applications hence IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner.</p>	<p>The Audit procedures by the auditors of the subsidiary with respect to this matter included the following:</p> <ul style="list-style-type: none"> <li>• Involving IT specialists as part of the audit for the purpose of testing the IT general controls and application controls (automated and semiautomated controls) to determine the accuracy of the information produced by the subsidiary's IT systems.</li> <li>• Obtaining an understanding of IT applications landscape implemented by the subsidiary, including an understanding of the process, mapping of applications and understanding financial risks posed by people-process and technology.</li> </ul>

## Independent Auditors' Report

### Information Technology ("IT") Systems and Controls – Housing Finance business (Continued)

The Key Audit Matter	How the matter was addressed in our audit
<p>Appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as required, completely, accurately and consistently for reliable financial reporting.</p> <p>The auditors of the subsidiary have identified 'IT systems and controls' as a key audit matter because of the high-level automation, significant number of systems being used by the subsidiary and the complexity of the IT architecture and its impact on the financial reporting system.</p>	<ul style="list-style-type: none"> <li>• Testing effectiveness of key controls over user access management, change management (including compliance of change release in production environment to the defined procedures), program development (including review of data migration activity), computer operations, including testing of key controls pertaining to, backup, batch processing (including interface testing), incident management and data centre security.</li> <li>• Also testing entity level controls pertaining to IT policy and procedure and business continuity plan assessment.</li> <li>• Testing the design and operating effectiveness of certain automated controls that were considered as key internal controls over the financial reporting system.</li> </ul>

### Impairment of Goodwill and intangible assets

(refer note 43 and 3c to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
<p>Certain of the Holding Company's subsidiaries' test goodwill and intangible assets with indefinite life for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired.</p> <p>The goodwill and intangible assets are attributable to cash generating units and are tested for impairment using a value in use model. The auditors of the subsidiary company and we consider the impairment evaluation of goodwill by management to involve significant estimates and judgement, due to the inherent uncertainty involved in forecasting and discounting future cash flows.</p> <p>The auditors of the subsidiary company and us accordingly consider the impairment evaluation of goodwill and intangible assets by these subsidiaries as a key audit matter.</p>	<p>The audit procedures by the auditors of the subsidiary/ us in respect of impairment of goodwill and intangible assets included the following:</p> <ul style="list-style-type: none"> <li>• Assessing the Group's accounting policy for impairment of goodwill and intangible assets with applicable accounting standards;</li> <li>• Testing the design, implementation and operating effectiveness of key controls placed around the impairment assessment process of goodwill and intangible assets;</li> <li>• Assessed the indicators of impairment of goodwill and intangible assets;</li> <li>• Testing the appropriateness of management's basis to identify relevant CGUs for which Goodwill and intangible assets are being tested;</li> <li>• Obtaining and assessing the valuation working prepared by the subsidiaries for its impairment assessment;</li> <li>• Involving our/subsidiary company auditors valuation specialists to assist in the evaluation of assumptions such as discount rate, growth rate etc. in estimating projections, cash flows and methodologies used by the Group;</li> <li>• Assessing the sensitivity of the outcome of impairment assessment to changes in key assumptions; and</li> <li>• Assessing the adequacy of disclosures in the consolidated financial statements in respect of goodwill and intangible assets in accordance with the accounting standards.</li> </ul>

# Independent Auditors' Report

## Other Information

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

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

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

## Management's and Board of Directors'/Designated Partner's Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit / loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint ventures, in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. The respective Management and Board of Directors of the companies/Designated Partners of limited liability partnerships included in the Group and the respective Management and Board of Directors/Designated Partners of its associates and joint ventures, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/limited liability partnership and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies / Designated Partners of the limited liability partnerships included in the Group and respective Management and Board of Directors/ Designated Partners of its associates and joint ventures are responsible for assessing the ability of each company / limited liability partnerships to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors / Designated Partners either intends to liquidate the company/ limited liability partnerships or to cease operations, or has no realistic alternative but to do so.

The respective management and Board of Directors of the companies/Designated Partners of the limited liability partnerships included in the Group and respective Management and Board of Directors/Designated Partners of its associates and joint ventures are responsible for overseeing the financial reporting process of each company/ limited liability partnerships.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



# Independent Auditors' Report

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our 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, its associates and its joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information/statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in sub-paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other matters

- a) We did not audit the financial statements/financial information of nine subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs. 2,808.95 crores as at 31 March 2022, total revenues (before consolidation adjustments) of Rs.766.11 crores and net cash inflows (before consolidation adjustments) of Rs 286.75 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit after tax (and other comprehensive income) of Rs. 39.95 crores for the year ended 31 March 2022, as considered in the consolidated financial statements, in respect of one joint venture whose financial statements have not been audited by us. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.
- b) The financial statements/financial information of one subsidiary, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs. 0.00 as at 31 March 2022, total revenue (before consolidation adjustments) of Rs. Nil and net cash outflows/(inflows) (before consolidation adjustments) of Rs Nil for the year ended on

# Independent Auditors' Report

## Other matters (Continued)

that date, as considered in the consolidated financial statements have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net loss after tax (and other comprehensive income) of ₹ 12.81 crores (before consolidation adjustments) for the year ended 31 March 2022, as considered in the consolidated financial statements, in respect of one associate and three joint ventures, whose financial statements/financial information have not been audited by us or by other auditors. These unaudited financial statements/financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, associate and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, associate and joint ventures is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

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/financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) 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.
2. (A) As required by Section 143 (3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries, associates and joint ventures as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
  - (a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - (c) the consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - (d) in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
  - (e) on the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies and its joint venture companies incorporated in India is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) with respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, its associate companies and its joint venture companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (B) 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 and based on the consideration of the reports of the other auditors on separate/consolidated financial statements of the subsidiaries, associates and joint ventures, as noted in the "Other Matters" paragraph:
  - a) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group, its associates and joint ventures,- Refer Note 38 to the consolidated financial statements.

# Independent Auditors' Report

## Report on Other Legal and Regulatory Requirements (Continued)

- b) Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 26 to the consolidated financial statements in respect of such items as it relates to the Group, its associate and joint ventures.
- c) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India during the year ended 31 March 2022.
- d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 56 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The dividend declared or paid during the year by one of the subsidiary company is in compliance with Section 123 of the Act. The Holding Company and its other subsidiary companies, associate companies and joint venture companies incorporated in India neither declared nor paid any dividend during the year.
- (C) With respect to the matter to be included in the Auditors' Report under Section 197 (16) of the Act, we report that:
- In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, associate companies and joint venture companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India, to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

**Vijay Mathur**  
Partner  
Membership No.: 046476  
UDIN: 22046476AJRZKO4479

Mumbai  
May 27, 2022

# Independent Auditors' Report

## Annexure A to the Independent Auditors' Report-31 March 2022

With reference to the Annexure A referred to in Paragraph 1 in "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report of even date to the Members of the Company on the consolidated financial statements for the year ended 31 March 2022, we report that:

(xxi) In our opinion and according to the information and explanations given to us, the following companies incorporated in India and included in the consolidated financial statements, have unfavorable remarks, qualifications, or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ Joint Venture/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1.	Godrej Home Developers Private Limited	U70102MH2015PTC263223	Subsidiary	xvii
2	Godrej Hillside Properties Private Limited	U70102MH2015PTC263237	Subsidiary	xvii
3	Godrej Projects Development Limited	U70102MH2010PLC210227	Subsidiary	xvii
4	Godrej Residency Private Limited	U70109MH2017PTC292515	Subsidiary	xvii
5	Vivrut Developers Private Limited	U70103MH2019PTC332253	Joint Venture	xvii
6	Munjal Hospitality Private Limited	U55204PB2007PTC039380	Joint Venture	xvii
7	Creamline Dairy Products Limited	UI 5201TG 1986PLC006912	Subsidiary	xvii
8	Godrej Maxximilk Private Limited	U01119MH2016PTC280677	Subsidiary	xvii

The above does not include comments, if any, in respect of the following entities as the CARO report relating to them has not been issued by its auditor till the date of principal auditor's report:

Name of the entities	CIN	Subsidiary/ JV/ Associates
Godrej Redevelopers (Mumbai) Private Limited	U70102MH2013PTC240297	Joint Venture
Godrej Greenview Housing Private Limited	U70102MH2015PTC264491	Joint Venture
Godrej Macbricks Private Limited	U70100MH2017PTC302864	Joint Venture
Wonder City Buildcon Private Limited	U70100MH2013PTC247696	Joint Venture
Godrej Green Woods Private Limited	U45309MH2020PTC340019	Subsidiary
Godrej Real View Developers Private Limited	U45309MH2016PTC285438	Joint Venture
Godrej Home Constructions Private Limited	U70102MH2015PTC263486	Joint Venture
Wonder Projects Development Private Limited	U70102MH2015PTC265969	Joint Venture
Godrej Realty Private Limited	U70100MH2005PTC154268	Subsidiary
Godrej Skyline Developers Private Limited	U45309MH2016PTC287858	Joint Venture
Godrej Precast Construction Private Limited	U45309MH2020PTC342204	Subsidiary
Pearlite Real Properties Private Limited	U45309MH2016PTC285479	Joint Venture
Godrej Green Homes Private Limited	U70200MH2013PTC251378	Joint Venture
Godrej Highrises Properties Private Limited	U70200MH2015PTC266010	Subsidiary
Godrej Living Private Limited	U45201MH2022PTC375864	Subsidiary

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

**Vijay Mathur**  
Partner

Mumbai  
May 27, 2022

Membership No.: 046476  
UDIN: 22046476AJRZKO4479

# Independent Auditors' Report

**Annexure B to the Independent Auditors' Report on the consolidated financial statements of Godrej Industries Limited for the year ended – 31 March 2022**

**Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

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

## **Opinion**

In conjunction with our audit of the consolidated financial statements of Godrej Industries Limited ("the Holding Company") as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, its associate companies and its joint venture companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies and its joint venture companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

## **Management's Responsibility for Internal Financial Controls**

The respective company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

## **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note 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 consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 relevant subsidiary companies, associate companies and joint venture companies is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

# Independent Auditors' Report

**Annexure B to the Independent Auditors' Report on the consolidated financial statements of Godrej Industries Limited for the year ended – 31 March 2022 (Continued)**

## **Meaning of Internal Financial Controls with reference to Consolidated financial statements**

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

## **Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements**

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

## **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to four subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

Mumbai  
May 27, 2022

**Vijay Mathur**  
Partner  
Membership No.: 046476  
UDIN: 22046476AJRZKO4479

## Consolidated Balance Sheet as at March 31, 2022

Amount ₹ in Crore

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021 (Restated)
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property, Plant and Equipment	3	3,349.52	3,059.16
Capital Work in Progress	3a	458.54	438.85
Rights of use Assets	45	196.63	195.93
Investment Property	3b	324.98	512.81
Goodwill	43	972.79	683.34
Other Intangible Assets	3c	106.27	68.74
Intangible Assets Under Development	3d	24.53	4.76
Biological Assets other than bearer plants	3e	20.43	17.66
Equity accounted investees	4a	4,689.15	4,189.03
<b>Financial Assets</b>			
Investments	4b	759.00	724.35
Trade Receivables	5	173.22	71.71
Loans	6	1,748.92	1.27
Other Financial Assets	7	60.17	816.51
Deferred Tax Assets (Net)	8	425.39	398.69
Other tax assets (Net)		158.66	126.98
Other Non Current Assets	9	107.03	75.51
<b>Current Assets</b>			
Biological Assets other than bearer plants	3e	77.91	61.55
Inventories	10	7,718.66	6,187.42
<b>Financial Assets</b>			
Investments	11	4,161.07	5,038.60
Trade Receivables	12	1,676.04	1,523.05
Cash and cash equivalents	13a	600.37	394.36
Other Bank balances	13b	1,223.57	457.79
Loans	14	2,675.06	2,301.29
Other Financial Assets	15	1,303.85	1,055.45
Current Tax Assets (Net)		-	0.04
Other Current Assets	16	1,035.42	597.62
<b>TOTAL ASSETS</b>		<b>34,047.18</b>	<b>29,002.47</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	17	33.66	33.66
Other Equity	18	7,092.90	7,519.64
Equity attributable to owners of the Company		7,126.56	7,553.30
Non-controlling interest		5,954.47	5,817.11
<b>TOTAL EQUITY</b>		<b>13,081.03</b>	<b>13,370.41</b>
<b>LIABILITIES</b>			
<b>Non Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	19	5,453.40	3,110.60
Lease Liabilities	45	79.55	77.99
Other Financial Liabilities	20	92.39	121.84
Provisions	21	42.05	39.08
Deferred Tax Liabilities (Net)	22	206.42	221.33
Other Non Current Liabilities	23	16.95	18.06
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	24	8,995.25	6,844.06
Lease Liabilities	45	36.83	38.16
Trade Payables	25		
Total outstanding dues of micro enterprises and small enterprises		133.96	56.90
Total outstanding dues of creditors other than micro enterprises and small enterprises		3,595.06	3,347.22
Other Financial Liabilities	26	929.71	638.56
Other Current Liabilities	27	1,184.16	988.63
Provisions	28	178.69	98.99
Current Tax Liabilities (Net)		21.73	30.64
<b>TOTAL LIABILITIES</b>		<b>20,966.15</b>	<b>15,632.06</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>34,047.18</b>	<b>29,002.47</b>
Significant Accounting Policies	2		

The accompanying notes form an integral part of consolidated financial statements

As per our Report attached

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**

CIN No.: L24241MH1988PLC097781

**For B S R & Co. LLP**

Chartered Accountants

Firm Regn. No.: 101248W / W-100022

**Vijay Mathur**

Partner

M.No.: 046476

Mumbai, May 27, 2022

**N. B. Godrej**

Chairman and Managing Director

DIN: 00066195

Boston, May 27, 2022

**Clement Pinto**

Chief Financial Officer

**N. S. Nabar**

Executive Director &amp; President (Chemicals)

DIN: 06521655

**Tejal Jariwala**

Company Secretary

# Consolidated Statement of Profit and Loss for the year ended March 31, 2022

Particulars	Note No.	Amount ₹ in Crore	
		Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Revenue from Operations	29	14,130.15	9,333.51
Other Income	30	934.52	661.26
<b>Total Income</b>		<b>15,064.67</b>	<b>9,994.77</b>
<b>Expenses</b>			
Cost of Materials Consumed	31a	8,562.50	5,713.16
Cost of Property Development	31b	2,082.10	3,014.96
Purchases of Stock in Trade		1,014.81	752.49
Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress	32	(1,109.27)	(2,618.42)
Employee Benefits Expenses	33	768.79	806.96
Finance Costs	34	623.14	468.93
Depreciation and Amortisation Expenses	35a	273.58	242.34
Other Expenses	35b	1,767.76	1,350.88
<b>Total Expenses</b>		<b>13,983.41</b>	<b>9,731.30</b>
Profit Before Exceptional Items, Share of Profit of Equity Accounted Investees and Tax		1,081.26	263.47
Exceptional Items	36	(83.85)	-
Profit Before Share of Profit of Equity Accounted Investees and Tax		997.41	263.47
Share of Profit (net) of Equity Accounted Investees (net of Income Tax)		284.95	352.46
Profit before Tax		1,282.36	615.93
<b>Tax Expense</b>			
Current Tax			
-for the year	44	335.38	146.58
-for Prior Period	44	(4.88)	4.06
Deferred Tax	44	(40.57)	75.51
<b>Total Tax Expenses</b>		<b>289.93</b>	<b>226.15</b>
Profit for the Year from continuing operations		992.43	389.78
Exceptional Items - Gain on sale of discontinued operations	55	-	1.27
<b>Profit / (Loss) for the Year from discontinued operations</b>		<b>-</b>	<b>1.27</b>
<b>Profit for the Year</b>		<b>992.43</b>	<b>391.05</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit / (Loss)</b>			
a) Remeasurements of defined benefit plans		(4.87)	0.60
b) Equity accounted investees' share of other comprehensive income /(loss)		1.42	3.12
<b>Income Tax related to Items that will not be reclassified to Profit or Loss</b>		<b>0.55</b>	<b>(0.71)</b>
<b>Items that will be reclassified to Profit or Loss</b>			
a) Exchange differences on translation of financial statements of foreign operations		(1.74)	1.10
b) Equity accounted investees' share of other comprehensive income		88.06	(39.89)
<b>Income Tax related to Items that will be reclassified to Profit or Loss</b>		<b>-</b>	<b>-</b>
<b>Total Other Comprehensive Income / (Loss)</b>		<b>83.42</b>	<b>(35.78)</b>
<b>Total Comprehensive Income for the Year</b>		<b>1,075.85</b>	<b>355.27</b>
<b>Profit Attributable to :</b>			
a) Owners of the Company		653.73	334.63
b) Non-Controlling Interest		338.70	56.42
<b>Other Comprehensive Income Attributable to :</b>			
a) Owners of the Company		84.70	(36.33)
b) Non-Controlling Interest		(1.28)	0.55
<b>Total Comprehensive Income Attributable to :</b>			
a) Owners of the Company		738.43	298.30
b) Non-Controlling Interest		337.42	56.97
<b>Total Comprehensive Income Attributable to owners arising from:</b>			
Continuing operations		738.43	297.03
Discontinued operations		-	1.27
Earnings Per Equity share for continuing operations (Face Value of ₹ 1 each)	37		
Basic		19.42	9.90
Diluted		19.42	9.90
Earnings Per Equity share for discontinued operations (Face Value of ₹ 1 each)	37		
Basic		-	0.04
Diluted		-	0.04
Earnings Per Equity share for continuing and discontinued operations (Face Value of ₹ 1 each)	37		
Basic		19.42	9.94
Diluted		19.42	9.94
Significant Accounting Policies	2		

The accompanying notes form an integral part of consolidated financial statements

As per our Report attached

**For B S R & Co. LLP**

Chartered Accountants

Firm Regn. No.: 101248W / W-100022

**Vijay Mathur**

Partner

M.No.: 046476

Mumbai, May 27, 2022

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**

CIN No.: L24241MH1988PLC097781

**N. B. Godrej**

Chairman and Managing Director

DIN: 00066195

Boston, May 27, 2022

**Clement Pinto**

Chief Financial Officer

**N. S. Nabar**

Executive Director & President (Chemicals)

DIN: 06521655

**Tejal Jariwala**

Company Secretary



# Consolidated Statement of Changes in Equity for the year ended March 31, 2022

## A. Equity Share Capital (refer note 17)

	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount ₹ In Crore	No. of Shares	Amount ₹ In Crore
Balance at the beginning of the year	336,525,098	33.66	336,466,016	33.65
Changes in equity share capital during the year*	59,215	0.00	59,082	0.01
Balance at the end of the year	<b>336,584,313</b>	<b>33.66</b>	<b>336,525,098</b>	<b>33.65</b>

\* Amount less than ₹ 0.01 crore.

## B. Other Equity (refer note 18)

Particulars	Other Equity (Restated)										Total				
	Retained Earnings	Non Controlling Interest Reserve	General Reserve	Capital Redemption Reserve	Capital Reserve	Security Premium Reserve	Capital Reserve on account of Amalgamation	Special Reserve	Employee Stock Grant Outstanding	Debt Redemption Reserve		Gain on sale of subsidiary without losing control	Items of Other Comprehensive Income	Total Before Non Controlling Interest	Non Controlling Interest
<b>Balance at April 01, 2020 (Restated)</b>	<b>2,289.66</b>	<b>2,090.97</b>	<b>64.24</b>	<b>31.46</b>	<b>916.63</b>	<b>28.81</b>	<b>20.34</b>	<b>4.03</b>	<b>9.48</b>	<b>49.29</b>	<b>180.67</b>	<b>(7.62)</b>	<b>5,754.68</b>	<b>3,592.34</b>	<b>9,317.02</b>
Profit for the year (Restated) (Refer note 54)	334.63	-	-	-	-	-	-	-	-	-	-	-	334.63	56.42	391.05
Other Comprehensive Income (net of tax)	2.46	-	-	-	-	-	-	-	-	-	4.98	-	(43.78)	(38.33)	(85.78)
Transfer from Employee Stock Option Grant	-	5.69	-	-	3.18	-	-	-	(8.87)	-	-	-	-	-	-
Exercise of Stock Grant (Net of Deferred Stock Grant Expense)	-	-	-	-	-	-	-	-	7.53	-	-	-	-	-	7.53
Adjustment for IND AS Put option Liability	(5.41)	-	-	-	-	-	-	-	-	-	-	-	-	(5.41)	(5.41)
<b>Transactions with the owners of the Company, recorded directly in equity</b>	<b>(43.02)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(43.02)</b>	<b>-</b>	<b>(43.02)</b>
Final Dividend	-	3,676.85	-	-	-	-	-	-	-	-	-	-	-	3,676.85	3,676.85
Additions during the year	-	-	100.00	-	-	-	-	-	-	(100.00)	-	-	-	-	-
Transfer of debenture redemption reserve	-	-	-	-	-	-	8.90	-	-	-	-	-	-	8.90	8.90
On Amalgamation (refer note 54 - II (c) and III (c))	141.21	(2,301.61)	(57.19)	-	-	-	(11.76)	-	0.08	50.71	-	0.37	(2178.20)	2,197.80	19.60
Adjustment arising on acquisition / Deletion and Non Controlling Interest	<b>2,719.54</b>	<b>3,471.90</b>	<b>107.05</b>	<b>31.46</b>	<b>919.81</b>	<b>28.81</b>	<b>17.48</b>	<b>4.03</b>	<b>8.22</b>	<b>-</b>	<b>180.67</b>	<b>(2.04)</b>	<b>7,519.84</b>	<b>5,817.11</b>	<b>13,336.75</b>
Profit for the year	653.73	-	-	-	-	-	-	-	-	-	-	-	653.73	388.70	992.43
Other Comprehensive Income (net of tax)	(1.54)	-	-	-	-	-	-	-	-	-	0.67	-	84.70	(1.28)	83.42
Transfer from Employee Stock Option Grant	-	5.90	-	-	2.79	-	-	-	(8.69)	-	-	-	-	-	-
Exercise of Stock Grant (Net of Deferred Stock Grant Expense)	-	-	-	-	-	-	-	-	8.93	-	-	-	-	8.93	8.93
Adjustment for IND AS Put option Liability	(13.03)	-	-	-	-	-	-	-	-	-	-	-	(13.03)	-	(13.03)
<b>Transactions with the owners of the Company, recorded directly in equity</b>	<b>(57.69)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(57.69)</b>	<b>-</b>	<b>(57.69)</b>
Additions during the year	(2.75)	809.05	-	-	-	-	-	-	-	-	-	-	-	806.31	806.31
Transfer of debenture redemption reserve	-	-	-	-	-	-	(6.56)	(0.52)	0.06	-	-	-	(14.96)	(1,909.68)	(2,109.74)
Adjustment arising on acquisition / Deletion and Non Controlling Interest	81.57	(1,970.27)	-	-	-	-	-	-	-	-	-	-	-	(200.06)	(1,088.76)
<b>Balance at March 31, 2022</b>	<b>3,379.83</b>	<b>2,316.59</b>	<b>107.05</b>	<b>31.46</b>	<b>922.60</b>	<b>28.81</b>	<b>11.92</b>	<b>3.51</b>	<b>8.51</b>	<b>-</b>	<b>180.67</b>	<b>(1.97)</b>	<b>103.92</b>	<b>7,092.90</b>	<b>13,047.37</b>

Refer Note 18 for Nature and Purpose of Reserves. The accompanying notes form an integral part of consolidated financial statements.

As per our Report attached

**For B S R & Co. LLP**

Chartered Accountants

Firm Regn. No.: 101248W / W-100022

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**  
CIN No.: L24241MH1988PLC097781

**N. S. Nabar**

Executive Director & President (Chemicals)

DIN: 06521655

**N. B. Godrej**

Chairman and Managing Director

DIN: 00066195  
Boston, May 27, 2022

**Vijay Mathur**

Partner

M.No.: 046476

Mumbai, May 27, 2022

**Clement Pinto**

Chief Financial Officer

**Tejal Jariwala**

Company Secretary

## Consolidated Cash Flow Statement for the year ended March 31, 2022

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
<b>A. Cash Flow From Operating Activities:</b>		
<b>Profit Before Tax from Continuing Operations</b>	<b>1,282.36</b>	<b>615.93</b>
<b>Profit/(Loss) Before Tax from Discontinued Operations</b>	<b>-</b>	<b>1.27</b>
Adjustments for:		
Depreciation and Amortisation	273.58	242.34
Unrealised Foreign Exchange revaluation	3.98	(12.32)
Profit on Sale of Investments (net)	(62.42)	(38.08)
Loss / (Profit) on Sale, Write off and Provision of Property Plant and Equipment (net)	3.17	0.27
Grant amortisation	(1.10)	(1.15)
Non-Financial Assets Written off	27.54	-
Impairment of Goodwill	5.05	-
Expenses on Amalgamation	-	1.50
Interest Income	(621.94)	(510.06)
Interest & Finance Charges	622.41	468.93
Employee Stock Grant Scheme	8.97	7.53
Income from Investment measured at FVTPL	(105.50)	(47.70)
Bad Debts written off	47.65	33.18
Write down of inventories	85.46	130.67
Share of profit of Equity accounted investees (net of tax)	(284.95)	(352.46)
Provision for Doubtful Debts and Sundry Balances (net)	36.66	61.72
Liabilities no longer required written back	(5.42)	(8.63)
Profit on sale of Subsidiary	(0.00)	(1.52)
Write down of Property, Plant and Equipment	66.57	-
Change in fair value of Biological Assets	1.18	0.90
Entitlement of Transferable Development Rights	-	(195.20)
Dividend Income	(0.16)	(0.05)
Contingent consideration received	(42.08)	-
Gain on Lease modification	(1.76)	-
Write Off of Investments	-	10.42
Lease rent from investment property	(1.60)	(0.14)
<b>Operating Profit Before Working Capital Changes</b>	<b>1,337.65</b>	<b>407.35</b>
Adjustments for :		
Increase in Non-financial Liabilities	78.50	371.91
Increase in Financial Liabilities	156.24	1,052.60
(Increase) in Inventories	(954.22)	(2,456.02)
(Increase) / Decrease in Biological assets other than bearer plants	(17.95)	0.78
(Increase) in Non-financial Assets	(459.25)	(36.71)
(Increase) /Decrease in Financial Assets	(1,526.69)	96.97
<b>Cash (used in) Operations</b>	<b>(1,385.72)</b>	<b>(563.14)</b>
Direct Taxes Paid (net of refunds)	(370.47)	(109.02)
<b>Net Cash (used in) Operating Activities</b>	<b>(1,756.19)</b>	<b>(672.16)</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Property, Plant and Equipment	(523.85)	(737.03)
Proceeds from Sale of Property, Plant and Equipment	23.93	9.93
(Investment) in joint ventures and associate (net)	(94.79)	(277.60)
Proceeds from sale of discontinued operations (net)	-	1.27
(Purchase) of Investment (net)	1,080.23	(3,587.58)
Purchase of Investments in subsidiaries (refer note 54)	(405.90)	(61.06)
(Repayment) to joint ventures, others (net)	(413.75)	(633.46)
Investment in debentures of joint ventures	(139.29)	(73.44)
Proceeds from redemption of debentures of joint ventures	97.50	15.00
Contingent consideration received	42.08	-
Expenses on Amalgamation	-	(1.50)
Interest Received	344.70	133.76
Dividend Received	30.30	59.52
Lease rent from investment property	1.60	0.14
<b>Net Cash generated from / (used) in Investing Activities</b>	<b>42.76</b>	<b>(5,152.05)</b>
<b>C. Cash Flow from Financing Activities:</b>		
Proceeds from issue of Equity shares	0.00	0.59
Transactions with non-controlling interests	(1,313.47)	3,630.02
Proceeds from Non Current Borrowings	2,529.73	2,659.51
Repayment of Non Current Borrowings	(215.53)	(583.12)
Payment of lease liabilities	(41.74)	(37.57)

## Consolidated Cash Flow Statement for the year ended March 31, 2022

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Proceeds from Current Borrowings (net)	1,761.34	758.46
Interest & Finance Charges Paid	(741.24)	(606.04)
Dividend Paid	(63.07)	(49.58)
Payment of unclaimed fixed deposits	(0.09)	(0.04)
<b>Net Cash generated from Financing Activities</b>	<b>1,915.93</b>	<b>5,772.23</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>202.50</b>	<b>(51.98)</b>
Cash and Cash Equivalents (Opening Balance)	394.36	441.57
Acquisition of Cash pursuant to acquisition of subsidiaries (refer note 54)	3.43	4.84
Effect of exchange rate fluctuations on cash held	0.08	(0.07)
Cash and Cash Equivalents (Closing Balance)	600.37	394.36

Notes :

- The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.
- Cash and Cash Equivalents

Particulars	(Amount ₹ in Crore)	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Balances with Banks		
Current Accounts	350.78	111.67
Deposits having maturity less than 3 months	237.53	267.37
Cheques, Drafts on Hand	9.92	12.18
Cash on Hand	2.14	3.14
Cash and Cash Equivalents	<b>600.37</b>	<b>394.36</b>

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
3 Effect of acquisition of full control in Joint Venture on the financial position of the Group		
Property, plant and equipment	0.41	2.60
Intangible assets	0.00	-
Non-current financial assets	12.36	-
Deferred tax assets (Net)	-	(3.81)
Income tax assets (Net)	2.37	5.56
Inventories	84.67	135.49
Current financial assets	139.57	1.17
Cash and cash equivalents	2.83	4.85
Current non-financial assets	29.37	14.25
Provisions	(0.07)	-
Current financial liabilities	(237.09)	(56.06)
Current non-financial liabilities	(34.30)	(96.32)
Current tax liabilities	(0.12)	-
Assets net of liabilities	(0.00)	7.73
Consideration paid, satisfied in cash	-	0.00
Cash and cash equivalents acquired	2.83	4.85
<b>Net cash (Inflows)</b>	<b>(2.83)</b>	<b>(4.85)</b>

## 4. Reconciliation of liabilities arising from financing activities

Particulars	Amount ₹ in Crore				
	As at April 01, 2021	Business combination	Cash Flow	Non Cash Changes	As at March 31, 2022
Non Current Borrowings	3,110.60	28.39	2,314.20	0.22	5,453.40
Current Borrowings	6,790.28	387.20	1,761.34	0.32	8,939.14
<b>Total Borrowings</b>	<b>9900.88*</b>	<b>415.59</b>	<b>4,075.54</b>	<b>0.54</b>	<b>14448.65**</b>

\*This amount excludes Interest Accrued of ₹ 53.78 Crore

\*\*This amount excludes Interest Accrued of ₹ 56.11 Crore

The accompanying notes form an integral part of consolidated financial statements

As per our Report of even date attached

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**

CIN No.: L24241MH1988PLC097781

## For B S R &amp; Co. LLP

Chartered Accountants

Firm Regn. No.: 101248W / W-100022

**N. B. Godrej**  
Chairman and Managing Director  
DIN: 00066195  
Boston, May 27, 2022

**N. S. Nabar**  
Executive Director & President (Chemicals)  
DIN: 06521655

## Vijay Mathur

Partner

M.No.: 046476

Mumbai, May 27, 2022

**Clement Pinto**  
Chief Financial Officer

**Tejal Jariwala**  
Company Secretary

# Notes to Consolidated Financial Statements

## Note 1 : General Information

### 1. Group Overview

Godrej Industries Limited (“the Company”) including its Subsidiaries, and interests in Joint Ventures, Associates and Limited Liability Partnerships (collectively referred to as “the Group”), is engaged in the business of Chemicals, Agri Inputs, Estate and Property Development, Vegetable Oil, Finance and Investments, Dairy, Animal Feeds, and other related activities. The Company is domiciled and incorporated in the Republic of India with its registered address situated at Godrej One, Pirojshanagar, Vikhroli (East), Mumbai - 400079 and is listed on BSE Limited and The National Stock Exchange of India Limited (NSE).

### 2. Basis of preparation

The Consolidated Financial Statements of the Group have been prepared on an accrual basis to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other generally accepted accounting principles in India, under the historical cost convention except for the following :

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments).
- asset held for sale and biological assets – measured at fair value less cost to sell;
- defined benefit plans- plan assets measured at fair value less present value of defined benefit obligation; and
- share based payments measured at fair value.

The consolidated financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements.

All assets and liabilities have been classified as current or non-current as per the normal operating cycle of each entity in the Group and other criteria as set out in Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities except for under construction real estate projects.

The normal operating cycle in respect of operations relating to under construction real estate projects depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed & realization of project into cash & cash equivalents and range from 3 to 7 years. Accordingly, project related assets & liabilities have been classified into current & non-current based on operating cycle of respective projects.

The consolidated financial statements of the Group for the year ended March 31, 2022 were approved for issue in accordance with the resolution of the Board of Directors on May 27, 2022.

### 3. Functional and presentation currency

The consolidated financial statements are presented in Indian rupees, which is the Group’s functional currency. All financial information presented in Indian rupees have been rounded to the nearest crore, unless otherwise indicated.

### 4. Key estimates and assumptions

The preparation of consolidated financial statements requires Management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

Information about critical judgments in applying accounting policies that have the most significant effect on the carrying amounts of assets and liabilities, are as follows:

# Notes to Consolidated Financial Statements

## Note 1 : General Information (Contd.)

- Evaluation of satisfaction of performance obligation at a point in time for the purpose of revenue recognition  
Determination of revenue under the satisfaction of performance obligations at a point in time necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the consolidated financial statements for the period in which such changes are determined.
- Determination of the estimated useful lives of property plant and equipments and intangible assets and the assessment as to which components of the cost may be capitalized (Refer note 2.1).
- Impairment of Property, Plant and Equipment, Financial assets (Refer note 2.6) and Other Non-Financial Assets (Refer note 7.ii below)
- Recognition and measurement of defined benefit obligations (Refer note 46)
- Recognition of deferred tax assets (Refer note 2.26, 44 IV)
- Fair valuation of employee share options (Refer note 46)
- Recognition and measurement of other provisions (Refer note 21 and 28)
- Rebate and Sales Incentives (Refer note 2.18)
- Fair value of financial instruments (Refer note 49)
- Provisions and Contingent Liabilities (Refer note 2.17 and 38)
- Evaluation of Control (Refer note 40)
- Leases (Refer note 45)

## 5. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1<sup>st</sup>, 2022, Key amendments are as below:

Ind AS 16 - Property Plant and equipment- The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that related directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

None of the amendments notified by MCA, which are applicable from April 1, 2022, are expected to have any material impact on the financial statements of the Group.

## 6. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

# Notes to Consolidated Financial Statements

## Note 1 : General Information (Contd.)

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 7. Basis of Consolidation

### (i) Subsidiaries

Subsidiaries are all entities (including special purpose entities) that are controlled by the Company. Control exists when the Group is exposed to, or has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of previous year. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and the unrealised profits/ losses, unless cost/revenue cannot be recovered.

The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognised as 'Goodwill on Consolidation' being an asset in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. Where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus' in the consolidated financial statements.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity.

Non-controlling interests in the net assets of consolidated subsidiaries consists of:

- (a) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
- (b) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence.

The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the Statement of Profit and Loss and Statement of Changes in Equity.

Upon loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is

# Notes to Consolidated Financial Statements

## Note 1 : General Information (Contd.)

recognised in the consolidated statement of Profit & Loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost and the differential is recognised in Statement of Profit or Loss. Subsequently, it is accounted for as an equity-accounted investee depending on the level of influence retained.

### (ii) Associates and joint ventures (equity accounted investees)

Associates are those entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the entities but is not control or joint control of those policies.

Joint arrangements are those arrangements over which the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. Investments in associates and joint ventures entities are accounted for using the equity method (equity accounted investees) and are initially recognised at cost. The carrying value of the Group's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The Group does not consolidate entities where the non-controlling interest ("NCI") holders have certain significant participating rights that provide for effective involvement in significant decisions in the ordinary course of business of such entities. Investments in such entities are accounted by the equity method of accounting. When the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as part of 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

### (iii) Acquisition of non-controlling interests

Acquisition of some or all of the non-controlling interest ("NCI") is accounted for as a transaction with equity holders in their capacity as equity holders. Consequently, the difference arising between the fair value of the purchase consideration paid and the carrying value of the NCI is recorded as an adjustment to Statement of changes in equity that is attributable to the parent company. The associated cash flows are classified as financing activities. No goodwill is recognised as a result of such transactions.

### (iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in full while preparing these consolidated financial statements. Unrealised gains or losses arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee.

## 8. Business Combinations

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss.

# Notes to Consolidated Financial Statements

## Note 1 : General Information (Contd.)

Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

Business combinations arising from transfer of interests in entities that are under common control are accounted for based on pooling of interests method where the assets and liabilities of the acquiree are recorded at their existing carrying values. The identity of reserves of the acquiree is preserved and the difference between consideration and the face value of the share capital of the acquiree is transferred to capital reserve, which is shown separately from other capital reserves.

## Note 2 : Significant Accounting Policies

### 1. Property, Plant and Equipment (PPE)

#### (i) Recognition and measurement

Property, plant and equipment are measured at Original cost net of tax / duty credit availed less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Advances paid towards the acquisition of PPE outstanding at each reporting date are classified as capital advances under Other Non-Current Assets and Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

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

Property, Plant and Equipment are de-recognised from consolidated financial statements on disposal and gains or losses arising from disposal are recognised in the consolidated Statement of Profit and Loss in the year of occurrence.

#### (ii) Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Consolidated Statement of Profit and Loss during the period in which they are incurred.

When significant parts of Property, Plant and equipments are required to be replaced, the Group derecognises the replaced part and recognises the new part with its own associated useful life and it is depreciated accordingly.

#### (iii) Depreciation

Depreciation is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013 except where the Group, based on technical evaluation, the condition of the plants, regular maintenance schedule, material of construction and past experience, has considered useful life of the following items of PPE different from that prescribed in Schedule II to the Act.

Category	Useful life
Leasehold Land	: Amortised over the primary lease period
Plant and Equipments	: 7.5 to 30 years
Vehicles	: 3 to 13 years
Computer Hardware	: Depreciated over the estimated useful life of 4 years
Leasehold Improvements	: Lower of the useful life or Lease Period

Depreciation on Property, Plant and Equipment of Subsidiaries has been provided as per the written down value method based on the useful lives specified in Schedule II to the Companies Act, 2013.

Assets costing less than INR 5,000 are depreciated at 100% in the year of acquisition.



# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### 2. Investment Property

#### (i) Recognition and measurement

Investment Property comprise of Freehold Land and Building.

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

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Consolidated Statement of Profit and Loss in the period of derecognition.

#### (ii) Depreciation

Depreciation on Buildings classified as Investment Property is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

### 3. Intangible Assets

#### (i) Recognition and measurement

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

Intangible assets are initially measured at cost and are subsequently measured at cost less accumulated amortization (other than goodwill and indefinite life intangibles ) and any accumulated impairment losses.

Gain or loss arising from derecognition of an intangible asset is recognised in the Consolidated Statement of Profit and Loss.

#### (ii) Amortisation

Intangible assets are amortised over their estimated useful life on Straight Line Method. The useful life of intangible assets are assessed as either finite or indefinite. The amortisation period and the amortisation method for an intangible asset with finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Indefinite life intangibles are not amortised but are tested for impairment annually and whenever there is an indication that the intangible asset may be impaired.

#### Intangible assets are amortised as follows

Category	Useful life
Trademark	: 10 to 20 years
Product Registration	: 6 years
Computer Software	: 3 to 10 years

Intangible assets with indefinite useful life are not amortised but are tested for impairment annually and whenever there is an indication that the intangible asset may be impaired. An intangible asset that is not being amortised shall

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

be reviewed each period to determine whether events and circumstances continue to support an indefinite useful life assessment for that asset.

### 4. Research and Development Expenditure

Revenue expenditure on Research & Development is charged to the Consolidated Statement of Profit and Loss of the year in which it is incurred. Capital expenditure incurred during the year on Research & Development is included under additions to Property, Plant and Equipment and is depreciated on the same basis as other property, plant and equipment.

### 5. Biological Assets

Biological assets are measured at fair value less costs to sell, with any change therein recognised in the Consolidated Statement of Profit or Loss.

### 6. Impairment of non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Consolidated Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

Goodwill on business combinations and indefinite life intangibles are included in intangible assets. These are not amortised but are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Consolidated Statement of Profit and Loss only, to the extent the amount was previously charged to the Consolidated Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised. An impairment loss recognised for goodwill shall not be reversed in a subsequent period.

### 7. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined using the weighted average method. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at lower of cost and net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

Land development project in progress includes cost of land, development management fees, construction cost, allocated interest and expenses attributable to the construction of the project undertaken by the Group.

If payment for inventory is deferred beyond normal credit terms then cost is determined by discounting the future cash flows at an interest rate determined with reference to market rates. The difference between the total cost and the deemed cost is recognised as interest expense over the period of financing under the effective interest method.

Inventories comprising of completed flats and construction Work-in-Progress are valued at lower of cost or net realizable value.

Construction Work in Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

### 8. Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Consolidated Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### 9. Grants and Subsidies

Grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as a deferred grant which is recognised as income in the Consolidated Statement of Profit and Loss over the period and in proportion in which depreciation is charged.

Revenue grants are recognised in the Consolidated Statement of Profit and Loss in the same period as the related cost which they are intended to compensate are accounted for.

### 10. Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

### 11. Financial Assets

#### (i) Initial recognition and measurement

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the consolidated Statement of Profit and Loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

#### (ii) Classification and subsequent measurement

Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

#### (iii) Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

### (iv) Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

- (a) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Consolidated Statement of Profit and Loss.
- (b) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Consolidated Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Consolidated Statement of Profit and Loss.
- (c) Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Consolidated Statement of Profit and Loss.

### (v) Equity Instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Consolidated Statement of Profit and Loss unless the Group has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Consolidated Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Consolidated Statement of Profit and Loss.

### (vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

### (vii) Impairment of Financial Assets for other than Property Development Business

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Groups trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Consolidated Statement of Profit and Loss.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

### Impairment of financial assets for Property Development business

The Group applies 'simplified approach' measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- Trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit loss at each reporting date, right from its initial recognition.

### Measurement of impairment of Financial assets for Financing business

#### i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

The financial assets include investments in mutual funds, trade and other receivables, loans and advances and cash and bank balances.

#### ii) Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- At amortised cost, and
- At fair value through other comprehensive income (FVOCI), and
- At fair value through profit and loss (FVTPL).

#### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

#### Financial Assets at Amortised Cost

Financial assets at amortised cost include loans receivable, and other financial assets that are held with the objective of collecting contractual cash flows. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate (EIR). The effective interest rate (EIR) amortisation is included in interest income in the statement of profit and loss.

#### Fair value through other comprehensive income (FVOCI)

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income ("OCI"), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of profit and loss and recognised in other gains/(losses) (net). Interest income from these financial assets is included in other income using the effective interest rate (EIR) method.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

Fair value through Profit and Loss (FVTPL)

Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit and loss ('FVTPL').

### iii) Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period in which the group changes its business model for managing financial assets.

### iv) Impairment

The provision for credit risks, which is recognized in accordance with the expected credit loss method specified by Ind AS 109 and in accordance with uniform standards applied, encompasses all financial assets measured at amortised cost. The calculation of the provision for credit risks generally takes into account the exposure at default, the probability of default and the loss given default.

Financial assets are subject to credit risks, which are taken into account by recognising the amount of the expected loss; such allowances are recognised for both financial assets with objective evidence of impairment and non-impaired financial assets.

The general approach is used for financial assets measured at amortised cost on initial recognition. Financial assets are broken down into three stages in the general approach.

Stage 1 consists of financial assets that are being recognised for the first time or that have not demonstrated any significant increase in probability of default since initial recognition. In this stage, the model requires the calculation of an expected credit loss for the next twelve months.

Stage 2 consists of financial assets for which there is a significant increase in credit risk. The group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Stage 3 Financial assets demonstrating objective indications of impairment are allocated to stage 3. The Group assumes that the financial asset is credit impaired if it is more than 90 days past due.

In stage 2 and 3, an expected credit loss is calculated for the entire remaining maturity of the asset.

The group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the group in full or in part, without recourse by the group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Both historical information, such as average historical default probabilities for each portfolio, and forward-looking information is used to determine the measurement parameters for calculating the provision for credit risks.

Impairment arises in a number of situations, such as delayed payment over a certain period, the initiation of enforcement measures, the threat of insolvency or over indebtedness, application for or the initiation of insolvency proceedings, or the failure of restructuring measures.

Reviews are regularly carried out to ensure that the allowances are appropriate. Uncollectible loans or receivables that are already subject to a workout process and for which all collateral has been recovered and all further options for recovering the loan or receivable have been exhausted are written off directly. Any valuation allowances previously recognised are utilised. Income subsequently collected in connection with loans or receivables already written off is recognised in the statement of profit and loss.

Loans are reported in the balance sheet at the net off Expected Credit Loss (ECL) provision.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

### Measurement of ECL

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

The Probability of Default (PD) is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

The Exposure at Default (EAD) is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date of repayments of principal and interest.

The Loss Given Default (LGD) is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

When estimating the ECL, the group adds a management override to account for stressed scenarios which are then reviewed on a periodic basis. This takes into account the expected inherent risk for different segments in the portfolio and the macro economic environment. The assumptions are periodically validated and modified as appropriate.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

### v) Write - offs

Financial assets are written off either partially or in their entirety when the group has no reasonable expectations of recovery. This is generally the case when the group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment of financial instruments in the statement of profit and loss. However, financial assets that are written off may be subject to enforcement activities to comply with the group's procedures for recovery of amounts due.

Judgement is required by management in the estimation of the amount and timing of future cash flows when determining an impairment loss for loans and advances in new businesses. In estimating these cash flows, the group makes judgements about the borrower's financial situation compare the borrower's profile with customers having similar profile to estimate probability of default and the net realisable value of collateral, if any. These estimates are based on assumptions about a number of factors including forward looking information, and actual results may differ, resulting in future changes to the impairment allowance.

## 12. Financial Liabilities

### (i) Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are recognised initially at fair value, in the case of Loans and Borrowings and payables, net of directly attributable transaction costs.

### (ii) Classification and subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR (Effective Interest Rate) method or are measured at fair value through profit and loss with changes in fair value being recognised in the Statement of Profit and Loss.

### (iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms,

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

### 13. Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

### 14. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 15. Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. The Group also uses commodity futures contracts to hedge the exposure to oil price risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of hedged item on a present value basis from the inception of hedge. The gain or loss relating to the effective portion is recognized immediately in the Consolidated Statement of Profit and Loss.

Amounts accumulated in equity are reclassified to the Consolidated Statement of Profit and Loss in the periods when the hedged item affects profit or loss.

### 16. Share Capital

#### (i) Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares, are recognized as a deduction from equity.

### 17. Provisions and Contingent Liabilities

Provisions are recognized when the Group has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.



# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Contingent liabilities are disclosed 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 Group or 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 obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the consolidated financial statements where an inflow of economic benefit is probable.

Capital Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets. Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

## 18. Revenue Recognition

Revenue from contracts with customers

Revenue from operations comprise sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Group includes trade discounts, volume rebates and other incentives given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue from sales is recognised when goods are supplied and control over the Goods sold is transferred to the buyer which is on dispatch / delivery as per the terms of contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods. This is considered the appropriate point where the performance obligations in the contracts are satisfied as the Group no longer has control over the inventory. Sales are presented net of returns, trade discounts, rebates and sales taxes / Goods and Service Tax (GST).

Income from processing operations is recognised on completion of production / dispatch of the goods, as per the terms of contract.

Other Operating revenues

Rental Income arising from operating leases on investment properties is accounted for on a straight line basis over the lease term and is included in revenue in the Consolidated Statement of Profit and Loss due to its operating nature.

Dividend income, including share of profit in LLP, is recognised when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

Export Incentives are accrued when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with such incentives.

Other Income

Income on assets given on operating lease is recognised on a straight line basis over the lease term in the Consolidated Statement of Profit and Loss.

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Consolidated Statement of Profit and Loss.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

### 19. Revenue Recognition for Property Development

The Group also derives revenues from sale of properties comprising of both commercial and residential units.

The Group recognises revenue when it determines the satisfaction of performance obligations at a point in time. Revenue is recognised upon transfer of control of promised products to customer in an amount that reflects the consideration which the Group expects to receive in exchange for those products.

In arrangements for sale of units the Group has applied the guidance in Ind AS 115, Revenue from contracts with customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering sale of units as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.

For sale of units the Group recognises revenue when its performance obligations are satisfied and customer obtains control of the asset.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract Liability is recognised when there is billing in excess of revenue and advance received from customers.

The Group has been entering into Development and Project Management agreements with land-owners. Accounting for income from such projects, measured at fair value, is done on accrual basis as per the terms of the agreement.

The Group receives maintenance amount from the customers and utilises the same towards the maintenance of the respective projects. Revenue is recognised to the extent of maintenance expenses incurred by the Group towards maintenance of respective projects. Balance amount of maintenance expenses to be incurred is reflected as liability under the head other current liabilities.

### 20. Revenue recognition of Housing Finance Business

Interest income is presented in the statement of profit and loss includes interest on financial assets measured at amortised cost calculated on an effective interest basis. Fee income and expense that are integral to the effective interest rate on a financial asset are included in the effective interest rate computation. The amortization of income and expenses for financial assets under EIR approach is done on a systematic basis that exactly discounts estimated future cash flows of the financial assets through the expected life of the assets.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets. (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated applying the EIR to the amortised cost of the credit-impaired financial asset (i.e. the gross carrying amount less the allowances for ECLs).

Commissions earned by the group which are not directly attributable to disbursal of loans are recognised in the statement of profit and loss as and when incurred.

Fee and commission income include fees other than those that are an integral part of EIR. The group recognises the fee and commission income in accordance with the terms of the relevant contracts / agreement and when it is probable that the group will collect the consideration.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

### 21. Employee Benefits

#### (i) Short-Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Short Term benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Consolidated Statement of Profit and Loss of the year in which the employee renders the related service.

The Group has a scheme of Performance Linked Variable Remuneration (PLVR) which rewards its employees based on Economic Value Added (EVA) or Profit Before Tax (PBT). The PLVR amount is related to actual improvement made in EVA or PBT over the previous year when compared with expected improvements.

#### (ii) Post-Employment Benefits

##### (a) Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Consolidated Statement of Profit and Loss as they fall due.

##### (b) Defined Benefit Plans

###### Gratuity Fund

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Consolidated Statement of Profit and Loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Consolidated Statement of Profit and Loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

###### Provident Fund

Provident Fund Contributions other than those made to the Regional Provident Fund Office of the Government which are made to the Trust administered by the Group are considered as Defined Benefit Plans. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group.

The calculation of defined benefit obligations is performed at each reporting period by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

###### Pension

Pension plan for eligible employees are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

### (iii) Other Long-Term Employee Benefits

The Group's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods are provided on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Re-measurement are recognized in Consolidated Statement of Profit and Loss in the period in which they arise.

### (iv) Termination Benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

## 22. Share-Based Payments

Employees of the Group receive remuneration in the form of share based payments in consideration of the services rendered.

Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated basis Black Scholes model. At the end of each reporting period, apart from the non-market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Group issues fresh equity shares.

When the terms of an equity-settled award are modified, an additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

## 23. Leases

At the inception it is assessed, whether a contract is a lease or contains a lease. A contract is a lease or contains a lease if it 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, Group assesses whether the contract involves the use of an identified asset. Use may be specified explicitly or implicitly.

- (i) Use should be physically distinct or represent substantially all of the capacity of a physically distinct asset.
- (ii) If the supplier has a substantive substitution right, then the asset is not identified.
- (iii) Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use.
- (iv) Group has the right to direct the use of the asset.
- (v) In cases where the usage of the asset is predetermined the right to direct the use of the asset is determined when the Group has the right to use the asset or the Group designed the asset in a way that predetermines how and for what purpose it will be used.

At the commencement or modification of a contract, that contains a lease component, Group allocates the consideration in the contract, to each lease component, on the basis of its relative standalone prices. For leases of property, it is elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

### As a Lessee:

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date.

### Right-of-use asset (ROU):

The right-of-use asset is initially measured at cost. Cost comprises of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred by the lessee, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

After the commencement date, a lessee shall measure the right-of-use asset applying cost model, which is Cost less any accumulated depreciation and any accumulated impairment losses and also adjusted for certain re-measurements of the lease liability.

Right-of-use asset is depreciated using straight-line method from the commencement date to the end of the lease term. If the lease transfers the ownership of the underlying asset to the Group at the end of the lease term or the cost of the right-of-use asset reflects Group will exercise the purchase option, ROU will be depreciated over the useful life of the underlying asset, which is determined based on the same basis as property, plant and equipment.

### **Lease liability:**

Lease liability is initially measured at the present value of lease payments that are not paid at the commencement date. Discounting is done using the implicit interest rate in the lease, if that rate cannot be readily determined, then using Group's incremental borrowing rate. Incremental borrowing rate is determined based on entity's borrowing rate adjusted for terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprises of fixed payments (including in substance fixed payments), variable lease payments that depends on an index or a rate, initially measured using the index or rate at the commencement date, amount expected to be payable under a residual value guarantee, the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

Lease liability is measured at amortised cost using the effective interest method. Lease liability is re-measured when there is a change in the lease term, a change in its assessment of whether it will exercise a purchase, extension or termination option or a revised in-substance fixed lease payment, a change in the amounts expected to be payable under a residual value guarantee and a change in future lease payments arising from change in an index or rate.

When the lease liability is re-measured corresponding adjustment is made to the carrying amount of the right-of-use asset. If the carrying amount of the right-of-use asset has been reduced to zero it will be recorded in statement of profit and loss.

Right-of-use asset is presented as a separate category under "Non-current assets" and lease liabilities are presented under "Financial liabilities" in the balance sheet.

Group has elected not to recognise right-of-use assets and lease liabilities for short term leases. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

### **Lessor:-**

At the commencement or modification of a contract, that contains a lease component, Group allocates the consideration in the contract, to each lease component, on the basis of its relative standalone prices.

At the inception of the lease, it is determined whether it is a finance lease or an operating lease. If the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset, then it is a financial lease, otherwise it is an operating lease.

If the lease arrangement contains lease and non-lease components, then the consideration in the contract is allocated using the principles of IND AS 115. The Group tests for the impairment losses at the year end. Payment received under operating lease is recognised as income on straight line basis, over the lease term.

## **24. Borrowing Costs**

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use.

# Notes to Consolidated Financial Statements

## Note 2 : Significant Accounting Policies (Contd.)

Borrowing costs, pertaining to development of long term projects, are transferred to Construction work in progress, as part of the cost of the projects upto the time all the activities necessary to prepare these projects for its intended use or sale are complete.

All other borrowing costs are recognized as an expense in the period in which they are incurred.

### 25. Foreign Exchange Transactions

- (i) Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').
- (ii) Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the period end are translated at closing rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign currency transactions are recognised in the Consolidated Statement of Profit and Loss. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.
- (iii) Realised gains or losses on cancellation of forward exchange contracts are recognised in the Consolidated Statement of Profit and Loss of the period in which they are cancelled.
- (iv) In case of foreign operations whose functional currency is different from the parent company's functional currency, the assets and liabilities of such foreign operations, including goodwill and fair value adjustments arising upon acquisition, are translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the year. Resulting foreign currency differences are recognized in other comprehensive income/ (loss) and presented within equity as part of 'Exchange differences on translation of financial statements of foreign operations'(FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to the Consolidated Statement of Profit and Loss.

### 26. Taxes on Income

Income tax expense comprises current and deferred tax. It is recognized in Consolidated Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

#### (i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

#### (ii) Minimum Alternate Tax (MAT)

MAT credit is recognised as a deferred tax assets only when and to the extent there is convincing evidence that respective entity in the Group will pay normal tax during specified period. MAT credit is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

#### (iii) Deferred Tax

Deferred income tax is recognised using the balance sheet approach. Deferred tax liability is recognized in respect of temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes (including those arising from consolidation adjustments such as unrealized profit on inventory etc.).

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

## Notes to Consolidated Financial Statements

### Note 2 : Significant Accounting Policies (Contd.)

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred Tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

### 27. Earnings Per Share

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

### 28. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

### 29. Exceptional Items

In certain cases when, the size, type or incidence of an item of income or expenses, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item in the consolidated statement of profit and loss and disclosed in the notes accompanying the Consolidated Financial Statements.

# Notes to Consolidated Financial Statements

## Notes to Consolidated Financial Statements

### Note 3 : Property, Plant and Equipment

Particulars	Amount ₹ in Crore											
	Freehold Land	Leasehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computer Hardware	Office Equipments	Leasehold Improvements	Livestock used for R&D	Research Centre	Total
<b>Gross Carrying Amount</b>												
<b>Balance as at April 01, 2020</b>	365.16	23.07	1,234.44	1,809.78	55.21	78.91	31.29	80.19	17.39	0.55	0.97	3,696.96
Additions	13.24	-	66.21	166.91	31.66	5.77	4.16	21.43	4.20	0.03	0.16	313.77
Acquisition through business Combination	0.02	-	-	9.63	0.14	-	0.03	0.12	-	-	-	9.94
Disposals	(1.36)	-	(35.66)	(10.96)	(0.73)	(5.52)	(0.85)	(0.56)	-	(0.01)	-	(55.65)
<b>Balance as at March 31, 2021</b>	377.06	23.07	1,264.99	1,975.35	86.28	79.15	34.63	101.19	21.59	0.57	1.13	3,965.02
Additions	9.71	-	72.46	253.77	7.71	14.84	11.60	32.64	0.72	0.08	0.01	403.55
Acquisition through business Combination	-	-	-	-	1.09	1.20	2.46	0.39	0.80	-	-	5.95
(refer note 54)												
Disposals / Adjustments (refer note 6 below)	-	-	190.86	(26.52)	(0.21)	(5.31)	(1.30)	(1.75)	-	(0.16)	-	155.61
<b>Balance as at March 31, 2022</b>	386.77	23.07	1,528.30	2,202.60	94.87	89.87	47.40	132.48	23.12	0.50	1.14	4,530.13
<b>Accumulated Depreciation</b>												
<b>Balance as at April 01, 2020</b>	-	1.36	146.56	425.62	23.59	37.06	23.76	42.09	9.37	0.14	0.45	709.98
Additions	-	0.27	38.97	131.46	5.72	9.23	4.27	9.63	2.58	0.05	0.14	202.32
Acquisition through business Combination	-	-	-	7.13	0.10	-	0.01	0.10	-	-	-	7.34
Disposals	-	-	(3.70)	(5.40)	(0.46)	(3.07)	(0.78)	(0.37)	-	0.00	-	(13.78)
<b>Balance as at March 31, 2021</b>	-	1.63	181.84	558.81	28.94	43.22	27.26	51.45	11.95	0.19	0.59	905.86
Additions (refer note 4 below)	-	0.27	47.91	201.65	7.26	8.46	5.55	13.13	2.30	0.04	0.15	286.72
Acquisition through business Combination	-	-	0.04	-	0.64	0.38	0.72	0.20	0.69	-	-	2.67
(refer note 54)												
Disposals	-	-	8.16	(16.60)	(0.13)	(3.43)	(1.23)	(1.38)	-	(0.01)	-	(14.64)
<b>Balance as at March 31, 2022</b>	-	1.90	237.94	743.87	36.71	48.62	32.30	63.40	14.93	0.22	0.74	1,180.61
<b>Net Carrying Amount</b>												
Balance as at April 01, 2020	365.16	21.71	1,087.88	1,384.17	31.62	41.85	7.53	38.10	8.02	0.41	0.51	2,986.98
Balance as at March 31, 2021	377.06	21.44	1,083.15	1,416.53	57.34	35.93	7.38	49.74	9.64	0.38	0.53	3,059.17
<b>Balance as at March 31, 2022</b>	386.77	21.17	1,290.36	1,458.73	58.16	41.25	15.10	69.08	8.18	0.28	0.39	3,349.52

Notes :

- Refer Note No 39 for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment.
- Legal formalities relating to the transfer of title of immovable assets situated at Chennai (acquired as a part of the take over of Agrovet business from Godrej Industries Limited), Ariyalur & Varanavasi (as part of the merger of Cauvery Oil Palm Limited), and Dahej are being complied with. Stamp duty payable thereon is not presently determinable.
- Of the above, a Building carrying value ₹ 39.70 Crore (Previous Year: ₹ 48.62 Crore) is subject to first charge for secured bank loans (Refer Note 19).
- The Company has reassessed the future economic benefits from certain Plant and Machinery and considering expected usage and market conditions, it has recorded an exceptional expense of ₹ 66.57 crore to write down the Property Plant & Equipment to estimated recoverable amount. (Refer Note 36)
- Refer to note 19 and note 24 for information on property, plant and equipment pledged as security by the Group.
- The Company has reclassified Building aggregating ₹ 160.88 crore from Investment Property to Property Plant and Equipment.



# Notes to Consolidated Financial Statements

## Note 3a : Capital Work In Progress

Amount ₹ in Crore

Particulars	Property, Plant and Equipment	Investment Property	Total
<b>Balance as at April 01, 2020</b>	317.75	11.54	329.29
Additions during the year	354.39	7.89	362.28
Less : Capitalised during the year	241.49	13.73	255.22
Transferred from Inventories	-	2.50	2.50
<b>Balance as at March 31, 2021</b>	<b>430.64</b>	<b>8.20</b>	<b>438.85</b>
Additions during the year	357.08	17.73	374.81
Less: Capitalised during the year	350.46	12.06	362.52
Transferred from Inventories	-	7.41	7.41
<b>Balance as at March 31, 2022</b>	<b>437.26</b>	<b>21.28</b>	<b>458.54</b>

- Additions to Capital Work in Progress includes ₹ 20.52 crore (previous year ₹ ₹13.93 crore) on account of Capitalisation of borrowing cost on eligible project.
- Fair valuation of an investment property under construction which is at initial design concept stage is based on Cost method which is ₹ 21.25 Crore (Previous Year: ₹ 3.23). The fair value measurement is categorised in level 3 fair value hierarchy.
- Capital Work in Progress ageing schedule

Amount ₹ in Crore

Particulars	Property, Plant and Equipment			Investment Property		
	Projects in progress	Projects temporarily suspended	Total	Projects in progress	Projects temporarily suspended	Total
<b>Balance as at March 31, 2021</b>						
Less than 1 year	268.65	-	268.65	7.62	-	7.61
1-2 years	63.87	-	63.87	0.44	-	0.44
2-3 years	25.12	-	25.12	0.14	-	0.14
More than 3 years	71.61	1.39	73.00	-	-	-
<b>Total</b>	<b>429.25</b>	<b>1.39</b>	<b>430.64</b>	<b>8.20</b>	<b>-</b>	<b>8.20</b>
<b>Balance as at March 31, 2022</b>						
Less than 1 year	212.51	-	212.51	18.05	-	18.05
1-2 years	73.70	-	73.70	3.23	-	3.23
2-3 years	53.78	-	53.78	-	-	-
More than 3 years	95.87	1.39	97.27	-	-	-
<b>Total</b>	<b>435.86</b>	<b>1.39</b>	<b>437.26</b>	<b>21.28</b>	<b>-</b>	<b>21.28</b>

- Projects Overdue as compared to Original timeline

Amount ₹ in Crore

Particulars	Project at Ambernath Factory	Projects at Valia Factory
To be Completed in		
Less than 1 year	0.47	8.09
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-

# Notes to Consolidated Financial Statements

## Note 3b : Investment Property

Amount ₹ in Crore			
Particulars	Freehold Land	Buildings	Total
<b>Gross Carrying Amount</b>			
<b>Balance as at April 01, 2020</b>	<b>0.38</b>	<b>204.73</b>	<b>205.11</b>
Additions	-	329.51	329.51
Disposals	-	(0.92)	(0.92)
<b>Balance as at March 31, 2021</b>	<b>0.38</b>	<b>533.32</b>	<b>533.70</b>
Additions	-	12.31	12.31
Disposals/Other adjustments (refer note 5 below)	-	(202.01)	(202.01)
<b>Balance as at March 31, 2022</b>	<b>0.38</b>	<b>343.62</b>	<b>344.00</b>
<b>Accumulated Depreciation</b>			
<b>Balance as at April 01, 2020</b>	<b>-</b>	<b>12.76</b>	<b>12.76</b>
Additions	-	4.86	4.86
Disposals	-	3.27	3.27
<b>Balance as at March 31, 2021</b>	<b>-</b>	<b>20.89</b>	<b>20.89</b>
Additions	-	7.63	7.63
Disposals / Other Adjustments	-	(9.50)	(9.50)
<b>Balance as at March 31, 2022</b>	<b>-</b>	<b>19.02</b>	<b>19.02</b>
<b>Net Carrying Amount</b>			
Balance as at April 01, 2020	0.38	191.97	192.35
Balance as at March 31, 2021	0.38	512.43	512.81
Balance as at March 31, 2022	0.38	324.60	324.98
<b>Fair Value</b>			
As at April 01, 2020	4.15	233.41	237.56
As at March 31, 2021	4.15	548.14	552.29
As at March 31, 2022	10.88	399.52	410.40

### 1. Information regarding income and expenditure of Investment Property

Amount ₹ in Crore		
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Rental income derived from investment properties	29.42	11.68
Direct operating expenses	7.11	3.91
Profits arising from investment properties before depreciation	22.31	7.77
Less - Depreciation	7.63	4.86
Profits arising from investment properties	14.68	2.91

- The management has determined that the investment property consists of two class of assets - Freehold Land and Buildings - based on the nature, characteristics and risks of each property.
- The Company has no restriction on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
- The fair valuation is based on current prices in the active market for similar properties. The main input used are quantum, area, location, demand, age of building and trend of fair market rent in the location of the property.
- The Company has reclassified Building aggregating Rs 160.88 crore from Investment Property to Property Plant and Equipment.
- The fair value is based on valuation performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 3 fair value hierarchy.

# Notes to Consolidated Financial Statements

## Note 3b : Investment Property (Continued)

### 7. Reconciliation of Fair Value

Amount ₹ in Crore

Particulars	Freehold Land	Buildings	Total
Opening balance as at April 01, 2020	4.15	233.41	237.56
Fair value changes	-	(14.78)	(14.78)
Purchases	-	329.51	329.51
Opening balance as at April 01, 2021	4.15	548.14	552.29
Fair value changes	6.73	41.08	47.81
Purchases/ transfer to Property Plant and Equipment	-	(189.70)	(189.70)
Closing balance as at March 31, 2022	10.88	399.52	410.40

## Note 3c : Other Intangible Assets

Amount ₹ in Crore

Particulars	Trademark	Brand	Product Registration	Computer Software	Total
<b>Gross Carrying Amount</b>					
<b>Balance as at April 01, 2020</b>	<b>16.52</b>	<b>54.77</b>	<b>2.71</b>	<b>38.31</b>	<b>112.31</b>
Additions	-	-	-	5.72	5.72
Disposals	-	-	-	(0.06)	(0.06)
<b>Balance as at March 31, 2021</b>	<b>16.52</b>	<b>54.77</b>	<b>2.71</b>	<b>43.97</b>	<b>117.97</b>
Additions	-	-	-	12.39	12.39
Acquisition through business Combination	-	-	-	40.85	40.85
Disposals	-	-	-	0.01	0.01
<b>Balance as at March 31, 2022</b>	<b>16.52</b>	<b>54.77</b>	<b>2.71</b>	<b>97.22</b>	<b>171.22</b>
<b>Accumulated Depreciation</b>					
<b>Balance as at April 01, 2020</b>	<b>16.52</b>	<b>0.83</b>	<b>2.71</b>	<b>22.96</b>	<b>43.02</b>
Additions	-	0.83	-	5.45	6.28
Disposals	-	-	-	(0.06)	(0.06)
<b>Balance as at March 31, 2021</b>	<b>16.52</b>	<b>1.66</b>	<b>2.71</b>	<b>28.34</b>	<b>49.24</b>
Additions	-	0.83	-	9.28	10.11
Acquisition through business Combination	-	-	-	5.59	5.59
Disposals	-	-	-	0.01	0.01
<b>Balance as at March 31, 2022</b>	<b>16.52</b>	<b>2.49</b>	<b>2.71</b>	<b>43.22</b>	<b>64.95</b>
<b>Net Carrying Amount</b>					
Balance as at April 01, 2020	-	53.94	-	15.35	69.28
Balance as at March 31, 2021	-	53.11	-	15.63	68.74
Balance as at March 31, 2022	-	52.28	-	54.00	106.27

## Note 3d : Intangible Assets Under Development

Particulars	Amount ₹ in Crore
As at March 31, 2020	4.79
As at March 31, 2021	4.76
As at March 31, 2022	<b>24.53</b>

# Notes to Consolidated Financial Statements

## Note 3d : Intangible Assets Under Development (Continued)

Intangible assets under development Ageing

Amount ₹ in Crore

Particulars	Ageing schedule as at March 31, 2022		Ageing schedule as at March 31, 2021	
	Projects in progress	Projects temporarily suspended	Projects in progress	Projects temporarily suspended
Amount in Intangible assets under development for a period of				
Less than 1 Year	21.59	-	3.39	-
1-2 years	1.69	-	1.27	-
2-3 years	1.25	-	-	-
More than 3 years	-	-	0.10	-
<b>Total</b>	<b>24.53</b>	<b>-</b>	<b>4.76</b>	<b>-</b>

## Note 3e: Biological Assets other than bearer plants

A. Reconciliation of carrying amount

Amount ₹ in Crore

Particulars	Oil palm saplings		Cattle		PS Birds / Hatching eggs / Broilers Amount	Total
	Qty.	Amount	Qty.	Amount		
Balance as April 1, 2020	808,247	6.27	781.00	5.26	68.16	79.69
Add:						
Purchases	687,500	3.30	6.00	0.04	76.37	79.71
Production/ Cost of Development		1.81	388.00	2.53	232.05	236.39
Less:						
Sales / Disposals	(688,580)	(5.61)	(210)	(0.54)	(311.23)	(317.38)
Change in fair value less cost to sell:						
Realised	-	(0.08)	-	(0.82)	1.72	0.81
Unrealised	-	(0.40)	-	(0.51)	(18.21)	(19.12)
Unrealised	-	0.32	-	(0.31)	19.92	19.93
<b>Balance as at March 31, 2021</b>	<b>807,167</b>	<b>5.69</b>	<b>965.00</b>	<b>6.46</b>	<b>67.07</b>	<b>79.21</b>
Add:						
Purchases	856,000	4.78	187	1.59	87.04	93.41
Production/ Cost of Development		3.63	441	3.07	334.63	341.33
Less:						
Sales / Disposals	(751,224)	(6.92)	(486)	(2.31)	(405.61)	(414.84)
Change in fair value less cost to sell:						
Realised	-	(0.73)	-	(0.45)	0.41	(0.78)
Unrealised	-	(0.30)	-	(0.45)	(19.92)	(20.67)
Unrealised	-	(0.43)	-	(0.00)	20.33	19.90
<b>Balance as at March 31, 2022</b>	<b>911,943</b>	<b>6.45</b>	<b>1,107</b>	<b>8.36</b>	<b>83.54</b>	<b>98.32</b>
<b>As at March 31, 2021</b>						
Non Current		5.69		6.46	5.51	17.66
Current		-		-	61.55	61.55
<b>As at March 31, 2022</b>						
Non Current		6.45		8.36	5.62	20.43
Current		-		-	77.91	77.91

The Group has trading operations in oil palm business whereby the group purchases the saplings and sells the saplings once it has achieved the desired growth. During the year ended March 31, 2022, the group purchased 8,56,000 (Previous year: 6,87,500) number of saplings, out of which 8,56,000 (Previous year: 6,87,500) were still under cultivation.

# Notes to Consolidated Financial Statements

## Note 3e: Biological Assets other than bearer plants (Continued)

### B. Measurement of Fair value

#### i. Fair Value hierarchy

The fair value measurements for oil palm saplings, cattles and PS Birds /Hatching eggs /Broilers have been categorised as Level 3 fair values based on the inputs to valuation technique used.

#### ii. Level 3 Fair values

The following table shows a break down of the total gains (losses) recognised in respect of Level 3 fair values-

Amount ₹ in Crore

Particulars	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Oil palm saplings/Cattles	Oil palm saplings/Cattles	PS Birds / Hatching eggs / Broilers	PS Birds / Hatching eggs / Broilers
Gain/(loss) included in 'other operating revenue'	(1.18)	(0.90)	0.41	1.71
Change in fair value (realised)	(0.75)	(0.91)	(19.92)	(18.21)
Change in fair value (unrealised)	(0.43)	0.01	20.33	19.92

#### iii. Valuation techniques and significant unobservable inputs

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Oil Palm Saplings - it comprises the stock under cultivation	Cost approach and percentage completion method	Estimated cost of completing the stock under cultivation ₹ 68.5 to 131.0 per sapling	The estimated fair valuation would increase/(decrease) if - Estimated cost to complete was lower (higher)
Biological assets - it comprises of: PS Bird; Hatching eggs; and Contract farm- Broilers	Discounted cash flows	Estimated price of each component - PS birds - ₹ 25.90 (31 March 2021: ₹ 20.59) per Hatching eggs, - Hatching eggs - ₹ 30.57 (31 March 2021: ₹ 34.49) per Day Old Chicks, - Contract farms- Broilers (average rate) - ₹ 118.00 (31 March 2021: ₹ 105.00) per kg for live bird	The estimated fair valuation would increase/(decrease) if - Estimated price of each component of poultry stock was higher/(lower) - discounting is done for the expected cash flows
Cattles	Market approach with the help of Valuation certificate	Estimated price impact on age, breed and yield of the Cattle	The estimated fair valuation would increase/(decrease) if - Estimated yield of the cattle is increased or decreased

### C. Risk Management strategies related to agricultural activities

The group is exposed to the following risks relating to its plantations, Cattles and PS Bird /Hatching egg /Broiler

#### i. Regulatory and environmental risks

The group is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

## Notes to Consolidated Financial Statements

### Note 3e: Biological Assets other than bearer plants (Continued)

#### ii. Supply and demand risks

The Group is exposed to risks arising from fluctuations in the price and sales volume of plants and milk. For oil palm plants, when possible, the group manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analyses for projected harvest volumes and pricing. For milk, the Group manage this risk by effective marketing tie up for sale of milk.

The Group is exposed to the risk arising from the fluctuations in the price of Hatching eggs, commercial day old chicks and live birds. When the price goes down the management possibly manage this risk by diverting more live birds for processing and when prices goes up the management sells more Hatching eggs, Day old Chicks and Live Birds.

#### iii. Climate and other risks

The Group's oil palm plantations are exposed to the risk of damage from climatic changes, diseases, forest fires and other natural forces. The group has extensive processes in place aimed at monitoring and mitigating those risks, including regular plantation health surveys and industry pest and disease surveys.

The Group is exposed to risks arising from fluctuations in yield and health of the Cattle. Group manages this risk by effective sourcing and maintenance of cattle.

The Group's Live stock are exposed to the extreme climatic changes in summer and winter season. However, the Group has extensive processes in place aimed at monitoring and mitigating those risks, including regular health inspections of Live Stock and adopting Industry best practices by professional qualified veterinarian doctors.

A reasonably possible change of 10% in Estimated cost of completing the stock under cultivation and cattles at the reporting date would have increased (decreased) profit or loss by the amounts shown below. .

	Profit or (loss) for the year ended March 31,2022		Profit or (loss) for the year ended March 31,2021	
	10% increase	10% decrease	10% increase	10% decrease
Variable cost (Oil palm saplings)	(0.18)	0.19	(0.13)	0.14
Estimated change in valuation- Cattle	0.84	(0.84)	0.65	(0.65)
Estimated change in valuation- Poultry (PS Birds /Hatching eggs / Broilers)	9.37	(9.37)	7.77	(7.77)
<b>Cash flow sensitivity (net)</b>	<b>10.03</b>	<b>(10.02)</b>	<b>8.29</b>	<b>(8.28)</b>

# Notes to Consolidated Financial Statements

## Note 4a : Equity accounted investees

(Refer Note No 1 sub note 7 ii for Accounting Policy on Equity accounted investees)

Particulars	Note	Face Value (₹ unless stated otherwise)	Amount ₹ in Crore			
			As at March 31, 2022		As at March 31, 2021 (Restated)	
			Number	Value	Number	Value
<b>(I) Investment in Equity Instruments (Fully Paid up unless stated otherwise)</b>						
<b>(a) Quoted Investment</b>						
<b>(i) Associates</b>						
Godrej Consumer Products Ltd.		1	242,812,860	3,744.50	242,812,860	3,244.65
<b>(b) Unquoted Investment</b>						
<b>(i) Associates</b>						
Personalitree Academy Ltd.	1	10	389,269	1.10	389,269	1.10
Share Application Money **				0.03		0.03
Less: Provision for Diminution in value of Investments				(1.13)		(1.13)
<b>(ii) Joint Ventures</b>						
ACI Godrej Agrovet Private Limited		100	1,850,000	95.02	1,850,000	84.99
Omnivore India Capital Trust		100,000	2,444.37	45.42	2,444.37	35.16
Joint Ventures and Associates of Property Business						
Wonder City Buildcon Private Limited		10	810,420	-	810,420	-
Godrej Home Constructions Private Limited		10	1,071,770	-	1,071,770	-
Wonder Projects Development Private Limited		10	1,070,060	-	1,070,060	-
Munjal Hospitality Private Limited		13.41	60,961,200	83.11	60,961,200	83.47
Yujya Developers Private Limited		10	8,653,476	0.81	7,912,201	3.79
Vivrut Developers Private Limited		10	19,737,459	16.75	1,840,000	15.96
Godrej Real View Developers Private Limited		10	2,140,000	-	2,140,000	-
Pearlite Real Properties Private Limited		10	3,871,000	15.82	3,871,000	2.62
Godrej Greenview Housing Private Limited		10	1,264,560	-	1,264,560	-
Godrej Green Homes Private Limited		10	360,813	100.01	360,813	184.14
Godrej Skyline Developers Private Limited		10	581,429	-	260,000	-
Vagishwari Land Developers Private Limited (w.e.f June 10, 2021)		10	200	29.46	-	-
Yerwada Developers Private Limited (w.e.f January 31, 2022)		10	11,000,000	10.90	-	-
Godrej Mackbricks Private Limited (formerly known as Ashank Macbricks Private Limited)		10	1,675,000	-	1,675,000	-
Godrej Redevelopers (Mumbai) Private Limited		10	28,567	36.78	28,567	1.03
<b>(II) Investment in Preference Shares (Fully paid-up unless stated otherwise) (at Amortised Cost)</b>						
<b>(i) Investment in Joint Ventures</b>						
Godrej Skyline Developers Private Limited		10	13,000,000	-	13,000,000	-
<b>(III) Investment In Limited Liability Partnerships</b>						
Mosaic Landmarks LLP				0.11		0.11
Oxford Realty LLP				-		5.27
Dream World Landmarks LLP				2.02		3.69
M S Ramaiah Ventures LLP				0.23		0.51
Godrej Housing Projects LLP				15.41		5.24
Mahalunge Township Developers LLP				154.22		179.05
Manjari Housing Projects LLP				161.18		187.25
Maan-Hinge Township Developers LLP				97.78		104.85

# Notes to Consolidated Financial Statements

## Note 4a : Equity accounted investees (Continued)

Particulars	Note	Face Value (₹ unless stated otherwise)	Amount ₹ in Crore			
			As at March 31, 2022		As at March 31, 2021 (Restated)	
			Number	Value	Number	Value
Godrej Vestamark LLP (Classified as Joint Venture w.e.f. May 03, 2019)			29.91		47.25	
Godrej Projects North LLP (Classified as Subsidiary upto December 02, 2021)			49.72		-	
Godrej Projects North Star LLP			-		-	
A R Landcraft LLP			-		-	
Caroa Properties LLP			-		-	
Godrej Developers & Properties LLP			-		-	
Oasis Landmarks LLP (Classified as Subsidiary w.e.f. March 01, 2022)			-		-	
Godrej SSPDL Green Acres LLP			-		-	
Godrej Amitis Developers LLP (formerly known as Amitis Developers LLP)			-		-	
Godrej Construction Projects LLP (Classified as Subsidiary w.e.f. March 21, 2021)			-		-	
Bavdhan Realty @ Pune 21 LLP (upto November 24, 2021)			-		-	
Prakhhyat Dwellings LLP			-		-	
Godrej Highview LLP			-		-	
Godrej Irismark LLP			-		-	
Godrej Reserve LLP			-		-	
Godrej Property Developers LLP			-		-	
Suncity Infrastructures (Mumbai) LLP			-		-	
Roseberry Estate LLP			-		-	
Universal Metro Properties LLP			-		-	
Godrej Odyssey LLP			-		-	
Embellish Houses LLP (Classified as Subsidiary upto May 10, 2020)			-		-	
Manyata Industrial Parks LLP			-		-	
			<b>4,689.15</b>		<b>4,189.03</b>	
Aggregate Amount of Quoted Investments			3,744.50		3,244.65	
Aggregate Amount of Unquoted Investments			945.78		945.51	
Aggregate Provision for Diminution in the Value of Investments			(1.13)		(1.13)	
Market Value of Quoted Investments			18,145.41		17,694.99	

### Note

- 1 Includes ₹ 0.03 crore paid towards share application money to Personalitree Academy Limited which is considered Doubtful.



# Notes to Consolidated Financial Statements

## Note 4b : Non Current Financial Assets- Investments

Amount ₹ in Crore

Name	Note	Face Value	As at		As at	
			March 31, 2022		March 31, 2021 (Restated)	
			Number	Amount	Number	Amount
<b>(I) Investment in Equity Instruments (Fully Paid up unless stated otherwise)</b>						
At Fair Value Through Profit and Loss						
(a) Quoted Investment						
Zicom Electronics Security System Ltd.		10	173,918	-	173,918	0.03
Ruchi Soya Industries Ltd.*	1	2	35	0.00	35	0.00
Agro Tech Foods Ltd.*		10	1	0.00	1	0.00
Colgate Palmolive India Ltd.*		1	2	0.00	2	0.00
Dabur India Ltd.*		1	6	0.00	6	0.00
Gillette India Ltd.*		10	1	0.00	1	0.00
Hindustan Unilever Ltd.		1	751	0.15	751	0.18
Marico Ltd.*		1	80	0.00	80	0.00
Bajaj Finance Ltd.		2	450	0.33	450	0.23
Procter & Gamble Hygiene & Health Care Ltd.*		10	1	0.00	1	0.00
Cera Sanitaryware Ltd.		5	1,189	0.59	1,189	0.46
HDFC Bank Ltd.		2	444	0.06	444	0.07
Infosys Ltd.		5	610	0.12	610	0.08
Venkys India Ltd.*		10	1	0.00	1	0.00
Just Dial Ltd		10	82	0.01	82	0.01
Advanced Enzyme Technologies Ltd.		2	3,000	0.08	3,000	0.10
Vadilal Industries Ltd.		10	2,000	0.28	2,000	0.18
DCM Ltd.		10	5,000	0.04	5,000	0.01
Maruti Suzuki India Ltd.		5	50	0.04	50	0.03
KSE Limited		10	65,467	13.88	65,467	15.06
Ujjivan Financial Services Ltd.		10	12,204	0.12	12,204	0.26
Bharat Petroleum Corporation Limited		10	2,000	0.07	2,000	0.09
Wockhardt Ltd.		5	1,000	0.03	1,000	0.04
Whirpool of India Ltd.		10	500	0.08	500	0.11
Ansal Buildwell Limited*		10	100	0.00	100	0.00
Ansal Housing Limited*		10	300	0.00	300	0.00
Ansal Properties and Infrastructure Limited*		5	600	0.00	600	0.00
Unitech Limited*		2	13,000	0.00	13,000	0.00
The Great Eastern Shipping Company Limited*		10	72	0.00	72	0.00
Radhe Developers (India) Limited*		10	100	0.00	100	0.00
DCM NOUVELLE LIMITED		10	5,000	0.12	5,000	0.04
United Textiles Limited*		10	23,700	0.00	23,700	0.00
(b) Unquoted Investment						
Bharuch Eco-Aqua Infrastructure Ltd.		10	440,000	0.44	440,000	0.44
Less : Provision for Diminution in the Value of Investment				(0.44)		(0.44)
				-		-
Avesthagen Ltd.		7	469,399	12.43	469,399	12.43
Less : Provision for Diminution in the Value of Investment				(12.43)		(12.43)
				-		-
CBay Infotech Ventures Pvt. Ltd.		10	112,579	2.33	112,579	2.33
Less : Provision for Diminution in the Value of Investment				(2.33)		(2.33)
				-		-

# Notes to Consolidated Financial Statements

## Note 4b : Non Current Financial Assets- Investments (Continued)

Name	Note	Face Value	Amount ₹ in Crore			
			As at		As at	
			March 31, 2022		March 31, 2021 (Restated)	
			Number	Amount	Number	Amount
Gharda Chemicals Ltd.	2	100	114	0.12	114	0.12
Less : Provision for Diminution in the Value of Investment				(0.12)		(0.12)
				-		-
HyCa Technologies Pvt. Ltd.		10	12,436	1.24	12,436	1.24
Less : Provision for Diminution in the Value of Investment				(1.24)		(1.24)
				-		-
Tahir Properties Ltd (Partly paid) *	3	100	25	0.00	25	0.00
Boston Analytics Inc.		\$1	1,354,129	6.91	1,354,129	6.91
Less : Provision for Diminution in the Value of Investment				(6.91)		(6.91)
				-		-
The Saraswat Co-op Bank Ltd. *		10	4,500	0.02	4,500	0.02
Sachin Industrial Co-operative Society Ltd. *				0.00		0.00
Isprava Vesta Pvt. Ltd. (previously known as Isprava Technologies Ltd.)		10	195,831	0.04	195,831	0.04
Isprava Hospitality Pvt. Ltd.		10	35,434	0.03	35,434	0.04
Clean Max Enviro Energy Solution Pvt Ltd .		10	3,133	1.01	3,133	1.01
AB Corp Limited*		10	25,000	0.00	25,000	0.00
Lok Housing and Construction Limited*		10	100	0.00	100	0.00
Global Infrastructure & Technologies Limited*		10	100	0.00	100	0.00
Premier Energy and Infrastructure Limited*		10	100	0.00	100	0.00
D.S. Kulkarni Developers Limited*		10	100	0.00	100	0.00
GOL Offshore Limited *		10	18	0.00	18	0.00
Modella Textiles Private Limited		100	2	0.00	2	0.00
Lotus Green Construction Private Limited*		100	1	0.00	1	0.00
Alacrity Housing Limited*		10	100	0.00	100	0.00
Brookings Institution India Centre*		100	125	0.00	125	0.00
Shamrao Vithal Co-operative Bank Ltd				0.01		0.01
(II) Investment in Debentures or Bonds						
At Fair Value Through Profit and Loss						
(a) Unquoted Investment						
(i) Joint Ventures						
Godrej Green Homes Limited		1000	3,318,000	331.80	3,318,000	331.80
Godrej Skyline Developers Private Limited		100	5,304,000	51.32	5,304,000	54.04
Yujya Developers Private Limited		100	2,650,473	26.47	2,397,348	23.94
Vivrut Developers Private Limited		1000	619,500	61.95	552,000	55.20
Munjhal Hospitality Private Limited		100	2,010,000	20.09	2,010,000	20.09
Vagishwari Land Developers Private Limited (w.e.f June 10, 2022)		1000	805,224	80.52	-	-
Yerwada Developers Private Limited (w.e.f January 31, 2022)		1000	330,000	33.00	-	-
(III) Investment in Preference Shares (Fully Paid up unless stated otherwise)						
At Fair Value Through Profit and Loss						
(a) Unquoted Investment						
Tahir Properties Ltd (Class - A) (partly paid) *		100	25	0.00	25	0.00
Less: Forfeited*				0.00		0.00
				0.00		0.00

## Notes to Consolidated Financial Statements

Amount ₹ in Crore

Name	Note	Face Value	As at		As at	
			March 31, 2022		March 31, 2021 (Restated)	
			Number	Amount	Number	Amount
<b>At Fair Value Through Other Comprehensive Income</b>						
<b>(a) Quoted Investment</b>						
KSE Limited		10	15,554	19.20	15,554	3.56
At Amortised Cost						
<b>(a) Unquoted Investment</b>						
<b>(i) Joint Ventures</b>						
Wonder City Buildcon Private Limited		1000	307,833	-	307,833	-
Godrej Home Constructions Private Limited		1000	413,949	22.15	413,949	15.10
Wonder Projects Development Private Limited		1000	275,500	21.13	275,500	18.75
Godrej Real View Developers Private Limited		1000	461,700	29.53	461,700	45.07
Godrej Greenview Housing Private Limited		1000	260,946	5.57	260,946	6.91
Godrej Redevelopers (Mumbai) Private Limited		1000	-	-	843,736	84.08
Godrej Mackbricks Private Limited (formerly known as Ashank Macbricks Private Limited)		1000	437,000	36.13	437,000	43.95
<b>(IV) Investment in Partnership Firms</b>						
View Group LP *	4			0.00		0.00
Less : Provision for Diminution in the Value of Investment				(0.00)		(0.00)
<b>(V) Other Investment</b>						
Investment in Units of Venture Capital Fund						
Indian Fund for Sustainable Energy (Infuse Capital)		100	204,024	3.04	299,900	3.74
Less: Provision for expected credit loss on investments				-		-
			<b>759.00</b>		<b>724.35</b>	
Aggregate Amount of Quoted Investments				35.20		20.57
Aggregate Amount of Unquoted Investments				747.27		727.25
Aggregate Provision for Diminution in the Value of Investments				(23.47)		(23.47)
Market Value of Quoted Investments				35.20		20.57

\* Amount less than ₹ 0.01 crore.

## Notes

- During the previous year as per the Resolution Plan approved by Hon'ble NCLT, the issued, subscribed and paid-up equity capital of the Ruchi Soya Ltd stand reduced from ₹ 66,82,01,444/- consisting of 33,41,00,722 equity shares of face value of ₹ 2/- each to ₹ 66,82,014/- consisting of 33,41,007 equity shares of ₹ 2/- each thereby reducing the value of issued, subscribed & paid-up equity share capital of the Company by ₹ 66,15,19,430 divided into 33,07,59,715 equity shares of ₹ 2/- each. Accordingly the number shares of Ruchi Soya Ltd held by GIL has been reduced from 3532 to 35 shares.
- The said shares have been refused for registration by the investee company.
- Uncalled Liability on partly paid shares  
- Tahir Properties Ltd. - Equity - ₹ 80 per share (Previous year 2021 - ₹ 80 per share).
- View Group LP has been dissolved on December 14, 2012, however, the Company has still not received an approval from RBI for writing-off the investment.

# Notes to Consolidated Financial Statements

## Note 5 : Non Current Financial Assets- Trade Receivables

Amount ₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021 (Restated)
(l) Unsecured and Considered Good	173.22	71.71
	173.22	71.71

### Trade Receivables ageing schedule

March 31, 2022	Undisputed Trade receivables			Disputed Trade receivables			Total
	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired	
Not due	93.97	-	-	-	-	-	93.97
Less than 6 months	60.12	-	-	-	-	-	60.12
6 months -1 year	5.18	-	-	-	-	-	5.18
1-2 Years	2.34	-	-	8.38	-	-	10.73
2-3 years	3.23	-	-	-	-	-	3.23
More than 3 years	-	-	-	-	-	-	-
<b>Total</b>	<b>164.84</b>	-	-	<b>8.38</b>	-	-	<b>173.22</b>

March 31, 2021	Undisputed Trade receivables			Disputed Trade receivables			Total
	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired	
Not due	71.71	-	-	-	-	-	71.71
Less than 6 months	-	-	-	-	-	-	-
6 months -1 year	-	-	-	-	-	-	-
1-2 Years	-	-	-	-	-	-	-
2-3 years	-	-	-	-	-	-	-
More than 3 years	-	-	-	-	-	-	-
<b>Total</b>	<b>71.71</b>	-	-	-	-	-	<b>71.71</b>

Trade Receivables having legal cases / arbitration have been considered as disputed

# Notes to Consolidated Financial Statements

## Note 6 : Non Current Financial Assets- Loans

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
<b>(I) Loans from financing activity</b>		
<b>Secured and Considered Good</b>		
Housing loan	1,201.35	-
Non-housing loan	478.88	-
<b>Unsecured and Considered Good</b>		
Non-housing loan	23.50	-
<b>Unsecured and Considered Doubtful</b>		
Non-housing loan	7.20	-
Less : Allowance for Bad and Doubtful Loans	(7.20)	-
<b>(II) Other Loans</b>		
(a) Secured and Considered Doubtful (credit impaired) (refer note 2 and 3 below)	10.33	10.33
Less : Allowance for Bad and Doubtful Loans	(10.33)	(10.33)
	-	-
(b) Unsecured and Considered Good		
Loans to Others	43.82	-
Loans to employees	1.37	1.27
	<b>1,748.92</b>	<b>1.27</b>
There are no loans which have significant increase in credit risk.		

### Notes

- Secured Deposits - Projects, are Secured against Terms of Development Agreement.
- The Company had advanced an amount of ₹ 10.33 crore to certain individuals who also pledged certain equity shares as security against the said advance. The Company has enforced its security and lodged the shares for transfer in its name. The said transfer application was rejected and Company has preferred an appeal to the Company Law Board (CLB). The CLB rejected the application and advised the parties to approach the High Court. The Company had filed an appeal before the Honorable High Court against the order of the Company Law Board under section 10 F of the Companies Act, which was disposed of with the direction to keep the transfer of shares in abeyance till the arbitration proceedings between the parties are on. The Honorable Bombay High Court passed an interim order dated September 18, 2012, restraining the Company from interalia, dealing, selling or creating third party rights, etc. in the pledged shares and referred the matter to arbitration. The Company had filed a Special Leave Petition (SLP) before the Supreme Court against this interim order of the Honorable Bombay High Court which the Supreme Court has dismissed and the matter is presently before the Arbitrator. Single Arbitrator, Justice (Retired), A.P. Shah on June 29, 2019 passed an Award ruling that Godrej Industries Ltd shall return all the pledged shares along with the original loan –cum- pledge agreements and the Power of Attorneys executed by the said individuals in favor of Godrej Industries Ltd to the said individuals upon the said Individuals repaying an amount of ₹ 10.33 crores to Godrej Industries Ltd.

The Company, challenged this Award before the Hon'ble High Court of Bombay by way of Section 34 petition under the Arbitration & Conciliation Act 1996. Hon'ble Bombay High Court by its Order dated 13/09/2019 has now stayed the operation of the said Award dated 29<sup>th</sup> June 2019 till the said Section 34 Petition is finally disposed of. The matter is now pending before the Bombay High Court.

The Management is confident of recovery of this amount as underlying value of the said shares is substantially greater than the amount of loan and interest thereon. However, on a conservative basis, the Company has provided for the entire amount of ₹ 10.33 crore in the books of account.

# Notes to Consolidated Financial Statements

## Note 6 : Non Current Financial Assets- Loans (Continued)

3 Details of Loans under section 186 (4) of Companies Act, 2013.

Amount ₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021 (Restated)	
	Maximum Balance During the Year	Amount outstanding	Maximum Balance During the Year	Amount outstanding
1 Loans where there is no repayment schedule				
(i) Federal & Rashmikant	5.83	5.83	5.83	5.83
(ii) M/s Dhruv & Co. (Regd.)	4.18	4.18	4.18	4.18
(iii) D. R. Kavasmaneck & Dr. P. R. Kavasmaneck	0.32	0.32	0.32	0.32

## Note 7 : Non Current Financial Assets- Others

Amount ₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021 (Restated)	
	(I) Bank Deposit with more than 12 months maturity (Refer Note 1 below)		10.41	
(II) Security Deposit				
(a) Secured and Considered Good (Refer Note 1 below)		-		29.00
(b) Unsecured and Considered Good		42.76		30.06
(c) Unsecured and Considered Doubtful (credit impaired)	1.19		1.20	
Less : Allowance for Bad and Doubtful Deposit	(1.19)		(1.20)	
		-		-
(III) Secured				
(a) Interest Accrued on Loans (Refer Note 2 below)	3.15		3.15	
Provision for Doubtful Loans	(3.15)		(3.15)	
		-		-
(IV) Unsecured				
(a) Interest Accrued on Loans	1.03		1.03	
Provision for Doubtful Loans	(1.03)		(1.03)	
		-		-
(V) Others				
(a) Balances with Statutory authorities		-		0.36
(b) Claim Receivable		1.86		1.90
(c) Deposit		5.14		0.39
		<b>60.17</b>		<b>816.51</b>

### Notes

Bank Deposit with more than 12 months maturity includes.

- Fixed Deposits of ₹ 0.12 crore (Previous year ₹ 0.12 crore ) are pledged with government authorities. Further Fixed deposits with scheduled banks of ₹ 0.01 crores (Previous Year ₹ 0.01 crore) held as margin money towards sales tax registration and fixed deposit of ₹ 0.01 crores (Previous Year ₹ 0.01 crore) are kept as earnest money deposits.
  - Fixed deposits held as margin money and lien marked for issuing bank guarantees amounting to ₹ 2.65 crore (Previous Year: ₹ 2.91 crore).
- Interest on loan referred to in sub note (2) under Note 6 - Non Current Loans, amounting to ₹ 3.15 crore was accrued upto March 31, 2000 and has been fully provided for, no interest is being accrued thereafter.

# Notes to Consolidated Financial Statements

## Note 8 : Deferred Tax Assets (Net of Liabilities)

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Deferred tax liabilities arising on account of:		
(a) Property, plant and equipment & Intangible assets	174.15	176.23
(b) Investments	27.45	4.14
(c) Biological Assets	7.04	6.90
	<b>208.64</b>	<b>187.27</b>
(II) Deferred tax assets arising on account of:		
(a) Provision for Retirement Benefits	52.50	50.34
(b) Indexation benefit on land and shares	1.06	1.06
(c) Inventories	16.63	14.95
(d) Equity-settled share-based payments	1.19	1.28
(e) MAT Credit Entitlement	7.02	6.26
(f) Provision for Doubtful Debts / Advances	30.83	32.90
(g) Brought forward Losses	128.81	111.37
(h) Unabsorbed Depreciation	154.68	158.91
(i) Other Provisions	241.20	208.88
(j) Leases	0.11	0.01
	<b>634.03</b>	<b>585.96</b>
Deferred Tax Assets (Net of Liabilities) (Refer note 44)	<b>425.39</b>	<b>398.69</b>

## Note 9 : Other Non Current Assets

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Capital Advances		
Considered Good	77.46	44.92
(II) Other Advances		
(a) Balance with Government Authorities	17.13	24.60
(b) Prepaid Expense	0.50	0.69
(c) Others	11.94	5.30
Considered Doubtful	1.23	1.13
Provision for Doubtful Advance	(1.23)	(1.13)
	<b>107.03</b>	<b>75.51</b>

# Notes to Consolidated Financial Statements

## Note 10 : Inventories

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Raw Materials	1,293.67	840.16
Raw Materials (relating to Property development)	5.45	6.13
(II) Packing Material	4.65	4.24
(III) Work in Progress	222.55	181.97
(IV) Construction Work in Progress (Refer note 2 below)	5,282.51	4,171.10
(V) Project in Progress	0.03	5.72
(VI) Finished Goods	384.99	225.45
(VII) Finished Goods - Property Development (Refer note 2 below)	375.29	424.17
(VIII) Transferable Development Rights	0.25	195.20
(IX) Stock in Trading	89.63	85.82
(X) Stores and Spares	59.64	47.46
	<b>7,718.66</b>	<b>6,187.42</b>

### Notes

- Inventories are valued at lower of cost and net realisable value. Cost is computed on weighted average basis and is net of GST Input Tax Credit.
- The write-down of inventories to net realisable value during the year amounted to ₹ 85.46 Crore (Previous Year: ₹ 130.67 Crore).
- Working capital facilities sanctioned by banks under consortium arrangement are secured by hypothecation of stocks. Monthly statements of stock and book debts are filed with the bank which are in agreement with the books of accounts.

## Note 11 : Current Financial Assets- Investments

Name	Note	Face Value	Amount ₹ in Crore	
			As at March 31, 2022	As at March 31, 2021 (Restated)
(I) (a) Quoted investment in Mutual Funds (At Fair Value Through Profit and Loss)			801.99	1,319.21
(b) Unquoted investment in Mutual Funds (At Fair Value Through Profit and Loss)			3,359.08	3,719.39
(II) Other Investment				
At Fair Value Through Profit and Loss				
(a) Unquoted Investment				
Optionally Convertible Loan Notes/Promissory Notes				
Boston Analytics Inc. (15%)	1	\$ 750,000	3.00	3.00
Less : Provision for Diminution in the Value of Investment			(3.00)	(3.00)
			-	-
Boston Analytics Inc. (20%)	1	\$ 15,50,000	6.73	6.73
Less : Provision for Diminution in the Value of Investment			(6.73)	(6.73)
			-	-
Boston Analytics Inc. (12%)	2	\$ 950,000	4.69	4.69
Less : Provision for Diminution in the Value of Investment			(4.69)	(4.69)
			-	-
(III) Investment in equity of associates				
(a) Unquoted				
Al Rahaba International Trading Limited Liability Company		AED 1500	-	-
			<b>4,161.07</b>	<b>5,038.60</b>
Aggregate Amount of Quoted Investments			801.99	1,319.21
Aggregate Amount of Unquoted Investments			3,373.50	3,733.81
Aggregate Provision for Diminution in the Value of Investments			(14.42)	(14.42)
Market Value of Quoted Investments			801.99	1,319.21

### Note

- The Optionally Convertible Promissory Notes (15%) of Boston Analytics Inc. in respect of which the Company did not exercise the conversion option and Boston Analytics Inc. promissory notes (20%) where there was a partial conversion option which the Company did not exercise, were due for redemption on June 30, 2009 and August 21, 2009, respectively. The said promissory notes have not been redeemed as of the Balance Sheet date and have been fully provided for.
- 12% promissory notes were repayable on or before December 31, 2011, along with interest on maturity. The said promissory notes have not been redeemed as of the Balance Sheet date and have been fully provided for.



# Notes to Consolidated Financial Statements

## Note 12 : Current Financial Assets- Trade Receivables

Amount ₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Secured and Considered Good (Refer Note 1 below)	129.65	117.96
(II) Unsecured and Considered Good	1,546.39	1,405.09
(III) Unsecured and Considered Doubtful (significant increase in credit risk/credit impaired)	103.61	120.10
Less : Allowance for Bad and Doubtful Debt	(103.61)	(120.10)
Net Unsecured and Considered Doubtful	-	-
	<b>1,676.04</b>	<b>1,523.05</b>

## Notes

- 1 Secured by Security Deposits collected from Customers, Letter of Credit or Bank Guarantees held against them.
- 2 Refer note 24 for information on trade receivables pledged as security by the Group.
- 3 Refer note 50 for information on Credit Risk.

## Trade Receivables ageing based on due date

Amount ₹ in Crore

March 31, 2022	Undisputed Trade receivables			Disputed Trade receivables			Considered good Total	Considered Doubtful (significant increase in credit risk/credit impaired) Total	Total
	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired			
Not due	14.34	9.05	(0.32)	-	-	-	14.34	8.73	23.06
Less than 6 months	1,337.42	0.20	3.01	0.52	-	-	1,337.94	3.22	1,341.16
6 months -1 year	233.08	-	1.18	0.34	0.26	-	233.42	1.44	234.86
1-2 Years	61.95	5.22	31.34	0.97	4.25	-	62.92	40.80	103.72
2-3 years	7.91	7.06	2.68	-	0.45	-	7.91	10.20	18.11
More than 3 years	6.23	14.67	2.21	13.27	2.09	20.27	19.51	39.22	58.74
<b>Total</b>	<b>1,660.93</b>	<b>36.19</b>	<b>40.10</b>	<b>15.11</b>	<b>7.05</b>	<b>20.27</b>	<b>1,676.04</b>	<b>103.61</b>	<b>1,779.66</b>

March 31, 2021	Undisputed Trade receivables			Disputed Trade receivables			Considered good Total	Considered Doubtful (significant increase in credit risk/credit impaired) Total	Total
	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired	(i) Considered good	(ii) Which have significant increase in credit risk	(iii) Credit impaired			
Not due	66.78	-	-	-	-	-	66.78	-	66.78
Less than 6 months	1,062.50	0.74	0.70	-	-	-	1,062.50	1.43	1,063.94
6 months -1 year	319.80	0.55	1.87	-	-	-	319.80	2.41	322.21
1-2 Years	55.84	3.50	28.50	-	-	2.66	55.84	34.66	90.50
2-3 years	12.27	5.06	1.21	-	-	0.16	12.27	6.43	18.70
More than 3 years	5.86	8.89	1.67	-	0.70	63.92	5.86	75.17	81.03
<b>Total</b>	<b>1,523.05</b>	<b>18.73</b>	<b>33.94</b>	<b>-</b>	<b>0.70</b>	<b>66.74</b>	<b>1,523.05</b>	<b>120.10</b>	<b>1,643.15</b>

# Notes to Consolidated Financial Statements

## Note 13a :Cash and Cash Equivalents

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Balances with Banks		
(a) Current Accounts	350.78	111.67
(b) Deposits having maturity less than 3 months	237.53	267.37
(II) Cheques, Drafts on Hand	9.92	12.18
(III) Cash on Hand	2.14	3.14
	<b>600.37</b>	<b>394.36</b>

## Note 13b : Current Financial Assets - Other Bank Balances

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Deposits with more than 3 months but less than 12 months maturity (Refer Note 1 below)	1,221.96	456.18
(II) Other Bank Balances (Refer Note 2 to 3 below)	1.61	1.61
	<b>1,223.57</b>	<b>457.79</b>

### Notes

- 1 Deposits with more than 3 months but less than 12 months maturity includes
  - (i) ₹ 46.14 Crore (March 31 2021: ₹ 70.10 Crore) received from flat buyers and held in trust on their behalf in a corpus fund and towards maintenance charges.
  - (ii) Deposits held as Deposit Repayment Reserve amounting to ₹ 0.06 Crore (March 31 2021: ₹ 0.20 Crore).
  - (iii) Fixed deposits held as margin money and lien marked for issuing bank guarantees amounting to ₹ 1.14 Crore (March 31 2021: ₹ 0.50 Crore)
  - (iv) Fixed deposits of ₹ 0.08 crore (Previous year ₹ 0.08 crore) are kept as earnest money deposit. Further fixed deposits with scheduled banks held as margin money towards bank guarantees/ sales tax registration/ overdraft limit.
- 2 Balances with Banks in current accounts ₹ 0.37 Crore (March 31 2021: ₹ 0.46 Crore) is on account of earmarked balance for unclaimed dividend.
- 3 Balances with Banks in current accounts ₹ 0.88 Crore (March 31, 2021: ₹ 0.82 Crore) is amount received from buyers towards maintenance charges.

# Notes to Consolidated Financial Statements

## Note 14 : Current Financial Assets- Loans

Amount ₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Loans to Related Parties		
(a) Unsecured and Considered Good	2,276.07	2,160.86
(II) Loans from financing activity		
Secured and Considered Good		
Housing loan	52.52	-
Non-housing loan	28.31	-
	80.83	-
Unsecured and Considered Good		
Non-housing loan		-
Unsecured and Considered Doubtful		
Non-housing loan	1.69	-
Less : Allowance for Bad and Doubtful Loans	(0.35)	-
	1.35	-
(III) Other Loans		
(a) Unsecured and Considered Good		
Loans to employees	1.96	0.82
Other Loans & Advances	314.85	139.61
(b) Unsecured and Considered Doubtful		
Inter Corporate Deposit	5.77	5.77
Less : Allowance for Bad and Doubtful Deposit	(5.77)	(5.77)
	-	-
Doubtful Loan	0.13	0.13
Less : Allowance for Bad and Doubtful Deposit	(0.13)	(0.13)
	-	-
	<b>2,675.06</b>	<b>2,301.29</b>

## Note 15 : Current Financial Assets- Others

Amount ₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021 (Restated)
I Other Receivables (refer note 1 below)	295.12	127.46
II Fair Value of Derivative Contracts	-	0.10
III Deposits -Projects (refer note 2 below)	187.49	194.99
IV Deposits - Others	80.27	89.88
V Interest Accrued on Loans and Deposits	740.41	642.69
VI Export Benefits Receivables	0.56	0.32
	<b>1,303.85</b>	<b>1,055.45</b>

1 Other Receivables includes expenses recoverable.

2 Deposits - Projects are secured due to specific rights available with the Group through the respective Development Agreements.

3 Represents entities where directors are interested, viz Annamudi Real Estates LLP ₹ 3.77 Crore (Previous Year: ₹ 3.77 Crore).

# Notes to Consolidated Financial Statements

## Note 16 : Other Current Assets

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Advances other than Capital Advance		
(a) Security Deposit		
Statutory Deposits	15.45	27.77
Other Deposits	2.84	2.85
	18.29	30.62
(b) Other Advances		
Advance to Suppliers - Considered Good (refer note 1)	184.29	74.08
Advance to Suppliers - Considered Doubtful	0.96	1.02
Provision for Doubtful Advance	(0.96)	(1.02)
	184.29	74.08
Other Receivables - Considered Good (inventory receivable on returns, deferred brokerage)	296.73	156.34
Other Receivables - Considered Doubtful	0.23	0.36
Provision for Doubtful Other Receivable	(0.23)	(0.36)
Advance for Land, Development Rights and Flats	202.34	174.00
Export Benefit	1.49	2.78
Unbilled Revenue (refer note 2)	191.31	31.22
Employee Advance	0.27	0.01
Balances with Government Authorities	116.30	98.83
Prepaid Expenses	24.40	29.74
	<b>1,035.42</b>	<b>597.62</b>

### Note

- 1 Advance to Suppliers and Contractors includes certain advances secured against bank guarantees.
- 2 Net of provision of ₹ 6.01 crore (Previous Year : ₹ 5.98 Crore).

# Notes to Consolidated Financial Statements

## Note 17 : Equity

Particulars	Amount ₹ in Crore			
	As at March 31, 2022		As at March 31, 2021 (Restated)	
	Nos.	Amount ₹ in Crore	Nos.	Amount ₹ in Crore
1 Authorised Share Capital				
(a) Equity shares of ₹ 1 each	800,000,000	80.00	800,000,000	80.00
(b) Unclassified Shares of ₹ 10 each	100,000,000	100.00	100,000,000	100.00
		180.00		180.00
2 Issued, Subscribed and Paid up Share Capital				
Equity Shares of ₹ 1 each fully paid up	336,584,313	33.66	336,525,098	33.66
Par Value of Equity Share is ₹ 1 each				
Par Value of Unclassified Share is ₹ 10 each				
3 Reconciliation of number of Shares				
Equity Shares				
Number of Shares outstanding at the beginning of the year	336,525,098	33.66	336,466,016	33.65
Issued during the year	59,215	0.00	59,082	0.01
Number of Shares outstanding at the end of the year	<b>336,584,313</b>	<b>33.66</b>	<b>336,525,098</b>	<b>33.66</b>
4 Rights, Preferences And Restrictions attached to Shares				
Equity Shares : The Company has one class of equity shares. Each equity share entitles the holder to one vote. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.				
5 Share Holding Information				
a) Shareholders holding more than 5% of Equity Shares in the Company:				
Rishad Kaikhushru Naoroji and others (Partners of RKN Enterprises)- 12.65% (previous year 12.66%)	42,583,272	4.26	42,583,272	4.26
Godrej Foundation - 13.38% (previous year 13.38%)	45,014,972	4.50	45,014,972	4.50
Jamshyd Naoroji Godrej 9.34% (previous year 0.06%)	31,429,854	3.14	190,838	0.02
Nyrika Holkar 6.73% (previous year 0.00%)	22,636,500	2.26	13	0.00
6 Equity Shares Reserved for Issue Under Employee Stock Grant (₹ 1 each)				
Employee Stock Grant for which vesting date shall be such date as may be decided by the Compensation Committee (*)				
(a) Employee Stock Grant vesting on 31/05/21	-	-	1,246	0.00
(b) Employee Stock Grant vesting on 31/05/21	-	-	2,761	0.00
(c) Employee Stock Grant vesting on 13/05/21	-	-	18,214	0.00
(d) Employee Stock Grant vesting on 31/05/21	-	-	15,514	0.00
(e) Employee Stock Grant vesting on 13/05/22	17,153	0.00	18,214	0.00
(f) Employee Stock Grant vesting on 30/06/21	-	-	20,725	0.00
(g) Employee Stock Grant vesting on 30/09/21	-	-	755	0.00
(h) Employee Stock Grant vesting on 30/06/22	19,454	0.00	21,480	0.00
(i) Employee Stock Grant vesting on 30/06/23	19,454	0.00	21,480	0.00
(j) Employee Stock Grant vesting on 21/05/22	16,318	0.00	-	-
(k) Employee Stock Grant vesting on 21/05/23	16,318	0.00	-	-
(l) Employee Stock Grant vesting on 21/05/24	16,318	0.00	-	-
(m) Employee Stock Grant vesting on 01/06/22	1,018	0.00	-	-
(n) Employee Stock Grant vesting on 01/06/23	1,018	0.00	-	-
(o) Employee Stock Grant vesting on 01/06/24	1,018	0.00	-	-

The exercise period in respect of the stock grants mentioned above is one month.

7 During the period of five years immediately preceding the date as at which the Balance Sheet is prepared :

Pursuant to the Scheme of Amalgamation of Vora Soaps Limited (VSL) with the Company 19,39,04,681 equity shares allotted as fully paid up to the Equity and Preference Shareholders of VSL.

8 There are no calls unpaid.

9 There are no forfeited shares.

(\*) Amount less than ₹ 0.01 crore.

# Notes to Consolidated Financial Statements

## Note 17 : Equity (Continued)

Details of shares held by promoters

Sr. No.	Entity Type	Promoter Name	As at March 31, 2022			As at March 31, 2021		
			No. of Shares	% of Total Shares	% change	No. of Shares	% of Total Shares	% change
1	Promoter	Adi Barjorji Godrej	607,692	0.18	0.00	607,692	0.18	0.00
2	Promoter	Nadir Barjorji Godrej	599,008	0.18	0.00	599,008	0.18	0.00
3	Promoter	Jamshyd Naoroji Godrej	31,429,854	9.34	9.28	190,838	0.06	0.00
4	Promoter	Smita Godrej Crishna	607,634	0.18	0.00	607,634	0.18	0.00
5	Promoter	Rishad Kaikhushru Naoroji	50	0.00	0.00	50	0.00	0.00
6	Promoter Group	Tanya Arvind Dubash	741,755	0.22	0.00	741,755	0.22	0.00
7	Promoter Group	Nisaba Godrej	741,753	0.22	0.00	741,753	0.22	0.00
8	Promoter Group	Pirojsha Adi Godrej	741,758	0.22	0.00	741,758	0.22	0.00
9	Promoter Group	Karla Bookman	237,000	0.07	0.00	237,000	0.07	0.00
10	Promoter Group	Sasha Godrej	241,200	0.07	0.00	241,200	0.07	0.00
11	Promoter Group	Lana Godrej	265,000	0.08	0.00	265,000	0.08	0.00
12	Promoter Group	Burjis Nadir Godrej	5,694,975	1.69	0.00	5,694,975	1.69	(0.03)
13	Promoter Group	Sohrab Nadir Godrej	5,282,647	1.57	0.00	5,282,647	1.57	(0.08)
14	Promoter Group	Hormazd Nadir Godrej	1,731,000	0.51	0.00	1,731,000	0.51	0.11
15	Promoter Group	Pheroza Jamshyd Godrej	33	0.00	0.00	33	0.00	0.00
16	Promoter Group	Navroze Jamshyd Godrej	10,157,316	3.02	2.72	997,101	0.30	0.00
17	Promoter Group	Raika Jamshyd Godrej	997,089	0.30	0.30	4	0.00	0.00
18	Promoter Group	Vijay Mohan Crishna	-	0.00	0.00	3,878	0.00	0.00
19	Promoter Group	Nyrika Holkar	22,636,500	6.73	6.73	13	0.00	0.00
20	Promoter Group	Freyan Crishna Bieri	13	0.00	0.00	13	0.00	0.00
21	Promoter Group	Adi Godrej, Tanya Dubash, Nisaba Godrej and Pirojsha Godrej (Trustees of ABG Family Trust)	11,507,016	3.42	0.00	11,507,016	3.42	0.00
22	Promoter Group	Tanya Dubash and Pirojsha Godrej (Trustees of TAD Family Trust)	11,934,517	3.55	0.75	9,414,449	2.80	0.00
23	Promoter Group	Tanya Dubash and Pirojsha Godrej (Trustees of TAD Children Trust)	1	0.00	0.00	1	0.00	0.00
24	Promoter Group	Nisaba Godrej and Pirojsha Godrej (Trustees of NG Family Trust)	11,934,518	3.55	0.75	9,414,449	2.80	0.00
25	Promoter Group	Nisaba Godrej and Pirojsha Godrej (Trustees of NG Children Trust)	1	0.00	0.00	1	0.00	0.00
26	Promoter Group	Pirojsha Godrej and Nisaba Godrej (Trustees of PG Family Trust)	11,191,318	3.32	0.75	8,671,249	2.58	0.00
27	Promoter Group	Pirojsha Godrej and Nisaba Godrej (Trustees of PG Children Trust)	1	0.00	0.00	1	0.00	0.00
28	Promoter Group	Pirojsha Godrej and Nisaba Godrej (Trustees of PG Lineage Trust)	1	0.00	0.00	1	0.00	0.00
29	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of NBG Family Trust)	11,507,016	3.42	0.00	11,507,016	3.42	0.00
30	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Family Trust)	7,999,103	2.38	0.75	5,479,034	1.63	0.00
31	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Family Trust)	8,394,193	2.49	0.75	5,874,125	1.75	0.00
32	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of HNG Family Trust)	8,935,621	2.65	0.75	6,415,553	1.91	0.00
33	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of RNG Family Trust)	1	0.00	0.00	1	0.00	0.00

# Notes to Consolidated Financial Statements

## Note 17 : Equity (Continued)

Sr. No.	Entity Type	Promoter Name	As at March 31, 2022			As at March 31, 2021		
			No. of Shares	% of Total Shares	% change	No. of Shares	% of Total Shares	% change
34	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Successor Trust)	1	0.00	0.00	1	0.00	0.00
35	Promoter Group	Nadir Godrej, Hormazd Godrej and Burjis Godrej (Trustees of BNG Lineage Trust)	1	0.00	0.00	1	0.00	0.00
36	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Successor Trust)	1	0.00	0.00	1	0.00	0.00
37	Promoter Group	Nadir Godrej, Hormazd Godrej and Sohrab Godrej (Trustees of SNG Lineage Trust)	1	0.00	0.00	1	0.00	0.00
38	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of JNG Family Trust)	-	0.00	(2.72)	9,160,215	2.72	0.00
39	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of PJG Family Trust)	1	0.00	0.00	1	0.00	0.00
40	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of NJG Family Trust)	1	0.00	0.00	1	0.00	0.00
41	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of RJG Family Trust)	1	0.00	0.00	1	0.00	0.00
42	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of The Raika Godrej Family Trust)	-	0.00	(0.30)	997,085	0.30	0.00
43	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Navroze Lineage Trust)	-	0.00	(4.64)	15,619,983	4.64	0.00
44	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Raika Lineage Trust)	-	0.00	(4.64)	15,619,033	4.64	0.00
45	Promoter Group	Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of SGC Family Trust)	-	0.00	(2.94)	9,892,463	2.94	0.00
46	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Family Trust)	12,740,146	3.79	0.00	12,740,146	3.79	0.00
47	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Family Trust)	-	0.00	(3.79)	12,740,146	3.79	0.00
48	Promoter Group	Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of VMC Family Trust)	1	0.00	0.00	1	0.00	0.00
49	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Children Trust)	1	0.00	0.00	1	0.00	0.00
50	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Children Trust)	1	0.00	0.00	1	0.00	0.00
51	Promoter Group	Rishad Kaikhushru Naoroji & Others (Partners of RKN Enterprises)	42,583,272	12.65	0.00	42,583,272	12.65	0.00
52	Promoter Group	Anamudi Real Estates LLP	1,916,792	0.57	(1.97)	8,550,344	2.54	1.65
53	Promoter Group	Godrej Seeds & Genetics Limited	-	0.00	(2.52)	8,486,859	2.52	2.52
54	Promoter Group	AREL Enterprise LLP	2,770,983	0.82	0.00	2,770,983	0.82	0.82
		<b>Total Promoter Holding</b>	<b>226,126,787</b>	<b>67.18</b>		<b>226,126,787</b>	<b>67.19</b>	

# Notes to Consolidated Financial Statements

## Note 18 : Other Equity

Refer Statement of Changes in Equity for detailed movement in Equity balance

### I Summary of Other Equity Balance

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
I Capital Reserve on Account of Amalgamation	11.92	17.48
II Capital Redemption Reserve	31.46	31.46
III Securities Premium	922.60	919.81
IV Capital Reserve	28.81	28.81
V Special Reserve	3.51	4.03
VI Items of Other Comprehensive Income	101.95	30.67
VII Employee Stock Grants Outstanding	8.51	8.22
VIII General Reserve	107.05	107.05
IX Gain on sale of subsidiary without losing control	180.67	180.67
X Non Controlling Interest Reserve	2,316.59	3,471.90
XI Retained Earnings	3,379.83	2,719.54
	<b>7,092.90</b>	<b>7,519.64</b>

Refer statement of changes in equity for detailed movement in Other Equity balances.

### II Nature and purpose of reserve

- a Capital Reserve on Account of Amalgamation : During amalgamation, the excess of net assets taken over the cost of consideration paid is treated as Capital Reserve on account of Amalgamation.
- b Capital Redemption Reserve : The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings.
- c Securities Premium : The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. It is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.
- d Capital Reserve : During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve and also created on Sale of treasury Shares, also profit on sale of treasury shares held by the ESOP Trust is recognised in Capital Reserve. The utilisation will be as per the requirements of the Companies Act, 2013.
- e Special Reserve : Reserve created under section 451C of RBI Act, 1934.
- f Foreign Currency Translation Reserve : The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.
- g Employee Stock Grants Outstanding : The fair value of the equity-settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Grants Outstanding Account.
- h General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- i Gain on sale of subsidiary without losing control : The Company participated in the IPO of Godrej Agrovet Limited (GAVL) as a promoter shareholder and sold part of its stake and realised a gain in the Standalone financial statements. Since the Company continues to hold controlling stake in GAVL, the resultant gain is not considered as a part of Consolidated net profits, but is included in Reserves as per the accounting treatment prescribed under IND AS 110 (Consolidated Financial Statements).
- j Non- controlling Interest Reserve : It represents the difference between the consideration paid and the carrying value of non- controlling interest acquired in subsidiaries.
- k The Group uses hedging instruments as part of its management of foreign currency risk associated with foreign currency borrowings. For hedging foreign currency risk, the Company used foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to statement of profit & loss when the hedged item affects the profit & loss.
- l Retained Earnings : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.



# Notes to Consolidated Financial Statements

## Note 18 : Other Equity (Continued)

### III Other Comprehensive Income accumulated in Other Equity, net of tax

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Opening Balance	30.67	69.10
Exchange Difference in translating financial statements of foreign operations	70.61	(43.41)
Cash flow hedges	0.67	4.98
	<b>101.95</b>	<b>30.67</b>

## Note 19 : Non Current Financial Liabilities - Borrowings

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
<b>(I) Secured Borrowings</b>		
(a) Term Loans		
(i) From Banks (Refer Note 1 below)	1,104.36	6.28
<b>(II) Unsecured Borrowings</b>		
(a) Bonds and Debentures (Refer Note 2 and 3 below)	3,994.09	2,494.04
(b) Term Loans		
(i) From Banks (Refer Note 4 below)	354.95	610.28
	<b>5,453.40</b>	<b>3,110.60</b>

Notes:

1

Particulars	As at March 31, 2022	As at March 31, 2021 (Restated)
Term loans are borrowed at floating rate of interest ranging from 5.60 % p.a. to 7.35 % p.a. Term loan taken from a bank is secured by first ranking pari passu charge with a minimum asset cover on standard receivables of the borrower, both present and future, however standard receivable excludes receivables which are / or will be exclusively charged to National Housing Bank (NHB). There is also first ranking pari passu charge on cash and cash equivalents of the borrower, both present and future, to the extent required to make up any shortfall in the stipulated security cover over the standard receivables.	1,098.40	-
ii) Loans at the interest rate of 1.1% to 1.6% p.a.(previous year 1.5% to 1.8% p.a.) The interest bearing loan is denominated in Singapore dollar. The bank borrowing is secured by legal mortgage of the investment property.	5.96	6.28

2

Particulars	As at March 31, 2022	As at March 31, 2021 (Restated)
i) 7.50% 10,000 redeemable non-convertible debentures ("NCD") of face Value ₹ 1,000,000 each (Single Repayment at the end of the Term on July 31, 2023)	1,000.00	1,000.00

3 During the year, the Company has issued 30,000 Unsecured Redeemable Non Convertible Debentures (NCD) of face value ₹ 10 lac each. The total value of NCD is ₹ 3000 crore. The NCD is listed on National Stock Exchange. The Company will utilise the proceeds to meet its business purposes, investments in body corporate(s), repayment / prepayment of certain loans and for general corporate purposes.

# Notes to Consolidated Financial Statements

## Note 19 : Non Current Financial Liabilities - Borrowings (Continued)

3 The NCD proceeds have been utilised as under:

Particulars	Amount ₹ In crores				
	NCD 6.24%	NCD 6.43%	NCD 6.92%	NCD 7.58%	Total
Amount received from NCD (7500 NCDs of Face value of ₹ 10,00,000 each)	750.00	750.00	750.00	750.00	3,000.00
Repayment Terms	7500, Debentures of Face Value of ₹ 10,00,000 each interest rate fixed for the tenor and single principal to be repaid at the end of the term, 14 <sup>th</sup> July, 2023	7500, Debentures of Face Value of ₹ 10,00,000 each interest rate fixed for the tenor and single principal to be repaid at the end of the term, 26 <sup>th</sup> Oct, 2024	7500, Debentures of Face value of ₹ 10,00,000 each for the tenor and single principal to be repaid at the end of the term, 14 <sup>th</sup> May, 2025	7500, Debentures of Face value of ₹ 10,00,000 each for the tenor and single principal to be repaid at the end of the term, 28 <sup>th</sup> September, 2028	
Utilisation of Funds till March 31, 2021 for business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes	480.00	43.45	-	-	523.45
Utilisation of Funds till March 31, 2022 for business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes	270.00	706.55	750.00	147.16	1,873.71
Balance unutilised amount temporarily invested in Mutual Fund and Bank Fixed Deposit	-	-	-	602.84	602.84

4 Unsecured Loans from Banks

Particulars	Amount ₹ In crores	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Loan carries interest at 1 year MCLR for an original term upto 72 months and repayable starting March 2022 to March 2025	307.69	461.54
Loan carries interest rate of 4.75% p.a. repayable in 28 equal quarterly instalments commencing from February 15, 2019.	7.00	15.00
Loan carries interest at Treasury bill rate + 100bps repayable in 16 structured quarterly instalments commencing from 31 December, 2019. Current interest rate of the loan is 5.24% per annum.	2.11	4.92
Loan carries interest rates of 6.30% p.a. repayable in instalments on different dates upto 40 months from the date of the Financial Statements	5.15	74.72
Loan carries interest rate at 3 month T Bill + 175 bps and is repayable on April 15, 2022.	-	40.00
Loan is repayable in quarterly instalments commencing from September 30, 2020 and current interest rate of the loan is 6.15% per annum.	1.07	2.50
Loan carries Interest Rates of 3 months T Bill + 175 bps. The loan is repayable in 19 instalments commencing from November 2020. The first 18 installment are of ₹ 0.90 crores and last instalment is of ₹ 0.80 crores.	8.00	11.60
Loan carries interest rate of 4.75% p.a. repayable at 18 equal quarterly instalments of ₹ 0.65 crore each from July 2022.	9.79	-
Loan is repayable in quarterly instalments commencing from June 30, 2022 and current interest rate of the loan is 4.90% per annum	12.27	-
Loan is repayable in single instalment in September 2023 and current interest rate of the loan is 4.90% per annum	1.87	-

5 The Group does not have any default as on the Balance Sheet date in repayment of loan or interest.

6 Refer note 50 (iii) for information on Liquidity Risk.

# Notes to Consolidated Financial Statements

## Note 20 : Non Current Financial Liabilities - Others

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Employee Benefits Payable (Refer Note 33.1)	91.44	121.11
(II) Non Trade Payable	0.32	0.26
(III) Security Deposits	0.63	0.47
	<b>92.39</b>	<b>121.84</b>

## Note 21 : Non Current Provisions

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
I Defined Benefit Obligation (Refer Note 46)	33.22	26.67
II Other Long Term Benefit	8.83	12.41
	<b>42.05</b>	<b>39.08</b>

## Note 22 : Deferred Tax Liabilities (Net of Assets)

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
<b>(I) Deferred tax liabilities arising on account of:</b>		
(a) Property, plant and equipment	184.80	186.92
(b) Investments	-	0.47
(c) Leases	0.32	-
(d) Biological Assets	-	0.21
(e) Other provisions	33.11	45.33
	<b>218.23</b>	<b>232.93</b>
<b>(II) Deferred tax assets arising on account of:</b>		
(a) Provision for Retirement Benefits	2.01	2.49
(b) Provision for Doubtful Debts / Advances	9.61	8.31
(c) Investments	0.19	-
(d) Biological Assets	0.01	-
(e) Leases	-	0.80
	<b>11.81</b>	<b>11.60</b>
Deferred Tax Liabilities (Net Of Assets) (refer note 44)	<b>206.42</b>	<b>221.33</b>

# Notes to Consolidated Financial Statements

## Note 23 : Other Non Current Liabilities

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Others		
Deferred Grant	15.93	17.05
Others	1.02	1.01
	<b>16.95</b>	<b>18.06</b>

## Note 24 : Current Financial Liabilities Borrowings

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
<b>(I) Secured Borrowings</b>		
(a) Term Loan from Bank (Refer Note 1 below)	170.02	15.00
(b) Loans Repayable on Demand		
(i) From Banks (Refer Note 2 below)	50.57	0.86
(c) Other Loans		
(i) Cash Credit (Refer Note 3 below)	40.79	124.15
(iii) Working Capital Loan (Refer Note 4 below)	1,107.59	942.45
<b>(II) Unsecured Borrowings</b>		
(a) Term Loans		
(i) From Banks (Refer Note 5 below)	1,250.00	1,110.00
(ii) From Other Parties (Refer Note 6 below)	75.00	-
(b) Loans Repayable on Demand		
(i) From Banks (Refer Note 7 below)	2,047.26	1,224.17
(c) Other Loans		
(i) Commercial Papers (Refer Note 8 below)	3,646.88	3,002.43
(ii) Working Capital Loan (Refer Note 9 below)	185.31	227.59
(iii) Cash Credit (Refer note 3 (i))	9.39	0.96
(III) Current Maturities of Long term Debt	412.44	196.45
	<b>8,995.25</b>	<b>6,844.06</b>

Notes

1

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Loan carries interest rate of 6.8%p.a. repayable by May 22 (refer note (ai) below)	15.00	-
Loan carries interest rate of 6.8%p.a. repayable by May 21	-	15.00
Loan borrowed at floating rate of interest ranging from 5.60% p.a. to 6.15% repayable by March 23 (refer note (ai) below)	155.02	-

# Notes to Consolidated Financial Statements

## Note 24 : Current Financial Liabilities Borrowings (Continued)

### a Security

- i) Working capital facilities sanctioned by banks under consortium arrangement are secured by hypothecation of stocks and book debts.
  - ii) Term loan taken from a bank is secured by first ranking pari passu charge with a minimum asset cover on standard receivables of the borrower, both present and future, however standard receivable excludes receivables which are / or will be exclusively charged to National Housing Bank (NHB). There is also first ranking pari passu charge on cash and cash equivalents of the borrower, both present and future, to the extent required to make up any shortfall in the stipulated security cover over the standard receivables.
- 2 Loan repayable on demand includes Short Term loans borrowed at floating rate of interest ranging from 5.60% p.a. to 6.15%
- Working capital facilities sanctioned by banks under consortium arrangement are secured by hypothecation of stocks and book debts. Working capital loan from Bank includes loan that carries interest rate 4.70% to 7.10% (Previous Year 4.75% to 6.80%) and repayable on different dates and secured against inventories and receivables.
- 3 (i) Cash Credit from banks / overdrafts are repayable on demand and carries interest at the rate of MCLR + 0.25% and 4.50% to 7.20% per annum (Previous year MCLR + 0.25 and 7.20% to 8.20% per annum) . The cash credit from Bank is secured against inventories and receivables.
  - (ii) The Cash Credit (CC) of ₹ 29.81 Crore (Previous Year : ₹ 120.99 Crore) from SBI is secured by a primary charge of hypothecation of Current Assets of the Company and work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5<sup>th</sup> Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary).
- The Cash Credit (CC) of ₹ 0.01 Crore (Previous Year: ₹ 0.16 Crore) from SBI is secured by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5<sup>th</sup> Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary).
- 4 (i) The Working Capital Loan (WCL) of ₹ 690 Crore (Previous Year : ₹ 715 Crore) from SBI is secured by a primary charge of hypothecation of Current Assets of the Company and work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5<sup>th</sup> Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary)
- The Working Capital Loan (WCL) of ₹ 385 Crore (Previous Year: ₹ 210 Crore) from SBI is secured by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5<sup>th</sup> Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary).
- (ii) Working capital Demand loan from banks carries interest rate of 4.75%, T Bill+ 0.2 bps to T Bill + 0.4 bps, Repo rate + 0 bps and three months MCLR + 0.15 bps (Previous year 4.96% to 9.00% and T Bill +0.06 to T Bill +0.15 bps). These loans are repayable on different dates.

# Notes to Consolidated Financial Statements

## Note 24 : Current Financial Liabilities Borrowings (Continued)

### 5 Unsecured Loans from Bank

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Loan carries interest rate of 6.9%p.a. repayable by July 22	275.00	-
Loan carries interest rate from 6.1%p.a. to 6.35% repayable by July 22	450.00	-
Loan carries interest rate from 7.1%p.a. to 7.15% repayable by Aug 22	100.00	-
Loan carries interest rate of 6.9% repayable by Jun 22	100.00	-
Loan carries interest rate of 6.6% repayable by Apr 22	50.00	-
Loan carries interest rate from 5.45%p.a. to 5.55% repayable by Jun 22	200.00	-
Loans carries interest Rate of 4.75%. Term loan 1 are repayable in 28 equal quarterly installment of ₹ 1.00 crores each from 15 February 2019 and Term Loan II repayable in 18 equal quarterly installment of ₹ 0.65 crores	75.00	-
Loan carries interest rate from 6.95%p.a. to 7.0%p.a. repayable by July 21	-	355.00
Loan carries interest rate from 6.5%p.a. to 6.6%p.a. repayable by Jun 21	-	140.00
Loan carries interest rate of 6.4%p.a. repayable by Jun 21	-	100.00
Loan carries interest rate of 7.1%p.a. repayable by Aug 21	-	100.00
Loan carries interest rate of 7.1%p.a. repayable by Jun 21	-	130.00
Loan carries interest rate from 6.75%p.a to 6.95%. repayable by Sep 21	-	285.00

### 6 Unsecured Loans from Others

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Loan carries interest rate of 6.65%p.a. repayable by Sept 22	75.00	-

### Note 7

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Loan carries interest at 2.6% to 2.9% repayable within 6 months	-	45.01
Loan carries interest at 7% repayable within 6 months	-	4.54
Loans carrying interest rate 4.05%-7.40%	-	1,174.62
Loan carries interest at 6.20% repayable within 6 months	4.44	-
Loan carries interest at 5.05% repayable within 6 months	45.00	-
Loan carries interest at 4.17% to 7.65% are repayable within one year	1,997.82	-

Overdraft facilities ₹ 0.00 Crore (Previous Year NIL) is an unsecured facility and is repayable on demand

# Notes to Consolidated Financial Statements

## Note 24 : Current Financial Liabilities Borrowings (Continued)

### 8 Commercial Papers

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Commercial Papers carries interest at 3.39% p.a. to 3.67% p.a. repayable during the period April to June 2021.	-	1,165.00
Commercial Papers carries interest at 3.95%-4.30% p.a. repayable within 16 days to 177 days.	-	1,289.90
Commercial Papers carries interest at 3.50% to 4.25% p.a. repayable during the period April to June 2021	-	547.53
Commercial Papers carries interest at 3.87% p.a. to 4.23% p.a. repayable during the period April to June 2022	1,390.00	-
Commercial Papers carries interest at 4.26%-4.75% p.a. repayable within 28 days to 166 days	1,012.45	-
Commercial Papers carries interest at 3.25% to 4.78% p.a. repayable during the period April to June 2022	1,145.22	-
Commercial Papers carries interest at 4.2% to 4.3% p.a. repayable within 1 year	99.21	-
9 Working capital Demand loan from banks carries interest rate of 3.41% to 4.75%, T Bill+ 0.2 bps to T Bill + 0.4 bps, Repo rate + 0 bps and three months MCLR + 0.15 bps (Previous year 4.96% to 9.00% and T Bill +0.06 to T Bill +0.15 bps). These loans are repayable on different dates.		
10 Refer note 50 (a) for information on Liquidity Risk.		
11 The Group does not have any default as on the Balance Sheet date in repayment of loan or Interest.		

## Note 25 : Current Financial Liabilities - Trade Payables

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Trade Payables		
(a) Outstanding dues of Micro and Small Enterprises (Refer Note 1 below)	133.96	56.90
(b) Outstanding dues of creditors other than Micro and Small Enterprises	3,044.18	2,656.32
(II) Acceptances	550.88	690.90
	<b>3,729.02</b>	<b>3,404.12</b>

Refer note 50 (a) for information on Liquidity Risk.

Particulars	Amount ₹ in Crore				
	Not Due and Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding for following periods from due date of payment					
<b>As at March 31, 2022</b>					
(i) MSME	128.95	0.56	0.29	1.32	131.11
(ii) Others	3,527.83	36.12	10.11	12.01	3,586.07
(iii) Disputed dues – MSME	0.15	0.05	0.01	2.63	2.85
(iv) Disputed dues – Others	-	0.34	0.15	8.50	8.99
	<b>3,656.93</b>	<b>37.07</b>	<b>10.56</b>	<b>24.46</b>	<b>3,729.02</b>
<b>As at March 31, 2021 (Restated)</b>					
(i) MSME	51.37	0.81	0.23	1.51	53.93
(ii) Others	3,292.23	27.16	8.80	9.75	3,337.93
(iii) Disputed dues – MSME	0.30	0.01	0.01	2.64	2.97
(iv) Disputed dues – Others	-	-	0.70	8.59	9.29
	<b>3,343.90</b>	<b>27.98</b>	<b>9.74</b>	<b>22.49</b>	<b>3,404.12</b>

# Notes to Consolidated Financial Statements

## Note 26 : Current Financial Liabilities- Others

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Interest Accrued but not due	129.46	57.59
(II) Unpaid Dividends	0.62	0.65
(III) Unpaid Matured Deposits		
(a) Principal Amount	0.38	0.59
(b) Interest accrued	-	0.01
	0.38	0.60
(IV) Others		
(a) Non Trade Payable	89.11	95.49
(b) Advance Share of Profit from Joint Ventures	2.94	48.79
(c) Deposits	115.68	100.08
(d) Derivative Liability	0.88	0.21
(e) Others (includes payable for development rights, accrual for expenses etc.)	590.64	335.15
	799.25	579.72
	<b>929.71</b>	<b>638.56</b>

## Note 27 : Other Current Liabilities

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Other Advances		
(a) Amount received against Sale of Flats / Units	846.46	745.13
(b) Advances from Customers	66.74	60.03
(II) Others		
(a) Other Liabilities (includes advance from customer for maintenance, etc.)	187.13	104.49
(b) Statutory Liabilities	82.56	77.71
(c) Deferred Grant	1.27	1.26
	<b>1,184.16</b>	<b>988.63</b>

## Note 28 : Current Provisions

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
(I) Provision for Employee Benefits		
a) Defined Benefit Obligation (Refer Note 46)	12.71	8.20
b) Other Long Term Benefit	12.63	5.71
(II) Others		
a) Provision for Sales Return (Refer note 1 below)	120.67	57.09
b) Provision for tax dues (refer note 2 below)	29.69	25.00
c) Others (refer note 3 below)	2.99	2.99
	<b>178.69</b>	<b>98.99</b>



# Notes to Consolidated Financial Statements

## Note 28 : Current Provisions (Continued)

1

Movement of provision for sales return	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Opening Provision	57.09	34.12
Add : Provision made for the year	347.32	246.39
Less: Utilised during the year	283.74	223.42
Less:- Reversed during the year	-	-
Closing Provision	<b>120.67</b>	<b>57.09</b>

The Group makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

2 Provision for tax dues : Utilised: ₹ Nil (Previous Year: ₹ Nil) and Accrued - ₹ 4.69 Crore (Previous Year: 9.69 Crore) (the timing of utilisation of the dues is not ascertainable).

3 Others include provision made for civil / other cases (Utilised: ₹ Nil (Previous Year: ₹ Nil), Accrued: ₹ Nil (Previous Year: ₹ Nil)).

## Note 29 : Revenue From Operations

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
I Sale of Products	13,694.73	9,060.46
II Sale of Services	209.84	140.83
III Interest income on loans from financing activity	38.94	-
IV Other Operating Revenue		
(a) Export Incentives	10.98	8.84
(b) Rental Income	44.48	24.19
(c) Processing Charges	5.06	0.49
(d) Sale of Scrap	4.31	3.14
(e) Dividend Income	0.74	0.29
(f) Other Income from Customers of Property Business	80.84	68.99
(g) Settlement proceeds	17.84	-
(h) Others	23.57	27.18
	<b>14,131.33</b>	<b>9,334.41</b>
Fair value of Biological Assets	(1.18)	(0.90)
	<b>14,130.15</b>	<b>9,333.51</b>

1 Dividend Income has been disclosed under Revenue from Operations since Finance and Investments is an Operating Business Segment for the Group.

# Notes to Consolidated Financial Statements

## Note 29 : Revenue From Operations (Continued)

### 2 Disaggregation of revenue from contracts with customers

The Group derives revenue from the sale of products and services in the following major segments:

Amount ₹ in Crore

Sale of Products	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Chemicals	3,029.33	1,640.92
Animal Feeds	4,345.80	3,093.16
Veg Oils	2,120.79	1,331.68
Estate and Property Development	1,724.60	694.56
Dairy	1,174.37	1,031.74
Crop Protection	1,197.03	1,123.20
Others	351.59	286.03
	<b>13,943.51</b>	<b>9,201.29</b>

### 3 Reconciliation of revenue from contracts with customers

Amount ₹ in Crore

Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Revenue from contracts with customers as per the contract price	13,936.39	9,200.90
Adjustments made to contract price on account of :-		
a) Less: Discounts / Rebates / Incentives	(267.28)	(196.09)
b) Less: Sales Returns /Credits / Reversals	(0.01)	(0.22)
c) Add: Significant financing component	41.33	-
d) Add: Revenue recognised on entitlement of Transferable Development Rights	232.87	195.20
e) Any other adjustments	0.21	1.50
Revenue from contracts with customers as per the statement of Profit and Loss	<b>13,943.51</b>	<b>9,201.29</b>

### 4 Geographical disaggregation

Amount ₹ in Crore

Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Sales in India	11,937.28	7,939.61
Sales outside India	2,006.23	1,261.68

### 5 Refer note 58 (A) (b) for significant changes in contract assets and contract liabilities balances and 58 (A) (c) for note on performance obligation.

# Notes to Consolidated Financial Statements

## Note 30 : Other Income

		Amount ₹ in Crore	
Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)	
I Interest Income	622.02	510.77	
II Gain on Foreign Exchange Translation	7.25	4.07	
III Profit on sale of Property, Plant and Equipment	1.47	0.29	
IV Profit on Sale of Current Investments	62.42	36.81	
V Changes in fair value of financial assets of FVTPL	105.51	47.69	
VI Profit on Sale of Non Current Investments	-	0.25	
VII Claims Received	5.81	3.85	
VIII Liabilities no longer required written back	5.42	4.41	
IX Recovery of Bad Debts written off	0.77	1.77	
X Royalty & Technical Knowhow	6.66	6.85	
XI Grant amortization	1.10	1.15	
XII Write back of Provision for Doubtful Debt	1.15	-	
XIII Contingent consideration received	42.08	-	
XIV Miscellaneous Income	72.86	43.35	
	<b>934.52</b>	<b>661.26</b>	

### Note

- 1 The amount relates to contingent consideration (including interest) received by Godrej Agrovet Limited (a subsidiary company) relating to a past business acquisition.

## Note 31a : Cost of Material Consumed

		Amount ₹ in Crore	
Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)	
<b>I Raw Material Consumed</b>			
Inventory at the Commencement of the year	840.16	669.81	
Add : Purchases (Net)	8,953.94	5,835.24	
	9,794.11	6,505.05	
Less : Inventory at the Close of the year	(1,293.67)	(840.16)	
Total Raw Material Consumed	8,500.44	5,664.89	
<b>II Packing Material Consumed</b>			
Inventory at the Commencement of the year	4.24	2.99	
Add : Purchases (Net)	62.47	49.52	
	66.71	52.51	
Less : Inventory at the Close of the year	(4.65)	(4.24)	
Total Packing Material Consumed	62.06	48.27	
Total Material Consumed (I+II)	<b>8,562.50</b>	<b>5,713.16</b>	

# Notes to Consolidated Financial Statements

## Note 31b : Cost of Sale - Property Development

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Land/Development Rights	1,057.54	2,365.97
Construction, Material & Labour	412.29	262.52
Architect Fees	11.43	18.16
Other Cost	322.51	148.12
Finance Cost	278.33	220.19
<b>Total Cost of Sale - Property Development</b>	<b>2,082.10</b>	<b>3,014.96</b>

## Note 32 : Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
<b>I Inventory at the Commencement of the year</b>		
Finished Goods	649.62	715.10
Stock in Trade	85.82	63.56
Work in Progress	4,357.88	1,675.37
Stock under cultivation	5.69	6.27
Transferrable Development Rights	195.20	-
Biological Assets	67.07	68.18
<b>Total Inventory at the Commencement of the year</b>	<b>5,361.28</b>	<b>2,528.48</b>
<b>Add:</b>		
Transferred on acquisition of control	84.67	134.74
<b>Less :</b>		
Transferred from / (to) Expenses	-	84.24
Transferred to Other Current Financial Assets (Refer note (a) below)	(102.61)	-
Transferred to Investment Property	(7.41)	(4.60)
<b>II Inventory at the End of the year</b>		
Finished Goods	(760.28)	(649.62)
Stock in Trade	(89.63)	(85.82)
Work in Progress	(5,505.06)	(4,357.88)
Stock under cultivation	(6.45)	(5.69)
Transferrable Development Rights	(0.25)	(195.20)
Biological Assets	(83.54)	(67.07)
<b>Total Inventory at the End of the year</b>	<b>(6,445.21)</b>	<b>(5,361.28)</b>
<b>Changes in Inventories (I-II)</b>	<b>(1,109.27)</b>	<b>(2,618.42)</b>

(a) Includes cost incurred by the Group considered as recoverable on account of exit by the Group from the Project based on arbitration order.

# Notes to Consolidated Financial Statements

## Note 33 : Employee Benefit Expense

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
I Salaries and Wages (refer note 1)	679.59	733.35
II Contribution to Provident and Other Funds	41.59	36.98
III Expenses on Employee Stock Option Scheme	8.97	7.53
IV Staff Welfare Expense	38.64	29.10
	<b>768.79</b>	<b>806.96</b>

## Notes :

- 1 During the year ended March 31, 2022, Employee Benefits expense includes provision by Godrej Properties Limited (subsidiary of the Company) for long term incentive amounting to ₹ 30.20 Crore (Previous Year: ₹ 121.11 Crore) recorded on achievement of certain parameters as at March 31, 2022 and March 31, 2021 and certain parameters expected to be achieved during the financial year 2022-23, as per the long term incentive scheme in accordance with the accounting standards. This long-term incentive is payable in financial year 2022-23 and 2023-24, subject to fulfilment of all the defined parameters and therefore the provision is recorded at its present value.

## Note 34 : Finance Costs

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
I Interest	826.11	599.13
Less : Transferred to Construction work-in-progress and Capital work-in-progress	(303.20)	(236.00)
Net Interest	522.91	363.13
II Other Borrowing Costs	100.23	105.80
	<b>623.14</b>	<b>468.93</b>

## Note 35 a : Depreciation and Amortisation Expenses

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
I Depreciation on Property, Plant and Equipment	286.72	202.32
II Depreciation on Investment Property	7.63	4.86
III Amortisation on Intangible Assets	10.11	6.28
IV Depreciation on Rights of Use Assets	38.77	33.34
Less : Transferred to Expense Recoverable	-	(0.03)
Less : Classified as exceptional item (refer note 36 (1))	(66.57)	
Less : Transferred to Construction work-in-progress	(3.07)	(4.43)
	-	
	<b>273.58</b>	<b>242.34</b>

# Notes to Consolidated Financial Statements

## Note 35 b : Other Expenses

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
I Consumption of Stores and Spares	60.38	47.13
II Power and Fuel	262.96	209.35
III Processing Charges	226.43	163.19
IV Rent	13.95	15.19
V Rates & Taxes	29.70	19.53
VI Repairs and Maintenance		
(a) Machinery	44.37	32.06
(b) Buildings	26.58	14.41
(c) Other Assets	81.97	77.87
VII Insurance	16.89	13.17
VIII Freight	205.24	125.16
IX Commission	7.25	4.92
X Advertisement and Publicity	202.67	144.25
XI Selling and Distribution Expenses	16.67	11.86
XII Bad Debts Written Off	47.65	33.18
XIII Provision / (Write back) for Doubtful Debts and Advances	35.81	61.72
XIV Loss on Foreign Exchange Translation	11.30	-
XV Loss on Sale of Property, Plant and Equipment	3.64	0.36
XVI Research Expense	6.29	4.62
XVII Legal and Professional fees	67.49	56.25
XVIII Miscellaneous Expenses	400.52	316.66
	<b>1,767.76</b>	<b>1,350.88</b>

## Note 36 : Exceptional Items

	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
I Write Down of Property Plant & Equipment (refer note 1 below)	(66.57)	-
II GST liability arising out of classification issue of flavoured milk (refer note 2 below)	(17.28)	-
	<b>(83.85)</b>	-

### Notes :

- During the current financial year, the Group has reassessed the future economic benefits from certain plant and machinery and considering expected usage and market conditions it has recorded an exceptional expense of ₹ 66.57 Cr to write down the Property, Plant and Equipment to estimated recoverable amount.
- During the year ended March 31, 2022, Exceptional item represents an amount of ₹ 17.28 crore towards differential GST liability arising out of classification issue of flavoured milk, being faced by the Dairy sector. The payment of GST liability has been made for all the states in which Creamline Dairy Products Limited (subsidiary of Godrej Agrovet Limited) is in operations.

# Notes to Consolidated Financial Statements

## Note 37 : Earnings Per Share

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

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
(a) Calculation of weighted average number of equity shares - Basic		
(i) Number of equity shares at the beginning of the year (in units)	336,525,098	336,466,016
(ii) Number of equity shares issued during the year (in units)	59,215	59,082
(iii) Number of equity shares outstanding at the end of the year (in units)	336,584,313	336,525,098
(iv) Weighted average number of equity shares outstanding during the year (in units)	336,567,373	336,511,573
(b) Calculation of weighted average number of equity shares - Diluted		
(i) Number of potential equity shares at the beginning of the year (in units)	336,645,487	336,581,797
(ii) Effect of Dilution/ Share based payments	46,895	63,690
(iii) Number of potential equity shares at the end of the year (in units)	336,692,382	336,645,487
(iv) Weighted average number of potential equity shares outstanding during the year (in units)	336,690,820	336,627,835
(c) Net Profit from continuing operations Attributable to Owners of the Company	653.73	334.63
Net Profit Attributable to Owners of the Company from continuing operations	653.73	333.36
Net Profit Attributable to Owners of the Company from discontinued operations	-	1.27
Earnings per share for profit from continuing operation attributable to owners of the company		
(i) Basic Earnings Per Share of ₹ 1 each	19.42	9.90
(ii) Diluted Earnings Per Share of ₹ 1 each	19.42	9.90
Earnings per share for profit/(loss) from discontinued operation attributable to owners of the company		
(i) Basic Earnings Per Share of ₹ 1 each	-	0.04
(ii) Diluted Earnings Per Share of ₹ 1 each	-	0.04
Earnings per share for profit from continuing and discontinued operation attributable to owners of the company		
(i) Basic Earnings Per Share of ₹ 1 each	19.42	9.94
(ii) Diluted Earnings Per Share of ₹ 1 each	19.42	9.94

# Notes to Consolidated Financial Statements

## Note 38 : Contingent Liabilities

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
<b>I Claims against the Group not acknowledged as debts</b>		
(a) Excise duty / Service Tax demands relating to disputed classification, post manufacturing expenses, assessable values, etc. which the Group has contested and is in appeal at various levels.	300.06	294.87
(b) Customs Duty demands relating to lower charge, differential duty, classification, etc.	1.69	1.56
(c) Sales Tax demands relating to purchase tax on Branch Transfer / disallowance of high seas sales, etc. at various levels.	81.04	74.96
(d) GST demands relating to issues pertaining to cenvat credit transition to GST. The said amount includes up-to-date interest.	6.16	2.88
(e) Octroi demand relating to classification issue on import of Palm Stearine and interest thereon.	0.29	0.29
(f) Stamp duties claimed on certain properties which are under appeal by the Group.	1.82	1.82
(g) Income tax demands relating to disallowance against sec. 14A in respect of exempt income, Depreciation on Land/ rights in Land of Godrej One etc. against which the Group has preferred appeals.	163.81	143.88
(h) Industrial relations matters under appeal.	0.35	0.38
(i) Claims not acknowledged as debts represent cases filed by parties in the Consumer forum, Civil Court and High Court and disputed by the Group as advised by our advocates. In the opinion of the management the claims are not sustainable	450.01	467.91
(j) Others.	4.00	4.00
<b>II Surety Bonds</b>		
(a) Surety Bonds given by the Holding Company in respect of refund received from excise authority for exempted units of associate company (Refer Note 1 below)	32.56	40.24
(b) Bonds issued by Group on behalf of related party	1.21	1.21
<b>III Other money for which the Group is Contingently liable</b>		
(a) Case / Claim filed by Processors for claiming various expenses	16.83	18.61
<b>IV Contingent liabilities relating to interest in Associates</b>	378.66	401.51

### Notes

- The Corporate surety bond of ₹ 32.56 crore ( previous year ₹ 40.24 crore) is in respect of refund received from excise authority for exempted units (North East) of Godrej Consumer Products Limited, an associate company.
- The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

It is not practicable to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

- The Hon'ble Supreme Court of India ("SC") by its judgement dated February 28, 2019, in the case of RPF, West Bengal v/s Vivekananda Vidyamandir and others, clarified the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision was filed and the SC reiterated its decision given in the above referred judgment.

In view of the management, the liability pertaining to Godrej Properties Limited and its subsidiaries for the period from date of the SC judgement to 31 March 2019 is not significant and has been provided in the consolidated financial statements. Further, the impact for the past period, if any, is not ascertainable and consequently no effect has not been given in the accounts.

- The National Green Tribunal, Principal Bench, New Delhi ("the NGT") has on July 30, 2021 pronounced an order ("Order") against, *inter alia*, Godrej Properties Limited (a subsidiary Company) and its joint venture company viz Wonder Projects Development Private Limited ("WPDPL") in respect of matter challenging the environmental clearance granted in relation to project being developed by WPDPL in Bengaluru. WPDPL has challenged the said order before the Hon'ble Supreme Court. The Supreme Court has on August 26, 2021 directed the parties to maintain status quo. The subsidiary company is confident of the merits and compliances in the said case.



# Notes to Consolidated Financial Statements

## Note 39 : Commitments

		Amount ₹ in Crore	
Particulars		As at	As at
		March 31, 2022	March 31, 2021 (Restated)
I	Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for.	415.19	221.95
II	Outstanding Export Obligation under EPCG Scheme	2.70	8.72
III	Uncalled liability on partly paid shares / debentures (*)	0.00	0.00
IV	Undisbursed commitments in respect of the loan agreements in relation to Financing business	1,400.19	-
V	Commitments relating to interest in Associates	9.87	11.67

\* Amount less than ₹ 0.01 crore

### Notes

- One of the Subsidiary Company enters into construction contracts for Civil, Elevator, External Development, MEP work etc. with its vendors. The total amount payable under such contracts will be based on actual measurements and negotiated rates, which are determinable as and when the work under the said contracts are completed.
- One of the Subsidiary Company entered into development agreements with owners of land for development of projects. Under the agreements the Group is required to pay certain payments/ deposits to the owners of the land and share in built up area/ revenue from such developments in exchange of undivided share in land as stipulated under the agreements.

## Note 40 : Information on Subsidiaries, Joint Ventures and Associates :

### (a) The subsidiary Companies considered in the Consolidated Financial Statements are :

Sr. No.	Name of the Company	Place of business / Country of incorporation	Percentage of Holding	
			As at March 31, 2022	As at March 31, 2021 (Restated)
<b>Subsidiaries of Godrej Industries Limited</b>				
1	Godrej Agrovet Limited	India	62.47%	59.90%
2	Godrej Properties Limited (refer note 1 below)	India	47.29%	44.76%
3	Godrej Capital Limited (earlier known as Pyxis Holdings Limited) (acquired w.e.f. March 25, 2021)	India	87.11%	51.16%
4	Godrej International Limited	Isle of Man	100%	100%
5	Godrej International Trading & Investments Pte. Ltd.	Singapore	100%	100%
6	Godrej One Premises Management Private Limited	India	58%	58%
7	Godrej Industries Limited Employee Stock Option Trust	India	100%	100%
<b>Subsidiaries of Godrej Agrovet Limited</b>				
8	Godvet Agrochem Limited	India	100%	100%
9	Astec Lifesciences Limited	India	63.29%	62.30%
10	Behram Chemicals Private Limited	India	65.63%	65.63%
11	Astec Europe Sprl (upto August 31, 2020)	Belgium	-	-
12	Comercializadora Agricola Agrostrachem Cia Ltda (upto June 2021)	Columbia	100%	100%
13	Creamline Dairy Products Limited	India	51.91%	51.91%
14	Godrej Maxximilk Private Limited	India	100%	74.90%
15	Godrej Tyson Foods Limited	India	51%	51%

# Notes to Consolidated Financial Statements

## Note 40 : Information on Subsidiaries, Joint Ventures and Associates (Continued)

Sr. No.	Name of the Company	Place of business / Country of incorporation	Percentage of Holding	
			As at March 31, 2022	As at March 31, 2021 (Restated)
<b>Subsidiaries of Godrej Capital Limited.</b>				
16	Godrej Housing Finance Limited	India	95%	NA
17	Godrej Finance Limited (earlier known as Ensemble Holdings & Finance Limited (became a direct subsidiary of Godrej Capital Limited w.e.f. August 24, 2021) (refer note 54 VII)	India	95%	100%
18	Godrej Capital Employee Stock Option Trust	India	100%	100%
<b>Subsidiaries of Godrej Properties Limited.</b>				
19	Godrej Projects Development Limited	India	100%	100%
20	Godrej Garden City Properties Private Limited	India	100%	100%
21	Godrej Hillside Properties Private Limited	India	100%	100%
22	Godrej Home Developers Private Limited	India	100%	100%
23	Godrej Prakriti Facilities Private Limited	India	100%	100%
24	Prakritiplaza Facilities Management Private Limited	India	100%	100%
25	Godrej Highrises Properties Private Limited	India	100%	100%
26	Godrej Genesis Facilities Management Private Limited	India	100%	100%
27	Citystar InfraProjects Limited	India	100%	100%
28	Godrej Residency Private Limited	India	100%	100%
29	Godrej Properties Worldwide Inc., USA	USA	100%	100%
30	Godrej Precast Construction Private Limited (w.e.f. July 19, 2020)	India	100%	100%
31	Godrej Green Woods Private Limited (w.e.f. May 26, 2020)	India	100%	100%
32	Godrej Realty Private Limited (Classified as Joint Venture upto March 30, 2021)	India	100%	100%
33	Yerwada Developers Private Limited (w.e.f. December 09, 2021 till January 30, 2022)	India	100%	N.A.
34	Godrej Living Private Limited (w.e.f. February 1, 2022)		100%	N.A.
<b>Limited Liability Partnership (LLP) (held through Godrej Properties Limited)</b>				
1	Godrej Highrises Realty LLP	India	100%	100%
2	Godrej Project Developers & Properties LLP	India	100%	100%
3	Godrej Skyview LLP	India	100%	100%
4	Godrej Green Properties LLP	India	100%	100%
5	Godrej Projects (Soma) LLP	India	100%	100%
6	Godrej Projects North LLP (Classified as Joint Venture w.e.f. December 03, 2021)	India	100%	100%
7	Godrej Athenmark LLP	India	100%	100%
8	Godrej City Facilities Management LLP	India	100%	100%
9	Embellish Houses LLP (Classified as Joint Venture w.e.f. May 11, 2020)	India	100%	100%
10	Godrej Florentine LLP	India	100%	100%
11	Godrej Olympia LLP	India	100%	100%
12	Godrej Construction Projects LLP (Classified as Joint Venture upto March 30, 2021)	India	100%	100%
13	Oasis Landmarks LLP (Classified as Joint Venture upto February 28, 2022)	India	51%	N.A.
14	Ashank Facility Management LLP	India	100%	100%
15	Ashank Realty Management LLP	India	100%	100%

### Note

- 1 The equity holding of the Company in Godrej Properties Limited is 47.29%. The Company (GIL) has power and de facto control over Godrej Properties Limited (GPL) (even without overall majority of shareholding and voting power). Accordingly, GIL continues to consolidate GPL as a subsidiary.

# Notes to Consolidated Financial Statements

## Note 40 : Information on Subsidiaries, Joint Ventures and Associates (Continued)

### (b) Interests in Joint Ventures :

Sr. No.	Name of the Company	Place of business / Country of incorporation	Percentage of Holding	
			As at March 31, 2022	As at March 31, 2021 (Restated)
<b>Companies</b>				
<b>Joint Venture partner of Godrej Agrovet Limited</b>				
1	ACI Godrej Agrovet Private Limited	Bangladesh	50%	50%
<b>Joint Venture partner of Godrej Properties Limited</b>				
1	Godrej Realty Private Limited (Classified as Wholly Owned Subsidiary w.e.f. March 31, 2021)	India	N.A.	51%
2	Godrej Redevelopers (Mumbai) Private Limited	India	51%	51%
3	Wonder City Buildcon Private Limited	India	25.10%	25.10%
4	Godrej Home Constructions Private Limited	India	25.10%	25.10%
5	Godrej Greenview Housing Private Limited	India	20%	20%
6	Wonder Projects Development Private Limited	India	20%	20%
7	Godrej Real View Developers Private Limited	India	20%	20%
8	Pearlite Real Properties Private Limited	India	49%	49%
9	Godrej Skyline Developers Private Limited	India	44%	26%
10	Godrej Green Homes Private Limited	India	50%	50%
11	Madhuvan Enterprises Private Limited (w.e.f. January 16, 2020)	India	N.A.	N.A.
12	Godrej Mackbricks Private Limited (formerly known as Ashank Macbricks Private Limited)	India	20%	20%
13	Munjal Hospitality Private Limited	India	12%	12%
14	Yujya Developers Private Limited	India	20%	20%
15	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	India	20%	20%
16	Yerwada Developers Private Limited (w.e.f. January 31, 2022)	India	20%	N.A.
17	Vagishwari Land Developers Private Limited (w.e.f. June 10, 2021)	India	20%	N.A.
<b>Limited Liability Partnership (LLP)</b>				
1	Godrej Property Developers LLP	India	32%	32%
2	Mosaic Landmarks LLP	India	1%	1%
3	Dream World Landmarks LLP	India	40%	40%
4	Oxford Realty LLP	India	35%	35%
5	Godrej SSPDL Green Acres LLP	India	37%	37%
6	Oasis Landmarks LLP (Classified as Subsidiary w.e.f. March 01, 2022)	India	38%	38%
7	M S Ramaiah Ventures LLP	India	49.50%	49.50%
8	Caroa Properties LLP	India	35%	35%
9	Godrej Construction Projects LLP (Classified as Subsidiary w.e.f. March 31, 2021)	India	N.A.	34%
10	Godrej Housing Projects LLP	India	50%	50%
11	Godrej Amitis Developers LLP (formerly known as Amitis Developers LLP)	India	46%	46%
12	A R Landcraft LLP	India	40%	40%
13	Prakhhyat Dwellings LLP	India	50%	50%
14	Bavdhan Realty @ Pune 21 LLP (upto November 24, 2021)	India	45%	45%

# Notes to Consolidated Financial Statements

## Note 40 : Information on Subsidiaries, Joint Ventures and Associates (Continued)

Sr. No.	Name of the Company	Place of business / Country of incorporation	Percentage of Holding	
			As at March 31, 2022	As at March 31, 2021 (Restated)
15	Godrej Highview LLP	India	40%	40%
16	Godrej Irismark LLP	India	50%	50%
17	Godrej Projects North Star LLP	India	55%	55%
18	Godrej Developers & Properties LLP	India	37.50%	37.50%
19	Roseberry Estate LLP	India	49%	49%
20	Suncity Infrastructures (Mumbai) LLP	India	60%	50%
21	Godrej Reserve LLP	India	21.70%	22%
22	Maan-Hinje Township Developers LLP	India	40%	40%
23	Mahalunge Township Developers LLP	India	40%	40%
24	Godrej Vestamark LLP	India	58%	58%
25	Manyata Industrial Parks LLP	India	1%	1%
26	Godrej Odyssey LLP	India	55%	55%
27	Universal Metro Properties LLP	India	49%	49%
28	Embellish Houses LLP (Classified as Subsidiary upto May 10, 2020)	India	50%	50%
29	Manjari Housing Projects LLP		40%	40%
30	Godrej Projects North LLP (Classified as Subsidiary upto December 02, 2021)	India	25%	N.A.

### (c) Investment in Associates :

Sr. No.	Name of the Company	Country of Incorporation	Percentage of Holding	
			As at March 31, 2022	As at March 31, 2021 (Restated)
1	Godrej Consumer Products Limited	India	23.75%	23.75%
2	Personalitree Academy Limited	India	25.49%	25.49%
3	Al Rahaba International Trading LLC (Associate of Godrej Agrovet Limited)	U.A.E	24%	24%

# Notes to Consolidated Financial Statements

## Note 41 : Disclosures of Joint Ventures and Associates

### 1 Equity accounted investees

Financial information of Joint Ventures and Associates that are material to the Group is provided below :

Name of the entity	Place of business / Country of incorporation	% of ownership interest	Relationship March 31, 2022	Accounting method	Amount ₹ in Crore	
					Carrying Amounts	
					March 31, 2022	March 31, 2021
Godrej Consumer Products Limited	India	23.75%	Associate	Equity method	3,744.50	3,244.65
ACI Godrej Agrovet Private Limited	Bangladesh	50%	Joint Venture	Equity method	95.02	84.99
Al Rahaba International Trading Limited Liability Company	U.A.E	24%	Associate	Equity method	-	-
Personalitree Academy Ltd.	India	25.49%	Associate	Equity method	-	-
Pearlite Real Properties Private Limited	India	49.00%	Joint Venture	Equity method	15.82	5.24
Godrej Skyline Developers Private Limited	India	44.00%	Joint Venture	Equity method	-	-
Prakhhyat Dwellings LLP	India	50.00%	Joint Venture	Equity method	-	-
Godrej Highview LLP	India	40.00%	Joint Venture	Equity method	-	-
Manjari Housing Projects LLP	India	40.00%	Joint Venture	Equity method	161.18	187.25
Mahalunge Township Developers LLP	India	40.00%	Joint Venture	Equity method	154.22	-
Maan Hinje Township Developers LLP	India	40.00%	Joint Venture	Equity method	97.78	-
Godrej Home Constructions Private Limited	India	25.10%	Joint Venture	Equity method	-	-
Godrej Real View Developers Private Limited	India	20.00%	Joint Venture	Equity method	-	-
Godrej Green Homes Ltd.	India	50.00%	Joint Venture	Equity method	-	184.15
AR Landcraft LLP	India	40.00%	Joint Venture	Equity method	-	-
Caroa Properties LLP	India	35.00%	Joint Venture	Equity method	-	-
Godrej Greenview Housing Private Limited	India	20.00%	Joint Venture	Equity method	-	-
Godrej Vestamark LLP	India	58.28%	Joint Venture	Equity method	29.91	-
Roseberry Estate LLP	India	49.00%	Joint Venture	Equity method	-	-
Godrej Housing Projects LLP	India	50.00%	Joint Venture	Equity method	-	5.24
Godrej Highview LLP	India	40.00%	Joint Venture	Equity method	-	-
<b>Total equity accounted investments</b>					<b>4,298.44</b>	<b>3,711.52</b>
Omnivore India Capital Trust	India		Investment entity	Equity method	45.42	35.16

# Notes to Consolidated Financial Statements

## Note 41 : Disclosures of Joint Ventures and Associates (Continued)

2 Summary financial information of material Joint Venture and Associates not adjusted for the percentage ownership held by the Company, is as follows:

	Amount ₹ in Crore									
	Godrej Consumer Products Limited	ACI Godrej Agrovet Private Limited	Pearlrite Real Properties Private Limited	Godrej Skyline Developers Private Limited	Manjari Housing Projects LLP	Mahalunge Township Developers LLP	Maan Hinje Township Developers LLP	Godrej Home Constructions Private Limited	Godrej Real View Developers Private Limited	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022
Ownership	23.75%	23.75%	50%	49%	40%	40%	40%	40%	25%	20%
Cash and cash equivalent	750.92	524.13	20.38	14.08	55.33	21.95	81.53	0.19	3.85	31.54
Other current assets	4,936.35	3,948.28	309.69	112.78	1,086.91	662.11	1,010.83	740.18	223.89	631.46
Total current assets	5,687.27	4,472.41	330.07	126.86	1,142.23	684.06	1,092.36	740.37	227.74	663.00
Total non-current assets	10,446.79	9,810.41	211.86	7.92	22.43	13.58	78.45	5.52	2.65	10.53
Total assets	16,134.06	14,282.82	541.93	134.78	1,164.66	697.64	1,170.82	745.89	230.39	673.53
Current liabilities										
Financial liabilities (excluding trade payables and provisions)	1,486.28	1,769.80	126.18	0.29	410.28	93.64	98.86	184.97	201.27	357.84
Other liabilities	2,485.33	2,365.89	181.51	99.45	720.14	377.41	756.79	6.63	107.11	358.47
Total current liabilities	3,971.61	4,135.69	307.69	99.74	1,130.42	471.05	855.65	191.60	308.39	716.31
Non Current liabilities										
Financial liabilities (excluding trade payables and provisions)	445.29	547.60	44.84	-	-	-	-	-	-	-
Other liabilities	161.23	160.63	-	0.16	33.47	0.55	0.64	-	0.08	0.13
Total non current liabilities	606.52	708.23	44.84	0.16	33.47	0.55	0.64	-	0.08	0.13
Total liabilities	4,578.13	4,843.92	352.53	99.90	1,163.89	471.60	856.29	191.60	308.47	716.44
Net assets	11,555.93	9,438.90	189.40	34.88	0.77	226.04	314.53	554.29	(78.08)	(42.90)
Groups' share of net assets	2,744.22	2,241.74	94.70	17.09	0.34	188.84	185.06	104.26	(19.60)	(8.58)
Adjustment on Consolidation	-	-	0.32	(1.28)	(0.34)	(27.66)	(30.84)	(6.48)	19.60	8.58
Carrying amount of interest in Associate / Joint Venture	3744.50*	3244.65*	95.02	15.82	-	161.18	154.22	97.78	-	-

\*Carrying amount of interest in Associate includes certain investment purchased from open markets, accordingly the same is higher than the Groups' share of net assets.

## Notes to Consolidated Financial Statements

## Note 41 : Disclosures of Joint Ventures and Associates (Continued)

	Amount ₹ in Crore											
	AR Landcraft LLP	Caroa Properties LLP	Godrej Greenview Housing Private Limited	Godrej Vestamark LLP	Roseberry Estate LLP	Godrej Housing Projects LLP	Prakhyat Dwellings LLP	Godrej Highview LLP	Godrej Homes Private Limited	SSPDL Green Acres LLP	Wonder City Buildcon Private Limited	Manjari Housing Projects LLP
As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021
Ownership	40.00%	35.00%	20.00%	58.28%	49.00%	50.00%	50.00%	40%	50%	37.00%	25.10%	40%
Cash and cash equivalent	14.10	105.76	109.80	27.36	146.24	41.88	20.03	2.17	5.86	2.86	4.55	26.85
Other current assets	1,589.24	703.98	693.72	1,212.93	1,124.39	76.82	462.30	337.23	45.51	100.40	195.32	444.92
Total current assets	1,603.34	809.75	803.52	1,240.29	1,270.63	118.70	482.33	339.40	51.37	103.26	199.87	471.77
Total non-current assets	77.17	22.91	5.29	2.96	37.89	22.38	20.52	1.84	1,389.45	0.93	2.48	14.05
Total assets	1,680.51	832.66	808.80	1,243.26	1,308.52	141.08	502.86	341.24	1,440.83	104.19	202.35	485.82
Current liabilities												
Financial liabilities (excluding trade payables and provisions)	565.02	265.00	213.48	680.75	531.48	11.62	213.27	196.50	46.83	76.00	229.36	93.90
Other liabilities	1,159.48	603.26	674.04	436.79	761.04	113.82	329.55	196.76	12.80	59.27	104.37	138.39
Total current liabilities	1,724.50	868.26	887.52	1,117.54	1,292.52	125.45	542.83	393.25	59.63	135.27	333.73	232.29
Non Current liabilities						-	-	-	-	-	-	-
Financial liabilities (excluding trade payables and provisions)	-	-	-	-	-	-	-	-	-	-	-	-
Other liabilities	0.22	-	-	0.10	0.08	-	-	-	1,117.65	-	-	-
Total non current liabilities	0.22	-	-	0.10	0.08	-	-	-	1,117.65	-	-	-
Total liabilities	1,724.73	868.26	887.52	1,117.64	1,292.60	125.45	542.83	393.25	1,177.28	135.27	333.73	232.29
Net assets	(44.22)	(95.60)	(78.72)	125.62	15.92	15.63	(39.97)	(52.01)	263.55	(31.07)	(131.38)	253.53
Groups' share of net assets	(37.63)	(12.46)	(15.74)	155.03	7.80	7.82	(19.86)	(17.91)	68.18	(12.99)	(32.98)	191.06
Adjustment on Consolidation	37.63	12.46	15.74	(125.12)	(7.80)	(2.58)	19.86	17.91	115.97	12.99	32.98	(3.81)
Carrying amount of interest in Associate / Joint Venture	-	-	-	29.91	-	5.24	-	-	184.15	-	-	187.25

# Notes to Consolidated Financial Statements

## Note 41 : Disclosures of Joint Ventures and Associates (Continued)

	Amount ₹ in Crore																			
	Godrej Consumer Products Limited		ACI Godrej Agrovet Private Limited		Pearlite Real Properties Private Limited		Godrej Skyline Developers Private Limited		Manjari Housing Projects LLP		Mahalunge Township Developers LLP		Maan Hinje Township Developers LLP		Godrej Home Constructions Private Limited		Godrej Real View Developers Private Limited		AR Landcraft LLP	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2022	
Revenues	12,276.50	11,028.62	1,557.87	1,251.43	314.54	129.26	1.58	296.14	18.37	285.34	1.65	4.63								
Interest income	89.71	67.07	1.33	0.30																
Depreciation and amortisation	209.93	203.85	28.16	25.44	0.13	0.23	0.60	2.15	0.02	0.05	0.09	0.42								
Interest expense	110.16	126.63	(10.61)	(8.63)	0.13	1.78	8.83	10.38	18.37	13.33	7.00	0.18								
Expenses other than above	9,881.39	8,640.37	-	-	307.42	91.82	31.05	322.14	6.14	255.11	9.37	15.98								
Income tax expense	371.87	359.54	(15.84)	(16.01)	1.94	15.08	1.89	(10.47)	0.36	0.33	2.54	0.88								
Profit / (Loss) for the year	1,783.39	1,720.82	79.90	82.62	4.92	20.35	(40.79)	(28.06)	(6.52)	16.52	(17.35)	(12.83)								
Other comprehensive income	376.56	(163.63)	0.98	-	-	(0.01)	-	(0.03)	-	0.00	-	-								
Total comprehensive income	2,159.95	1,557.19	80.88	82.62	4.92	20.34	(40.79)	(28.09)	(6.52)	16.52	(17.35)	(12.83)								
Group's share of profit as per JV / Associate Books	423.51	408.66	39.95	41.31	2.41	8.95	(16.31)	(11.23)	(2.61)	4.15	(3.47)	(5.13)								
Add: Adjustments on Consolidation	-	9.63	-	-	-	-	-	-	-	-	-	-								
Group's share of profit	423.51	418.29	39.95	41.31	2.41	8.95	(16.31)	(11.23)	(2.61)	4.15	(3.47)	(5.13)								
Group's share of Other comprehensive income	89.42	(38.85)	0.49	-	-	(0.00)	-	(0.01)	-	-	-	-								
Group's share of Total comprehensive income	512.93	379.44	40.44	41.31	2.41	8.95	(16.31)	(11.24)	(2.61)	4.15	(3.47)	(5.13)								



## Notes to Consolidated Financial Statements

## Note 41 : Disclosures of Joint Ventures and Associates (Continued)

	Amount ₹ in Crore																						
	Caroa Properties LLP		Godrej Housing Private Limited		Godrej Vestamark LLP		Roseberry Estate LLP		Godrej Housing Projects LLP		Prakhhyat Dwellings LLP		Godrej Highview LLP		Godrej Homes Private Limited		SSPDL Green Acres LLP		Wonder City Buildcon Private Limited		Manjari Housing Projects LLP		
	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	Year ended March 31, 2021	
Revenues	351.31	3.99	36.27	1.68	429.14	0.40	0.18	20.63	4.25	228.78	0.43	-	-	-	-	-	-	-	-	-	-	-	-
Interest income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation and amortisation	0.03	0.03	0.43	0.23	0.09	0.03	0.09	15.30	0.01	0.14	0.34	-	-	-	-	-	-	-	-	-	-	-	-
Interest expense	5.39	2.86	13.82	1.51	1.18	9.82	3.51	25.97	2.81	12.06	2.99	-	-	-	-	-	-	-	-	-	-	-	-
Expenses other than above	335.03	7.59	18.24	32.48	329.12	15.20	10.77	7.35	25.80	278.86	20.13	-	-	-	-	-	-	-	-	-	-	-	-
Income tax expense	3.62	0.32	3.08	(11.35)	33.19	(10.76)	11.55	(0.02)	-	-	(1.89)	-	-	-	-	-	-	-	-	-	-	-	-
<b>Profit / (Loss) for the year</b>	7.24	(6.81)	0.70	(21.19)	65.56	(13.89)	(25.74)	(27.99)	(24.35)	(62.28)	(21.14)	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total comprehensive income</b>	<b>7.24</b>	<b>(6.81)</b>	<b>0.70</b>	<b>(21.19)</b>	<b>65.56</b>	<b>(13.89)</b>	<b>(25.74)</b>	<b>(27.99)</b>	<b>(24.35)</b>	<b>(62.28)</b>	<b>(21.14)</b>	-	-	-	-	-	-	-	-	-	-	-	-
Group's share of profit as per JV / Associate Books	2.54	(1.36)	0.41	(10.39)	32.12	(10.85)	(10.30)	(13.99)	(9.85)	(15.63)	(8.46)	-	-	-	-	-	-	-	-	-	-	-	-
Add: Adjustments on Consolidation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Group's share of profit	2.54	(1.36)	0.41	(10.39)	32.12	(10.85)	(10.30)	(13.99)	(9.85)	(15.63)	(8.46)	-	-	-	-	-	-	-	-	-	-	-	-
Group's share of Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Group's share of Total comprehensive income	2.54	(1.36)	0.41	(10.39)	32.12	(10.85)	(10.30)	(13.99)	(9.85)	(15.63)	(8.46)	-	-	-	-	-	-	-	-	-	-	-	-

# Notes to Consolidated Financial Statements

## Note 41 : Disclosures of Joint Ventures and Associates (Continued)

Aggregate information for those joint ventures and associate that are not material to the Group are as under:

	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021
(i) Investment In Joint Ventures		
Carrying amount of Investment in Joint Ventures	345.30	447.60
Profit For the Year	(320.08)	(217.38)
Other Comprehensive Income for the year	-	-
Total Comprehensive Income	(320.08)	(217.38)
Group's share of total comprehensive income	(156.69)	(79.77)

	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021
(ii) Investment In Associate		
Carrying amount of Investment in Associate *	0.00	0.00
Profit For the Year *	0.00	0.00
Other Comprehensive Income for the year *	0.00	0.00
Total Comprehensive Income *	0.00	0.00
Group's share of total comprehensive income *	0.00	0.00

\* ₹ 0.00 represents amount less than ₹ 0.01 crore

## Note 42 : Financial Information of subsidiaries that have material non-controlling interests

1 Subsidiaries that have material non-controlling interests is provided below :

Name of the entity	Place of business / country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interest		Principal activities
		As at	As at	As at	As at	
		March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	
Godrej Agrovet Limited	India	62.47%	59.90%	37.53%	40.10%	Animal Feeds, Agri Inputs, Vegetable Oil, Dairy, Integrated Poultry business, Cultivation of Seeds
Godrej Properties Limited	India	47.29%	44.76%	52.71%	55.24%	Estate and Property Development
Godrej Capital Limited	India	87.11%	51.16%	12.89%	48.84%	Housing & Non Housing Finance

2 The following table summarises Financial Information of subsidiaries that have material non-controlling interests, before any inter-company eliminations

(i) Summarised Statement of Profit and Loss

	Godrej Agrovet Limited		Godrej Properties Limited		Godrej Capital Limited	
	Year ended	Year ended	Year ended	Year ended	Year ended	Year ended
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Total Income	8,385.74	6,306.27	2,585.69	1,333.09	54.86	0.00
Profit for the year	419.16	347.57	350.55	(189.43)	(63.03)	(0.12)
Other Comprehensive Income	(1.79)	2.81	(1.09)	(0.63)	0.05	-
Profit allocated to non-controlling interests	167.64	161.14	183.92	(104.73)	(12.86)	(0.06)
OCI allocated to non-controlling interests	(0.71)	0.87	(0.57)	(0.32)	(0.00)	-
Dividends paid to non-controlling interests	63.06	49.57	-	-	-	-

# Notes to Consolidated Financial Statements

## Note 42 : Financial Information of subsidiaries that have material non-controlling interests (Continued)

### (ii) Summarised Balance Sheet

Amount ₹ in Crore

	Godrej Agrovet Limited		Godrej Properties Limited		Godrej Capital Limited	
	As at	As at	As at	As at	As at	As at
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Non-current liabilities	259.56	365.55	1,114.13	1,158.88	1,111.24	-
Current liabilities	2,635.75	1,972.02	8,015.87	6,769.29	558.56	0.12
	2,895.31	2,337.57	9,130.00	7,928.17	1,669.80	0.12
Non-current assets	2,787.52	2,661.36	2,708.03	3,174.14	2,076.67	-
Current assets	2,796.47	2,137.57	15,095.54	13,073.52	357.77	0.03
	5,583.99	4,798.93	17,803.57	16,247.66	2,434.44	0.03
Net assets	2,688.68	2,461.36	8,673.57	8,319.49	764.64	(0.09)
Net assets attributable to non-controlling interest	1,264.68	1,221.89	4,571.64	4,595.27	118.15	(0.04)

### (iii) Summarised Cash Flow

Amount ₹ in Crore

	Godrej Agrovet Limited		Godrej Properties Limited		Godrej Capital Limited	
	Year ended	Year ended	Year ended	Year ended	Year ended	Year ended
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Cash flows from (used in) operating activities	(120.05)	(1.84)	(451.68)	(671.21)	(1,292.31)	(0.01)
Cash flows from (used in) investing activities	(208.05)	(187.30)	123.84	(3,321.87)	(405.77)	-
Cash flows from (used in) financing activities	310.83	189.05	235.30	4,258.98	1,926.35	0.02
Net increase / (decrease) in cash and cash equivalents	(17.27)	(0.09)	(92.54)	265.90	228.28	0.01

## Note 43 : Goodwill

The Goodwill arises from the Group's Cash Generating Units as follows:

Amount ₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021 (Restated)
CGUs of Godrej Agrovet Limited	480.61	480.61
CGUs of Godrej Properties Limited	193.67	193.67
CGUs of Godrej Capital Limited (refer note 54 (I))	294.50	-
Others	4.01	9.06
	<b>972.79</b>	<b>683.34</b>

### 1 Godrej Agrovet Limited

The recoverable amount of this CGU is the higher of its fair value less cost to sell and its value in use. The goodwill allocated to Agrovet business pertains to a listed entity and accordingly, the fair value of the CGU is determined based on market capitalisation (level 1 fair value).

# Notes to Consolidated Financial Statements

## Note 43 : Goodwill (Continued)

### 2 Godrej Properties Limited

The recoverable amount of this CGU is the higher of its fair value less cost to sell and its value in use. The goodwill allocated to estate & property development pertains to a listed entity and accordingly, the fair value of the CGU is determined based on market capitalisation (level 1 fair value).

### 3 Godrej Capital Limited

During the year the Godrej Capital Limited (subsidiary of the Company) has recognised goodwill of ₹ 294.50 crore for the cash generating unit (CGU) of housing financial services. The recoverable amount of the CGU of housing financial services is determined on the basis of its value-in-use calculations. The management has used five year period for calculating value in use.

The key assumptions used for the calculations are as follows:

Particulars	As at March 31, 2022
Long-term growth rate	5%
Net interest margin (NIM)	1.2% to 1.8%
Discount rate	16.90%

The above discount rate is based on the cost of equity of the subsidiary which has been derived after taking into consideration the risk free rate, risk premium and beta factor.

There is no impairment of goodwill during the year ended March 31, 2022.

Reasonable sensitivities in key assumptions is unlikely to cause the carrying amount to exceed the recoverable amount of the cash generating units.

## Note 44 : Income Tax Expense

I Tax Expense relating to continuing operations recognised in the Consolidated Statement of Profit and Loss

Amount ₹ in Crore

Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Current Income Tax	335.38	146.58
Adjustments in respect of earlier years	(4.88)	4.06
Deferred Income Tax Liability / (Asset), net		
Origination and reversal of temporary differences	(43.58)	61.32
MAT Credit (Utilisation)/Entitlement	-	25.03
Recognition of previously unrecognised tax losses	3.01	(10.84)
Deferred Tax Expense	(40.57)	75.51
Tax Expense For the Year	289.93	226.15

II Amounts recognised in other comprehensive income

Amount ₹ in Crore

Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Items that will not be reclassified to profit or loss		
Tax on remeasurements of defined benefit liability (asset)	0.55	(0.71)
	0.55	(0.71)

# Notes to Consolidated Financial Statements

## Note 44 : Income Tax Expense (Continued)

### III Reconciliation of effective tax rate

Amount ₹ in Crore

Particulars	Year ended March 31, 2022	Year ended March 31, 2021 (Restated)
Profit Before Tax from continuing operations	1,282.36	615.93
Tax using the Company's domestic tax rate	315.26	153.56
Tax effect of		
Tax impact of income not subject to tax	(12.40)	(4.37)
Tax effects of amounts which are not deductible for taxable income	22.63	11.08
Previously unrecognised tax losses and unabsorbed depreciation now recouped to reduce deferred tax expense	5.60	(9.24)
Deferred tax assets not recognized because realization is not probable	8.38	41.08
Change in recognised deductible temporary differences	3.62	(3.92)
Adjustment for current tax of prior years	(4.88)	4.06
Tax on share of loss/(profit) of equity accounted investees	(43.57)	(72.29)
MAT credit of previous year reversed in current year	-	25.03
Effect of different tax rate	3.23	18.73
Effect of change in Tax Rate	3.14	63.12
Others	(11.08)	(0.69)
	<b>289.93</b>	<b>226.15</b>

### IV Movement in deferred tax balances

Amount ₹ in Crore

Particulars	Deferred tax asset March 31, 2021	Deferred tax liability March 31, 2021	Net balance March 31, 2021	Recognised in profit or loss	Recognised in OCI	Net balance March 31, 2022	Deferred tax asset March 31, 2022	Deferred tax liability March 31, 2022
<b>Deferred tax asset</b>								
Property, plant and equipment	(176.23)	(186.92)	(363.15)	4.20	-	(358.95)	(174.15)	(184.80)
Indexation benefit on land and shares	1.06	-	1.06	-	-	1.06	1.06	-
Investments	(6.84)	(0.47)	(7.29)	(20.59)	0.62	(27.26)	(27.45)	0.19
Inventories	14.95	-	14.95	1.69	-	16.63	16.63	-
Employee benefits	50.34	2.49	52.83	1.21	0.47	54.51	52.50	2.01
Equity-settled share-based payments	1.28	-	1.28	(0.09)	-	1.19	1.19	-
MAT Credit Entitlement	6.26	-	6.26	0.76	-	7.02	7.02	-
Biological Assets	(6.90)	(0.21)	(7.10)	0.07	-	(7.03)	(7.04)	0.01
Leases	0.02	0.80	0.82	(1.01)	-	(0.21)	0.11	(0.32)
Provision for Doubtful Debts / Advances	32.89	8.31	41.21	(0.76)	-	40.44	30.83	9.61
Brought forward Losses	111.37	-	111.37	17.46	-	128.82	128.81	-
Unabsorbed Depreciation	158.91	-	158.91	(4.23)	-	154.68	154.68	-
Other provisions	211.59	(45.33)	166.26	41.87	(0.04)	208.09	241.19	(33.11)
Tax assets (Liabilities)	398.69	(221.33)	177.37	40.57	1.05	218.97	425.39	(206.42)
<b>Net tax assets (Liabilities)</b>	<b>398.69</b>	<b>(221.33)</b>	<b>177.37</b>	<b>40.57</b>	<b>1.05</b>	<b>218.97</b>	<b>425.39</b>	<b>(206.42)</b>

# Notes to Consolidated Financial Statements

## Note 44 : Income Tax Expense (Continued)

### IV Movement in deferred tax balances

Amount ₹ in Crore

Particulars	Deferred tax asset March 31, 2020	Deferred tax liability March 31, 2020	Net balance March 31, 2020	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Acquired in business combinations	Net balance March 31, 2021	Deferred tax asset March 31, 2021	Deferred tax liability March 31, 2021
<b>Deferred tax asset</b>										
Property, plant and equipment	(201.24)	(182.78)	(384.02)	19.88	-	0.00	0.99	(363.15)	(176.23)	(186.92)
Indexation benefit on land and shares	0.99	-	0.99	0.07	-	-	-	1.06	1.06	-
Investments	(4.56)	(0.30)	(4.86)	(1.99)	(0.45)	-	-	(7.29)	(6.84)	(0.47)
Inventories	25.74	-	25.74	(5.99)	-	(4.80)	-	14.95	14.95	-
Employee benefits	9.69	2.43	12.12	40.30	0.41	-	-	52.83	50.34	2.49
Equity-settled share-based payments	2.09	-	2.10	(0.82)	-	-	-	1.28	1.28	-
MAT Credit Entitlement	29.52	-	29.52	(23.26)	-	-	-	6.26	6.26	-
Biological Assets	(6.30)	(0.11)	(6.41)	(0.69)	-	-	-	(7.10)	(6.90)	(0.21)
Leases	0.03	0.75	0.78	0.03	-	-	-	0.82	0.02	0.80
Provision for Doubtful Debts / Advances	35.84	6.23	42.07	(0.86)	-	-	-	41.21	32.89	8.31
Brought forward Losses	194.29	(0.06)	194.23	(82.86)	-	-	-	111.37	111.37	-
Unabsorbed Depreciation	182.54	-	182.54	(23.63)	-	-	-	158.91	158.91	-
Other provisions	230.53	(68.71)	161.82	4.31	0.12	-	-	166.26	211.59	(45.33)
Tax assets (Liabilities)	499.16	(242.55)	256.60	(75.51)	0.08	(4.80)	0.99	177.37	398.69	(221.33)
<b>Net tax assets (Liabilities)</b>	<b>499.16</b>	<b>(242.55)</b>	<b>256.60</b>	<b>(75.51)</b>	<b>0.08</b>	<b>(4.80)</b>	<b>0.99</b>	<b>177.37</b>	<b>398.69</b>	<b>(221.33)</b>

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

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Details of unused tax losses and unused tax credit is given in note V below.

As the Group does not have any intention to dispose off investments in unlisted subsidiaries and associates in the foreseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

### V Tax losses carried forward

Amount ₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
Expiry date		
31-03-2022	-	4.63
31-03-2023	153.69	153.69
31-03-2024	110.09	110.09
31-03-2025	133.22	133.22
31-03-2026	119.43	119.43
31-03-2027	100.02	100.02
31-03-2028	103.87	102.94
31-03-2029	69.07	71.21
	789.39	795.23
Unabsorbed Depreciation never expires	930.72	930.75

# Notes to Consolidated Financial Statements

## Note 45 : Leases

### 1. Right of Use Assets - Cost, Accumulated Depreciation and Carrying Amount

Amount ₹ in Crore

Particulars	Leasehold Buildings	Leasehold Land	Other equipments	Total
<b>Cost</b>				
As at 1 April 2020	100.68	76.77	11.19	188.64
Additions	97.03	15.83	-	112.86
Disposals	(1.12)	-	-	(1.12)
Balance at 31 <sup>st</sup> March 2021	196.58	92.60	11.19	300.38
Balance at 1 <sup>st</sup> April 2021	196.58	92.60	11.19	300.38
Additions	30.25	1.84	0.47	32.55
Acquisition through Business Combinations	18.62	-	-	18.62
Disposals/Other adjustments	(84.64)	-	-	(84.64)
Balance at 31 March 2022	160.81	94.44	11.66	266.91
<b>Accumulated depreciation and impairment</b>				
As at 1 April 2020	67.08	2.02	2.36	71.46
Depreciation	29.60	0.88	2.86	33.34
Disposals/Other adjustments	(0.36)	-	-	(0.36)
Balance at 31 March 2021	96.32	2.91	5.22	104.44
Balance at 1 <sup>st</sup> April 2021	96.32	2.91	5.22	104.44
Depreciation	34.93	0.96	2.88	38.77
Acquisition through Business Combinations	(76.67)	-	-	(76.67)
Disposals/Other adjustments	3.74	-	-	3.74
Balance at 31 March 2022	58.31	3.87	8.09	70.28
<b>Carrying amounts</b>				
Balance at 31 March 2021	100.26	89.70	5.97	195.93
Balance at 31 March 2022	102.50	90.57	3.56	196.63

### 2. Breakdown of lease expenses

Amount ₹ in Crore

Particulars	Year ended March 31,2022	Year ended March 31,2021
Short-term lease expense	19.28	16.89
Low value lease expense	0.18	0.40
Total lease expense	19.46	17.29

### 3. Cash outflow on leases

Amount ₹ in Crore

Particulars	Year ended March 31,2022	Year ended March 31,2021
Repayment of lease liabilities	41.74	37.57
Interest on lease liabilities	9.43	9.90
Short-term lease expense	10.52	13.06
Low value lease expense	0.18	0.01
Variable lease expenses (other than short term)	1.88	2.30
Total cash outflow on leases	63.75	62.84

# Notes to Consolidated Financial Statements

## Note 45 : Leases (Continued)

### 4. Lease Liabilities - Maturity analysis (undiscounted amounts)

Amount ₹ in Crore

	As at March 31, 2022	As at March 31, 2021
Less than one year	40.86	37.47
One to five years	76.67	88.25
More than five years	13.63	8.96
<b>Total undiscounted lease liabilities</b>	<b>131.16</b>	<b>134.68</b>
Lease liabilities included in the Balance Sheet	116.38	116.15
Current	36.83	38.16
Non-Current	79.55	77.99
Weighted average effective interest rate %	6.7%-9%	8%-9%

The above amounts include principal and interest

### As a Lessor

### 5. Undiscounted lease payments to be received for operating leases

Amount ₹ in Crore

	Year ended March 31, 2022	Year ended March 31, 2021
Year 1	35.08	38.70
More than 1 year and less than 5 years	56.43	98.23
Later than 5 years	-	-
<b>Total</b>	<b>91.51</b>	<b>136.92</b>

## Note 46 : Employee Benefits

### DEFINED CONTRIBUTION PLAN

#### Provident Fund :

The contributions to the Provident Fund and Family Pension Fund of certain employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contributions.

### DEFINED BENEFIT PLAN

#### Gratuity :

The Group participates in the Employees' Group Gratuity-cum-Life Assurance Scheme of ICICI Prudential Life Insurance Co. Ltd, HDFC Standard Life Insurance Co. Ltd. and SBI Life Insurance Co. Ltd, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997, or as per the Group's scheme whichever is more beneficial to the employees.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

#### Provident Fund :

The Group manages the Provident Fund plan through a Provident Fund Trust for a majority of its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.



# Notes to Consolidated Financial Statements

## Note 46 : Employee Benefits (Continued)

The Group has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and the actual return earned by the Group has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is no shortfall as at March 31, 2022.

Amount ₹ in Crore

Particulars	March 31, 2022	March 31, 2021
Plan assets at period end, at fair value	281.61	261.93
Provident Fund Corpus	272.53	253.88
Valuation assumptions under Deterministic Approach:		
Weighted Average Yield	8.01%-8.48%	8.53%-9.32%
Weighted Average YTM	8.00%-8.83%	8.83%-9.25%
Guaranteed Rate of Interest	8.1%-8.5%	8.50%

### Pension :

The Group has Pension plan for eligible employees. The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

The amounts recognised in the Group's Consolidated financial statements as at the year end are as under :

Amount ₹ in Crore

	Gratuity		Pension	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
<b>a) Change in Present Value of Obligation</b>				
Present value of the obligation at the beginning of the year	94.86	90.68	0.91	0.54
Current Service Cost	8.44	7.83	-	-
Past Service Cost	0.06	-	-	-
Interest Cost	6.34	6.04	-	-
Contribution by Plan Participants	-	-	-	-
Actuarial (Gain) / Loss on Obligation due to demographic assumptions	0.87	-	-	-
Actuarial (Gain) / Loss on Obligation due to experience adjustments	1.74	0.29	-	-
Actuarial (Gain) / Loss on Obligation due to financial assumptions	1.49	1.58	(0.18)	0.64
Effect of Liability Transfer in / out	(0.09)	(1.31)	-	-
Benefits Paid	(10.90)	(10.24)	(0.66)	(0.27)
Acquisitions	0.58	-	-	-
Present value of the obligation at the end of the year	<b>103.40</b>	<b>94.86</b>	<b>0.07</b>	<b>0.91</b>

# Notes to Consolidated Financial Statements

## Note 46 : Employee Benefits (Continued)

Amount ₹ in Crore

	Gratuity		Pension	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
<b>b) Change in Plan Assets</b>				
Fair value of Plan Assets at the beginning of the year	60.00	54.71	-	-
Return on Plan Assets	1.30	3.51	-	-
Actuarial (Gain) / Loss on Plan Assets	0.56	(0.59)	-	-
Contributions by the Employer	3.32	7.89	-	-
Interest Income	2.56	2.07	-	-
Effect of Liability Transfer in / out	-	0.00	-	-
Benefits Paid	(9.15)	(8.76)	-	-
Acquisitions	-	(0.01)	-	-
Fair value of Plan Assets at the end of the year	57.47	60.00	-	-
<b>c) Amounts Recognised in the Balance Sheet :</b>				
Present value of Obligation at the end of the year	103.40	94.86	-	-
Fair value of Plan Assets at the end of the year	57.47	60.00	-	-
Net Obligation at the end of the year	45.93	34.87	-	-
<b>d) Amounts Recognised in the statement of Profit and Loss :</b>				
Current Service Cost	8.44	7.83	-	-
Interest cost on Obligation	6.34	6.04	-	-
Return on Plan Assets	(1.30)	(3.51)	-	-
Net Cost Included in Personnel Expenses	13.49	10.36	-	-
<b>e) Amounts Recognised in Other Comprehensive Income (OCI):</b>				
Actuarial (Gain) / Loss on Obligation For the Period	4.09	1.87	-	-
Return on Plan Assets, Excluding Interest Income	0.56	(0.59)	-	-
Net (Income) / Expense For the Period Recognised in OCI	4.65	1.28	-	-
The cumulative amount of actuarial (gains) / losses on obligations recognised in other comprehensive income as at March 31, 2022 is ₹ (3.09) Crore (Previous Year: ₹ 0.60 Crore).				
<b>f) Actual Return on Plan Assets</b>	0.74	4.10	-	-
<b>g) Actuarial Assumptions</b>				
i) Discount Rate	6.09%-6.78% P.A.	6.19%-6.93% P.A.	6.08% P.A.	6.86% P.A.
ii) Expected Rate of Return on Plan Assets	6.09% P.A.	6.93% P.A.		
iii) Salary Escalation Rate	6.00%-12.00% P.A.	6.00%-10.00% P.A.		
iv) Mortality	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality(2006-08)	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2006-08) Ultimate

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

# Notes to Consolidated Financial Statements

## Note 46 : Employee Benefits (Continued)

### IV Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Amount ₹ in Crore			
	March 31, 2022		March 31, 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(4.42)	4.91	(5.50)	6.27
Future salary growth (1% movement)	4.87	(4.47)	6.25	(5.58)
Rate of employee turnover (1% movement)	2.05	(2.40)	0.19	(0.27)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

### V. Plan assets comprise the following

	Amount ₹ in Crore	
	March 31, 2022	March 31, 2021
	Insurer managed fund (100%)	57.47

### VI. Expected future benefit payments of Gratuity

	Amount ₹ in Crore
1 <sup>st</sup> following year	21.29
2 <sup>nd</sup> following year	13.08
3 <sup>rd</sup> following year	13.16
4 <sup>th</sup> following year	11.32
5 <sup>th</sup> following year	11.01
Sum of Years 6 to 10	20.07
Thereafter	49.63

## Note 46 : Employee Stock Benefit Plans

### (i) Employee Stock Grant Scheme of Godrej Industries Limited

- The Company had set up the Employees Stock Grant Scheme 2011 (ESGS) pursuant to the approval by the Shareholders at their Meeting held on January 17, 2011.
- The ESGS Scheme is effective from April 1, 2011, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2011 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.
- The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Compensation Committee of the respective Company based on the employee's performance, level, grade, etc.
- The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty Five Lac) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.
- The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3<sup>rd</sup> at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years, or as may be determined by Compensation Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

## Notes to Consolidated Financial Statements

### Note 46 : Employee Stock Benefit Plans (Continued)

- (f) The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Compensation Committee.
- (g) The Exercise Price of the shares has been fixed at ₹ 1 per share. The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

Following table lists the average inputs to the model used for the plan for the year ended March 31, 2022:

Particulars	Year ended	Year ended	Description of the Inputs used
	March 31, 2022	March 31, 2021	
Dividend yield %	0.00%	0.32%	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	12%-14%	28%-31%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	4.4% to 5.3%	3.60% to 4.50%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	1 to 3 years	1 to 3 years	
Weighted Average Market price on date of granting the options	560.70	393.25	

- (h) The Status of the above plan is as under:

Particulars	Numbers			
	Year ended March 31, 2022	Year ended March 31, 2021	Weighted average Exercise Price (₹)	Weighted average Share Price (₹)
Options Outstanding at the Beginning of the Year	120,389	115,781		
Options Granted	56,466	64,440		
Options Vested	59,215	59,082	1.00	443.75
Options Exercised	59,215	59,082		
Options Lapsed / Forfeited	9,571	750		
Total Options Outstanding at the end of the year	108,069	120,389		

- (i) The weighted average exercise price of the options outstanding as on March 31, 2022 is ₹ 1 (previous year ₹ 1 per share) and the weighted average remaining contractual life of the options outstanding as on March 31, 2022 is 0.84 years (previous year 0.88 years)

# Notes to Consolidated Financial Statements

## Note 46 : Employee Stock Benefit Plans (Continued)

### 2 Godrej Properties Limited Employee Stock Option Plans & Stock Grant Scheme

#### (i) Employee Stock Grant Scheme

The Company instituted an Employee Stock Grant Scheme (GPL ESGS) approved by the Board of Directors, the Shareholders and the Remuneration Committee.

Particulars	No. of Options		Weighted Average Exercise Price	Weighted average Share Price (₹)
	As at March 31, 2022	As at March 31, 2021		
Options Outstanding at the beginning of the year	89,986	111,077		
Options granted	30,640	45,893		
Options exercised	45,016	57,072	5	1358.43
Less : Option lapsed	12,272	9,912		
Options Outstanding at the year end	63,338	89,986		

- b) The weighted average exercise price of the options outstanding as at March 31, 2022 is ₹ 5 per share (Previous Year: ₹ 5 per share) and the weighted average remaining contractual life of the options outstanding as at March 31, 2022 is 0.92 years (Previous Year: 0.89 years)
- c) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. The weighted average fair value of the options granted is ₹ 1,189.95 (Previous Year: ₹ 880.46).

The following table lists the average inputs to the model used for the plan for the year ended March 31, 2022:

Particulars	For the year March 31, 2022	For the year March 31, 2021	Description of the Inputs used
Dividend yield %	-	-	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	37%-71%	39%-71%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	3.62%-7.07%	3.62%-7.07%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	1 to 3 years	1 to 3 years	
Weighted Average Market price on date of granting the options	₹ 1,194.71	₹ 885.19	

- d) The expense arising from ESGS scheme during the year is ₹ 3.47 Crore (Previous Year: ₹ 3.05 Crore).

### 3 Godrej Agrovet Limited Employee Stock Option Plans & Stock Grant Scheme

#### (i) Employee Stock Option Plans of Godrej Agrovet Limited

##### Employee Stock Option - Equity Settled

The Company had set up the Employees Stock Grant Scheme 2018 (ESGS) pursuant to the approval by the Shareholders by way of postal ballot, the result of which was declared on June 20, 2018.

The ESGS Scheme is effective from April 1, 2018, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2018 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

## Notes to Consolidated Financial Statements

### Note 46 : Employee Stock Benefit Plans (Continued)

The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty five Lac) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.

The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3<sup>rd</sup> at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

The Exercise Price of the shares has been fixed at ₹ 10 per share. The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period. The Company has provided ₹ 2.72 crore (Previous Year ₹ 2.03 crore) for all the eligible employees for current year.

Following table lists the average inputs to the model used for the plan for the year ended March 31, 2022:

Particulars	As at	As at	Description of the Inputs used
	March 31, 2022	March 31, 2021	
Dividend yield %	1.56%	1.21%	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	32% - 42%	28% - 29%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	3.848% to 4.73%	3.649% to 4.277%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	1 to 3 years	1 to 3 years	
Weighted Average Market price on date of granting the options	512.27	455.34	

The Status of the above plan is as under:

Particulars	Numbers			
	As at March 31, 2022	As at March 31, 2021	Weighted average Exercise Price (₹)	Weighted average Share Price (₹)
Options Outstanding at the Beginning of the Year	89,301	69,234		
Options Granted	56,391	57,853		
Options Vested	41,060	30,002		
Options Exercised	41,060	30,002	10.00	512.27
Options Lapsed / Forfeited	-	7,784		
Options Lapsed / Forfeited to be re-granted	-	-		
<b>Total Options Outstanding at the end of the year</b>	<b>104,632</b>	<b>89,301</b>		

The weighted average exercise price of the options outstanding as on March 31, 2022 is ₹ 10/- (previous year ₹ 10/- per share)

# Notes to Consolidated Financial Statements

## Note 46 : Employee Stock Benefit Plans (Continued)

### 4 Astec Lifescience Limited Employee Stock Option Plans & Stock Grant Scheme

#### (i) Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

The Company had set up the Employees Stock Option Plan 2012 which was amended by the Shareholders by way of a Special Resolution obtained by way of Postal Ballot, whose results have been declared on September 27, 2021.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Option to be awarded under the ESOP Scheme are restricted to 1% of the issued equity share capital at the time of awarding the Stock Option, can be awarded to any one employee in any one year.

The Stock Options shall vest in the Eligible Employees pursuant to the ESOP Scheme in the proportion of 1/3<sup>rd</sup> at the end of each year from the date on which the Stock Options are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

#### (ii) Employee stock option scheme (ESOS,2015)

The Group has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21<sup>st</sup> Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1<sup>st</sup> year, 30% in 2<sup>nd</sup> year, 20% in 3<sup>rd</sup> year and 10% in 4<sup>th</sup> year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Group.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

#### (iii) Employee stock option plan (ESOP,2012)

The company has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the company in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1<sup>st</sup> year, 30% in 2<sup>nd</sup> year, 20% in 3<sup>rd</sup> year and 10% in 4<sup>th</sup> year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the company.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹ 34/- each. When exercisable, each option is convertible into one equity share.

#### Set out below is a summary of options granted under both the plans:

Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

	March 31, 2022	
	Average exercise price per share option (₹)	Number of options
Opening balance	-	-
Granted during the year	10.00	3,316
Exercised during the year	-	-
Lapsed during the year	-	-
Forefeited during the year		
Closing balance		<b>3,316</b>
Vested and exercisable		<b>3,316</b>

# Notes to Consolidated Financial Statements

## Note 46 : Employee Stock Benefit Plans (Continued)

### Employee stock option plan (ESOP,2012)

Particulars	March 31, 2022		March 31, 2021	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	34.00	6,800	34.00	8,800
Granted during the period	-	-	-	-
Exercised during the period	34.00	2,500	34.00	2,000
Lapsed during the period	-	-	-	-
Closing balance		4,300		6,800
Vested and exercisable		-		-

### Employee stock option scheme (ESOS,2015)

Particulars	March 31, 2022		March 31, 2021	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	387.35	12,500	387.35	29,700
Granted during the period	-	-	-	-
Exercised during the period	387.35	7,500	387.35	17,200
Lapsed during the period	-	-	-	-
Closing balance		5,000		12,500
Vested and exercisable		-		-

No options expired during the periods covered in the above tables.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31, 2022	March 31, 2021
			Share options	Share options
January 31, 2015	January 30, 2023	34.00	-	-
January 31, 2015	January 30, 2024	34.00	-	-
January 31, 2015	January 30, 2025	34.00	-	1,000
January 31, 2015	January 30, 2026	34.00	1,300	2,800
May 16, 2015	May 15, 2023	34.00	-	-
May 16, 2015	May 15, 2024	34.00	-	-
May 16, 2015	May 15, 2025	34.00	2,000	2,000
May 16, 2015	May 15, 2026	34.00	1,000	1,000
July 26, 2016	July 25, 2020	387.35	-	-
July 26, 2016	July 25, 2021	387.35	-	1,500
July 26, 2016	July 25, 2022	387.35	1,000	7,000
July 26, 2016	July 25, 2023	387.35	4,000	4,000
October 30,2021	November 30, 2022	10.00	1,105	
October 30,2021	August 31, 2023	10.00	1,105	
October 30,2021	August 31, 2024	10.00	1,106	-
Total			<b>12,616</b>	<b>19,300</b>
Weighted average remaining contractual life of options outstanding at end of period			2.30	2.58



# Notes to Consolidated Financial Statements

## Note 46 : Employee Stock Benefit Plans (Continued)

### (i) Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2022 is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Grant date	Expiry date	Fair Value	March 31, 2022	March 31, 2021
January 31, 2015	January 30, 2023	95.84	-	-
January 31, 2015	January 30, 2024	109.41	-	-
January 31, 2015	January 30, 2025	109.91	-	1,000
January 31, 2015	January 30, 2026	110.49	1,300	2,800
May 16, 2015	May 15, 2023	105.77	-	-
May 16, 2015	May 15, 2024	118.18	-	-
May 16, 2015	May 15, 2025	119.30	2,000	2,000
May 16, 2015	May 15, 2026	119.67	1,000	1,000
July 26, 2016	July 25, 2020	100.00	-	-
July 26, 2016	July 25, 2021	159.00	-	1,500
July 26, 2016	July 25, 2022	278.00	1,000	7,000
July 26, 2016	July 25, 2023	297.00	4,000	4,000
October 30, 2021	November 30, 2022	1,241.00	1,105	-
October 30, 2021	August 31, 2023	1,239.65	1,105	-
October 30, 2021	August 31, 2024	1,238.16	1,106	-
Total			12,616	19,300

The model inputs for options granted during the period ended March 31, 2022 included:

ESOP, 2012 as amended, granted on October 30, 2021	October 30, 2021
Exercise Price	₹ 10
Grant Date	October 30, 2021
Expected life of share options	1 to 3 years
Share price at grant date	1242.71
Expected price volatility of the company's shares	44% to 58%
Expected dividend yield	0.001207039
Risk free interest rate	4.107% to 5.124%

### ESOS, 2015 granted on July 26, 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

Particulars	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹ 387.35	₹ 387.35	₹ 387.35	₹ 387.35
Expected price volatility of the company's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted during the year ended March 31, 2016 included:

# Notes to Consolidated Financial Statements

## Note 46 : Employee Stock Benefit Plans (Continued)

### ESOP, 2012- Option B granted on May 16, 2015

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹ 138/-	₹ 138/-	₹ 138/-	₹ 138/-
Expected price volatility of the company's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted during the year ended March 31, 2015 included:

### ESOP, 2012- Option A granted on 31 January 2015

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

Particulars	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)	₹ 34/- (March 31, 2016 - ₹ 34/-)
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-	₹ 127.70/-
Expected price volatility of the company's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

### Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Amount ₹ in crore

	March 31, 2022	March 31, 2021
Employee stock option plan	0.01	0.01
<b>TOTAL</b>	<b>0.01</b>	<b>0.01</b>

### 5 Godrej Capital Employee Stock Option Scheme 2021 ("ESOP Scheme 2021")

The Godrej Capital Employee Stock Option Scheme 2021 ("ESOP Scheme 2021") of the Company was approved and adopted by its members at an Extraordinary General Meeting held on January 5, 2021. The Scheme is administered by Company's Board of Directors. The Scheme applies to all the Eligible Employees, who are the permanent employees of the Company or any Subsidiary of the Company, on the date of Grant of Options. The Compensation Committee of the Company would decide the entitlement of each employee based on his/her performance, level, grade, seniority and such other parameters as may be decided by the Compensation Committee. The Exercise Price for each Option will be the face value of the Equity Share of the Company. The Options granted would vest after twenty one months but not later than fifty seven months from the date of Grant of Options. Exercise period is 7 (seven) years from the date of Vesting of Options or such other period as may be decided by the Compensation Committee, within which the Employee should exercise his right to apply for transfer of Equity Shares of the Company to him pursuant to the Option Vested in him in accordance with the ESOP Scheme 2021.

# Notes to Consolidated Financial Statements

## Note 46 : Employee Stock Benefit Plans (Continued)

### Description of the share based payment plans:

The expense recognised for employee services received during the year / period is shown in the following table:

Amount ₹ in crore

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Expenses arising from equity-settled share-based payment transactions	0.04	0.01
Total	<b>0.04</b>	<b>0.01</b>

### Movements during the year/period:

The following table illustrates the number and weighted average exercise price (WAEP) of, and movement in, share options during the year/period:

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
	Number	WAEP (Rs.)	Number	WAEP (Rs.)
Outstanding at the beginning of the Year / Period	2,378	-	-	-
Granted during the Year / Period	381	10	2,378	10
<b>Outstanding at the end of the Year / Period</b>	<b>2,759</b>	<b>10</b>	<b>2,378</b>	<b>10</b>

The weighted average fair values of the options granted during the year was ₹ 4.29 (Previous Period: ₹ 4.29). The weighted average stock price of the options granted during the year ended March 31, 2022 is ₹ 10/- (Previous Period: ₹ 10).

The fair value of each option is estimated on the date of grant using the Black-Scholes model with the following assumptions:

Particulars	For the year March 31, 2022	For the year March 31, 2021
Share price	₹ 10	₹ 10
Risk free interest rate	7%	7%
Volatility	42.70%	42.70%
Time to Maturity	6 years	7 years
Exercise price	₹ 10	₹ 10

Expected Volatility was determined by calculating the historical volatility of the comparable Company's share price over the effects of non-transferability, exercise restrictions and behavioural considerations.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant Date	Expiry date	Exercise price	March 31, 2021 Share Options	March 31, 2021 Share Options
January 29, 2021	October 28, 2029	10	329.00	337.75
February 3, 2021	November 2, 2029	10	248.00	248.00
February 11, 2021	November 10, 2029	10	9.00	8.75
May 10, 2021	February 5, 2030	10	61.00	
June 22, 2021	March 20, 2030	10	43.00	
January 29, 2021	October 28, 2030	10	329.00	337.75
February 3, 2021	November 2, 2030	10	248.00	248.00
February 11, 2021	November 10, 2030	10	9.00	8.75
May 10, 2021	February 5, 2031	10	61.00	
June 22, 2021	March 20, 2031	10	44.00	
January 29, 2021	October 28, 2031	10	329.00	337.75
February 3, 2021	November 2, 2031	10	248.00	248.00
February 11, 2021	November 10, 2021	10	8.00	8.75
May 10, 2021	February 5, 2032	10	60.00	
June 22, 2021	March 20, 2032	10	43.00	
January 29, 2021	October 28, 2032	10	329.00	337.75
February 3, 2021	November 2, 2032	10	248.00	248.00
February 11, 2021	November 10, 2022	10	9.00	8.75
May 10, 2021	February 5, 2033	10	61.00	
June 22, 2021	March 20, 2033	10	43.00	
Total			<b>2,759.00</b>	<b>2,378.00</b>
Weighted average remaining contractual life of options outstanding at end of period			9.23	10.09

# Notes to Consolidated Financial Statements

## Notes to Consolidated Financial Statements

### Note 47 : Segment Information

#### a) Segment information for continuing operations

Amount ₹ in crore

Information about operating segments	Chemicals		Animal Feed		Veg Oils		Estate & Property Development		Finance & Investments		Daily		Crop Protection		Others		Total		
	Current	Previous	Current	Previous	Current	Previous	Current	Previous	Current	Previous	Current	Previous	Current	Previous	Current	Previous	Current	Previous	
	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	Year	
<b>(I) Revenue</b>																			
External Sales	3,050.44	1,657.24	4,350.23	3,093.16	2,139.55	1,337.94	2,638.43	1,363.86	61.89	47.80	1,175.00	1,032.24	1,197.37	1,140.13	451.76	322.39	15,064.67	9,994.77	
Intersegment Sales	6.54	8.93	-	-	-	-	18.26	30.89	105.11	74.46	-	0.45	-	-	506.42	350.95	636.33	465.66	
Total Sales	3,056.98	1,666.17	4,350.23	3,093.16	2,139.55	1,337.94	2,656.69	1,394.74	167.00	122.26	1,175.00	1,032.69	1,197.37	1,140.13	958.18	673.34	15,701.00	10,460.43	
Less: Intersegment Sales	(6.54)	(8.93)	-	-	-	-	(18.26)	(30.89)	(105.11)	(74.46)	-	(0.45)	-	-	(506.42)	(350.95)	(636.33)	(465.66)	
<b>Total Revenue</b>	<b>3,050.44</b>	<b>1,657.24</b>	<b>4,350.23</b>	<b>3,093.16</b>	<b>2,139.55</b>	<b>1,337.94</b>	<b>2,638.43</b>	<b>1,363.86</b>	<b>61.89</b>	<b>47.80</b>	<b>1,175.00</b>	<b>1,032.24</b>	<b>1,197.37</b>	<b>1,140.13</b>	<b>451.76</b>	<b>322.39</b>	<b>15,064.67</b>	<b>9,994.77</b>	
<b>(II) Results</b>																			
Segment result before interest and tax	334.39	119.11	239.70	195.92	251.15	96.48	884.01	209.35	61.86	47.51	(24.57)	10.49	233.89	248.48	(35.80)	22.44	1,944.63	949.78	
Unallocated expenses																		(240.23)	(217.38)
Finance Costs																		(623.14)	(468.93)
Exceptional Items	(66.57)	-	-	-	-	-	-	-	-	-	(17.28)	-	-	-	-	-	-	(83.85)	-
Profit/(Loss) Before Share of Profit of Equity Accounted Investees and Tax from continuing operations																		997.41	263.47
Taxes																		(289.93)	(226.15)
Share of Profit of Equity Accounted Investees (net of Income Tax)																		284.95	352.46
<b>Profit after tax from Continuing Operations</b>																		992.43	389.78
Segment Assets	1,952.81	1,606.58	1,778.35	1,365.12	584.87	645.55	18,543.58	16,997.64	5,102.80	5,083.67	818.61	809.11	1,775.64	1,458.66	3,015.38	554.32	33,572.04	28,520.65	
Unallocated Assets																		475.14	481.82
Total Assets																		34,047.18	29,002.47
Segment Liabilities	815.40	664.76	412.34	395.09	78.16	153.38	9,175.34	7,974.22	4.37	1.83	397.04	342.21	750.86	567.25	1,913.41	251.67	13,546.92	10,350.41	
Unallocated Liabilities																		7,419.23	5,281.65
Total Liabilities																		20,966.15	15,632.06
Cost incurred during the year to acquire segment assets	177.42	54.04	85.80	41.04	17.33	31.15	132.74	335.31	-	-	24.18	12.04	110.68	128.62	25.28	14.43	573.43	616.63	
Cost incurred on unallocated assets																		18.43	9.50
<b>Total Cost incurred during the year to acquire segment assets</b>																		<b>591.86</b>	<b>626.13</b>
Segment Depreciation	98.58	38.78	48.25	44.41	29.72	26.61	44.97	38.52	-	1.53	29.64	27.67	40.57	30.52	28.92	21.42	260.65	229.45	
Unallocated Depreciation																		12.93	12.89
<b>Total Depreciation</b>																		<b>273.58</b>	<b>242.34</b>

# Notes to Consolidated Financial Statements

## Note 47 : Segment Information (Continued)

Information about Secondary Business Segments		Amount ₹ in Crore	
Revenue by Geographical markets	Current Year	Previous Year	
India	13,440.68	9,019.40	
Outside India	1,623.99	975.37	
<b>Total</b>	<b>15,064.67</b>	<b>9,994.77</b>	

Carrying Amount of Segment assets		Amount ₹ in Crore	
	Current Year	Previous Year	
India	33,694.86	28,736.33	
Outside India	352.32	266.14	
<b>Total</b>	<b>34,047.18</b>	<b>29,002.47</b>	

### Notes :

- The Group has disclosed Business Segment as the primary segment. Segments have been identified taking into account the nature of the products, the different risks and returns, the organisational structure and the internal reporting system.
- Chemicals segment includes the business of production and sale of Oleochemicals and Surfactants such as Fatty Acids, Fatty Alcohols, Esters and Waxes, Refined Glycerine, Alpha Olefin Sulphonates, Sodium Lauryl Sulphate and Sodium Lauryl Ether Sulphate.
- Animal Feed segment includes the business of production and sale of compound feeds for cattle, poultry, shrimp and fish.
- Veg Oils segment includes the business of processing and bulk trading of refined vegetable oils & vanaspati, international vegetable oil trading and Oil Palm Plantation.
- Estate & property development segment includes the business of development and sale of real estate and leasing and leave and licensing of properties.
- Finance & Investments includes investments in associates companies and other investments.
- Dairy Business includes milk and milk products
- Crop protection business includes agri inputs.
- Others includes seeds business, poultry, cattle breeding and energy generation through windmills and financial services (including housing finance).
- Unallocable expenditure includes general and administrative expenses and other expenses incurred on common services at the corporate level and relate to the Group as a whole.
- The geographical segments consists of Sales in India which represent sales to customers located in India and Sales outside India represent sales to customers located outside India.
- Segment Revenue Reconciliation in terms of the measure reported to the Chief Operating Decision Maker:

Particulars	Current Year	Previous Year
Revenue from Operations	14,130.15	9,333.51
Other Income	934.52	661.26
<b>Total Segment Revenue</b>	<b>15,064.67</b>	<b>9,994.77</b>

### b) Segment Information relating to discontinued operations (refer note 55)

(Amounts in ₹ Crore)		
	Current Year	Previous Year
Segment Revenue (including Exceptional Items)	-	1.27
Segment Results (Profit / (Loss) Before Tax)	-	1.27

(Amounts in ₹ Crore)		
	Current Year	Previous Year
Segment Assets	-	-
Segment Liabilities	-	-

# Notes to Consolidated Financial Statements

## Note 48 : Related Party Information

### a) Names of related parties and description of relationship

#### 1 Companies under common ownership

1.1 Godrej & Boyce Manufacturing Company Limited

#### 2 Associates / Joint Ventures

2.1 Godrej Consumer Products Limited

2.2 Bhabhani Blunt Hairdressing Private Limited (Associate) (upto March 16, 2022)

2.3 PT Megasari Makmur

2.4 Strength of Nature, LLC

2.5 Subinite Pty Ltd

2.6 Laboratoria Cuenca S.A.

2.7 Godrej Consumer Products International

2.8 Godrej Nigeria Limited

2.9 Canon Chemicals Limited

Associates / Joint Ventures of Godrej Agrovet Limited

2.10 ACI Godrej Agrovet Private Limited, Bangladesh

2.11 Omnivore India Capital Trust

2.12 Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE)

Associates / Joint Ventures of Godrej Properties Limited

2.13 Godrej Redevelopers (Mumbai) Private Limited

2.14 Godrej Greenview Housing Private Limited

2.15 Wonder City Buildcon Private Limited

2.16 Godrej Home Constructions Private Limited

2.17 Wonder Projects Development Private Limited

2.18 Godrej Real View Developers Private Limited

2.19 Pearlite Real Properties Private Limited

2.20 Godrej Skyline Developers Private Limited

2.21 Godrej Green Homes Private Limited (Formerly Known as Godrej Green Homes Limited)

2.22 Munjal Hospitality Private Limited

2.23 Yujya Developers Private Limited

2.24 Vivrut Developers Private Limited

2.25 Madhuvan Enterprises Private Limited

2.26 Mosiac Landmarks LLP

2.27 Dream World Landmarks LLP

2.28 Oxford Realty LLP

2.29 Godrej SSPDL Green Acres LLP

## Notes to Consolidated Financial Statements

### Note 48 : Related Party Information (Continued)

- 2.30 Caroa Properties LLP
- 2.31 M S Ramaiah Ventures LLP
- 2.32 Oasis Landmarks LLP ( upto 28 February 2022)
- 2.33 Godrej Amitis Developers LLP ( formerly known as Amitis Developers LLP)
- 2.34 Godrej Property Developers LLP
- 2.35 A R Landcraft LLP
- 2.36 Bavdhan Realty@ Pune 21 LLP ( upto 24 November 2021)
- 2.37 Prakhhyat Dwellings LLP
- 2.38 Godrej Highview LLP
- 2.39 Godrej Projects North Star LLP
- 2.40 Godrej Developers & Properties LLP
- 2.41 Godrej Reserve LLP (foremerly known as Sai Srushti Onehub Projects LLP)
- 2.42 Godrej Irismark LLP
- 2.43 Roseberry Estate LLP
- 2.44 Suncity Infrastructures (Mumbai) LLP
- 2.45 Maan-Hinje Township Developers LLP (Formerly Known as Godrej Projects (Pune) LLP)
- 2.46 Godrej Vestamark LLP
- 2.47 Manyata Industrial Parks LLP
- 2.48 Godrej Odyssey LLP
- 2.49 Universal Metro Properties LLP.
- 2.50 Embellish Houses LLP (w.e.f. May 11, 2020)
- 2.51 Manjari Housing Projects LLP (Formerly Known as Godrej Avamark LLP)
- 2.52 Mahalunge Township Developers LLP (Formerly Known as Godrej Land Developers LLP)
- 2.53 Yerwada Developers Private Limited ( w. e. f. 31 January 2022)
- 2.54 Godrej Projects North LLP ( w. e. f 3 December 2021)
- 2.55 Godrej Housing Projects LLP
- 2.56 Vagishwari Land Developers Private Limited (w.e.f. June 10,2021)
- 2.57 Godrej Macbricks Private Limited

### 3 Key Management Personnel

- 3.1 Mr. A. B. Godrej - Chairman Emeritus (retired w.e.f. September 30, 2021)
- 3.2 Mr. N. B. Godrej - Chairman & Managing Director (effective October 1, 2021)
- 3.3 Ms. T. A. Dubash - Executive Director & Chief Brand Officer
- 3.4 Mr. N. S. Nabar - Executive Director & President (Chemicals)
- 3.5 Mr. C. G. Pinto - Chief Financial Officer
- 3.6 Ms. Tejal Jariwala - Company Secretary

# Notes to Consolidated Financial Statements

## Note 48 : Related Party Information (Continued)

### 4 Non-Executive Directors

- 4.1 Mr. J. N. Godrej
- 4.2 Mr. V. M. Crishna (upto November 8, 2021)
- 4.3 Mr. K. M. Elavia (upto February 11, 2021)
- 4.4 Mr. K. N. Petigara (upto April 1, 2021)
- 4.5 Mr. A. D. Cooper (upto October 27, 2020)
- 4.6 Mr. Mathew Eipe
- 4.7 Dr. Ganapati D. Yadav
- 4.8 Ms. Monaz Noble (effective May 1, 2020)
- 4.9 Ms. Shweta Bhatia (effective October 28, 2020)
- 4.10 Mr. Sandeep Murthy (effective March 1, 2021)
- 4.11 Mr. Ajay Kumar Vaghani (effective June 23, 2021)

### 5 Relatives of Key Management Personnel

- 5.1 Ms. N. A. Godrej - Sister of Ms. Tanya Dubash
- 5.2 Mr. P. A. Godrej - Brother of Ms. Tanya Dubash
- 5.3 Ms. R. N. Godrej - Wife of Mr. N. B. Godrej
- 5.4 Mr. B. N. Godrej - Son of Mr. N. B. Godrej
- 5.5 Mr. S. N. Godrej - Son of Mr. N. B. Godrej
- 5.6 Mr. H. N. Godrej - Son of Mr. N. B. Godrej
- 5.7 Mr. A. D. Dubash - Husband of Ms. Tanya Dubash
- 5.8 Master A. A. Dubash - Son of Ms. Tanya Dubash
- 5.9 Master A. A. Dubash - Son of Ms. Tanya Dubash
- 5.10 Ms. N. N. Nabar - Wife of Mr. N. S. Nabar

### 6 Enterprises over which key management personnel exercise significant influence

- 6.1 Anamudi Real Estates LLP
- 6.2 Innovia Multiventures Private Limited
- 6.3 Godrej Seeds & Genetics Limited
- 6.4 ABG Family Trust
- 6.5 NBG Family Trust
- 6.6 TAD Family Trust
- 6.7 TAD Children Trust
- 6.8 AREL Enterprise LLP ( w.e.f. February 04 2021)
- 6.9 TNP Enterprise LLP (w.e.f.March 02 2021)
- 6.10 ANBG Enterprise LLP (w.e.f. March 08 2021)
- 6.11 Godrej Capital Limited (earlier known as Pyxis Holdings Limited) (became subsidiary w.e.f. March 25, 2021)
- 6.12 Meghmani Organics Limited



## Notes to Consolidated Financial Statements

### Note 48 : Related Party Information (Continued)

#### **7 Enterprises over which relative of key management personnel exercise significant influence**

- 7.1 Shata Trading & Finance Private Limited
- 7.2 Shilawati Trading & Finance Private Limited
- 7.3 NG Family Trust
- 7.4 NG Children Trust
- 7.5 PG Lineage Trust
- 7.6 PG Children Trust
- 7.7 PG Family Trust
- 7.8 BNG Family Trust
- 7.9 BNG Successor Trust
- 7.10 BNG Lineage Trust
- 7.11 SNG Successor Trust
- 7.12 SNG Lineage Trust
- 7.13 RNG Family Trust
- 7.14 SNG Family Trust
- 7.15 HNG Family Trust
- 7.16 Godrej Fund Management and Investment Advisers Private Limited w.e.f. April 8, 2022
- 7.17 Karukachal Developers Private Limited
- 7.18 Eranthus Developers Private Limited
- 7.19 Praviz Developers Private Limited
- 7.20 Godrej Holdings Private Limited
- 7.21 Ceres Developers Private Limited
- 7.22 Transpolar Logistics (India) Private Limited

#### **8 Post Employment Benefit Trust where reporting entity exercises significant influence**

- 8.1 Godrej Industries Employees Provident Fund
- 8.2 Godrej Industries Ltd Group Gratuity Trust

# Notes to Consolidated Financial Statements

## Note 48 : Related Party Information (Continued)

### b) Transactions with Related Parties

Nature of Transaction	Associate/ Joint Venture Companies	Companies under common ownership	Key Management Personnel	Relative of Key Management Personnel	Enterprises over which Key Mangement Personnel exercise significant influence	Enterprises over which Relative of Key Mangement Personnel exercise significant influence	Amount ₹ Crore
							Total
Sale of Goods	100.40	0.98	-	-	75.09	-	176.46
<i>Previous Year</i>	74.67	0.35	-	-	-	0.01	75.03
Loans & Advances given	1,138.06	0.51	-	-	-	-	1,138.57
<i>Previous Year</i>	1,419.90	0.71	-	-	-	-	1,420.61
Investment in Equity/preference shares	44.42	-	-	-	-	-	44.42
<i>Previous Year</i>	18.45	-	-	-	-	-	18.45
Purchase of goods	28.14	0.49	-	-	148.59	-	177.22
<i>Previous Year</i>	10.49	0.08	-	-	-	-	10.57
Purchase of Property, Plants & Equipments, Investment Property	-	0.39	-	-	-	-	0.39
<i>Previous Year</i>	0.00	1.08	-	-	275.00	-	276.08
Royalty & Technical fees paid	0.55	-	-	-	-	-	0.55
<i>Previous Year</i>	-	-	-	-	-	-	-
Commission / Royalty received	0.27	-	-	-	-	-	0.27
<i>Previous Year</i>	0.29	-	-	-	-	-	0.29
Licence fees / Service charges / Storage Income	18.58	0.02	-	-	-	0.04	18.64
<i>Previous Year</i>	18.13	-	-	-	0.92	0.03	19.08
Other Income	6.86	-	-	0.01	-	-	6.87
<i>Previous Year</i>	6.89	0.08	-	-	0.03	-	7.00
Recovery of establishment & Other Expenses	154.05	2.47	-	-	7.70	1.21	165.43
<i>Previous Year</i>	163.63	7.82	-	-	5.74	0.92	178.11
Rent, Establishment & other exps paid	16.13	9.45	-	0.91	0.03	8.36	34.88
<i>Previous Year*</i>	15.17	9.92	0.00	1.03	5.76	11.41	43.30
Interest received	484.66	-	-	-	-	-	484.66
<i>Previous Year</i>	459.35	-	-	-	-	-	459.35
Dividend Income	30.14	-	-	-	-	-	30.14
<i>Previous Year</i>	59.46	-	-	-	-	-	59.46
Dividend paid	-	-	0.02	0.33	0.67	2.76	3.78
<i>Previous Year*</i>	-	-	0.00	-	0.76	3.25	4.01
Remuneration to Key Management Personnel							
Short term employee benefit	-	-	27.76	-	-	-	27.76
Post employment benefit	-	-	0.80	-	-	-	0.80
Share based payment	-	-	0.85	-	-	-	0.85
<i>Previous Year</i>	-	-	-	-	-	-	-
<i>Short term employee benefit</i>	-	-	19.61	-	-	-	19.61
<i>Post employment benefit</i>	-	-	0.73	-	-	-	0.73
<i>Share based payment</i>	-	-	0.74	-	-	-	0.74
Sale of Investments	41.04	-	-	-	-	-	41.04
<i>Previous Year</i>	-	-	-	-	-	-	-
Sale of Units	3.97	-	-	-	-	-	3.97
<i>Previous Year</i>	243.86	-	-	-	-	-	243.86

# Notes to Consolidated Financial Statements

## Note 48 : Related Party Information (Continued)

Nature of Transaction	Amount ₹ Crore						
	Associate/ Joint Venture Companies	Companies under common ownership	Key Management Personnel	Relative of Key Management Personnel	Enterprises over which Key Mangement Personnel exercise significant influence	Enterprises over which Relative of Key Mangement Personnel exercise significant influence	Total
Other Deposits accepted	0.22	0.15	-	-	-	-	0.37
<i>Previous Year</i>	0.01	-	-	-	-	-	0.01
Commission paid to Director	-	-	1.34	-	-	-	1.34
<i>Previous Year</i>	-	-	0.57	-	-	-	0.57
Redemption / Sale of Debenture	97.50	-	-	-	-	-	97.50
<i>Previous Year</i>	15.00	-	-	-	-	-	15.00
Investment in Debenture	122.80	-	-	-	-	-	122.80
<i>Previous Year</i>	65.79	-	-	-	-	-	65.79
Loan repaid	736.82	-	-	-	-	-	736.82
<i>Previous Year</i>	643.03	-	-	-	-	-	643.03
Sale of Services	128.31	17.32	-	-	-	10.00	155.63
<i>Previous Year</i>	101.78	5.21	-	-	-	-	106.99
Sitting Fees	-	-	0.85	-	-	-	0.85
<i>Previous Year</i>	-	-	0.47	-	-	-	0.47
Income Received from Other Companies	3.29	-	-	-	-	-	3.29
<i>Previous Year</i>	3.68	-	-	-	-	-	3.68
<b>Balance Outstanding as on March 31, 2022</b>							
Receivables	3,337.84	5.50	-	-	7.97	-	3,351.31
<i>Previous Year</i>	2,722.92	6.49	-	-	0.67	0.10	2,730.18
Payables	2.43	1.96	0.01	-	-	0.96	5.36
<i>Previous Year</i>	0.21	-	-	-	-	5.01	5.22
Guarantees outstanding	35.95	-	-	-	-	-	35.95
<i>Previous Year</i>	43.18	-	-	-	-	-	43.18
Debentures Outstanding	719.65	-	-	-	-	-	719.65
<i>Previous Year</i>	698.94	-	-	-	-	-	698.94
Deposits Receivable	-	-	-	-	1.80	-	1.80
<i>Previous Year</i>	-	-	-	-	4.38	-	4.38
Advance received against Share of Profit	2.94	-	-	-	-	-	2.94
<i>Previous Year</i>	48.79	-	-	-	-	-	48.79
Investment in capital account of LLP	510.59	-	-	-	-	-	510.59
<i>Previous Year</i>	533.22	-	-	-	-	-	533.22
Investment in Equity/preference shares	293.64	-	-	-	-	-	293.64
<i>Previous Year</i>	291.01	-	-	-	-	-	291.01
Outstanding Capital Advance	-	-	-	-	-	-	-
<i>Previous Year</i>	-	0.08	-	-	-	-	0.08
Debenture Interest Outstanding	170.04	-	-	-	-	-	170.04
<i>Previous Year</i>	222.18	-	-	-	-	-	222.18
Unbilled Revenue	6.81	-	-	-	-	-	6.81
<i>Previous Year</i>	12.38	-	-	-	-	-	12.38

\*Amount less than ₹ 0.01 crore

Note : All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.

# Notes to Consolidated Financial Statements

## Note 48 : Related Party Information (Continued)

### c) Significant Related Party Disclosure

Amount ₹ Crore

Nature of Transaction	March 31, 2022	March 31, 2021 (Restated)
<b>Sale of Goods</b>		
Godrej Consumer Products Limited	69.25	68.90
Godrej Seeds & Genetics Limited	74.83	-
<b>Purchase of Goods</b>		
Godrej Consumer Products Limited	27.33	10.24
Godrej Seeds & Genetics Limited	65.31	-
<b>Purchase of Property Plant and Equipment</b>		
Anamudi Real Estate LLP	-	275.00
<b>Commission / Royalty received</b>		
Godrej Consumer Products Limited	0.27	0.29
<b>Licence fees / Service charges / Storage Income</b>		
Godrej Consumer Products Limited	18.58	18.13
<b>Recovery of establishment &amp; other Expenses</b>		
Godrej Consumer Products Limited	27.43	17.95
<b>Rent, Establishment &amp; other expenses paid</b>		
Godrej Consumer Products Limited	13.31	12.25
Godrej & Boyce Manufacturing Company Limited	5.46	4.90

# Notes to Consolidated Financial Statements

## Note 49 : Fair Value Measurement

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

### I Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are as follows.

Amount ₹ in Crore

March 31, 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Non Current</b>								
Investments								
Debenture	605.15	-	114.51	719.66	-	605.15	-	605.15
Quoted Equity Shares	16.00	19.20	-	35.20	35.20	-	-	35.20
Unquoted Equity Shares	4.15	-	-	4.15	-	0.01	4.14	4.15
Trade receivables	-	-	173.22	173.22	-	-	-	-
Loans								
Loans of Financing business	-	-	1,703.73	1,703.73	-	-	-	-
Loans to Others	-	-	43.81	43.81	-	-	-	-
Loans to Employees	-	-	1.37	1.37	-	-	-	-
Other financial assets	-	-	60.17	60.17	-	-	-	-
<b>Current</b>								
Current investments	4,161.07	-	-	4,161.07	4,161.07	-	-	4,161.07
Trade receivables	-	-	1,676.04	1,676.04	-	-	-	-
Cash and cash equivalents	-	-	600.37	600.37	-	-	-	-
Other bank balances	-	-	1,223.57	1,223.57	-	-	-	-
Loans								
Loans of Financing business	-	-	82.18	82.18	-	-	-	-
Others	-	-	2,592.90	2,592.90	-	-	-	-
Derivative asset	-	-	-	-	-	-	-	-
Other Current Financial Assets	2.79	-	1,301.06	1,303.85	-	2.79	-	2.79
	<b>4,789.16</b>	<b>19.20</b>	<b>9,572.94</b>	<b>14,381.30</b>	<b>4,196.27</b>	<b>607.95</b>	<b>4.14</b>	<b>4,808.36</b>
<b>Financial liabilities</b>								
Non Current borrowings - Non Convertible Debentures (NCD)	-	-	3,994.09	3,994.09	-	4,056.93	-	4,056.93
Non Current borrowings - Other than NCD	-	-	1,459.31	1,459.31	-	-	-	-
Lease Liabilities	-	-	116.38	116.38	-	-	-	-
Other Non current financial liabilities	-	-	92.39	92.39	-	-	-	-
Current borrowings	-	-	8,995.25	8,995.25	-	-	-	-
Trade payables	-	-	3,729.02	3,729.02	-	-	-	-
Derivative liability	0.88	-	-	0.88	-	0.88	-	0.88
Other Current financial liabilities	-	-	928.83	928.83	-	-	-	-
	<b>0.88</b>	<b>-</b>	<b>19,315.26</b>	<b>19,316.14</b>	<b>-</b>	<b>4,057.82</b>	<b>-</b>	<b>4,057.82</b>

# Notes to Consolidated Financial Statements

## Note 49 : Fair Value Measurement (Continued)

Amount ₹ in Crore

March 31, 2021 (Restated)	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Non Current</b>								
Investments								
Debenture	485.07	-	213.86	698.93	-	485.07	-	485.07
Quoted Equity Shares	17.00	3.56	-	20.57	20.57	-	-	20.57
Unquoted Equity Shares	4.85	-	-	4.85	-	0.01	4.84	4.85
Trade receivables	-	-	71.71	71.71	-	-	-	-
Loans								
Loans to Employees	-	-	1.27	1.27	-	-	-	-
Other financial assets	-	-	816.51	816.51	-	-	-	-
<b>Current</b>								
Current investments	5,038.60	-	-	5,038.60	5,038.60	-	-	5,038.60
Trade receivables	-	-	1,523.05	1,523.05	-	-	-	-
Cash and cash equivalents	-	-	394.36	394.36	-	-	-	-
Other bank balances	-	-	457.79	457.79	-	-	-	-
Loans	-	-	2,301.29	2,301.29	-	-	-	-
Derivative asset	0.10	-	-	0.10	-	0.10	-	0.10
Other Current Financial Assets	-	-	1,055.35	1,055.35	-	1.20	-	1.20
	<b>5,545.63</b>	<b>3.56</b>	<b>6,834.70</b>	<b>12,383.88</b>	<b>5,059.17</b>	<b>486.38</b>	<b>4.84</b>	<b>5,550.39</b>
<b>Financial liabilities</b>								
Non Current borrowings - Non Convertible Debentures (NCD)	-	-	2,494.04	2,494.04	-	2,549.84	-	2,549.84
Non Current borrowings - Other than NCD	-	-	616.56	616.56	-	-	-	-
Lease Liabilities	-	-	116.15	116.15	-	-	-	-
Other Non current financial liabilities	-	-	121.84	121.84	-	-	-	-
Short term borrowings	-	-	6,844.06	6,844.06	-	-	-	-
Trade Payables	-	-	3,404.12	3,404.12	-	-	-	-
Other Non-Current financial liabilities	-	-	-	-	-	-	-	-
Derivative liability	0.21	-	-	0.21	-	0.38	-	-
Other Current financial liabilities	-	-	638.35	638.35	-	-	-	-
	<b>0.21</b>	<b>-</b>	<b>14,235.12</b>	<b>14,235.33</b>	<b>-</b>	<b>2,550.21</b>	<b>-</b>	<b>2,549.84</b>

The Fair value of cash and cash equivalents, other bank balances, trade receivables, deposits, trade payables approximated their carrying value largely due to short term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

# Notes to Consolidated Financial Statements

## Note 49 : Fair Value Measurement (Continued)

### II Measurement of fair values

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique
Fixed rates long term borrowings	The valuation model considers present value of expected payments discounted using an appropriate discounting rate. The fair value of non-convertible debentures is valued using FIMMDA guidelines.
Forward contracts	The fair value is determined using forward exchange rates at the reporting date.
Lease Liability	Lease liabilities are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.
Investments in Mutual Fund	The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.
Unquoted shares	The Group uses the Discounted Cash Flow valuation technique (in relation to financial assets measured at amortised cost and fair value through profit or loss) which involves determination of present value of expected receipt/ payment discounted using appropriate discounting rates. The fair value so determined for financial asset measured at fair value through profit and loss.

## Note 50 : Financial Risk Management

### I Financial Risk Management objectives and policies

The Group's business activities are exposed to a variety of financial risks, namely Credit risk, Liquidity risk, Currency risk, Interest risks and Commodity price risk. The respective company's senior management has the overall responsibility for establishing and governing respective company's risk management framework. Each company in the group has constituted a Risk Management Committee, which is responsible for developing and monitoring the company's risk management policies. The committee reports regularly to the board of directors on its activities.

Respective company's risk management policies are established to identify and analyse the risks faced by each company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

The audit committee oversees how management monitors compliance with the respective company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the respective company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### II Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances and Bank balances and derivative transactions.

The carrying amount of following financial assets represents the maximum credit exposure:

#### Trade receivables and loans and advances.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the respective company grants credit terms in the normal course of business.

# Notes to Consolidated Financial Statements

## Note 50 : Financial Risk Management (Continued)

The Group has a policy under which each new customer is analysed individually for creditworthiness before offering credit period and delivery terms and conditions. The Group's export sales are backed by letters of credit and insured through Export Credit Guarantee Corporation and accordingly no provision has been made on the same. The Group bifurcates the Domestic Customers into Large Corporates, Distributors and others for Credit monitoring.

The Group maintains adequate security deposits for sales made to its distributors. For other trade receivables, the Group individually monitors the sanctioned credit limits as against the outstanding balances. Cash terms and advance payments are required for customers of lower credit standing. Accordingly, the Group makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals.

Customer credit risk of Property development business is managed by requiring customers to pay advances through progress billings before transfer of ownership and also establishes specific payment period for its customers, therefore substantially eliminating the Group's credit risk in this respect.

The Group's credit risk of Property Development business with regard to trade receivable has a high degree of risk diversification, due to the large number of projects of varying sizes and types with numerous different customer categories in a large number of geographical markets.

The Group monitors each loans and advances given and makes any specific provision wherever required.

### Credit Risk of Financing Business

The credit risk is governed by defined credit policies and Board approved DOA which undergo periodic review. The credit policies outline the type of products that can be offered, customer categories, targeted customer profile, credit approval process, DOA and limits etc. Each business unit is required to implement Group's credit policies and procedures and maintain the quality of its credit portfolio.

#### Credit Risk assessment methodology

The Group has a structured credit approval process, which includes a well-established procedure of comprehensive credit appraisal. The credit appraisal process involves critical assessment of quantitative and qualitative parameters subject to review and approval as per defined DOA. The credit assessment involves detailed analysis of industry, business, management, financials, end use etc. An internal rating is also assigned to the borrower based on defined parameters. For retail customers, the credit assessment is based on a parameterised approach. Credit risk monitoring and portfolio review. The group measures, monitors and manages credit risk at an individual borrower level. The credit risk for retail borrowers is being managed at portfolio level.

The credit assessment is carried out based on an internal risk assessment framework which rates the customers accordingly to various parameters. Data analytics is extensively used for effective risk monitoring.

Credit risk for loan & advances of Financing business is managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. Further, a major portion of exposure is secured by way of property and fixed deposits. Group also maintains an allowance for impairment that represent its estimate of expected losses in respect of loans & advances.

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and loans and advances.

The ageing analysis of trade receivables is disclosed in Note 5 and 12.

The movement in Provision for Loss Allowance is as follows:

Particulars	Amount ₹ in Crore	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Opening Provision for Loss Allowance	120.10	100.40
Impairment Provision on the Acquisition	1.88	-
Impairment loss recognised	70.91	52.10
Amounts written off	(89.28)	(32.40)
Closing Provision for Loss Allowance	<b>103.61</b>	<b>120.10</b>

### Bank Balances and derivative transactions

Bank Accounts are maintained / carried out with Banks having high credit ratings



# Notes to Consolidated Financial Statements

## Note 50 : Financial Risk Management (Continued)

### Investment in Securities, Loans to Related Parties, Project Deposits and Other Financial Assets by Godrej Properties Limited

The Group has investments in equity instruments, compulsorily convertible debentures / optionally convertible debentures, preference shares, loans to related parties and project deposits. The settlement of such instruments is linked to the completion of the respective underlying projects. The movement in the provision for expected credit loss due to lifetime expected credit loss during the year are as follows:

The Group has recorded provision / expected credit loss on other current financial assets of ₹ 3.19 Crore (Previous Year : ₹ 8.10 Crore).

As at March 31, 2022, the Group had secured project deposits of ₹ 5.48 Crore (Previous Year: ₹ 5.48 Crore) and unsecured loans given to related parties of ₹ 10.00 Crore (Previous Year: ₹ 12.18 Crore), which have been considered as doubtful by the Group. The Group has fully provided such doubtful project deposits and unsecured loans as at March 31, 2021. The Group has provided such doubtful project deposits and unsecured loans in the previous year. The Group does not have any Loans for which credit risk has increased significantly in the current and previous year.

Particulars	March 31, 2022	March 31, 2021 (Restated)
Opening balance	41.26	15.50
Add: Impairment loss recognised	3.19	25.76
Less: Impairment loss reversed	(2.63)	-
Closing balance	<b>41.82</b>	<b>41.26</b>

### III Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Management monitors rolling forecasts of the Group's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Group has access to funds from debt markets through loan from banks, commercial papers, fixed deposits from public and other Debt instrument. The Group invests its surplus funds in bank fixed deposits and debt based mutual funds.

#### Liquidity Risk in relation to Financing Business

A risk that the Group will encounter difficulty in meeting its day to day financial obligations is known as liquidity risk. Management of liquidity risk is done as follows:

- (i) ALCO sets the strategy for managing liquidity risk commensurate with the business objectives.
- (ii) ALCO has delegated the responsibility of managing overall liquidity risk and interest rate risk to Treasury. ALCO has set various gap limits for tracking liquidity risk. The CFO and head of treasury monitor the gap limits with actuals and present the same to the MD & CEO.
- (iii) Treasury department manages the liquidity position on a day-to-day basis and reviews daily reports covering the liquidity position of the Group. Treasury team ensures the regulatory compliance to the liquidity risk related limits approved in the ALM policy by ALCO.
- (iv) The Group's approach to managing liquidity is to ensure sufficient liquidity to meet its liabilities when they are due without incurring unacceptable losses or risking damage to the group's reputation.

The key elements of the Group's liquidity risk management strategy are as follows:

- (i) Maintaining a diversified funding through market and bank borrowings resources such as debentures, commercial papers, subordinated debt, perpetual debt, Inter-corporate deposits (ICD's), overdraft and bank term loans. Unused bank lines constitute the main liquidity back up to meet the contingency funding plan. Additionally, based on Market scenario, the group also maintains a portfolio of highly liquid mutual fund units.
- (ii) Under the ALM guidelines, the dynamic liquidity statement and structural liquidity statement are being prepared periodically to monitor the maturity gaps in the Assets and Liabilities cash flows.
- (iii) The Group carries out stress testing of cash flows on periodic basis and shares the results with ALCO to gauge the adequacy of liquidity.

# Notes to Consolidated Financial Statements

## Note 50 : Financial Risk Management (Continued)

### Maturity profile of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date.

Amount ₹ in Crore

March 31, 2022	Contractual cash flows					
	Carrying amount	Total	within 12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Borrowings	14,448.65	17,856.76	11,607.94	2,504.61	2,677.30	1,066.91
Lease Liability	116.38	131.16	40.86	29.20	47.47	13.63
Trade Payables	3,729.02	3,730.91	2,675.81	151.28	632.02	271.80
Other financial liabilities	1,021.21	1,021.22	1,021.22	-	-	-
<b>Derivative financial liabilities</b>						
Forward exchange contracts used for hedging	0.88	0.88	0.88	-	-	-

Amount ₹ in Crore

March 31, 2021 (Restated)	Contractual cash flows					
	Carrying amount	Total	within 12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Borrowings	9,954.66	10,505.20	6,968.45	479.68	3,052.15	4.93
Lease Liability	116.15	134.68	37.47	19.04	69.21	8.96
Trade Payables	3,404.12	3,405.98	2,304.97	72.11	484.44	544.46
Other financial liabilities	760.19	760.19	760.19	-	-	-
<b>Derivative financial liabilities</b>						
Forward exchange contracts used for hedging	0.21	0.21	0.21	-	-	-

## IV Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including investments in Mutual funds, Debentures and Fixed deposits, foreign currency receivables and payables and long term debt. The Group's exposure to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of investments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### IV a Currency risk

The Group is exposed to currency risk on account of its borrowings, Receivable for Export and Payables for Import in foreign currency. The functional currency of the Group is Indian Rupee. The Group manages currency exposures within prescribed limits, through use of forward exchange contracts. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

#### Exposure to currency risk (Exposure in different currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at March 31, 2022 and March 31, 2021 are as below:

March 31, 2022	USD	EURO	GBP
<b>Financial assets</b>			
Trade and other receivables	349.48	10.07	
Less: Forward Contracts	(64.62)		
	<b>284.86</b>	<b>10.07</b>	-
<b>Financial liabilities</b>			
Trade and other payables	554.45	0.97	
Less: Forward Contracts	(202.52)		
	<b>351.93</b>	<b>0.97</b>	-

# Notes to Consolidated Financial Statements

## Note 50 : Financial Risk Management (Continued)

March 31, 2021 (Restated)	USD	EURO	GBP
<b>Financial assets</b>			
Trade and other receivables	199.95	4.18	
Less: Forward Contracts	(7.31)		-
	<b>192.64</b>	<b>4.18</b>	-
<b>Financial liabilities</b>			
Trade and other payables	418.82	0.06	0.09
Less: Forward Contracts	(147.68)	-	-
	<b>271.14</b>	<b>0.06</b>	<b>0.09</b>

The following significant exchange rates have been applied during the year.

₹	Year-end spot rate	
	March 31, 2022	March 31, 2021
USD 1	75.79	73.11
EUR1	84.17	85.74
GBP1	-	100.63

### Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against the foreign currencies at March 31 would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Amount ₹ in Crore

March 31, 2022	Profit or loss and Equity	
	Strengthening	Weakening
USD - 1% Movement	0.07	(0.07)
EUR - 3% Movement	(0.30)	0.30
	<b>(0.23)</b>	<b>0.23</b>

## Note 50 : Financial Risk Management (Continued)

Amount ₹ in Crore

March 31, 2021	Profit or loss and Equity	
	Strengthening	Weakening
USD - 2% Movement	1.61	(1.61)
EUR - 2% Movement	0.12	(0.12)
GBP - 2% Movement*	(0.00)	0.00
	<b>1.73</b>	<b>(1.73)</b>

\*Amounts less than 0.01 crore

### IV b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the management in structuring the Group's borrowings to achieve a reasonable, competitive, cost of funding.

# Notes to Consolidated Financial Statements

## Note 50 : Financial Risk Management (Continued)

### Exposure to interest rate risk

Group's interest rate risk arises from borrowings. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the respective Company is as follows.

Borrowings	Amount ₹ in Crore	
	March 31, 2022	March 31, 2021 (Restated)
Fixed rate borrowings	10,765.22	8,533.12
Variable rate borrowings	3,683.43	1,421.54
	<b>14,448.65</b>	<b>9,954.66</b>

### Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

### Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rate would have resulted in variation in the interest expense for the Group by the amounts indicated in the table below. Given that one of the subsidiary companies' capitalises interest to the cost of inventory to the extent permissible, the amounts indicated below may have an impact on reported profits over the lifecycle of projects to which such interest is capitalised. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

Particulars	Amount ₹ in Crore	
	Profit or (loss)	
	100 bp increase	100 bp decrease
<b>March 31, 2022</b>		
Variable-rate instruments	(36.83)	36.83
Interest rate swaps	-	-
<b>Cash flow sensitivity (net)</b>	<b>(36.83)</b>	<b>36.83</b>
<b>March 31, 2021</b>		
Variable-rate instruments	(13.25)	13.25
Interest rate swaps	-	-
<b>Cash flow sensitivity (net)</b>	<b>(13.25)</b>	<b>13.25</b>

### Forward Contracts

The Group uses forward exchange contracts to hedge its foreign exchange exposure relating to the underlying transactions and firm commitment in accordance with its forex policy as determined by its Forex Committee. The Group does not use foreign exchange forward contracts for trading or speculation purposes. Forward Contracts outstanding as at March 31, 2022:

### Forward Contracts outstanding

	USD in Crore	
	March 31, 2022	March 31, 2021 (Restated)
Forward Contract to Purchase (USD) [50 contracts (previous year 43 contracts)]	2.29	1.71
Forward Contract to Sell (USD) [2 contracts (previous year 1 contract)]	0.05	0.10

# Notes to Consolidated Financial Statements

## Note 51 : Capital Management

For the purpose of the Group's capital management, capital includes issued capital and other equity reserves (other than Cash Flow Hedge Reserve). The primary objective of the Group's Capital Management is to maximise shareholders value. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Group monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances and Current investments.

Particulars	Amount ₹ in Crore	
	As at March 31, 2022	As at March 31, 2021 (Restated)
Non-Current Borrowings	5,453.40	3,110.60
Current Borrowings	8,995.25	6,844.06
<b>Gross Debt</b>	<b>14,448.65</b>	<b>9,954.66</b>
Less - Cash and Cash Equivalents	(600.37)	(394.36)
Less - Other Bank Deposits	(1,223.57)	(457.79)
Less - Current Investments	(4,161.07)	(5,038.60)
<b>Adjusted Net debt</b>	<b>8,463.64</b>	<b>4,063.91</b>
Total equity	7,129.20	7,555.27
Adjusted Net debt to equity ratio	1.19	0.54

## Note 52 : Master netting or similar agreements

The following table presents the recognised financial instruments that are offset, or subject to enforceable master netting arrangements and other similar agreements but not offset, as at March 31, 2022 and March 31, 2021.

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset		
	Gross Amounts	Gross amounts set off in the balance sheet	Net amounts presented in the balance sheet	Amounts subject to master netting arrangements	Financial instrument collateral	Net amount
<b>March 31, 2022</b>						
<b>Financial Liabilities</b>						-
Derivative instruments	0.89	0.01	0.88	-	-	0.88
<b>March 31, 2021</b>						
<b>Financial assets</b>						-
Derivative instruments	0.31	0.10	0.21	-	-	0.21

### Offsetting arrangements

#### Derivatives

The Group enters into derivative contracts for hedging foreign exchange exposures. In general, under such agreements, the amounts owed by each counterparty on a single day in respect of all the transactions outstanding in the same currency are aggregated into a single net amount that is payable by one party to the other.

# Notes to Consolidated Financial Statements

**Note 53 : Additional Information required under Schedule III to the Companies Act, 2013 of entities consolidated as Subsidiaries / Limited Liability Partnership / Associates / Joint Ventures.**

Name of the entity	Amount ₹ in Crore							
	Net Assets - total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of TCI	Amount
1	2	3	4	5	6	7	8	9
<b>Parent</b>								
<b>Godrej Industries Limited</b>	20.81%	1,483.22	(6.76%)	(44.19)	(2%)	(1.63)	(6.21%)	(45.82)
<b>Subsidiaries</b>								
<b>Indian</b>								
Godrej Agrovet Limited	17.91%	1,276.50	48.99%	320.29	(2.18%)	(1.85)	43.13%	318.45
Godvet Agrochem Limited	0.24%	16.82	0.17%	1.09	0.00%	-	0.15%	1.09
Astec Lifesciences Limited	5.24%	373.73	8.91%	58.22	0.00%	(0.00)	7.88%	58.21
Creamline Dairy Products Limited	3.73%	265.91	(2.86%)	(18.71)	(0.12%)	(0.10)	(2.55%)	(18.82)
Godrej Tyson Foods Limited	2.31%	164.92	0.11%	0.73	0.05%	0.04	0.10%	0.77
Godrej Maxximilk Private Limited	0.42%	30.10	(1.41%)	(9.24)	(0.01%)	(0.01)	(1.25%)	(9.25)
Godrej Properties Limited	130.28%	9,284.34	80.46%	525.98	(1.26%)	(1.07)	71.08%	524.91
Godrej Projects Development Limited	(0.10%)	(6.83)	(4.27%)	(27.89)	(0.02%)	(0.02)	(3.78%)	(27.90)
Godrej Garden City Properties Private Limited	0.10%	7.38	(0.07%)	(0.44)	0.00%	-	(0.06%)	(0.44)
Godrej Hillside Properties Private Limited	(0.01%)	(0.64)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Home Developers Private Limited	0.00%	0.08	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Living Private Limited	0.00%	(0.01)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Prakriti Facilities Private Limited	0.01%	1.00	0.01%	0.06	0.00%	-	0.01%	0.06
Prakritiplaza Facilities Management Private Limited	0.00%	0.05	0.00%	0.01	0.00%	-	0.00%	0.01
Godrej Highrises Properties Private Limited	(0.02%)	(1.30)	(0.12%)	(0.81)	0.00%	-	(0.11%)	(0.81)
Godrej Genesis Facilities Management Private Limited	0.01%	0.56	0.01%	0.06	0.00%	-	0.01%	0.06
Citystar InfraProjects Limited	0.00%	(0.16)	(0.01%)	(0.05)	0.00%	-	(0.01%)	(0.05)
Godrej Residency Private Limited	0.00%	(0.07)	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Godrej Highrises Realty LLP	(0.05%)	(3.84)	(0.05%)	(0.32)	0.00%	-	(0.04%)	(0.32)
Godrej Project Developers & Properties LLP	(0.01%)	(0.47)	(0.03%)	(0.21)	0.00%	-	(0.03%)	(0.21)
Godrej Skyview LLP	0.00%	(0.04)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Green Properties LLP	0.00%	(0.04)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Projects (Soma) LLP	0.00%	(0.04)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Projects North LLP (Classified as Joint Venture w.e.f. December 03, 2021)	0.00%	-	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Athenmark LLP	0.00%	(0.12)	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Godrej Vestamark LLP	0.00%	-	0.00%	-	0.00%	-	0.00%	0.00
Godrej City Facilities Management LLP	0.00%	(0.02)	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Godrej Olympia LLP	0.00%	(0.03)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Godrej Florentine LLP	0.00%	0.01	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Ashank Facility Management LLP	0.00%	0.10	0.01%	0.06	0.00%	-	0.01%	0.06
Ashank Realty Management LLP	0.01%	0.36	0.03%	0.17	0.00%	-	0.02%	0.17
Godrej Precast Construction Private Limited	0.00%	(0.02)	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Godrej Green woods Private Limited (w.e.f. May 26, 2020)	0.78%	55.48	(0.69%)	(4.53)	0.00%	-	(0.61%)	(4.53)
Oasis Landmarks LLP (Classified as Joint Venture upto February 28, 2022)	(0.23%)	(16.44)	(0.57%)	(3.71)	0.00%	-	(0.50%)	(3.71)
Godrej Realty Private Limited (Classified as Joint Venture upto March 30, 2021)	(0.09%)	(6.60)	(0.10%)	(0.67)	0.00%	-	(0.09%)	(0.67)
Godrej Construction Projects LLP (Classified as Joint Venture upto March 30, 2021)	0.17%	12.19	2.88%	18.81	0.00%	-	2.55%	18.81

# Notes to Consolidated Financial Statements

**Note 53 : Additional Information required under Schedule III to the Companies Act, 2013 of entities consolidated as Subsidiaries / Limited Liability Partnership / Associates / Joint Ventures. (Continued)**

Amount ₹ in Crore

Name of the entity	Net Assets - total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of TCI	Amount
1	2	3	4	5	6	7	8	9
Godrej Capital Limited (earlier known as Pyxis Holdings Limited)	11.24%	800.71	(1.27%)	(8.31)	0.00%	-	(1.13%)	(8.31)
Godrej Housing Finance Limited	5.84%	416.44	(6.75%)	(44.13)	0.05%	0.05	(5.97%)	(44.08)
Godrej Finance Limited (earlier known as Ensemble Holdings and Finance Limited)	0.73%	51.87	(1.62%)	(10.59)	0.00%	-	(1.43%)	(10.59)
Godrej One Premises Management Private Limited	0.00%	0.01	0.00%	-	0.00%	-	0.00%	0.00
<b>Foreign</b>								
Godrej International Ltd.	2.00%	142.51	0.55%	3.60	0.00%	-	0.49%	3.60
Godrej Properties Worldwide Inc., USA	0.04%	2.63	0.02%	0.15	0.00%	-	0.02%	0.15
Godrej International Trading & Investment Pte. Ltd.	0.68%	48.27	1.03%	6.76	0.00%	-	0.92%	6.76
<b>Associates (Investment as per equity method)</b>								
<b>Indian</b>								
Godrej Consumer Products Limited	33.37%	2,378.30	64.78%	423.47	105.57%	89.42	69.46%	512.89
<b>Foreign</b>								
Al Rahaba International Trading LLC	0.00%	-	0.00%	-	0.00%	-	0.00%	-
<b>Joint Ventures (as per proportionate consolidation / Investment as per equity method)</b>								
<b>Indian</b>								
Omnivore India Capital Trust	0.64%	45.42	1.57%	10.26	0.00%	-	1.39%	10.26
Godrej Redevelopers (Mumbai) Private Limited	0.00%	-	0.09%	0.56	0.00%	-	0.08%	0.56
Wonder City Buildcon Private Limited	0.00%	-	(0.66%)	(4.31)	0.00%	-	(0.58%)	(4.31)
Godrej Home Constructions Private Limited	0.00%	-	0.63%	4.15	0.00%	-	0.56%	4.15
Godrej Greenview Housing Private Limited	0.00%	-	(0.21%)	(1.36)	0.00%	-	(0.18%)	(1.36)
Wonder Projects Development Private Limited	0.00%	-	(1.46%)	(9.57)	0.00%	-	(1.30%)	(9.57)
Godrej Real View Developers Private Limited	0.00%	-	(0.53%)	(3.47)	0.00%	-	(0.47%)	(3.47)
Pearlite Real Properties Private Limited	0.00%	-	0.37%	2.41	0.00%	-	0.33%	2.41
Godrej Skyline Developers Private Limited	0.00%	-	1.37%	8.95	0.00%	-	1.21%	8.95
Godrej Green Homes Private Limited	0.00%	-	(12.76%)	(83.40)	0.00%	-	(11.29%)	(83.40)
Munjali Hospitality Private Limited (w.e.f. June 29, 2019)	0.00%	-	(0.01%)	(0.03)	0.00%	-	0.00%	(0.03)
Yujya Developers Private Limited	0.00%	-	(0.39%)	(2.54)	0.00%	-	(0.34%)	(2.54)
Vivrut Developers Private Limited	0.00%	-	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Madhuvan Enterprises Private Limited (w.e.f. January 16, 2020)	0.00%	-	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Godrej Mackbricks Private Limited (formerly known as Ashank Macbricks Private Limited)	0.00%	-	(0.31%)	(2.04)	0.00%	-	(0.28%)	(2.04)
Yerwada Developers Private Limited (w.e.f. November 18, 2021 till January 30, 2022)	0.00%	-	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Vagishwari Land Developers Private Limited (w.e.f. June 10, 2021)	0.00%	-	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Universal Metro Properties LLP	0.00%	-	(0.38%)	(2.45)	0.00%	-	(0.33%)	(2.45)
Godrej Property Developers LLP	0.00%	-	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Mosiac Landmarks LLP	0.00%	-	0.00%	0.00	0.00%	-	0.00%	0.00
Dream World Landmarks LLP	0.00%	-	(0.22%)	(1.46)	0.00%	-	(0.20%)	(1.46)
Oxford Realty LLP	0.00%	-	(1.11%)	(7.25)	0.00%	-	(0.98%)	(7.25)
Godrej SSPDL Green Acres LLP	0.00%	-	(0.86%)	(5.60)	0.00%	-	(0.76%)	(5.60)
Oasis Landmarks LLP (Classified as Subsidiary w.e.f. March 1, 2022)	0.00%	-	(0.61%)	(3.99)	0.00%	-	(0.54%)	(3.99)

# Notes to Consolidated Financial Statements

**Note 53 : Additional Information required under Schedule III to the Companies Act, 2013 of entities consolidated as Subsidiaries / Limited Liability Partnership / Associates / Joint Ventures. (Continued)**

Amount ₹ in Crore

Name of the entity	Net Assets - total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of TCI	Amount
	1	2	3	4	5	6	7	8
M S Ramaiah Ventures LLP	0.00%	-	(0.04%)	(0.28)	0.00%	-	(0.04%)	(0.28)
Caroa Properties LLP	0.00%	-	0.39%	2.54	0.00%	-	0.34%	2.54
Godrej Housing Projects LLP	0.00%	-	1.50%	9.83	0.00%	-	1.33%	9.83
Godrej Amitis Developers LLP (formerly known as Amitis Developers LLP)	0.00%	-	(0.52%)	(3.40)	0.00%	-	(0.46%)	(3.40)
A R Landcraft LLP	0.00%	-	(0.78%)	(5.13)	0.00%	-	(0.69%)	(5.13)
Prakhhyat Dwellings LLP	0.00%	-	(1.38%)	(9.01)	0.00%	-	(1.22%)	(9.01)
Bavdhan Realty @ Pune 21 LLP (upto November 24, 2021)	0.00%	-	(0.04%)	(0.23)	0.00%	-	(0.03%)	(0.23)
Godrej Highview LLP	0.00%	-	(0.88%)	(5.78)	0.00%	-	(0.78%)	(5.78)
Godrej Irismark LLP	0.00%	-	(1.13%)	(7.36)	0.00%	-	(1.00%)	(7.36)
Godrej Projects North Star LLP	0.00%	-	(0.62%)	(4.08)	0.00%	-	(0.55%)	(4.08)
Godrej Developers & Properties LLP	0.00%	-	(0.61%)	(3.99)	0.00%	-	(0.54%)	(3.99)
Godrej Reserve LLP	0.00%	-	(0.05%)	(0.32)	0.00%	-	(0.04%)	(0.32)
Roseberry Estate LLP	0.00%	-	(1.59%)	(10.39)	0.00%	-	(1.41%)	(10.39)
Maan-Hinje Township Developers LLP	0.00%	-	(0.40%)	(2.61)	0.00%	-	(0.35%)	(2.61)
Godrej Projects North LLP (Classified as Subsidiary upto December 02, 2021)	0.00%	-	(0.03%)	(0.21)	0.00%	-	(0.03%)	(0.21)
Suncity Infrastructures (Mumbai) LLP	0.00%	-	(0.32%)	(2.10)	0.00%	-	(0.28%)	(2.10)
Mahalunge Township Developers LLP	0.00%	-	(2.61%)	(17.07)	0.00%	-	(2.31%)	(17.07)
Manjari Housing Projects LLP	0.00%	-	(2.50%)	(16.32)	0.00%	-	(2.21%)	(16.32)
Godrej Vestamark LLP	0.00%	-	0.06%	0.41	0.00%	-	0.06%	0.41
Manyata Industrial Parks LLP	0.00%	-	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Godrej Odyssey LLP	0.00%	-	0.00%	0.01	0.00%	-	0.00%	0.01
Embellish Houses LLP (Classified as Subsidiary upto May 10, 2020)	0.00%	-	(0.27%)	(1.76)	0.00%	-	(0.24%)	(1.76)
<b>Foreign</b>								
ACI Godrej Agrovet Private Limited	1.33%	95.02	6.11%	39.95	0.25%	0.21	5.44%	40.16
<b>Non controlling Interest , Inter-company Elimination &amp; Consolidation Adjustments</b>	(137.38%)	(9,790.71)	(60.15%)	(393.22)	(0.40%)	(0.34)	(53.30%)	(393.56)
<b>TOTAL</b>	<b>100.00%</b>	<b>7,126.56</b>	<b>100%</b>	<b>653.73</b>	<b>100%</b>	<b>84.70</b>	<b>100%</b>	<b>738.43</b>



# Notes to Consolidated Financial Statements

## Note 54 : Business Combinations

### I Acquisition of Godrej Housing Finance Limited

- (i) On August 23, 2021, Godrej Capital Limited acquired 95% shareholding in Godrej Housing Finance Limited (“GHFL”) on 23<sup>rd</sup> August 2021 for consideration in cash aggregating to ₹ 405.90 crores. GHFL operates as a financial institution and offers home loans, and plot loans for longer tenures. The fair value of assets and liabilities acquired have been determined based on an independent valuation report and goodwill of ₹ 294.50 crores has been recognised, being excess of consideration transferred over the fair value of net assets acquired, in accordance with IND AS 103 ‘Business Combinations’.

The Group believes that there is a huge potential for housing finance and non-banking finance business in our country with a decent return on investments. The housing finance business in India has been growing at a steady pace. The Government of India’s push on schemes such as the “Housing for all” by 2022 and supported by subsidies under the Pradhan Mantri Awas Yojana (PMAY), have acted as a catalyst for growth in this asset class. Looking at the opportunity in the housing finance sector and NBFC business, the Group acquired 95% stake in GHFL.

### Note 54 : Business Combinations (Continued)

GHFL was incorporated on October 5, 2018 and is registered as a housing finance company with the Reserve Bank of India. It commenced its operations in October 2020 and provides financial assistance to construct, purchase, expand and renovate property and serves customers in India.

- (ii) Assets acquired and liabilities recognised on the date of acquisition are as follows:

Particulars	Amount (₹ crores)
<b>Assets</b>	
Property Plant and Equipment	2.93
Right to Use Assets	14.93
Intangible assets	37.61
Loan and Advances	444.55
Other Assets	10.60
Cash and cash equivalents	55.33
<b>Total assets</b>	<b>565.94</b>
<b>Liabilities</b>	
Debt	415.59
Lease Liability	16.26
Net other liabilities	16.83
<b>Total liabilities</b>	<b>448.68</b>
<b>Net assets</b>	<b>117.26</b>
Less: 5% Non-controlling interest - proportionate share in the net assets of the acquiree on the date of acquisition	5.86
<b>Net assets acquired</b>	<b>111.40</b>

- (iii) The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill. The primary items that generated this goodwill are the value of the acquired assembled workforce and estimated synergies, neither of which qualify as an amortizable intangible asset.

#### Calculation of goodwill:

Particulars	Amount (₹ crores)
Purchase consideration paid	405.90
Less: 95% of fair value in the net identifiable assets of the acquiree on the acquisition date	(111.40)
<b>Goodwill</b>	<b>294.50</b>

# Notes to Consolidated Financial Statements

## Note 54 : Business Combinations (Continued)

- (iv) Goodwill is not deductible for income tax purposes.
- (v) The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Subsequently group recognise non-controlling interest at fair value.
- (vi) There is no contingent consideration and contingent liability.
- (vii) GHFL has reported revenue of ₹ 39.08 crore and loss after tax of ₹ 44.12 crore from the date of acquisition till March 31, 2022. Had GHFL been acquired from April 1, 2021, it would have reported revenue of ₹ 47.30 crore and loss of ₹ 75.79 crore during 2021-22.
- (viii) Measurement of fair values

The valuation techniques used for measuring the fair values of material assets acquired were as follows:

- 1) General - The relevant intangible assets were identified and assessed and its valuation is conducted by applying Income, Market and/or Cost approach based on market participant perspective.
- 2) Property, Plant and equipments - The Property, Plant and equipments are considered at Book Value considering the nature of the net Property, Plant and equipments and based on the premise that book value is fairly representative of the fair value.
- 3) Identified Intangible Assets - There are no other identifiable intangible assets identified as per the standard on intangible assets published by the International Valuation Standards Committee (IVSC) and the valuation standards published by the Institute of Chartered Accountants of India (ICAI).

## II Acquisition of Oasis Landmarks LLP (OLLLP)

On March 1, 2022, Godrej Properties Limited (subsidiary Company) has acquired additional 13 percent equity interest of OLLLP, a limited liability firm engaged primarily in the business of real estate construction, development and other related activities. As a result, the Holding Company's equity interest in OLLLP increased from 38 percent to 51 percent, alongwith acquisition of control.

### (a) Consideration transferred

The following table summarises the acquisition date fair value of major class of consideration transferred:

	Amount ₹ in Crore
Consideration paid in cash	0.00
Total consideration	0.00

### (b) Identifiable assets acquired and liabilities assumed

The following table summarises the acquisition date fair value of assets acquired, fair value of the consideration transferred:

Description	Amount ₹ in Crore
Property, plant and equipment	0.41
Intangible assets	0.00
Non-current financial assets	12.36
Income tax assets (Net)	2.37
Inventories	84.67
Current financial assets	142.39
Other Current Non Financial Assets	29.37
Current tax liabilities	(0.12)
Current financial liabilities	(237.09)
Other Current Non Financial Liabilities	(34.30)
Provisions	(0.07)
<b>Net Assets</b>	-

# Notes to Consolidated Financial Statements

## Note 54 : Business Combinations (Continued)

### (c) Capital Reserve

Capital Reserve arising from the acquisition has been determined as follows:

Description	Amount ₹ in Crore
Consideration transferred (refer note (a) above)	0.00
Fair value of net identifiable assets (refer note (b) above)	-
Capital reserve	(0.00)

(d) From the date of acquisition, OLLP contributed ₹ 9.64 crore of revenue from operations and INR 3.71 crore of loss to the Group during the year ended March 31, 2022.

₹ 0.00 represents amount less than ₹ 50,000

### III Amalgamation of Ceeer Lifespaces Private Limited (CLPL) with Godrej Properties Limited (GPL) :

(a) The National Company Law Tribunal at Mumbai Bench has, vide order dated April 11 2022, and filed with the Registrar of Companies (RoC) on April 27, 2022 sanctioned a Scheme of Arrangement (The Scheme') of Ceeer Lifespaces Private Limited (CLPL) (Wholly Owned Subsidiary of Godrej Properties Limited with effect from April 01, 2020) with Godrej Properties Limited (subsidiary of the Company). The effective date of the Scheme is April 01, 2020. In accordance with the requirements of Para 9(iii) of Appendix C of Ind AS 103, the audited consolidated financial statements of the Group in respect of prior period has been restated from effective date.

Impact on the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss:

The impact of amalgamation on the Balance Sheet and Statement of Profit and Loss due to the above amalgamations are summarised as below:

#### (b) Impact on the Consolidated Balance Sheet:

Particulars	March 31, 2021
Current Assets Other Than Cash and Cash Equivalents	-
Cash and Cash equivalents	-
Non Current Assets	-
Current Liabilities	-
Other Equity	0.13
	0.13

#### (b) Impact on the Consolidated Statement of Profit and Loss

Particulars	March 31, 2021
Total Income	-
Finance Costs	-
Other Expense	-
Tax expenses	(0.13)
Total Expenses	(0.13)
Total Comprehensive Income for the year	0.13

# Notes to Consolidated Financial Statements

## Note 54 : Business Combinations (Continued)

### IV Acquisition of Godrej Construction Projects LLP (GCPLL)

On March 31, 2021, Godrej Properties Limited (GPL) (subsidiary Company) has acquired 66 percent of the voting shares of GCPLL, a LLP engaged primarily in the business of real estate construction, development and other related activities. As a result, GPL's equity interest in GCPLL increased from 34 percent to 100 percent, giving it control of GCPLL.

#### (a) Consideration transferred

The following table summarises the acquisition date fair value of major class of consideration transferred:

	Amount ₹ in Crore
Consideration payable	0.00
Total consideration	0.00

#### (b) Identifiable assets acquired and liabilities assumed

The following table summarises the acquisition date fair value of assets acquired, fair value of the consideration transferred:

Description	Amount ₹ in Crore
Property, plant and equipment	2.58
Deferred tax assets (Net)	(3.81)
Income tax assets (Net)	5.46
Inventories	135.49
Current financial assets	6.03
Other Current Non Financial Assets	14.21
Current financial liabilities	(56.00)
Other Current Non Financial Liabilities	(96.31)
<b>Net Assets</b>	<b>7.65</b>

#### (c) Capital Reserve

Capital Reserve arising from the acquisition has been determined as follows:

Description	Amount ₹ in Crore
Fair value of pre-existing equity interest in GCPLL	(1.17)
Fair value of net identifiable assets (Refer note (b) above)	7.65
Capital reserve	8.82

(d) From the date of acquisition, GCPLL contributed Rs. Nil of revenue from operations and ₹ Nil of profit to the Group during the year ended March 31, 2021.

₹ 0.00 represents amount less than ₹ 50,000

# Notes to Consolidated Financial Statements

## Note 54 : Business Combinations (Continued)

### V Acquisition of Godrej Realty Projects Limited (GRPL)

On March 31, 2021, Godrej Properties Limited (GPL) (subsidiary Company) has acquired 49 percent of the voting shares of GRPL, a company engaged primarily in the business of real estate construction, development and other related activities. As a result, GPL's equity interest in GRPL increased from 51 percent to 100 percent, giving it control of GRPL.

#### (a) Consideration transferred

The following table summarises the acquisition date fair value of major class of consideration transferred:

	Amount ₹ in Crore
Consideration paid in cash	0.00
Total consideration	0.00

#### (b) Identifiable assets acquired and liabilities assumed

The following table summarises the acquisition date fair value of assets acquired, fair value of the consideration transferred:

Description	Amount ₹ in Crore
Property, plant and equipment	0.02
Income tax assets (Net)	0.10
Current financial assets	-
Other Current Non Financial Assets	0.03
Current financial liabilities	(0.06)
Other Current Non Financial Liabilities	(0.01)
<b>Net Assets</b>	<b>0.08</b>

#### (c) Capital Reserve

Capital Reserve arising from the acquisition has been determined as follows:

Description	Amount ₹ in Crore
Consideration transferred (Refer note (a) above) *	0.00
Fair value of net identifiable assets (Refer note (b) above)	0.08
<b>Capital reserve</b>	<b>0.08</b>

(d) From the date of acquisition, GRPL contributed ₹ Nil of revenue from operations and ₹ Nil of profit to the Group during the year ended March 31, 2021.

\* Amount less than ₹ 0.01 crore

# Notes to Consolidated Financial Statements

## Note 54 : Business Combinations (Continued)

### VI Acquisition of Godrej Capital Limited(earlier known as Pyxis Holdings Limited)

During the previous financial year on March 25,2021 Godrej Industries Limited had acquired Godrej Capital Limited, consequent to which GCL had become a subsidiary of the Company.

#### a Consideration transferred

Particulars	Amount ₹ in Crore
Consideration paid in cash	0.01
Total Consideration paid	0.01

#### b Acquisition-related costs

The Group had incurred acquisition-related costs of ₹ 0.00 Crore on legal fees and due diligence costs. These costs have been included in legal and professional fees under other expenses.

#### c Identifiable assets acquired and liabilities assumed

The following table summarises the acquisition date fair value of assets acquired, fair value of the consideration transferred and Capital reserve:

Particulars	Amount ₹ in Crore
Cash and Bank Balances	0.01
Other Current Liabilities *	0.00
	0.01

\* Amount less than ₹ 0.01 crore.

#### d Capital Reserve

Particulars	Amount ₹ in Crore
Consideration transferred (refer note (a) above)*	0.01
Fair value of net identifiable assets (refer note (c) above)	0.01
<b>Capital Reserve</b>	-

### VII Common Control Transaction

The Board of Directors of the Company in the meeting dated 12.02.2021 have decided to transfer holding of Godrej Finance Limited (GFL) (earlier known as Ensemble Holdings and Finance Limited (EHFL)) to Godrej Capital Limited (GCL) (earlier known as Pyxis Holdings Limited). An application was made to the Reserve Bank of India (RBI) on April 5, 2021 to seek its approval for change in shareholding and change in Directors of GFL (a subsidiary of the Company) by virtue of proposed transfer of shares from its existing shareholders (i.e. Godrej Industries Limited and its nominees) to GCL a subsidiary of the Company. The RBI has approved the said proposal vide its letter dated June 2, 2021. The procedure for the change in the shareholding and directors, as per the guidelines of the RBI, has been completed. Effective August 24 2021, Godrej Finance Limited has become a direct subsidiary of Godrej Capital Limited.

## Note 55. Discontinued Operations

The Company, consequent to the approvals received from the Board of Directors on May 17, 2019 and from the shareholders on June 25, 2019 consummated the sale of Natures Basket Limited (NBL) a wholly owned subsidiary of the Company to Spencer's Retail Limited (SRL) on July 04, 2019. Consequently, considering the provisions of Share Purchase Agreement (SPA) dated May 17, 2019 between the Company, NBL and SRL during the year ended March 31,2021 exceptional gain of ₹ 1.27 crore is recorded due to recoveries from SRL pursuant to the SPA.

#### c) Gain on disposal of discontinued operations

	Amount ₹ in Crore	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Cash Consideration received	-	1.27
Net Assets transferred	-	-
<b>Gain on disposal</b>	-	<b>1.27</b>

# Notes to Consolidated Financial Statements

## Note : 56 Utilisation of Borrowed Fund and Share Premium

- a) To the best of our knowledge and belief, other than the details mentioned below, the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India have not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) To the best of our knowledge and belief, no funds have been received by the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India from any person(s) or entity(ies), including foreign entities "Funding Parties", with the understanding, whether recorded in writing or otherwise, that the Company and its Subsidiaries, Joint Ventures, Associates incorporated in India shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Investments made by Godrej Properties Limited (subsidiary company of Godrej Industries Limited) in the equity share capital / loan of Godrej Projects Development Limited ("GPDL") during the year:

Month	Dates	Amount ₹ in crore
October 2021	12, 14, 19, 20, 21, 22, 25, 26, 27	54.71
Novemeber 2021	3, 16, 18, 19, 23, 24, 26, 30	11.94
December 2021	2, 3, 6, 7, 9, 14, 15, 21, 23, 28, 30	8.67
January 2022	4, 5, 6, 11, 12, 19, 25	1.08
February 2022	1, 4, 15, 23, 25	1.45
March 2022	2, 3, 4, 8, 11, 15, 16, 21, 22, 23, 25, 29	2.89
<b>Total</b>		<b>80.74</b>

Investments made by GPDL, as intermediary, during the year:

Investee Company	Relationship with the Company	Nature of Investment	Month	Dates	Amount ₹ in crore
Wonder Projects Development Private Limited (CIN: U70102MH2015PTC265969)	Joint Venture	8% Non-Cumulative Non-Convertible Redeemable Preference Shares	October, 2021	12	0.01
		<b>Sub-total (A)</b>			<b>0.01</b>
		Loan given	October, 2021	15, 19, 20, 21, 22, 25, 26, 27	54.70
			November, 2021	3, 16, 18, 19, 23, 24, 26, 30	11.94
			December, 2021	2, 3, 6, 7, 9, 14, 15, 16, 21, 24, 28, 30	8.67
			January, 2022	4, 5, 6, 11, 12, 20, 25	1.08
			February, 2022	1, 4, 15, 23, 25	1.45
			March, 2022	2, 3, 4, 8, 11, 15, 16, 21, 22, 23, 25, 29	2.89
		<b>Sub-total (B)</b>			<b>80.73</b>
		<b>Total (A) + (B)</b>			<b>80.74</b>

- a) The above investment/loan is in compliance with the relevant provisions of the Companies Act, 2013 and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003)
- b) The balance money in ₹ 0.00 Crore will be utilized for general corporate purposes.  
₹ 0.00 represent amount less than ₹ 50,000/-

# Notes to Consolidated Financial Statements

## Note 57 : Struck off Companies

### Transactions with Struck off Companies

Amount ₹ in Crore

Sr. No	Name of struck off company	Nature of transactions	Transactions during the year March 31, 2022	Balance outstanding as at March 31, 2022	Relationship with the Struck off company
1	3H Health And Hygiene Pvt. Ltd	Payables	-	0.02	Non-Related Party
2	MAESTRO Energy Pvt. Ltd	Payables	-	0.01	Non-Related Party
3	Biobe Living Technologies Private Limited	Project Related expenses	0.00	-	Non-Related Party
4	Brand Managers Media Private Limited	Advertising and Marketing Expenses	0.00	-	Non-Related Party
5	Classic Integrated Solutions Private Limited	Project Related expenses	0.00	-	Non-Related Party
6	M.N. Consultancy Services Private Limited	Consultancy Charges	-	0.00	Non-Related Party
7	My Sunny Balcony Private Limited	Consultancy Charges	0.00	-	Non-Related Party
8	Reliance Communications Infrastructure Limited	Broadband charges	0.00	-	Non-Related Party
9	SC Power Solutions Private Limited	Project Related expenses	0.00	-	Non-Related Party
10	Ginza Hotels Private Limited	Other Expenses	0.00	-	Non-Related Party
11	TGS Vertical Transportation Private Limited	Project Related expenses	0.00	-	Non-Related Party
12	Atelier Realtech Private Limited	Advertising and Marketing Expenses	0.00	-	Non-Related Party
13	AIMS Education Private Limited	Customer Dues	0.00	-	Non-Related Party
14	Stuti Agro Processor Pvt Ltd	Receivables	-	0.00	Non-Related Party
15	GSLD Egg and Agro Pvt Ltd	Payables	-	(0.00)	Non-Related Party
16	Agrisy Layer Farm Private Limited	Payables	-	(0.00)	Non-Related Party
17	Acknotech Software Solutions Private Limited	Payables	0.06	(0.00)	Non-Related Party
18	Utkarsh Agro Industries Pvt Ltd	Payables	-	(0.00)	Non-Related Party
19	Kannauj Chemicals & Seeds Pvt Ltd	Payables	-	(0.00)	Non-Related Party
20	Yeerla Retail Pvt Ltd	Payables	-	(0.00)	Non-Related Party
21	Tyagi Agriscience Pvt Ltd	Payables	-	(0.00)	Non-Related Party
22	Jyotsna Poultry Pvt Ltd	Payables	0.41	(0.00)	Non-Related Party
23	Arca Safety Pvt Ltd	Payables	-	(0.00)	Non-Related Party

Amount are less than ₹ 0.01 crore.

## Note 58 (A) : IND AS 115 - Revenue from Contracts with Customers for Property Development

- (a) The amount of ₹ 399.85 Crore (Previous Year: ₹ 59.60 Crore) recognised in contract liabilities at the beginning of the year has been recognised as revenue during the year ended March 31, 2022.
- (b) Significant changes in contract asset and contract liabilities balances are as follows:

Amount ₹ in Crore

Particulars	March 31, 2022	March 31, 2021 Restated
<b>Contract asset (refer note 16)</b>		
At the beginning of the reporting period	31.22	140.92
Cumulative catch-up adjustments to revenue affecting contract asset	160.09	(111.14)
Significant change due to business combination	-	1.44
At the end of the reporting period	191.31	31.22
<b>Contract liability (refer note 27)</b>		
At the beginning of the reporting period	745.13	320.65
Cumulative catch-up adjustments affecting contract liability	73.47	312.99
Significant financing component	27.86	17.07
Significant change due to business combination	-	94.42
At the end of the reporting period	846.46	745.13



# Notes to Consolidated Financial Statements

## Note 58 (A) : IND AS 115 - Revenue from Contracts with Customers for Property Development (Continued)

### (c) Performance obligation for Property Development

The Group is also engaged in the business of real estate construction, development and other related activities.

All the Contracts entered with the customers consists of a single performance obligation thereby the consideration allocated to the performance obligation is based on standalone selling prices.

Revenue is recognised upon transfer of control of residential and commercial units to customers for an amount that reflects the consideration which the Group expects to receive in exchange for those units. The trigger for revenue recognition is normally completion of the project or receipt of approvals on completion from relevant authorities or intimation to the customer of completion, post which the contract becomes non-cancellable by the parties.

The revenue is measured at the transaction price agreed under the contract. In certain cases, the Group has contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group adjusts the transaction price for the effects of a significant financing component.

Any costs incurred that do not contribute to satisfying performance obligations are excluded from the Group's input methods of revenue recognition as the amounts are not reflective of our transferring control of the system to the customer. Significant judgment is required to evaluate assumptions related to the amount of net contract revenues, including the impact of any performance incentives, liquidated damages, and other forms of variable consideration.

If estimated incremental costs on any contract, are greater than the net contract revenues, the Group recognises the entire estimated loss in the period the loss becomes known.

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as at March 31, 2022 is ₹ 2,391.72 Crore (Previous Year : ₹ 1,857.42 Crore) out of which 1,674.17 Crore (Previous Year: ₹ 1,439.81 Crore), which will be recognised as revenue over a period of 1-2 years and ₹ 717.55 Crore (Previous Year: ₹ 417.61 Crore) which will be recognised over a period of 2-4 years.

### Note: 58(B)

As per the approvals secured by the subsidiary Company of Godrej Properties Limited under relevant provisions of DCR Regulations, 1991 / DCPR 2034, Godrej Properties Limited (GPL) (subsidiary Company of Godrej Industries Limited) had obligation to handover 35,618.85 sqmt of land to The Municipal Corporation of Greater Mumbai (MCGM). GPL is entitled to receive the Transferable Development Rights (TDR) of 71,237.70 sqm, in lieu of land earmarked and handover to MCGM.

The handover of the physical possession of the earmarked land has been completed during the month of February 2021. Based upon receipt of Possession Receipts of Land handed over obtained from MCGM, the Group has recognised the entitlement of TDR as revenue and reflected under Revenue from operations (Refer Note 29) based upon valuation report obtained from registered valuer at Rs. 195.20 Crore. This TDR forms part of the inventory and is reflected as such (Refer Note 10). During the current year, GPL has sold majority of TDR and accordingly recognised revenue for the same.

### Note : 59

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

### Note : 60

Previous year figures have been regrouped/ reclassified where ever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III of the Companies Act, 2013.

As per our Report attached

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**  
CIN No.: L24241MH1988PLC097781

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Regn. No.: 101248W / W-100022

**N. B. Godrej**  
Chairman and Managing Director  
DIN: 00066195  
Boston, May 27, 2022

**N. S. Nabar**  
Executive Director & President (Chemicals)  
DIN: 06521655

**Vijay Mathur**  
Partner  
M.No.: 046476

**Clement Pinto**  
Chief Financial Officer

**Tejal Jariwala**  
Company Secretary

Mumbai, May 27, 2022



**STANDALONE  
FINANCIAL STATEMENTS**

# Independent Auditors' Report

To the Members of  
Godrej Industries Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Godrej Industries Limited (the "Company"), which comprise the standalone balance sheet as at March 31, 2022 and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "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 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

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

#### Description of Key Audit Matter

##### Revenue recognition

##### Refer note 27 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue is recognized when the control of the products being sold has been transferred to the customer.</p> <p>We have identified recognition of revenue as a key audit matter as revenue is a key performance indicator. Also, there is a risk of revenue being fraudulently overstated through manipulation on the timing of transfer of control arising from pressure to achieve performance targets and meeting external expectations.</p>	<p>Our audit procedures to assess revenue recognition from sale of goods included the following:</p> <ul style="list-style-type: none"> <li>Assessing the compliance of the revenue recognition accounting policies by comparing with Ind AS 115 - "Revenue from Contracts with Customers".</li> <li>Testing the design, implementation and operating effectiveness of the Company's key manual application controls and general Information Technology (IT) controls and key IT application controls over the Company's systems for revenue recognition, by involving our IT specialists.</li> <li>Performing substantive testing (including period end cut-off testing) by selecting statistical samples of revenue transactions recorded for the year, and agreeing to the underlying documents, which included sales invoices/ contracts and shipping documents.</li> <li>Examining manual journal entries posted to revenue to identify any unusual or irregular items.</li> </ul>

# Independent Auditors' Report

## Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

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

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

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

## Auditors' Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

# Independent Auditors' Report

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements (*Continued*)

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

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

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

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) 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.
2. (A) 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial 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".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

# Independent Auditors' Report

## Report on Other Legal and Regulatory Requirements (Continued)

- a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - Refer Note 25 to the standalone financial statements.
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2022.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d)
    - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 47 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
      - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
    - (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in Note 47 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
      - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
      - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
    - (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
  - e) The Company has neither declared nor paid any dividend during the year.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

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

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Vijay Mathur**

*Partner*

Membership No.: 046476

UDIN: 22046476AJRZGK2413

Mumbai  
May 27, 2022

# Independent Auditors' Report

## Annexure A to the Independent Auditors' Report - 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in companies and other parties, in respect of which the requisite information is as below. The Company has not made any investments in firms and limited liability partnership.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the investments made during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans and advances in the nature of loans to any party during the year. Accordingly, provisions of clauses 3(iii)(c) to (f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act"). In respect of the investments made and guarantees provided by the Company, in our

# Independent Auditors' Report

## Annexure A to the Independent Auditors' Report - 31 March 2022 (Continued)

opinion the provisions of Section 186 of the Act have been complied with. The Company has not provided any security to the parties covered under Section 186 of the Act.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues have been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Profession Tax, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Profession Tax, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Sales tax, Octroi, Stamp duty, Excise duty and Income-Tax which have not been deposited on account of any dispute are as stated in Annexure 1.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, and based on the examination of books and records of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies as defined under the Act.



## Independent Auditors' Report

### Annexure A to the Independent Auditors' Report - 31 March 2022 (Continued)

- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, provisions of clauses 3(xii)(a) to 3(xii)(c) of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC as part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year and has incurred cash losses of Rs 32.99 crores in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the

# Independent Auditors' Report

## Annexure A to the Independent Auditors' Report - 31 March 2022 (Continued)

date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Vijay Mathur**

*Partner*

Membership No.: 046476

UDIN: 22046476AJRZGK2413

Mumbai  
May 27, 2022

# Independent Auditors' Report

(Referred to in our report of even date)

## Annexure 1

Name of Statute	Nature of Dues	Amount not deposited on account of demand (₹ In crores)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty	0.46	2012-13, 2013-14	Commissioner (Appeals)
Central Excise Act, 1944	Excise duty	0.50	2011-12, 2013-15, 2014-15,	Assistant Commissioner
Central Excise Act, 1944	Excise duty	0.50	2008-11, 2009-13, 2010-11, 2013-16,2020-21	CESTAT
Central Sales Tax Act 1956 and Local Sales Tax Act	Sales Tax	11.12	2002-03, 2003-04	Supreme Court
Octroi	Octroi	0.24	1997-2003	Tribunal
Octroi	Octroi	0.03	1997-98	Deputy Commissioner
Octroi	Octroi	0.02	1998-99, 2000-01	Supreme Court
Maharashtra Stamp Act	Stamp duty	1.82	2000-01	Controlling Revenue Authority
Income-tax Act, 1961	Income tax	42.86	AY 2006-2007, AY 2007-2008, AY 2008 - 2009, AY 2015-2016, AY 2016-2017, AY 2018-2019	Assessing Officer
Income-tax Act, 1961	Income tax	5.86	AY 2009 - 2010 AY 2013-2014 AY 2014-2015	CIT
Income-tax Act, 1961	Income tax	19.96	AY 2010-11 AY 2011-2012 AY 2012-13	ITAT
Income-tax Act, 1961	Income tax	28.65	AY 2009 - 2010 AY 2013-2014 AY 2014-2015	High Court

## Annexure B to the Independent Auditors' report on the standalone financial statements of Godrej Industries Limited for the year ended 31 March 2022

### Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

#### Opinion

We have audited the internal financial controls with reference to standalone financial statements of Godrej Industries Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2022, 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 issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are 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. These responsibilities include

# Independent Auditors' Report

## Annexure B to the Independent Auditors' report on the standalone financial statements (Continued)

### Management's Responsibility for Internal Financial Controls (Continued)

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 (hereinafter referred to as "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 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 standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether 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, 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 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 Standalone Financial Statements

A company's internal financial controls 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 controls with reference to standalone financial statements include 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 controls 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.

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Vijay Mathur**

*Partner*

Membership No.: 046476

UDIN: 22046476AJRZGK2413

Mumbai  
May 27, 2022

# Balance Sheet as at March 31, 2022

Amount ₹ in Crore

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property, Plant and Equipment	3	1,260.22	1,245.99
Capital Work in Progress	3a	38.13	72.83
Right-of-use Assets	38	37.07	47.36
Investment Property	3b	446.45	474.19
Other Intangible Assets	3c	2.57	2.15
Financial Assets			
Investments in Subsidiaries and Associates	4	4,765.97	2,660.62
Other Investments	4a	20.14	21.85
Loans	5	0.87	0.78
Other Financial Assets	6	6.40	8.90
Deferred Tax Assets (Net)	7	0.50	0.50
Other Tax Assets (Net)		68.20	46.89
Other Non Current Assets	8	6.22	0.94
<b>Current Assets</b>			
Inventories	9	632.05	410.54
Financial Assets			
Investments	10	760.69	1,315.73
Trade Receivables	11	400.28	249.72
Cash and cash equivalents	12a	93.05	67.16
Bank balances other than Cash and Cash equivalents	12b	60.85	50.93
Loans	13	0.22	0.24
Other Financial Assets	14	22.84	17.46
Other Current Assets	15	66.57	58.47
<b>TOTAL ASSETS</b>		<b>8,689.29</b>	<b>6,753.25</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	16	33.66	33.66
Other Equity	17	1,449.56	1,492.64
<b>Total Equity</b>		<b>1,483.22</b>	<b>1,526.30</b>
<b>LIABILITIES</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities			
Borrowings	18	3,301.78	1,955.58
Lease Liabilities	38	28.74	37.32
Provisions	19	16.41	14.82
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	20	2,858.32	2,440.85
Lease Liabilities	38	11.73	13.59
Trade Payables	21		
Outstanding dues of Micro and Small Enterprises		62.98	27.30
Outstanding dues of Creditors other than Micro and Small Enterprises		682.25	609.90
Other Financial Liabilities	22	202.72	100.65
Other Current Liabilities	23	27.56	14.98
Provisions	24	6.45	4.83
Current Tax Liabilities (Net)		7.13	7.13
<b>Total Liabilities</b>		<b>7,206.07</b>	<b>5,226.95</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>8,689.29</b>	<b>6,753.25</b>
Significant Accounting Policies	2		

The accompanying notes form an integral part of the Standalone financial statements

As per our Report attached

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**  
CIN No.: L24241MH1988PLC097781

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Regn. No.: 101248W / W-100022

**N. B. Godrej**  
Chairman and Managing Director  
DIN: 00066195  
Boston, May 27, 2022

**N. S. Nabar**  
Executive Director & President (Chemicals)  
DIN: 06521655

**Vijay Mathur**  
Partner  
M.No.: 046476  
Mumbai, May 27, 2022

**Clement Pinto**  
Chief Financial Officer

**Tejal Jariwala**  
Company Secretary

# Statement of Profit and Loss for the year ended March 31, 2022

Amount ₹ in Crore

Particulars	Note No.	Year Ended March 31, 2022	Year Ended March 31, 2021
Revenue from Operations	27	3,339.60	1,855.53
Other Income	28	74.61	64.05
<b>Total Income</b>		<b>3,414.21</b>	<b>1,919.58</b>
<b>Expenses</b>			
Cost of Materials Consumed	29	2,357.76	1,362.68
Purchases of Stock in Trade		63.87	0.57
Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress	30	(74.27)	(77.24)
Employee Benefits Expenses	31	168.64	136.00
Finance Costs	32	363.90	237.51
Depreciation and Amortisation Expense	33	74.80	72.18
Other Expenses	34	439.69	296.75
<b>Total Expenses</b>		<b>3,394.39</b>	<b>2,028.45</b>
Profit / (Loss) Before Exceptional Items and Tax		19.82	(108.87)
Exceptional Items (net)	35	(64.01)	1.27
(Loss) Before Tax		(44.19)	(107.60)
Tax Expense			
Current Tax	37	-	-
Deferred Tax		-	(0.06)
Total Tax Expenses		-	(0.06)
<b>(Loss) After Tax for the Year</b>		<b>(44.19)</b>	<b>(107.54)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Profit or Loss			
Remeasurements of defined benefit plans		(1.63)	0.76
Income Tax on Items that will not be reclassified to Profit or Loss		-	-
		<b>(1.63)</b>	<b>0.76</b>
<b>Total Comprehensive (Loss) for the Year</b>		<b>(45.82)</b>	<b>(106.78)</b>
Earnings Per Equity Share (Face Value ₹ 1 each)	36		
Basic		(1.31)	(3.20)
Diluted		(1.31)	(3.19)
Significant Accounting Policies	2		

The accompanying notes form an integral part of the Standalone financial statements

As per our Report attached

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Regn. No.: 101248W / W-100022

**Vijay Mathur**  
Partner  
M.No.: 046476  
Mumbai, May 27, 2022

**N. B. Godrej**  
Chairman and Managing Director  
DIN: 00066195  
Boston, May 27, 2022

**Clement Pinto**  
Chief Financial Officer

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**  
CIN No.: L24241MH1988PLC097781

**N. S. Nabar**  
Executive Director & President (Chemicals)  
DIN: 06521655

**Tejal Jariwala**  
Company Secretary

## Statement of Changes in Equity for the year ended March 31, 2022

### Equity Share Capital (Refer Note 16)

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount ₹ In Crore	No. of Shares	Amount ₹ In Crore
Balance at the beginning of the year	336,525,098	33.66	336,466,016	33.65
Changes in equity share capital during the year*	59,215	0.00	59,082	0.01
Balance at the end of the year	336,584,313	33.66	336,525,098	33.66

\* Amount less than ₹ 0.01 crore.

### Other Equity (Refer Note 17)

Amount ₹ in Crore

Particulars	Other Equity						Items of Other Comprehensive Income	Total
	Retained Earnings	General Reserve	Capital Redemption Reserve	Security Premium Reserve	Capital Reserve	Employee Stock Grant Outstanding		
<b>Balance at April 01, 2020</b>	<b>552.01</b>	<b>52.70</b>	<b>31.46</b>	<b>916.63</b>	<b>46.25</b>	<b>4.31</b>	<b>(6.37)</b>	<b>1,596.99</b>
(Loss) for the year	(107.54)							(107.54)
Other Comprehensive Income (net of tax)							0.76	0.76
Transfer from Employee Stock Option Grant				3.18		(3.18)		-
Exercise of Stock Grant (Net of Deferred Stock Grant Expense)						2.43		2.43
<b>Balance at March 31, 2021</b>	<b>444.47</b>	<b>52.70</b>	<b>31.46</b>	<b>919.81</b>	<b>46.25</b>	<b>3.56</b>	<b>(5.61)</b>	<b>1,492.64</b>
(Loss) for the year	(44.19)							(44.19)
Other Comprehensive Income (net of tax)							(1.63)	(1.63)
Transfer from Employee Stock Option Grant				2.79		(2.79)		-
Exercise of Stock Grant (Net of Deferred Stock Grant Expense)						2.74		2.74
<b>Balance at March 31, 2022</b>	<b>400.28</b>	<b>52.70</b>	<b>31.46</b>	<b>922.60</b>	<b>46.25</b>	<b>3.51</b>	<b>(7.24)</b>	<b>1,449.56</b>

A description of the purposes of each Reserve within Equity has been disclosed in Note 17

The accompanying notes form an integral part of the Standalone financial statements

As per our Report attached

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**  
CIN No.: L24241MH1988PLC097781

#### For B S R & Co. LLP

Chartered Accountants  
Firm Regn. No.: 101248W / W-100022

#### Vijay Mathur

Partner  
M.No.: 046476  
Mumbai, May 27, 2022

#### N. B. Godrej

Chairman and Managing Director  
DIN: 00066195  
Boston, May 27, 2022

#### Clement Pinto

Chief Financial Officer

#### N. S. Nabar

Executive Director & President (Chemicals)  
DIN: 06521655

#### Tejal Jariwala

Company Secretary

## Cash Flow Statement for the year ended March 31, 2022

Particulars	Amount ₹ in Crore	
	Year ended March 31, 2022	Year ended March 31, 2021
<b>1 Cash Flow From Operating Activities:</b>		
<b>(Loss) Before Tax</b>	(44.19)	(107.60)
Adjustments for:		
Depreciation and Amortisation	74.80	72.18
Write down of Property, Plant and Equipment	66.57	-
Unrealised Foreign Exchange (gain) / Loss	4.68	(8.64)
(Profit) on Sale of Investments	(26.84)	(4.77)
Loss on Sale of Property, Plant & Equipment (Net)	0.35	0.24
Write Off of Property, Plant & Equipment	1.01	-
Profit on Investments measured at Fair Value through Profit and Loss	(10.20)	(25.44)
(Profit) on sale of subsidiary	(2.56)	(1.27)
Interest Income	(4.08)	(2.80)
Interest & Finance Charges	363.90	237.51
Employee Share based Payments	2.68	2.43
Provision for Loss Allowance and Sundry Balances (net)	0.85	0.69
<b>Operating Profit Before Working Capital Changes</b>	<b>426.97</b>	<b>162.53</b>
Adjustments for :		
Increase in Non-financial Liabilities	14.16	7.88
Increase in Financial Liabilities	134.44	233.08
(Increase) in Inventories	(221.51)	(156.70)
(Increase) in Non-financial Assets	(7.85)	(23.04)
(Increase) in Financial Assets	(166.27)	(74.13)
Cash Generated from Operations	179.94	149.62
Direct Taxes Paid	(21.31)	(11.12)
<b>Net Cash Generated from Operating Activities</b>	<b>158.63</b>	<b>138.50</b>
<b>2 Cash Flow from Investing Activities:</b>		
Purchase of Property, Plant & equipment, Investment Property & Intangibles (net)	(85.44)	(361.43)
Proceeds from Sale of Property, Plant & equipment	0.29	0.24
Purchase of Investments	(5,466.62)	(3,240.20)
Purchase of Investments in Subsidiaries	(2,105.35)	(61.06)
Proceeds from Sale of Subsidiary	5.73	1.27
Proceeds from Sale of Investments	6,059.89	1,946.72
Interest Received	4.05	1.93
<b>Net Cash (used in) Investing Activities</b>	<b>(1,587.45)</b>	<b>(1,712.53)</b>
<b>3 Cash Flow from Financing Activities:</b>		
Proceeds from issue of Equity shares	-	0.59
Proceeds from Non Current Borrowings	1,500.00	1,500.00
Net Proceeds / (Repayment) from Current Borrowings	364.58	89.10
(Repayment) of Lease Liabilities	(14.24)	(13.91)
(Repayment) of Non Current Borrowings	(100.96)	(62.50)
Interest & Finance Charges Paid	(294.67)	(189.80)
<b>Net Cash Generated from Financing Activities</b>	<b>1,454.71</b>	<b>1,323.48</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents</b>	<b>25.89</b>	<b>(250.55)</b>
Cash and Cash Equivalents (Opening Balance)	67.16	317.71
Cash and Cash Equivalents (Closing Balance)	93.05	67.16



## Cash Flow Statement for the year ended March 31, 2022

Notes :

Amount ₹ in Crore

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>1 Cash and Cash Equivalents</b>		
Balances with Banks		
(a) Current Accounts	17.27	16.31
(b) Deposits having maturity less than 3 months	75.25	50.40
Cash on hand	0.53	0.45
<b>Cash and Cash Equivalents</b>	<b>93.05</b>	<b>67.16</b>

## 2 Reconciliation of Liabilities arising from Financing activities

Amount ₹ in Crore

Particulars	As at March 31, 2021	Cash Flow	Non Cash Changes	As at March 31, 2022
Non Current Borrowings	1,955.58	1,346.15	0.05	3,301.78
Current Maturities of Long Term Debts (included under Current Borrowings)	100.96	52.89	-	153.85
Current Borrowings	2,339.89	364.58	-	2,704.47
<b>Total Borrowings</b>	<b>4,396.43</b>	<b>1,763.62</b>	<b>0.05</b>	<b>6,160.10</b>

3 The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

4 The accompanying notes form an integral part of the Standalone financial statements.

As per our Report attached

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**  
CIN No.: L24241MH1988PLC097781

**For B S R & Co. LLP**

Chartered Accountants

Firm Regn. No.: 101248W / W-100022

**N. B. Godrej**

Chairman and Managing Director

DIN: 00066195

Boston, May 27, 2022

**N. S. Nabar**

Executive Director &amp; President (Chemicals)

DIN: 06521655

**Vijay Mathur**

Partner

M.No.: 046476

Mumbai, May 27, 2022

**Clement Pinto**

Chief Financial Officer

**Tejal Jariwala**

Company Secretary

# Notes to the Standalone Financial Statements

## Note 1 : General Information

### 1 Corporate Information

Godrej Industries Limited ("the Company") was incorporated under the Companies Act, 1956 on March 7, 1988 under the name of Gujarat-Godrej Innovative Chemicals Limited. The business and undertaking of the erstwhile Godrej Soaps Limited was transferred to the Company under a Scheme of Amalgamation with effect from April 1, 1994 and the Company's name was changed to Godrej Soaps Limited. Subsequently, under a Scheme of Arrangement the Consumer Products division of the Company was demerged with effect from April 1, 2001 into a separate company, Godrej Consumer Products Limited (GCPL).

The Company's name was changed to Godrej Industries Limited on April 2, 2001. The Vegetable Oils and Processed Foods Manufacturing business of Godrej Foods Limited was transferred to the Company with effect from June 30, 2001. The Foods division (except Wadala factory) was then sold to Godrej Hershey Limited, on March 31, 2006. Swadeshi Detergents Limited, 100% subsidiary of the Company, was amalgamated with the Company effective from April 01, 2013. Wadala Commodities Limited was amalgamated with the Company effective from April 01, 2014. Vora Soaps Limited was amalgamated with the Company effective from December 14, 2017.

The Company is domiciled in India and is listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Company's registered office is at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (east), Mumbai – 400 079. The Company is engaged in the businesses of manufacture and marketing of oleo-chemicals, their precursors and derivatives, bulk edible oils & seeds, estate management and investment activities.

### 2 (a) Basis of preparation

These standalone financial statements have been prepared on accrual basis to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the "Ind As") as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other generally accepted accounting principles in India.

The financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The standalone financial statements of the Company for the year ended March 31, 2022 were approved for issue in accordance with the resolution of the Board of Directors on May 27, 2022.

### (b) Basis of measurement

These financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:-

- Certain financial assets and liabilities (including derivative instruments) measured at fair value (refer accounting policy 9 regarding financial assets and 10 regarding financial liabilities)
- Defined benefit plans – plan assets/(liability) and share-based payments measured at fair value (Refer Note 39 and 40)

### 3 Functional and presentation currency

The standalone financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest crore, unless otherwise indicated.

### 4 Key estimates, Judgements and assumptions

The preparation of financial statements requires Management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual

# Notes to the Standalone Financial Statements

results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

Information about critical judgments in applying accounting policies that have the most significant effect on the carrying amounts of assets and liabilities and in respect of assumptions and estimates on uncertainties are as follows:-

- Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized. (refer accounting policy 1 regarding Property, plant and equipment)
- Impairment of Property, Plant and Equipments, Investments and Investment Property (Refer Note 3 and 4 )
- Recognition and measurement of defined benefit obligations (Refer Note 19, 24 and 39)
- Recognition of deferred tax assets (Refer Note 7 and 37)
- Fair value of financial instruments (Refer Note 42)
- Provisions and Contingent Liabilities (Refer Note 19, 24 and 25)
- Leases (Refer Note 38)

## 5 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1<sup>st</sup>, 2022, Key amendments are as below:

### Ind AS 16 - Property Plant and equipment-

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

### Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets -

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that related directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

None of the amendments notified by MCA, which are applicable from April 1, 2022, are expected to have any material impact on the financial statements of the Company.

## 6 Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The Management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

# Notes to the Standalone Financial Statements

## Note 1 : General Information (Continued)

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## Note 2 : Significant Accounting Policies

### 1 Property, Plant and Equipment

#### (i) Recognition and measurement

Property, plant and equipment (PPE) are measured at Original cost net of tax / duty credit availed less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Advances paid towards the acquisition of PPE outstanding at each reporting date are classified as capital advances under Other Non-Current Assets and Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

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

Capital expenditure on tangible assets for Research and Development is classified under Property, Plant and Equipment and is depreciated on the same basis as other property, plant and equipment.

Property, Plant and equipment are derecognised from financial statement on disposal and gains or losses arising from disposal are recognised in the Statement of Profit and Loss in the year of occurrence.

#### (ii) Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

When significant parts of Property, Plant and Equipments are required to be replaced, the Company derecognises the replaced part and recognises the new part with it's own associated useful life and it is depreciated accordingly.

#### (iii) Depreciation

Depreciation is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013 except where the Company, based on technical evaluation, the condition of the plants, regular maintenance schedule, material of construction and past experience, has considered useful life of the following items of PPE different from that prescribed in Schedule II to the Act.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The range of useful lives of the property, plant and equipment are as follows:

- a) Plant and Machinery - 7 - 30 years
- b) Furniture and fixtures - 7- 10 years
- c) Office Equipments - 2 - 5 years
- d) Factory Building - 10- 30 years
- e) Non Factory Building - 10- 60 years

# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

- f) Vehicles - 3- 8 years
- g) Leasehold land - Lower of useful life & Lease Period.
- h) Assets costing less than INR 5,000 are depreciated at 100% in the year of acquisition.

## 2 Investment Property

### (i) Recognition and measurement

Investment Property comprises of Freehold Land and Buildings.

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

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of derecognition.

### (ii) Depreciation

Depreciation on Building classified as Investment Property is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013.

## 3 Intangible Assets

### (i) Recognition and measurement

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

Intangible assets are initially measured at cost and are subsequently measured at cost less accumulated amortization (other than goodwill and indefinite life intangibles) and any accumulated impairment losses.

Gain or loss arising from derecognition of an intangible asset is recognised in the Statement of Profit and Loss.

### (ii) Amortisation

Intangible Assets are amortised over the estimated useful life on Straight Line Method (SLM).

The useful lives of Intangible assets are assessed as either finite or indefinite. The amortisation period and the amortisation method for an intangible asset with finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Indefinite life intangibles are not amortised but are tested for impairment annually and whenever there is an indication that the intangible asset may be impaired.

Computer Software is amortised in a Straight Line basis over a period of 3 years

## 4 Impairment of non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried

# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods which no longer exists or may have decreased, such impairment loss is reversed in the Statement of Profit and Loss only, to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

## 5 Investments in Subsidiaries and Associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associate and jointly controlled entities, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

## 6 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined using the weighted average method. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

If payment for inventory is deferred beyond normal credit terms then cost is determined by discounting the future cash flows at an interest rate determined with reference to market rates. The difference between the total cost and the deemed cost is recognised as interest expense over the period of financing under the effective interest method.

Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at lower of cost and net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

## 7 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, bank balances and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## 8 Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

## 9 Financial Assets

### (i) Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the Statement of Profit and Loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

### (ii) Classification and Subsequent measurement

Financial assets are subsequently classified and measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

### (iii) Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instruments

### (iv) Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

- Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.
- Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'Other Income' in the Statement of Profit and Loss.
- Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'Other Income' in the Statement of Profit and Loss.

### (v) Equity Instruments

All investments in equity instruments classified under financial assets are initially measured at fair value and the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'Other Income' in the Statement of Profit and Loss.

### (vi) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

### (vii) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

## 10 Financial Liabilities

### (i) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### (ii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR (Effective Interest Rate) method or are measured at fair value through profit and loss with changes in fair value being recognised in the Statement of Profit and Loss.

### (iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. Financial Liability is also derecognised on modification of terms of contract and when cashflows under modified terms are substantially different.

## 11 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 12 Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. The Company also uses commodity futures contracts to hedge the exposure to oil price risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. The subsequent changes in fair value are recorded in Statement of Profit and Loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. The Company does not follow hedge accounting.

## 13 Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.



# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed 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 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 obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Capital Commitments includes the amount of purchase orders (net of advance) issued to parties for acquisition of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

## 14 Revenue Recognition

### Revenue from contracts with customers

Sales are recognised when goods are supplied and control over the Goods sold is transferred to the buyer which is on despatch / delivery as per the terms of contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods. Sales are net of returns, trade discounts, rebates and sales taxes / Goods and Service Tax (GST).

Income from processing operations is recognised on completion of production / dispatch of the goods, as per the terms of contract.

### Other Operating Revenue

Dividend income is recognised when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Export Incentives are accrued when there is reasonable assurance that they will be received and the Company will comply with the conditions associated with such incentives.

### Other Income

Income on assets given on operating lease is recognised on a straight line basis over the lease term in the Statement of Profit and Loss.

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

## 15 Employee Benefits

### (i) Short-Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

The Company has a scheme of Performance Linked Variable Remuneration (PLVR) which rewards its employees based on Economic Value Added (EVA) or Profit Before Tax (PBT) and Cashflow. The PLVR amount is related to actual improvement made in EVA or PBT and Cashflow over the previous year when compared with expected improvements.

# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

### (ii) Post Employment Benefits

#### (a) Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due.

#### (b) Defined Benefit Plans

##### Gratuity Fund

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognized immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

##### Provident Fund

Provident Fund Contributions other than those made to the Regional Provident Fund Office of the Government which are made to the Trust administered by the Company are considered as Defined Benefit Plans. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any which is determined on the basis of an actuarial valuation, shall be made good by the Company. The calculation of defined benefit obligations is performed at each reporting period by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

##### Pension

Pension plan for eligible employees are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet.

### (iii) Other Long-Term Employee Benefits

The Company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods and are provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Remeasurement of net obligation are recognised immediately in the Statement of Profit and Loss.

### (iv) Termination Benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

## 16 Share-Based Payments

Employees of the Company also receive remuneration in the form of share based payments in consideration of the services rendered.

Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated on the basis of the Black Scholes model. At the end of each reporting period,

# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

apart from the non market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Company issues fresh equity shares.

When the terms of an equity-settled award are modified, an additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

## 17 Leases

Effective 1<sup>st</sup> April, 2019, the company adopted IND AS 116 - Leases.

At the inception it is assessed, whether a contract is a lease or contains a lease. A contract is a lease or contains a lease if it 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, company assesses whether the contract involves the use of an identified asset. Use may be specified explicitly or implicitly.

- (i) Use should be physically distinct or represent substantially all of the capacity of a physically distinct asset.
- (ii) If the supplier has a substantive substitution right, then the asset is not identified.
- (iii) Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use.
- (iv) Company has the right to direct the use of the asset.
- (v) In cases where the usage of the asset is predetermined the right to direct the use of the asset is determined when the company has the right to use the asset or the company designed the asset in a way that predetermines how and for what purpose it will be used.

At the commencement or modification of a contract, that contains a lease component, company allocates the consideration in the contract, to each lease component, on the basis of its relative standalone prices. For leases of property, it is elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

### As a Lessee:

Company recognizes a right-of-use asset and a lease liability at the lease commencement date.

#### Right-of-use asset (ROU):

The right-of-use asset is initially measured at cost. Cost comprises of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred by the lessee, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

After the commencement date, a lessee shall measure the right-of-use asset applying cost model, which is Cost less any accumulated depreciation and any accumulated impairment losses and also adjusted for certain re-measurements of the lease liability.

Right-of-use asset is depreciated using straight-line method from the commencement date to the end of the lease term. If the lease transfers the ownership of the underlying asset to the company at the end of the lease term or the cost of the right-of-use asset reflects company will exercise the purchase option, ROU will be depreciated over the useful life of the underlying asset, which is determined based on the same basis as property, plant and equipment."

#### Lease liability:

Lease liability is initially measured at the present value of lease payments that are not paid at the commencement date. Discounting is done using the implicit interest rate in the lease, if that rate cannot be readily determined, then using company's incremental borrowing rate. Incremental borrowing rate is determined based on entity's borrowing rate adjusted for terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprises of fixed payments (including in substance fixed payments), variable lease payments that depends on an index or a rate, initially measured using the index or rate at

# Notes to the Standalone Financial Statements

## Note 2 : Significant Accounting Policies (Continued)

the commencement date, amount expected to be payable under a residual value guarantee, the exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

Lease liability is measured at amortised cost using the effective interest method. Lease liability is re-measured when there is a change in the lease term, a change in its assessment of whether it will exercise a purchase, extension or termination option or a revised in-substance fixed lease payment, a change in the amounts expected to be payable under a residual value guarantee and a change in future lease payments arising from change in an index or rate.

When the lease liability is re-measured corresponding adjustment is made to the carrying amount of the right-of-use asset. If the carrying amount of the right-of-use asset has been reduced to zero it will be recorded in statement of profit and loss.

Right-of-use asset is presented as a separate category under "Non-current assets" and lease liabilities are presented under "Financial liabilities" in the balance sheet.

Company has elected not to recognise right-of-use assets and lease liabilities for short term leases. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

### Lessor:-

At the commencement or modification of a contract, that contains a lease component, the Company allocates the consideration in the contract, to each lease component, on the basis of its relative standalone prices.

At the inception of the lease, it is determined whether it is a finance lease or an operating lease. If the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset, then it is a financial lease, otherwise it is an operating lease.

If the lease arrangement contains lease and non-lease components, then the consideration in the contract is allocated using the principles of IND AS 115. The company tests for the impairment losses at the year end. Payment received under operating lease is recognised as income on straight line basis, over the lease term.

## 18 Research and Development Expenditure

Revenue expenditure on Research & Development is charged to the Statement of Profit and Loss of the year in which it is incurred. Capital expenditure incurred during the year on Research & Development is included under additions to Property, plant and equipments (PPE).

## 19 Borrowing Costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

## 20 Foreign Exchange Transactions

- (i) The standalone financial statements of the Company are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.
- (ii) Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the period end are translated at closing rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign currency transactions are recognised in the Statement of Profit and Loss. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.
- (iii) Realised gains or losses on cancellation of forward exchange contracts are recognised in the Standalone Statement of Profit and Loss of the period in which they are cancelled.

## Notes to the Standalone Financial Statements

### Note 2 : Significant Accounting Policies (Continued)

#### 21 Taxes on Income

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

##### (i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

##### (ii) Minimum Alternate Tax (MAT)

MAT credit is recognised as a deferred tax assets only when and to the extent there is convincing evidence that the Company will pay normal tax during specified period. MAT credit is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

##### (iii) Deferred Tax

Deferred income tax is recognised using the balance sheet approach in respect of temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred Tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

#### 22 Earnings Per Share

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

# Notes to the Standalone Financial Statements

## Note 3 : Property, Plant and Equipment

Particulars	Amount ₹ in Crore										
	Freehold Land	Leasehold Land	Leasehold Improvements	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles - Own	Computer Hardware	Office Equipments	Research Centre	Total
<b>Gross Carrying Amount</b>											
Balance as at April 01, 2020	3.45	23.07	4.99	724.41	706.31	21.48	33.91	17.66	21.85	0.97	1,558.10
Additions	0.26	-	3.05	1.20	16.17	0.45	0.62	1.22	2.85	0.16	25.98
Disposals	-	-	-	(35.19)	-	-	(1.00)	(0.03)	-	-	(36.22)
<b>Balance as at March 31, 2021</b>	<b>3.71</b>	<b>23.07</b>	<b>8.04</b>	<b>690.42</b>	<b>722.48</b>	<b>21.93</b>	<b>33.53</b>	<b>18.85</b>	<b>24.70</b>	<b>1.13</b>	<b>1,547.86</b>
Additions	9.71	-	-	-	95.22	0.84	1.34	6.31	0.21	0.01	113.64
Disposals / Adjustments (refer note 3b)	-	-	-	20.56	(1.60)	(0.01)	(1.54)	(0.07)	(0.01)	-	17.33
<b>Balance as at March 31, 2022</b>	<b>13.42</b>	<b>23.07</b>	<b>8.04</b>	<b>710.98</b>	<b>816.10</b>	<b>22.76</b>	<b>33.33</b>	<b>25.09</b>	<b>24.90</b>	<b>1.14</b>	<b>1,678.83</b>
<b>Accumulated Depreciation</b>											
Balance as at March 31, 2020	-	1.35	0.03	76.17	117.23	9.70	16.89	13.79	17.44	0.45	253.05
Charge for the year	-	0.27	1.34	16.58	24.96	2.07	4.18	1.65	1.44	0.14	52.63
Disposals	-	-	-	(3.25)	-	-	(0.51)	(0.03)	(0.01)	-	(3.80)
<b>Balance as at March 31, 2021</b>	<b>-</b>	<b>1.62</b>	<b>1.37</b>	<b>89.50</b>	<b>142.19</b>	<b>11.77</b>	<b>20.56</b>	<b>15.41</b>	<b>18.87</b>	<b>0.59</b>	<b>301.88</b>
Charge for the year (refer note 4 below)	-	0.27	1.53	22.04	85.12	2.12	2.74	2.05	1.40	0.15	117.42
Disposals / Adjustments (refer note 3 b)	-	-	-	0.90	(0.69)	(0.01)	(0.81)	(0.07)	-	-	(0.68)
<b>Balance as at March 31, 2022</b>	<b>-</b>	<b>1.89</b>	<b>2.90</b>	<b>112.44</b>	<b>226.62</b>	<b>13.88</b>	<b>22.49</b>	<b>17.39</b>	<b>20.27</b>	<b>0.74</b>	<b>418.62</b>
<b>Net Carrying Amount</b>											
Balance as at March 31, 2021	3.71	21.45	6.67	600.92	580.29	10.16	12.97	3.44	5.83	0.54	1,245.99
Balance as at March 31, 2022	13.42	21.18	5.14	598.54	589.48	8.88	10.84	7.70	4.63	0.40	1,260.22

Notes :

1. Refer Note No 26 for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment.
2. No Property, Plant and Equipment is pledged as security by the Company.
3. Additions to Property, Plant and Equipments includes ₹ 3.75 crore (previous year ₹ NIL) on account of Capitalisation of borrowing cost on eligible project.
4. The Company has reassessed the future economic benefits from certain Plant and Machinery and considering expected usage and market conditions, it has recorded an exceptional expense of ₹ 66.57 crore to write down the Property, Plant & Equipment to estimated recoverable amount. (Refer Note 35)

# Notes to the Standalone Financial Statements

## Note 3a : Capital Work in Progress

₹ in Crore

Particulars	Property, Plant and Equipment	Investment Property	Total
<b>Balance as at April 01, 2020</b>	<b>17.95</b>	-	<b>17.95</b>
Additions during the year	77.95	0.16	78.11
Capitalised during the year	(23.07)	(0.16)	(23.23)
<b>Balance as at March 31, 2021</b>	<b>72.83</b>	-	<b>72.83</b>
Additions during the year	76.61	-	76.61
Capitalised during the year	(111.31)	-	(111.31)
<b>Balance as at March 31, 2022</b>	<b>38.13</b>	-	<b>38.13</b>

### Note

- Additions to Capital Work in Progress includes ₹ 2.69 crore (previous year ₹ 1.05 crore) on account of Capitalisation of borrowing cost on eligible project.
- Capital Work in Progress ageing schedule

₹ in Crore

Particulars	Projects in progress	Projects temporarily suspended	Total
<b>Balance as at March 31, 2021</b>			
Less than 1 year	62.64	-	62.64
1-2 years	9.50	-	9.50
2-3 years	0.69	-	0.69
More than 3 years	-	-	-
<b>Total</b>	<b>72.83</b>	-	<b>72.83</b>
<b>Balance as at March 31, 2022</b>			
Less than 1 year	37.52	-	37.52
1-2 years	0.43	-	0.43
2-3 years	0.18	-	0.18
More than 3 years	-	-	-
<b>Total</b>	<b>38.13</b>	-	<b>38.13</b>

- Projects Overdue as compared to Original timeline

₹ in Crore

Particulars	Project at Ambernath Factory	Projects at Valia Factory
To be Completed in		
Less than 1 year	0.47	8.09
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-

# Notes to the Standalone Financial Statements

## Note 3b : Investment Property

₹ in Crore

Particulars	Freehold Land	Buildings	Total
<b>Gross Carrying Amount</b>			
Balance as at April 01, 2020	0.38	179.12	179.50
Additions	-	315.71	315.71
Disposals	-	-	-
<b>Balance as at March 31, 2021</b>	<b>0.38</b>	<b>494.83</b>	<b>495.21</b>
Additions / Adjustments	-	0.26	0.26
Disposals / Adjustments (refer note 3)	-	(20.56)	(20.56)
<b>Balance as at March 31, 2022</b>	<b>0.38</b>	<b>474.53</b>	<b>474.91</b>
<b>Accumulated Depreciation</b>			
Balance as at April 01, 2020	-	13.12	13.12
Charge for the year	-	4.63	4.63
Disposals	-	3.27	3.27
<b>Balance as at March 31, 2021</b>	<b>-</b>	<b>21.02</b>	<b>21.02</b>
Charge for the year	-	8.34	8.34
Disposals / Adjustments	-	(0.90)	(0.90)
<b>Balance as at March 31, 2022</b>	<b>-</b>	<b>28.46</b>	<b>28.46</b>
<b>Net Carrying Amount</b>			
Balance as at March 31, 2021	0.38	473.81	474.19
Balance as at March 31, 2022	0.38	446.07	446.45
<b>Fair Value</b>			
As at March 31, 2021	4.15	512.60	516.75
As at March 31, 2022	10.88	519.87	530.75

Notes :

- Information regarding income and expenditure of Investment Property

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Rental income derived from investment properties	28.99	11.54
Direct operating expenses	7.11	3.91
Gains arising from investment properties before depreciation	21.88	7.63
Less - Depreciation	8.34	4.63
Gains arising from investment properties	13.54	3.00

- The Company's investment properties consist of 16 properties in India. The Management has determined that the investment property consists of two classes of assets - Land and Building - based on the nature, characteristics and risks of each property.

The Company has no restriction on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

- The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand, age of building and trend of fair market rent in the location of the property.

The fair value is based on valuation performed by an accredited independent valuer. Fair valuation is based on replacement cost method. The fair value measurement is categorised in level 3 fair value hierarchy.



# Notes to the Standalone Financial Statements

## Note 3b : Investment Property (Continued)

### 4. Reconciliation of Fair Value

₹ in Crore

Particulars	Freehold Land	Buildings	Total
Opening balance as at April 01, 2020	4.15	186.75	190.90
Fair value changes	-	325.85	325.85
Purchases	-	-	-
Opening balance as at April 01, 2021	4.15	512.60	516.75
Fair value changes	6.73	27.57	34.30
Purchases / Transfer from Property, Plant & Equipment CWIP	-	(20.30)	(20.30)
<b>Closing balance as at March 31, 2022</b>	<b>10.88</b>	<b>519.87</b>	<b>530.75</b>

## Note 3c : Other Intangible Assets

₹ in Crore

Particulars	Computer Software
<b>Gross Carrying Amount</b>	
Balance as at April 01, 2020	5.24
Additions	1.12
Disposals	-
<b>Balance as at March 31, 2021</b>	<b>6.36</b>
Additions	1.95
Disposals	(0.01)
<b>Balance as at March 31, 2022</b>	<b>8.30</b>
<b>Accumulated Depreciation</b>	
Balance as at April 01, 2020	2.76
Charge for the year	1.45
Disposals	-
<b>Balance as at March 31, 2021</b>	<b>4.21</b>
Charge for the year	1.52
Disposals	-
<b>Balance as at March 31, 2022</b>	<b>5.73</b>
<b>Net Carrying Amount</b>	
Balance as at March 31, 2021	2.15
Balance as at March 31, 2022	2.57

# Notes to the Standalone Financial Statements

## Note 4 : Investments in Subsidiaries and Associates

₹ in Crore

Particulars	Note	Face Value	As at March 31, 2022		As at March 31, 2021	
			Number	Amount	Number	Amount
Investment in Equity Instruments at cost (Fully Paid up unless stated otherwise)						
<b>(a) Quoted Investments</b>						
(i) Subsidiaries						
Godrej Properties Limited		5	131,452,194	1,761.04	124,409,820	762.36
Godrej Agrovet Limited		10	120,018,596	810.37	115,059,634	512.86
(ii) Associates						
Godrej Consumer Products Limited		1	242,812,860	1,366.20	242,812,860	1,366.20
<b>(b) Unquoted Investments</b>						
(i) Subsidiaries						
Godrej International Limited (Isle of Man)		£1	2,105,000	14.76	2,105,000	14.76
Godrej International Trading & Investments Pte. Limited		\$1	1,000,000	4.43	1,000,000	4.43
Godrej Capital Limited (Formerly known as Pyxis Holdings Ltd)	b	10	129,033	809.17	20,000	0.01
Godrej One Premises Management Private Limited*		10	1,400	0.00	1,400	0.00
Godrej Industries Limited Employee Stock Option Trust *				0.00		0.00
(ii) Associates						
Personalitree Academy Ltd.		10	389,269	1.10	389,269	1.10
Share Application Money **				0.03		0.03
Less: Provision for Diminution in value of Investments				(1.13)		(1.13)
				-		-
				<b>4,765.97</b>		<b>2,660.62</b>
Aggregate Amount of Quoted Investments				3,937.61		2,641.42
Aggregate Amount of Unquoted Investments				829.49		20.33
Aggregate Amount of Impairment in Value of Investments				(1.13)		(1.13)
Market Value of Quoted Investments				45,433.46		41,250.55

\* Amount less than ₹ 0.01 crore.

\*\* Includes ₹ 300,000 paid towards share application money to Personalitree Academy Ltd.(an Associate Company) which is considered Doubtful.

### Notes

- a) The Board of Directors of the Company in the meeting dated 12.02.2021 has decided to transfer holding of EHFL to Pyxis Holdings Limited. Accordingly in the previous year, investment in EHFL has been shown as current investment. An application was made to the Reserve Bank of India (RBI) on April 5, 2021 to seek its approval for change in shareholding and change in Directors of Ensemble Holdings & Finance Limited (a subsidiary of the Company) (renamed as Godrej Finance Limited w.e.f. November 03, 2021) by virtue of proposed transfer of shares from its existing shareholders (i.e. Godrej Industries Limited and its nominees) to Pyxis Holdings Limited (renamed as Godrej Capital Limited w.e.f. October 26, 2021) a subsidiary of the Company. The RBI has approved the said proposal vide its letter dated June 2, 2021. The procedure for the change in the shareholding and directors as per the guidelines of the RBI has been completed. Effective August 24 2021, Godrej Finance Limited has become a direct subsidiary of Godrej Capital Limited.
- b) On March 25, 2021, Company has completed the acquisition of shares of Godrej Capital Limited (Formerly Known as Pyxis Holdings Ltd), consequent to the said acquisition, Godrej Capital Limited has become the subsidiary of the Company with effect from March 25, 2021.

## Notes to the Standalone Financial Statements

### Note 4 : Investments in Subsidiaries and Associates (Continued)

c) Information on Investment made in Subsidiaries during the year

S.No.	Name of the Company	No. Of Shares	Amount ₹ in Crore
1	Godrej Properties Limited	7,042,374	998.68
2	Godrej Agrovet Limited	4,958,962	297.51
3	Godrej Capital Limited (Formerly Known as Pyxis Holdings Ltd)	109,033	809.16

d) Information on Subsidiaries and Associates:-

(i) Information on Subsidiaries

S.No.	Name of the Company	Country of Incorporation	March 31, 2022	March 31, 2021
1	Godrej Properties Limited *	India	47.29%	44.76%
2	Godrej Agrovet Limited	India	62.47%	59.90%
3	Godrej International Limited	Isle of Man	100.00%	100.00%
4	Godrej International Trading & Investments Pte. Ltd.	Singapore	100.00%	100.00%
5	Godrej Capital Limited (Formerly known as Pyxis Holdings Ltd)	India	87.11%	51.16%
6	Godrej One Premises Management Private Limited	India	14.00%	14.00%
7	Godrej Industries Limited Employee Stock Option Trust	India	100.00%	100.00%

\* The management has evaluated that the Company continues to exercise 'de facto' control over Godrej Properties Limited.

(ii) Information on Associates

S.No.	Name of the Company	Country of Incorporation	March 31, 2022	March 31, 2021
1	Godrej Consumer Products Limited	India	23.75%	23.75%

# Notes to the Standalone Financial Statements

## Note 4a : Non Current Financial Assets - Other Investments

₹ in Crore

Particulars	Note	Face Value	As at March 31, 2022		As at March 31, 2021	
			Number	Amount	Number	Amount
<b>1 Investment in Equity Instruments (Fully Paid up unless stated otherwise)</b>						
At Fair Value Through Profit and Loss						
(a) Quoted Investments						
Agro Tech Foods Ltd.*		10	1	0.00	1	0.00
Colgate Palmolive India Ltd.*		1	2	0.00	2	0.00
Dabur India Ltd.*		1	6	0.00	6	0.00
Hindustan Unilever Ltd. *		1	751	0.15	751	0.18
Gillette India Ltd.*		10	1	0.00	1	0.00
Marico Ltd.*		1	80	0.00	80	0.00
Procter & Gamble Hygiene & Health Care Ltd.*		10	1	0.00	1	0.00
Venkys India Ltd.*		10	1	0.00	1	0.00
Advanced Enzyme Technologies Ltd.		2	3,000	0.08	3,000	0.10
Bajaj Finance Ltd. (F.V. change from ₹ 10 to ₹ 2)		2	450	0.33	450	0.23
Cera Sanitaryware Ltd.		5	1,189	0.59	1,189	0.47
DCM Ltd.		10	5,000	0.04	5,000	0.01
DCM NOUVELLE LIMITED Ltd.		10	5,000	0.12	5,000	0.05
HDFC Bank Ltd.		2	444	0.06	444	0.07
Infosys Ltd.		5	610	0.12	610	0.08
Just Dial Ltd		10	82	0.01	82	0.01
KSE Limited		10	65,467	13.88	65,467	15.06
Maruti Suzuki India Ltd.		5	50	0.04	50	0.03
Ruchi Soya Ltd*	a	2	35	0.00	35	0.00
Ujjivan Financial Services Ltd.		10	12,204	0.12	12,204	0.26
Vadilal Industries Ltd.		10	2,000	0.28	2,000	0.18
Whirlpool of India Ltd.		10	500	0.08	500	0.11
Zicom Electronics Sec. System Ltd.		10	173,918	0.00	173,918	0.03
Bharat Petroleum Corporation Limited		10	2,000	0.07	2,000	0.09
Wockhardt Ltd.		5	1,000	0.03	1,000	0.04
				<b>16.00</b>		<b>17.00</b>
(b) Unquoted Investments						
Bharuch Eco-Aqua Infrastructure Ltd.		10	440,000	0.44	440,000	0.44
Less : Provision for Impairment in the Value of Investment				(0.44)		(0.44)
				-		-
Avesthagen Ltd.		7	469,399	12.43	469,399	12.43
Less : Provision for Impairment in the Value of Investment				(12.43)		(12.43)
				-		-
CBay Infotech Ventures Pvt. Ltd.		10	112,579	2.33	112,579	2.33
Less : Provision for Impairment in the Value of Investment				(2.33)		(2.33)
				-		-
Gharda Chemicals Ltd.	b	100	114	0.12	114	0.12
Less : Provision for Impairment in the Value of Investment				(0.12)		(0.12)
				-		-

# Notes to the Standalone Financial Statements

## Note 4a : Non Current Financial Assets - Other Investments (Continued)

₹ in Crore

Particulars	Note	Face Value	As at March 31, 2022		As at March 31, 2021	
			Number	Amount	Number	Amount
HyCa Technologies Pvt. Ltd.		10	12,436	1.24	12,436	1.24
Less : Provision for Impairment in the Value of Investment				(1.24)		(1.24)
				-		-
Tahir Properties Ltd (Partly paid) *	c	100	25	0.00	25	0.00
Boston Analytics Inc.		\$1	1,354,129	6.91	1,354,129	6.91
Less : Provision for Impairment in the Value of Investment				(6.91)		(6.91)
				-		-
The Saraswat Co-op Bank Ltd.		10	1,000	0.02	1,000	0.02
Isprava Vesta Pvt. Ltd. (previously known as Isprava Technologies Ltd.)		10	195,831	0.04	195,831	0.04
Isprava Hospitality Pvt. Ltd.		10	35,434	0.03	35,434	0.04
Clean Max Enviro Energy Solution Pvt Ltd.		10	3,133	1.01	3,133	1.01
Brookings Institution India Centre*		100	125	0.00	125	0.00
<b>2 Investment in Preference Shares (Fully Paid up unless stated otherwise)</b>						
At Fair Value Through Profit and Loss						
(a) Unquoted Investment						
Tahir Properties Ltd (Class - A) (partly paid) *		100	25	0.00	25	0.00
Less: Forfeited*				0.00		0.00
				<b>0.00</b>		<b>0.00</b>
<b>3 Investment in Partnership Firms</b>						
At Fair Value Through Profit and Loss						
View Group LP *	d			0.00		0.00
Less : Provision for Impairment in the Value of Investment				0.00		0.00
				<b>0.00</b>		<b>0.00</b>
<b>4 Investment in Units of Venture Capital Fund</b>						
At Fair Value Through Profit and Loss						
Indian Fund for Sustainable Energy (Infuse Capital)		100	204,024	3.04	299,900	3.74
				<b>20.14</b>		<b>21.85</b>
Aggregate Amount of Quoted Investments				16.00		17.00
Aggregate Amount of Unquoted Investments				27.61		28.32
Aggregate Amount of Impairment in Value of Investments				(23.47)		(23.47)
Market Value of Quoted Investments				16.00		17.00

\* Amount less than ₹ 0.01 crore.

## Notes

- a During the previous year as per the Resolution Plan approved by Hon'ble NCLT, the issued, subscribed and paid-up equity capital of the Ruchi Soya Ltd stand reduced from ₹ 66,82,01,444/- consisting of 33,41,00,722 equity shares of face value of ₹ 2/- each to ₹ 66,82,014/- consisting of 33,41,007 equity shares of ₹ 2/- each thereby reducing the value of issued, subscribed & paid-up equity share capital of the Company by ₹ 66,15,19,430 divided into 33,07,59,715 equity shares of ₹ 2/- each. Accordingly the number of shares Ruchi Soya Ltd held by GIL has been reduced from 3532 to 35 shares.
- b The said shares have been refused for registration by the investee company.
- c Uncalled Liability on partly paid shares  
- Tahir Properties Ltd. - Equity - ₹ 80 per share (Previous year - ₹ 80 per share).
- d View Group LP has been dissolved on December 14, 2012, however, the Company has still not received an approval from RBI for writing-off the investment.

# Notes to the Standalone Financial Statements

## Note 5 : Non Current Financial Assets - Loans

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
1 Other Loans		
(a) Secured and Considered Doubtful (Refer note 2 below)	10.33	10.33
Less : Allowance for Bad and Doubtful Loans	(10.33)	(10.33)
	-	-
(b) Unsecured and Considered Good		
Loans to employees	0.87	0.78
	<b>0.87</b>	<b>0.78</b>

### Notes

- 1 There are no loans which have significant increase in credit risk.
- 2 The Company had advanced an amount of ₹ 10.33 crore to certain individuals who also pledged certain equity shares as security against the said advance. The Company has enforced its security and lodged the shares for transfer in its name. The said transfer application was rejected and Company has preferred an appeal to the Company Law Board (CLB). The CLB rejected the application and advised the parties to approach the High Court. The Company had filed an appeal before the Honorable High Court against the order of the Company Law Board under section 10 F of the Companies Act, which was disposed off with the direction to keep the transfer of shares in abeyance till the arbitration proceedings between the parties are on. The Honorable Bombay High Court passed an interim order dated September 18, 2012, restraining the Company from inter-alia, dealing, selling or creating third party rights, etc. in the pledged shares and referred the matter to arbitration. The Company had filed a Special Leave Petition (SLP) before the Supreme Court against this interim order of the Honorable Bombay High Court which the Supreme Court has dismissed and the matter is presently before the Arbitrator. Single Arbitrator, Justice ((Retired), A.P. Shah on 29<sup>th</sup> June 2019 passed an Award ruling that Godrej Industries Ltd shall return all the pledged shares along with the original loan-cum-pledge agreements and the Power of Attorneys executed by the said individuals in favor of Godrej Industries Ltd to the said individuals upon the said Individuals repaying an amount of ₹10.33 crores to Godrej Industries Ltd.

Godrej Industries Ltd, challenged this Award before the Hon'ble High Court of Bombay by way of Section 34 petition under the Arbitration & Conciliation Act, 1996. Hon'ble Bombay High Court by its Order dated 13/09/2019 has now stayed the operation of the said Award dated 29<sup>th</sup> June 2019 till the said Section 34 Petition is finally disposed off. The matter is now pending before the Bombay High Court.

The Management is confident of recovery of this amount as underlying value of the said shares is substantially greater than the amount of loan and interest thereon. However, on a conservative basis, the Company has provided for the entire amount of ₹ 10.33 crore in the books of account.

- 3 Details of Loans under section 186 (4) of Companies Act, 2013.

₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021	
	Maximum Balance During the Year	Amount outstanding	Maximum Balance During the Year	Amount outstanding
1 Loans where there is no repayment schedule				
(i) Federal & Rashmikant	5.83	5.83	5.83	5.83
(ii) M/s Dhruv & Co. (Regd.)	4.18	4.18	4.18	4.18
(iii) D. R. Kavasmeneck & Dr. P. R. Kavasmeneck	0.32	0.32	0.32	0.32
2 Loans to Employees	1.12	0.87	0.79	0.79

# Notes to the Standalone Financial Statements

## Note 6 : Non Current Financial Assets - Others

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
1 Bank Deposit with more than 12 months maturity	1.26	1.19
2 Secured		
(a) Interest Accrued on Loans (Refer Note 1 below)	3.15	3.15
Provision for Doubtful Interest Accrued	(3.15)	(3.15)
	-	-
3 Unsecured		
(a) Interest Accrued on Loans	1.03	1.03
Provision for Doubtful Interest Accrued	(1.03)	(1.03)
	-	-
4 Security Deposits		
(a) Unsecured and Considered Doubtful	0.95	0.95
Less : Allowance for Bad and Doubtful Deposit	(0.95)	(0.95)
	-	-
5 Other Deposits	5.14	7.35
6 Balances with Statutory Authorities	-	0.36
	<b>6.40</b>	<b>8.90</b>

### Note

- 1 Interest on loan referred to in sub note (2) under Note 5 - Non Current Loans, amounting to ₹ 3.15 crore was accrued upto March 31, 2000 and has been fully provided for, no interest is being accrued thereafter.

## Note 7 : Deferred Tax Assets (Net)

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
<b>1 Liabilities</b>		
(a) Written Down Value of Assets	170.53	177.76
(b) Others (Related to EHFL Demerger - Refer Note 4(a))	0.58	0.58
<b>2 Assets</b>		
(a) Provision for Employee Benefits	0.86	1.35
(b) Provision for Loss Allowance for Debts/Advances	4.48	6.26
(c) Other Provisions	12.45	12.30
(d) Unabsorbed Depreciation	152.73	157.84
(e) Investments (Acquisition on account of EHFL - Refer Note 4(a))	0.03	0.03
(f) Indexation benefit on Land	1.06	1.06
<b>Deferred Tax Assets (net) - (Refer note 37)</b>	<b>0.50</b>	<b>0.50</b>

## Note 8 : Other Non Current Assets

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
1 Capital Advances		
Considered Good	5.72	0.25
2 Prepaid Expenses	0.50	0.69
	<b>6.22</b>	<b>0.94</b>

# Notes to the Standalone Financial Statements

## Note 9 : Inventories

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
1 Raw Materials [includes Goods in transit ₹ 14.45 crore (previous year ₹ 54.38 crore)]	316.87	175.29
2 Packing Material	4.65	4.24
3 Work in Progress	152.25	129.07
4 Finished Goods [includes Goods in transit ₹ 31.39 crore, (previous year ₹ 28.94 crore)]	146.74	95.58
5 Stock in Trade	0.01	0.08
6 Stores and Spares	11.53	6.28
	<b>632.05</b>	<b>410.54</b>

### Notes

- Inventories are valued at lower of cost and net realisable value. Cost is computed on weighted average basis and is net of GST Input Tax Credit.
- Working capital facilities sanctioned by banks under consortium arrangement are secured by hypothecation of stocks. Monthly statements of Stock and Book Debts are filed with the Bank which is in agreement with the books of accounts.

## Note 10 : Current Financial Assets - Investments

₹ in Crore

Particulars	Note	Face Value	As at March 31, 2022	As at March 31, 2021
<b>1 Investment in Equity Instruments</b>				
(a) Unquoted Investment				
(i) Subsidiaries				
Ensemble Holdings and Finance Limited (Nil Previous year 6,574,597) (Refer Note 4(a))		10	-	0.52
<b>2 Investment in Mutual Funds (quoted)</b>			760.69	1,315.21
<b>3 Other Investment at fair value through Profit and Loss</b>				
(a) Unquoted Investment				
Optionally Convertible Loan Notes/Promissory Notes				
Boston Analytics Inc. (15%)	a	\$ 750,000	3.00	3.00
Less : Provision for Impairment in the Value of Investment			(3.00)	(3.00)
			-	-
Boston Analytics Inc. (20%)	a	\$ 15,50,000	6.73	6.73
Less : Provision for Impairment in the Value of Investment			(6.73)	(6.73)
			-	-
Boston Analytics Inc. (12%)	b	\$ 950,000	4.69	4.69
Less : Provision for Impairment in the Value of Investment			(4.69)	(4.69)
			-	-
			<b>760.69</b>	<b>1,315.73</b>
Aggregate Amount of Quoted Investments			760.69	1,315.21
Aggregate Amount of Unquoted Investments			14.42	14.94
Aggregate Amount of Impairment in Value of Investments			(14.42)	(14.42)
Market Value of Quoted Investments			760.69	1,315.21

### Notes

- The Optionally Convertible Promissory Notes (15%) of Boston Analytics Inc. in respect of which the Company did not exercise the conversion option and Boston Analytics Inc. promissory notes (20%) where there was a partial conversion option which the Company did not exercise, were due for redemption on June 30, 2009 and August 21, 2009, respectively. The said promissory notes have not been redeemed as of the Balance Sheet date and have been fully provided for.
- 12% promissory notes were repayable on or before December 31, 2011, along with interest on maturity. The said promissory notes have not been redeemed as of the Balance Sheet date and have been fully provided for.



# Notes to the Standalone Financial Statements

## Note 11 : Current Financial Assets - Trade Receivables

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
1 Secured and Considered Good (Refer Note 1 below)	17.43	11.39
2 Unsecured and Considered Good	382.85	238.33
3 Unsecured and Credit impaired as per Schedule III	2.56	3.44
Less : Loss Allowance for Credit Impaired	(2.56)	(3.44)
	-	-
	<b>400.28</b>	<b>249.72</b>

### Trade Receivables ageing based on due date

₹ in Crore

Particulars	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
<b>March 2022</b>						
Undisputed Trade receivables						
(i) Considered good	400.16	0.06	0.02	0.04	-	400.28
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	0.52	0.85	0.09	0.18	1.64
Disputed Trade receivables						
(i) Considered good	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	0.92	0.92
Less : Loss Allowance for Credit Impaired	-	(0.52)	(0.85)	(0.09)	(1.10)	(2.56)
<b>Total</b>	<b>400.16</b>	<b>0.06</b>	<b>0.02</b>	<b>0.04</b>	<b>-</b>	<b>400.28</b>
<b>March 2021</b>						
Undisputed Trade receivables						
(i) Considered good	249.13	0.37	0.22	-	-	249.72
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	0.55	0.12	0.08	-	0.75
Disputed Trade receivables						
(i) Considered good	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	2.69	2.69
Less : Loss Allowance for Credit Impaired	-	(0.55)	(0.12)	(0.08)	(2.69)	(3.44)
<b>Total</b>	<b>249.13</b>	<b>0.37</b>	<b>0.22</b>	<b>-</b>	<b>-</b>	<b>249.72</b>

Note

1 Secured by Security Deposits collected from Customers, Letter of Credit or Bank Guarantees held against them.

## Note 12 a : Current Financial Assets - Cash and Cash Equivalents

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
1 Balances with Banks		
(a) Current Accounts	17.27	16.31
(b) Deposits having maturity less than 3 months	75.25	50.40
2 Cash on Hand	0.53	0.45
	<b>93.05</b>	<b>67.16</b>

# Notes to the Standalone Financial Statements

## Note 12 b : Current Financial Assets - Other Bank Balances

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
1 Deposits with more than 3 months but less than 12 months maturity	60.38	50.36
2 Other Bank Balances (Refer Note 1 below)	0.47	0.57
	<b>60.85</b>	<b>50.93</b>

## Notes

Other Bank Balances include :

- 1 Balance of ₹ 0.36 crore (previous year ₹ 0.44 crore) unclaimed dividends.

## Note 13 : Current Financial Assets - Loans

₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021	
	Unsecured Loans			
(a) Inter Corporate Deposit				
Considered Doubtful	-		5.77	
Provision for Doubtful Deposit	-		(5.77)	
		-		-
(b) Current Maturity of Long term Loans				
Considered Good	0.22		0.24	
Considered Doubtful *	0.00		0.00	
Provision for Doubtful Loan *	0.00		0.00	
		<b>0.22</b>		<b>0.24</b>
		<b>0.22</b>		<b>0.24</b>

\* Amount less than ₹ 0.01 crore.

## Note

Details of Loans as per section 186 (4) of Companies Act, 2013.

₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021	
	Maximum	Amount	Maximum	Amount
	Balance During	outstanding	Balance During	outstanding
	the Year		the Year	
1 Loans to Employees	0.22	0.22	0.24	0.24
2 Inter Corporate Deposit				
Tricom India Limited	5.77	-	5.77	5.77

## Note 14 : Current Financial Assets - Others

₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021	
	1 Other Receivables			
Considered Good		21.38		16.17
Considered Doubtful	0.42		0.42	
Provision for Doubtful Other Receivable	(0.42)		(0.42)	
		-		-
2 Fair Value of Derivative Contracts/ Forward Contracts		-		0.10
3 Interest Accrued on Loans and Deposits		0.90		0.87
4 Export Benefits Receivables		0.56		0.32
		<b>22.84</b>		<b>17.46</b>

# Notes to the Standalone Financial Statements

## Note 15 : Other Current Assets

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
1 Deposits		
(a) Deposits with Statutory Authorities	15.45	11.20
(b) Other Deposits	2.84	2.85
	18.29	14.05
2 Other Advances		
(a) Advance to Suppliers		
Considered Good	24.94	6.07
Considered Doubtful	0.74	0.74
Provision for Doubtful Advances	(0.74)	(0.74)
	24.94	6.07
(b) Employee Advance	0.25	0.01
(c) Prepaid Expenses	18.35	23.38
(d) Other Advances	3.25	12.18
3 Export Benefits Receivables	1.49	2.78
	<b>66.57</b>	<b>58.47</b>

# Notes to the Standalone Financial Statements

## Note 16 : Equity

₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021	
	Nos	Amount ₹ in Crore	Nos	Amount ₹ in Crore
1 Authorised Share Capital				
(a) Equity shares of ₹ 1 each	800,000,000	80.00	800,000,000	80.00
(b) Unclassified Shares of ₹ 10 each	100,000,000	100.00	100,000,000	100.00
		<b>180.00</b>		<b>180.00</b>
2 Issued, Subscribed and Paid up Share Capital				
Equity Shares of ₹ 1 each fully paid up	336,584,313	33.66	336,525,098	33.66
Par Value of Equity Share is ₹ 1 each				
Par Value of Unclassified Share is ₹ 10 each				
3 Reconciliation of number of Shares				
Equity Shares				
Number of Shares outstanding at the beginning of the year	336,525,098	33.66	336,466,016	33.65
Issued during the year	59,215	0.00	59,082	0.01
Number of Shares outstanding at the end of the year	<b>336,584,313</b>	<b>33.66</b>	<b>336,525,098</b>	<b>33.66</b>
4 Rights, Preferences And Restrictions attached to Shares				
Equity Shares : The Company has one class of equity shares. Each equity share entitles the holder to one vote. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.				
5 Share Holding Information				
(a) Shareholders holding more than 5% of Equity Shares in the Company:				
Rishad Kaikhushru Naoroji (As a Partner of RKN Enterprises)- 12.65% (previous year 12.66%)	42,583,272	4.26	42,583,272	4.26
Godrej Foundation - 13.38% (previous year 13.38%)	45,014,972	4.50	45,014,972	4.50
Jamshyd Naoroji Godrej 9.34% (previous year 0.66%)	31,429,854	3.14	190,838	0.02
Nyrika Holkar 6.73% (previous year 0.00%)	22,636,500	2.26	13	0.00
6 Equity Shares Reserved for Issue Under Employee Stock Grant (Re. 1 each)				
Employee Stock Grant for which vesting date shall be such date as may be decided by the Compensation Committee (*)				
(a) Employee Stock Grant vesting on 31/05/21	-	-	1,246	0.00
(b) Employee Stock Grant vesting on 31/05/21	-	-	2,761	0.00
(c) Employee Stock Grant vesting on 13/05/21	-	-	18,214	0.00
(d) Employee Stock Grant vesting on 31/05/21	-	-	15,514	0.00
(e) Employee Stock Grant vesting on 13/05/22	17,153	0.00	18,214	0.00
(f) Employee Stock Grant vesting on 30/06/21	-	-	20,725	0.00
(g) Employee Stock Grant vesting on 30/09/21	-	-	755	0.00
(h) Employee Stock Grant vesting on 30/06/22	19,454	0.00	21,480	0.00
(i) Employee Stock Grant vesting on 30/06/23	19,454	0.00	21,480	0.00
(j) Employee Stock Grant vesting on 21/05/22	16,318	0.00	-	-
(k) Employee Stock Grant vesting on 21/05/23	16,318	0.00	-	-
(l) Employee Stock Grant vesting on 21/05/24	16,318	0.00	-	-
(m) Employee Stock Grant vesting on 01/06/22	1,018	0.00	-	-
(n) Employee Stock Grant vesting on 01/06/23	1,018	0.00	-	-
(o) Employee Stock Grant vesting on 01/06/24	1,018	0.00	-	-
The exercise period in respect of the stock grants mentioned above is one month.				

# Notes to the Standalone Financial Statements

## Note 16 : Equity (Continued)

7 During the period of five years immediately preceding the date as at which the Balance Sheet is prepared :

Pursuant to the Scheme of Amalgamation of Vora Soaps Limited (VSL) with the Company 19,39,04,681 equity shares allotted as fully paid up to the Equity and Preference Shareholders of VSL.

8 There are no calls unpaid.

9 There are no forfeited shares.

(\*) Amount less than ₹ 0.01 crore.

Details of shares held by promoters

Sr. No.	Entity Type	Promoter Name	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
			No of Shares	% of Total Shares	% change	No of Shares	% of Total Shares	% change
1	Promoter	Adi Barjorji Godrej	607,692	0.18	0.00	607,692	0.18	0.00
2	Promoter	Nadir Barjorji Godrej	599,008	0.18	0.00	599,008	0.18	0.00
3	Promoter	Jamshyd Naoroji Godrej	31,429,854	9.34	9.28	190,838	0.06	0.00
4	Promoter	Smita Godrej Crishna	607,634	0.18	0.00	607,634	0.18	0.00
5	Promoter	Rishad Kaikhushru Naoroji	50	0.00	0.00	50	0.00	0.00
6	Promoter Group	Tanya Arvind Dubash	741,755	0.22	0.00	741,755	0.22	0.00
7	Promoter Group	Nisaba Godrej	741,753	0.22	0.00	741,753	0.22	0.00
8	Promoter Group	Pirojsha Adi Godrej	741,758	0.22	0.00	741,758	0.22	0.00
9	Promoter Group	Karla Bookman	237,000	0.07	0.00	237,000	0.07	0.00
10	Promoter Group	Sasha Godrej	241,200	0.07	0.00	241,200	0.07	0.00
11	Promoter Group	Lana Godrej	265,000	0.08	0.00	265,000	0.08	0.00
12	Promoter Group	Burjis Nadir Godrej	5,694,975	1.69	0.00	5,694,975	1.69	(0.03)
13	Promoter Group	Sohrab Nadir Godrej	5,282,647	1.57	0.00	5,282,647	1.57	(0.08)
14	Promoter Group	Hormazd Nadir Godrej	1,731,000	0.51	0.00	1,731,000	0.51	0.11
15	Promoter Group	Pheroza Jamshyd Godrej	33	0.00	0.00	33	0.00	0.00
16	Promoter Group	Navroze Jamshyd Godrej	10,157,316	3.02	2.72	997,101	0.30	0.00
17	Promoter Group	Raika Jamshyd Godrej	997,089	0.30	0.30	4	0.00	0.00
18	Promoter Group	Vijay Mohan Crishna	-	0.00	0.00	3,878	0.00	0.00
19	Promoter Group	Nyrika Holkar	22,636,500	6.73	6.73	13	0.00	0.00
20	Promoter Group	Freyan Crishna Bieri	13	0.00	0.00	13	0.00	0.00
21	Promoter Group	Adi Godrej, Tanya Dubash, Nisaba Godrej and Pirojsha Godrej (Trustees of ABG Family Trust)	11,507,016	3.42	0.00	11,507,016	3.42	0.00
22	Promoter Group	Tanya Dubash and Pirojsha Godrej (Trustees of TAD Family Trust)	11,934,517	3.55	0.75	9,414,449	2.80	0.00
23	Promoter Group	Tanya Dubash and Pirojsha Godrej (Trustees of TAD Children Trust)	1	0.00	0.00	1	0.00	0.00
24	Promoter Group	Nisaba Godrej and Pirojsha Godrej (Trustees of NG Family Trust)	11,934,518	3.55	0.75	9,414,449	2.80	0.00

# Notes to the Standalone Financial Statements

## Note 16 : Equity (Continued)

Sr. No.	Entity Type	Promoter Name	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
			No of Shares	% of Total Shares	% change	No of Shares	% of Total Shares	% change
25	Promoter Group	Nisaba Godrej and Pirojsha Godrej (Trustees of NG Children Trust)	1	0.00	0.00	1	0.00	0.00
26	Promoter Group	Pirojsha Godrej and Nisaba Godrej (Trustees of PG Family Trust)	11,191,318	3.32	0.75	8,671,249	2.58	0.00
27	Promoter Group	Pirojsha Godrej and Nisaba Godrej (Trustees of PG Children Trust)	1	0.00	0.00	1	0.00	0.00
28	Promoter Group	Pirojsha Godrej and Nisaba Godrej (Trustees of PG Lineage Trust)	1	0.00	0.00	1	0.00	0.00
29	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of NBG Family Trust)	11,507,016	3.42	0.00	11,507,016	3.42	0.00
30	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Family Trust)	7,999,103	2.38	0.75	5,479,034	1.63	0.00
31	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Family Trust)	8,394,193	2.49	0.75	5,874,125	1.75	0.00
32	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of HNG Family Trust)	8,935,621	2.65	0.75	6,415,553	1.91	0.00
33	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of RNG Family Trust)	1	0.00	0.00	1	0.00	0.00
34	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of BNG Successor Trust)	1	0.00	0.00	1	0.00	0.00
35	Promoter Group	Nadir Godrej, Hormazd Godrej and Burjis Godrej (Trustees of BNG Lineage Trust)	1	0.00	0.00	1	0.00	0.00
36	Promoter Group	Nadir Godrej, Hormazd Godrej and Rati Godrej (Trustees of SNG Successor Trust)	1	0.00	0.00	1	0.00	0.00
37	Promoter Group	Nadir Godrej, Hormazd Godrej and Sohrab Godrej (Trustees of SNG Lineage Trust)	1	0.00	0.00	1	0.00	0.00
38	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of JNG Family Trust)	-	0.00	(2.72)	9,160,215	2.72	0.00
39	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of PJG Family Trust)	1	0.00	0.00	1	0.00	0.00

# Notes to the Standalone Financial Statements

## Note 16 : Equity (Continued)

Sr. No.	Entity Type	Promoter Name	As at 31 <sup>st</sup> March 2022			As at 31 <sup>st</sup> March 2021		
			No of Shares	% of Total Shares	% change	No of Shares	% of Total Shares	% change
40	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of NJG Family Trust)	1	0.00	0.00	1	0.00	0.00
41	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of RJG Family Trust)	1	0.00	0.00	1	0.00	0.00
42	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of The Raika Godrej Family Trust)	-	0.00	(0.30)	997,085	0.30	0.00
43	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Navroze Lineage Trust)	-	0.00	(4.64)	15,619,983	4.64	0.00
44	Promoter Group	Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Raika Lineage Trust)	-	0.00	(4.64)	15,619,033	4.64	0.00
45	Promoter Group	Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of SGC Family Trust)	-	0.00	(2.94)	9,892,463	2.94	0.00
46	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Family Trust)	12,740,146	3.79	0.00	12,740,146	3.79	0.00
47	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Family Trust)	-	0.00	(3.79)	12,740,146	3.79	0.00
48	Promoter Group	Smita Godrej Crishna, Vijay Mohan Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of VMC Family Trust)	1	0.00	0.00	1	0.00	0.00
49	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Children Trust)	1	0.00	0.00	1	0.00	0.00
50	Promoter Group	Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Children Trust)	1	0.00	0.00	1	0.00	0.00
51	Promoter Group	Rishad Kaikhushru Naoroji & Others (Partners of RKN Enterprises)	42,583,272	12.65	0.00	42,583,272	12.65	0.00
52	Promoter Group	Anamudi Real Estates LLP	1,916,792	0.57	(1.97)	8,550,344	2.54	1.65
53	Promoter Group	Godrej Seeds & Genetics Limited	-	0.00	(2.52)	8,486,859	2.52	2.52
54	Promoter Group	AREL Enterprise LLP	2,770,983	0.82	0.00	2,770,983	0.82	0.82
<b>Total Promoter Holding</b>			<b>226,126,787</b>	<b>67.18</b>		<b>226,126,787</b>	<b>67.19</b>	

# Notes to the Standalone Financial Statements

## Note 17 : Other Equity

### A Summary of Other Equity Balances

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
1 Capital Redemption Reserve	31.46	31.46
2 Securities Premium Account	922.60	919.81
3 Capital Reserve	46.25	46.25
4 Employee Stock Grants Reserve	3.51	3.56
5 General Reserve	52.70	52.70
6 Retained Earnings	393.04	438.86
	<b>1,449.56</b>	<b>1,492.64</b>

Refer Statement of Changes in Equity for detailed movement in Other Equity balances

### B Nature and purpose of reserve

- Capital Redemption Reserve : The Company recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings.
- Securities Premium Account : The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium reserve. This Reserve can be used only for the purposes specified in the Companies Act, 2013.
- Capital Reserve : During amalgamation, the excess of net assets taken over the cost of consideration paid is treated as capital reserve.
- Employee Stock Grants Outstanding : The fair value of the equity-settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.
- General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.
- Retained Earnings : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. These are stated net of amount relating to Remeasurement of defined benefit plans.

## Note 18 : Non Current Financial Liabilities - Borrowings

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
<b>Unsecured Borrowings</b>		
(a) Bonds and Debentures (Refer Note 2 & 3 below)		
Non Convertible Debentures	2,994.09	1,494.04
(b) Term Loans		
(i) From Banks (Refer Note 1 & 2 below)	307.69	461.54
	<b>3,301.78</b>	<b>1,955.58</b>

Notes:

- Unsecured Loans from Banks

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Loan carries interest at 1 year MCLR for an original term upto 72 months and repayable starting March 2022 to March 2025	307.69	461.54

- The Company does not have any default as on the Balance Sheet date in repayment of loan or interest.
- During the year, the Company has issued 15,000 Unsecured Redeemable Non Convertible Debentures (NCD) of face value ₹ 10 lac each. The total value of NCD is ₹ 1500 crore. The NCD is listed on National Stock Exchange. The Company will utilise the proceeds to meet its business purposes, investments in body corporate(s), repayment / prepayment of certain loans and for general corporate purposes.



## Notes to the Standalone Financial Statements

### Note 18 : Non Current Financial Liabilities - Borrowings (Continued)

During the previous year, the Company had issued 15,000 Unsecured Redeemable Non Convertible Debentures (NCD) of face value ₹ 10 lac each. The total value of NCD is ₹ 1500 crore. The NCD is listed on National Stock Exchange. The Company will utilise the proceeds to meet its business purposes, investments in body corporate(s), repayment / prepayment of certain loans and for general corporate purposes.

The particulars of NCDs and the utilisation of proceeds is as under:-

₹ In Crore

Particulars	NCD 6.24%	NCD 6.43%	NCD 6.92%	NCD 7.58%	Total
Amount received from NCD (7500 NCDs of Face value of ₹ 10,00,000 each)	750.00	750.00	750.00	750.00	3,000.00
Repayment Terms	Single principal to be repaid at the end of the term, 14 <sup>th</sup> July, 2023	Single principal to be repaid at the end of the term, 26 <sup>th</sup> Oct, 2024	Single principal to be repaid at the end of the term, 14 <sup>th</sup> May, 2025	Single principal to be repaid at the end of the term, 28 <sup>th</sup> September, 2028	
Utilisation of Funds till 31 <sup>st</sup> March 2021 for business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes	480.00	43.45	-	-	523.45
Utilisation of Funds till 31 <sup>st</sup> March 2022 for business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes	270.00	706.55	750.00	147.16	1,873.71
Balance unutilised amount temporarily invested in Mutual Fund and Bank Fixed Deposit	-	-	-	602.84	602.84

### Note 19 : Non Current Provisions

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
<b>Provision for Employee Benefits</b>		
(a) Provision for Gratuity (Refer Note 39)	13.20	9.68
(b) Provision for Compensated absences	2.66	3.40
(c) Provision for Pension (Refer Note 39)	0.22	0.91
(d) Provision for other Benefits	0.33	0.83
	<b>16.41</b>	<b>14.82</b>

# Notes to the Standalone Financial Statements

## Note 20 : Current Financial Liabilities - Borrowings

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
1 Secured Borrowings		
(a) Loans Repayable on Demand		
(i) From Banks	0.03	0.34
(b) Short Term Loans (Refer Note 1 & 2 below)	15.00	15.00
2 Unsecured Borrowings		
(a) Loans Repayable on Demand		
(i) From Banks (Refer Note 2 below)	49.44	49.55
(b) Short Term Loans		
(i) From Banks (Refer Note 2 below)	1,175.00	1,110.00
(ii) From Other Parties (Refer Note 2 below)	75.00	-
(c) Other Loans		
(i) Commercial Papers (Refer Note 3 below)	1,390.00	1,165.00
3 Current Maturities of Long Term Debts (refer note 4 below)		
Unsecured		
(a) Term Loan from Bank	153.85	100.96
	<b>2,858.32</b>	<b>2,440.85</b>

## Notes:

- Working capital facilities sanctioned by banks under consortium arrangement are secured by hypothecation of stocks and book debts.
- Unsecured Loans from Bank/ Other parties

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Loan carries interest rate from 6.95%p.a. to 7.0%p.a. repayable by July 21	-	355.00
Loan carries interest rate from 6.5%p.a. to 6.6%p.a. repayable by Jun 21	-	140.00
Loan carries interest rate from 6.4%p.a. repayable by Jun 21	-	100.00
Loan carries interest rate from 7.1%p.a. repayable by Aug 21	-	100.00
Loan carries interest rate from 7.1%p.a. repayable by Jun 21	-	130.00
Loan carries interest rate from 6.75%p.a to 6.95% p.a. repayable by Sep 21	-	285.00
Loan carries interest at 2.6% to 2.9% repayable within 6 months	-	45.01
Loan carries interest at 7% repayable within 6 months	-	4.54
Loan carries interest rate from 6.8%p.a. repayable by May 21	-	15.00
Loan carries interest rate of 6.9%p.a. repayable by July 22	275.00	-
Loan carries interest rate from 6.1%p.a.to 6.35% repayable by July 22	450.00	-
Loan carries interest rate from 7.1%p.a.to 7.15% repayable by Aug 22	100.00	-
Loan carries interest rate of 6.9% repayable by Jun 22	100.00	-
Loan carries interest rate of 6.6% repayable by Apr 22	50.00	-
Loan carries interest rate from 5.45%p.a.to 5.55% repayable by Jun 22	200.00	-
Loan carries interest at 6.20% repayable within 6 months	4.44	-
Loan carries interest at 5.05% repayable within 6 months	45.00	-
Loan carries interest rate from 6.8%p.a. repayable by May 22	15.00	-
Loan carries interest rate from 6.65%p.a. repayable by June 22	75.00	-

# Notes to the Standalone Financial Statements

## Note 20 : Current Financial Liabilities - Borrowings (Continued)

### 3 Commercial Papers

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Commercial Papers carries interest at 3.87% p.a. to 4.23% p.a. repayable during the period April to June 2022.	1,390.00	-
Commercial Papers carries interest at 3.39% p.a. to 3.67% p.a. repayable during the period April to June 2021.	-	1,165.00

### 4 Current Maturities of Long Term Debt

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Loan carries interest at 1 year MCLR for an original term upto 72 months and repayable starting March 2022 to March 2025	153.85	100.96

5 The Company does not have any default as on the Balance Sheet date in repayment of loan or interest.

## Note 21 : Current Financial Liabilities - Trade Payables

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
1 Trade Payables		
(a) Total Outstanding dues of Micro and Small Enterprises (Refer Note 1 below)	62.98	27.30
(b) Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises	151.86	186.53
2 Acceptances	530.39	423.37
	<b>745.23</b>	<b>637.20</b>

### Trade Payable ageing Schedule

₹ in Crore

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding for following periods from due date of payment							
<b>As at March 31, 2022</b>							
(i) MSME	-	62.98	-	-	-	-	62.98
(ii) Others	44.95	626.59	3.58	2.43	1.57	3.13	682.25
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
	<b>44.95</b>	<b>689.57</b>	<b>3.58</b>	<b>2.43</b>	<b>1.57</b>	<b>3.13</b>	<b>745.23</b>
<b>As at March 31, 2021</b>							
(i) MSME	-	27.30	-	-	-	-	27.30
(ii) Others	68.38	523.02	12.51	2.45	1.42	2.12	609.90
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
	<b>68.38</b>	<b>550.32</b>	<b>12.51</b>	<b>2.45</b>	<b>1.42</b>	<b>2.12</b>	<b>637.20</b>

### Note

1 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the financial year 2021-22, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

# Notes to the Standalone Financial Statements

₹ in Crore

S. Particulars No.	As at March 31, 2022	As at March 31, 2021
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per MSME act)		
a. Principal amount due to micro and small enterprise	62.98	27.30
b. Interest due on above *	0.00	0.00
(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

\* Amount less than ₹ 0.01 crore

## Note 22 : Current Financial Liabilities - Others

₹ in Crore

Particulars	As at March 31, 2022	As at March 31, 2021
1 Interest Accrued but not Due on Borrowings	129.46	57.59
2 Unclaimed Dividends	0.36	0.44
3 Unclaimed Matured Deposits		
(a) Principal Amount	0.13	0.25
(b) Interest Accrued thereon	-	0.01
	0.13	0.26
4 Others		
(a) Other Creditors	57.57	30.99
(b) Deposits	14.49	11.31
(c) Derivative Contracts Payable	0.68	-
(d) Other Payables	0.03	0.06
	72.77	42.36
	<b>202.72</b>	<b>100.65</b>

### Note

- 1 There are no amounts due for payments to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

# Notes to the Standalone Financial Statements

## Note 23 : Other Current Liabilities

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
1 Advance received from Customers	12.57	9.59
2 Statutory Liabilities	14.21	4.49
3 Other Liabilities	0.78	0.90
	<b>27.56</b>	<b>14.98</b>

## Note 24 : Current Provisions

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Provision for Employee Benefits		
(a) Provision for Gratuity (Refer Note 39)	3.44	3.49
(b) Provision for Compensated absences	2.81	1.17
(c) Provision for Pension (Refer Note 39)	0.12	0.12
(d) Provision for other Benefits	0.08	0.05
	<b>6.45</b>	<b>4.83</b>

## Note 25 : Contingent Liabilities

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
1 Claims against the Company not acknowledged as debts		
(a) Excise duty / Service Tax demands relating to disputed classification, post manufacturing expenses, assessable values, etc. which the Company has contested and is in appeal at various levels.	1.46	1.46
(b) Sales Tax demands relating to purchase tax on Branch Transfer / disallowance of high seas sales, etc. at various levels.	41.99	40.01
(c) Octroi demand relating to classification issue on import of Palm Stearine and interest thereon.	0.29	0.29
(d) Stamp duties claimed on certain properties which are under appeal by the Company.	1.82	1.82
(e) Income tax demands relating to disallowance against Section 14A in respect of exempt income, Depreciation on Land/ rights in Land of Godrej One etc. against which the Group has preferred appeals.	97.33	97.33
(f) Industrial relations matters under appeal.	0.35	0.38
(g) Others.	4.00	4.00
2 Surety Bonds		
Surety Bonds given by the Company in respect of refund received from excise authority for exempted units of associate company - refer note 1 below.	32.56	40.24

### Notes

1 Detail of Guarantee given covered under section 186 (4) of the Companies Act, 2013 :

The Corporate surety bond of ₹ 32.56 crore ( previous year ₹ 40.24 crore) is in respect of refund received from excise authority for exempted units (North East) of Godrej Consumer Products Limited, an associate company.

2 The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

## Notes to the Standalone Financial Statements

### Note 25 : Contingent Liabilities (Continued)

- 3 It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.
- 4 The proposed Social Security Code, 2019, when promulgated, would subsume labour laws including Employees' Provident Funds and Miscellaneous Provisions Act and amend the definition of wages on which the organisation and its employees are to contribute towards Provident Fund. The Company believes that there will be no significant impact on its contributions to Provident Fund due to the proposed amendments. Additionally, there is uncertainty and ambiguity in interpreting and giving effect to the guidelines of Hon. Supreme Court vide its ruling in February 2019, in relation to the scope of compensation on which the organisation and its employees are to contribute towards Provident Fund. The Company will evaluate its position and act, as clarity emerges.

### Note 26 : Commitments

		₹ in Crore	
Particulars			
	As at March 31, 2022	As at March 31, 2021	
1	Estimated amount of contracts remaining to be executed on capital account and not provided for [Net of Advances amounting to ₹ 5.72 crore (previous year ₹ 0.25 crore)]	16.11	3.56
2	Uncalled liability on partly paid shares / debentures (*)	0.00	0.00

\* Amount less than ₹ 0.01 crore

### Note 27 : Revenue From Operations

		₹ in Crore	
Particulars			
	Year Ended March 31, 2022	Year Ended March 31, 2021	
1	Sale of Products (Refer Note 2 and 3 below)	3,180.49	1,754.90
2	Other Operating Revenues		
(a)	Export Incentives	10.65	5.04
(b)	Sale of Scrap	4.31	3.14
(c)	Dividend Income (Refer Note 1 below)	96.59	62.86
(d)	Rental Income	47.56	29.59
		<b>3,339.60</b>	<b>1,855.53</b>

#### Notes

- 1 Dividend Income has been disclosed under Revenue from Operations since Finance and Investments is an Operating Business Segment for the Company.
- 2 Disaggregation of revenue from contracts with customers

The Company derives revenue from the sale of products in the following major segments:

		₹ in Crore	
Sale of Products			
	Year Ended March 31, 2022	Year Ended March 31, 2021	
1	Chemicals Segment		
	Domestic Sale	2,141.15	1,197.87
	Export Sale	894.72	451.98
2	Vegoils Segment		
	Domestic Sale	142.94	103.61
3	Other Segment - Wind Energy		
	Domestic Sale	1.68	1.44
		<b>3,180.49</b>	<b>1,754.90</b>

# Notes to the Standalone Financial Statements

## Note 27 : Revenue From Operations (Continued)

3 Reconciliation of revenue from contracts with customer

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Revenue from contracts with customer as per the contract price	3,186.09	1,758.41
Adjustments made to contract price on account of :-		
a) Discounts / Rebates / Incentives	(5.81)	(4.78)
b) Sales Returns / Credits / Reversals	(0.01)	(0.22)
c) Any other adjustments	0.22	1.49
Revenue from contracts with customer as per the statement of Profit and Loss	<b>3,180.49</b>	<b>1,754.90</b>

## Note 28 : Other Income

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
1 Interest Income	4.08	2.80
2 Gain on Foreign Exchange Translation	-	1.25
3 Profit on Sale of Current Investments	26.84	4.77
4 Write back of Provision for Doubtful Debt	1.15	-
5 Income from Investment measured at FVTPL	10.20	25.44
6 Business Support Service	28.13	27.15
7 Miscellaneous Income	4.21	2.64
	<b>74.61</b>	<b>64.05</b>

## Note 29 : Cost of Materials Consumed

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>1 Raw Materials Consumed</b>		
Inventory at the Commencement of the Year	175.29	94.47
Add : Purchases (Net)	2,437.28	1,395.23
	2,612.57	1,489.70
Less : Inventory at the Close of the Year (1)	316.87	175.29
	2,295.70	1,314.41
<b>2 Packing Materials Consumed</b>		
Inventory at the Commencement of the Year	4.24	2.99
Add : Purchases (Net)	62.47	49.52
	66.71	52.51
Less : Inventory at the Close of the Year (2)	4.65	4.24
	62.06	48.27
<b>Total Material Consumed (1+2)</b>	<b>2,357.76</b>	<b>1,362.68</b>

# Notes to the Standalone Financial Statements

## Note 30 : Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>1 Inventory at the Commencement of the Year</b>		
Finished Goods	95.58	67.19
Stock in Trade	0.08	0.07
Work in Progress	129.07	80.23
	224.73	147.49
<b>2 Inventory at the End of the Year</b>		
Finished Goods	146.74	95.58
Stock in Trade	0.01	0.08
Work in Progress	152.25	129.07
	299.00	224.73
<b>Changes in Inventories (1-2)</b>	<b>(74.27)</b>	<b>(77.24)</b>

## Note 31 : Employee Benefits Expenses

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
1 Salaries and Wages (Net)	148.17	116.21
2 Contribution to Provident and Other Funds (Refer Note 39)	10.15	9.09
3 Employee Share based payments (Refer Note 40) (net)	2.68	2.43
4 Staff Welfare Expense	7.64	8.27
	<b>168.64</b>	<b>136.00</b>

## Note 32 : Finance Costs

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>1 Interest Expense</b>		
Gross Interest	346.00	224.72
Less : Capitalised to Capital Work in Progress	(2.69)	(1.05)
Net Interest	343.31	223.67
<b>2 Other Borrowing Costs</b>		
a) Discounting Charges	15.49	9.32
b) Others	5.10	4.52
	<b>363.90</b>	<b>237.51</b>



# Notes to the Standalone Financial Statements

## Note 33 : Depreciation

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
1 Depreciation on Property, Plant & Equipment	117.42	52.63
Less : Write down of Property, Plant and Equipment (Refer Note 35)	(66.57)	-
	50.85	52.63
2 Depreciation on Investment Property	8.34	4.63
3 Amortisation of Other Intangible Assets	1.52	1.45
4 Depreciation on Right of Use Assets	14.09	13.47
	<b>74.80</b>	<b>72.18</b>

## Note 34 : Other Expenses

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
1 Consumption of Stores and Spares	19.11	13.53
2 Power and Fuel	112.69	89.38
3 Processing Charges	8.10	7.72
4 Rent	0.84	0.87
5 Rates and Taxes	7.81	5.47
6 Repairs and Maintenance		
(a) Machinery	16.84	13.00
(b) Buildings	20.07	8.15
(c) Other Assets	0.62	0.21
7 Insurance	3.67	3.64
8 Freight	111.18	52.60
9 Commission	7.16	4.92
10 Advertisement and Publicity	2.29	1.13
11 Selling and Distribution Expenses	16.67	11.86
12 Provision for Doubtful Debts and Advances	-	0.69
13 Loss on Foreign Exchange Translation	10.38	-
14 Loss on Sale of Fixed Assets	0.35	0.24
15 Research Expense	2.42	1.64
16 Legal and Professional fees	28.13	22.86
17 Auditor's Remuneration (Refer Note 1 below)	0.79	0.89
18 Miscellaneous Expenses	70.57	57.95
	<b>439.69</b>	<b>296.75</b>

Notes :

### 1 Auditor's Remuneration

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
(a) Auditors - Limited Review and Statutory Audit Fees	0.73	0.84
(b) For other services - Certification Fees	0.06	0.05
	<b>0.79</b>	<b>0.89</b>

# Notes to the Standalone Financial Statements

## Note 35 : Exceptional Item

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
1 Profit on sale of Non Current Investments (Refer Note 1 below)	2.56	1.27
2 Write down of Property Plant and Equipment (Refer note 2 below)	(66.57)	-
	<b>(64.01)</b>	<b>1.27</b>

### Note

- 1 a) An application was made to the Reserve Bank of India (RBI) on April 5, 2021 to seek its approval for change in shareholding and change in Directors of Ensemble Holdings & Finance Limited (a subsidiary of the Company) (renamed as Godrej Finance Limited w.e.f. November 03, 2021) by virtue of proposed transfer of shares from its existing shareholders (i.e. Godrej Industries Limited and its nominees) to Pyxis Holdings Limited (renamed as Godrej Capital Limited w.e.f. October 26, 2021) a subsidiary of the Company. The RBI has approved the said proposal vide its letter dated June 2, 2021. The procedure for the change in the shareholding and directors, as per the guidelines of the RBI, has been completed. Effective August 24<sup>th</sup> 2021, Godrej Finance Limited has become a direct subsidiary of Godrej Capital Limited. Net Gain of ₹ 2.56 crores has been recorded on sale of holding in Godrej Finance Limited to Godrej Capital Limited in standalone financial statements of the Company.
- b) During the previous year, the Company, consequent to the approvals received from the Board of Directors on May 17, 2019 and from the shareholders on June 25, 2019 consummated the sale of Natures Basket Limited (NBL) a wholly owned subsidiary of the Company to Spencer's Retail Limited (SRL) on July 04, 2019 and received a sale consideration of ₹ 174.38 crore. Consequently, considering the provisions of Share Purchase Agreement (SPA) dated May 17, 2019 between the Company, NBL and SRL, exceptional gain of ₹ 1.27 crore was recorded due to recoveries from SRL pursuant to the SPA in the standalone financial statements for the year ended March 31, 2021.
- 2) During the current financial year, the Company has reassessed the future economic benefits from certain plant and machinery and considering expected usage and market conditions it has recorded an exceptional expense of ₹ 66.57 crore to write down the Property, Plant and Equipment to estimated recoverable amount.

## Note 36 : Earnings Per Share

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
1 Calculation of weighted average number of equity shares - Basic		
(a) Number of equity shares at the beginning of the year (in units)	336,525,098	336,466,016
(b) Number of equity shares issued during the year (in units)	59,215	59,082
(c) Number of equity shares outstanding at the end of the year (in units)	336,584,313	336,525,098
(d) Weighted average number of equity shares outstanding during the year (in units)	336,567,373	336,511,573
2 Calculation of weighted average number of equity shares - Diluted		
(a) Number of potential equity shares at the beginning of the year (in units)	336,645,487	336,581,797
(b) Effect of Dilution/ Share based payments	46,895	63,690
(c) Number of potential equity shares at the end of the year (in units)	336,692,382	336,645,487
(d) Weighted average number of potential equity shares outstanding during the year (in units)	336,690,820	336,627,835
3 Profit / (Loss) for the Year after tax (Amount ₹ in Crore)	(44.19)	(107.54)
(a) Basic Earnings Per Share of ₹ 1 each	(1.31)	(3.20)
(b) Diluted Earnings Per Share of ₹ 1 each	(1.31)	(3.19)

# Notes to the Standalone Financial Statements

## Note 37 : Income Tax Expense

### 1 Tax Expense recognised in the Statement of Profit and Loss

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Deferred Income Tax Liability / (Asset), net		
Origination and reversal of temporary differences	(3.01)	10.79
Recognition of previously unrecognised tax losses	3.01	(10.85)
Deferred Tax Expense - (credit)	-	<b>(0.06)</b>
Tax Liability of earlier years	-	-
Tax Expense For the Year	-	<b>(0.06)</b>

### 2 Amounts recognised in Other Comprehensive Income

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Items that will not be reclassified to Profit or Loss		
Remeasurements of defined benefit liability (asset)	-	-
	-	-

### 3 Reconciliation of effective tax rate

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
(Loss) Before Tax	(44.19)	(107.60)
Tax using the Company's statutory tax rate	(11.12)	(27.08)
Tax effect of		
Income not subject to tax	(5.16)	(4.43)
Amounts which are not deductible for taxable income	4.89	1.22
Previously unrecognised tax losses and unabsorbed depreciation now recouped to reduce deferred tax expense	3.01	(10.85)
Deferred tax assets not recognized because realization is not probable	8.38	41.08
	-	(0.06)

The applicable statutory tax rate for the years ended March 31, 2022 is 25.168% (PY 25.168%). The Company has not recognised Deferred tax assets on unused tax losses and unused tax credits (refer note 5 below) as there is no reasonable certainty of availing the same in future years against normal taxes.

In the previous financial year, the Company has opted to adopt the new Concessional tax rate under section 115BAA of the Income Tax Act which was inserted in the Income Tax Act, 1961, by the Government of India on September 20, 2019 vide the Taxation Laws (Amendment) Ordinance 2019 with all the provisions/conditions stated therein.

# Notes to the Standalone Financial Statements

## Note 37 : Income Tax Expense (Continued)

### 4 Movement in deferred tax balances

₹ in Crore

Particulars	Net balance April 1, 2021	Recognised in Statement of Profit and Loss	Net balance March 31, 2022	Deferred tax asset March 31, 2022	Deferred tax liability March 31, 2022
Deferred tax asset					
Property, Plant and Equipment	(177.76)	7.23	(170.53)	-	(170.53)
Indexation benefit on land and shares	1.06	-	1.06	1.06	-
Employee benefits	1.35	(0.49)	0.86	0.86	-
Provision for Doubtful Debts / Advances	6.26	(1.78)	4.48	4.48	-
Unabsorbed Depreciation	157.84	(5.11)	152.73	152.73	-
Other provisions	12.30	0.15	12.45	12.45	-
Others (Related to EHFL Demerger)	(0.58)	-	(0.58)	-	(0.58)
Investments (Acquisition on account of EHFL)	0.03	-	0.03	0.03	-
Tax assets (Liabilities)	0.50	(0.00)	0.50	171.61	(171.11)
Net tax assets	<b>0.50</b>	<b>(0.00)</b>	<b>0.50</b>	<b>171.61</b>	<b>(171.11)</b>

₹ in Crore

Particulars	Net balance April 1, 2020	Recognised in Statement of Profit and Loss	Net balance March 31, 2021	Deferred tax asset March 31, 2021	Deferred tax liability March 31, 2021
Deferred tax asset					
Property, Plant and Equipment	(201.87)	24.11	(177.76)	-	(177.76)
Indexation benefit on land and shares	0.99	0.07	1.06	1.06	-
Employee benefits	1.59	(0.24)	1.35	1.35	-
Provision for Doubtful Debts / Advances	8.46	(2.20)	6.26	6.26	-
Unabsorbed Depreciation	181.24	(23.40)	157.84	157.84	-
Other provisions	10.58	1.72	12.30	12.30	-
Others (Related to EHFL Demerger)	(0.58)	-	(0.58)	-	(0.58)
Investments (Acquisition on account of EHFL)	0.03	-	0.03	0.03	-
Tax assets (Liabilities)	0.44	0.05	0.50	178.84	(178.34)
Net tax assets	<b>0.44</b>	<b>0.05</b>	<b>0.50</b>	<b>178.84</b>	<b>(178.34)</b>

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

Significant Management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Details of unused tax losses is given in note 5 below.

As the Company does not have any intention to dispose off investments in unlisted subsidiaries and associates in the foreseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

During the year, the Company has not accounted for tax credits in respect of Minimum Alternative Tax (MAT credit) of ₹ NIL crore (previous year ₹ Nil crores). The Company is not reasonably certain of availing the said MAT credit in future years against the normal tax expected to be paid in those years and accordingly has not recognised a deferred tax asset for the same.

# Notes to the Standalone Financial Statements

## Note 37 : Income Tax Expense (Continued)

### 5 Tax losses carried forward

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Expiry date		
March 31, 2022	-	4.63
March 31, 2023	153.69	153.69
March 31, 2024	110.09	110.09
March 31, 2025	133.22	133.22
March 31, 2026	119.43	119.43
March 31, 2027	100.02	100.02
March 31, 2028	103.87	102.94
March 31, 2029	69.07	71.21
	789.39	795.23
Unabsorbed Depreciation never expires	930.72	930.75

## Note 38 : Leases

### 1. Cost, Accumulated Depreciation and Carrying Amount

₹ in Crore

Particulars	Land and Buildings	Total
	<b>Cost</b>	
As at April 1, 2020	61.42	61.42
Additions	51.55	51.55
Balance at March 31, 2021	<b>112.97</b>	<b>112.97</b>
Additions	3.80	3.80
Disposals	(75.39)	(75.39)
Balance at March 31, 2022	<b>41.38</b>	<b>41.38</b>
<b>Accumulated depreciation and impairment</b>		
As at April 1, 2020	52.14	52.14
Depreciation	13.47	13.47
Balance at March 31, 2021	<b>65.61</b>	<b>65.61</b>
Depreciation	14.09	14.09
Disposals	(75.39)	(75.39)
Balance at March 31, 2022	<b>4.31</b>	<b>4.31</b>
<b>Carrying amounts</b>		
As at April 1, 2021	47.36	47.36
Balance at March 31, 2022	37.07	37.07

### 2. Breakdown of lease expenses

₹ in Crore

Particulars	Year Ended	Year Ended
	March 31, 2022	March 31, 2021
Short-term lease expense	0.84	0.86
Low value lease expense*	-	0.01
<b>Total lease expense</b>	<b>0.84</b>	<b>0.87</b>

\* Amount less than 0.01 crore

# Notes to the Standalone Financial Statements

## Note 38 : Leases (Continued)

### 3. Cash outflow on leases

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Repayment of lease liabilities	14.24	13.91
Interest on lease liabilities	3.87	3.98
Short-term lease expense	0.67	0.70
Low value lease expense	-	0.01
<b>Total cash outflow on leases</b>	<b>18.78</b>	<b>18.59</b>

### 4. Maturity analysis (Undiscounted amounts)

₹ in Crore

Particulars	Total	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Weighted average effective interest rate %
<b>As at March 31, 2022</b>						
Lease liabilities						
Principal Repayment	40.47	11.73	12.82	15.92	-	7.98%
Interest Repayment	5.52	2.80	1.82	0.90	-	7.98%
	<b>45.99</b>	<b>14.53</b>	<b>14.64</b>	<b>16.82</b>	-	
<b>As at March 31, 2021</b>						
Lease liabilities						
Principal Repayment	50.91	13.59	11.03	26.29	-	8.90%
Interest Repayment	8.63	3.61	2.59	2.43	-	8.90%
	<b>59.54</b>	<b>17.20</b>	<b>13.62</b>	<b>28.72</b>		

### 5. Maturity analysis (Discounted amounts)

₹ in Crore

Particulars	Total	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Weighted average effective interest rate %
<b>As at March 31, 2022</b>						
Lease liabilities						
Principal Repayment	40.47	11.73	12.82	15.92	-	7.98%
<b>As at March 31, 2021</b>						
Lease liabilities						
Principal Repayment	50.91	13.59	11.03	26.29	-	8.90%

### 6. As a Lessor

Undiscounted lease payments to be received for operating leases

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Year 1	35.05	37.46
More than 1 year and less than 5 years	56.34	95.06
<b>Total</b>	<b>91.39</b>	<b>132.52</b>

# Notes to the Standalone Financial Statements

## Note 39 : Employee Benefits

### 1 DEFINED CONTRIBUTION PLAN

#### Provident Fund :

The contributions to the Provident Fund and Family Pension Fund of certain employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

### 2 DEFINED BENEFIT PLAN

#### Gratuity :

The Company participates in the Employees' Group Gratuity-cum-Life Assurance Scheme of ICICI Prudential Life Insurance Co. Ltd, HDFC Standard Life Insurance Co. Ltd. and SBI Life Insurance Co. Ltd, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997, or as per the Company's scheme whichever is more beneficial to the employees.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

#### Provident Fund :

The Company manages the Provident Fund plan through a Provident Fund Trust for a majority of its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

The Company has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and the actual return earned by the Company has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is no shortfall as at March 31, 2022.

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Plan assets at period end, at fair value	106.45	107.26
Provident Fund Corpus	101.38	102.79

Valuation assumptions under Deterministic Approach:

Weighted Average Yield 8.48%

Guaranteed Rate of Interest 8.50%

#### Pension :

The Company has Pension plan for eligible employees. The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

### 3 Basis Used to Determine Expected Rate of Return on Assets :

The expected return on plan assets of 6.70% p.a. has been considered based on the current investment pattern in Government securities.

### 4 Amounts Recognised as Expense :

#### i) Defined Contribution Plan

Employer's Contribution to Provident Fund amounting to ₹ 4.41 crore (previous year ₹ 3.56 crore) has been included in Note 31 Employee Benefits Expenses

#### ii) Defined Benefit Plan

Gratuity cost amounting to ₹ 2.48 crore (previous year ₹ 2.29 crore) has been included in Note 31 Employee Benefits Expenses.

# Notes to the Standalone Financial Statements

## Note 39 : Employee Benefits (Continued)

Employer's Contribution to Provident Fund amounting to ₹ 1.46 crore (previous year ₹ 1.14 crore) has been included in Note 31 Employee Benefits Expenses.

Pension cost amounting to ₹ 0.24 crore (previous year ₹ 0.09 crore) has been included in Note 31 Employee Benefits Expenses.

### 5 The amounts recognised in the Company's financial statements as at the year end are as under :

₹ in Crore

Particulars	Gratuity		Pension	
	Year Ended March 31, 2022	Year Ended March 31, 2021	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>1 Change in Present Value of Obligation</b>				
Present value of the obligation at the beginning of the year	34.94	35.49	0.91	0.54
Current Service Cost	1.57	1.48	-	-
Interest Cost	2.42	2.43	-	-
Contribution by Plan Participants		-	-	-
Actuarial (Gain) / Loss on Obligation due to change in financial assumptions	0.24	(0.13)	(0.18)	0.64
Actuarial (Gain) / Loss on Obligation due to experience adjustments	0.22	(0.04)	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	0.61	-	-	-
Benefits Paid	(4.67)	(4.30)	(0.66)	(0.27)
<b>Present value of the obligation at the end of the year</b>	<b>35.33</b>	<b>34.94</b>	<b>0.07</b>	<b>0.91</b>
<b>2 Change in Plan Assets</b>				
Fair value of Plan Assets at the beginning of the year	21.76	23.84	-	-
Expected return on Plan Assets	1.51	1.62	-	-
Actuarial (Gain) / Loss on Plan Assets	0.56	(0.59)	-	-
Contributions by the Employer	0.64	-	-	-
Benefits Paid	(4.67)	(4.30)	-	-
<b>Fair value of Plan Assets at the end of the year</b>	<b>18.68</b>	<b>21.76</b>	-	-
<b>3 Amounts Recognised in the Balance Sheet :</b>				
Present value of Obligation at the end of the year	35.33	34.94	-	-
Fair value of Plan Assets at the end of the year	18.68	21.76	-	-
<b>Net Obligation at the end of the year</b>	<b>16.65</b>	<b>13.18</b>	-	-
<b>4 Amounts Recognised in the statement of Profit and Loss :</b>				
Current Service Cost	1.57	1.48	-	-
Interest cost on Obligation	2.42	2.43	-	-
Expected return on Plan Assets	(1.51)	(1.62)	-	-
<b>Net Cost Included in Personnel Expenses</b>	<b>2.48</b>	<b>2.29</b>	-	-
<b>5 Amounts Recognised in Other Comprehensive Income (OCI):</b>				
Actuarial Loss on Obligation For the Year	1.07	(0.17)	-	-
Return on Plan Assets, Excluding Interest Income	0.56	(0.59)	-	-
<b>Net Expense For the Period Recognised in OCI</b>	<b>1.63</b>	<b>(0.76)</b>	-	-



# Notes to the Standalone Financial Statements

## Note 39 : Employee Benefits (Continued)

₹ in Crore

Particulars	Gratuity		Pension	
	Year Ended March 31, 2022	Year Ended March 31, 2021	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>6 Actual Return on Plan Assets</b>	0.95	1.02	-	-
<b>7 Estimated Contribution to be made in Next Financial Year</b>	3.44	3.49	-	-
<b>8 Actuarial Assumptions</b>				
i) Discount Rate	6.70% P.A.	6.93% P.A.	6.08% P.A.	6.93% P.A.
ii) Expected Rate of Return on Plan Assets	6.70% P.A.	6.93% P.A.	-	-
iii) Salary Escalation Rate	6.00% P.A.	6.00% P.A.	-	-
iv) Mortality	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2006-08) Ultimate

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

### 6 Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

₹ in Crore

Particulars	Year Ended March 31, 2022		Year Ended March 31, 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1.00)	1.09	(1.75)	1.99
Future salary growth (1% movement)	1.09	(1.03)	1.99	(1.78)
Rate of employee turnover (1% movement)	2.05	(2.30)	0.10	(0.11)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

### 7 Expected future benefit payments of Gratuity

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
1 <sup>st</sup> following year	11.16	8.90
2 <sup>nd</sup> following year	5.36	1.88
3 <sup>rd</sup> following year	3.77	4.19
4 <sup>th</sup> following year	3.99	2.03
5 <sup>th</sup> following year	3.35	2.88
Sum of Years 6 to 10	11.76	15.12
Thereafter	5.56	22.34

### 8 Details of Plan Assets

₹ in Crore

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
ICICI Prudential Life Insurance	0.66	0.69
HDFC Standard Life Insurance	6.13	5.97
SBI Life Insurance	11.89	15.10
<b>Total</b>	<b>18.68</b>	<b>21.76</b>

# Notes to the Standalone Financial Statements

## Note 40 : Employee Stock Benefit Plans

### 1 Employee Stock Grant Scheme

- (a) The Company had set up the Employees Stock Grant Scheme 2011 (ESGS) pursuant to the approval by the Shareholders at their Meeting held on January 17, 2011.
- (b) The ESGS Scheme is effective from April 1, 2011, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2011 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.
- (c) The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Compensation Committee of the respective Company based on the employee's performance, level, grade, etc.
- (d) The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty Five Lac) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.
- (e) The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3<sup>rd</sup> at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years, or as may be determined by Compensation Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.
- (f) The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Compensation Committee.
- (g) The Exercise Price of the shares has been fixed at ₹ 1 per share. The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

Following table lists the average inputs to the model used for the plan for the year ended March 31, 2022:

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021	Description of the Inputs used
Dividend yield %	0.00%	0.32%	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	12%-14%	28%-31%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	4.4% to 5.3%	3.60% to 4.50%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	1 to 3 years	1 to 3 years	
Weighted Average Market price on date of granting the options (₹)	560.70	393.25	

- (h) The Status of the above plan is as under:

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021	Weighted average Exercise Price (₹)	Weighted average Share Price (₹)
Options Outstanding at the Beginning of the Year	120,389	115,781		
Options Granted	56,466	64,440		
Options Vested	59,215	59,082		
Options Exercised	59,215	59,082	1.00	486.21
Options Lapsed / Forfeited	9,571	750		
<b>Total Options Outstanding at the end of the year</b>	<b>108,069</b>	<b>120,389</b>		

- (i) The weighted average exercise price of the options outstanding as on March 31, 2022 is ₹ 1 (previous year ₹ 1 per share) and the weighted average remaining contractual life of the options outstanding as on March 31, 2022 is 0.84 years (previous year 0.88 years)

# Notes to the Standalone Financial Statements

## Note 41 : Related Party Information

### a) Names of related parties and description of relationship

#### Parties where control exists

#### 1 Godrej Agrovet Limited - Subsidiary Company

- |       |   |
|-------|---|
| 1.1   | Godvet Agrochem Limited   |
| 1.2   | Astec LifeSciences Limited (including its following subsidiaries) |
| 1.2.1 | Behram Chemicals Private Limited                                  |
| 1.2.2 | Astec Europe Sprl (upto September 1, 2020)                        |
| 1.2.3 | Comercializadora Agricola Agrostrachem Cia Ltda                   |
| 1.3   | Creamline Dairy Products Limited                                  |
| 1.4   | Godrej Tyson Foods Limited  |
| 1.5   | Godrej Maxximilk Private Limited                                  |

#### Joint Venture

- |     |  |
|-----|--|
| 1.6 | ACI Godrej Agrovet Private Limited, Bangladesh |
| 1.7 | Omnivore India Capital Trust                   |

#### Associates

- |     |  |
|-----|--|
| 1.8 | Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE) |
|-----|--|

#### 2 Godrej Properties Limited - Subsidiary Company

- |      |  |
|------|--|
| 2.1  | Oasis Landmarks LLP ( w. e. f March 1, 2022)                       |
| 2.2  | Godrej Garden City Properties Private Limited                      |
| 2.3  | Prakritiplaza Facilities Management Private Limited                |
| 2.4  | Godrej Prakriti Facilities Private Limited                         |
| 2.5  | Godrej Genesis Facilities Management Private Limited               |
| 2.6  | Godrej Hill Side Properties Private Limited                        |
| 2.7  | Godrej Highrises Properties Private Limited                        |
| 2.8  | City Star Infraprojects Limited                                    |
| 2.9  | Godrej Residency Private Limited                                   |
| 2.10 | Godrej Home Developers Private Limited                             |
| 2.11 | Godrej Projects Development Limited                                |
| 2.12 | Godrej Project Developers & Properties LLP                         |
| 2.13 | Godrej Projects (Soma) LLP   |
| 2.14 | Godrej City Facilities Management LLP                              |
| 2.15 | Godrej Construction Projects LLP (upto March 30, 2021)             |
| 2.16 | Godrej Highrises Realty LLP  |
| 2.17 | Godrej Green Properties LLP  |
| 2.18 | Godrej Skyview LLP   |
| 2.19 | Godrej Projects North LLP ( upto December 2, 2021)                 |
| 2.20 | Godrej Athenmark LLP   |
| 2.21 | Ashank Realty Management LLP                                       |
| 2.22 | Godrej Olympia LLP   |
| 2.23 | Ashank Facility Management LLP                                     |
| 2.24 | Godrej Green Woods Private Limited (w.e.f. May 26, 2020)           |
| 2.25 | Godrej Precast Construction Private Limited (w.e.f. July 19, 2020) |

# Notes to the Standalone Financial Statements

## Note 41 : Related Party Information (Continued)

### a) Names of related parties and description of relationship

2.26	Godrej Landmark Redevelopers Private Limited (merged with Godrej Project Development Limited w.e.f April 01, 2020)
2.27	Godrej Properties Worldwide Inc., USA
2.28	Ceeear Lifespaces Private Limited (merged with Godrej Properties Limited w.e.f. April 1, 2020)
2.29	Godrej Realty Private Limited (upto March 30, 2021)
2.30	Godrej Florentine LLP
2.31	Godrej Living Private Limited (w.e.f. February 1, 2022)
2.32	Yerwada Developers Private Limited (w.e.f. December 9, 2021 upto January 30, 2022)

### Joint Ventures

2.33	Godrej Redevelopers (Mumbai) Private Limited
2.34	Godrej Greenview Housing Private Limited
2.35	Wonder City Buildcon Private Limited
2.36	Godrej Home Constructions Private Limited
2.37	Wonder Projects Development Private Limited
2.38	Godrej Real View Developers Private Limited
2.39	Pearlite Real Properties Private Limited
2.40	Godrej Skyline Developers Private Limited
2.41	Godrej Green Homes Private Limited (Formerly Known as Godrej Green Homes Limited)
2.42	Munjal Hospitality Private Limited
2.43	Yujya Developers Private Limited
2.44	Vivrut Developers Private Limited
2.45	Madhuvan Enterprises Private Limited
2.46	Mosiac Landmarks LLP
2.47	Dream World Landmarks LLP
2.48	Oxford Realty LLP
2.49	Godrej SSPDL Green Acres LLP
2.50	Caroa Properties LLP
2.51	M S Ramaiah Ventures LLP
2.52	Oasis Landmarks LLP ( upto February 28, 2022)
2.53	Godrej Amitis Developers LLP ( formerly known as Amitis Developers LLP)
2.54	Godrej Property Developers LLP
2.55	A R Landcraft LLP
2.56	Bavdhan Realty@ Pune 21 LLP ( upto November 24, 2021)
2.57	Prakhhyat Dwellings LLP
2.58	Godrej Highview LLP
2.59	Godrej Projects North Star LLP
2.60	Godrej Developers & Properties LLP
2.61	Godrej Reserve LLP (foremerly known as Sai Srushti Onehub Projects LLP)
2.62	Godrej Irismark LLP
2.63	Roseberry Estate LLP
2.64	Suncity Infrastructures (Mumbai) LLP

# Notes to the Standalone Financial Statements

## Note 41 : Related Party Information (Continued)

### a) Names of related parties and description of relationship

2.65	Maan-Hinje Township Developers LLP (Formerly Known as Godrej Projects (Pune) LLP)
2.66	Godrej Vestamark LLP
2.67	Manyata Industrial Parks LLP
2.68	Godrej Odyssey LLP
2.69	Universal Metro Properties LLP.
2.70	Embellish Houses LLP (w.e.f. May 11, 2020)
2.71	Manjari Housing Projects LLP (Formerly Known as Godrej Avamark LLP)
2.72	Mahalunge Township Developers LLP (Formerly Known as Godrej Land Developers LLP)
2.73	Yerwada Developers Private Limited (w.e.f. January 31, 2022)
2.74	Godrej Projects North LLP (w.e.f. December 3, 2021)
2.75	Godrej Housing Projects LLP
2.76	Vagishwari Land Developers Private Limited (w.e.f. June 10, 2021)
2.77	Godrej Macbricks Private Limited

### 3 Godrej Capital Ltd - Subsidiary Company.(previously known as Pyxis Holdings Limited) (w.e.f March 25, 2021)

3.1	Godrej Finance Limited (Earlier known as Ensemble Holdings & Finance Limited became a subsidiary of Godrej Capital Limited w.e.f August 23, 2021)
3.2	Godrej Housing Finance Limited (w.e.f August 24, 2021)
4	Godrej International Limited - Subsidiary Company.
5	Godrej International Trading & Investments Pte Limited - Subsidiary Company
6	Godrej Finance Limited (Earlier known as Ensemble Holdings & Finance Limited ceased to be a direct subsidiary w.e.f August 23, 2021)
7	Godrej One Premises Management Private Limited - Subsidiary Company
8	Godrej Industries Limited Employee Stock Option Trust - Subsidiary Entity

### Associates

### 9 Godrej Consumer Products Limited and its direct subsidiaries and Associates

9.1	Bhabhani Blunt Hairdressing Private Limited (Associate) (upto March 16, 2022)
9.2	PT Megasari Makmur
9.3	Strength of Nature, LLC
9.4	Subinite Pty Ltd
9.5	Laboratoria Cuenca S.A.
9.6	Godrej Consumer Products International FZCO
9.7	Godrej Nigeria Limited
9.8	Canon Chemicals Limited
9.9	Godrej Global Middle East FZE
9.10	Godrej Household Products Lanka (Private) Limited

### 10 Companies under common ownership

10.1	Godrej & Boyce Manufacturing Company Limited
------	--

### 11 Key Management Personnel

11.1	Mr. A. B. Godrej - Chairman Emeritus (retired w.e.f September 30, 2021)
11.2	Mr. N. B. Godrej - Chairman & Managing Director (effective October 1, 2021)
11.3	Ms. T. A. Dubash - Executive Director & Chief Brand Officer
11.4	Mr. N. S. Nabar - Executive Director & President (Chemicals)
11.5	Mr. C. G. Pinto - Chief Financial Officer
11.6	Ms. Tejal Jariwala - Company Secretary

# Notes to the Standalone Financial Statements

## Note 41 : Related Party Information (Continued)

### a) Names of related parties and description of relationship

#### 12 Non-Executive Directors

12.1	Mr. J.N. Godrej
12.2	Mr. V.M. Crishna (upto November 8, 2021)
12.3	Mr. K.M. Elavia (upto February 11, 2021)
12.4	Mr. K.N. Petigara (upto April 1, 2021)
12.5	Mr. A.D. Cooper (upto October 27, 2020)
12.6	Mr. Mathew Eipe (effective from May 13, 2019 )
12.7	Dr. Ganapati D. Yadav (effective from May 13, 2019 )
12.8	Ms. Rashmi Joshi (upto March 27, 2020 )
12.9	Mr. K.K. Dastur (upto August 08, 2019 )
12.10	Mr. S.A. Ahmadullah (upto August 08, 2019 )
12.11	Mr. A.B. Choudhury (upto August 08, 2019 )
12.12	Ms. Monaz Noble (effective May 1, 2020)
12.13	Ms. Shweta Bhatia (effective October 28, 2020)
12.14	Mr. Sandeep Murthy (effective March 1, 2021)
12.15	Mr. Ajay Kumar Vaghani(effective June 23, 2021)

#### 13 Relatives of Key Management Personnel

13.1	Ms. N. A. Godrej - Daughter of Mr. A. B. Godrej
13.2	Ms. R. N. Godrej - Wife of Mr. N. B. Godrej
13.3	Mr. B. N. Godrej - Son of Mr. N. B. Godrej
13.4	Mr. S. N. Godrej - Son of Mr. N. B. Godrej
13.5	Mr. H. N. Godrej - Son of Mr. N. B. Godrej
13.6	Mr. A. D. Dubash - Husband of Ms. Tanya Dubash
13.7	Master A. A. Dubash - Son of Ms. Tanya Dubash
13.8	Master A. A. Dubash - Son of Ms. Tanya Dubash
13.9	Ms. N. N. Nabar - Wife of Mr. N. S. Nabar

#### 14 Enterprises over which key management personnel exercise significant influence

14.1	Anamudi Real Estates LLP
14.2	Godrej Seeds & Genetics Limited
14.3	Godrej Capital Limited (earlier known as Pyxis Holdings Limited) (became subsidiary w.e.f. March 25, 2021)
14.4	Meghmani Organics Limited

#### 15 Enterprises over which relative of key management personnel exercise significant influence

15.1	Shata Trading & Finance Private Limited
15.2	Shilawati Trading & Finance Private Limited
15.3	NG Family Trust
15.4	PG Family Trust
15.5	BNG Family Trust
15.6	SNG Family Trust
15.7	HNG Family Trust
15.8	Godrej Fund Management and Investment Advisers Private Limited (earlier known as Godrej Investment Advisers Private Limited)
15.9	Karukachal Developers Private Limited
15.10	Eranthus Developers Private Limited
15.11	Praviz Developers Private Limited
15.12	Godrej Holdings Private Limited
15.13	Ceres Developers Private Limited
15.14	Transpolar Logistics (India) Private Limited

#### 16 Post Employment Benefit Trust where reporting entity exercises significant influence

16.1	Godrej Industries Employees Provident Fund
16.2	Godrej Industries Ltd Group Gratuity Trust

# Notes to the Standalone Financial Statements

## Note 41 : Related Party Information (Continued)

### b) Transactions with Related Parties

₹ in Crore

Nature of Transaction	Subsidiary Companies	Associate/ Joint Venture Companies	Companies under common ownership	Key Management Personnel	Relative of Key Management Personnel	Enterprises over which Key Mangement Personnel exercise significant influence	Enterprises over which Relative of Key Mangement Personnel exercise significant influence	Total
Sale of Goods *	6.54	90.19	0.22	-	0.25	74.83	-	172.03
<i>Previous Year *</i>	<i>5.17</i>	<i>68.90</i>	<i>0.21</i>	-	-	-	<i>0.00</i>	<i>74.28</i>
Purchase of goods	-	27.33	-	-	-	65.31	-	92.64
<i>Previous Year</i>	<i>0.45</i>	<i>10.24</i>	-	-	-	-	-	<i>10.69</i>
Purchase of Property, Plants & Equipments & Purchase of Investment Property	-	0.00	0.04	-	-	-	-	0.04
<i>Previous Year</i>	-	-	<i>0.37</i>	-	-	<i>275.00</i>	-	<i>275.37</i>
Commission / Royalty received	-	0.27	-	-	-	-	-	0.27
<i>Previous Year</i>	-	<i>0.29</i>	-	-	-	-	-	<i>0.29</i>
Licence fees / Service charges / Storage Income	14.67	18.58	0.02	-	-	-	0.04	33.31
<i>Previous Year</i>	<i>5.74</i>	<i>18.13</i>	-	-	-	<i>0.92</i>	<i>0.03</i>	<i>24.82</i>
Other Income	0.73	0.19	-	-	0.01	-	-	0.93
<i>Previous Year</i>	<i>0.17</i>	<i>0.03</i>	<i>0.08</i>	-	-	<i>0.03</i>	-	<i>0.31</i>
Recovery of establishment & Other Expenses	21.13	27.43	1.71	-	-	7.70	0.09	58.06
<i>Previous Year</i>	<i>15.47</i>	<i>17.95</i>	<i>5.31</i>	-	-	<i>0.71</i>	<i>0.02</i>	<i>39.46</i>
Rent, Establishment & other exps paid *	8.96	13.29	5.22	-	0.91	-	2.20	30.58
<i>Previous Year</i>	<i>8.76</i>	<i>12.25</i>	<i>4.90</i>	<i>0.00</i>	<i>1.03</i>	<i>0.04</i>	<i>1.93</i>	<i>28.92</i>
Dividend income	96.01	-	-	-	-	-	-	96.01
<i>Previous Year</i>	<i>62.62</i>	-	-	-	-	-	-	<i>62.62</i>
Remuneration to Key Management Personal								
Short term employee benefit	-	-	-	27.76	-	-	-	27.76
Post employment benefit	-	-	-	0.80	-	-	-	0.80
Share based payment	-	-	-	0.85	-	-	-	0.85
<i>Previous Year</i>								
Short term employee benefit	-	-	-	19.61	-	-	-	19.61
Post employment benefit	-	-	-	0.73	-	-	-	0.73

# Notes to the Standalone Financial Statements

## Note 41 : Related Party Information (Continued)

### b) Transactions with Related Parties

								₹ in Crore
Nature of Transaction	Subsidiary Companies	Associate/ Joint Venture Companies	Companies under common ownership	Key Management Personnel	Relative of Key Management Personnel	Enterprises over which Key Management Personnel exercise significant influence	Enterprises over which Relative of Key Management Personnel exercise significant influence	Total
Share based payment	-	-	-	0.74	-	-	-	0.74
Other Deposits accepted	1.60	0.22	-	-	-	-	-	1.82
<i>Previous Year</i>	<i>0.25</i>	-	-	-	-	-	-	<i>0.25</i>
Sale of Investments	5.73	-	-	-	-	-	-	5.73
<i>Previous Year</i>	-	-	-	-	-	-	-	-
Purchase of Investments	809.16	-	-	-	-	-	-	809.16
<i>Previous Year</i>	-	-	-	-	-	-	-	-
Commission paid to Director	-	-	-	0.58	-	-	-	0.58
<i>Previous Year</i>	-	-	-	-	-	-	-	-
Directors Fees	-	-	-	0.71	-	-	-	0.71
<i>Previous Year</i>	-	-	-	0.32	-	-	-	0.32
Balance Outstanding as on March 31, 2022								
Receivables	3.77	19.00	0.24	-	-	7.96	-	30.97
<i>Previous Year</i>	<i>3.50</i>	<i>10.21</i>	<i>4.20</i>	-	-	<i>0.27</i>	-	<i>18.18</i>
Payables	0.04	1.81	0.41	0.01	-	-	0.04	2.31
<i>Previous Year</i>	<i>0.02</i>	<i>0.06</i>	-	-	-	-	<i>0.11</i>	<i>0.19</i>
Guarantees outstanding	-	32.56	-	-	-	-	-	32.56
<i>Previous Year</i>	-	<i>40.24</i>	-	-	-	-	-	<i>40.24</i>

\* Amount less than ₹ 0.01 crores



# Notes to the Standalone Financial Statements

## Note 41 : Related Party Information (Continued)

### c) Significant Related Party Disclosure

₹ in Crore

Nature of Transaction	Company Name	March 2022	March 2021
Sale of Goods	Godrej Consumer Products Limited	69.25	68.90
Sale of Goods	Godrej Seeds & Genetics Limited	74.83	-
Purchase of Goods	Godrej Consumer Products Limited	27.33	10.24
Purchase of Goods	Godrej Seeds & Genetics Limited	65.31	-
Purchase of Property Plant and Equipment	Anamudi Real Estate LLP	-	275.00
Commission / Royalty received	Godrej Consumer Products Limited	0.27	0.29
Licence fees / Service charges / Storage Income	Godrej Consumer Products Limited	18.58	18.13
Recovery of establishment & other Expenses	Godrej Consumer Products Limited	27.43	17.95
Recovery of establishment & other Expenses	Godrej Agrovet Limited	7.73	5.36
Recovery of establishment & other Expenses	Godrej Properties Limited	10.44	7.37
Rent, Establishment & other Expenses paid	Godrej Consumer Products Limited	13.31	12.25
Rent, Establishment & other Expenses paid	Godrej Properties Limited	0.09	0.51
Rent, Establishment & other Expenses paid	Godrej & Boyce Manufacturing Company Limited	5.46	4.90
Dividend income	Godrej Agrovet Limited	96.01	62.62
Sale of Investments	Godrej Capital Limited	5.73	-
Purchase of Investments	Godrej Capital Limited	809.16	-
Other Deposits accepted	Godrej Properties Limited	-	0.12
Other Deposits accepted	Godrej Agrovet Limited	0.11	0.13

## Note 42 : Fair Value Measurement

Refer Note 2 sub note 9 & 10 for accounting policy on Financial Instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

### 1 Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are as follows.

₹ in Crore

As at March 31, 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Non-Current</b>								
Investments								
Other Investments*	20.14	-	-	20.14	16.00	-	3.83	19.83
Loans	-	-	-	-	-	-	-	-
Loans to Employees	-	-	0.87	0.87	-	-	-	-
Other financial assets	-	-	6.40	6.40	-	-	-	-
<b>Current</b>								
Current investments	760.69	-	-	760.69	760.69	-	-	760.69

# Notes to the Standalone Financial Statements

## Note 42 : Fair Value Measurement (Continued)

As at March 31, 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Trade receivables	-	-	400.28	400.28	-	-	-	-
Cash and cash equivalents	-	-	93.05	93.05	-	-	-	-
Other bank balances	-	-	60.85	60.85	-	-	-	-
Loans								
Others	-	-	0.22	0.22	-	-	-	-
Derivative asset	-	-	-	-	-	-	-	-
Other Current Financial Assets	-	-	22.84	22.84	-	-	-	-
	<b>780.83</b>	<b>-</b>	<b>584.51</b>	<b>1,365.34</b>	<b>776.69</b>	<b>-</b>	<b>3.83</b>	<b>780.52</b>
<b>Financial liabilities</b>								
<b>Non-Current</b>								
Borrowings - Non Convertible Debentures	-	-	2,994.09	2,994.09	-	3,034.88	-	3,034.88
Borrowings - Term Loans from Banks	-	-	307.69	307.69	-	-	-	-
Lease Liabilities	-	-	28.74	28.74	-	-	-	-
<b>Current</b>								
Borrowings	-	-	2,858.32	2,858.32	-	-	-	-
Lease Liabilities	-	-	11.73	11.73	-	-	-	-
Trade and other payables	-	-	745.23	745.23	-	-	-	-
Derivative liabilities	0.68	-	-	0.68	-	0.68	-	0.68
Other financial liabilities	-	-	202.04	202.04	-	-	-	-
	<b>0.68</b>	<b>-</b>	<b>7,147.84</b>	<b>7,148.52</b>	<b>-</b>	<b>3,035.56</b>	<b>-</b>	<b>-</b>

₹ in Crore

As at March 31, 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<b>Non-Current</b>								
Investments								
Other Investments*	21.85	-	-	21.85	17.00	-	4.85	21.85
Loans								
Loans to Employees	-	-	0.78	0.78	-	-	-	-
Other financial assets	-	-	8.90	8.90	-	-	-	-
<b>Current</b>								
Current investments	1,315.21	-	0.52	1,315.73	1,315.21	-	-	1,315.21
Trade receivables	-	-	249.72	249.72	-	-	-	-
Cash and cash equivalents	-	-	67.16	67.16	-	-	-	-
Other bank balances	-	-	50.93	50.93	-	-	-	-
Loans								
Others	-	-	0.24	0.24	-	-	-	-
Derivative asset	0.10	-	-	0.10	-	0.10	-	0.10
Other Current Financial Assets	-	-	17.36	17.36	-	-	-	-
	<b>1,337.16</b>	<b>-</b>	<b>395.61</b>	<b>1,732.77</b>	<b>1,332.21</b>	<b>0.10</b>	<b>4.85</b>	<b>1,337.16</b>

# Notes to the Standalone Financial Statements

## Note 42 : Fair Value Measurement (Continued)

₹ in Crore

As at March 31, 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial liabilities</b>								
<b>Non-Current</b>								
Borrowings - Non Convertible Debentures	-	-	1,494.04	1,494.04	-	1,510.65	-	1,510.65
Borrowings - Term Loans from Banks	-	-	461.54	461.54	-	-	-	-
Lease Liabilities	-	-	37.32	37.32	-	-	-	-
<b>Current</b>								
Borrowings	-	-	2,440.85	2,440.85	-	-	-	-
Lease Liabilities	-	-	13.59	13.59	-	-	-	-
Trade and other payables	-	-	637.20	637.20	-	-	-	-
Other financial liabilities	-	-	100.65	100.65	-	-	-	-
	-	-	<b>5,785.47</b>	<b>5,785.47</b>	-	<b>1,510.65</b>	-	<b>1,510.65</b>

\* The fair value in respect of the unquoted equity investments cannot be reliably estimated. The Company has currently measured them at net book value as per the latest audited financial statements available.

The Fair value of cash and cash equivalents, other bank balances, trade receivables, trade payables approximated their carrying value largely due to short term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

### 2 Measurement of fair values

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.
- The Company uses the Discounted Cash Flow valuation technique (in relation to financial assets measured at amortised cost and fair value through profit or loss) which involves determination of present value of expected receipt/ payment discounted using appropriate discounting rates. The fair value so determined for financial asset measured at fair value through profit and loss are classified as Level 2.
- The Company uses the discounted cash flow valuation technique (in relation to financial liabilities measured at amortised cost) which involves determination of the present value of expected payments, discounted using bank rate. The fair value of non-convertible debentures is valued using FIMMDA guidelines.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique
Forward contracts	The fair value is determined using forward exchange rates at the reporting date.

# Notes to the Standalone Financial Statements

## Note 43 : Financial Risk Management

### 1 Financial Risk Management objectives and policies

The Company's business activities are exposed to a variety of financial risks, namely Credit risk, Liquidity risk, Currency risk, Interest risks and Commodity price risk. The Company's Senior Management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The audit committee oversees how Management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### 2 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances and Bank balances and derivative transactions.

The carrying amount of following financial assets represents the maximum credit exposure:

#### Trade receivables and loans and advances.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has a policy under which each new customer is analysed individually for creditworthiness before offering credit period and delivery terms and conditions. The Company's export sales are backed by letters of credit and insured through Export Credit Guarantee Corporation. The Company bifurcates the Domestic Customers into Large Corporates, Distributors and others for Credit monitoring.

The Company maintains adequate security deposits for sales made to its distributors. For other trade receivables, the Company individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Company makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals.

The Company monitors individual loans and advances given and makes any specific provision wherever required.

Based on prior experience and an assessment of the current economic environment, Management believes there is no credit risk provision required. Also Company does not have any significant concentration of credit risk.

The ageing analysis of trade receivables is disclosed in Note 11

The movement in Provision for Loss Allowance is as follows:

Particulars	₹ in Crore	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Opening Provision for Loss Allowance	3.86	3.17
Impairment loss recognised	0.89	0.69
Balance written back	-	-
Amounts written off	(1.77)	-
Closing Provision for Loss Allowance	2.98	3.86

#### Bank Balances and derivative transactions

Bank Accounts / derivative transactions are maintained / carried out with Banks having high credit ratings

# Notes to the Standalone Financial Statements

## Note 43 : Financial Risk Management (Continued)

### 3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Company has access to funds from debt markets through loan from banks, commercial papers, fixed deposits from public and other Debt instrument. The Company invests its surplus funds in bank fixed deposits and debt based mutual funds.

#### Maturity profile of financial liabilities

The following are the remaining contractual maturities of financial liabilities as at Balance Sheet Dates:

₹ in Crore

As at March 31, 2022	Contractual cash flows						
	Carrying amount	Total	Less than 6 months	6-12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Non Current Borrowings	3,301.78	4,175.46	166.88	59.44	1,126.02	1,959.42	863.70
Non Current Lease Liabilities	28.74	31.46	-	-	14.64	16.82	-
Current Borrowings	2,858.32	5,233.76	2,354.18	2,800.55	79.03	-	-
Current Lease Liabilities	11.73	14.53	7.27	7.27	-	-	-
Trade and other payables	745.23	745.23	745.23	-	-	-	-
Other financial liabilities	202.72	202.72	202.72	-	-	-	-

₹ in Crore

As at March 31, 2021	Contractual cash flows						
	Carrying amount	Total	Less than 6 months	6-12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Non Current Borrowings	1,955.58	2,359.84	63.92	65.26	278.61	1,952.05	-
Non Current Lease Liabilities	37.32	42.34	-	-	13.62	28.72	-
Current Borrowings	2,440.85	2,461.21	2,389.15	72.06	-	-	-
Current Lease Liabilities	13.59	17.20	8.60	8.60	-	-	-
Trade and other payables	626.98	626.98	626.98	-	-	-	-
Other financial liabilities	100.65	100.65	100.65	-	-	-	-

### 4 Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company's exposure to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of investments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

#### 4(i) Currency risk

The Company is exposed to currency risk on account of its Receivables for Exports and Payables for Imports in foreign currency. The functional currency of the Company is Indian Rupee. The Company manages currency exposures within prescribed limits, through use of forward exchange contracts. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

# Notes to the Standalone Financial Statements

## Note 43 : Financial Risk Management (Continued)

**Exposure to currency risk** (Exposure in different currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at Balance Sheet dates are as below:

₹ in Crore

As at March 31, 2022	USD	EURO
<b>Financial assets</b>		
<b>Current</b>		
Trade Receivables	175.54	10.00
Less : Forward Contracts for Trade Receivables	(3.79)	-
	<b>171.75</b>	<b>10.00</b>
<b>Financial liabilities</b>		
<b>Current</b>		
Trade and other payables	386.57	0.39
Less: Forward contracts for Trade Payables	(173.18)	-
	<b>213.39</b>	<b>0.39</b>

₹ in Crore

As at March 31, 2021	USD	EURO
<b>Financial assets</b>		
<b>Current</b>		
Trade Receivables	109.96	4.18
Less : Forward Contracts for Trade Receivables	(7.31)	-
	<b>102.65</b>	<b>4.18</b>
<b>Financial liabilities</b>		
<b>Current</b>		
Trade and other payables	341.05	0.06
Less: Forward contracts for Trade Payables	(125.24)	-
	<b>215.81</b>	<b>0.06</b>

The following significant exchange rates have been applied as at the Balance Sheet dates:

₹ in Crore

INR	Year-end spot rate	
	As at	As at
	March 31, 2022	March 31, 2021
USD 1	75.79	73.11
EUR1	84.17	85.74

### Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against the foreign currencies at March 31 would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ in Crore

Particulars	As at March 31, 2022		As at March 31, 2021	
	Profit or (loss) and Equity		Profit or (loss) and Equity	
	Strengthening	Weakening	Strengthening	Weakening
USD - 1% Movement	0.42	(0.42)	-	-
USD - 2% Movement	-	-	1.59	(1.59)
EUR - 3% Movement	(0.29)	0.29	-	-
EUR - 2% Movement	-	-	(0.12)	0.12
	<b>(0.13)</b>	<b>0.13</b>	<b>1.47</b>	<b>(1.47)</b>

# Notes to the Standalone Financial Statements

## Note 43 : Financial Risk Management (Continued)

### 4(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the Management in structuring the Company's borrowings to achieve a reasonable, competitive, cost of funding.

#### Exposure to interest rate risk

Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing financial instruments as reported to the Management of the Company is as follows:

₹ in Crore

Particulars	As at	As at
	March 31, 2022	March 31, 2021
Fixed rate borrowings	5,598.56	3,793.30
Variable rate borrowings	561.54	603.13
	<b>6,160.10</b>	<b>4,396.43</b>

#### Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

#### Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rate would have resulted in variation in the interest expense for the Company by the amounts indicated in the table below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

₹ in Crore

Particulars	Profit or (loss) and Equity	
	100 bp increase	100 bp decrease
<b>As at March 31, 2022</b>		
Variable-rate instruments	(5.62)	5.62
Interest rate swaps	-	-
<b>Cash flow sensitivity (net)</b>	<b>(5.62)</b>	<b>5.62</b>
<b>As at March 31, 2021</b>		
Variable-rate instruments	(6.03)	6.03
Interest rate swaps	-	-
<b>Cash flow sensitivity (net)</b>	<b>(6.03)</b>	<b>6.03</b>

### 4(iii) Commodity Price risk

The Company is exposed to commodity risks mainly due to price volatility in Palm oil derivatives and Rapeseed Oil. We enter into fixed price contracts with suppliers and in certain cases, enter into back to back sale contract with customers. We periodically review the open exposure of Raw material regularly. We also hedge the risk on commodities exchange.

#### Forward Contracts

The Company uses forward exchange contracts to hedge its foreign exchange exposure relating to the underlying transactions and firm commitment in accordance with its forex policy as determined by its Forex Committee. The Company does not use foreign exchange forward contracts for trading or speculation purposes. Forward Contracts outstanding as at March 31, 2022:

## Notes to the Standalone Financial Statements

### Note 43 : Financial Risk Management (Continued)

Forward Contracts outstanding as at March 31, 2022:

Particulars	USD in Crore	
	As at March 31, 2022	As at March 31, 2021
Forward Contract to Purchase (USD) [50 contracts (previous year 43 contracts)]	2.29	1.71
Forward Contract to Sell (USD) [2 contracts (previous year 1 contract )]	0.05	0.10

### Note 44 : Capital Management

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances and current investments.

Particulars	₹ in Crore	
	As at March 31, 2022	As at March 31, 2021
Non-Current Borrowings	3,301.78	1,955.58
Current Borrowings	2,858.32	2,440.85
<b>Gross Debt</b>	<b>6,160.10</b>	<b>4,396.43</b>
Less - Cash and Cash Equivalents	(93.05)	(67.16)
Less - Other Bank Balances	(60.85)	(50.93)
Less - Current Investments	(760.69)	(1,315.21)
<b>Adjusted Net debt</b>	<b>5,245.51</b>	<b>2,963.13</b>
<b>Total Equity</b>	<b>1,483.21</b>	<b>1,526.30</b>
Adjusted Net Debt to Equity ratio	3.54	1.94

### Note 45 : Master netting or similar agreements

The following table presents the recognised financial instruments that are offset, or subject to enforceable master netting arrangements and other similar agreements but not offset, as at Balance Sheet Dates:

As at March 31, 2022	Effects of offsetting on the balance sheet			Related amounts not offset		
	Gross Amounts	Gross amounts set off in the balance sheet	Net amounts presented in the balance sheet	Amounts subject to master netting arrangements	Financial instrument collateral	Net amount
<b>Financial liabilities</b>						
<b>Current</b>						
Derivative liabilities	0.69	0.01	0.68			0.68
<b>Total</b>	<b>0.69</b>	<b>0.01</b>	<b>0.68</b>	<b>-</b>	<b>-</b>	<b>0.68</b>

₹ in Crore

As at March 31, 2021	Effects of offsetting on the balance sheet			Related amounts not offset		
	Gross Amounts	Gross amounts set off in the balance sheet	Net amounts presented in the balance sheet	Amounts subject to master netting arrangements	Financial instrument collateral	Net amount
<b>Financial assets</b>						
<b>Current</b>						
Derivative asset	0.20	0.10	0.10	-	-	0.10
<b>Total</b>	<b>0.20</b>	<b>0.10</b>	<b>0.10</b>	<b>-</b>	<b>-</b>	<b>0.10</b>



# Notes to the Standalone Financial Statements

## Note 45 : Master netting or similar agreements (Continued)

### Offsetting arrangements

#### Derivatives

The Company enters into derivative contracts for hedging foreign exchange exposures. In general, under such agreements, the amounts owed by each counterparty on a single day in respect of all the transactions outstanding in the same currency are aggregated into a single net amount that is payable by one party to the other.

## Note 46 : Ratios

### Ratio analysis and its elements

Particulars	As at March 31, 2022	As at March 31, 2021	Change %	Reason for more than 25% change
Debt Equity Ratio (based on net debt)	3.54	1.94	82%	Company has borrowed long term fund of ₹ 1500 crore at competitive rate. The fund is utilised for strategic investment in subsidiary dealing in Financial Services business
Debt Equity Ratio (based on gross debt)	4.15	2.88	44%	Company has borrowed long term fund of ₹ 1500 crore at competitive rate. The fund is utilised for strategic investment in subsidiary dealing in Financial Services business
Debt Service Coverage Ratio (DSCR)	1.05	0.79	32%	Company has borrowed long term fund of ₹ 1500 crore during the year and ₹ 1500 crore in previous year. The fund is utilised for strategic investment in subsidiary Companies. Interest expense has increased due to incremental borrowing.
Interest Service Coverage Ratio (ISCR)	1.09	0.84	29%	Company has borrowed long term fund of ₹ 1500 crore during the year and ₹ 1500 crore in previous year. The fund is utilised for strategic investment in subsidiary Companies. Interest expense has increased due to incremental borrowing.
Current Ratio	0.53	0.67	(22%)	
Long Term Debt to Working Capital	(1.81)	(1.86)	(3%)	
Bad Debts to Account Receivable Ratio	0.00%	0.00%		
Current Liability Ratio	0.54	0.62	(13%)	
Total Debts to Total Assets	0.71	0.65	9%	
Debtors Turnover (Annualised)	10.28	8.25	24%	
Inventory Turnover (Annualised)	4.50	3.87	16%	
Operating Margin (%)	11.50%	7.37%	56%	Operating Margin of Chemicals Division of the Company has improved significantly due to value added products and favourable market conditions
Return on Equity Ratio	(2.94%)	(6.81%)	(57%)	Increased Operating Margin of Chemicals Division due to value added products and favourable market conditions has improved the profitability of the company
Trade Payable turnover Ratio	3.71	2.83	31%	Purchase value has increased significantly due to increase in commodity prices which resulted in increase in Trade payable turnover
Net Capital Turnover Ratio*	-	-		

# Notes to the Standalone Financial Statements

## Note 46 : Ratios (Continued)

Particulars	As at March 31, 2022	As at March 31, 2021	Change %	Reason for more than 25% change
Net Profit Margin (%)	(1.32%)	(5.80%)	(77%)	Increased Operating Margin of Chemicals Division due to value added products and favourable market conditions has improved the profitability of the company, however, Net profit margin has been impacted due to write down on certain property, plant and equipments and higher finance costs due to incremental borrowings.
Return on capital employed	4.18%	2.19%	91%	Increased Operating Margin of Chemicals Division due to value added products and favourable market conditions has improved the profitability of the company.
Return on investment:				
Fixed Deposits with Banks	3.04%	3.15%	(4%)	
Mutual Funds	3.64%	3.57%	2%	
Investments other than specified above	2.59%	2.37%	9%	
Adjusted EBIDTA (%)	11.50%	7.37%	56%	Operating Margin of Chemicals Division of the Company has improved significantly due to value added products and favourable market conditions

### Formulae used for Calculation of Key Ratios and Financial indicators:

Debt Equity Ratio (Gross) = Total Debt / Equity

(Net) Debt - Equity Ratio = DEBT [Borrowings (excluding Lease Liabilities accounted as per Ind AS 116) - Cash and Bank Balance (includes FD) - Liquid Investments] / Equity

Debt Service Coverage Ratio = EBIDA / [Interest Expense + Repayment of Long Term Borrowings during the period (netted off to the extent of Long term Loans availed during the same period for the repayments)]

Interest Service Coverage Ratio = EBIDA / Interest Expense

EBIDA = Net Profit/(Loss) After Tax + Interest Expense + Depreciation and Amortisation Expenses+Loss/(Profit) (net) on sale of Property, Plant and Equipment

Current Ratio = Current Assets/Current Liabilities

Long term Debt to Working Capital = Non Current Borrowing / (Current assets-Current Liabilities)

Bad Debts to Accounts Receivable Ratio = Bad Debts/Accounts Receivable

Current Liability Ratio = Current Liabilities / Total Liabilities

Total Debt to Total Assets = (Non Current Borrowing+Current Borrowing)/Total Assets

Debtors Turnover = Revenue from Operations / Average Trade Receivable

Inventory Turnover = (Cost of Materials Consumed + Purchases of Stock in Trade + Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress) / Average Inventory

Operating profit ratio = (Earnings before exceptional item, interest, taxes, depreciation, amortization expenses less Other Income) / Revenue from operations

Net Profit Margin = Profit/(Loss) for the period/ Revenue from Operations

Return on Equity Ratio= Net Profits after taxes /Average Shareholder's Equity

Trade payables turnover ratio = Net Credit Purchases / Average Trade Payables

Net capital turnover ratio = Net Sales/Working Capital

Return on capital employed (ROCE) =Earning before interest and taxes/Capital Employed

Capital Employed = Tangible Net worth +Total Debt+Deferred Tax Liabilities

Return on investment= Income generated from invested funds/ Average value of investments

\* as working capital is negative Net Capital Turnover ratio has not been provided

# Notes to the Standalone Financial Statements

## Note 47 : Utilisation of Borrowed Fund and Share Premium

- a) To the best of our knowledge and belief, the Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) To the best of our knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

## Note 48 : Struck off Companies

### Relationship with Struck off Companies

₹ in Crore

Sr. No.	Name of struck off company	Nature of transactions	Transactions during the year March 31, 2022	Balance outstanding as at March 31, 2022	Relationship with the Struck off company
1	3H Health And Hygiene Pvt. Ltd	Payables	-	0.02	Vendor
2	MAESTRO Energy Pvt. Ltd	Payables	-	0.01	Vendor

## Note 49 : Dividend On Equity Shares

The Company has not declared or paid any dividend during the year FY 2021-22.

## Note 50

The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in these standalone financial statements.

## Note 51

Corporate Social Responsibility contribution required to be made as per provisions of Section 135 of the Companies Act, 2013 is NIL for the current year and previous year.

## Note 52

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

## Note 53

Previous year figures have been regrouped/ reclassified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III of the Companies Act, 2013.

As per our Report attached

For and on behalf of the Board of Directors of  
**Godrej Industries Limited**  
CIN No.: L24241MH1988PLC097781

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Regn. No.: 101248W / W-100022

**N. B. Godrej**  
Chairman and Managing Director  
DIN: 00066195  
Boston, May 27, 2022

**N. S. Nabar**  
Executive Director & President (Chemicals)  
DIN: 06521655

**Vijay Mathur**  
Partner  
M.No.: 046476  
Mumbai, May 27, 2022

**Clement Pinto**  
Chief Financial Officer

**Tejal Jariwala**  
Company Secretary

**FORM AOC-1**  
**Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed FORM AOC-1 relating to Subsidiaries, Joint Ventures and Associates.**  
**Part "A" : Subsidiaries/ Limited Liability Partnerships**

Sr. No.	Name of Subsidiary Company/Limited Liability Partnership	Reporting Currency	Exchange Rate	Accounting Period	Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover (Refer Note (a) below)	Profit before taxation	Provision for taxation	Profit/Loss after taxation	Proposed Dividend	% of Holding	Country	Amount in ₹ Crore	
																	Amount in ₹ Crore	Country
1	Godrej Agrovet Limited	INR	1.00	2021-22	192.11	1,771.22	3,834.02	1,870.69	685.79	6,289.34	460.34	100.13	360.21	182.51	62.47%	India		
2	Godrej Agrochem Limited	INR	1.00	2021-22	9.95	6.87	15.28	1.46	-	-	1.14	0.05	1.09	-	100%	India		
3	Asiatic Detergents Limited	INR	1.00	2021-22	19.60	376.38	896.71	500.73	0.43	676.57	121.04	31.22	89.82	2.94	63.25%	India		
4	Behnam Chemicals Private Limited	INR	1.00	2021-22	0.60	0.54	1.17	0.03	-	-	0.09	0.02	0.07	-	66.63%	India		
5	Comercializadora Agricola Agrostracchem Cia Ltda	COP	0.02	2021-22	0.01	(0.10)	0.00	0.09	-	-	(0.00)	(0.00)	(0.00)	-	100%	Colombia		
6	Creamline Daily Products Limited	INR	1.00	2021-22	11.32	139.71	463.22	312.18	-	1,153.50	49.63	(12.97)	(36.66)	-	51.97%	India		
7	Godrej Tyson Foods Limited	INR	1.00	2021-22	0.20	152.14	340.32	187.98	-	783.74	3.03	1.06	1.97	-	51.00%	India		
8	Godrej Maxmillik Private Limited	INR	1.00	2021-22	2.36	22.19	50.91	26.36	-	13.32	(9.77)	-	(9.77)	-	100%	India		
9	Godrej One Premises Management Private Limited	INR	1.00	2021-22	0.01	-	7.03	7.02	-	27.82	5.56	-	-	-	58.00%	India		
10	Godrej International Limited	USD	75.79	2021-22	14.76	127.75	143.38	0.87	-	723.71	7.93	1.17	3.60	-	100%	Isle of Man		
11	Godrej International Trading & Investment	USD	75.79	2021-22	4.43	43.84	160.78	112.51	-	0.53	(8.31)	-	(8.31)	-	100%	Singapore		
12	Godrej Capital Limited (formerly known as Pyxis Holdings Limited)	INR	1.00	2021-22	0.15	800.57	800.75	0.04	-	3.09	(10.58)	0.01	(10.59)	-	95%	India		
13	Godrej Finance Limited (formerly known as Ensemble Holdings & Finance Limited)	INR	1.00	2021-22	70.21	(18.33)	132.60	80.72	41.30	51.24	(44.13)	-	(44.13)	-	95%	India		
14	Godrej Housing and Finance Limited	INR	1.00	2021-22	261.33	155.11	2,012.62	1,596.18	-	2,301.93	713.55	187.57	525.98	-	47.29%	India		
15	Godrej Capital Employee Stock Option Trust	INR	1.00	2021-22	0.00	-	0.00	0.00	-	2.45	(0.46)	(0.02)	(0.44)	-	100%	India		
16	Godrej Properties Limited*	INR	1.00	2021-22	138.99	9,145.37	16,101.87	6,817.51	5,118.21	308.82	(30.90)	(3.01)	(27.89)	-	100%	India		
17	Godrej Projects Development Limited	INR	1.00	2021-22	0.23	(7.06)	3,423.13	3,428.96	313.03	0.00	(0.01)	-	(0.01)	-	100%	India		
18	Godrej Garden City Properties Private Limited	INR	1.00	2021-22	0.05	7.33	11.44	4.06	0.01	0.00	(0.01)	-	(0.01)	-	100%	India		
19	Godrej Hillside Properties Private Limited	INR	1.00	2021-22	0.41	(1.05)	0.07	0.71	0.01	0.00	(0.01)	-	(0.01)	-	100%	India		
20	Godrej Home Developers Private Limited	INR	1.00	2021-22	0.41	(0.33)	0.09	0.01	0.00	6.02	0.08	0.02	0.06	-	100%	India		
21	Godrej Prakriti Facilities Private Limited	INR	1.00	2021-22	0.01	0.99	4.13	3.13	-	0.15	0.01	0.00	0.01	-	100%	India		
22	Praktipaza Facilities Management Private Limited	INR	1.00	2021-22	0.01	0.04	0.37	0.32	-	0.03	(0.81)	-	(0.81)	-	100%	India		
23	Godrej Highness Properties Private Limited	INR	1.00	2021-22	0.01	(1.31)	330.21	331.50	-	3.80	0.08	0.02	0.05	-	100%	India		
24	Godrej Genesis Facilities Management Private Limited	INR	1.00	2021-22	0.01	0.55	3.29	2.73	-	(0.05)	(0.05)	-	(0.05)	-	100%	India		
25	Citysara InfraProjects Limited	INR	1.00	2021-22	0.05	(0.21)	0.36	0.32	-	(0.02)	(0.02)	-	(0.02)	-	100%	India		
26	Godrej Residency Private Limited	INR	1.00	2021-22	0.00	(0.07)	0.00	0.07	-	(0.67)	-	-	(0.67)	-	100%	India		
27	Godrej Realty Private Limited (Classified as Joint Venture upto March 30, 2021)	INR	1.00	2021-22	1.74	(8.33)	0.12	6.72	-	(0.02)	(4.53)	-	(4.53)	-	100%	India		
28	Godrej Precast Construction Private Limited (w.e.f. July 19, 2020)	INR	1.00	2021-22	0.01	(0.03)	0.00	0.02	-	0.00	(0.01)	-	(0.01)	-	100%	India		
29	Godrej Green Woods Private Limited (w.e.f. May 28, 2020)	INR	1.00	2021-22	64.00	(8.52)	1,734.24	1,678.75	-	209.21	28.33	10.53	18.81	-	100%	India		
30	Yenvada Developers Private Limited (w.e.f. December 09, 2021 till January 30, 2022)	INR	1.00	2021-22	-	-	-	-	-	0.00	-	-	-	-	100%	India		
31	Godrej Living Private Limited (w.e.f. February 1, 2022)	INR	1.00	2021-22	0.00	(0.01)	0.00	0.01	-	-	(0.01)	-	(0.01)	-	100%	India		
32	Godrej Construction Projects LLP (Classified as Joint Venture upto March 30, 2021)	INR	1.00	2021-22	0.01	12.18	74.35	62.16	2.99	9.71	(3.71)	-	(3.71)	-	100%	India		
33	Godrej Highness Realty LLP	INR	1.00	2021-22	0.00	(3.85)	1.00	4.84	-	(0.32)	(0.32)	-	(0.32)	-	100%	India		
34	Godrej Project Developers & Properties LLP	INR	1.00	2021-22	0.00	(0.47)	2.65	3.12	-	(0.21)	(0.21)	-	(0.21)	-	100%	India		
35	Godrej Skyview LLP (Refer Note (a) below)	INR	1.00	2021-22	0.00	(0.04)	0.00	0.04	-	(0.01)	(0.01)	-	(0.01)	-	100%	India		
36	Godrej Green Properties LLP (Refer Note (a) below)	INR	1.00	2021-22	0.00	(0.04)	0.00	0.04	-	(0.01)	(0.01)	-	(0.01)	-	100%	India		
37	Godrej Projects (Soma) LLP (Refer Note (a) below)	INR	1.00	2021-22	0.00	(0.04)	0.00	0.04	-	(0.01)	(0.01)	-	(0.01)	-	100%	India		
38	Godrej Projects North LLP (Classified as Subsidiary upto December 02, 2021)	INR	1.00	2021-22	-	-	-	-	-	(0.01)	(0.01)	-	(0.01)	-	100%	India		
39	Godrej Athenmark LLP (Refer Note (a) below)	INR	1.00	2021-22	0.00	(0.12)	0.25	0.37	-	(0.03)	(0.03)	-	(0.03)	-	100%	India		
40	Oasis Landmarks LLP (Classified as Joint Venture upto February 28, 2022)	INR	1.00	2021-22	0.01	(16.45)	451.59	468.03	-	0.00	(3.71)	-	(3.71)	-	100%	India		
41	Godrej City Facilities Management LLP	INR	1.00	2021-22	0.00	(0.03)	0.00	0.03	-	(0.02)	(0.02)	-	(0.02)	-	100%	India		
42	Godrej Olympia LLP	INR	1.00	2021-22	0.00	(0.03)	0.00	0.03	-	(0.01)	(0.01)	-	(0.01)	-	100%	India		
43	Godrej Florentine LLP	INR	1.00	2021-22	1.05	(1.04)	0.02	0.01	-	10.70	0.08	0.03	0.06	-	100%	India		
44	Ashank Facility Management LLP	INR	1.00	2021-22	0.00	0.10	2.49	2.39	-	0.37	0.24	0.08	0.15	-	100%	India		
45	Ashank Realty Management LLP	INR	1.00	2021-22	0.00	0.36	0.40	0.04	-	2.99	0.15	-	0.15	-	100%	India		
46	Godrej Properties Worldwide Inc., USA	INR	1.00	2021-22	3.36	(0.73)	2.76	0.13	-	0.00	0.00	-	0.00	-	100%	USA		

Percentage holding in LLPs denotes the Share of Profit in the LLPs

(a) Turnover includes Revenue from Operations and Other Income

\*The Company, Godrej Industries Limited (GIL) has power and de facto control over Godrej Properties Limited (GPL) (even without overall majority of shareholding and voting power). Accordingly, there is no loss of control of GIL over GPL post the QIP and GIL continues to consolidate GPL as a subsidiary.

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed FORM AOC-1 relating to Subsidiaries, Joint Ventures and Associates. (Continued)

Part "B" : Associates / Joint Ventures

Amount in ₹ Crore

Sr. No.	Name of Joint Venture Company/ Limited Liability Partnership/ Associates	Latest audited Balance Sheet Date	Shares of Joint Ventures / Associates held by the company on the year end			Description of how there is significant influence	Reason why associate/ joint venture is not consolidated	Profit/Loss for the year		
			No of Share	Amount of Investment in Joint Venture	Extend of Holding %			Considered in Consolidation	Not Considered in Consolidation	
1	Godrej Consumer Products Limited	31.03.2022	242812860	1366.2	23.75%	through % of holding	NA	2744.22	423.51	-
2	ACI Godrej Agrovet Private Limited	31.03.2022	1850000	12.58	50.00%	through % of holding	NA	94.70	40.44	-
3	Omnivore India Capital Trust	31.03.2022	2,444.37 Units	24.44	9.77%	The Company participates in the key activities jointly with the Investment Manager.	NA	45.33	10.26	-
4	AI Rahaba International Trading Limited Liability Company	31.03.2017	24	0.04	24.00%	through % of holding	NA	-	-	-
5	Godrej Redevelopers (Mumbai) Private Limited	31.03.2022	28,567.00	4.44	51.00%	through % of holding	NA	37.51	0.56	-
6	Wonder City Buldoon Private Limited	31.03.2022	810420	-	25.10%	through % of holding	NA	(37.29)	(4.31)	-
7	Godrej Home Constructions Private Limited	31.03.2022	1071770	-	25.10%	through % of holding	NA	(19.60)	4.15	-
8	Godrej Greenview Housing Private Limited	31.03.2022	1264560	-	20.00%	through % of holding	NA	(15.74)	(1.36)	-
9	Wonder Projects Development Private Limited	31.03.2022	1070060	-	20.00%	through % of holding	NA	(14.70)	(9.57)	-
10	Godrej Real View Developers Private Limited	31.03.2022	2140000	2.43	20.00%	through % of holding	NA	(8.58)	(3.47)	-
11	Pearlite Real Properties Private Limited	31.03.2022	3871000	4.19	49.00%	through % of holding	NA	17.10	2.41	-
12	Godrej Skyline Developers Private Limited	31.03.2022	581249	0.58	44.00%	through % of holding	NA	(0.24)	8.95	-
13	Godrej Green Homes Private Limited	31.03.2022	360813	83.18	50.00%	through % of holding	NA	(14.69)	(83.40)	-
14	Godrej Macbricks Private Limited (formerly known as Ashank Macbricks Private Limited)	31.03.2022	1675000	-	20.00%	through % of holding	NA	(4.92)	(2.04)	-
15	Yujya Developers Private Limited	31.03.2022	8653476	8.84	20.00%	through % of holding	NA	3.62	(2.54)	-
16	Vagishwari Land Developers Private Limited (w.e.f. June 10, 2021)	31.03.2022	200	30.00	20.00%	through % of holding	NA	29.99	(0.01)	-
17	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	31.03.2022	19737459	20.65	20.00%	through % of holding	NA	21.02	(0.03)	-
18	Yerwada Developers Private Limited (w.e.f. January 31, 2022)	31.03.2022	1100000	11.00	20.00%	through % of holding	NA	10.99	(0.01)	-
19	Munjali Hospitality Private Limited	31.03.2022	60961200	83.23	12.00%	through % of holding	NA	83.26	(0.03)	-
20	Madhuvan Enterprises Private Limited (w.e.f. January 16, 2020)	31.03.2022	NA	-	20.00%	through participative rights	NA	-	(0.03)	-
21	Universal Metro Properties LLP	31.03.2022	NA	0.00	49.00%	through % of holding and Voting rights	NA	(4.51)	(2.45)	-
22	Godrej Property Developers LLP	31.03.2022	NA	-	32.00%	through % of holding and Voting rights	NA	(0.15)	(0.01)	-
23	Mosaic Landmarks LLP	31.03.2022	NA	0.11	1.00%	through % of holding and Voting rights	NA	0.11	0.00	-
24	Dream World Landmarks LLP	31.03.2022	NA	0.04	40.00%	through % of holding and Voting rights	NA	0.72	(1.46)	-
25	Oxford Realty LLP	31.03.2022	NA	0.00	35.00%	through % of holding and Voting rights	NA	5.92	(7.25)	-
26	Godrej SSPDL Green Acres LLP	31.03.2022	NA	0.05	37.00%	through % of holding and Voting rights	NA	(18.60)	(5.60)	-

## Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed FORM AOC-1 relating to Subsidiaries, Joint Ventures and Associates. (Continued)

## Part "B" : Associates / Joint Ventures

Sr. No.	Name of Joint Venture Company/ Limited Liability Partnership/ Associates	Latest audited Balance Sheet Date	Shares of Joint Ventures / Associates held by the company on the year end			Description of how there is significant influence	Reason why associate / joint venture is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit/Loss for the year	
			No of Share	Amount of Investment in Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
27	Oasis Landmarks LLP (Classified as Subsidiary w.e.f. March 01, 2022)	31.03.2022	NA	-	N.A.	through % of holding and Voting rights	NA	-	(3.99)	-
28	M S Ramaiah Ventures LLP	31.03.2022	NA	1.01	49.50%	through % of holding and Voting rights	NA	0.21	(0.28)	-
29	Caroo Properties LLP	31.03.2022	NA	0.04	35.00%	through % of holding and Voting rights	NA	(12.53)	2.54	-
30	Godrej Housing Projects LLP	31.03.2022	NA	0.01	50.00%	through % of holding and Voting rights	NA	17.65	9.83	-
31	Godrej Amitis Developers LLP (formerly known as Amitis Developers LLP)	31.03.2022	NA	0.05	46.00%	through % of holding and Voting rights	NA	(12.07)	(3.40)	-
32	A R Landcraft LLP	31.03.2022	NA	0.10	40.00%	through % of holding and Voting rights	NA	(37.63)	(5.13)	-
33	Prakhyat Dwellings LLP	31.03.2022	NA	0.01	50.00%	through % of holding and Voting rights	NA	(28.87)	(9.01)	-

Amount in 0.00 are less than Rs 0.01 crore.

Percentage holding in LLPs denotes the Share of Profit in the LLPs

(a) Turnover Includes Revenue from Operations and Other Income

For and on behalf of the Board of Directors of

**Godrej Industries Limited**

CIN No.: L24241MH1988PLC097781

**N. B. Godrej**

Chairman and Managing Director

DIN: 00066195

Boston, May 27, 2022

Mumbai, May 27, 2022

**N. S. Nabar**

Executive Director &amp; President

(Chemicals)

DIN: 06521655

**Clement Pinto**

Chief Financial Officer

**Tejal Jariwala**

Company Secretary









**Godrej Industries Limited**

[www.godrejindustries.com](http://www.godrejindustries.com)