July 12, 2023

To,
National Stock Exchange of India Limited
Symbol – SYMPHONY

To,
BSE Limited
Security Code - 517385

Sub.: Notice of 36th Annual General Meeting (AGM), Annual Report and E-voting

Dear Sir/ Madam,

We are submitting herewith the 36th Annual Report of the Company for the financial year 2022-23, alongwith notice of AGM of the Company scheduled to be held on August 4, 2023 at 10:00 a.m. (IST) through Video Conference (VC)/Other Audio-Visual Means (OAVM).

As per Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and other applicable provisions of the Companies Act and the Listing Regulations, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ('remote e-voting'). The detailed instructions for remote e-voting are mentioned in the attached Notice of AGM.

The schedule of events of 36th AGM is set out below:

Particular	Details	Time
Day, Date and Time	Friday, August 4, 2023	10:00 a.m.
Mode	video conference and other audio visual means	-
Link for participation	www.evoting.nsdl.com	-
E-voting cutoff date	Friday, July 28, 2023	-
E-voting start date	Monday, July 31, 2023	9:00 a.m.
E-voting end date	Thursday, August 3, 2023	5:00 p.m.

This is in due compliance of Regulation 34(1), 44 and other applicable provisions of the Listing Regulations and Circulars issued by MCA.

This is for the purpose of dissemination of information widely to the Members of the Company.

Thanking You,

Yours Truly,
For Symphony Limited
MAYUR CHIMANBHAI BARVADIYA
Digitally signed by MAYUR CHIMANBHAI BARVADIYA
Date: 2023.07.12 19:43:52 +05'30'
Mayur Barvadiya
Company Secretary and Head - Legal

Encl.: As above

27°C

A world we are seeking to create

Symphony Limited
Annual Report 2022-23

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Corporate overview

Statutory section

Financial section

Online Annual report
www.symphonylimited.com

Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements written and oral that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially (favourably or against) from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

6 principal messages in this annual report

1. The Company's India air-coolers business was robust in FY2022-23, surpassing the pre-Covid historical high.

2. The Company remained the undisputed leader with ~ 50% market share in the organized air cooler market in India.

3. The Company registered robust domestic sales growth across channels, with the share of modern trade (LFS, RCS, e-Com and D2C) having increased to 33%, up from 21% in FY2019-20.

4. The performance of Climate Technologies in the USA and Australia was impacted severely on account of global headwinds. However, the medium-to-long term viability and profitability of both markets remained intact.

5. The business transformation at Climate Technologies in Australia is currently underway through a pivot away from in-house manufacturing to an outsourcing model, a pivot from installed products to new-age portable products with better margins, a pivot from gas powered heaters to electric heaters and through a considerable reduction in the cost of doing business, to transform the Company to a variable cost model with an asset-light and capital-light structure.

6. The Company's large space venti cooling business in India performed and grew creditably.

27

°C

At Symphony, we are seeking to create a world that is comfortably cool, environmentally responsible, and financially affordable - an optimised balance succinctly captured in the term ‘27^{0}C’.

PART 1

What we are and what we do

This is an introduction to Symphony's business and how we performed in FY2022-23.

Symphony Limited is the world leader in evaporative air coolers.

The Company serves millions of customers across global weather zones. The Company provides holistic and sustainable air-cooling solutions for households, commercial and industrial establishments.

The Company's deep intellectual property strengths has revolutionised the air-cooler category through the launch of pioneering products.

Besides, Symphony is a friend of the earth: using a Symphony air-cooler is equivalent to planting 14 trees[1] per year; the Company had created a carbon sink equivalent to 1.75 billion+ trees, by the close of FY 2022-23.

[1]Vis-à-vis the additional carbon footprint created by power consumption for air conditioning the same space. Actual value of carbon saving varies for each Symphony evaporative cooler model.

80+
Years of experience

97
Designs

60+
Countries across six continents of our presence

20
Copyrights

25
Million+, air-coolers sold worldwide

55
Patents (granted/applied)

417
Trademarks

Mission

Our mission drives us to give all we can to our customers, to each other, and to our Company.

Design, quality, and service
Always the foremost

Innovation and improvement
Always the endeavour

Customer comfort
Always the inspiration

Listing

The Company's equity shares are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE). As of March 31, 2023, the Company's market capitalisation was ₹7,095 Crores.

Subsidiaries

Mexico: In 2009, Symphony acquired IMPCO, which immediately provided access to the North American market, as well as entry into the industrial cooling market, supplementing our long-standing presence in the residential air-cooler segment.

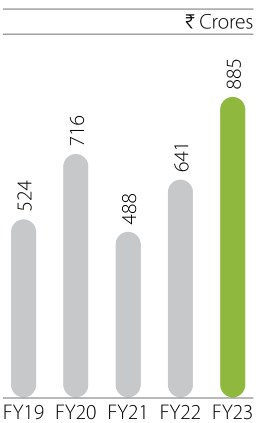
China: In 2016, Symphony acquired Guangdong Symphony Keruilai Air Coolers (GSK), a Company that had set the standards for air-cooling quality in China and had been granted more than 50 IPRs for industrial coolers. This acquisition provided Symphony with access to technologically advanced commercial and industrial air-cooling solutions, as well as an immediate entry into the Chinese market.

Australia: In 2018, Symphony acquired Climate Technologies Pty Limited, a leader in the Australian air-cooling and heating market. The subsidiary owns established brands such as Bonaire and Celair, which specialise in manufacturing air-coolers and premium ducted gas heaters.

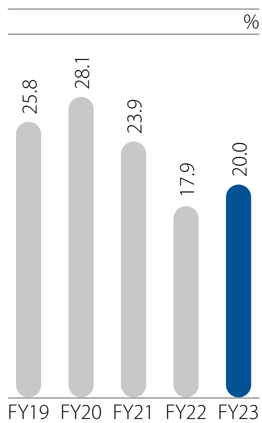
USA: Climate Technologies Pty Limited and Bonaire USA LLC, (BUSA) - step-down subsidiaries of Symphony, offer air coolers and sell them offline through retailers such as The Home Depot and online through Amazon and other such platforms.

Brazil: Symphony Climatizadores Ltda was established as a fully owned subsidiary of Symphony to distribute household, industrial and commercial coolers in the Brazilian market.

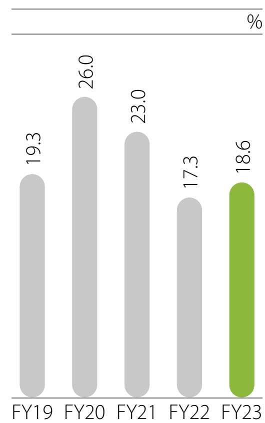
At Symphony, this is how we performed in FY2022-23 (Standalone)



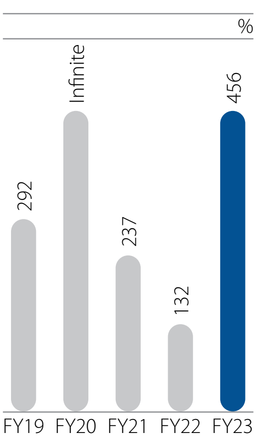
Revenue from operations



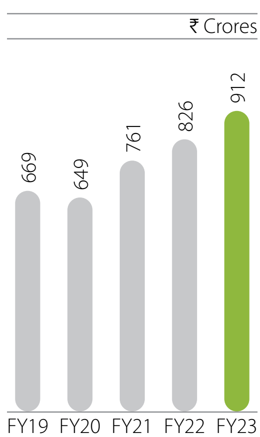
EBITDA (Excluding Other Income) % on Revenue from operations



Profit after Tax % on Revenue from operations



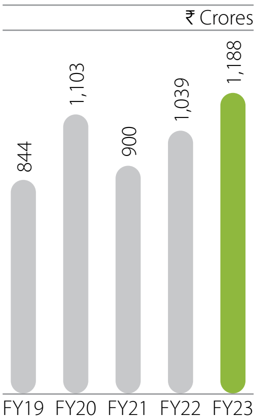
ROCE% (of Core Business)*



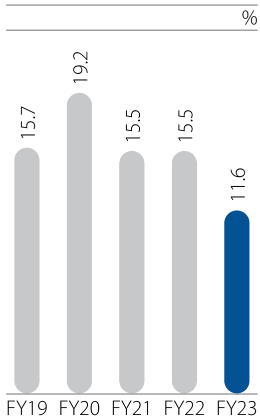
Net worth

* PBIT divided by monthly average capital employed

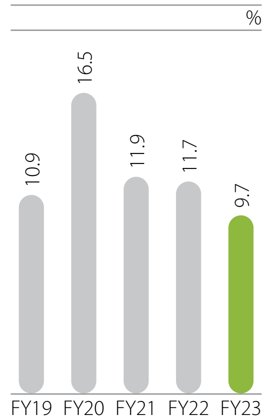
At Symphony, this is how we performed in FY2022-23 (Consolidated)



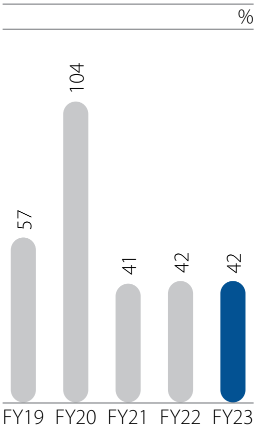
Revenue from operations



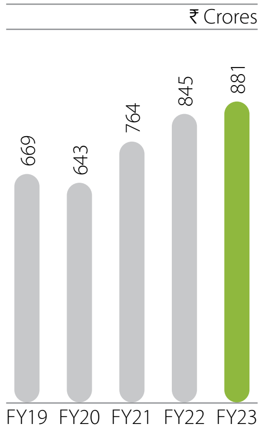
EBITDA (Excluding Other Income) % on Revenue from operations



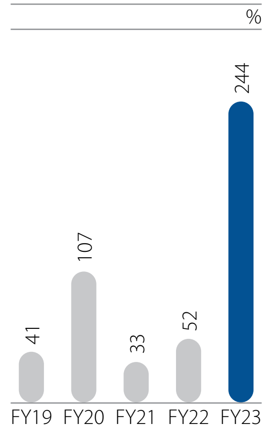
Profit after Tax % on Revenue from operations



ROCE% (of Core Business)*



Networth



Shareholder's payout %

* PBIT divided by monthly average capital emplyed

Part 2

'Har Ghar Symphony'

At Symphony, the term 'Har Ghar Symphony' drives our ambition at various levels.

It is a powerful message that represents whatever we have achieved since our inception – selling the highest number of air-coolers in the world – but, a fraction of our true potential.

It will keep our teams driven to innovate to develop strategies, products, and business models to the point where we can put a Symphony cooler in every home across the globe – even as the number of homes keeps increasing on account of population growth.

Over time Symphony will stand not just for coolers, but adjacent products as well, ensuring that we occupy a place in every home and are positioned to carve out a larger wallet share.

Big numbers

25

Million+, Number of Symphony air-coolers sold, the world over, in our existence

~2.3

Billion+, Number of homes in the world, 2021

(Source: architectureanddesign.com)

~302.4

Million, Number of homes in India, 2021

(Source: Globaldata.com)

Climate change: Why the long-term macro trend is likely to create a need for more air-coolers

Since the 1980s, temperatures have been progressively rising, with each decade warmer than the previous. Inference: things are likely to get even warmer. (Source: WMO)

Something to think about: 2022 was the fifth warmest year since 1901. The temperature for the year was 0.51degree Celsius above the 1981-2010 average. Inference: the warming of the earth is progressing faster than expected and widening the market for environment-friendly air cooling solutions. (Source: WMO)

Big numbers

Heat wave days

100

Number of heatwave days in India, 2013

203

Number of heatwave days in India, 2022

(Source: Environment statistics, MoSPI)

Working day losses

4.3

% of India's working hours lost due to heat stress in 1995

5.8

% of India's working hours estimated to be lost due to heat stress in 2030

(Source: International Labour Organisation)

Hot days with temperatures above 30°C have increased throughout Europe. The number of hot days in Europe could quadruple by the end of the century. Inference: traditionally cool markets are turning warm. (Source: europa.eu)

The more air conditioners are used, the greater the 'heat island' effect: electricity demand for air conditioning increases approximately 4–5% for each 2°F increase in temperature. Urban heat island warming will probably be equivalent to about half the warming caused by climate change by the year 2050. Inference: high carbon-cooling is warming the world.

The world will need more cooling; all of this will need to be environmentally friendly.

This is likely to make it a hot market for air coolers.

Average temperature today

1.09°C

Above the 1850-1900 pre-industrial baseline, average temperature, 2011-2020

1.14°C

Above the 1850-1900 pre-industrial baseline, average temperature, 2013-2022.

(Source: World Meteorological Organisation)

Average heat wave

2.0°F

Average heat wave, above the local 85th percentile threshold across the 50 cities of the US, 1960s

2.3°F

Average heat wave, above the local 85th percentile threshold across the 50 cities of the US, 2020s

(Source: epa.gov)

PART 3

A holistic overview of how we performed

Symphony's Chairman and Managing Director reviews the performance of FY2022-23

Our India domestic sales registered 53% YoY growth and surpassed the pre-Covid historical high, up by 21% vis-à-vis FY2019-20.

Overview

If I had to summarise Symphony's FY2022-23 story in a sentence, it would be this: The Company reported higher revenues but lower profits when compared to the pre-Covid period.

This divergence will surprise those accustomed to the extrapolation that a higher top line should translate into a superior bottom line on account of related economies (brand, distribution, procurement and overheads coverage). This time around, not only were we able to capitalise on these economies, but allowed cost increases to eat into our buffers.

The result: a subdued year.

Despite commodity prices cooling off globally, headline inflation in India did not decline. We responded by bringing the gate down with a price increase, but by then the horse had bolted.

Some of the global markets that we had placed our bets on – Australia for one – surprised us with how things could turn so unfavourable and so fast. The result was that we under-performed on our expectations on the overall, which was quite like loading the side with batsmen and finding the ball turning before lunch of the first day.

Understanding the markets

I must explain how we performed market to market.

India: This is one market that keeps bailing us out, even while the rest of the world turns uncertain. This is when one begins to respect the breadth and depth of the world's most populous market, which, barring aberrations like the pandemic, continues to deliver. Our India domestic sales registered 53% YoY growth and also surpassed the pre-Covid historical high, up by 21% vis-à-vis FY2019-20. Even though there was a record increase in logistics, material, after-sales service, and branding costs, the standalone EBITDA margin was 20%, up by 210 bps YoY.

USA: This is the largest market in the world in terms of spending power. In this market, we felt that the combined action of climate change and the relative affordability of the air cooler over the air conditioner would translate into demand in elasticity and consequently, better numbers for our Company. All I can say is that the world is a demanding teacher; inflation was possibly the sharpest in decades. The large retail brands who are our primary customers did the next most predictable thing – they began to destock, which is a management jargon for saying that they reduced fresh purchases across all product categories including air coolers, in anticipation of a slowdown. However, the medium-to-long term viability and profitability of the USA market remain intact.

Australia: This is one country that surprised me. Over the last few years, we have built credible traction; we have the right brands in place; we have built new products; we have developed cross-country supply chains. Just when we felt that we had all our blocks in place, Australian housing companies began to go bust (who would have expected?), which affected new home rollout and in turn our products offtake. Interestingly, the cost of staying in business remained just as we would have wanted (factors within our control) but the cost of goods sold increased, and margins declined. And just to highlight how things can transform, all the gains that we had patiently made through prudent value engineering before Covid were wiped away by the combined inflationary impact of the pandemic and the Russia-Ukraine conflict.

Positives

I could have started my review with the positives we derived from the year under review except that it would have appeared that we were camouflaging things that had not gone our way. I thought it would only be prudent that I present the positives after listing all the points where we did not perform creditably.

So here they are.

Our biggest achievement during the year under review was that the lower profits did not translate into a lower market share. Symphony remained India's biggest air cooler brand (a synonym); we continued to sell more than the rest of our competition combined (which comprises large competitors coming in from adjacent cooling spaces and competing with us after examining long-term prospects and our Balance Sheet health). Right through the year under review, our trade partners continued to profess 'Symphony best *hai ji*'; this was an effective

Our biggest achievement during the year under review was that the lower profits did not translate into a lower market share. Symphony remained India's biggest air cooler brand.

We increased our standalone advertising and promotion spends: from ₹43 Crores in FY2021-22 to ₹73 Crores in FY2022-23; from 6.7% of our revenues to 8.3%.

incentive in rising each morning, changing into fatigues, presenting ourselves for the roll call and pressing into battle.

At a time when we knew that the consumer momentum would be wearing off – the newspapers kept telling us that the rural consumer was feeling the pinch – we did something unusual. The general response would have been to conserve all our advertising gunpowder and wait for when buyers felt they had a larger savings pool to service their aspiration for a lower home temperature. We trusted our gut; we said that if this is how most air-cooler manufacturers were going to think, then maybe what we had was an opportunity. We increased our standalone advertising and promotion spends: from ₹43 Crores in FY2021-22 to ₹73 Crores in FY2022-23; from 6.7% of our revenues to 8.3%.

We continued to launch innovative models and I cannot over-emphasise the positive spin-off. When inflation is on the rise, our Company could have made do with existing models and not trying out anything new. The rationale behind a defensive approach would have been that 'people are going to be hesitant with inflation eating into their savings; why waste a new model on a defensive consumer?' So when we went out and launched new models, the first constituency that expressed surprise (pleasant!) was of our trade partners. Even they had been worried; most had called to say that they had felt apprehensive trying to push sales with no new story. And suddenly here came the new models; they could now engage the consumer in a conversation on superior features and price-value proposition. They could impress. They could persuade. They could push a sale.

When you add thousands of instances like these that happened across the country (plus the increased advertising), you get something that has given all of us at Symphony the warm satisfaction of a cool job: we sold more air-coolers in FY2022-23 across all formats (general trade, large format stores, rich communication services, direct-to-consumers and e-commerce). The outcome was that we generated a ~5% CAGR in our domestic sales over a five-year period ending FY2022-23, despite two consecutive Covid-induced failed summers in FY2020-21 and FY2021-22 resulting in historical high trade inventory at the beginning of Summer 2022 (FY2022-23). We didn't just transact; we seduced an upgradation. Despite everyone on the outside telling us not to try. Despite everyone telling us that all our advertising spending would be wasted. Despite everyone telling us that our new models would pass like a ship on a moonless night.

The record inventory with our trade partners at the beginning of Summer 2022 was liquidated and this translated into record sales, which tells you of the traction for Symphony products within India. The Company reported record India domestic sales in three quarters (Q1, Q2 and Q4) compared with our respective historic best quarters.

Our standalone gross margin improved to 47.9%, up by 290 bps YoY, aided by a price hike and softening of input cost (still higher than the pre-Covid level). Symphony improved its standalone EBITDA margin to 20.0%, up by 210 bps YoY. This is creditable when one considers that the Company incurred higher after-sales service costs, increased advertisement & sales promotion expenses and higher logistic costs. This kernel inflation could not penetrate, and I am optimistic that the Company will build on this when realities normalise.

Continuing to build

At a time when inflation began to neutralise much of the good work we had previously done, it may have been usual to duck and wait for the present to roll over.

We did the reverse. We invested in the future.

We said, 'There is a possibility that everyone within our sector will lie low, so this may be the best time to start something new or accelerate what we have already begun.'

We increased our brand building expenditure, including a decent amount of exclusive market research and consumer trend studies to carve out mind space when most peers remained restrained. We believe we are creating the next sales growth foundation, which could prove to be our octane when the post-inflation consumer returns to buy an air-cooler.

We built superior value in new product launches. In line with the Symphony tradition, these models were differentiated, especially in product adjacency and efficient energy consumption. By broad basing the portfolio pyramid, we reinforced the confidence of our trade partners.

We strengthened our micro-market approach. We deepened consumer research to understand markets. We customised products for different countries (sending out a message that we were not dumping stock cross-border but building ground level up, with terrain temperature, humidity and consumer preference in mind). We manufactured locally (wherever possible). We built local promotional teams. We created supply chain linkages. We engaged directly with the global marketplace Amazon in each of the countries where we intended to deepen our presence (USA, UK, Australia, and Mexico) complemented by brand stores in select countries (India, USA, Australia, and Mexico). We focused on 'GLOCAL' – global by quality, local by customisation - and in doing so, we created a granular platform to enhance the e-commerce and D2C proportion of our revenues.

We leveraged our nimble manufacturing structure, which helped create a cushion against the full inflation impact. When freight costs were high, we shifted production to Mexico; with the freight cost now declined, we plan to shift back to cost-effective India. Our web of global manufacturing linkages made it possible for us to capitalise on pan-global cost arbitrage opportunities.

We continued to re-configure Symphony from within. We created new managerial positions, inducted subject matter experts and formalised a succession plan for roles and

We focused on 'GLOCAL' global by quality, local by customisation and in doing so, we created a granular platform to enhance the e-commerce and D2C proportion of our revenues.

At Symphony, we never lose sight of the fact that we are engaged in business to enhance stakeholder value. Within this universe, we seek to enhance shareholder value, a numerical (and external) validation of our corporate strategy.

functions. We appointed a Group Chief Executive Officer, Chief Marketing Officer, and President (Operations); we created a global e-commerce team and a D2C team. We inducted younger professionals with a fresh mind set and cutting-edge competencies aligned with our evolving customer profile. We believe that these new positions and profiles will reinforce our vigour, focus and organisational direction.

We continued to champion youthfulness. We delegated. We empowered. We encouraged freshness ('kaai navu vichaarye'). The result is that we were acknowledged as a 'Great Place to Work'.

We remained carbon-negative, more importantly, in Scope 1 measurement. When stakeholders, more aware today than ever – seek to stay with companies that are environmentally and socially responsible, we will be prepared to capitalise.

Shareholder friendly change in 'Reward Policy'

At Symphony, we never lose sight of the fact that we are engaged in business to enhance stakeholder value. Within this universe, we seek to enhance shareholder value, a numerical (and external) validation of our corporate strategy.

In line with the Company's policy to reward shareholders consistently, we made a strategic decision, taking a holistic view of the situation, to announce a sizable share buyback of ₹200 Crores at ₹2,000 per share. The total outflow will be ~ ₹249 Crores including taxes and incidental expenses, reducing our capital employed and net worth by ~28%. This will strengthen our RoCE and RoNW respectively. Besides, the Company upgraded its shareholder payout from up to 50% (including dividend, special divided and buyback) to at least 60%, which is again another way of putting more value in shareholder hands.

Conclusion

At Symphony, we believe that the best way to enhance value for shareholders is to go out, sell more and manage costs (don't we know now!).

During the last few decades, we sold 25 million+ coolers across the world – three times the population of Israel – which is around four times our nearest global competitor and many times more than all our competitors combined in India's organised sector.

We are not quite happy irrespective of what the big numbers say. We possess an attractive runway, considering that there are about 2.3 billion families in the world. In the exemplary journey since our existence, we have addressed only a little more than 1% of the total addressable market, despite people buying more air-coolers per home and using them out of their home as well.

The priority: 'Har Ghar Symphony'. And as The Carpenters would say, 'We've only just begun'.

With warmth (of the other kind),

Achal Bakeri, Chairman and Managing Director

Operational review

Opening perspective

It would be fair to indicate that we were pleased to the extent that we reported an improved standalone topline and bottom line including record numbers across our India operations and that we emerged decisively from the pandemic trough, but we were disappointed that the year could not be our best ever.

In a business that is largely dependent on the intensity of summer and the manner in which it coincides with the close of the financial year, there is always a premium on the nature of the summer in the last four weeks of the financial year. The last month of the financial year was not as intense from a weather perspective as our industry would have liked and the result is that there was a slip between what we expected and what we delivered.

The positive development in the international market was an enhanced footprint in northern Europe and Africa. There was a deeper channel penetration in India through general trade, modern trade, online, and omni-trade channels and much of these gains are likely to be sustained.

The other positive development during the year under review was the performance of the Company's large space venti-cooling business. This business grew in solid double - digit percentage terms. The Company appears to have created a platform with critical mass on which it will grow further on a sustainable basis.

The cooler is now widely acknowledged as a more environmentally sustainable product than other cooling alternatives, coupled with a lower cost of ownership, it's a win-win solution for the cooling needs of future.

Granular perspective

A granular perspective of our international subsidiaries will provide readers with a deeper understanding of the international challenges we faced.

Our operations in Australia were affected by the after-effects of global headwinds and an unprecedented rise in input, labour and freight costs. The builder community was affected by bankruptcies and slower building starts. The result was a decline in the offtake of our mainstay installed cooling and heating products, even as business in the portable products segment stayed robust.

Our operations in Mexico performed reasonably.

Our operations in China were sluggish as Covid cases pushed economic activity off a cliff and there was a focus on moderating our cost of doing business.

Our operations in USA slowed on account of inflation and a slowdown in offtake. E-commerce and D2C sales remained relatively unaffected though they are yet to achieve critical mass.

One of the most attractive emerging markets for cooling products is Europe where a heat wave in 2022 during the course of a short intensive summer enhanced visibility for the portable cooler. This cooling alternative found traction considering that it did not warrant construction alterations and could be plugged and operated with convenience. The Company capitalised on this climatic reality through the appointment of two senior resources to enhance the Company's visibility. The opening of the GCC market was addressed with a local representative. The Company recruited a team at its Brazilian subsidiary, and opened large accounts there, heralding better times. Even as the Company was faced with attractive demand in countries like Egypt, Sri Lanka, Myanmar, and Iraq, exports were restricted on account of currency and economic imbalances in these countries. The ongoing Ukraine war also impacted offtake as most customers curtailed their purchases due to uncertainties. Global supply chain disruptions and unusually high sea freight costs affected international sales.

Sense of optimism

The outlook for the Company is optimistic for various reasons.

Summers are progressively warmer, drier and longer, a positive driver for the Company to take its business ahead.

The cooler is now widely acknowledged as a more environmentally sustainable product than other cooling alternatives, coupled with a lower cost of ownership. It is a win-win solution for the cooling needs of the future.

The Company has built channel partner trust during the last years. The Company accounted for a larger channel partner wallet share.

The Company did not just sell more to channel partners; it also sold to more channel partners than ever. This happened because the Company widened its geographic and trade format footprints. The result is that the Company's market share in modern trade was higher than its market share in general trade.

The Company continued to invest in its supply chain, as a result of which vendors not only equipped themselves to deliver a larger quantity of a wider product mix in a shorter turnaround time, but also demonstrated nimbleness.

The Company continued to widen its product breadth, enhancing choice for the consumer. By plugging every conceivable customer need and price point around an unmatched value proposition, we believe we are competently placed to capitalise on every demand upturn.

FY2023-24 agenda

At Symphony, our objective is to make the good better.

We will not rest until we will achieve our objective of 'Har Ghar Symphony', which applies to India in the first phase and the entire world in the next phase.

This overarching goal can be achieved if we respond with nimbleness to the consumer's impulse. We have created distribution agility to deliver a product anywhere in India in 3-5 days. Artificial intelligence will play an increasing role in getting us there. The moment a consumer searches for our product on the internet, an immediate pop-up will indicate the nearest dealer outlet (address and phone number) that can then extend interest to enquiry to introduction to sale. By investing in online infrastructure that connects consumers to trade partners, we believe we will deepen the latter's loyalty and recall that Symphony is a principal that cares.

We believe that the best way to create a consumer pull would be by positioning our products as tree savers, calculated on the basis of the specific product's configuration and communicated on the external face of the package, so that consumers take pride in playing a direct role in making the world cleaner.

We believe that it will not be enough to be sustainable. It will be imperative to demonstrate responsibility as well. The Company is working with its OEM partners to commission solar energy in their facilities. We are insisting on a higher representation of women in their manufacturing facilities.

We will continue to engage our channel partners through long-term association programs.

We intend to cover niche product segments more effectively, strengthening our brand as a Company that thinks differently.

Conclusion

At the close of the last financial year, we had strengthened a complement of operating realties expected to reinforce our operating platform.

This platform is expected to sustain offtake in the most challenging markets and maximise revenues when market sentiment recovers. The robustness of this platform is expected to strengthen our sustainability leading to consistent outperformance.

We will not rest until we will achieve our objective of 'Har Ghar Symphony', which applies to India in the first phase and the entire world over on the next phase.

How we accelerated our transformation in FY2022-23

A range of business-strengthening initiatives across our Company

First

We launched the world's first air cooler range featuring the cutting-edge Brushless Direct Current technology (higher energy saving).

Footprint

The Company deepened its presence in North Europe and Africa.

Positioning

We enhanced our brand connection with environment friendliness.

Research

We commissioned research-led projects on brand health, urban and rural category ethnography, consumer household air cooler panel and market mix modelling.

Repositioning

We changed our brand tagline from 'Refreshing Lives' to 'Thinking of Tomorrow' to bring in a sharper focus on future-orientation and sustainability.

Recall

We launched an event called 'Thinkers of Tomorrow' that was covered comprehensively across the media by our media partners.

Delivery

We reduced our delivery tenure from 5-7 days to 3-5 days for online purchases.

Innovation

We launched new model variants around features, colour options, increased tank capacity and other enhancements.

Convenience

We established e-commerce and D2C sales channels in the USA, Australia, and Mexico.

Linkage

We relocated the Diet Range and Durango rooftop production from India to Mexico in return for a cost advantage.

People

We hired senior resources in UAE, Europe and Brazil to widen our geographic presence.

Formats

We introduced innovative product formats (tabletop coolers, bladeless tower fans, and mini-series).

Campaign

We relaunched a campaign titled 'PANKHE, WHAT IS THIS?' nudging fan users towards air coolers.

The Symphony Brand Report, FY2022-23

Overview

Symphony is the world's biggest air-cooler brand.

During the year under review, the brand retained its leadership the world over and in India. Despite increasing competition, the brand remained the most preferred. In India, the brand sold more than all competing brands combined. This was the biggest achievement of the brand during the year under review.

The Symphony brand continued to be preferred on account of the following recalls – 'most trusted', 'innovative' and 'superior price-value proposition'.

Symphony brand strengths

Recall: The Symphony brand provides peace of mind to customers through a superior price-value proposition, exceptional service and corporate integrity. The Company enjoys the respect of a market leader – a Company that is not only committed to incremental market share but also market widening. The Company has graduated to a category synonym– 'Ek Symphony dena' – on account of its undisputed leadership in India's air-cooler industry (estimated organised market share ~ 50%, FY2022-23).

Holistic: Symphony has 'captured' the cooling recall through comprehensive cooling solutions across residential, commercial, and industrial needs. Its positioning is captured in the '27 degrees centigrade' line, which represents its commitment to enhance comfort and convenience for all customers the world over.

Proxy: Symphony is an effective proxy for 'futuristic', reconciling features like digital control, fuzzy logic, styling and low resource consumption. The Company has invested in forward-looking research: the IMPCO business in Mexico has extended the Company into the venti-cooling business; the China subsidiary represents the arrowhead of the Company's research; the Indian business possesses deep product engineering capabilities, enhancing competitiveness across market cycles. The result is that the Company has graduated the appeal of the product category from 'low technology' to 'sophisticated'.

Sustained rollout: Symphony has been a consistent innovator and product developer. The result is that it has replenished models with new variants; it has accounted for a growing share of the trade partner's mind space and wallet share. The Company launched 19 new models in FY2022-23.

Brand spending: Symphony's strong brand vitality is reflected in the impressive return on investment from its brand spending. In FY2022-23, the Company invested ₹73 Crores in its brand building - 8.3% of its standalone turnover. This was higher than the previous year's spending by 160 bps; including one-time cost towards market research studies undertaken with the objective to capture mind space when competing brand investments were muted in view of higher inflation.

Brand efficiency: Symphony generated ₹12 for every rupee of brand spending during the year under review, the full effects of which will be visible from the current year onwards. The result is that Symphony's air-coolers have sold consistently well with relatively modest brand investments. This has empowered the Company to allocate surplus resources for new brand and product development.

Balance Sheet: Symphony's brand has been sustained by the robustness of the Company's Balance Sheet. At the end of the fiscal year under review, the Company's net cash corpus of ₹573 Crores (excluding loans/investments in subsidiaries) represented a sizable war-chest for making prudent brand investments.

Performance snapshot, FY 23

Invested ₹73 Crores in brand building (8.3% of turnover)

Introduced 19 new models

Introduced two prominent table-top model variants

Strengthened the multi-format cooling solution

Part 4

The character of our business

Symphony's commitment to ESG practices

Overview

At Symphony, the environment, social and governance (ESG) framework showcases our intent.

The environmental aspect emphasises the use of sustainable resources, minimising resource consumption, implementing efficient waste management, reducing fossil fuels and reducing our carbon footprint.

The social aspect of our ESG framework focuses on investing in people, nurturing a positive organisational culture, building strong external stakeholder relationships and fulfilling our social responsibilities.

The governance element of our ESG framework outlines how we conduct our business, including strategic direction, ethical values, codes of conduct, board composition and alignment with United Nations Global Compact (UNGC) principles.

Symphony has minimised environmental impact essentially through environmentally friendly cooling products, a significant improvement over five-star rated air-conditioners in reducing carbon emissions and minimising the ecological footprint. The products of the Company are certified as per ETL, CB, SASO, CEC, etc. to meet rigorous global safety and performance standards.

Performance snapshot

Developed Symphony Forest Park in partnership with Ahmedabad Municipal Corporation on a public-private partnership model	Implemented measures to moderate emissions and enhance energy management	Moderated water consumption per unit manufactured	Spent ₹3.22 Crores towards corporate social responsibility

Symphony's ESG priorities

Environment

- Reduced greenhouse gas (GHG) emissions.
- Conducted carbon footprint mapping of products and operations
- Implemented efficient inventory and logistics management
- Promoted material reuse and recycling to reduce waste
- Optimised business travel, limiting it to essential activities
- Provided environmental awareness training; promoted technology upgradation
- Implemented urban forest development and saplings plantation
- Worked with supply chain partners to reduce their carbon footprint

Society

- Prioritised operational health and safety
- Implemented risk-based training
- Achieved zero fatal accidents across operations
- Prioritised safety of employees and communities
- Provided financial assistance to social and environmental causes
- Promoted women's empowerment; encouraged supply chain partners to employ more women in the workforce

Governance

- Strong Board with respected Independent Directors
- Four Independent Directors (one Independent Woman Director) among eight Board members
- Effective Board committee structures and committees
- Anti-bribery policy, Quality policy, Sustainability Policy, Whistle-blower policy / Vigil mechanism
- Policy against sexual harassment
- Prohibition of insider trading

Our environment commitment

Symphony's operations are centred on the 5R's: reduction, recycling, restoration, replacement and renewables. By investing in low-carbon technologies, Symphony produces air-coolers that improve resource and energy efficiency.

Symphony's R&D expenses were focused on enhancing the environmental and social performance of its products, empowering consumers to adopt eco-friendly and energy-saving air cooling technologies as a sustainable alternative to harmful and inefficient air conditioners.

Symphony moderated emissions and improved energy management through conservation and energy-efficient product design. The Company invested in renewable and recycled materials. It remained committed to moderate water and energy use and its goal is to become water-positive and carbon-neutral.

As a part of its CSR initiatives and commitment towards sustainability, the Company took up an urban landscape project to establish Symphony Forest Park. With the aim to revamp an abandoned patch of land ranging 11,000 square metres, Symphony rejuvenated the area to develop a Forest Park that contains more than 250 plant species, 30,000 tree saplings, numerous species of exotic birds, and a resuscitated lake with aquatic species, possessing medicinal, mythological, religious, and ecological significance.

Our social commitment

At Symphony, we value the stability of our multi-stakeholder relationships. This sustainable value creation for stakeholders is based on a holistic approach that includes nurturing long-standing relationships while building new ones.

Our youthful employees drive a culture of excellence. Our longstanding vendors enhance throughput efficiency. Our primary customers buy from us on account of a superior price-value proposition.

Symphony's CSR interventions widen our prosperity circle. The Company's CSR initiatives are guided by a well-defined CSR policy and overseen by a CSR committee and senior management. The progress and outcomes of these programs are regularly monitored and evaluated. During the year under review, the Company spent ₹3.22 Crores in fulfilling its responsibility as a responsible corporate citizen by implementing community development initiatives.

Our CSR spending

Year	₹ Crores
FY2022-23	3.22
FY2021-22	3.28

Our governance commitment

Global citizen: Symphony generated 34% revenues globally in FY22-23, validating its commitment to a global mindset, practices, presence and technologies.

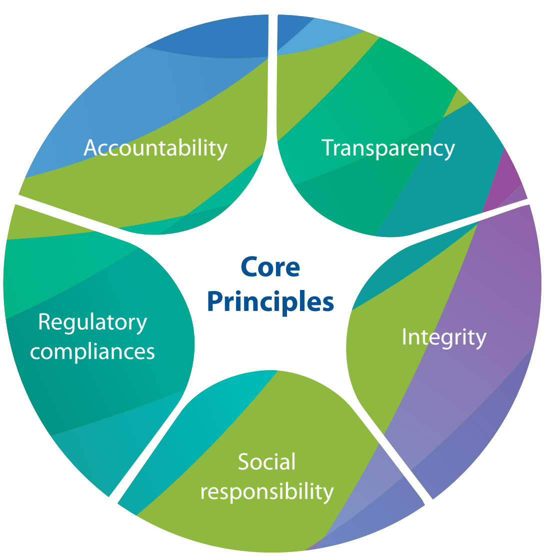
Integrity: Symphony conducts business in a credible manner, marked by unbiased talent recruitment and appraisal, gender respect cum equality, zero tolerance for sexual harassment and ethical transgressions, and environment preservation.

Board of Directors: Symphony's Board comprises individuals who have enriched our understanding of the economy, the sector and helped ascertain a strategic direction. Our four Independent Directors infuse an external perspective into our functioning.

Process-driven: Symphony is driven by processes, checks, balances, audits and compliances, consequently resulting in enhanced trust in its reported numbers.

Balanced approach: Symphony believes in taking a conservative approach when interpreting accounting treatments to ensure that our financial statements accurately reflect our financial position. We also view market-facing initiatives as opportunities to prepare ourselves for potential opportunities in the future.

Customer adjacency: Symphony engages with customers (digitally and personally), building relationships with customers and increasing wallet share.



Management discussion and analysis

Global economy

Overview: The global economic growth was estimated at a slower 3.2% in 2022, compared to 6% in 2021 (which was on a smaller base of 2020 on account of the pandemic effect). The relatively slow global growth of 2022 was marked by the Russian invasion of Ukraine, unprecedented inflation, pandemic-induced slowdown in China, higher interest rates, global liquidity squeeze and quantitative tightening by the US Federal Reserve.

The challenges of 2022 translated into moderated spending, disrupted trade and increased energy costs. Global inflation was 8.7% in 2022, among the highest in decades. The Federal Reserve raised its benchmark interest rate to its highest in 15 years. The result is that the world ended in 2022 concerned that the following year would be slower.

The global equities, bonds, and crypto assets reported an aggregated value drawdown of US$ 26 trillion from peak, equivalent to 26% of the global gross domestic product (GDP). In 2022, there was a concurrently unique decline in bond and equity markets. 2022 was the only year when the S&P 500 and 10-year US treasuries delivered negative returns of more than 10%.

The S&P GSCI TR(Global benchmark for commodity performance) fell from a peak of 4,319.55 in June 2022 to 3495.76 in December 2022. There was a decline in crude oil, natural gas, coal, lithium, lumber, cobalt, nickel, and urea realisations. Brent crude oil dropped from a peak of around US$ 120 per barrel in June 2022 to US$ 80 per barrel at the end of the calendar year following the enhanced availability of low-cost Russian oil.

Regional growth (%)	2022	2021
World output	3.2	6.1
Advanced economies	2.5	5
Emerging and developing economies	3.8	6.3

Performance of major economies

United States: Reported GDP growth of 2.1% in 2022 compared to 5.9% in 2021

China: GDP growth was 3% in 2022 compared to 8.1% in 2021

United Kingdom: GDP grew by 4.1% in 2022 compared to 7.6% in 2021

Germany: GDP grew by 1.9% in 2022 compared to 2.6% in 2021

[Source: PWC report, EY report, IMF data, OECD data]

Outlook: The global economy is projected to grow 2.1% in 2023, influenced by tighter monetary policy compounding lingering shocks from the pandemic and Russia's invasion of Ukraine. Concurrently, global inflation is projected to fall marginally to 7%. Despite these challenges, there are positive elements within the global economic landscape. The largest economies like China, the US, India, Japan, the UK, and South Korea are not in a recession. Approximately 70% of the global economy demonstrates resilience, with no major financial distress observed in large emerging economies. The energy shock in Europe did not result in a recession, and significant developments, including China's progressive departure from its strict zero-Covid policy and the resolution of the European energy crisis, fostered optimism for an improved global trade performance. Despite high inflation, the US economy demonstrated robust consumer demand in 2022. Driven by these positive factors, global inflation is likely to be still relatively high at 4.9% in 2024. Interestingly, even as the global economy is projected to grow less than 3% for the next five years, India and China are projected to account for half of the global growth (Source: IMF).

Indian economy

Overview: Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills, inflation, cautious government and a sluggish equity market. India's economic growth was at 7.2% in FY2022-23, the highest among major economies. India overtook UK to become the fifth-largest global economy. India surpassed China to become the world's most populous nation. (Source: IMF, World Bank)

Growth of the Indian economy

Regional growth (%)	FY2019-20	FY2020-21	FY2021-22	FY2022-23
Real GDP growth (%)	3.7	-6.6%	8.7	7.2

Growth of the Indian economy quarter by quarter, FY2022-23

	Q1FY2022-23	Q2FY2022-23	Q3FY2022-23	Q4FY2022-23
Real GDP growth (%)	13.1	6.3	4.4	6.1

(Source: Budget FY24; Economy Projections, RBI projections)

In FY2022-23, India's current account deficit, a crucial indicator of the country's balance of payments was at 2% of GDP. India's fiscal deficit was estimated in nominal terms at 6.4% of GDP for the year ending March 31, 2023.

After three consecutive years of rise, India's foreign exchange reserves declined by around US$70 billion in 2022, amid rising inflation and interest rates. The country's forex reserves, which stood at US$606.47 billion on 1 April, 2022, declined to US$578.44 billion on March 31, 2023. India's currency weakened from ₹75.91 to a US dollar, to ₹82.34 as on March 31, 2023 due to a stronger dollar and a weaker current account deficit.

India moved up in the Ease of Doing Business (EoDB) rankings from 100th in 2017 to 63rd in 2022.

The total gross goods and services tax (GST) collection for FY2022-23 was ₹18.10 lac Crores, an average of ₹1.51 lac a month and up 22% from FY2021-22, India's monthly GST collections hit the second highest ever in March 2023 to ₹1.6 lac Crores. For 2022–23, the government collected ₹16.61 lac Crores in direct taxes, according to data from the Finance Ministry.

This amount was 17.6% more than what was collected in the previous fiscal.

Per capita income almost doubled in nine years to ₹172,000 during the year under review, a rise of 15.8% over the previous year. India's GDP per capita was US$ 2,320 (March 2023), close to the magic figure of US$ 2,500 when consumption spiked across countries.

Outlook: India is expected to grow around 6-6.5% in FY2023-24. The growth could also be driven by broad-based credit expansion, better capacity utilisation and improving trade deficit. Headline and core inflation could trend down. Private sector investments could revive. According to the World Bank India's GDP is projected to expand by 6.3% in FY2023-24, supported by domestic demand and increased public investment. India's retail inflation rate could decline from 6.6% to 5.2% in FY2023-24.

The global landscape favours India: Europe is moving towards a probable recession, the US economy is slowing, China's GDP growth forecast of 4.4% is less than India's GDP estimate of 6-6.5% and America and Europe are experiencing its highest inflation in 40 years.

India's production-linked incentive appears to catalyse the downstream sectors. Inflation is steady. India is at the cusp of making significant investments in renewable energy and other sectors and emerging as a suitable industrial supplement to China. India is poised to outpace Germany and Japan and emerge as the third-largest economy by the end of the decade.

Union Budget FY2023-24 provisions

An outlay of ₹5.94 lac Crores was made to the Ministry of Defence (13.18% of the total Budget outlay). An announcement of nearly ₹20,000 Crores was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An outlay of ₹1.97 lac Crores was announced for Production Linked Incentive schemes across 13 sectors. The Indian government intends to accelerate road construction in FY2023-24 by 16-21% to 12,000-12,500 km. The overall road construction project pipeline remains robust at 55,000 km across various execution stages. These realities indicate that a structural shift is underway that could strengthen India's positioning as a long-term provider of manufactured products and its emergence as a credible global supplier of goods and services.

Indian air coolers market

The Indian air coolers market was valued at US$ 480 million+ in 2022 and is likely to double over the next five to seven years, driven by factors such as rising temperature, rise in the disposable income of middle-class families, and the ongoing process of rural electrification across the country. Also, the emergence of online sales channels and the continuous evolution in technology are expected to create lucrative growth opportunities for the Indian air coolers market.

The demand for air coolers is majorly dependent on climate. The climate in most parts of the country is hot, and the summer seasons are long, with generally summer begins in February and ending in July, and the temperature often reaching 45°C during that period. The cost of running air-coolers and the electricity consumed by them are much less than the cost of running air conditioners and the electricity consumed by air conditioners, making air coolers more affordable for consumers.

The efforts to make electricity available and accessible in each remote location of the country, coupled with the development of rural areas, are expected to catalyse the demand for air coolers across the country.

In India, there are around 250–260 million households, out of which a significant percentage uses fans and air coolers during summer. Air coolers have become one of the fastest growing segments in consumer durables, and are also widely accepted across the consumer appliances arena as they are energy-saving, eco-friendly, and can cool efficiently. They offer exceptional air quality and abstain from making the air excessively dry. They do not utilise harmful cooling agents (CFC or HFC), they reduce the electricity bill by ~90% as against ACs, and air coolers costs appealingly less compared to air conditioners.

The government reforms for rural development, increased urbanisation, discretionary spending, and revised industrial norms, along with the upcoming stream of projects in the residential sector are expected to catalyse the demand for air coolers in the country in the foreseeable future. Additionally, Tower and Personal air coolers are anticipated to increase their market share in the succeeding years due to the changing consumer preferences for new and innovative products, growing e-commerce sales, and rising brand variants and stock-keeping units (SKUs). (Source: Research and Markets)

Sectorial growth drivers

Global warming: The average global temperature in 2022 stood at 1.15ºC above the pre-industrial (1850–1900) levels. 2022 was the eighth consecutive year (2015–2022) when the global temperature stood at more than 1ºC above the pre-industrial level, according to the World Meteorological Organisation.

Young population: More than 50% of India's current population is below the age of 25 years, and over 65% is below the age of 35 years. The median age of the country is 28.4 years, an economically productive age compared to the global average of 30 years.

Increasing urbanisation: India's urban population is expected to reach 675 million by 2035, driving the demand in the air-cooler market.

Non-metro markets: Over the last several decades, non-metro cities have seen the fastest growth in consumption, which has led to their emergence as promising economic growth centres.

Digital penetration: In 2022, India's e-commerce market was expected to have reached US$ 74.8 billion, and by 2030, it is expected to reach US$ 350 billion. Rising urbanisation as well as growing internet penetration is predicted to widen the Indian e-commerce sector. The number of internet users is expected to reach 1.5 billion by 2040.

Rural development: The government strengthened electricity connectivity across all the cities and villages of India, which, in turn, boosted the electrical appliances market.

Working population: India adds 4.75 million people to its workforce each year. The proportion of the working age population in India is estimated to enhance from 61% in 2011 to 65% in 2036. A rising working population is expected to boost the growth of the air cooler segment.

Technological revolutions: Technological revolutions such as smart locks, feather-touch digital control panels, remote controls, auto swings, alarms, and other alcove characteristics have become well accepted compared to technologically outdated products of the unorganised segment.

Low penetration: The consumer durables market of India is underpenetrated compared to that of other countries, and offers headroom for growth. Electronic items, which were formerly considered luxury items, are likely to become basic necessities.

Organised retail: Organised retailers have penetrated through to tier II, III, and IV cities, which have improved their visibility. (Source: Business Standard, worldometer, knoema, Hindustan Times, Economic Times, Statista)

Outlook: It is predicted that the air cooler market of India is likely to record sustainable growth owing to rural electrification, disposable incomes, and rising temperatures. The Indian air cooler market is expected to get dominated by the residential sector due to a vast percentage of the population belonging to lower and middle income groups and housing development plans being introduced by the government. The industrial and commercial segments are likely to observe a notable rise in demand due to installation/use of cooling solutions by large industry players.

(Source: Research Market)

Risk management

Product risk: A sudden reduction in the demand for air coolers can create a risk to the operations of the Company.	**Mitigation:** The Company strengthened its portfolio of residential, commercial, and centralised air cooling to increase its relevance. Moreover, the rising temperature is anticipated to reinforce the demand for air cooling product.
Industry risk: A deceleration in the downstream sector might affect sales volume.	**Mitigation:** The Company anticipates maintaining a steady growth trajectory by acquiring and implementing comprehensive air cooler solutions that cater to the needs of households, industrial facilities and commercial establishments.
Quality risk: A decrease in the quality can affect the Company's brand image negatively.	**Mitigation:** The product of the Company is manufactured in hi-tech facilities possessed by vendors that allow the creation of quality coolers at reduced costs with the fastest turnaround time.
Distribution risk: The distribution network of the Company might not be able to widen the Company's footprint.	**Mitigation:** The Company is expanding its footprint each year in the domestic market. The Company owns a global footprint across more than 60 countries, lowering its risk on account of one or few geographies witnessing a slowdown.
Competition risk: An increase in competition might restrict the sales volume and revenue.	**Mitigation:** The Company manufactures innovative products due to constant investments in research and development, offering a competitive edge.

Financial overview

The Company's consolidated gross revenue stood at ₹1,238 Crores in FY2022-23, compared to ₹1,079 Crores in FY2021-22. The EBITDA of the Company (excluding exceptional items & other income) stood at ₹138 Crores in FY2022-23, compared to ₹161 Crores in the previous year. The Company registered a PAT of ₹116 Crores in FY2022-23 compared to ₹121 Crores in FY2021-22.

Key ratios

Please refer to Note no. 46 of the Standalone Financial Statements.

Information technology

The Company has taken a big leap towards process automation and digital transformation. The Company has identified areas of process automation across functions for productivity improvement. Robotic process automation is getting mature now and has been rolled out to group companies also. The SAP platform has been integrated with D2C, CRM, and other platforms for seamless functioning. Management reporting has been enabled through a business intelligence platform for what-if and predictive analyses.

Having the application hosted on the cloud and using the SAS platform, the Company has mitigated IT risks, and implemented initiatives like IT security posture audit, mobile device management, and data loss prevention for securing organisation data.

Human resource management

The Company has always viewed its people as its greatest assets. The Company became a 'Great Place to Work', by fostering an environment of aspirational goal setting, and continuous improvement, in addition to health and safety, corporate responsibility, and enhancement of the quality of life of employees.

The human resources functions revolve around values based on commitment, transparency, integrity, professionalism, and accountability. At the highest level, the Company continuously endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, and fostering healthy growth and development of human resources.

The Company believes in an inclusive approach to employment. No discrimination is made on the basis of caste, religion, region, or gender. The Symphony employment base was ~720 as on March 31, 2023, including overseas subsidiaries.

Competency-based talent identification, acquisition, and development in terms of career planning and succession planning are accorded top priority, and consistently receive management attention. Learn and Share, Knowledge Torch — an internal training platform, Online LMS, and Altius — a leadership development program, are the learning and development platforms used for ensuring need-based training for the employees.

The human resources department has collaborated with internal leaders and successfully implemented Shaabash – a reward and recognition program. Mentoring for newcomers is an initiative implemented to ensure the integration of newcomers into the Company's culture and values.

All these HR interventions helped the organisation feature among India's Best Workplaces in Manufacturing 2023 – Top 50, by Great Place to Work Institute, India.

Internal control systems and their adequacy

The Company has a proper and adequate system of internal controls in place, to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposal, and that transactions are authorised, recorded and reported correctly. The Company issues and updates documented operating procedures and authorities with adequate controls defined. Internal control is supplemented by an extensive programme of internal and 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. Further, the Company monitors Information and Technology General Controls (ITGC) on a periodic basis.

The compliance function reviews the Company's adherence to regulatory and legal requirements providing timely feedback to the management for corrective action, including minimising the design risk, if any.

The Audit Committee of the Board also reviews the performance of the audit and compliance functions and reviews the effectiveness of controls and compliance with regulatory guidelines. In the opinion of Board of Directors and the senior management, internal control systems are well placed and working in an efficient manner.

Cautionary statement

The Management Discussion and Analysis report containing your Company's objectives, projections, estimates, and expectations may constitute certain statements which are forward-looking within the meaning of applicable laws and regulations. The statements therein could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand, and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, and economic developments within India and in the countries with which the Company conducts business, and other incidental factors.

Board of Directors

Achal Bakeri

DIN: 00397573

Founder, Chairman and Managing Director

Architect and MBA (University of Southern California)

Mr. Achal Bakeri, a pioneer in the industry of environment-friendly products, is the founder of the world's largest air coolers company. In 1988, he founded Symphony Limited with the aim of providing economically viable cooling solutions that would be accessible to all. He has infused respectability and aesthetics into air coolers through an innovative approach.

Nrupesh Shah

DIN: 00397701

Executive Director

B.Com., FCA and CS

Mr. Nrupesh Shah heads the Company's Corporate Affairs functions. He is responsible for corporate affairs, growth, performance, strategies, merger & acquisitions, finance, M.I.S., secretarial matters, legal matters, treasury etc. He has been with the Company since 1993. He played a key role in turnaround of the Company and putting on growth trajectory.

Amit Kumar

DIN: 01946117

Executive Director & Group CEO

B. Tech. in Mechanical Engineering from IIT Kanpur and MBA (PGDM) from IIMA

Mr. Amit Kumar has over 20 years of professional experience. Over his journey, Mr. Amit Kumar has worked with GE, PwC, Shapoorji Pallonji, EY and KPMG. In addition, he co-founded an analytics-focused start-up and ran it for 3 years before divesting out of it. He focuses on overall business growth of Symphony India and its overseas subsidiaries.

Jonaki Bakeri

DIN: 06950998

Non-Executive Director

B.A.

Ms. Jonaki Bakeri has an experience in various business functions including sales and marketing, accounts and finance, legal matters and product development.

Naishadh Parikh

DIN: 00009314

Independent Director

B. Sc. and MBA

Mr. Naishadh Parikh is an Entrepreneur-Manager with education in the areas of Science & Management and a track record of more than 41 years in performing various roles at corporate level in diverse sectors viz. Air-conditioning & Refrigeration, Textile & Engineering. Mr. Parikh is currently Chairman and Managing Director of Equinox Solutions Limited. He was also the Founder & Managing Director of Amtrex Hitachi Appliances Limited (now Johnson Controls - Hitachi Air Conditioning India Limited).

Ashish Deshpande

DIN: 00498890

Independent Director

Industrial Designer (National Institute of Design)

Mr. Ashish Deshpande started his design entrepreneurship journey, 34 years ago, by co-founding India's pioneering design practice, Elephant Design Private Limited. Elephant today is present in India as well as Singapore. Mr. Ashish leads Product & Retail, Experience & Innovation group and has spearheaded projects ranging from consumer appliances related to air, water & energy, medical equipment, wearable electronics, automotive and retail.

Reena Bhagwati

DIN: 00096280

Independent Director

MBA

Ms. Reena Bhagwati is an industrialist with experience in providing Fiscal, Strategic and Operations leadership in various Engineering businesses and also leads operations and strategic directions with full responsibility for top and bottom-line including strategy formulation, long-term planning, cross-functional management, legal and financial obligations.

Santosh Nema

DIN: 01907138

Independent Director

B.E. (Mechanical) and MBA (IIM, Ahmedabad)

Mr. Santosh Nema has extensive experience in leadership roles across consumer facing industries like Asian Paints Limited, Shalimar Paints Limited and CERA Sanitaryware Limited. He has expertise in sales, marketing, operations and business development, strategic planning, dealer network, leading and developing teams, P&L management, customer centricity, brand building, JV and strategic alliances, change management and building high performance cultures.

Board's Report

Dear Members,

The directors take immense pleasure in presenting the 36th Annual Report of the Company together with the audited standalone and consolidated financial statements, showing the financial position of the Company for the financial year ended March 31, 2023.

Highlights of results and state of company's affairs

(₹ in Crores)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations & Other Income	930.60	679.18	1,237.79	1,079.01
Profit before Financial Charges, Depreciation & Taxation	222.49	152.94	188.62	200.62
Less: Financial Charges	0.77	0.96	10.23	8.92
Less: Depreciation & Amortisation Expenses	5.58	5.68	26.45	24.18
Profit Before Tax	**216.14**	**146.30**	**151.94**	**167.52**
Less: Income Tax	50.14	31.68	51.46	35.25
Less: Provision for Tax of Earlier Years	(0.05)	0.72	(0.05)	0.72
Less: Deferred Tax	1.25	3.09	(15.35)	10.69
Profit After Tax	**164.80**	**110.81**	**115.88**	**120.86**
Less: Non-controlling Interest	-	-	(0.54)	0.55
Profit After Tax Attributable to the Shareholders	**164.80**	**110.81**	**116.42**	**120.31**
Other Comprehensive Income	(0.05)	(0.11)	(0.33)	0.28
Total Comprehensive Income for the Year	164.75	110.70	116.09	120.59
Add: Balance as per Last Year's Balance Sheet	758.77	697.04	760.93	689.31
Amount Available for Appropriation	**923.52**	**807.74**	**877.02**	**809.90**
Less: Dividend	69.96	48.97	69.96	48.97
Less: Gain/(Loss) on Acquisition of Interest in Subsidiary	-	-	(0.04)	-
Less: Buyback Expenses	0.28	-	0.28	-
Surplus in Statement of Profit and Loss	**853.28**	**758.77**	**806.82**	**760.93**

Key Financials as on March 31, 2023

Your Company, along with its subsidiaries, has a global presence in four continents. The Company has prepared consolidated accounts of the holding company and all its subsidiaries, in accordance with the Ind AS that are applicable. The consolidated revenue from operations along with other income stood at ₹1,237.79 Crores (PY ₹1,079.01 Crores). The profit after tax was ₹115.88 Crores (PY ₹120.86 Crores). The standalone revenue from operations along with other income stood at ₹930.60 Crores (PY ₹679.18 Crores). The profit after tax was ₹164.80 Crores (PY ₹110.81 Crores).

The highlights of the key financials are as under:

(₹ in Crores except per share data)

Particulars	Standalone	Consolidated
Equity Share Capital	13.99	13.99
Net Worth	912.01	880.91
Book Value Per Equity Share	130.37	125.92
Earnings Per Share (EPS)	23.56	16.64
Investments	628.68	526.86

Contribution To Exchequer

Your Company has contributed a sum of ₹113.04 Crores to the exchequer during the financial year 2022-23 by way of duties and taxes on a standalone basis.

Transfer To Reserves

The Board of Directors has decided to retain the entire amount of profit for FY 2022-23 in the profit and loss account.

Dividend

During the period under review, the Board of Directors has declared two interim dividends aggregating to ₹4.00/- (200%) per share, and a bifurcation is as under:

Date of declaration	Interim dividend amount per share (in ₹)	% of dividend
July 26, 2022	2.00	100
October 20, 2022	2.00	100

The Board has recommended a final dividend of ₹1.00 (50%) per equity share having face value of ₹2.00 each subject to approval of members at their ensuing annual general meeting for the financial year ended on March 31, 2023.

The aggregate dividend for the financial year ended on March 31, 2023, on approval of the proposed final dividend at the ensuing annual general meeting, would be ₹5.00/- (250%) [including interim dividends of ₹4.00 (200%)] per share.

The total pay out towards dividend for the financial year 2022-23 would be ₹34.88 Crores, and towards buyback of shares would be ~ ₹248.70 Crores (including buyback tax and incidental expenses), translating into a total payout of ₹284 Crores i.e., 244% on consolidated net profit.

Shareholders' Reward Policy (Including Dividend Distribution Policy)

Symphony believes in maintaining a fair balance over a long-term period between pay-out/reward to the shareholders and cash retention. The Company has been conscious of the need to maintain consistency in pay-out/reward to the shareholders. The quantum and manner of pay-out/reward to shareholders of the Company shall be recommended by the Board of Directors of the Company. During the year under review, the Board has approved and revised the Shareholders' Reward Policy (Dividend Distribution Policy) and decided to distribute at least 60% of Profit After Tax (PAT) (previously it was 'upto 50% of the PAT').

The Shareholder's Reward Policy (including Dividend Distribution Policy) can be accessed at **https://www.symphonylimited.com/wp-content/uploads/2023/02/Shareholders-reward-policy.pdf**

Buyback Of Shares

During the year under review, the Board has approved the buyback of equity shares in their meeting held on February 8, 2023. The same has been subsequently approved by the shareholders through special resolution dated March 15, 2023, passed through postal ballot/remote e-voting. Your Company will buy back equity shares of the Company not exceeding 10,00,000 for an aggregate amount of ₹200 Crores, being 24.76% and 24.69% of the aggregate of the fully paid-up equity share capital and free reserves as per the last audited financial statements of the Company as on March 31, 2022 on standalone and consolidated basis respectively at a price of ₹2,000/- per equity share.

The buyback will be made from all existing shareholders of the Company as on March 29, 2023, this being the record date for the purpose of buyback. The Buyback will be done on a proportionate basis through the tender offer route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and the Companies Act, 2013 and rules made thereunder. The Company has announced the opening of its buyback offer starting from May 3, 2023 to May 17, 2023. The pre-buyback paid up capital of the Company is ₹13,99,14,000/-, divided into 6,99,57,000 equity shares, and after extinguishing 10,00,000 equity shares, the post-buyback paid up share capital will be ₹13,79,14,000/-, divided into 6,89,57,000 equity shares.

Material Changes and Commitment

There have been no material changes or commitments affecting the financial position of the Company which occurred between the end of the financial year and the date of this report, to which the financial statements relate. There has been no change in the nature of the business of the Company.

Performance Review – India Business

The Company encountered a mixed performance in its global and Indian markets during the year under review. The performance represented a validation of the Company's multi-geography business model, where the improved performance in one geography was complemented by a temporary downtrend in another and where the coherences of one geography were shared with another, making it possible to report a creditable overall performance.

India played the role of a dependable complement at a time when global revenues appeared erratic. The Company surpassed sales level of FY 2019-20, the previous high, during the year under review. The Company expected a strong finish in March 2023, which usually signals the start of the summer in various parts of India, but the month was unusually cool, resulting in subdued sales.

The Company prepared for this climatic turn by expanding the GT network width and depth. The Company also invested in enhancing its modern trade including e-commerce and D2C exposure, which should play out attractively during the current financial year.

Household Coolers:

The year started with lower inventory with the channel partners. The business sentiments were restored to how they were in the pre-Covid days. Good market sentiments have resulted in early investments from general trade customers. Secondary schemes that were rolled out early resulted in early placement during the off-season period. The distributor, dealer and town categorisation has helped to focus on priority markets and customers. The e-com, modern trade, and regional chain stores are adding desired growth and expanding customer base as well as number of stores.

Direct to Consumer (D2C):

Symphony's direct-to-consumer (D2C) segment is one of the most exciting dimensions of its evolving business model. In a world where consumers seek disintermediation and prefer to buy directly off the internet, Symphony engages directly. The Company's D2C platform facilitates personalized communication (email, text messages, and chats), which makes it possible to connect with consumers directly. The Company recognizes that this direct interface empowers it to decode and respond to market realities with speed.

Besides, Symphony's D2C segment enhances brand flexibility in terms of product and service innovation with fewer limitations than traditional distribution channels. By bypassing intermediaries, the platform provides the Company with a direct understanding of customer shopping needs, purchase habits, and brand experience.

E-commerce:

The facility to compare products and buy from e-commerce marketplaces is emerging as one of the powerful revenue drivers of most companies.

In line with this development, Symphony enhances its e-commerce visibility. The Company's digital marketing (social media, email, and search engine optimization) increased brand awareness and website traffic.

Large Space Venti Cooling (LSV):

The LSV division of Symphony consolidated its position in the market, creating awareness and taking advantage of being the first mover from the organized segment in industrial and commercial air coolers, in the domestic market. We substantiated our position by participating in relevant exhibitions, acquiring leads through digital platforms, and using the News18 network platform to subtly market our brand and products among the MSME segment. We have also initiated a path of improvement of the quality of sales by providing free 'preventive maintenance' services to all new customers; we have selected existing customers to present an aura of customer delight, along with developing a very robust audit system for controlling the quality of installations at customers' chosen locations, so that they enjoy the best performance of our products. We have restructured the entire lead tracking process in our sales CRM and developed a new CRM for updating and tracking our regular customers' post-sales services, installations, and preventive maintenance services. On the sales team front, we have recalibrated selected team members to handle the management of key accounts and a quartet of them as 'sector experts' to bring in focus for large pan India businesses as well as sector specific businesses.

Service:

During the year under review, your Company has initiated auto generated installation and subsequent four free preventive maintenance calls through the CRM to increase product life and satisfaction levels of our valued customers using our LSV coolers (industrial coolers). The Company has developed "Koolz" — the first ever liquid descaling cleaner for air coolers, and has initiated the sale of cooler covers and accessories to its customers. The Company has introduced a single ticketing solution mobile app for fast response to escalations/feedbacks received from our customers.

Export:

One of the most attractive emerging markets for cooling products is that of Europe, where a heat wave in 2022, during the course of short intensive summer enhanced visibility for the portable cooler. This cooling alternative found traction because it did not warrant construction alterations and could be plugged in and operated with convenience. The opening of the Gulf Corporation Council (GCC) market was addressed with a representative in Dubai. Even as the Company was faced with attractive demand in countries like Egypt, Sri Lanka, Myanmar, and Iraq, exports were restricted on account of currency and economic imbalances in these and other countries. The ongoing Ukraine war also impacted sales, as most customers curtailed their purchases due to uncertainties. Global supply chain disruptions and the unusually high sea freight costs also affected international sales.

Performance review — subsidiaries

(i) Climate Technologies Pty Limited (CT), Australia:

The Company's performance in this geography was most challenged on account of a convergence of a multitude of factors. Sales in Victoria, the largest market for the Company's products in Australia, were affected by possibly the longest lockdown imposed anywhere in the world (more than 260 days), affecting sales, installation, and service. The state encountered floods in November and December, 2022, losing a part of the summer in Australia that begins around that time. The pandemic-induced sluggishness and commodity inflation affected the viability of real estate companies; some of the ten largest property developers in Australia were affected by bankruptcy, staggering the rollout of new homes. However, there are indications that the worst is over. The Company launched new portable products that should widen the portfolio for prospective sales. The Company is also working on product outsourcing arrangements that should enhance asset lightness and viability, the benefits of which are likely to show in the near future.

(ii) Bonaire USA LLC, USA (BUSA):

The Company encountered a revenue challenge on account of the economic slowdown. The late onset of the summer resulted in a slowing of offtake; retailers turned conservative and slowed orders indent, preferring to draw on existing inventory instead. However, this phase is expected to be transitory; once demand revives, a projected stock out could promote the large retailers to build inventories. The Company strengthened its business by widening its SKU and category coverage; it also broad-based by accessing other retailers and moving from offline engagement to online. The Company is in the process of working with Amazon to position products and push sales; it piloted the launch of direct-to-consumer (D2C) store that should translate into enhanced online revenues across the foreseeable future.

(iii) IMPCO S. de R. L. de C. V. (IMPCO) Mexico:

The Company performed creditably with a ~ 15% increase in revenues from this geography. Even as the business in this country was challenged by increased material and freight costs, which peaked, and imports into Mexico from India became expensive, the business responded by raising sticker prices. This increase helped cover a part of the product inflation during the year. The Company enhanced sale of heaters where it established an attractively high realization that helped cover some costs for the moment, and created the prospect of superior performance once the cost curve begins to taper.

(iv) Guangdong Symphony Keruilai Air Coolers Co. Ltd. (GSK), China:

The challenges of enhancing your Company's presence in this geography were related to the pandemic surge, and decline in trade engagements with the USA. The combined impact of these realities affected industrial and commercial investments, translated into a weaker offtake for cooling equipment. It is only at the end of the year under review that operations began to normalize. The Company responded creditably: it has moderated its cost of doing business strengthening it for an impending rebound. This resilience indicated that the Company, using its lower cost structure and cross-geography synergies, is fitter, leaner, and attractively placed to capitalize on the impending national economic recovery.

(v) Symphony Climatizadores Ltda, (SCL), Brazil

Brazil is the largest economy in South America and is an important market for Air coolers. Many brands sell residential and commercial air coolers which are mainly imported from China. There is a market for Industrial air coolers too. SCL has been established to tap this air cooler market. It imports range of portable and industrial coolers from Symphony India and from GSK China and distributes in the local market. Offering high quality products at competitive prices has been the strategy of SCL.

During the year, the team was strengthened with experienced personnel coming on-board. The business also got increased over the previous year. New customers were roped in, and marketing and brand building activities were also carried out. The distribution network is being expanded and further growth is anticipated.

Awards and Accolades

- Symphony has been recognized among the Top 50 organizations for India's Best Workplaces™ in Manufacturing 2023.
- Symphony won the "Best Creativity" award in the Consumer Durables and Electronics category at the e4M Primetime Awards 2022.
- Symphony won the "Best FMCD & FMCE Campaign" award at the #ImpactDigitalInfluencer Awards 2022.

Management Discussion and Analysis Report

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management Discussion and Analysis Report for the financial year ended on March 31, 2023, is part of this annual report.

Corporate Governance

Your company believes in conducting its affairs in a fair, transparent, and professional manner and maintaining good ethical standards, transparency, and accountability in its dealings with all its constituents. Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Listing Regulations, the Corporate Governance Report for the financial year ended on March 31, 2023, is part of this annual report.

The requisite certificate obtained from the practising company secretaries confirming compliance with the conditions of corporate governance is attached with the report on corporate governance.

Subsidiaries

Your company has six overseas subsidiary companies, (i) IMPCO S. de R. L. de C.V., (IMPCO), Mexico, (ii) Guangdong Symphony Keruilai Air Coolers Co. Ltd., China, (GSK) (iii) Symphony AU Pty Limited, Australia, (SAPL) (iv) Climate Technologies Pty Limited, Australia, (CT) (v) Bonaire USA LLC, USA (BUSA), and (vi) Symphony Climatizadores Ltda., Brazil (SCL). All subsidiaries are wholly owned subsidiaries of the Company.

During the year, the Company has purchased remaining 5% shares of Symphony AU Pty Limited, Australia from its existing investor and made it a wholly owned subsidiary of the Company. Accordingly, CT and BUSA have become first level wholly owned subsidiary and second level wholly owned subsidiary of the Company, respectively.

As per the requirements of Regulation 24 of the Listing Regulations, Mr. Naishadh Parikh, Independent Director of the Company continued to represent the Company on the board of its subsidiary companies viz. (i) Climate Technologies Pty Limited, Australia, and (ii) Symphony AU Pty Limited, Australia.

In accordance with Section 129(3) of the Companies Act, 2013 ('the Act'), the Company has prepared a consolidated financial statement of the Company and its subsidiary companies, which forms part of the Annual Report. Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form No. AOC-1 is annexed to the financial statements of the Company. The statement also provides the details of performance and financial position of the subsidiaries of the Company.

The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of the Company during business hours on all days except Sundays and public holidays up to the date of the Annual General Meeting as required under Section 136 of the Act. Any member desirous of obtaining a copy of the said financial statement may write to the Company Secretary at the Registered Office of the Company. The financial statements including the consolidated financial statement, financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of the Company, which can be accessed at **https://www.symphonylimited.com/investor/results/#1668762167371-3516390d-82bd**

Corporate Social Responsibility

As required under Section 135 of the Act and the Rules made thereunder, the annual report on Corporate Social Responsibility containing details about the composition of the committee, CSR activities, amount spent during the year, and other details is enclosed as **Annexure – 1**. The Corporate Social Responsibility Policy is displayed on the website of the Company.

Auditors

The auditors' report does not contain any qualification, reservation, or adverse remark and is self-explanatory; thus, it does not require any further clarifications/comments.

During the year under review, the auditors have not reported to the Audit Committee or the Board, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

Secretarial Audit Report

As required under the provisions of Section 204 of the Act, the Board of Directors of your Company had appointed M/s. SPANJ & Associates, practicing company secretaries, to conduct a Secretarial Audit. The Secretarial Audit Report for the financial year ended on March 31, 2023, is annexed to the Board's Report as **Annexure – 2**.

The secretarial auditors' report does not contain any qualification, reservation, or adverse remark and is self-explanatory; thus, it does not require any further clarifications/comments.

Cost Auditors

During the year under review, the Company was not required to maintain cost records and hence, cost audit was not applicable; no manufacturing activities or services, covered under the Companies (Cost Records and Audit) Rules, 2014, have been carried out or provided by the Company.

Directors and Key Managerial Personnel

Mr. Achal Bakeri has been re-appointed as Managing Director for a period of five years w.e.f. December 1, 2022, by the members of the Company in their annual general meeting held on August 29, 2022.

Mr. Ashish Deshpande has been appointed as Independent Director of the Company for a second term of five years w.e.f. May 22, 2023 by the members of the Company by passing a special resolution dated March 15, 2023 through postal ballot.

Mr. Amit Kumar, Executive Director and Group CEO, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Ms. Reena Bhagwati was appointed as an Independent Woman Director of the Company pursuant to Section 149 of the Companies Act, 2013 for the first term of 5 (five) years and will hold office up to February 4, 2024. Considering her knowledge, expertise, and experience and the substantial contribution made by her during her tenure as an Independent Director, the Nomination and Remuneration Committee and the Board has recommended re-appointment of Ms. Reena Bhagwati as an Independent Woman Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from February 05, 2024 to February 04, 2029, and not liable to retire by rotation.

Brief profiles of Mr. Amit Kumar and Ms. Reena Bhagwati as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards – 1, are annexed to the notice convening the Annual General Meeting, which forms part of this Annual Report. Your directors recommend their appointment/reappointment.

Annual Return

In accordance with Section 134(3)(a) and Section 92(3) of the Act, the Annual Return of the Company has been placed on the website of the Company and can be accessed at

https://www.symphonylimited.com/investor/shareholding-information/#1648619612073-f3dd9dca-7d0e

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, the Directors of the Company hereby state and confirm that:

(a) in the preparation of the annual accounts for the financial year ended on March 31, 2023, the applicable Indian accounting standards have been followed and there are no material departures from the same;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act read with rules made thereunder for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they have prepared the annual accounts on a going concern basis;

(e) they have laid down internal financial controls to be followed by the Company, and that such internal financial controls are adequate and were operating effectively;

(f) they have devised proper systems to ensure compliance with the provisions of all applicable laws, and that such systems were adequate and operating effectively.

Meetings of the Board

Four meetings of the Board of Directors of the Company were held during the year under review. The details of composition, meetings, and attendance, along with other details of the Board have been reported in the Corporate Governance Report, which is annexed to the Board's Report.

Your Company has complied with the Secretarial Standards as applicable to the Company, pursuant to the provisions of the Act.

Audit and other Committees

The audit committee comprises Mr. Naishadh Parikh (Chairman), Mr. Ashish Deshpande, Ms. Reena Bhagwati, and Mr. Santosh Nema as members. In accordance with the provisions of Section 177(8) of the Act and Listing Regulations, the Board has accepted all the recommendations of the audit committee during the financial year 2022-23.

The details of composition, meetings, and attendance, along with other details of the audit committee and other committees, are reported in the Corporate Governance Report, which is annexed to the Board's Report.

Nomination and Remuneration Policy

The Company has framed the Nomination and Remuneration Policy for appointment of directors, key managerial personnel, and senior management personnel, their remuneration, and the evaluation of directors and the Board. The said policy is part of the Corporate Governance Report.

Particulars of Loans, Guarantees, Security, or Investments

The liquidity position of your company is fairly comfortable and therefore the surplus funds were invested to generate returns. The Company has given loans and provided guarantee and security to the subsidiary companies for general business purposes.

Details of loans, guarantees, and investments under the provisions of Section 186 of the Act as on March 31, 2023, are set out in notes numbered 4, 9, and 35 of the Standalone Financial Statements of the Company.

Particulars of contracts or arrangements with related parties

All transactions entered with Related Parties during the year under review were on an arm's length basis, and in the ordinary course of business. The same were placed before the audit committee and before the Board for their approval. The Company has also obtained omnibus approval on a yearly basis for transactions which are of a repetitive nature. All Related Party Transactions are placed before the audit committee and the Board for review and approval on a quarterly basis.

There are no materially significant related party transactions that may have potential conflict with the interest of the Company. The disclosure of related party transactions as required under Section 134(3)(h) of the Act is not applicable to your Company. Members may refer to note number 35 of the standalone financial statement, which sets out related party disclosures pursuant to Ind AS.

Transactions with persons or entities belonging to the Promoter/Promoter Group which holds 10% or more shareholding in the Company, have been disclosed in the accompanying financial statements.

Risk Management

As per the requirement of the Listing Regulations, the Company has constituted the Risk Management Committee. The Company is aware of the risks associated with its business. It regularly analyses and takes corrective actions for managing/mitigating these risks. The Company also periodically reviews its process for identifying, minimizing, and mitigating risks. The Board of Directors of the Company have framed a risk management policy that is being adhered to by the Company. There are no risks which, in the opinion of the Board, threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

Annual Performance Evaluation

Pursuant to the provisions of the Act and Listing Regulations, the Board of Directors has carried out an annual performance evaluation of its own performance, its committees, and all the directors of the Company as per the guidance notes issued by SEBI in this regard. The Nomination and Remuneration Committee has also reviewed the performance of the Board, the committee and all directors of the Company as required under the Act and the Listing Regulations.

i. Criteria for evaluation of the Board

Criteria for evaluation of the Board broadly covers the competency, experience, qualification of the director, diversity of the Board, meeting procedures, strategy, management relations, succession planning, functions, duties, conflict of interest, grievance redressal, corporate culture and values, governance and compliance, and evaluation of risks, among other things.

ii. Criteria for evaluation of the committee

Criteria for evaluation of the committee covers mandate and composition, effectiveness, structure and meetings, independence of the committee from the Board, and contribution to the decisions of the Board.

iii. Criteria for evaluation of directors

These broadly cover qualification, experience, knowledge and competency, ability to function as a team, initiative, attendance, commitment, contribution, integrity, independence, participation at meetings, knowledge and skills, personal attributes, leadership, and impartiality, among other things.

The Board of Directors have expressed their satisfaction with the evaluation process.

Declaration by Independent Directors

Independent directors have submitted their declarations stating that they meet the criteria of independence as specified under Section 149(6) of the Act and Listing Regulations, as amended from time to time.

Vigil Mechanism

The Company has established a vigil mechanism (Whistle Blower Policy) to provide adequate safeguards against victimization and to provide direct access to the chairman of the audit committee in appropriate cases. This mechanism is available on the website of the Company.

Details of significant and material orders passed by the regulators or courts or tribunals

During the year under review, there was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

Particulars of Employees

The statement of disclosure of remuneration and other details, as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Rules), are set out as **Annexure - 3** to the Board's Report.

The statement of disclosures and other information as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Rules is part of this report. However, as per the second proviso to Section 136(1) of the Act and the second proviso of Rule 5(3) of the Rules, the report and financial statement are being sent to the members of the Company, after excluding the statement of particulars of employees under Rule 5(2) of the Rules. Any member interested in obtaining a copy of the said statement may write to the company secretary at the registered office of the Company.

Internal financial controls and their adequacy

The Company has laid down internal financial controls to ensure the systematic and efficient conduct of its business, including adherence to the Company's policies and procedures, the safeguarding of its assets, the prevention and early detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. These are reviewed by the statutory auditor and internal auditor at regular intervals and by the audit committee.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your company has in place an anti-sexual harassment policy, in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An internal complaints committee has been set up to redress complaints regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

There were no complaints received or disposed of during the year under review; there were no pending complaints till the end of the financial year, either.

Application made or any proceeding pending under the insolvency and bankruptcy code

As on date of the Report, no application is pending against the Company under the Insolvency and Bankruptcy Code, 2016 and the Company did not file any application under (IBC) during the Financial Year 2022-23.

Deposit

The Company has not accepted any deposit during the year under review and no unclaimed deposits or interest were outstanding as on March 31, 2023.

Insurance

The insurable interests of the Company including building, plant and machinery, stocks, vehicles, and other insurable interests are adequately covered.

Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo

Pursuant to provisions of Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014, details relating to Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo are given as **Annexure - 4**.

Business Responsibility and Sustainability Report (BRSR)

The Business Responsibility and Sustainability Report for the financial year 2022-23, as stipulated under Regulation 34 of the Listing Regulations is annexed to this report as **Annexure - 5**.

Appreciation

The directors wish to place on record their appreciation of the contribution made by employees at all levels to the continued growth and prosperity of your Company. The directors also wish to place on record their deep sense of appreciation to the shareholders, OEMs, dealers, distributors, service franchises, CFA, consumers, banks, and other financial institutions for their continued support.

For and on behalf of the Board

Achal Anil Bakeri
Chairman and Managing Director
DIN - 00397573

Place: Ahmedabad
Date: May 5, 2023

Annexure - 1 to the Board's Report

Corporate Social Responsibility

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

Symphony is committed to provide society with environment friendly products which consumes less energy and have no harmful emissions. The Company believes in helping social economic development of society by providing fundamental facilities as provided in Section 135 of the Companies Act, 2013 read with Rules made thereunder. This is the cornerstone of our CSR policy.

The Company supports various bodies in carrying out activities in the areas of health care, old age homes, environment protection, education etc.

2. **Composition of CSR Committee:**

Sr. No.	Name of Director	Designation/ Nature of Directorship	No. of meeting of CSR Committee held during the year	No. of Meeting of CSR Committee attended during the year
1	Mr. Naishadh Parikh	Chairman of CSR committee - Independent Director	2	2
2	Mr. Achal Bakeri	Member of CSR committee - Chairman and Managing Director	2	2
3	Mr. Nrupesh Shah	Member of CSR committee - Executive Director	2	2

3. **Weblink: -**

i. Composition of CSR Committee: -

https://symphonylimited.com/wp-content/uploads/2023/02/Committee-Composition-08.02.2023.pdf

ii. CSR Policy: -

https://symphonylimited.com/wp-content/uploads/2022/09/CSR-Policy.pdf

iii. CSR Project: -

Sustainability : - https://www.symphonylimited.com/sustainability/

Healthcare : - https://www.symphonylimited.com/healthcare/

Education : - https://www.symphonylimited.com/education/

4. Details of Impact assessment of CSR projects carried out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, (attach the report): - **Not Applicable**

5. (a) Average net profit of the Company as per Section 135(5): - ₹**158.15 Crores**

(b) Two percent (2%) of net profit of the Company as per Section 135(5): - ₹**3.16 Crores**

(c) Surplus arising out of the CSR Project/ activities of the previous FY: - **NIL**

(d) Amount required to be set off for the FY: - **NIL**

(e) Total CSR obligation for the FY [5(b) + 5(c) – 5(d)]: - ₹**3.16 Crores**

6. a. **Amount spent on CSR Projects:**

CSR amount spent against ongoing projects for the financial year: ₹**0.00 Crores**

CSR Amount spent against other than ongoing project for the financial year: ₹**3.09 Crores**

b. Amount spent in administrative overheads: - ₹**0.13 Crores**

c. Amount spent on impact assessment, if applicable: - **NIL**

d. Total amount spent for the financial year (6a + 6b + 6c): ₹**3.22 Crores**

e. CSR amount spent / unspent for the financial year:

(₹ in Crores)

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

f. Excess amount for set off, if any: -

(₹ in Crores)

Sr. No.	Particular	Amount
i	Two percent of average net profit of the Company as per Section 135(5)	3.16
ii	Total amount spent for the financial year	3.22
iii	Excess amount spent for the financial year [(ii)-(i)]	0.06
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.06

7. Details of Unspent CSR amount for the preceding three financial years: -

(₹ in Crores)

Sr. No.	Preceding FYs	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR account under sub section (6) of Section 135	Amount spent in the financial year	Amount transferred to a fund specified under Schedule VII as per second provision to Section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of transfer		
1	2021-22	0.29	-	0.29	-	-	-	-
2	2020-21	-	-	-	-	-	-	-
3	2019-20	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through CSR amount spent in the financial year: - **No**

9. Specify the reason(s) if the Company has failed to spend two percent of the average net profit as per Section 135(5): - **Not Applicable**

Naishadh Parikh
Chairman - CSR Committee
DIN - 00009314

Achal Bakeri
Chairman & Managing Director
DIN - 00397573

Date: May 5, 2023
Place: Ahmedabad

Annexure - 2 to the Board's Report

Form No. MR-3

Secretarial Audit Report

For the Financial Year ended on 31st March, 2023

[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
SYMPHONY LIMITED
CIN: L32201GJ1988PLC010331
Regd. Off: "Symphony House",
Third Floor, FP-12, TP-50,
Off S.G. Highway, Bodakdev,
Ahmedabad – 380 059.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to an extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 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 Byelaws 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'): -

  (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 client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c), (d), (e) and (g) of para (v) mentioned hereinabove during the period 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 Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended).

(vi) We further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to us in electronic form, on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the company.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned hereinabove. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other sector specific laws applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. During the year under review, Mr. Achal Anil Bakeri (DIN: 00397573) was re-appointed as Managing Director of the Company for a further period of five years from 01st December, 2022 in Annual General Meeting of the Company held on 29th August, 2022 and Mr. Ashish Deshpande (DIN: 00498890) was re-appointed as an Independent Director of the Company for a second term of five years effective from 22nd May, 2023 by passing Special Resolution through Postal Ballot on 15th March, 2023.

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

Majority decision at the board meeting as represented by the management were carried through unanimously whereas as informed, there is a system of capturing the views of dissenting members' and recording the same as part of the minutes, wherever required.

We further report that based on review of compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the company secretary and taken on record by the board of directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable rules, regulations and guidelines as referred hereinabove.

We further report that during the audit period there were no specific events, actions having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except Company had passed Special Resolution through postal ballot on 15th March, 2023 for buy-back of not exceeding 10,00,000 fully paid up equity shares (representing 1.43% of total number of equity shares) at a price of Rs. 2000/- per equity share payable in cash in terms of the SEBI (Buy-back of Securities) Regulations, 2018 during the year under review.

Ashish C Doshi,
Partner
SPANJ & Associates
Company Secretaries
FCS No.: F3544
COP No.: 2356
P R Certificate No. : 702/2020
UDIN : F003544E000259778

Date: 05th May, 2023
Place : Ahmedabad

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
SYMPHONY LIMITED
CIN: L32201GJ1988PLC010331
Regd. Off: "Symphony House",
Third Floor, FP-12, TP-50,
Off S.G. Highway, Bodakdev,
Ahmedabad – 380 059

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2023

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Ashish C Doshi,
Partner
Spanj & Associates
Company Secretaries
FCS No.: F3544
COP No.: 2356
P R Certificate No. : 702/2020
UDIN : F003544E000259778

Date: 05th May, 2023
Place : Ahmedabad

Annexure 3 - to the Board's Report

Information pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1 The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer (CFO), Company Secretary (CS), if any, in the financial year:

Name of Directors / KMPs	Remuneration		% increase (decrease) in Remuneration	Ratio to median remuneration
	2022-23 (₹ in lacs)	2021-22 (₹ in lacs)		
Executive Directors~				
Mr. Achal Bakeri, Chairman and Managing Director	236.40	236.40	Nil	27.82
Mr. Nrupesh Shah, Executive Director	103.58	104.90	(1.26)	12.18
Mr. Amit Kumar, Executive Director and Group CEO	223.78	162.43	Not comparable&	26.38
Non-Executive Independent Directors*				
Mr. Naishadh Parikh	2.00	2.90	N.A.	0.24
Mr. Ashish Deshpande	2.00	2.90	N.A.	0.24
Ms. Reena Bhagwati	1.50	2.80	N.A.	0.18
Mr. Santosh Nema	2.00	2.90	N.A.	0.24
Non-Executive Non-Independent Director				
Ms. Jonaki Bakeri#	-	-	N.A.	-
Key Managerial Personnel				
Mr. Girish Thakkar, CFO			16.43^^	7.19
Mr. Mayur Barvadiya, CS and Head - Legal			15.25	4.92

~ calculated based on annual CTC plus performance linked incentives (excluding gratuity) for better comparison.

& % increase in remuneration of Mr. Amit Kumar will not be comparable with the previous year as his appointment was made during 2021-22 and he was in receipt of remuneration for part of the year 2021-22.

***** non-Executive Directors are paid sitting fees for attending Board and Audit Committee meetings, hence, not comparable.

she has waived her rights to receive sitting fees.

^^ Appointed as a Chief Financial Officer w.e.f. October 01, 2021.

2 The median remuneration of employees during the financial year under review was **₹8.48 lacs**

3 The percentage increase in the median remuneration of employees in the financial year: **10.26%.**

4 The number of permanent employees on the roll of Company as on March 31, 2023: **462**

5 Average percentiles increase / (decrease) already made in the salaries of employees other than 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/ (decrease) in remuneration of employees other than Managerial Personnel is 11% and average increase/(decrease) in remuneration of Managerial Personnel is Nil. The criteria for increase in remuneration of employees other than Managerial Personnel is based on an internal performance evaluation carried out by the Management annually, which is further linked to the overall performance of the Company.

6 We affirm that the remuneration is as per the Nomination and Remuneration Policy of the Company.

Note:

1. Managerial Personnel includes Chairman and Managing Director and Executive Director.
2. Median remuneration calculated based on number of employees who were in the employment of the Company throughout the year for better comparison.

Information as required under Rule 8 of the Companies (Accounts) Rules, 2014, and forming part of the Board's Report for the financial year ended on March 31, 2023.

The Company has continued its focus on the key aspect of Social & Environment Impacts. The Company has taken a few steps to maintain & improve its carbon footprint:

(A) Conservation of Energy

(a) Steps taken or impact on the conservation of energy:

i. Lead-free PCB developed for saving the environment and thus energy.

ii. All products are having RoHS compliance.

iii. Green Initiative project started, which includes measuring our organization's carbon footprint.

iv. Following the ESG (Environment, Social, and Governance) framework adopted for health and safety issues, pollution reduction, and corporate philanthropy.

v. Coolers are designed and programmed for optimum water consumption.

vi. Incorporation of more efficient fan design in the product.

vii. Company is using PCBA which complies with ErP (Energy resource Products).

viii. All USA export products are Certified by the California energy commission (CEC) and the Federation communication commission (FCC).

ix. All export products are Electromagnetic compatibility Certificate (EMC).

x. Introduced bearing in a few motors to minimise friction to reduce energy consumption.

xi. Use of polymers that are 100% recyclable.

xii. Focused on family kind of mould so that maximum output can be achieved with minimal use of energy.

xiii. Replaced metallic components with global specially engineered plastics.

xiv. Introduced changes in the electrical distribution system viz. LT Panels, cable routing, etc.

xv. Replacement of ballasts (chokes) by more efficient ones and pumps with energy-efficient pumps and also development of smaller and more efficient pumps.

xvi. Reduction of inwards and online inspection by bringing manufacturing procedures under statistical quality control (SQC).

xvii. Redesigning the product and packaging dimensions to allow the optimum quantity of transportation per truck or container. This leads to lower fuel consumption per piece.

xviii. Designing of Motor (a most critical part of coolers) to consume minimum power.

xix. Use of Dura pump technology which cuts off the power supply in case of overheating.

xx. Switching to LED lights instead of CFL.

(b) Steps taken by the Company for utilizing alternate sources of energy: **Nil**

(c) Capital investment on energy conservation equipment: **Nil**

(B) Technology Absorption:

(i) The efforts made in technology absorption

a. Constant R & D efforts directed towards product improvement, new product development, enhancement of features of existing products, cost reduction, automation, environmentally friendly products, import substitute and energy-efficient products.

b. In house development of aesthetically designed full plastic body air coolers/ storage.

c. In house testing of all types of plastic materials for their development, reliability and usability.

d. Intelligent electronic components with user-friendly features.

e. Revolutionary water distribution technology.

f. Special plastic formulation developed for the fan blades which has drastically reduced its breakage.

g. LCD technology in coolers.

h. Introduction of power PCB to work even in fluctuating voltage in various parts of the country.

i. Energy-efficient products.

j. Extensive usage of simulation and prototypes to reduce development time and predict failures.

k. Developed and adopted new RPT technology to avoid the laser cutting of plastic pollution flames and save power.

l. Enhanced reliability of parts to avoid 100% testing and thereby saving usage of power.

m. Introduction & adaption of BLDC technology in a few coolers which significantly reduces power consumption.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

a. Reduced part/component replacement in the field.

b. Enhanced customer satisfaction.

c. Improvement in quality and reliability.

d. Cost Reduction.

e. Improvement in productivity.

f. Reduction in wastage/rework.

g. New product development as well as enhancement of features in existing products resulting in higher sales and market shares.

h. Improved serviceability and improved field service.

i. Power saving.

(iii) Imported Technology (Imported during the last three years reckoned from the beginning of the financial year): No imported technology is involved. The Company has its proven technology which is duly tested and approved. However, certain critical tools & moulds have been imported.

(iv) Expenditure incurred on Research and Development:

(₹ in Crores)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue	3.79	3.65	9.18	7.98
Capital	0.20	0.11	0.20	0.11
Total	**3.99**	**3.76**	**9.38**	**8.09**
Total R&D expenditure (as % of turnover)	0.45	0.59	0.79	0.78

(C) Foreign exchange earnings and outgo:

The details of Foreign exchange earnings and outgo are mentioned below:

(₹ in Crores)

	2022-23	2021-22
Foreign exchange earnings	103.42	129.50
Foreign exchange outgo	46.86	47.46

Annexure – 5 to the Board's Report

Business Responsibility and Sustainability Report

[See Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Stakeholders,

FY2022-23 is the first year when the Business Responsibility and Sustainability Reporting (BRSR) has become mandatory for the top 1000 listed companies in India as per SEBI's directive. However, as part of our deep commitment to Environmental, Social and Governance (ESG) principles which is part of culture now, we have been proactive in adopting the BRSR last year, on a voluntary basis, and had published our BRSR report in our Annual Report 2021-22. This year's report is a continuation of the same journey and will enable our stakeholders to know more about our efforts in ESG and progress in sustainability.

We firmly believe that sustainability and profitability go together and in fact sustainability positively influences growth. Sustainability continues to be an essential part of our culture of innovation, and long-term commitment to our employees and communities. Our ardent endeavor continues to be about contributing to a cool and comfortable 27-degree Celsius world which unfortunately is rapidly warming. We contribute to this through not just our sustainable and equitable internal practices but also through our eco-friendly and energy-saving air cooling technologies which provide a credible alternative to harmful and inefficient air-conditioners.

Our environmental priorities and commitments center around the 5Rs – reduction, recycling, restoration, replacement, and renewables. These 5Rs are ingrained in our DNA and are part of our key decision-making process. We have mapped the carbon footprint of our products and operations and are also working with our supply chain partners to better understand their carbon footprint. This overall understanding across our value chain will enable us to identify ways to further reduce our carbon footprint. Our energy intensity, water intensity and greenhouse gas emissions (Scope 1, 2 and 3) have significantly reduced in the current year FY2022-23 compared to the previous year FY2021-22. We are continuously working on embedding sustainability throughout our supply chain system and include sustainable sourcing in our sourcing practices. We have also minimized business travel, limited it to essential activities and leveraged virtual meeting tools and technology. We are committed to waste reduction and minimization at all levels. We have also invested heavily in urban forest development and saplings plantation through our CSR initiatives, which has resulted in the removal of more than 136 tons of CO2 a year.

We have adopted a social impact perspective in everything we do. This enables us to do the right thing for stakeholders which in turn allows us to have strong and stable relationships with our stakeholders including employees, customers, and vendors. We periodically engage with all our stakeholders and address their expectations and concerns in a collaborative way. This approach allows us to have a social license to operate.

We fully prioritize health and safety for our employees, workers, and value chain partners. We have embedded our environment health and safety policies and practices to enhance work safety and health and minimize hazards and near-misses. We recognize equality, inclusivity, and the importance of treating everyone with fairness.

We uphold the highest standards of governance to ensure transparency, accountability, and integrity in the organizational DNA. We have a strong policy framework, including the Code of Ethics and Business Conduct, with adequate monitoring and oversight enables ethical conduct at all levels and times.

We continue to be a responsible corporate citizen who is committed to bringing a change in this world and a positive impact on the communities through the low carbon footprint of our products to minimize our impact on the environment.

Achal Bakeri
Chairman and Managing Director

SECTION A- GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	-	L32201GJ1988PLC010331
2.	Name of the Listed Entity	-	Symphony Limited
3.	Year of Incorporation	-	1988
4.	Registered Office Address	-	"Symphony House", Third Floor, FP-12, TP-50, Off S. G. Highway, Bodakdev, Ahmedabad – 380059, Gujarat, India.
5.	Corporate Address	-	As above
6.	E-mail id	-	investors@symphonylimited.com
7.	Telephone		+91-79-6621 1111
8.	Website	-	www.symphonylimited.com
9.	Financial year for which reporting is being done	-	April 1, 2022 to March 31, 2023
10.	Name of the Stock Exchange(s) where shares are listed		BSE Limited National Stock Exchange of India Limited
11.	Paid up Capital (INR)	-	₹13.99 Crores
12.	Name and contact details of the person who may be contacted in case of any queries on the BRSR report	-	
	Name		Mr. Mayur Barvadiya
	Designation		Company Secretary & Head - Legal
	Telephone number		+91-79-6621 1111
	E-mail id		investors@symphonylimited.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)		The disclosures under this report have been made on a standalone basis, unless specified in any particular disclosure.

II. Products/Services

II-14. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Trading and Manufacturing	The Company is in the business of air coolers, tower fans and spares	100

II-15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Air coolers and other appliances/spares	46529	100

III. Operations

III-16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	1	18	19
International	4	2	6

Symphony Limited has six overseas subsidiaries which have operations in those countries.

On a standalone basis, the Company has no overseas office locations.

III-17. Markets served by the entity:

a. Number of locations.

Locations	Number
National (No. of States & UTs)	27 States & 6 UTs
International (No. of Countries)	~ 60

b. What is the contribution of exports as a percentage of the total turnover of the entity?

11%

c. A brief on types of customers:

The Company is having a presence in household, commercial and industrial segments in the air-cooling category.

IV. Employees

IV-18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
Employees						
1	Permanent (D)	462	447	96.75%	15	3.25%
2	Other than Permanent (E)	53	51	96.23%	2	3.77%
3	Total employees (D + E)	515	498	96.70%	17	3.30%
Workers						
1	Permanent (F)	0	0	0.0%	0	0.0%
2	Other than Permanent (G)	19	19	100.00%	0	0.00%
3	Total Workers (F + G)	19	19	100.00%	0	0.00%

b. Differently abled Employees and workers: NIL

IV-19. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	8	2	25.00%
Key Management Personnel	2	0	0.00%

IV-20. Turnover rate for permanent employees and workers. (Disclose trends for the past 3 years)

	(Turnover rate in current FY)			(Turnover rate in previous FY)			(Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	15%	20%	16%	14%	8%	13.5%	9%	8%	9%
Permanent Workers	0	0	0	0	0	0	0	0	0

V. Holding, Subsidiary and Associate Companies (including joint ventures)

V-21. (a) Names of holding / subsidiary / associate companies / joint ventures.

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	IMPCO S. de R. L. de C.V., (IMPCO), Mexico	Subsidiary	100	No
2	Guangdong Symphony Keruilai Air Coolers Co. Ltd., China	Subsidiary	100	No
3	Symphony AU Pty Limited, Australia	Subsidiary	100*	No
4	Climate Technologies Pty Limited, Australia	Subsidiary	100*	No
5	Bonaire USA LLC, U.S.A	Subsidiary	100*	No
6	Symphony Climatizadores Ltda, Brazil	Subsidiary	100	No

* w.e.f. October 01, 2022.

VI. CSR Details

VI-22. (i). Whether CSR is applicable as per Section 135 of Companies Act, 2013: (Yes/No) - Yes

VI-22. (ii). Turnover (in ₹) - 881.57 Crores

VI-22. (iii). Net worth (in ₹)- 912.01 Crores

VII. Transparency and Disclosures Compliances

VII-23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2022-2023			FY 2021-2022		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	1	0	-	0	0	-
Shareholders	Yes	5	0	-	5	1	-
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	45	64	Refer note	11	72	Refer note
Value Chain partners	Yes	0	0	-	0	0	-
Other (please specify)	-	-	-	-	-	-	-

Note: The Company has implemented and taken effective steps for quick redressal of consumer complaints resulting into overall reduction in pending complaints.

All the policies are available on website link: **https://symphonylimited.com/wp-content/uploads/2022/09/Vigil.pdf**

VII-24. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Low energy consumption of our products	opportunity	Our products consume much less energy than other cooling products (ACs) and thus helps in minimizing the environmental impact and GHG emission for the consumers and society	NA	Positive
2	Ease of Repair & Maintenance	opportunity	We build our products to last, and our products are very low on maintenance and repair maintenance services are accessible to all the customers.	NA	Positive

SECTION B- MANAGEMENT AND PROCESS DISCLOSURES

Policy and management processes

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. c. Web Link of the Policies, if available	https://symphonylimited.com/investor/corporate-governance/								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No. While our policies are not directly applicable to our value chain partners, we have actively engage with our OEMs, suppliers, logistics partners, labour contractors and C&F Agents so that they initiate their own policies and procedures towards environment protection and employee safety and welfare.								
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Policies have been formulated and implemented in accordance with National Guidelines on Responsible Business conduct, requirements of the Companies Act, 2013 and SEBI regulations. We have been recognized as one of the Top 50 organizations for India's Best Workplaces™ in Manufacturing 2023.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Our strategies, business model and operations are based on environment protection, employee and customer safety. The Company is in process to set its ESG targets.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Governance, leadership and oversight

7.	**Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**	Attached separately
8.	**Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**	Mr. Achal Bakeri, Chairman and Managing Director
9.	**Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.**	Yes. The Company has assigned the ESG task to the CSR committee.

10. Details of Review of NGRBCs by the Company: Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Policies have been formulated and implemented in accordance with National Guidelines on Responsible Business conduct, requirements of the Companies Act, 2013 and SEBI regulations.									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Compliance with statutory requirements of relevance to the principles have been carried out by the relevant committees of the Board.									Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. The evaluation of the working of its policies is done internally.

12. **If answer to question (1) above is No i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/ No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

EI-1. Percentage covered by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programs held	Topics/ principles covered under the training and its impact*	Percentage of persons in respective category covered by the awareness programmes
Board of directors and Key managerial personnel	4	4	100
Key Managerial personnel	4		100
Employees other than BoD and KMPs	36	36	100
Workers	9	5	100

*Training and awareness programmes for directors and KMPs mainly covered the Business Performance, Risk Management Plan, Compliance and Regulatory updates. While, training programmes, for employees and works conducted through online and offline trailing platform on various topics like code of conduct, compliance, Brand Management, POSH, other topics helping employees to enhance their technical skills. All employees are encouraged to dedicate time to enhancing their learning.

EI-2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website): No fines / penalties /punishment/ award/ compounding fees/ settlement amount has been paid in any proceedings by the entity or by directors / KMPs.

EI-3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed. Not Applicable

EI-4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.- Provisions relating to anti-corruption & anti bribery are covered under the Code of Ethics and Business Conduct and the Vigil Mechanism (Whistle Blower Policy).

EI-5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption: No disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption against any of the Directors/KMPs/employees/ workers.

EI-6. Details of complaints with regard to conflict of interest: No complaint has been received with regard to conflict of interest against any of the Directors or KMPs.

EI-7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.- Not Applicable

Leadership Indicators

LI-1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

S. No.	Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	1	NGRBC 9 principles and core elements	76.42%

LI-2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.- Yes. The Company believe in transparency while entering into any transaction with member of the board to avoid any conflict of interest. The concerned director does not participate in the transaction/ agenda where he or she is interested.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

EI-1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively. : Major portion of R&D expenses are towards improving the environmental and social performance of our products. Symphony enables people across the world to capitalize on eco–friendly, energy-saving air cooling technologies as a serious alternative to harmful and inefficient air-conditioners.

EI-2.a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)- Yes.

EI-2.b. If yes, what percentage of inputs were sourced sustainably?- The corporate Sustainability Policy requires that the design and engineering of the products involve sustainable sourcing. The company continuously strives to implant sustainability throughout its supply chain system.

EI-3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.- The Company is committed to waste reduction & minimization at all levels. The Company is in advance stage to implement the policy and process for reusing, recycling and disposing of E waste, plastic waste and other waste.

EI-4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.- EPR in respect to E-waster rules shall be applicable to the Company w.e.f. April 1, 2023. Further, The Company is in process of registration in line with EPR responsibility plan.

Leadership Indicators

LI-1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? No. However, all our products have been designed for minimum eight to ten years of life cycle.

LI-2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.: Not Applicable

LI-3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry). Not Applicable

LI-4. Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format: Not Applicable

LI-5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category. Not applicable.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

EI-1. a. Details of measures for the well-being of employees.

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	447	447	100.00	447	100.00	0	0.00	0	0.00	0	0.00
Female	15	15	100.00	15	100.00	15	100.00	0	0.00	0	0.00
Total	**462**	**462**	**100.00**	**462**	**100.00**	**15**	**3.25**	**0**	**0.00**	**0**	**0.00**
Other than permanent Employees											
Male	51	22	43.14	0	0.00	0	0.00	0	0.00	0	0.00
Female	2	1	50.00	0	0.00	2	100.00	0	0.00	0	0.00
Total	**53**	**23**	**43.40**	**0**	**0.00**	**2**	**3.77**	**0**	**0.00**	**0**	**0.00**

EI-1.b. Details of measures for the well-being of workers.

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	0	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Female	0	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	**0**	**0**	**0.0%**	**0**	**0.0%**	**0**	**0.0%**	**0**	**0.0%**	**0**	**0.0%**
Other than permanent Workers											
Male	19	0	0.00%	19	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%
Total	**19**	**0**	**0.00%**	**19**	**100.00%**	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**

EI-2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	No. of employees covered as a % of total employees. (CY)	No. of workers covered as a % of total workers. (CY)	Deducted and deposited with the authority (Y/N/N.A.). (CY)	No. of employees covered as a % of total employees. (PY)	No. of workers covered as a % of total workers(PY)	Deducted and deposited with the authority (Y/N/N.A.) (PY)
PF	99.81	100.00	Y	100.00	100.00	Y
Gratuity	100.00	100.00	Y	100.00	100.00	Y
ESI	5.00	NA	Y	100.00	100.00	Y
Others – please specify	NA	NA	NA	NA	NA	NA

EI-3. Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.- Yes, The premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

EI-4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.- Yes, the Company recognizes the importance of treating everyone with fairness, respect, dignity and providing equal opportunity. The policies of the Company are accessible on the following link https://symphonylimited.com/Corporate-governance.

EI-5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	100	100	100
Female	100	100	100	100
Total	**100**	**100**	**100**	**100**

EI-6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, the policies of the company are accessible on the following link https://symphonylimited.com/Corporate-governance
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

EI-7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY2022-2023			FY2021-2022		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union(B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union(D)	%(D / C)
Total Permanent Employees	**462**	**-**	**-**	**473**	**-**	**-**
- Male	447	-	-	461	-	-
- Female	15	-	-	12	-	-
Total Permanent Workers	**0**	**-**	**-**	**0**	**-**	**-**
- Male	0	-	-	0	-	-
- Female	0	-	-	0	-	-

EI-8. Details of training given to employees and workers:

Category	FY2022-2023					FY2021-2022				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	447	29	6.49	447	100.00	501	501	100.00	200	39.92
Female	15	7	46.67	15	100.00	15	15	100.00	6	40.00
Total	**462**	**36**	**7.79**	**462**	**100.00**	**516**	**516**	**100.00**	**206**	**39.92**
Workers										
Male	19	19	100.00	19	100.00	27	27	100.00	0	0.00
Female	0	0	0.0	0	0.00	0	0	0.00	0	0.0
Total	**19**	**19**	**100.00**	**19**	**100.00**	**27**	**27**	**100.00**	**0**	**0.00**

EI-9. Details of performance and career development reviews of employees and workers

Category	FY2022-2023			FY2021-2022		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	498	455	91.37	501	476	95.01
Female	17	8	47.05	15	11	73.33
Total	**515**	**463**	**89.90**	**516**	**487**	**94.37**
Workers						
Male	19	19	100.00	27	27	100.00
Female	0	0	0.00	0	0	0.00
Total	**19**	**19**	**100.00**	**27**	**27**	**100.00**

EI-10.a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?- Yes, an occupational health and safety management system has been implemented at the company premises.

EI-10.b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?- The Company has a policy on Environment Health and Safey to lay down the systems and procedures for identifying work safety, health and related hazards. Health and safety committee is responsible for the development, supervision and management of environmental health and safety programs that protects the environment, provide safe and healthy conditions for work and study, and comply with applicable laws and regulations. The health and safety committee provides educational programs technical assistance, and health and safety services to the staff at Symphony. This committee makes health and safety investigations, as needed. Safety practices guidelines have been implemented for: (i) Communication of Hazards in the workplace (ii) Eye and face protection (iii) Chemical Hazards (iv) Physical Hazards (v) Hot sealing of plastic or soldering (vi) Hand / arm and body protection (viii) Hearing protection (viii) Respiratory Protection (ix) Trainings (x) Medical examination.

EI-10.c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)- Yes

EI-10.d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)- Yes

EI-11. Details of safety related incidents: No such incidents during the year.

EI-12. Describe the measures taken by the entity to ensure a safe and healthy workplace. - Explained in point number 10.

EI-13. Number of complaints on the following made by employees and workers: No complaints on working conditions and health & safety received from employees and workers during the year.

EI-14. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	All office premises were assessed for Health, Safety and working conditions as a part of the business operating processes
Working Conditions	

EI-15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.- Not applicable as no such incidents during the year.

Leadership Indicators

LI-1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).- Yes, in case of accidental death of the employee.

LI-2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.- Yes. The Company is collecting all the supporting documents of statutory dues deducted and deposited by the value chain partners on a monthly basis.

LI-3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment: Not applicable

LI-4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)- The Company has specific training programmes designed to help manage career endings for its employees.

LI-5. Details on assessment of value chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

LI-6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.- Not applicable

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

EI-1. Describe the processes for identifying key stakeholder groups of the entity.- Symphony believes in forging a strong relationship with its stakeholders based on trust and delivery. The stakeholders' expectations and concerns offer critical inputs to the management of business and its growth. The key stakeholders include employees, channel partners, customers, OEMs, other suppliers, investors, logistics/shipping partners, consultants, advisers, auditors and analysts, shareholders, regulatory bodies and community. By actively fostering periodic interactions, the Company engages with and is in a position to address its stakeholder expectations and concerns in an informed and effective way. Feedback and insights from stakeholder engagements helps validate the Company's performance and shape new perspectives on the challenges and opportunities.

EI-2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Customers and Channel partners	No	Customer & Distributor Meetings, Customer Feedback, Consumer survey, Website, Product Catalogues, email	Ongoing	Customer satisfaction, product quality, product safety, energy efficiency of products
2	Employees	No	Notice Boards, Website, Emails, Employee Survey feedback, Annual Performance Review, Meetings, Trainings	Ongoing	Working condition, employee performance, Employee Satisfaction
3	Community, NGOs	Yes	Corporate Social Responsibility engagements, meeting with community representative	Ongoing	Welfare of the community
4	Investors / shareholders & Analyst	No	AGM, Investor meets, Investor Grievance redressal mechanism, emails, website	Ongoing	Business Strategies and Performance

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
5	Regulatory bodies	No	Compliance Reports, online portal, emails	Ongoing	Compliance with the Law of the land

Leadership Indicators

LI-1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.- The CSR committee of the Board reviews and monitors and provides strategic inputs to the Company's social responsibility obligations.

LI-2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.- No

LI-3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.- As part of CSR activities, the Company provides the requisite financial support for the benefit of the underprivileged stakeholders.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

EI-1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY2022-2023			FY2021-2022		
	Total (A)	No. of employees / workers covered (B)	%(B / A)	Total (C)	No. of employees / workers covered (D)	%(D / C)
Employees						
Permanent	462	6	1.30%	473	8	2%
Other than permanent	53	2	3.77%	43	-	-
Total Employees	**515**	**8**	**1.55%**	**516**	**8**	**2%**
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	19	19	100.00%	27	27	100.00%
Total Workers	**19**	**19**	**100.00%**	**27**	**27**	**100.00%**

EI-2. Details of minimum wages paid to employees, in the following format:

Category	FY2022-2023					FY2021-2022				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C / A)		No.(E)	% (E /D)	No.(F)	% (F /D)
Employees										
Permanent	**462**	**0**	**0.00%**	**462**	**100.00%**	**473**	**0**	**0.00%**	**473**	**100.00%**
Male	447	0	0.00%	447	100.00%	461	0	0.00%	461	100.00%
Female	15	0	0.00%	15	100.00%	12	0	0.00%	12	100.00%
Other than Permanent	**53**	**0**	**0.00%**	**53**	**100.00%**	**43**	**0**	**0.00%**	**43**	**100.00%**
Male	51	2	3.92%	49	96.08%	40	0	0.00%	40	100.00%
Female	2	0	0.00%	2	100.00%	3	0	0.00%	3	100.00%
Workers										
Permanent	**0**	**0**	**0.0%**	**0**	**0.0%**	**0**	**0**	**0.0%**	**0**	**0.0%**
Male	0	0	0.0%	0	0.0%	0	0	0.0%	0	0.0%
Female	0	0	0.0%	0	0.0%	0	0	0.0%	0	0.0%
Other than Permanent	**19**	**0**	**0.00%**	**19**	**100.00%**	**27**	**0**	**0.00%**	**27**	**100.00%**
Male	19	0	0.00%	19	100.00%	27	0	0.00%	27	100.00%
Female	0	0	0.0%	0	0.0%	0	0	0.0%	0	0.0%

EI-3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	52,67,063*	2	75,000*
Key Managerial Personnel	2	51,34,618	0	0
Employees other than BoD and KMP	442	9,20,556	15	8,18,400
Workers	19	2,17,269	0	0

* includes sitting fees payment made to independent directors.

EI-4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)- Yes, HR Head is the focal point for addressing human rights impacts or issues caused by or contributed to by the business.

EI-5. Describe the internal mechanisms in place to redress grievances related to human rights issues.- Yes, All the complaints regarding human rights violations are routed to Head HR. Head HR and the Grievance Redressal Committee takes action as per the grievance mechanism.

EI-6. Number of Complaints on the following made by employees and workers: None

	FY2022-2023			FY2021-2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

EI-7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.- The Code of Ethics and Business Conduct and Vigil Mechanism (Whistle Blower Policy) provides the mechanism to prevent adverse consequences in discrimination and harassment cases.

EI-8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)- No. However, the same will be implemented from current year if it is not specifically covered under the agreement.

EI-9. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	-

All the assessments have been done internally in respect to plant/HO.

EI-10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.- Not Applicable

Leadership Indicators

LI-1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.- Not Applicable

LI-2. Details of the scope and coverage of any Human rights due-diligence conducted.- Not Applicable

LI-3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?- Yes, the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

LI-4. Details on assessment of value chain partners:

Category	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	100
Discrimination at workplace	100
Child Labour	100
Forced Labour/Involuntary Labour	100
Wages	100
Others – please specify	-

All the assessments have been done internally.

LI-5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.- Not applicable

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

EI-1. Details of total energy consumption (in Joules or multiples) and energy intensity.

Parameter	FY 2022-2023	FY 2021-2022
Total electricity consumption (A)	1,104.82	970.83
Total fuel consumption (B)	21.17	11.14
Energy consumption through other sources (C)	0	0
Total energy consumption (A+B+C)	1,125.99	981.97
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	1.28 GJ / Crore	1.54 GJ / Crore

Unit is in Gigajoules (GJ).

EI-1.a. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

EI-2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.- No

EI-3. Provide details of the following disclosures related to water, in the following format: Water withdrawal by source (in kilolitres)

Parameter	FY 2022-2023	FY 2021-2022
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	892	720
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	892	720
Total volume of water consumption (in kilolitres)	892	720
Water intensity per rupee of turnover (Water consumed / turnover)	1.0118 KL / Crore	1.1294 KL / Crore

EI-3.a. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- No

EI-4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.- No

EI- 5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format: Not applicable

EI-5.a Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

EI-6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-2023	FY 2021-2022
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	37.41	58.08
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	248.59	213.04
Total Scope 1 and Scope 2 emissions per Crores rupees of turnover	tCO2e / Crores rupees of turnover	0.3244	0.4253

EI-6.a. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

EI-7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.- At Symphony, we continually strive to improve our operations and minimize our impact on the environment. We pursue new ways to reduce emissions and improve energy management through conservation, and energy-efficient product design and also consider increasing use of renewable and recycled materials, evaluate and adjust water and energy usage pattern to become water positive and carbon neutral. Over the years, we have been embracing the challenge of developing energy efficient products while minimizing the adverse impact on the environment. We have started measuring our GHG emission for our products. The Company also conducting tree planting projects as part of our GHG Reduction Initiatives. The Company has developed and maintained Symphony Forest Park as part of a PPC with AMC. As part of this initiative, 25,000 plants including 300 local plant which are rare, with medicinal, mythological, religious, and ecological importance. These have been planted in an 11,000 square feet area, and lead to yearly carbon removals of 36.6 tonnes of CO_2/year. In addition, at our Thol Factory premises, we have also planted 1452 trees, which results in CO_2 removals of 99.75 tonnes/year.

EI-8. Provide details related to waste management by the entity, in the following format:

We adhere to strict environment compliances and effectively dispose the hazardous waste generated through authorized dealers and our non-hazardous waste is re-used and recycled. We follow the 5Rs principle/ guidelines of resource utilization and remain resolute in creating new and more resource-efficient products.

EI-8.a. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

EI-9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.- We encourage the 5R's of resource utilization in our company, and ensure that all the waste generated is either recycled, re-used, and disposed safely.

EI-10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format: Not Applicable

EI-11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year: Not Applicable

EI-12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format: Yes.

Leadership Indicators

LI-1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable sources, in the following format:

Parameter	FY2022-2023	FY2021-2022
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	1,104.82	970.83
Total fuel consumption (E)	21.17	11.14
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	1,125.99	981.97

Remarks: Unit is in Gigajoules (GJ).

LI-1.a. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

LI-2. Provide the following details related to water discharged: Water discharge by destination and level of treatment (in kilolitres): Not applicable

LI-2.a. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

LI-3.a. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): (i) Name of the area- Thol, Dist. Mehsana, Gujarat, India

LI-3.b. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): (ii) Nature of operations- Manufacturing, assembling

LI-3.c. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

Water withdrawal, and consumption in the following format:

Parameter	FY2022-2023	FY2021-2022
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	892	720
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	892	720
Total volume of water consumption (in kilolitres)	892	720
Water intensity per rupee of turnover (Water consumed / turnover)	1.0118 KL / Crores	1.1294 KL / Crores

LI-3.d. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

LI-4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-2023	FY 2021-2022
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	16,543.80	14,413.29
Total Scope 3 emissions per rupee of turnover	tCO2e / rupee of turnover	18.7663	22.6087
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	tCO2e / of	-	-

LI-5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.- Not applicable

LI-6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	0	0	0

LI-7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.- Yes, Company has a Business Continuity Plan (BCP) and Crisis Management Plan (CMP) designed to address the threat of disruptions to business activities or processes.

LI-8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.- Not applicable

LI-9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.- Not Applicable

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

EI-1.a. Number of affiliations with trade and industry chambers/ associations.- 3 (Three)

EI-1.b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Gujarat Chamber of Commerce	State
2	Confederation of Indian Industry	National
3	Federation of Indian Export Organisations	National

EI-2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.: Not Applicable

Leadership Indicators

LI-1. Details of public policy positions advocated by the entity:

The Company does not engage in direct public advocacy, but provide the suggestions and recommendation specific to the industry through the trade bodies/association.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

EI-1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

No assessments were undertaken or necessitated during the reporting period.

EI-2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

No projects have been undertaken which require Rehabilitation and Resettlement (R & R) .

EI-3. Describe the mechanisms to receive and redress grievances of the community.- Grievances can be posted on the website of the Company and also through email and customer care number.

EI-4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	Current Financial Year	Previous Financial Year
Directly sourced from MSMEs/ small producers	57	48
Sourced directly from within the district and neighbouring districts	36	32

Leadership Indicators

LI-1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): Not Applicable

LI-2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies: Not Applicable.

LI-3.a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)- Not applicable

LI-3.b. From which marginalized /vulnerable groups do you procure?- No

LI-3.c. What percentage of total procurement (by value) does it constitute?- Not applicable

LI-4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: Not Applicable

LI-5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.: Not Applicable

LI-6. Details of beneficiaries of CSR Projects : Your company's CSR initiatives focus on beneficiaries belonging to vulnerable and marginalized section, hence almost entire CSR spending and coverage numbers qualify to be included under beneficiaries from vulnerable and marginalized section of the society.

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

EI-1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.- Customer can register his complain through Call center / WhatsApp / Website / Speech to text IVR. Customer receives SMS with complaint number. These complaints reflect in CRM. Our ASP then contact to customer to take appointment for visit at his premises & complain assign to technician after confirmation. Technicians visit at customer place & resolve the issue. Then complain closed through mobile application by technician or in CRM by ASP. Customer gets SMS of complaint resolution.

EI-2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	0
Safe and responsible usage	100
Recycling and/or safe disposal	0

Yes, the Company adheres to all applicable laws and regulations regarding product labelling and displays relevant information on it.

EI-3. Number of consumer complaints in respect of the following:

	FY2022-2023			FY2021-2022		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0		0	0	
Advertising	2	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Other						

EI-4. Details of instances of product recalls on account of safety issues: Not applicable

EI-5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.- Yes. The Company has Cyber Security and Data Loss Prevention Policy.

EI-6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.- No instance is reported.

Leadership Indicators

LI-1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).- www.symphonylimited.com

LI-2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.- The Company has uploaded videos on its YouTube channel containing cooling tips and troubleshooting guide to the customer. Further, the Company has provided QR code along with cooler containing the safety instructions.

LI-3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.- Not applicable

LI-4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)- Yes. We have mentioned our call center number & WhatsApp number on the product packaging. Yes, we do survey on customer satisfaction.

LI-5. Provide the following information relating to data breaches:

a. **Number of instances of data breaches along-with impact-** No instance is reported.

b. **Percentage of data breaches involving personally identifiable information of customers-** Not applicable as no instance is reported.

Corporate Governance Report

The directors present the Company's Corporate Governance Report for the year ended March 31, 2023, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

Company's Philosophy on Corporate Governance

Symphony Limited (hereinafter referred to as 'Symphony' or 'the Company') believes in conducting its affairs in a fair, transparent, and professional manner, and maintaining good, ethical standards in its dealings with all its constituents. The Company's philosophy on corporate governance is based on the principles of integrity, fairness, equity, transparency, accountability, and commitment to values.

The Company is committed to following good corporate governance practices, such as having professional directors on the Board, adopting pragmatic policies and effective systems and procedures, and subjecting business processes to audits and checks, compliant with the required standards.

Corporate governance broadly refers to the mechanisms, processes, and relations by which the Company is controlled and directed. Corporate governance includes the processes through which the Company's objectives are set and pursued in the context of the social, regulatory, and market environments. Corporate governance mechanisms involve the monitoring of actions, policies, practices, and decisions of companies, their agents, and the affected stakeholders.

(A) Board of Directors

The board of directors (hereinafter referred to as 'the Board' or 'Board') is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board is responsible for the management and performance of the Company. The Board provides and evaluates the strategic direction of the Company, its management policies, and their effectiveness, and ensures that the long-term interests of the shareholders are being looked after. An active, well-informed, and independent Board is necessary to ensure the highest standards of corporate governance.

1. As of March 31, 2023, the Board comprises 8 directors with an executive chairman; of this, 50% directors are independent directors. Two of the directors are women, one of whom is an Independent Woman Director, which is in line with the requirement of Regulation 17(1)(a) of the Listing Regulations and Section 149 of the Companies Act, 2013 ('the Act'). The Board is headed by Mr. Achal Bakeri, Chairman and Managing Director; he is also a promoter of the Company. The Board does not have any nominee director as on March 31, 2023.

   The maximum tenure of the independent directors is in compliance with the provision of the Act, and the Listing Regulations. All the independent directors have confirmed that they meet with the criteria mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act.

2. Following is a matrix setting out the skills/expertise/competencies of the Board of Directors:

   The Company is an Indian multi-national company with a presence in more than 60 countries, and it is the world's largest air cooler company. From inventions to innovations, energy responsibility to environmental stewardship, Symphony is a market leader which has been providing cooling systems to customers for generations. The massive supremacy of Symphony coolers in the residential, industrial, and commercial segments has made the brand synonymous with 'cooling'.

   The Board of Directors comprises professionals of eminence and stature drawn from diverse fields. They collectively bring a wide range of skills and a lot of experience to the Board, which elevates the quality of the Board's decision-making process. A brief profile of the directors may be accessed on the website of the Company at www.symphonylimited.com.

Following is a list of core skills/expertise/competencies identified by the Board of Directors as required in context of the business(es) and sector(s) for them to function effectively; this list also includes the names of directors who have such skills/expertise/competence:

Skills/Expertise/Competencies and their descriptions	Names of directors							
	Mr. Achal Bakeri	Mr. Nrupesh Shah	Mr. Amit Kumar	Mr. Naishadh Parikh	Mr. Ashish Deshpande	Ms. Reena Bhagwati	Mr. Santosh Nema	Ms. Jonaki Bakeri
Sales and Marketing Experience in sales and marketing management based on insights into consumer behaviour, and experience in understanding trends of consumer preferences and innovation management.	✓	✓	✓	✓	✓	✓	✓	✓
International Business Experience in leading, expansion, and diversification of business in different geographies/markets around the world.	✓	✓	✓	✓	✓	✓	✓	✓
Financial Management Expertise in understanding and managing complex financial functions and processes of the organization, deep knowledge of accounting, finance and treasury.	✓	✓	✓	✓	✓	✓	✓	✓
Innovation, Quality Assurance, Product Design Experience in understanding consumer preference trends, innovation management, quality assurance and product design.	✓	✓		✓	✓			
Supply Chain Management Ability and expertise in the management of complex supply chain operations. An understanding of technological developments in supply chain management, and experience in leveraging the use of technology in supply chains.	✓	✓	✓	✓		✓	✓	
General Management Experience in leading operations of organizations with a deep understanding of legal, regulatory, and governance aspects, strategic thinking, and decision making.	✓	✓	✓	✓	✓	✓	✓	✓

3. Following is a table containing details of various listed entities where each board member is also a director, along with information about the category of directorship as on March 31, 2023:

Name of Director	Name of Listed Entities where the Person is a Director	Category of Directorship
Mr. Achal Bakeri	Symphony Limited	Chairman & Managing Director
	Arvind Fashions Limited	Independent Director
	Nuvoco Vistas Corporation Limited	Independent Director
Mr. Nrupesh Shah	Symphony Limited	Executive Director
Mr. Amit Kumar	Symphony Limited	Executive Director & Group CEO
Ms. Jonaki Bakeri	Symphony Limited	Non-Executive Director
Mr. Naishadh Parikh	Symphony Limited	Independent Director
Mr. Ashish Deshpande	Symphony Limited	Independent Director
Ms. Reena Bhagwati	Bhagwati Autocast Limited	Managing Director
	Symphony Limited	Independent Director
	Eimco Elecon (India) Limited	Independent Director
	The Anup Engineering Limited	Independent Director
Mr. Santosh Nema	Symphony Limited	Independent Director

4. The names and categories of the directors, number of board meetings held and attended by directors, number of directorships held in other public companies, number of committee chairmanship/membership positions held in other public companies, attendance at the last annual general meeting, and the number of shares held as on March 31, 2023, are given below:

Name of Director	Category@	Number of Board Meetings			Number of Directorships held in Public Companies including Symphony	Number of Committee Chairmanship/ Membership Positions held in Public Companies including Symphony		Attended last AGM	Number of Shares held as on March 31, 2023
		held	entitled to attend	attended		Member	Chairperson		
Mr. Achal Bakeri&	CMD	4	4	4	3	1	-	Yes	5,12,43,740#
Mr. Nrupesh Shah	ED	4	4	4	1	1	-	Yes	11,74,052*
Mr. Amit Kumar	ED	4	4	4	1	-	-	Yes	-
Ms. Jonaki Bakeri^	NED	4	4	4	1	-	-	Yes	5,12,43,740#
Mr. Naishadh Parikh	NE – ID	4	4	4	4	4	2	No	-
Mr. Ashish Deshpande	NE – ID	4	4	4	1	1	0	Yes	-
Ms. Reena Bhagwati	NE – ID	4	4	3	4	5	0	Yes	-
Mr. Santosh Nema	NE – ID	4	4	4	1	1	0	Yes	500

@ CMD – Chairman and Managing Director, ED – Executive Director, NED – Non-Executive Director, ID – Independent Director

& Mr. Achal Bakeri is the father of Ms. Jonaki Bakeri

Mr. Achal Bakeri and Ms. Jonaki Bakeri are part of the promoter group, which holds 73.25% of the total paid share capital of the Company

* Includes shares held by Mr. Nrupesh Shah, his spouse, two corporate bodies in which he is substantially interested as a partner, his father's HUF, and a family trust in which he and his family members are trustees and beneficiaries.

^ Ms. Jonaki Bakeri is the daughter of Mr. Achal Bakeri

The number of other directorships, as mentioned above, does not include alternate directorships, directorships held in foreign companies, high value debt listed entities, section 8 companies, and private limited companies. Other chairmanship/membership positions include only the Audit Committee and the Stakeholders Relationship Committee of public limited companies.

5. The Board meets at least once every quarter, with the gap between two meetings not exceeding 120 days. During the year, the Board met on the following dates: May 3, 2022, July 26, 2022, October 20, 2022, and February 8, 2023.

6. The Company has a system to circulate and provide adequate information to the Board, including the minimum information to be placed before the Board as required under Part- A of Schedule II of Listing Regulations, to enable the Board to take informed decisions. As required under Regulation 17(3) of the Listing Regulations, the Board periodically reviews compliances of various laws applicable to the Company.

7. The directors have access to all the information about the Company and are free to recommend the inclusion of any matter in the agenda for discussion.

8. The Company has in place a structured induction and familiarization programme for all its directors including the independent directors. The objective of the programme is to familiarize the directors to enable them to understand the Company, its operations, the business, the industry, and the environment in which it functions, and the regulatory environment applicable to it. The Company also educates them regarding their role, responsibility, and duties under the Act, and under the Listing Regulations.

   Details of the familiarization programme imparted to independent directors are available at : **https://symphonylimited.com/wp-content/uploads/2023/02/Familiarisation-Programme-2022-23.pdf**

9. The disclosures regarding appointment/re-appointment of directors forms part of the notice.

10. The Board of Directors of your Company confirms that the independent directors fulfil the conditions specified in the Listing Regulations and are independent of the management. No independent director resigned during the financial year 2022-23.

11. Roles of various constituents of corporate governance in the Company:

    (i) Board: The directors of the Company are in a fiduciary position, empowered to oversee the management functions to ensure effectiveness and enrichment of stakeholders' value. The Board reviews, considers and approves the management's strategic business plan and business objectives, and monitors the Company's strategic direction.

    (ii) Chairman and Managing Director: The role of the chairman and managing director is to provide leadership to the Board and the senior executive team for realizing the approved strategy, business plan, and business objectives. He presides over the meetings of the Board and its members.

    (iii) Executive Director: The executive director, as a member of the Board, contributes to the strategic management of the Company's businesses within the Board approved direction and framework. He assumes overall responsibility for the strategic management of the business, corporate affairs functions, including governance processes, and top management effectiveness.

    (iv) Non-Executive Directors (including Independent Directors): The non-executive directors play a critical role in improving the Board's effectiveness with their judgment on issues of strategy, performance, resources, and standards of conduct, besides providing valuable inputs to the Board.

12. **Code of conduct**

    The Board has laid down a code of ethics and business conduct for directors and senior management personnel of the Company, which is posted on the website of the Company. The said code also includes duties of independent directors as per the provisions of the Act. All directors and senior management personnel of the Company have affirmed compliance with this code of conduct.

Declaration of code of ethics and business conduct for the financial year:

I hereby confirm that all directors and senior management personnel have affirmed compliance with the code of ethics and business conduct for the financial year ended on March 31, 2023.

Place: Ahmedabad
Date: May 5, 2023

Achal Anil Bakeri
Chairman & Managing Director

(B) Audit Committee

1. The Board has constituted the Audit Committee under Regulation 18 of the Listing Regulations, in line with Section 177 of the Act. The role and responsibility, and minimum information to be reviewed by the Audit Committee are as per the Act and Listing Regulations; they broadly cover the following:

   I. This committee mandatorily reviews:

   i. management discussions and analysis of the financial condition, and the results of operations.

   ii. management letters/letters of internal control weaknesses issued by the statutory auditors.

   iii. internal audit reports relating to internal control weaknesses.

   iv. the appointment, removal and terms of remuneration of the chief internal auditor subject to review by the audit committee.

   II. The role of the Audit Committee also includes looking at oversights in the Company's financial reporting process and disclosure of financial information, to ensure that the financial statements are correct, sufficient, and credible, recommending the appointment, re-appointment, remuneration, and terms of appointment of auditors, and approval of payments for any other services rendered by statutory auditors. It also involves reviewing with the management, the quarterly results and annual financial statements before submission to the Board for approval, or any subsequent modification of any transactions of the Company with related parties. This committee reviews and monitors the auditor's independence, performance, the effectiveness of the audit process. It conducts a scrutiny of inter-corporate loans and investments, an evaluation of internal financial controls and risk management systems, a review of utilization of loans/advances from/investments made by the Company in the subsidiary exceeding ₹100 Crores or 10% of the assets size of the subsidiary. It conducts a valuation of undertakings and assets, the performance of statutory auditors and internal auditors, and the adequacy of internal control systems, also reviewing the functioning of the whistle blower mechanism and such other functions as is mentioned in the terms of reference of the audit committee and more specifically as stated in Part C of Schedule II of the Listing Regulations.

2. The Audit Committee consists of Mr. Naishadh Parikh, (Chairman), Mr. Ashish Deshpande, Mr. Santosh Nema and Ms. Reena Bhagwati as members. All members of the committee are financially literate and have accounting or related financial management expertise as specified under the Listing Regulations.

3. The Chief Financial Officer, and the representatives of Statutory Auditors and Internal Auditors are permanent invitees to the meetings and have attended and participated in all the committee meetings. The Company Secretary acts as secretary to the committee.

4. A summary of the Audit Committee meeting generally placed/informed to the Board in their meeting held after the Audit Committee meeting for deliberation, and the full minutes of the same are placed before the following Board meeting for records. The Chairman of the Audit Committee informs the Board of the recommendations made by the committee.

5. Due to personal reasons and his prior commitments, Mr. Naishadh Parikh, the chairman

of the committee, could not attend the last annual general meeting held on August 29, 2022. However, he has authorised a committee member to represent the Audit Committee during the AGM.

6. During the year under review, the committee met on May 2, 2022, July 25, 2022, October 19, 2022, and February 8, 2023 and the attendance of the members is shown below:

Name of Member	Membership	Meetings Entitled to Attend	Meetings Attended
Mr. Naishadh Parikh	Chairman	4	4
Mr. Ashish Deshpande	Member	4	4
Ms. Reena Bhagwati	Member	4	3
Mr. Santosh Nema	Member	4	4

(C) Stakeholders Relationship Committee

(a) The Board has constituted a Stakeholders Relationship Committee pursuant to Section 178 of the Act and Regulation 20 of the Listing Regulations.

(b) The terms of reference of this committee are to consider and resolve grievances of shareholders of the Company, specifically those prescribed under Section 178 of the Act and Regulation 20 of the Listing Regulations.

(c) The Stakeholders Relationship Committee of the Company as on March 31, 2023, comprised Mr. Naishadh Parikh (Chairman), Mr. Nrupesh Shah and Ms. Reena Bhagwati as members. The Company Secretary acts as secretary to the committee.

(d) Mr. Mayur Barvadiya, Company Secretary of the Company is the compliance officer of the Company.

(e) During the year, the committee met four times, on May 2, 2022, July 25, 2022, October 19, 2022, and February 8, 2023 and below is the attendance of the members:

Name of Member	Membership	Meeting Details	
		Entitled to Attend	Attended
Mr. Naishadh Parikh	Chairman	4	4
Ms. Reena Bhagwati	Member	4	3
Mr. Nrupesh Shah	Member	4	4

(f) All correspondences/queries were responded to, to the satisfaction of members. The status of members' complaints received, resolved, and pending at the end of the year is as under:

Opening balance at 01.04.2022	Received during the year	Resolved during the year	Closing balance as at 31.03.2023
1	5	6	0

(D) Nomination and Remuneration Committee (NRC)

1. The Board has constituted a Nomination and Remuneration Committee pursuant to Section 178 of the Act and Regulation 19 of the Listing Regulations. The terms of reference of the committee are in accordance with the Act and the Listing Regulations, which broadly cover the following:

(i) Formulation of the criteria for determining qualifications, positive attributes, and independence of a director, and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel, and other employees.

(ii) Formulation of criteria for the evaluation of independent directors and the Board.

(iii) Devising a policy on Board diversity.

(iv) Identifying persons who are qualified to become directors and who may be appointed in senior management roles in accordance with the criteria laid down, and recommending their appointment and removal to the Board.

(v) Whether to extend or continue the term of appointment of an independent director based on the performance evaluation report of independent directors.

(vi) Recommending to the Board all remuneration, in whatever form, payable to senior management.

(vii) Any other terms of reference as per the provisions of the Act and Listing Regulations (including any amendments thereto)

2. The Nomination and Remuneration Committee of the Company as on March 31, 2023, comprised the following members:

   Ms. Reena Bhagwati (Chairperson), Mr. Naishadh Parikh, Mr. Ashish Deshpande, and Mr. Santosh Nema were all members. All members of the committee are independent directors. The Company Secretary acts as the secretary to the committee.

3. A summary of the Nomination and Remuneration Committee meeting generally placed/informed to the Board in their meeting held after the Nomination and Remuneration Committee meeting, for deliberation, and the complete minutes of the meeting are provided at the following Board meeting for record-keeping. The Chairman of the Nomination and Remuneration Committee informs the Board about the recommendations made by the committee.

4. During the year under review, the committee met on May 2, 2022, July 25, 2022, and February 8, 2023 and the attendance of the members is shown below:

Name of Member	Membership	Meeting Details	
		Entitled to Attend	Attended
Ms. Reena Bhagwati	Chairperson	3	2
Mr. Naishadh Parikh	Member	3	3
Mr. Ashish Deshpande	Member	3	3
Mr. Santosh Nema	Member	3	3

5. **Nomination and Remuneration Policy**

I. Appointment

i. The Nomination and Remuneration Committee shall be responsible for identifying and ascertaining the qualifications, expertise, and experience of a person for appointment as a director, key managerial personnel, or employee at the senior management level.

ii. Appointment of directors, whether executive, non-executive, or independent, shall be made in accordance with the applicable provisions of the Act read with Listing Regulations.

II. Evaluation

The Nomination and Remuneration Committee shall carry out an evaluation of the Board, the committee, and every director's performance, annually.

III. Removal

Subject to the provisions of the Act, and the policy of the Company, the Nomination and Remuneration Committee may recommend the removal of a director, key managerial personnel, or employee at the senior management level, to the Board. Such recommendation must be supported by a written explanation outlining the reasons for the recommendation.

IV. Remuneration

i. The Nomination and Remuneration Committee shall recommend the remuneration to be paid to the managing director and the whole-time director as per the provisions of the Act; it shall recommend the payment of sitting fees to independent and non-executive directors as per the provisions of the Act.

ii. The Nomination and Remuneration Committee shall recommend the remuneration to be paid to key managerial personnel and employees at the senior management level at the time of their appointment. Further, the committee may recommend an increment/incentive to key managerial personnel and employees at the senior management level based on their performance annually, or at such intervals.

6. The Board has carried out the annual performance evaluation of the Board, the working of its committees, and the directors (including the independent directors), individually. A structured questionnaire was prepared, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its committees, its culture, execution and performance of specific duties, its obligations, and its governance.

The criteria for performance evaluation of the Board, committee of the Board, and independent directors are part of the Board's report. The performance evaluation of independent directors was done by the entire Board of Directors, and in the evaluation of the directors, the directors being evaluated did not participate.

7. The details of the remuneration paid to the chairman and managing director, and executive directors are as under:

(₹ in lacs)

Name of Director	Salary	Perquisites/ PF/Others	Performance Linked Remuneration*	Total
Mr. Achal Bakeri	24.12	12.28	200.00	**236.40**
Mr. Nrupesh Shah	11.64	7.41	84.53	**103.58**
Mr. Amit Kumar	203.63	20.14	0	**223.77**

* Provision for the year 2022-23 and payable in the year 2023-24.

The above listed remunerations have been approved by the Board of Directors of the Company in accordance with the remuneration policy adopted by the Company, and are within the overall limits, approved by the members of the Company. Details of the remunerations including salaries, perquisites, and performance-linked incentives, are as per terms approved by the members of the Company. No stock options are provided to managerial personnel.

8. Details of the gross sitting fees paid to non-executive directors are as under:

(₹ in lacs)

Name of Director	Sitting Fees	
	Board Meeting	Audit Committee
Mr. Naishadh Parikh	1.60	0.40
Mr. Ashish Deshpande	1.60	0.40
Ms. Reena Bhagwati	1.20	0.30
Mr. Santosh Nema	1.60	0.40

9. Ms. Reena Bhagwati, being chairperson of the committee, has attended the last annual general meeting held on August 29, 2022.

10. Elephant Design Private Limited, in which Mr. Ashish Deshpande, an independent director, was paid ₹33.24 lacs as professional fees for design services provided during the year. Apart from the above, there were no other pecuniary relationships/transactions with the non-executive/independent directors vis-à-vis the Company. None of the independent directors shall be entitled to any stock option of the Company.

(E) Other Committees

1. Corporate Social Responsibility Committee

a. The Corporate Social Responsibility Committee consists of Mr. Naishadh Parikh (Chairman), Mr. Achal Bakeri, and Mr. Nrupesh Shah as its members. The Company Secretary acts as the secretary to the committee.

b. The terms of reference of the committee are as under:

(i) To formulate and recommend to the Board a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.

(ii) To recommend the amount of expenditure to be incurred on the activities.

(iii) To monitor the corporate social responsibility policy of the Company from time to time.

(iv) To look into such other activities as may be prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014.

c. Meetings and Attendance: During the year, the committee met two times on May 2, 2022 and October 19, 2022. Please refer to the CSR report — Annexure 1 to the Board's Report for more information on the number of meetings of the CSR committee attended by the members.

2. Risk Management Committee

a. Risk Management Policy:

Pursuant to the provisions of Regulation 21 of the Listing Regulations, a Risk Management Committee has been constituted by the Board. The Company meets the requirement of Regulation 21 of the Listing Regulations, which states that the majority of the committee should consist of members of the board of directors, including at least one independent director; senior executives of the Company may be members of the said committee, but the chairman of the Risk Management Committee must be a member of the board of directors. The Company has a well-defined risk management policy and risk management framework.

b. The composition of the Risk Management Committee is as follows:

During the year, the Committee was reconstituted and accordingly, present composition of the Company includes Mr. Naishadh Parikh (Chairman), Mr. Achal Bakeri, Mr. Nrupesh Shah, Mr. Amit Kumar, Mr. Girish Thakkar, Mr. Mayur Barvadiya and Mr. Nitendra Patel are members.

Further, the Board has appointed Mr. Amit Kumar as Chief Risk Officer of the Company.

c. Terms of Reference:

The role of the Risk Management Committee includes (a) establishing a framework for identification of internal and external risks specifically faced by the Company, including financial, operational, sectoral, sustainability (particularly, ESG related), information, and cyber security risks, or any other risks, as may be determined by the committee, (b) implementing measures for risk mitigation including systems and processes for internal control of identified risks, (c) developing a business continuity plan and other functions, as specifically stated in part C of Schedule II of the Listing Regulations.

d. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Foreign exchange risk and hedging activities are covered separately in note no. 45 of Notes forming a part of the standalone financial statements.

The Company does not deal in commodity and hence the disclosure pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 does not apply.

e. During the year, the committee met two times, on September 16, 2022 and March 14, 2023 and the attendance of the members is shown below:

Name of Member	Membership	Meeting Details	
		Entitled to Attend	Attended
Mr. Naishadh Parikh	Chairman	2	2
Mr. Achal Bakeri	Member	2	2
Mr. Nrupesh Shah	Member	2	2
Mr. Amit Kumar	Member	1	1
Mr. Girish Thakkar	Member	1	1
Mr. Nitendra Patel	Member	1	1
Mr. Mayur Barvadiya	Member	1	1

3. Management Committee

a. The Management Committee consists of Mr. Achal Bakeri (Chairman), Mr. Nrupesh Shah, Mr. Naishadh Parikh, and Ms. Jonaki Bakeri as members of the committee.

b. The Management Committee deals with day-to-day business operations related to banking, treasury, insurance, legal matters, GST, customs, authorization, administration, and dealing with other government/non-government authorities.

c. During the year, the Committee met on March 31, 2023 and attendance of the members is shown below:

Name of Member	Membership	Meeting Details	
		Entitled to Attend	Attended
Mr. Achal Bakeri	Chairman	1	1
Mr. Nrupesh Shah	Member	1	1
Mr. Naishadh Parikh	Member	1	1
Ms. Jonaki Bakeri	Member	1	0

4. Buy Back Committee

a. The Buy Back Committee was constituted during the year. The committee consists of Mr. Naishadh Parikh (Chairman), Mr. Achal Bakeri, Mr. Nrupesh Shah, Mr. Girish Thakkar, and Mr. Mayur Barvadiya as its members.

b. The Buy Back Committee deals with all the matters related to the ongoing buy back offer announced by the Board in their meeting held on February 8, 2023.

c. During the year, the Committee met two times on March 16, 2023 and March 22, 2023. The attendance of the members was as shown below:

Name of Member	Membership	Meeting Details	
		Entitled to Attend	Attended
Mr. Naishadh Parikh	Chairman	2	2
Mr. Achal Bakeri	Member	2	2
Mr. Nrupesh Shah	Member	2	2
Mr. Girish Thakkar	Member	2	2
Mr. Mayur Barvadiya	Member	2	2

5. Separate Meeting of Independent Directors

During the year, a separate meeting of independent directors was held on February 8, 2023, in which all independent directors were present. Mr. Naishadh Parikh was appointed as the chairman of the meeting. In this meeting, they discussed and evaluated:

(i) The performance of non-independent directors, and the board of directors as a whole.

(ii) The performance of the Chairman of the Company, considering the views of the executive and non-executive directors.

(iii) The performance of the various committees of the Board.

(iv) The quality, content, and timeliness of flow of information between the management and the Board, that is necessary for the Board to perform its duties effectively and reasonably.

Mr. Naishadh Parikh has been appointed as the lead independent director of the Company.

(F) Disclosures

1. There have been no materially significant related party transactions, that have the potential to conflict with the interests of the Company at large. The Audit Committee considers and approves related party transactions, and omnibus approval from the Audit Committee is taken as per the terms and conditions required under the Listing Regulations. Details showing related party transactions are provided in Note No. 35 of the Notes, forming part of the standalone financial statements for the financial year ended on March 31, 2023, in accordance with the provisions of the Indian Accounting Standard 24.

2. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties have been imposed on the Company by the stock exchanges or SEBI, or any statutory authority.

3. In the preparation of the financial statements, the Company has followed the applicable Indian Accounting Standards. The significant accounting policies applied in the preparation and presentation of financial statements have been set out in Note No. 2-A of the Notes forming part of the financial statements for the financial year ended on March 31, 2023.

4. **CEO/CFO Certification:**

   Pursuant to Regulation 17(8) of the Listing Regulations, the certificates of Chairman and Managing Director, Executive Director, and Chief Financial Officer were placed before the Board.

5. **SEBI (Prohibition of Insider Trading) Regulations, 2015:**

   To comply with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a code of practices and procedures for fair disclosure of unpublished price sensitive information relating to dealing in the shares of the Company. The Company has also adopted a code of conduct to regulate, monitor, and report trading by insiders, which provides for disclosures from promoters, directors, and designated persons, as well as pre-clearance of transactions above the threshold limit as prescribed under the code.

6. **Vigil Mechanism/Whistle Blower Policy:**

   Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of the Listing Regulations, the Company has formulated a Whistle Blower Policy for the vigil mechanism of directors and employees to report to management about unethical behaviour, fraud, or violation of the Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and directors who use such mechanisms and makes provisions for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. This policy is available on the Company's website at **https://symphonylimited.com/wp-content/uploads/2022/09/Vigil.pdf**

7. **Reconciliation of Share Capital Audit:**

   Every quarter, a practicing company secretary provides a reconciliation of the share capital audit to reconcile total admitted equity shares with the National Securities Depository Limited and Central Depository Services (India) Limited. This audit is carried out every quarter and the reports thereon are submitted to the stock exchanges 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 dematerialized form (held with NSDL and CDSL), and the total number of shares in physical form.

8. The policy for determining material subsidiaries may be accessed on the website of the Company at the following link:

   https://symphonylimited.com/wp-content/uploads/2022/09/Policy-for-determining-Material-Subsidiaries.pdf

9. The policy on materiality and dealing with related party transactions may be accessed on the website of the Company at the following link:

   https:// symphonylimited.com/wp-content/uploads/2022/09/Policy-for-Materiality-Dealing-with-RPT.pdf

10. **Subsidiary Companies:**

    Climate Technologies Pty Limited, Australia (on a standalone basis) and Symphony AU Pty Limited, Australia (on a consolidated basis), subsidiaries of the Company, come under the purview of the material unlisted subsidiary as per the criteria given in Regulation 16(1) of the Listing Regulations. The Audit Committee of the Company reviews the financial statements and investments made by the unlisted subsidiary companies, and the minutes of the unlisted subsidiary companies are generally placed in the Board meeting of the Company.

Particulars	Symphony AU Pty Limited	Climate Technologies Pty Limited
Date of Incorporation	June 15, 2018	December 14, 1976
Place of Incorporation	Australia	Australia
Name of Statutory Auditors	Hall Chadwick	Hall Chadwick
Date of Appointment	April 1, 2020	April 1, 2020

11. The Company has put in place a succession plan for appointment to the Board and to senior management.

12. The designated senior management personnel of the Company have disclosed to the Board that no material, financial, and commercial transactions have been made during the year under review in which they have a personal interest, which may have a potential conflict with the interests of the Company at large.

13. Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

    The Company has complied with all mandatory requirements of Regulations 17 to 27, and clauses (b) to (i) of Regulation 46(2) of the Listing

Regulations, and has voluntarily complied with the following non-mandatory requirements:

I. There are no qualifications contained in the audit report.

II. Quarterly results of the Company are sent to shareholders and other stakeholders through an email.

III. The internal auditor has direct access to the Audit Committee. The internal auditors make detailed presentations at quarterly meetings.

14. The Company has obtained a certificate from M/s. SPANJ & Associates, practising company secretaries, regarding confirmation that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board (i.e., SEBI)/Ministry of Corporate Affairs or any such statutory authority, and the same is attached to the report on corporate governance.

15. The Board had accepted all recommendations of various Committees of the Board, which were mandatorily required to be taken during the period under review.

16. Total fees for all services 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, are given below:

(₹ in Crores)

Payment to Statutory Auditors	FY 2022-23
Audit Fees	0.44
Other services (Certifications)	0.03
Fees Paid to Network Entities	0.06

17. Disclosure of complaints received and disposed of during the year under review, and pending at the end of the financial year under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: **NONE**

18. Disclosures in relation to Loans and Advances in the nature of loans to Firms/Companies in which directors are interested, by the Company and its subsidiaries: **NONE**

19. **Legal Compliance Management Tool**

The Company has in place an online legal compliance management tool, which has been devised to ensure compliance with all applicable laws that impact the Company's business. The tool is intended to provide an assurance to the Board on legal compliances as ensured by the Company. The Board is informed about the progress and the status of legal compliances through this tool.

(G) General Body Meeting

1. Annual General Meeting

Financial Year	Date of AGM	Venue	Time	Special resolution passed at AGM
2019-20	September 22, 2020	Through Video Conferencing/ Other Audio Video Mode	10:00 a.m.	Re-appointment of Mr. Naishadh Parikh as Independent Director for a second term of five years
2020-21	August 10, 2021		10:00 a.m.	Appointment of Mr. Amit Kumar as Executive Director and Group CEO for a period of five years
2021-22	August 29, 2022		10:00 a.m.	Re-appointment of Mr. Achal Bakeri as Managing Director for a further period of five years

2. No extraordinary general meeting was held during the year under review.

3. During the year, the Company sought the approval of the shareholders by way of Special Resolutions for (i) buyback of its equity shares, and (ii) reappointment of Mr. Ashish Deshpande, as an Independent Director, through notice of postal ballot dated February 11, 2023. The Board of Directors had appointed M/s. SPANJ & Associates, Practising Company Secretaries, Ahmedabad as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

   The voting period for remote e-voting commenced on Tuesday, February 14, 2023 at 9:00 a.m. (IST) and ended on Wednesday, March 15, 2023 at 5:00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-voting for approving aforementioned resolutions was provided by the Scrutinizer on March 15, 2023 and based on the scrutinizer's report. The results of the postal ballot resolutions were announced on March 16, 2023. The Special Resolution(s) were passed with requisite majority. The details of e-voting on the aforementioned resolution(s) are provided hereunder:

Description of the Resolution	Votes in favour of the resolution			Votes against the resolution		
	Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast	Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
To consider and approve buyback of fully paid-up equity shares of the Company	427	6,47,64,290	99.99	13	4,275	0.01
Reappointment of Mr. Ashish Deshpande as an Independent Director	415	6,17,30,077	95.31	24	30,38,578	4.69

4. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require the passing of a special resolution through postal ballot.

(H) Means of communications:

1. Quarterly Results

Quarterly results are approved and taken on record by the board of directors and submitted to the stock exchanges as per the requirement of the Listing Regulations. At present, the Company is communicating intimations of the dates of board meetings for approval of quarterly results, and quarterly results post approval by the Board to the shareholders and other stakeholders, through email on a voluntary basis.

2. Annual Report

An annual report is circulated to members and other stakeholders entitled thereto.

3. Publication of Results

Quarterly results are normally published in Business Standard (English) and Jaihind (Gujarati) as per the requirements of the Listing Regulations.

4. News Releases, Presentations

Official news releases and official media releases are sent to the stock exchanges. The Company displays its official news on its website www.symphonylimited.com

5. Presentations to Analysts/Investors

A detailed analysts' conference calls are being regularly held with financial analysts on a quarterly basis to discuss unaudited quarterly results as well as audited annual results of the Company. The transcripts of this conference call are uploaded to the Company's website. Presentations made to institutional investors or to other analysts are uploaded on the Company's website from time to time.

6. BSE Listing Centre

BSE has developed a web-based application namely BSE Listing Centre for corporates to file all periodical compliances, namely, quarterly corporate governance reports, shareholding patterns, board meeting intimations, reconciliation of share capital audit reports, and other event-based announcements in electronic mode.

7. **NSE Electronic Application Processing System (NEAPS)**

   The NSE has developed a web-based application namely NEAPS Portal for corporates to file all periodical compliances namely quarterly corporate governance reports, shareholding patterns, board meeting intimations, reconciliation of share capital audit reports, and other event-based announcements in electronic mode.

8. **SEBI Complaints Redress System (SCORES)**

   Investor complaints are processed on the centralized web-based complaints redressal system. The salient features of the systems are centralized database of all complaints, online upload of action taken reports (ATRs) by the concerned companies, and online viewing by investors of action taken on the complaint, and its status.

9. **Reminder to the Shareholders**

   Reminders to shareholders for claiming their returned undelivered share certificates, unclaimed dividend(s), and prior intimations regarding transfer of their shares to the Investor Education and Protection Fund (IEPF) are regularly dispatched by the RTA on behalf of the Company.

10. **Mandatory to Register KYC details for shareholders holding shares in physical mode**

    The Securities and Exchange Board of India ("SEBI") has 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 1 October, 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 **https://www.symphonylimited.com/investor/shareholding-information/#1648620196743-d4ae595a-d699**

(I) Dividend payment history of the last seven years

Financial Year		Date of Declaration of Dividend	Dividend Per Share (Amount in ₹)	Due Date for Transfer to IEPF + 30 Days
2016-17	1st Interim	July 26, 2016	1.50	August 24, 2023
	2nd Interim	October 25, 2016	1.00	November 24, 2023
	3rd Interim	February 10, 2017	1.00	March 13, 2024
	Final Dividend	September 8, 2017	1.00	October 12, 2024
2017-18	1st Interim	August 10, 2017	1.00	September 12, 2024
	2nd Interim	October 31, 2017	1.00	November 30, 2024
	3rd Interim	January 23, 2018	1.00	February 22, 2025
	Final Dividend	August 31, 2018	1.50	October 1, 2025

Financial Year		Date of Declaration of Dividend	Dividend Per Share (Amount in ₹)	Due Date for Transfer to IEPF + 30 Days
2018-19	1st Interim	July 24, 2018	1.00	August 23, 2025
	2nd Interim	October 30, 2018	1.00	December 20, 2025
	3rd Interim	February 5, 2019	1.00	March 9, 2026
	Final Dividend	July 31, 2019	1.50	August 31, 2026
2019-20	1st Interim	July 31, 2019	1.00	August 31, 2026
	2nd Interim	November 12, 2019	2.00	December 27, 2026
	3rd Interim	February 7, 2020	20.00	March 11, 2027
2020-21	1st Interim	January 22, 2021	1.00	February 24, 2028
	Final Dividend	August 10, 2021	4.00	September 14, 2028
2021-22	1st Interim	October 26, 2021	2.00	November 29, 2028
	2nd Interim	January 25, 2022	1.00	February 24, 2029
	Final Dividend	August 29, 2022	6.00	September 29, 2029
2022-23	1st Interim	July 26, 2022	2.00	August 25, 2029
	2nd Interim	October 20, 2022	2.00	November 22, 2029
	Final Dividend@	Next AGM date	1.00	-

@ Final dividend of ₹1 per share having a face value of ₹2, recommended by the Board at its meeting held on May 5, 2023, is subject to approval by the members at the ensuing Annual General Meeting.

(J) Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Section 124 of the Act read with the provisions of the IEPF (Accounting, Audit, Transfer, and Refund) Rules, 2016 (as amended/modified from time to time), all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more, have been transferred by the Company into IEPF. The Company has communicated to all the concerned shareholders individually, whose shares were liable to be transferred to IEPF. The Company has also given newspaper advertisements before such transfers in favour of IEPF. The Company has also uploaded the details of such shareholders and shares transferred to IEPF, on the website of the Company at **https://symphonylimited.com/investor/shareholding-information/**

Shareholders are requested to take note that both, the unclaimed dividend, and the corresponding shares transferred to the IEPF authority, including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF authority after following the stipulated procedure — an application in e-form no. IEPF-5 prescribed in the Rules is to be filed with the IEPF authority.

During the year under review, the unclaimed final dividend for the financial year 2014-15 amounting to ₹32.99 lacs and unclaimed 1st interim dividend for the financial year 2015-16 amounting to ₹14.47 lacs have been transferred to the IEPF established by the Central Government, and no claim shall lie with the Company in respect of the unclaimed dividend transferred to IEPF.

Before transferring the amount to IEPF, the Company had sent individual reminders to all those members, whose dividends have remained unclaimed, at their respective registered addresses. The information on unclaimed dividends is also posted on the website of the Company.

(K) Unclaimed shares suspense demat account

As per Regulations 34(3) and 39(4) read with Schedule V of the Listing Regulations, the details of unclaimed suspense demat account are as follows:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account at the beginning of the year	85	62,500
Number of shares transferred to the suspense account during the year	0	0
Number of shareholders/legal heirs to whom the shares were transferred from the unclaimed suspense account	12	6,500
Number of shareholders whose shares were transferred from the unclaimed suspense account to the IEPF authority account	3	2,000
Aggregate number of shareholders and the outstanding shares in the suspense account at the end of the year	70	54,000

*The voting rights on the above shares shall remain frozen until the rightful owner of such shares claims the shares.

(L) General Shareholders Information

1. Annual General Meeting:-

Date	Time	Venue
Friday, August 4, 2023	10:00 a.m.	Through video conferencing/other audio-visual means as set out in the notice convening the Annual General Meeting

2. **Financial Year:** April 1 to March 31

3. Financial Calendar (FY 2023-24):

Quarterly Results	Tentative Schedule
Quarter ending on June 30, 2023	On or before August 14, 2023
Quarter ending on September 30, 2023	On or before November 14, 2023
Quarter ending on December 31, 2023	On or before February 14, 2024
Quarter ending on March 31, 2024	On or before May 30, 2024

4. **Book Closure:** Saturday, July 22, 2023 to Tuesday, July 25, 2023 (both days inclusive).

5. **Dividend Payment Date:**

   Final dividend for FY 2021-22 was declared on August 29, 2022 and paid on September 9, 2022.

   For interim dividends 2022-23:

   The 1st Interim dividend was declared on July 26, 2022, and paid on August 18, 2022.

   The 2nd Interim dividend was declared on October 20, 2022, and paid on November 15, 2022.

6. **Listing on Stock Exchange:** BSE Limited — Stock Code: 517385

   National Stock Exchange of India Limited - Symbol: SYMPHONY

7. **Payment of Listing Fees:** The Company has paid the listing fee to BSE and NSE for the year 2022-23 and for the year 2023-24.

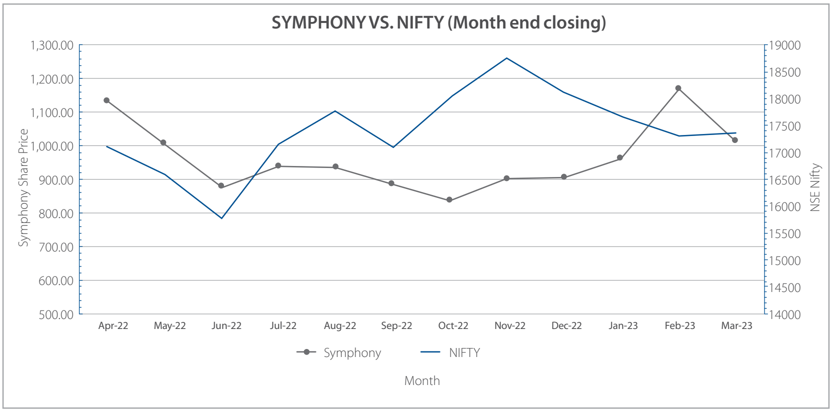
8. **Corporate Identity No.:** L32201GJ1988PLC010331

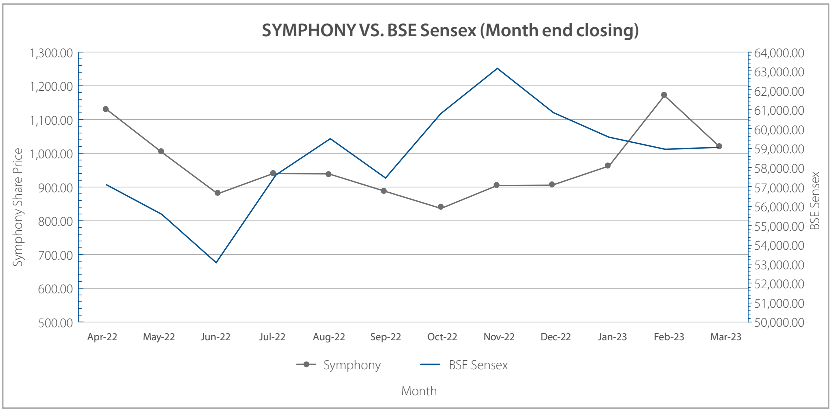
9. **Market Price Data:** Monthly high and low quotation of the equity shares of the Company traded on the BSE and the NSE during the year ended March 31, 2023:

(Amount in ₹)

Month	BSE		NSE	
	High	Low	High	Low
2022				
April	1,214.00	1,078.00	1,215.00	1,078.00
May	1,184.95	987.00	1,185.00	985.15
June	1,031.00	835.95	1,016.00	828.00
July	976.90	838.55	978.00	838.00
August	958.80	867.10	960.00	867.05
September	953.45	828.90	966.00	828.20
October	895.90	835.55	896.00	837.00
November	917.95	821.00	918.00	820.60
December	950.35	870.00	949.00	870.00
2023				
January	1,004.95	900.05	1,006.00	907.20
February	1,174.85	948.00	1,175.00	948.00
March	1,218.95	995.30	1,219.00	1,000.15

10. Performance in Comparison with Broad-based Indices:





11. **ISIN of the Company:** INE225D01027

12. Registrar and Share Transfer Agent:

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093, Maharashtra
Tel No.: +91-22-62638200
E-mail: investor@bigshareonline.com
Website: www. bigshareonline.com

13. Prohibition of Physical Transfer of Shares and Issuance of Physical Share Certificates:

Please note that as per the SEBI circular, physical transfer of securities has been prohibited w.e.f. April 1, 2019. Further, SEBI vide its circular dated January 24, 2022, has mandated for the Company to issue securities in demat mode while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/ splitting/consolidation of securities, transmission/ transposition of securities and vide its circulated dated January 25, 2022, that listed entities/ RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

The Company has regularly obtained certificate(s) from the practising company secretary, regarding compliance with share transfer formalities, including other matters pursuant to Listing Regulations, and these have been submitted to the stock exchanges.

14. Distribution of Shareholding:

The distribution of shareholding as on March 31, 2023, is as under:

No. of shares ranging		No. of Holders	% of Holders	No. of Shares	% of Total Shares
From	To				
1	500	1,39,594	98.73	21,56,462	3.08
501	1000	1,246	0.88	11,06,557	1.58
1001	2000	290	0.21	4,59,325	0.66
2001	3000	66	0.05	1,69,501	0.24
3001	4000	32	0.02	1,13,991	0.16
4001	5000	19	0.01	88,494	0.13
5001	10000	53	0.04	3,78,722	0.54
10001	& above	84	0.06	6,54,83,948	93.61
TOTAL		**1,41,384**	**100.00**	**6,99,57,000**	**100.00**

15. The Category-wise Holding as on March 31, 2023:

Category	No. of shares	% of total shares
Promoter and Promoter Group	5,12,43,740	73.25
Mutual Funds	70,08,798	10.02
FPIs / FIIs	26,15,268	3.74
Bodies Corporate	9,99,841	1.43
Non-Resident Indians (NRIs)	2,31,681	0.33
Clearing Members	32,359	0.05
Resident Individuals / HUF/ Trust and others	42,11,033	6.02
IEPF	4,05,002	0.58
Alternate Investment Fund	7,05,226	1.01

Category	No. of shares	% of total shares
Director and Directors relatives (excluding Independent and nominee director)*	11,74,052	1.68
Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	12,24,000	1.75
Unclaimed Suspense Account	54,000	0.08
Insurance Companies	52,000	0.07
Total	**6,99,57,000**	**100.00**

* Director and Director's relatives (excluding independent and nominee director):

Mr. Nrupesh Shah is not a promoter director and hence his shareholding is classified under this category. Mr. Nrupesh Shah, his spouse, two bodies corporates in which Mr. Nrupesh Shah, Executive Director, is substantially interested as a partner, his HUF, and the family trust in which he and his family members are beneficiaries, together hold a total of 11,74,052 (1.68%) equity shares.

i. 4,85,480 equity shares in aggregate are held by himself, his spouse, and his HUF.

ii. 5,12,811 equity shares are held by two bodies corporate in which he is substantially interested.

iii. 1,75,761 equity shares are held by the family trust in which he and his family members are beneficiaries.

16. Dematerialization of Shares and Liquidity:

As on March 31, 2023, 6,94,81,300 equity shares of the Company, equivalent to 99.32% of total shares are held in electronic form.

17. Plant Location:

Survey No. 703/704, Sanand Kadi Highway,
Village Thol, Tal. Kadi, Dist. Mehsana, Gujarat - 382728.

18. Communication Address:

Symphony Limited
Symphony House, Third Floor, FP12-TP50, Bodakdev,
Off S.G. Highway, Ahmedabad - 380 059. Gujarat, India
Phone No.: +91-79-6621 1111, Fax No.: +91-79- 6621 1140
Email ID: investors@symphonylimited.com

(M) Company's recommendations to the shareholders

The Company has the following recommendations to members to mitigate/avoid risks while dealing with shares and related matters.

1. Dematerializations (demat) of Shares

Members are requested to demat their physical shares through any depository participant (DP) to avoid problems associated with holding physical shares, such as the possibility of loss, mutilation, etc., and to ensure safe and speedy transactions with respect to shares.

Holding shares in demat form helps members with immediate transfers. No stamp duty is payable on transfer of shares held in demat form, and risks associated with physical certificates such as forged transfers, fake certificates, and bad deliveries are avoided.

2. Register your National Electronic Clearing Service (NECS) Mandate:

In case of shares held in physical form, members are encouraged to register an NECS mandate to the Company or the registrar and share transfer agent. In case of shares held in demat form, members are encouraged to ensure that the correct and updated particulars of their bank accounts are registered with the DP. This will facilitate the process of receiving direct credits of dividends from the Company and help avoid postal delays and losses in transit.

3. **Encash your Dividends on time:**

   Members who have not registered their bank details with the Company or their DP are requested to encash their dividend warrants promptly to avoid problems of revalidation/ losing the right of claim due to transfer of unclaimed dividends to the Investor Education and Protection Fund.

4. **To Support the 'Green Initiative':**

   Members holding shares in demat form are requested to register their email address with their DP, and members holding shares in physical form are requested to register their email address with the registrar and share transfer agent. This will facilitate receipt of the annual report and other communications from the Company via email.

5. **Arbitration Mechanism:**

   Please note that an arbitration facility has been made available with the Stock Exchanges in respect to resolution of dispute, if any, of the shareholder against the Company or its Registrars and Share Transfer Agent (RTA). For more details, you may refer to the following web links of the Stock Exchanges:

   BSE- http://tiny.cc/m1l2vz

   NSE- http://tiny.cc/s1l2vz

Compliance Certificate on Corporate Governance

Members of
SYMPHONY LIMITED
CIN: L32201GJ1988PLC010331
Ahmedabad – 380 059

We have examined the compliance of conditions of Corporate Governance by **SYMPHONY LIMITED**, for the year ended 31st March, 2023, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us along with documents & submissions for regulatory compliances provided for our verification and representation made by the management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

Sign: ____________________________
Ashish C Doshi, Partner
Spanj & Associates
Company Secretaries
FCS No.: F3544
COP No.: 2356
P R Certificate No. : 702/2020
UDIN : F003544E000259811

Date: 5th May, 2023
Place : Ahmedabad

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
SYMPHONY LIMITED
CIN: L32201GJ1988PLC010331
Regd. Off: "Symphony House",
Third Floor, FP-12, TP-50,
Off S.G. Highway, Bodakdev,
Ahmedabad – 380 059.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SYMPHONY LIMITED having CIN: L32201GJ1988PLC010331and having registered office at "Symphony House", Third Floor, FP-12, TP-50,Off S.G. Highway, Bodakdev, Ahmedabad – 380059 (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 31st March, 2023 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. Achal Anil Bakeri	00397573	05/02/1988*
2.	Mr. Nrupesh Chandravadan Shah	00397701	19/10/2002
3.	Ms. Jonaki Achal Bakeri	06950998	20/08/2014
4.	Mr. Naishadh Indrakant Parikh	00009314	13/08/2015
5.	Mr. Ashish Rameshchandra Deshpande	00498890	22/05/2018
6.	Ms. Reena Pravin Bhagwati	00096280	05/02/2019
7.	Mr. Santosh Kumar Nema	01907138	31/07/2019
8.	Mr. Amit Kumar	01946117	02/08/2021

*Note: Original date of Appointment is 26/12/2008 as per MCA records, however as per company records he was Director of the company since Incorporation i.e., 05/02/1988.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion 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.

Sign: ____________________

Ashish C Doshi, Partner
Spanj & Associates
Company Secretaries
FCS No.: F3544
COP No.: 2356
P R Certificate No. : 702/2020
UDIN : F003544E000259723

Date: 05th May, 2023
Place : Ahmedabad

Consolidated Financial Statements

Independent Auditor's Report

To
The Members of
Symphony Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Symphony Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraph (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

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

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report including annexure thereto, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates

to the subsidiaries, is traced from their financial statements audited by the other auditors.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

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

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or cease to operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the, entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities 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 the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Parent 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements / financial information of 5 subsidiaries, whose financial statements / financial information reflect total assets of ₹523.29 crore as at March 31, 2023, total revenues of ₹381.80 crore and net cash outflows amounting of ₹47.45 crore for the year ended on that date, as considered in the consolidated financial statements. 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 our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(b) We did not audit the financial statements / financial information of one subsidiary, whose financial statements / financial information reflect total assets of ₹22.80 crore as at March 31, 2023, total revenues of ₹9.63 crore and net cash inflows amounting to ₹2.15 crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and 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 this subsidiary, 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 above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements/ financial information of the subsidiaries referred to in the Other Matters section above 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 Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent as on March 31, 2023 taken on record by the Board of Directors of the Parent, being the only company in the Group to which such requirements of the Act are applicable, none of the directors of the Parent is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent which is company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of the Parent.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 36 to the consolidated financial statements;

ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 11 to the consolidated financial statements.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent.

iv) (a) The Management of the Parent which is a company incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 49 (vi) 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 Parent to or in any other person or entity, 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 Parent ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Managements of the Parent which is a company incorporated in India, whose financial statements have been audited under the Act, have represented to us, to the best of their knowledge and belief, as disclosed in the note 49 (vii) to the consolidated financial statements, no funds have been received by the Parent from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent 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 on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) As stated in Note 14.5 to the consolidated financial statements:

(a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

(c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent which is companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in Clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us and based on the audit report under section 143 of the Act issued by us and the auditors of respective companies included in the consolidated financial statement as provided to us by the management of the Parent, we report that CARO is applicable only to the Parent and not any other company included in the consolidated financial statements. We have not reported any qualification or adverse remark in the CARO report.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

Kartikeya Raval
(Partner)
(Membership No. 106189)
(UDIN 23106189BGVOQA9417)

Place: Ahmedabad
Date: May 05, 2023

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of Symphony Limited (hereinafter referred to as "Parent") being the only company in the group to which requirements of the Act are applicable, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Parent's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

Inherent Limitations of Internal Financial Controls 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 control 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.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to consolidated 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.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

Kartikeya Raval
(Partner)
(Membership No. 106189)
(UDIN 23106189BGVOQA9417)

Place: Ahmedabad
Date: May 05, 2023

Consolidated Balance Sheet as at March 31, 2023

(₹ in Crores)

Particulars				Note	As at 31/03/2023	As at 31/03/2022
I	**ASSETS**					
(1)	Non-current assets					
	(a)	Property, plant and equipment		3(A)	107.70	107.41
	(b)	Right-of-use asset		3(B)	31.13	29.73
	(c)	Goodwill		40	159.40	163.11
	(d)	Other intangible assets		3(C)	52.42	54.51
	(e)	Intangible assets under development		3(E)	0.24	0.34
	(f)	Financial Assets				
		(i)	Other investments	4	309.83	168.78
		(ii)	Other financial assets	5	0.96	0.65
	(g)	Deferred Tax Assets (Net)		19.2	19.56	6.35
	(h)	Other non-current assets		6	0.53	0.99
	Total Non-current assets				**681.77**	**531.87**
(2)	Current assets					
	(a)	Inventories		7	249.71	173.21
	(b)	Financial assets				
		(i)	Other investments	8	217.03	331.25
		(ii)	Trade receivables	9	115.21	207.69
		(iii)	Cash and cash equivalents	10(A)	53.66	63.91
		(iv)	Bank balances other than (iii) above	10(B)	3.06	3.64
		(v)	Other financial assets	11	5.98	7.03
	(c)	Current tax assets (Net)		25	0.82	0.07
	(d)	Other current assets		12	76.12	48.48
					721.59	835.28
	Assets classified as held for sale			43	0.02	-
	Total Current assets				**721.61**	**835.28**
	Total Assets				**1,403.38**	**1,367.15**
II	**EQUITY AND LIABILITIES**					
(1)	Equity					
	(a)	Equity share capital		13	13.99	13.99
	(b)	Other equity		14	866.92	825.48
	Equity attributable to owners of the Company				**880.91**	**839.47**
	Non-controlling interests			15	-	5.34
	Total Equity				**880.91**	**844.81**
(2)	Non-current liabilities					
	(a)	Financial liabilities				
		(i)	Borrowings	16	82.72	113.01
		(ii)	Lease liabilities	17	19.66	21.53
		(iii)	Other financial liabilities	17	0.53	0.54
	(b)	Provisions		18	10.43	9.54
	(c)	Deferred tax liabilities (Net)		19.1	9.32	14.39
	Total Non-current liabilities				**122.66**	**159.01**
(3)	Current liabilities					
	(a)	Financial liabilities				
		(i)	Borrowings	20	114.11	108.46
		(ii)	Lease liabilities	22	15.26	11.47
		(iii)	Trade payables			
			- total outstanding dues of micro enterprises and small enterprises	21	4.15	4.03
			- total outstanding dues of creditors other than micro enterprises and small enterprises	21	161.38	145.33
		(iv)	Other financial liabilities	22	4.40	4.86
	(b) Other current liabilities			23	79.96	71.31
	(c) Provisions			24	19.72	14.82
	(d) Current tax liabilities (Net)			25	0.83	3.05
	Total Current liabilities				**399.81**	**363.33**
	Total Liabilities				**522.47**	**522.34**
	Total Equity and Liabilities				**1,403.38**	**1,367.15**
See accompanying notes forming part of the consolidated financial statements				**1-52**		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the board

Kartikeya Raval
Partner

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Place : Ahmedabad
Date : May 05, 2023

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(₹ in Crores)

	Particulars	Note	Year Ended 31/03/2023	Year Ended 31/03/2022
I	Revenue from Operations	26	1,187.56	1,039.08
II	Other income	27	50.23	39.93
III	**Total Revenue (I + II)**		**1,237.79**	**1,079.01**
IV	**Expenses:**			
	Cost of materials consumed	28	177.01	198.00
	Purchase of stock-in-trade	29	565.96	413.15
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	(76.13)	(39.89)
	Employee benefits expense	31	124.01	115.87
	Finance costs	32	10.23	8.92
	Depreciation and amortisation expense	3	26.45	24.18
	Advertisement and Sales Promotion Expenses		79.07	45.65
	Other Expenses	33	179.25	145.61
	Total Expenses (IV)		**1,085.85**	**911.49**
V	**Profit Before Tax (III – IV)**		**151.94**	**167.52**
VI	Tax expense / (Benefits):			
	(1) Current tax	35.1	51.46	35.25
	(2) (Excess)/Short provision of tax relating to previous years	35.1	(0.05)	0.72
	(3) Net current tax		51.41	35.97
	(4) Deferred tax	35.1	(15.35)	10.69
	Net tax expense (VI)		36.06	46.66
VII	**Profit for the year (V - VI)**		**115.88**	**120.86**
VIII	**Other comprehensive income**			
	Items that will not to be reclassified to profit or loss :			
	(i) Remeasurements of the defined benefit plans	41	(0.47)	0.41
	(ii) Income tax effect on above	35.2	0.14	(0.13)
	Items that will be reclassified to profit or loss :			
	(i) Gain on Items designated as Fair Value Through Other Comprehensive Income	14.3	(9.77)	4.68
	(ii) Income tax effect on above	35.2	1.18	(0.55)
	Total other comprehensive income, net of tax (VIII)		**(8.92)**	**4.41**
IX	**Total comprehensive income for the year (VII+VIII)**		**106.96**	**125.27**
	Profit for the year attributable to			
	Owners of the Company		116.42	120.31
	Non Controlling Interests	15	(0.54)	0.55
			115.88	**120.86**
	Total comprehensive income for the year attributable to			
	Owners of the Company		107.50	124.72
	Non Controlling Interests	15	(0.54)	0.55
			106.96	**125.27**
X	Earnings per equity share of face value of ₹2/- each :			
	(1) Basic	34	16.64	17.20
	(2) Diluted	34	16.64	17.20
	See accompanying notes forming part of the consolidated Financial Statements	**1-52**		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the board

Kartikeya Raval
Partner

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Place : Ahmedabad
Date : May 05, 2023

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Consolidated Statement of Changes in Equity for the year ended March 31, 2023

A Equity Share Capital

	No. of Shares	Amount (₹ in Crores)
Balance as at April 01, 2021	**6,99,57,000**	**13.99**
Add: Issued during the year	-	-
Balance as at March 31, 2022	**6,99,57,000**	**13.99**
Add: Issued during the year	-	-
Balance as at March 31, 2023	**6,99,57,000**	**13.99**

B Other Equity

(₹ in Crores)

Particulars	Equity attributable to owners of the Company						Non-controlling interests	Total
	General Reserve	Capital Reserve	Reserve for Debt Instruments through Other Comprehensive Income	Translation Reserve	Retained Earnings	Total		
Balance as at April 01, 2021	**35.00**	**9.05**	**5.50**	**6.37**	**689.31**	**745.23**	**4.70**	**749.93**
Profit during the year	-	-	-	-	120.31	120.31	0.55	120.86
Other Comprehensive Income for the year, net of income tax	-	-	4.13	-	0.28	4.41	-	4.41
Total Comprehensive Income for the year	**-**	**-**	**4.13**	**-**	**120.59**	**124.72**	**0.55**	**125.27**
Translation Reserve Movement				4.50		4.50	0.08	4.58
Dividend on Equity Shares	-	-	-	-	(48.97)	(48.97)	-	(48.97)
Balance as at March 31, 2022	**35.00**	**9.05**	**9.63**	**10.87**	**760.93**	**825.48**	**5.33**	**830.81**
Profit during the year	-	-	-	-	116.42	116.42	(0.54)	115.88
Other Comprehensive Income for the year, net of income tax	-	-	(8.59)	-	(0.33)	(8.92)	-	(8.92)
Total Comprehensive Income for the year	**-**	**-**	**(8.59)**	**-**	**116.09**	**107.50**	**(0.54)**	**106.96**
Acquisition of Non-controlling interest	-	-	-	-	-	-	(4.59)	(4.59)
Translation Reserve Movement	-	-	-	4.48	-	4.48	(0.20)	4.28
Reclassification to Profit & Loss on disposal of Instruments designated as FVTOCI	-	-	(0.39)	-	-	(0.39)	-	(0.39)
Income tax on gain reclassified to profit or loss on sale of debt instruments at FVTOCI	-	-	0.05	-	-	0.05	-	0.05
Buyback Expenses	-	-	-	-	(0.28)	(0.28)	-	(0.28)
Gain/(Loss) on acquisition of Interest in Subsidiary	-	-	-	-	0.04	0.04	-	0.04
Dividend on Equity Shares	-	-	-	-	(69.96)	(69.96)	-	(69.96)
Balance as at March 31, 2023	**35.00**	**9.05**	**0.70**	**15.35**	**806.82**	**866.92**	**-**	**866.92**

See accompanying notes forming part of the consolidated financial statements
In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Kartikeya Raval
Partner

Place : Ahmedabad
Date : May 05, 2023

For and on behalf of the board

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Consolidated Statement of Cash Flows for the year ended March 31, 2023

(₹ in Crores)

	Particulars	Year Ended 31/03/2023		Year Ended 31/03/2022	
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit for the year	**115.88**		**120.86**	
	Adjustments For:				
	Income tax expenses recognised in profit or loss	36.06		46.66	
	Depreciation and amortization expenses	26.45		24.18	
	Finance costs recognised in profit or loss	10.23		8.92	
	Mark to Market Gain	(0.98)		(5.45)	
	Interest Income recognised in profit or loss	(19.81)		(8.91)	
	Net gain on disposal of instruments designated at FVTOCI	(0.52)		-	
	Net gain on disposal of instruments designated at FVTPL	(7.84)		(8.26)	
	Net gain on financial assets mandatorily measured at FVTPL	(7.96)		(9.21)	
	Loss on disposal of instruments measured at amortised cost	0.05		-	
	Adjustment on Foreign Currency Translation	7.22		2.24	
	Unrealised foreign exchange loss	(0.73)		2.22	
	Allowances for credit losses on trade receivables	3.09		(0.23)	
	Provision for impairment of Property, plant and equipment	0.64		-	
	Provisions / Liabilities no longer required written back	-		(3.79)	
	Receivables / Advances written off	-		0.17	
	(Gain)/Loss on disposal of property, plant and equipment	0.01		0.01	
	Operating Profit Before Working Capital Changes	**161.79**		**169.41**	
	Movements in working capital:				
	(Increase)/Decrease in trade and other receivables	89.73		(43.95)	
	Increase in inventories	(76.50)		(54.84)	
	Increase in other assets	(25.98)		(5.94)	
	Decrease in trade payables	16.72		17.65	
	Decrease in other liabilities	8.35		7.78	
	Decrease in provisions	5.32		3.15	
	Cash Generated from Operations	**179.43**		**93.26**	
	Income taxes paid	(54.38)		(36.42)	
	Net Cash Generated by Operating Activities (A)		**125.05**		**56.84**
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Payments for property, plant and equipment, intangible assets and capital advances	(11.22)		(9.25)	
	Proceeds from disposal of property, plant and equipment	0.34		0.22	
	Interest received	23.95		9.52	
	Net payments to mutual funds	120.19		16.64	
	Payments to acquire financial assets	(519.27)		(31.37)	
	Proceeds on sale of financial assets	374.60		20.52	
	Net Cash Generated / (Used) in Investing Activities (B)		**(11.41)**		**6.28**

Consolidated Statement of Cash Flows for the year ended March 31, 2023

(₹ in Crores)

Particulars	Year Ended 31/03/2023		Year Ended 31/03/2022	
C CASH FLOW FROM FINANCING ACTIVITIES				
Dividend paid on equity shares	(70.31)		(49.56)	
Payment for acquisition of non-controlling interests	(4.26)		-	
Payments on lease liabilities	(14.29)		(12.76)	
Proceeds from/ (Repayment of) borrowings	(24.64)		37.48	
Finance cost paid	(10.23)		(8.92)	
Net Cash Used in Financing Activities (C)		**(123.73)**		**(33.76)**
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)		**(10.09)**		**29.36**
Effect of exchange differences on translation of foreign currency cash and cash equivalents		**(0.16)**		**-**
Cash & Cash Equivalents at the beginning of the year		**63.91**		**34.55**
Cash & Cash Equivalents at the end of the year		**53.66**		**63.91**
Cash on Hand		**0.50**		**0.50**
Balances with Schedule Bank in Current Account		**37.66**		**63.41**
Balances with Schedule Bank in Deposit Account		**15.50**		**-**
Cash & Cash Equivalents included in Note no.10		**53.66**		**63.91**

Summary of significant accounting policies refer note 2

Notes to Statement of Cash Flows:

1. The Consolidated Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of Cash Flows notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).
2. Disclosure with regards to changes in liabilities arising from Financing activities as set out in Ind AS 7 – Statement of Cash flows is presented under note (22).

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

For and on behalf of the board

Kartikeya Raval
Partner

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Place : Ahmedabad
Date : May 05, 2023

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Notes forming part of the Consolidated Financial Statements

(1) Corporate Information

Symphony Limited ("the Parent Company"), a premier air cooling company was established in the year 1988. The Parent Company and its subsidiaries (together the parent company and its subsidiaries constitute "the Group") are in the field of residential, commercial and industrial air cooling and other appliances both in the domestic and international markets. The addresses of the registered offices and principal place of business are disclosed under corporate information in the annual report.

(2-A) Significant Accounting Policies

i) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

ii) Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and disclosure purposes in these consolidated financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

iii) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. The Goodwill is determined separately for each subsidiary company and such amounts are not set off between different entities.

Following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Sr. No.	Name of Subsidiary Company	Country of Incorporation	Extent of Holding/ Voting Power (%) as on March 31, 2023
1	IMPCO S DE RL DE C V.	Mexico	100
2	Guangdong Symphony Keruilai Air Coolers Co., Limited	China	100
3	Symphony AU Pty. Limited	Australia	100 (w.e.f. October 01, 2022) 95 (Upto September 30, 2022)
4	Climate Technologies Pty. Limited	Australia	100 (w.e.f. October 01, 2022) 95 (Upto September 30, 2022)
5	Bonaire USA LLC	USA	100 (w.e.f. October 01, 2022) 95 (Upto September 30, 2022)
6	Symphony Climatizadores Ltda	Brazil	100

Notes forming part of the Consolidated Financial Statements

iv) Use of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

v) Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

vi) Revenue Recognition

a) Revenue from contracts with customer

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

b) Customer loyalty programme

The Group has a loyalty points programme, reward Points, which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer.

A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative standalone selling price and recognised as a contract liability until the points are redeemed. Revenue is recognised upon redemption of products by the customer.

When estimating the standalone selling price of the loyalty points, the Group considers the likelihood that the customer will redeem the points. The Group updates its estimates of the points that will be redeemed on a annual basis and any adjustments to the contract liability balance are charged against revenue.

c) Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

vii) Leases

Effective from April 01, 2019, the Group adopted 'Ind AS 116 – Leases' and applied the Standard to all lease contracts existing as on April 01, 2019 using the modified retrospective method on the date of initial application i.e. April 01, 2019.

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

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and 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. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

viii) Foreign currencies

In preparing the consolidated financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-

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monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated

Exchange differences on monetary items are recognised in the statement of profit or loss in the period in which they arise.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

ix) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

x) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

xi) Employee Benefits

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the Group can no longer withdraw the offer of the termination benefit and when the Group recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

xii) Taxation

Income tax expense represents the sum of the current tax payable and deferred tax.

Current tax

The current tax payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

xiii) Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Freehold land is not depreciated.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. 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.

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

Useful lives of tangible assets

Estimated useful lives of the Property, plant and equipment are as per Schedule II of Companies Act, 2013 which are as follows:

Buildings	10-60 years
Plant & Machinery	5-20 years
Vehicles / Transportation equipments	4-8 years
Furniture and fixtures, Computers & Office Equipment	3-10 years

Capital work in progress is stated at cost less accumulated impairment loss, if any.

xiv) Intangible Fixed Assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Internally-generated intangible assets - research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of profit or loss when the asset is derecognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as per Schedule II of Companies Act, 2013 which are as follows:

Software	6 years
Trademarks	5 years
Designs	5 years
Copy Rights	5 years

xv) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the

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asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit or loss.

xvi) Inventories

Raw materials and traded goods are valued at lower of cost or net realizable value. The costs of these items of inventory comprises of cost of purchase and other incidental costs incurred to bring the inventories to their present location and condition. However, raw materials are written down below cost only when the finished product to which they belong are written down below cost and the replacement cost of that raw material is lower than cost. Cost of raw materials and traded goods are determined on "Moving Average" basis.

Work-in-process and Finished goods are valued at lower of cost or net realizable value. The cost includes direct materials, labour, other direct costs and related production overheads based on normal operating capacity. Cost is determined on "Moving Average" basis.

xvii) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

xviii) Warranties

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the Group's obligation.

xix) Borrowing costs

All borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest on Borrowing is calculated using Effective Interest Rate (EIR) method and is recognised in profit or loss

xx) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker. The Core Management Committee examines performance both from a product as well as from a geographical perspective and has identified two operative reportable segments from which significant risks and rewards are derived viz. "Air Cooling and Other Appliances" and "Corporate Funds".

xxi) Financial instruments

Financial assets and financial liabilities are recognised when a Group entity becomes a party to the contractual provisions of the instruments.

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

xxii) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

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

The Group intends to hold its investment in open ended target maturity funds (i.e. exchange traded funds/ ETF and index funds) till maturity. It may be noted that these funds have a pre-determined maturity date. These funds follow a passive buy and hold strategy; in which the existing underlying investment bonds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements as stated in the scheme document. In our view, such strategy mitigates intermittent price volatility in open ended target maturity funds' underlying investments; and investors who remain invested until maturity are expected to mitigate the market/volatility risk to a large extent. These funds can invest only in plain vanilla INR bonds with fixed coupon and maturity; and cannot invest in floating rate bonds. Based on this,

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the Group believes that the investments in open ended target maturity funds meet the requirements of SPPI test as per the requirements of Ind AS 109.

For the impairment policy on financial assets measured at amortised cost, refer paragraph on Impairment of financial assets.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (FVTOCI):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to statement of profit or loss.

For the impairment policy on debt instruments at FVTOCI, refer paragraph on Impairment of financial assets.

All other financial assets are subsequently measured at fair value through profit and loss (FVTPL).

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

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Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

xxiii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Group entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

xxiv) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

xxv) Earnings per Share

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

xxvi) Statement of Cash Flows

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

xxvii) Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(2-B) Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these

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assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets (including goodwill)

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill with indefinite useful lives recognised by the Group. The key assumptions used to determine the recoverable amount for the CGU, are disclosed and further explained in note 40.

Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the credits can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Further details on taxes are disclosed in note 19.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The underlying bonds are further reviewed for quality.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. Further details about gratuity obligations are given in note 41.

Fair value measurement

In measuring the fair value of certain assets and liabilities for financial reporting purpose, the Group uses market observable data to the extent available. Where such Level 1 inputs are not available, the Group establish appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 47 for further disclosures.

Customer loyalty programme

The Group has a loyalty points programme, reward Points, which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer.

A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative standalone selling price and recognised as a contract liability until the points are redeemed. Revenue is recognised upon redemption of products by the customer.

When estimating the standalone selling price of the loyalty points, the Group considers the likelihood that the customer will redeem the points. The Group updates its estimates of the points that will be redeemed on a annual basis and any adjustments to the contract liability balance are charged against revenue.

Depreciation/ amortisation and useful lives of property plant and equipment/ intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortisation for future periods is revised if there are significant changes from previous estimates.

(2-C) Recent accounting pronouncements

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 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Notes forming part of the Consolidated Financial Statements

(3) Property, Plant and Equipment, Capital Work-In-Progress & Other Intangible Assets

(₹ in Crores)

	Plant Property Equipment								Right-of-use asset (B)	Other Intangible Assets					Total (C)	Capital WIP (D)	Intangible assets under development (E)
	Free Hold Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equip-ments	Comput-ers	Total (A)		Software	Trademarks	Patents	Designs	Copy Rights			
Gross Block																	
As at 01/04/2021	**19.63**	**18.57**	**102.87**	**5.42**	**7.02**	**4.67**	**2.88**	**161.06**	**53.08**	**12.40**	**52.61**	**17.89**	**0.01**	**0.00**	**82.91**	**0.46**	**0.02**
Additions	-	0.02	10.23	0.09	-	0.32	0.41	**11.07**	**10.64**	0.93	-	-	-	-	**0.93**	**6.45**	**0.92**
Disposals	-	-	2.32	-	0.53	0.04	0.50	**3.39**	-	-	-	-	-	-	-	**6.91**	**0.60**
Foreign Currency Translation	-	0.05	1.72	0.03	0.05	0.20	0.07	**2.12**	**0.93**	0.24	0.71	1.14	-	-	**2.09**	-	-
As at 31/03/2022	**19.63**	**18.64**	**112.50**	**5.54**	**6.54**	**5.15**	**2.86**	**170.86**	**64.65**	**13.57**	**53.32**	**19.03**	**0.01**	**0.00**	**85.93**	-	**0.34**
Additions	-	0.84	9.56	0.04	0.20	0.05	0.44	**11.13**	**17.34**	0.47	-	-	-	-	**0.47**	**4.31**	**0.27**
Disposals	-	0.04	1.78	-	0.37	-	0.20	**2.39**	**4.99**	-	-	-	-	-	-	**4.31**	**0.37**
Foreign Currency Translation	-	0.30	1.30	0.05	0.20	(0.01)	0.08	**1.92**	**0.21**	0.12	(1.21)	0.10	-	-	**(0.99)**	-	-
As at 31/03/2023	**19.63**	**19.74**	**121.58**	**5.63**	**6.57**	**5.19**	**3.18**	**181.52**	**77.21**	**14.16**	**52.11**	**19.13**	**0.01**	**0.00**	**85.41**	-	**0.24**
Accumulated Depreciation and Amortization																	
As at 01/04/2021	-	**4.30**	**39.57**	**2.44**	**2.86**	**4.31**	**2.34**	**55.82**	**21.07**	**7.83**	**2.34**	**17.83**	**0.01**	**0.00**	**28.01**	-	-
Depreciation and Amortization For The Year	-	0.39	7.37	0.46	0.61	0.17	0.24	**9.24**	**12.95**	1.88	0.02	0.06	-	-	**1.96**	-	-
Eliminated on disposals of assets	-	0.00	2.15	-	0.49	0.04	0.49	**3.17**	-	-	-	-	-	-	-	-	-
Foreign Currency Translation	-	0.01	1.23	0.01	0.06	0.20	0.05	**1.56**	**0.90**	0.18	0.14	1.13	-	-	**1.45**	-	-
As at 31/03/2022	-	**4.70**	**46.02**	**2.91**	**3.04**	**4.64**	**2.14**	**63.45**	**34.92**	**9.89**	**2.50**	**19.02**	**0.01**	**0.00**	**31.42**	-	-
Depreciation and Amortization For The Year	-	0.43	8.13	0.45	0.62	0.15	0.33	**10.11**	**14.93**	1.41	-	-	-	-	**1.41**	-	-
Eliminated on disposals of assets	-	0.02	0.94	-	0.25	-	0.17	**1.38**	**4.13**	-	-	-	-	-	-	-	-
Foreign Currency Translation	-	0.07	1.24	0.04	0.20	0.01	0.08	**1.64**	**0.36**	0.05	0.01	0.10	-	-	**0.16**	-	-
As at 31/03/2023	-	**5.18**	**54.45**	**3.40**	**3.61**	**4.80**	**2.38**	**73.82**	**46.08**	**11.35**	**2.51**	**19.12**	**0.01**	**0.00**	**32.99**	-	-
Net Block																	
As at 31/03/2022	**19.63**	**13.94**	**66.48**	**2.63**	**3.50**	**0.51**	**0.72**	**107.41**	**29.73**	**3.68**	**50.82**	**0.01**	-	-	**54.51**	-	**0.34**
As at 31/03/2023	**19.63**	**14.56**	**67.13**	**2.23**	**2.96**	**0.39**	**0.80**	**107.70**	**31.13**	**2.81**	**49.60**	**0.01**	-	-	**52.42**	-	**0.24**

During the current year disposals / adjustments of Plant & Machinery includes provision made for impairment of Moulds of ₹0.64 crores which are not in use.

Notes forming part of the Consolidated Financial Statements

(3) Property, Plant and Equipment, Capital Work-In-Progress & Other Intangible Assets (Contd.)

Intangible assets under development Ageing

(₹ in Crores)

Intangible assets under development	As at March 31, 2023 Amount in Intangible assets under development for a period of					As at March 31, 2022 Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	0.24	-	-	-	0.24	0.34	-	-	-	0.34
Total	**0.24**	**-**	**-**	**-**	**0.24**	**0.34**	**-**	**-**	**-**	**0.34**

There are no projects which are temporarily suspended

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan

(4) Non-Current Investments

(₹ in Crores)

Particulars	As at 31/03/2023		As at 31/03/2022	
Unquoted Investments	**Nos.**		**Nos.**	
Other Investments				
Investment in Mutual Funds at amortised cost				
Aditya Birla Sun Life Nifty SDL Plus PSU Bond Sep 2026 60:40 Index Fund-DG	**2,53,14,934**	26.48	**-**	-
Bharat Bond ETF - April 2030-DG	**2,00,357**	25.02	**-**	-
DSP Nifty SDL Plus G-Sec Jun 2028 30:70 Index Fund-DG	**3,35,75,678**	35.02	**-**	-
HDFC Nifty G-Sec Jun 2027 Index Fund-DG	**1,95,72,515**	20.00	**-**	-
Kotak Nifty SDL Apr 2027 Top 12 Equal Weight Index Fund-DG	**2,57,42,184**	26.49	**-**	-
Bharat Bond FoF - April 2030-DG	**3,33,10,997**	41.68	**-**	-
Nippon India Nifty G-Sec Sep 2027 Maturity Index Fund-DG	**98,11,415**	10.00	**-**	-
SBI CRISIL IBX Gilt Index - April 2029 Fund-DG	**3,35,80,804**	35.02	**-**	-
Sub Total (A)		**219.71**		**-**

Notes forming part of the Consolidated Financial Statements

(4) Non-Current Investments (Contd.)

(₹ in Crores)

Particulars	As at 31/03/2023		As at 31/03/2022	
Other Investments				
In fully paid up bonds at FVTOCI				
Tax Free Bond of HUDCO Ltd. 7.39% 08-02-2031	**86,477**	9.52	**86,477**	10.43
Tax Free Bond of HUDCO Ltd. 7.39% 15-03-2031	**1,00,000**	10.86	**1,00,000**	12.19
Tax Free Bond of IRFC Ltd. 7.35% 22-03-2031	**30,000**	3.40	**30,000**	3.65
Tax Free Bond of IRFC Ltd. 7.28% 21-12-2030	**24,157**	2.77	**24,157**	4.23
Tax Free Bond of NABARD 7.35% 23-03-2031	**1,20,000**	13.56	**1,20,000**	15.24
Tax Free Bond of NHAI 7.28% 18-09-2030	**100**	10.48	**100**	11.79
Tax Free Bond of NHAI 8.30% 25-01-2027	**50,000**	5.49	**50,000**	6.08
Tax Free Bond of NHAI 8.50% 05-02-2029	**75,000**	8.49	**75,000**	9.13
Tax Free Bond of NHAI 7.39% 09-03-2031	**1,10,000**	12.66	**1,10,000**	13.39
Tax Free Bond of NHB 8.46% 30-08-2028	**-**	-	**100**	12.08
Tax Free Bond of NTPC Ltd. 7.37% 05-10-2035	**60,000**	7.16	**60,000**	7.69
Tax Free Bond of REC Ltd. 8.46% 24-09-2028	**50,000**	5.73	**50,000**	6.50
In fully paid non convertible debentures at FVTOCI				
HDFC Ltd 5.40% NCD	-	-	**250**	24.99
In fully paid non convertible debentures at FVTPL				
REC Ltd-5.36% MLD	-	-	**150**	16.50
ASEEM INFRA LTD MLD	-	-	**148**	14.89
Sub Total (B)		**90.12**		**168.78**
Total (A+B)		**309.83**		**168.78**
Aggregate carrying value of quoted investments		**90.12**		**168.78**
Aggregate market value of quoted investments		**90.12**		**168.78**
Aggregate carrying value of unquoted investments		**219.71**		**-**

For category-wise classification of Non-Current Investments Refer note 46.

i) The Group has pledged tax free bonds worth ₹ Nil (Previous year ₹100.32 crores) out of the above mentioned investments in favour of Standard Chartered Bank, India towards issuance of standby letter of credit upto ₹71.69 crores (Previous year ₹73.46 crores) as security in respect of working capital facility availed by Climate Technologies Pty. Limited, Australia (Wholly owned subsidiary of Symphony AU Pty. Limited, Australia) (Refer note no. 8 & 20).

ii) The Group has pledged units of mutual funds worth ₹21.14 crores (Previous year NCD of HDFC Ltd worth ₹20.99 crores) out of the above mentioned investments in favour of ICICI Bank as security in respect of working capital facility availed by the Parent Company (Refer note no. 20).

iii) The Group has pledged pledged units of mutual funds worth ₹31.83 crores (Previous year ₹ Nil) out of the above mentioned investments in favour of HDFC Bank as security in respect of working capital facility of ₹39 crores (Previous year ₹ Nil) sanctioned by the bank.

Notes forming part of the Consolidated Financial Statements

(5) Other Non-Current Financial Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Balance held as Margin Money*	0.07	0.07
Deposit Others	0.89	0.58
	0.96	**0.65**

(6) Other Non-Current Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Unsecured, considered good		
Capital advances	0.44	0.79
Prepaid expenses	0.07	0.18
Balance with statutory / government authorities	0.02	0.02
	0.53	0.99

(7) Inventories

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Raw materials (Including Packing Material) (Including Goods in Transit ₹0.26 crores, Previous year ₹0.02 crores)	46.52	46.15
Work-in-Progress	0.78	0.79
Finished Goods (Including Goods in Transit ₹0 crores, Previous year ₹4.9 crores)	25.99	23.96
Stock-In-Trade (Including Goods in Transit ₹12.31 crores, Previous year ₹37.92 crores)	176.42	102.31
	249.71	**173.21**

During the year no write down of inventory was recognised (Previous year ₹ Nil)

(8) Other Investments

(₹ in Crores)

Particulars	As at 31/03/2023		As at 31/03/2022	
Current Investments	Nos.		Nos.	
Quoted Investments				
In fully paid non convertible debentures at FVTPL				
Mindspace Business Parks REIT MLD	**-**	-	**100**	11.05
Shriram City Union Finance Limited MLD 8.65%	**-**	-	**150**	16.70
In fully paid non convertible debentures at FVTOCI				
HDFC Ltd 5.40% NCD	**200**	19.79	**-**	-
Sub Total (A)		**19.79**		**27.75**

Notes forming part of the Consolidated Financial Statements

(8) Other Investments (Contd.)

(₹ in Crores)

Particulars	As at 31/03/2023		As at 31/03/2022	
Unquoted Investments				
Investment in Mutual Funds at FVTPL				
BBVA BANCOMER S.A.-BMRGOBP Series E	**-**	-	**1,10,356**	0.59
Aditya Birla Sun Life- Arbitrage Fund-DG	**-**	-	**37,45,923**	8.52
Axis Arbitrage Fund-DG	**35,97,848**	6.15	**55,61,817**	9.00
Edelweiss Arbitrage Fund-DG	**40,11,215**	7.00	**-**	-
Edelweiss Arbitrage Fund-G	**3,09,826**	0.51	**-**	-
Invesco India Arbitrage Fund-DG	**69,15,572**	20.02	**36,93,669**	10.04
Invesco India Arbitrage Fund-G	**1,88,546**	0.51	**-**	-
Nippon India Arbitrage Fund-G	**2,24,989**	0.51	**-**	-
Nippon India Arbitrage Fund-DG	**1,73,78,290**	41.95	**1,09,80,739**	25.07
Tata Arbitrage Fund-DG	**2,50,23,449**	31.73	**3,62,74,958**	43.48
ICICI Prudential Corporate Bond Fund-DG	**78,92,245**	20.54	**78,92,245**	19.40
DSP Floater Fund-DG	**-**	-	**49,73,441**	5.22
HDFC Ultra Short Term Fund-DG	**-**	-	**35,68,733**	4.43
Bandhan Banking & PSU Debt Fund-DG	**-**	-	**1,01,50,181**	20.71
Bandhan Corporate Bond Fund-DG	**1,71,71,863**	28.51	**1,71,71,863**	27.54
Kotak Floating Rate Fund-DG	**-**	-	**1,33,118**	16.34
Kotak Savings Fund-DG	**-**	-	**60,49,099**	21.80
HSBC Corporate Bond Fund-DG	**17,14,151**	11.15	**17,14,151**	10.78
Nippon Banking & PSU Debt Fund-DG	**1,59,23,161**	28.66	**1,59,23,161**	27.47
Nippon India Floating Rate Fund-DG	**-**	-	**54,27,661**	20.49
Aditya Birla Sun Life Saving Fund-G	**-**	-	**2,19,346**	9.77
Axis Ultra Short Term Fund-DG	**-**	-	**78,32,381**	9.77
SBI Floating Rate Fund-DG	**-**	-	**96,37,794**	10.27
Trust Liquid Fund-DG	**-**	-	**27,264**	2.81
Sub Total (B)		**197.24**		**303.50**
Total (A+B)		**217.03**		**331.25**
Aggregate carrying value of quoted investments		**19.79**		**27.75**
Aggregate market value of quoted investments		**19.79**		**27.75**
Aggregate carrying value of unquoted investments		**197.24**		**303.50**

For category-wise classification of Current Investments Refer note 46.

i) The Group has pledged units of mutual funds worth ₹ Nil (Previous year ₹10.78 crores) out of the above mentioned investments in favour of Standard Chartered Bank, India towards issuance of standby letter of credit upto ₹71.69 crores (Previous year ₹73.46 crores) as security in respect of working capital facility availed by Climate Technologies Pty. Limited, Australia (Wholly owned subsidiary of Symphony AU Pty. Limited, Australia) (Refer note no. 4 & 20).

(8) Other Investments (Contd.)

ii) The Group has pledged units of mutual funds worth ₹63.69 crores (Previous year ₹61.17 crores) out of the above mentioned investments in favour of Standard Chartered Bank, UK as collateral in respect to acquisition loan availed by Symphony AU Pty Limited, Australia as per terms of the amendment and restatement agreement with the Bank.

(9) Trade Receivables

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Considered good - Unsecured	127.12	217.18
Less : Allowances for expected credit loss	(11.91)	(9.49)
Considered good - Unsecured	**115.21**	**207.69**
Credit impaired	1.08	0.41
Less : Allowances for credit impaired	(1.08)	(0.41)
Credit impaired	-	-
	115.21	**207.69**

Movement in Allowance for credit loss

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Balance at beginning of the year	9.90	10.13
Allowance for credit impairment during the year	3.26	0.51
Trade receivables written off during the year	(0.17)	(0.74)
Balance at end of the year	**12.99**	**9.90**

The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

Trade receivables ageing schedule for March 31, 2023 is as below

Sr No	Particulars	Outstanding for following periods from due date of payment						Total
		Not Due	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables - Considered good	104.84	4.73	2.99	0.46	11.40	2.70	**127.12**
2	Undisputed Trade receivables - credit impaired	-	-	0.46	0.57	0.00	0.00	**1.03**
3	Disputed Trade receivables - credit impaired	-	-	-	0.04	0.01	0.00	**0.05**
	Total	**104.84**	**4.73**	**3.45**	**1.07**	**11.41**	**2.70**	**128.20**
	Less: Allowance for credit loss							**12.99**
	Total Trade Receivables							**115.21**

Notes forming part of the Consolidated Financial Statements

(9) Trade Receivables (Contd.)

Trade receivables ageing schedule for March 31, 2022 is as below

Sr No	Particulars	Outstanding for following periods from due date of payment						Total
		Not Due	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables - Considered good	179.27	24.91	1.07	11.93	0.00	0.00	**217.18**
2	Undisputed Trade receivables - credit impaired	-	-	-	0.32	-	-	**0.32**
3	Disputed Trade receivables - credit impaired	-	0.00	0.01	0.04	0.04	0.00	**0.09**
	Total	**179.27**	**24.91**	**1.08**	**12.29**	**0.04**	**0.00**	**217.59**
	Less: Allowance for credit loss							**9.90**
	Total Trade Receivables							**207.69**

Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.

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

(10) Cash & Cash Equivalents

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Cash and Cash Equivalents		
Cash on Hand	0.04	0.07
Balance with employees Imprest account	0.46	0.43
Balance with banks in current accounts	37.66	63.41
Balance with banks in deposit accounts	15.50	-
Sub Total (A)	**53.66**	**63.91**
Other Bank Balances		
In Earmarked Accounts		
Unpaid Dividend Accounts (Refer note no. 22)*	2.78	3.13
Margin Accounts**	0.28	0.22
Unpaid CSR Accounts	-	0.29
Sub Total (B)	**3.06**	**3.64**
Total (A+B)	**56.72**	**67.55**

*The Group can utilise this balances only towards settlement of Unpaid dividend.

** This amount includes ₹0.02 cr. fixed deposit given to VAT/CST authority, India and ₹0.26 cr. to Bajio Bank, Mexico for forex hedge facility.

Notes forming part of the Consolidated Financial Statements

(11) Other Financial Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Export Incentive Receivable	0.40	1.88
Derivative Assets	5.53	4.66
Others	0.05	0.49
	5.98	**7.03**

(12) Other Current Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Advance for supply of goods and rendering of services		
Unsecured, considered good	54.43	31.75
Unsecured, considered doubtful	0.16	0.82
Less: Provision for doubtful Advances	(0.16)	(0.82)
Advances Others*	1.18	-
Prepaid expenses	2.35	2.32
Balance with statutory / government authorities	18.16	14.41
	76.12	**48.48**

* Advances Others include amount paid to SEBI for Buyback fees.

(13) Equity Share Capital

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Authorised :		
7,50,00,000 Equity Shares of ₹2/- each	**15.00**	**15.00**
Issued, Subscribed & Paid up :		
6,99,57,000 (Previous year: 6,99,57,000) Equity Shares of ₹2/- each fully paid up	**13.99**	**13.99**
	13.99	**13.99**

The Parent Company has only one class of shares referred to as equity shares having a par value of ₹2/-, rank pari passu in all respects including voting rights and entitlement to dividend.

The Parent Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors of the Parent Company is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive assets of the Company of the Parent Company remaining after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes forming part of the Consolidated Financial Statements

(13) Equity Share Capital (Contd.)

The details of shareholder holding more than 5% shares as at March 31, 2023 is set out below

Name of the shareholder	No. of shares	% held as at March 31, 2023	No. of shares	% held as at March 31, 2022
Mr. Achal A. Bakeri	2,92,61,600	41.83%	2,92,61,600	41.83%
Ms. Rupa A. Bakeri	70,92,940	10.14%	70,92,940	10.14%
Sanskrut Tradecom Private Limited	1,24,83,200	17.84%	1,24,83,200	17.84%
Axis Mutual Fund Trustee Limited	22,39,466	3.20%	36,73,086	5.25%

Shareholding of Promoters

Name of the Promoters	As at 31/03/2023		As at 31/03/2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Achal Anil Bakeri	2,92,61,600	41.83%	2,92,61,600	41.83%
Change during the year	-	-	-	-

For the purpose of this disclosure, definition of promoter as per the Companies Act, 2013 has been considered.

The reconciliation of the number of shares outstanding as at March 31, 2023 is set out below

Particulars	As at 31/03/2023		As at 31/03/2022	
	No. of Shares	Amount (₹ in Crores)	No. of Shares	Amount (₹ in Crores)
Opening Balance	6,99,57,000	13.99	6,99,57,000	13.99
Add: Issued during the year	-	-	-	-
Closing Balance	**6,99,57,000**	**13.99**	**6,99,57,000**	**13.99**

(14) Other Equity

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
General Reserve (Refer note no. 14.1)	35.00	35.00
Capital Reserve (Refer note no. 14.2)	9.05	9.05
Reserve for Debt Instruments through Other Comprehensive Income (Refer note no. 14.3)	0.70	9.63
Translation Reserve (Refer note no. 14.4)	15.35	10.87
Retained Earnings (Refer note no. 14.5)	806.82	760.93
	866.92	**825.48**

(14) Other Equity (Contd.)

14.1 General Reserve

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Closing balance	**35.00**	**35.00**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

14.2 Capital Reserve

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Closing balance	**9.05**	**9.05**

14.3 Reserve for Debt Instruments through Other Comprehensive Income

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Opening balance	9.63	5.50
Net fair value gain on investments in debt instruments at FVTOCI	(9.77)	4.68
Income tax on net fair value gain on investments in debt instruments at FVTOCI	1.18	(0.55)
Cumulative gain reclassified to profit or loss on sale of debt instruments at FVTOCI	(0.39)	-
Income tax on gain reclassified to profit or loss on sale of debt instruments at FVTOCI	0.05	-
Closing balance	**0.70**	**9.63**

This reserve represents the cumulative gains and losses arising on the revaluation of debt instruments measured at fair value through other comprehensive income that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those assets have been disposed of or impairment losses on such instruments.

14.4 Translation Reserve

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Opening balance	11.36	6.78
Movement during the year	3.99	4.58
Closing balance	**15.35**	**11.36**

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly and accumulated in the foreign currency translation reserve.

Notes forming part of the Consolidated Financial Statements

(14) Other Equity (Contd.)

14.5 Retained Earnings

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Opening balance	760.93	689.31
Profit for the year	116.42	120.31
Other Comprehensive income arising from remeasurement of defined benefit obligation net of income tax	(0.33)	0.28
Gain/(Loss) on acquisition of Interest in Subsidiary	0.04	-
Buyback Expenses	(0.28)	-
Dividend on Equity Shares	(69.96)	(48.97)
Closing balance	**806.82**	**760.93**

The Board of Directors have recommended a final dividend of ₹1/- (50%) per equity share of ₹2/- each amounting to ₹6.90 cr.(on post buy-back paid up share capital) for FY 22-23. The total dividend for FY 22-23 aggregates to ₹5/- (250%) per equity share of ₹2/- each amounting to ₹34.88 cr. which includes two interim dividends of ₹4/- (200%) per equity share paid during the year. The final dividend is subject to approval by shareholders at the ensuing Annual General Meeting of the Group.

The Board of Directors of the Company at its meeting held on February 08, 2023 and the shareholders by way of postal ballot on March 15, 2023 approved the buy back of the Company's fully paid shares of the face value of ₹2/- each from its shareholder/beneficial owners of equity shares of the Company including promoter of the Company as on the record date i.e. March 29, 2023, on a proportionate basis through the "tender offer" route at a price of ₹2,000/- per share up to 10,00,000 equity shares being 1.43% of the total paid up equity share capital for an aggregate amount not exceeding ₹200 crores (excluding buyback tax and other incidental expenses). The company dispatched the Letter of Offer for the Buyback to the eligible shareholders on April 25, 2023. The Company has opened the buy back offer on May 03, 2023 and it will be closed on May 17, 2023.

The portion of profits not distributed among the shareholders are termed as retained earnings. The Group may utilise the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Group.

(15) Non-Controlling Interests

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Opening balance	5.34	4.71
Profit for the year	(0.54)	0.55
Translation Reserve	(0.20)	0.08
Acquisition of Non-controlling interest	(4.60)	-
Closing balance	**-**	**5.34**

The Parent Company has acquired 920,000 ordinary shares of Symphony AU Pty Limited (representing 5% of balance share capital) at a consideration of AUD 800,000 (₹4.258 crore) from its erstwhile shareholder thereby making Symphony AU Pty Limited, Australia a wholly owned subsidiary (100% shareholding) of the Parent Company w.e.f. October 01, 2022. Accordingly, Climate Technologies Pty Limited, Australia has become a wholly owned first level step down subsidiary and Bonaire USA LLC, USA becomes a wholly owned second level step-down subsidiary of the Parent Company.

Notes forming part of the Consolidated Financial Statements

(16) Non-Current Borrowings

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Secured		
Loan from Bank	82.72	113.01
	82.72	**113.01**

This represents loan taken from Standard Chartered Bank in Australian dollars for acquisition of subsidiary company in Australia. The loan is repayable in six half yearly equal installment of AUD 2.5 Millions starting from July 2022 and balance amount of AUD 10 Millions is repayable in July 2025. The loan is secured by pledge of 17,480,000 (previous year 17,480,000) ordinary shares having FV of AU$ 1 each of Symphony AU Pty. Limited, Australia held by Symphony Limited, India and Corporate Guarantee of ₹151.65 crores ((Previous year ₹155.39 crores) issued by Symphony Limited, India in favour of Standard Chartered Bank, UK and mutual fund units worth ₹63.69 crores (Previous year ₹61.17 crores) held by Symphony Limited pledged in favour of Standard Chartered Bank, UK.

The Group has not defaulted on any loans payable.

(17) Other Non-Current Financial Liabilities

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Lease liabilities	19.66	21.53
Trade Deposits	0.53	0.54
	20.19	**22.07**

(18) Long-Term Provisions

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Provision for		
Employee benefits (Refer note (i) below)	6.22	5.27
Warranty (Refer note (ii) below)	4.21	4.27
	10.43	**9.54**

(i) The provision for employee benefits includes gratuity, seniority premium, leave encashment and pension plan. For detailed disclosures, refer note no. 41.

(ii) The provision for warranty claims represents the present value of the Management's best estimate of the future outflow of economic benefits that will be required under the Group's obligations for warranties under local sale of goods legislation. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality. For movement refer note 24(ii).

Notes forming part of the Consolidated Financial Statements

(19.1) Deferred Tax Liabilities/(Assets) (Net)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
(i) Property, plant and equipment and intangible assets	7.07	6.85
(ii) Financial Assets at FVTOCI	0.04	1.28
(iii) Financial Assets at FVTPL	4.34	3.41
(iv) Derivative Assets	0.07	0.02
(v) Financial Liabilities measured on inception	-	0.10
(vi) Impairment allowance on financial assets	(0.39)	(0.39)
(vii) Provision for doubtful advances	(0.42)	(0.35)
(viii) Carry forward tax losses	(1.39)	(1.60)
Deferred Tax Liabilities (Net)	**9.32**	**9.32**

(19.2) Deferred Tax Liabilities/(Assets) (Net)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
(i) Property, plant and equipment and intangible assets	23.42	22.17
(ii) Tax effect on non deductible expenses	(15.12)	(12.71)
(iii) Carry forward tax losses	(26.31)	(7.92)
(iv) Others	(1.55)	(2.83)
Deferred Tax Assets (Net)	**(19.56)**	**(1.29)**

Movement of Deferred Tax Liabilities / Assets

For the year ended March 31, 2023 Deferred Tax Liabilities (Net) in Relation to:

(₹ in Crores)

Particulars	Opening Balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Reclassified from Other Equity to Profit or Loss	Closing Balance
(i) Property, plant and equipment and intangible assets	6.85	0.22	-	-	7.07
(ii) Financial Assets at FVTOCI	1.28	(0.01)	(1.18)	(0.05)	0.04
(iii) Financial Assets at FVTPL	3.41	0.93	-	-	4.34
(iv) Derivative Assets	0.02	0.05	-	-	0.07
(v) Financial Liabilities measured on inception	0.10	(0.10)	-	-	-
(vi) Impairment allowance on financial assets	(0.39)	-	-	-	(0.39)
(vii) Remeasurements of the defined benefit plans	-	0.02	(0.02)	-	-
(viii) Provision for doubtful advances	(0.35)	(0.07)	-	-	(0.42)
(ix) Carry forward tax losses	(1.60)	0.21	-	-	(1.39)
Deferred Tax Liabilities (Net)	**9.32**	**1.25**	**(1.20)**	**(0.05)**	**9.32**

Notes forming part of the Consolidated Financial Statements

(19) Deferred Tax Liabilities/(Assets) (Net)(Contd.)

(₹ in Crores)

For the year ended March 31, 2023 Deferred Tax Assets (Net) in Relation to:

Particulars	Opening Balance	Recog-nised in profit or loss	Recognised in Other Comprehen-sive Income	Reclassified from Other Equity to Profit or Loss	Closing Balance
(i) Property, plant and equipment and intangible assets	22.17	1.25	-	-	23.42
(ii) Tax effect on non deductible expenses	(12.71)	(2.29)	(0.12)	-	(15.12)
(iii) Carry forward tax losses	(7.92)	(18.39)	-	-	(26.31)
(iv) Others	(2.83)	1.28	-	-	(1.55)
(v) Exchange difference on foreign operations	-	1.55	-	(1.55)	-
Deferred Tax Assets (Net)	**(1.29)**	**(16.60)**	**(0.12)**	**(1.55)**	**(19.56)**

For the year ended March 31, 2022 Deferred Tax Liabilities (Net) in Relation to:

(₹ in Crores)

Particulars	Opening Balance	Recog-nised in profit or loss	Recognised in Other Comprehen-sive Income	Reclassified from Other Equity to Profit or Loss	Closing Balance
(i) Property, plant and equipment and intangible assets	5.97	0.88	-	-	6.85
(ii) Financial Assets at FVTOCI	0.73	-	0.55	-	1.28
(iii) Financial Assets at FVTPL	2.30	1.11	-	-	3.41
(iv) Derivative Assets	-	0.02	-	-	0.02
(v) Financial Liabilities measured on inception	-	0.10	-	-	0.10
(vi) Impairment allowance on financial assets	(2.89)	2.50	-	-	(0.39)
(vii) Remeasurements of the defined benefit plans	-	0.04	(0.04)	-	-
(viii) Provision for doubtful advances	(0.39)	0.04	-	-	(0.35)
(ix) Carry forward tax losses	-	(1.60)	-	-	(1.60)
Deferred Tax Liabilities (Net)	**5.72**	**3.09**	**0.51**	**-**	**9.32**

For the year ended March 31, 2022 Deferred Tax Assets (Net) in Relation to:

(₹ in Crores)

Particulars	Opening Balance	Recog-nised in profit or loss	Recognised in Other Comprehen-sive Income	Reclassified from Other Equity to Profit or Loss	Closing Balance
(i) Property, plant and equipment and intangible assets	23.70	(1.53)	-	-	22.17
(ii) Tax effect on non deductible expenses	(14.30)	1.42	0.17	-	(12.71)
(iii) Carry forward tax losses	(16.49)	8.57	-	-	(7.92)
(iv) Others	(1.96)	(0.87)	-	-	(2.83)
(v) Exchange difference on foreign operations	-	(0.01)	-	0.01	-
Deferred Tax Assets (Net)	**(9.05)**	**7.58**	**0.17**	**0.01**	**(1.29)**

Notes forming part of the Consolidated Financial Statements

(20) Current Borrowings

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Secured		
Loan from Bank (Refer note (i), (ii) & (iii) below)	49.52	106.32
Unsecured		
Loan from Bank (Refer note (iv) below)	64.59	2.14
	114.11	**108.46**

(i) ₹ Nil (previous year ₹37.66 crores) represents working capital loan availed from Westpac Bank by Climate Technologies Pty. Limited, Australia. The same loan is against issuance of Stand by Letter of Credit by Standard Chartered Bank, India for which Symphony India has pledged tax free bonds/mutual fund units as security last year (Refer Note No. 4 & 8).

(ii) ₹27.57 crores (previous year ₹28.25 crores) represents current portion of loan availed from Standard Chartered Bank, UK in Australian dollars for acquisition of subsidiary company in Australia (Refer Note No. 4 & 8).

(iii) ₹21.95 crores (previous year ₹40.41 crores) represents working capital loan availed in the form of Export Packing Credit and Post Shipment Credit-INR by Symphony India from ICICI Bank. The Group has pledged units of Mutual Funds of Kotak Nifty SDL worth ₹21.14 crores worth ₹21.14 crores (Previous year HDFC Ltd NCD ₹20.99 crores) as security (Refer Note No. 4).

(iv) ₹64.50 crores (previous year ₹ Nil) represents working capital loan availed from Westpac Bank by Climate Technologies Pty. Limited, Australia & ₹0.09 crores (previous year ₹2.14 crores) represents working capital loan availed from Bank of Bajio by IMPCO, Mexico.

The Group has not defaulted on any loans payable.

The Parent Company has filed the quarterly stock details and other stipulated information with the bank which are in agreement with the books of accounts and there are no material discrepancies.

(21) Trade Payables

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises	4.15	4.03
- Total outstanding dues of creditors other than micro enterprises and smallenterprises	161.38	145.33
	165.53	**149.36**

(21) Trade Payables (Contd.)

Trade payables ageing schedule for March 31, 2023 is as below

Sr No	Particulars	Outstanding for following periods from due date of Payment						Total
		Unbilled Dues	No Due	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME - Undisputed	0.39	-	3.74	0.02	-	-	4.15
2	Others - Undisputed	65.22	31.34	62.21	1.19	0.08	1.34	161.38
	Total	**65.61**	**31.34**	**65.95**	**1.21**	**0.08**	**1.34**	**165.53**

Trade payables ageing schedule for March 31, 2022 is as below

Sr No	Particulars	Outstanding for following periods from due date of Payment						Total
		Unbilled Dues	No Due	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME - Undisputed	0.27	-	3.76	-	-	-	4.03
2	Others - Undisputed	74.24	42.77	26.77	0.12	0.10	1.33	145.33
	Total	**74.51**	**42.77**	**30.53**	**0.12**	**0.10**	**1.33**	**149.36**

There are no "Disputed" trade payables, hence the same are not disclosed in ageing schedule

(22) Other Financial Liabilities

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Trade deposits	1.58	1.33
Unclaimed dividends (Refer note no. 10)*	2.78	3.13
Creditors for capital goods	0.04	0.11
Unpaid CSR Amounts	-	0.29
Lease liabilities	15.26	11.47
	19.66	**16.33**

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

Notes forming part of the Consolidated Financial Statements

(22) Other Financial Liabilities (Contd.)

Disclosure with regards to changes in liabilities arising from financing activities as per Ind AS 7 Statement of Cash Flows:

Change in liabilities arising from financing activities

(₹ in Crores)

Particulars	Borrowings	Lease Liabilities	Unpaid Dividend on Equity (including Interim dividend)	Total
Balance as at April 01, 2021	**184.00**	**34.77**	**3.72**	**222.49**
Adjustment due to adoption of Ind AS 116 - Leases	-	10.64	-	10.64
Cash Flows	28.55	(12.76)	(49.56)	(33.77)
Foreign Exchange Movement	-	0.35	-	0.35
Charged to P&L during the year	8.92	-	-	8.92
Dividend recognised during the year'	-	-	48.97	48.97
Balance as at March 31, 2022	**221.47**	**33.00**	**3.13**	**257.60**
Adjustment due to adoption of Ind AS 116 - Leases	-	17.34	-	17.34
Cash Flows	(34.87)	(14.29)	(70.31)	(119.47)
Cancellation of Right-of-use asset	-	(0.86)	-	(0.86)
Foreign Exchange Movement	-	(0.27)	-	(0.27)
Charged to P&L during the year	10.23	-	-	10.23
Dividend recognised during the year	-	-	69.96	69.96
Balance as at March 31, 2023	**196.83**	**34.92**	**2.78**	**234.53**

(23) Other Current Liabilities

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Advance from customers	54.67	38.13
Statutory dues	18.93	20.33
Deferred revenue (Refer note (i) below)	6.19	12.61
Other payables	0.17	0.24
	79.96	**71.31**

(23) Other Current Liabilities (Contd.)

(i) The deferred revenue arises in respect of the Group's Point Credits Scheme recognised in accordance with Ind AS 115 Customer Loyalty Programmes.

(₹ in Crores)

Particulars	Deferred revenue As at 31/03/2023	Deferred revenue As at 31/03/2022
Opening balance	12.61	4.67
Deferred during the year	5.67	12.20
Recognised as revenue during the year	(12.09)	(4.26)
Closing balance	**6.19**	**12.61**

(24) Provisions

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Provision for		
Employee benefits (Refer note (i) below)	4.96	6.00
Warranty (Refer note (ii) below)	14.76	8.82
	19.72	**14.82**

(i) The provision for employee benefits includes gratuity, seniority premium, leave encashment and pension plan. For detailed disclosures, refer note no. 41.

(ii) The provision for warranty claims represents the present value of the Management's best estimate of the future outflow of economic benefits that will be required under the Group's obligations for warranties under local sale of goods legislation. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality. The movement in the warranty provision is as below:

(₹ in Crores)

Particulars	Warranty As at 31/03/2023	Warranty As at 31/03/2022
Opening balance	13.09	11.09
Additional provisions recognised	30.66	18.90
Reductions arising from payments	(24.82)	(17.81)
Foreign currency translation	0.04	0.91
Closing balance	**18.97**	**13.09**

(25) Current Tax Liabilities/(Assets) (Net)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Tax liabilities		
Provision for income tax	52.93	35.12
Total	**52.93**	**35.12**

Notes forming part of the Consolidated Financial Statements

(25) Current Tax Liabilities/(Assets) (Net) (Contd.)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Tax assets		
Advance income tax	52.92	32.14
Total	**52.92**	**32.14**
Current Tax Libilities (Net)	**0.83**	**3.05**
Current Tax (Assets) (Net)	**(0.82)**	**(0.07)**

(26) Revenue From Operations

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Revenue from Sale of Products	1,183.84	1,034.92
Other Operating Revenue	3.72	4.16
	1,187.56	**1,039.08**
Sale of products comprises of :		
Air Coolers	987.25	804.10
Others	196.59	230.82
	1,183.84	**1,034.92**

Reconciliation of Revenue from sale of products & services with the contracted price

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Revenue as per contracted price	1,220.63	1,092.30
Adjustments		
Deferred revenue	6.34	(8.16)
Sales return	(3.36)	(5.84)
Discount	(39.77)	(43.38)
Sale of products and Services	**1,183.84**	**1,034.92**

(27) Other Income

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Interest Income:		
Deposits (at amortised cost)	0.50	1.31
Investments in debt instruments measured at FVTOCI	11.68	7.59
Other financial assets carried at amortised cost	0.81	0.01
Income from Target Maturity Fund (at amortised cost)	6.82	-

Notes forming part of the Consolidated Financial Statements

(27) Other Income (Contd.)

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Other gains and losses		
Gain on disposal of instruments designated at FVTOCI	0.52	-
Net Foreign Exchange gains	6.96	2.32
Mark to Market Gain	0.98	5.45
Net gain on disposal of instruments designated at FVTPL	7.84	8.26
Net gain on financial assets mandatorily measured at FVTPL	7.96	9.21
Other Non Operating Income	6.16	5.78
	50.23	**39.93**

(28) Cost of Materials Consumed

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Opening Stock of Raw Materials	46.15	31.23
Add: Purchases	177.38	212.92
Less: Closing Stock of Raw Materials	46.52	46.15
	177.01	**198.00**

Cost of material comprises of Moulded Parts & components of Air Cooler

(29) Purchase of Stock-In-Trade

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Air Coolers	479.45	320.06
Others	86.51	93.09
	565.96	**413.15**

(30) Changes in Inventories of Finished Goods, Work-IN-Progress and Stock-in-Trade

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Opening Stock		
Work-in-Progress	0.79	1.02
Finished Goods	23.96	27.24
Stock-In-Trade	102.31	58.91
Less:		

Notes forming part of the Consolidated Financial Statements

(30)Changes in Inventories of Finished Goods, Work-IN-Progress and Stock-in-Trade (Contd.)

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Closing Stock		
Work-in-Progress	0.78	0.79
Finished Goods	25.99	23.96
Stock-In-Trade	176.42	102.31
	(76.13)	**(39.89)**

(31) Employee Benefits Expense

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Salaries, Wages and Bonus	111.42	104.61
Contribution to Provident Fund and Other Funds	9.36	8.67
Gratuity Expense (Refer note no. 41)	1.67	1.53
Staff Welfare Expenses	1.56	1.06
	124.01	**115.87**

(32) Finance Costs

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Interest on bank loans	7.46	6.95
Interest expense on lease liability (Refer note no. 39)	2.14	1.73
Other interest expense	0.63	0.24
	10.23	**8.92**

(33) Other Expenses

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Stores and Spare parts consumed	0.42	0.12
Assembly and Labour Charges	10.55	8.86
Power and Fuel	1.04	0.54
Repairs & Maintenance		
Building	0.45	0.13
Machinery	2.94	2.11
Rent (Refer note no. 39)	8.85	6.91

(33) Other Expenses (Contd.)

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Rates & Taxes	0.33	0.33
Travelling	12.16	7.89
Conveyance	1.50	1.34
Communication Expenses	3.09	2.82
Insurance	5.50	5.69
Printing and stationery charges	0.90	0.88
Legal & Professional Charges	7.24	9.31
Payment to Auditors	1.20	1.23
Vehicle Expenses	1.27	1.07
CSR Expenditure	3.22	3.28
General Expenses	16.87	13.64
Repairs Others	0.32	0.27
Loss on disposal of property, plant and equipment	0.01	0.01
Loss on disposal of instruments measured at amortised cost	0.05	-
Bank Charges	1.41	1.43
Freight & Forwarding Charges	59.56	45.89
Warranty Expense	33.20	20.31
Sales Commission	5.21	10.00
CFA Handling Charges	1.96	1.49
VAT and Sales Tax	-	0.06
	179.25	**145.61**

(34) Earnings Per Share

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Face value of Equity Shares (₹)	2	2
Net Profit available for Equity Shareholders(₹ in Crores)	116.42	120.31
No. of Equity Shares	6,99,57,000	6,99,57,000
Basic and Diluted EPS (₹)	16.64	17.20

Notes forming part of the Consolidated Financial Statements

(35) Tax Expense

(35.1) Income tax recognised in statement of profit and loss

(₹ in Crores)

Sr. No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
(a)	**Current tax**		
	In respect of the current year	51.46	35.25
	In respect of prior years	(0.05)	0.72
		51.41	**35.97**
(b)	**Deferred tax**		
	In respect of the current year (Refer note no. 19)	(15.35)	10.69
		(15.35)	**10.69**
Total income tax recognised in statement of profit and loss		**36.06**	**46.66**

The income tax expense for the year can be reconciled to the accounting profit as follows:

(₹ in Crores)

Sr. No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	Profit before tax	**151.94**	**167.52**
	Income tax expense calculated at India's statutory tax rate 25.168% (Previous year 25.168%)	38.24	42.16
(a)	Effect of income that is exempt from taxation Interest on tax free bonds	(1.73)	(1.75)
(b)	Effect of lower tax on capital gain from investment in Bonds & Market Linked Debentures	(1.03)	(0.62)
(c)	Effect of CSR Expenditure not allowed under income tax	0.81	0.83
(d)	Effect of unused tax losses and tax offsets not recognised as deferred tax assets	0.89	5.82
(e)	Others	(1.07)	(0.49)
	Current Year Income tax expense	**36.11**	**45.95**
	Prior Year Income tax expense	**(0.05)**	**0.72**
	Total income tax recognised in statement of profit and loss	**36.06**	**46.67**

Notes forming part of the Consolidated Financial Statements

(35) Tax Expense (Contd.)

(35.2) Income tax recognised in Other Comprehensive Income

(₹ in Crores)

Sr. No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Deferred tax			
(a)	**Arising on income and expenses recognised in other comprehensive income:**		
	Re-measurement of defined benefit obligation	(0.14)	0.13
	Net fair value gain on investments in debt instruments at FVTOCI	(1.18)	0.55
	Total income tax recognised in other comprehensive income	**(1.32)**	**0.68**
	Bifurcation of the income tax recognised in other comprehensive income into:-		
	Items that will not be reclassified to profit or loss	(0.14)	0.13
	Items that may be reclassified to profit or loss	(1.18)	0.55
		(1.32)	**0.68**

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

(₹ in Crores)

(i)	Contingent Liabilities:	2022-23	2021-22
a)	Claims against the Group not acknowledged as debt.	0.05	0.07
b)	Demand on account of VAT / sales tax matters.	6.66	0.05
c)	Demand on account of Income Tax matters.	1.61	0.85
d)	Demand on account of central excise matters.	0.89	1.39
		9.21	**2.36**

In respect of the above matters the management is reasonably confident that no material liability will devolve on the Group and hence not recognised in the books of account.

For all matters contingent liability includes the order passed by the concerned authority against Group and pending in appeal either at appellate or other higher authority level. In GST matters, contingent liability shown above also includes liability as per notices/show cause notices received from GST department for matter related to interest on GST liability already discharged.

(₹ in Crores)

(ii)	Commitments :	2022-23	2021-22
a)	Estimated amount of Property, plant and equipment contracts remaining to be executed and not provided for.	0.68	0.27

(37) Segment Reporting

(a) Primary Segment :

As per recognition criteria mentioned in Ind AS - 108, Operating Segments, the Group has identified only one operating segment i.e. Air Cooling and Other Appliances Business. However substantial portion of Corporate Funds remained invested in various financial instruments. The Group has considered Corporate Funds as a separate segment so as to provide better understanding of performance of Air Cooling and Other Appliances Business.

Notes forming part of the Consolidated Financial Statements

(37) Segment Reporting (Contd.)

(₹ in Crores)

Particulars		2022-23	2021-22
(1)	Segment Revenue		
	Air Cooling and Other Appliances	1,202.21	1,052.85
	Corporate Funds	35.58	26.16
	Un-allocable	-	-
	Total	**1,237.79**	**1,079.01**
(2)	Segment Profit before Interest and Taxes (PBIT)		
	Air Cooling and Other Appliances	127.04	150.63
	Corporate Funds	35.13	25.81
	Un-allocable	-	-
	Total	**162.17**	**176.44**
	Less: Finance Costs	10.23	8.92
	Less: Taxes	36.06	46.66
	Total Profit After Tax	**115.88**	**120.86**
(3)	Segment Assets		
	Air Cooling and Other Appliances	860.98	867.72
	Corporate Funds	542.40	499.43
	Un-allocable	-	-
	Total	**1,403.38**	**1,367.15**
(4)	Segment Liabilities		
	Air Cooling and Other Appliances	522.47	522.34
	Corporate Funds	-	-
	Un-allocable	-	-
	Total	**522.47**	**522.34**
(5)	Capital Employed		
	Air Cooling and Other Appliances	421.23	458.39
	Corporate Funds	542.40	499.43
	Total	**963.63**	**957.82**

(b) Secondary Segment : Geographical segment

(₹ in Crores)

Particulars		2022-23	2021-22
(1)	Segment Revenue		
	India	785.03	511.98
	Rest of the world	402.53	527.10
	Revenue from operations	**1,187.56**	**1,039.08**
(2)	Segment Profit before Interest and Taxes (PBIT)		
	India	189.64	106.77
	Rest of the world	(27.47)	69.67
	Total	**162.17**	**176.44**

Notes forming part of the Consolidated Financial Statements

(37) Segment Reporting (Contd.)

(₹ in Crores)

Particulars	2022-23	2021-22
Less: Finance Costs	10.23	8.92
Less: Taxes	36.06	46.66
Total Profit After Tax	**115.88**	**120.86**

Secondary Segment Capital Employed :

Property, plant & equipment used in the Group's business and liabilities contracted have not been identified with any of the reportable segments, as the Property, plant & equipment and services are used interchangeably between segments. The Group believes that it is not practical to provide secondary segment disclosures relating to Capital employed.

(38) Related Party Disclosures

(₹ in Crores)

Sr no	Name of the Related Parties	Nature of relationship with company	Nature of transaction	2022-23		2021-22	
				Volume of transaction	Balance at the end of the year	Volume of transaction	Balance at the end of the year
1	Elephant Design Private Limited	Enterprise in which Director has significant influence	Consultancy Expense & reimbursement of Travelling Expense	0.33	0.02	0.20	0.02
2	Key Management Personnels *	Key Management Personnels	Short-term benefits	6.49		5.80	
			Post-employment benefits#	0.18	2.85	0.15	2.86
3	Independent Directors**	Independent Directors	Sitting Fees	0.08	-	0.12	-

The above remuneration does not include Gratuity as it is provided in the books on the basis of actuarial valuation for the Group as a whole and hence individual figures cannot be identified.

* List of Key Management Personnels

Name	Category of directorship
Mr. Achal Bakeri	Chairman & Managing Director
Mr. Nrupesh Shah	Executive Director
Mr. Amit Kumar (w.e.f. 02-08-2021)	Executive Director
Mr. Bhadresh Mehta (Till 30-09-2021)	Chief Financial Officer
Mr. Girish Thakkar (w.e.f. 01-10-2021)	Chief Financial Officer
Mr. Mayur Barvadiya	Company Secretary and Head - Legal

Notes forming part of the Consolidated Financial Statements

(38) Related Party Disclosures (Contd.)

** List of Independent Directors

Name	Category of directorship
Mr. Naishadh Parikh	Independent Director
Mr. Ashish Deshpande	Independent Director
Ms. Reena Bhagwati	Independent Director
Mr. Santosh Nema	Independent Director

(39) Leases

39.1 : Leasing Arrangement

Effective from April 01, 2019, the Group adopted 'Ind AS 116 – Leases' and applied the Standard to all lease contracts existing as on April 01, 2019 using the modified retrospective method on the date of initial application i.e. April 01, 2019.

Right-of-use asset is related to

i) Factory rental located at China and Mexico pertaining to subsidiaries.

ii) Lease of premises at 26 Nylex Avenue, Salisbury, Australia for a period of 7 years from July 2018.

iii) Lease of premises at 444-446 South Gippsland Highway, Dandenong South, Australia for a period of 10 years from July 2009 which was renewed for further 3 years, & is now once again renewed for next 3 years from July 2022.

iv) Lease of Office equipments for Australian subsidiary

v) Lease of premises at New Las Vegas, USA with a lease period of 3 year from 4th Nov 2020.

39.2 : Maturity Analysis of Lease Liabilities

(₹ in Crores)

Particulars	2022-23	2021-22
Not later than 1 year	15.26	11.47
Later than 1 year and not later than 5 years	19.66	21.53
	34.92	**33.00**

39.3 : Amount Recognised in Statement of Profit & Loss

(₹ in Crores)

Particulars	2022-23	2021-22
Interest on Lease Liabilities	2.14	1.73
Amortisation of Right-of-use asset	14.93	12.95
Expense related to Short-term Leases (Refer note no. 33)	8.85	6.48

(39) Leases (Contd.)

39.4 : Amount Recognised in Statement of Cash Flows

(₹ in Crores)

Particulars	2022-23	2021-22
Under Financing activities (Repayment of lease liability)	(16.43)	(14.49)
Under Operating activities (Short term leases)	(8.85)	(6.48)
Total cash outflow for leases	**(25.28)**	**(20.97)**

39.5 : Lease Commitments for short-term leases

The Group has entered into Short term leases for clearing and forwarding agent premises at various location of India, tenure of which is less than a year. There are no obligations or commitments with reference to such short term leases as at reporting date as such leases are cancellable at the discretion of lessee i.e. the Group.

(40) Goodwill

(₹ in Crores)

Particulars	2022-23	2021-22
Carrying value at the beginning of the year	163.11	161.39
Forex movement	(3.71)	1.72
Carrying value at the end of the year	**159.40**	**163.11**

The Group tests goodwill on an annual basis or based on an indicator. Based on the annual impairment test no provision towards impairment was required necessary. The recoverable amount is determined based on value-in-use calculations which is calculated as the net present value of forecasted cash flows of the cash generating unit (CGU) to which the goodwill is related.

The key assumptions for CGUs with significant amount of goodwill as follows:

a) Projected cash flows for five years based on financial budgets/forecasts in line with the past experience. The perpetuity value and terminal value is taken based on the long term growth rate depending on macro economic growth factors.

b) Discount rate applied to projected cash flow is 5.06% (Previous year 3.84%).

The Management, on the basis of above assumptions, believes that any reasonable possible change in the key assumptions on which a recoverable amount is based would not cause the carrying amount to exceed its recoverable amount of the CGU.

(41) Employee Benefits

(A) Defined contribution plans

The Group makes provident fund contribution which is defined contribution plan, for qualifying employees. Under the scheme, the Group is required to contribute a specified percentage of payroll costs to fund the benefits. The Group recognised ₹1.69 crores (Year ended March 31, 2022 ₹1.59 crores) for provident fund contributions in the Statement of Profit and Loss. The contribution payable to this plan by the Group is at rate specified in the rule of the scheme.

Notes forming part of the Consolidated Financial Statements

(41) Employee Benefits (Contd.)

(B) Defined benefit plans

The defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age, seniority premium and pension plan.

The plan typically expose the Group to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk:	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities and other debt instruments.
Interest risk:	A fall in the discount rate which is linked to the Government Securities. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.
Longevity risk:	Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.
Salary risk:	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
Asset Liability Matching Risk:	The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

The Present value of gratuity obligations is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The principal assumptions used for the purposes of actuarial valuation were as follows:

(₹ in Crores)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Gratuity	Seniority Premium	Pension Plan	Gratuity	Seniority Premium	Pension Plan
Expected return on plan assets	7.58%	-	-	7.06%	-	-
Discount rate	7.58%	9.50%	9.50%	7.06%	7.25%	6.75%
Rate of salary increase	7.00%	4.50%	4.50%	7.00%	4.50%	4.50%

Notes forming part of the Consolidated Financial Statements

(41) Employee Benefits (Contd.)

(₹ in Crores)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Gratuity	Seniority Premium	Pension Plan	Gratuity	Seniority Premium	Pension Plan
Rate of employee turnover	For services 4 years and below 10.00% and For services 5 years and above 4.00%			For services 4 years and below 10.00% and For services 5 years and above 4.00%		
Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Urban			Indian Assured Lives Mortality (2012-14) Urban		
Mortality rate after employment	N.A.			N.A.		

II Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

(₹ in Crores)

Particulars	For the year ended March 31, 2023			For the year ended March 31, 2022		
	Gratuity	Seniority Premium	Pension Plan	Gratuity	Seniority Premium	Pension Plan
Current service cost	1.25	0.03	0.14	1.16	0.03	0.14
Net interest expense	0.01	0.02	0.22	-	0.02	0.18
Components of defined benefit cost recognised in profit or loss	**1.26**	**0.05**	**0.36**	**1.16**	**0.05**	**0.32**
Actuarial (gains)/losses on obligation for the year	(0.02)	0.02	0.38	0.14	-	(0.55)
Return on plan assets (excluding interest income)	0.09	-	-	-	-	-
Components of defined benefit costs recognised in other comprehensive income	**0.07**	**0.02**	**0.38**	**0.14**	**-**	**(0.55)**
Total	**1.33**	**0.07**	**0.74**	**1.30**	**0.05**	**(0.23)**

Notes forming part of the Consolidated Financial Statements

(41) Employee Benefits (Contd.)

III The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

(₹ in Crores)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Gratuity	Seniority Premium	Pension Plan	Gratuity	Seniority Premium	Pension Plan
Present value of funded defined benefit obligation	(12.69)	(0.34)	(3.13)	(11.47)	(0.28)	(2.53)
Fair value of plan assets	12.26	-	-	11.35	-	-
Funded status	(0.43)	(0.34)	(3.13)	(0.12)	(0.28)	(2.53)
Net liability arising from defined benefit obligation	(0.43)	(0.34)	(3.13)	(0.12)	(0.28)	(2.53)

IV Movements in the present value of the defined benefit obligation are as follows:

(₹ in Crores)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Gratuity	Seniority Premium	Pension Plan	Gratuity	Seniority Premium	Pension Plan
Opening defined benefit obligation	**11.47**	**0.28**	**2.53**	**10.93**	**0.26**	**2.66**
Current service cost	1.25	0.03	0.14	1.16	0.03	0.14
Interest cost	0.80	0.02	0.22	0.75	0.02	0.18
Benefits paid from the fund	(0.65)	-	-	(1.39)	-	-
Benefits paid directly by the employer	(0.16)	(0.07)	(0.68)	(0.12)	(0.05)	-
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-	-	0.02	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(0.47)	(0.03)	(0.30)	(0.18)	(0.03)	(0.31)
Actuarial (gains)/losses arising from experience adjustments	0.45	0.05	0.68	0.30	0.03	(0.24)
Translation exchange difference	-	0.06	0.54	-	0.02	0.10
Closing defined benefit obligation	**12.69**	**0.34**	**3.13**	**11.47**	**0.28**	**2.53**

V Movements in the fair value of the plan assets are as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
	Gratuity	Gratuity
Opening fair value of plan assets	**11.35**	**10.90**
Interest income	0.79	0.75
Return on plan assets (excluding amounts included in net interest expense)	(0.09)	-
Contributions from the employer	0.86	1.09
Benefits paid	(0.65)	(1.39)
Closing fair value of plan assets	**12.26**	**11.35**

Notes forming part of the Consolidated Financial Statements

(41) Employee Benefits (Contd.)

VI The fair value of the plan assets at the end of reporting period for each category are as follows:

(₹ in Crores)

Particulars	As at March 31, 2023 Gratuity	As at March 31, 2022 Gratuity
HDFC Group Traditional Plan	12.26	11.35
Closing fair value of plan assets	**12.26**	**11.35**

VII The following payments are expected contributions to the defined benefit plan in future years:

(₹ in Crores)

Particulars	As at March 31, 2023 Gratuity	As at March 31, 2022 Gratuity
1st following year	0.89	1.28
2nd following year	1.12	0.70
3rd following year	1.94	0.82
4th following year	0.90	1.18
5th following year	1.19	0.80
Sum of years 6 to 10	5.53	4.93
Sum of years 11 and above	13.20	12.62

(42) Leave Encashment

As per the policy followed by the Group except Symphony AU Pty Ltd., Australia all the leaves are enjoyable in the year itself. Therefore there is no liability of leave encashment existing at the end of the year. Accordingly no provision is made for leave encashment.

Symphony AU Pty Ltd., Australia has a policy on leave encashment. The expected cost of leave encashment is determined at present value on the additional amount expected to be paid as a result of unused entitlement that has accumulated at the balance sheet date.

(43) Assets Classified as Held for Sale

(₹ in Crores)

Particulars	2022-23	2021-22
Building	0.02	-
Total assets held for sale (net of depreciation)	**0.02**	**-**

The Group intends to dispose off one of residential flat located at Ahmedabad. No impairment loss is recognised on reclassification of these assets held for sale as at March 31, 2023 as the Group intends to make sale deed in the month of May, 2023 for ₹0.46 crores and has received ₹0.06 crores from prospective buyer till March 31, 2023.

Notes forming part of the Consolidated Financial Statements

(44) Additional information pursuant to Schedule III of Companies Act, 2013.

(₹ in Crores)

Name of the entity	Net assets, i.e., total assets minus total liabilities		Shares of profit / (loss)		Shares of other comprehensive income		Shares of total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit / (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated other comprehensive income	Amount
	As at		For the year ended		For the year ended		For the year ended	
Parent : Symphony Limited								
March 31, 2023	103.41%	910.94	138.87%	160.93	(-)96.86%	(8.64)	142.38%	152.29
March 31, 2022	98.51%	832.20	92.46%	111.75	91.16%	4.02	92.42%	115.77
Subsidiaries:								
Foreign								
(1) IMPCO S DE RL DE CV, Mexico								
March 31, 2023	7.86%	69.12	1.68%	1.95	(-)3.14%	(0.28)	1.56%	1.67
March 31, 2022	6.40%	54.04	6.65%	8.04	8.84%	0.39	6.73%	8.43
(2) Guangdong Symphony Keruilai Air Coolers Co., Limited, China								
March 31, 2023	(-)6.85%	(60.37)	(-)3.27%	(3.79)	-	-	(-)3.54%	(3.79)
March 31, 2022	(-)6.74%	(56.96)	(-)8.29%	(10.02)	-	-	(-)8.00%	(10.02)
(3) Symphony AU Pty. Limited, Australia								
March 31, 2023	1.78%	15.65	(-)5.91%	(6.85)	-	-	(-)6.40%	(6.85)
March 31, 2022	2.77%	23.37	(-)1.02%	(1.23)	-	-	(-)0.98%	(1.23)
(4) Climate Technologies Pty. Limited, Australia								
March 31, 2023	(-)4.17%	(36.75)	(-)25.09%	(29.08)	-	-	(-)27.19%	(29.08)
March 31, 2022	0.80%	6.76	14.44%	17.45	-	-	13.93%	17.45
(5) Bonaire USA LLC, USA								
March 31, 2023	(-)1.58%	(13.90)	(-)5.68%	(6.59)	-	-	(-)6.16%	(6.59)
March 31, 2022	(-)1.65%	(13.95)	(-)4.39%	(5.31)	-	-	(-)4.24%	(5.31)
(6) Symphony Climatizadores Ltda, Brazil								
March 31, 2023	(-)0.45%	(3.78)	(-)0.60%	(0.69)	-	-	(-)0.65%	(0.69)
March 31, 2022	(-)0.09%	(0.65)	0.15%	0.18	-	-	0.14%	0.18
Total								
March 31, 2023	100.00%	880.91	100.00%	115.88	(-)100.00%	(8.92)	100.00%	106.96
March 31, 2022	100.00%	844.81	100.00%	(120.86)	100.00%	4.41	100.00%	125.27

Notes forming part of the Consolidated Financial Statements

(45) The figures pertaining to subsidiary companies have been reclassified, where necessary, to bring them in line with the parent Company's financial statements.

(46) Financial Instruments

Capital Management

The Group manages its capital to ensure that the Group will be able to continue as going concern, while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The Group is not subject to any externally imposed capital requirements.

The management of the Group reviews the capital structure of the Group on regular basis.

The following table summarises the capital of the Group.

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Debt	196.83	221.47
Total Equity	880.91	839.47
Net debt to equity ratio	**22.34%**	**26.38%**

Other disclosure pursuant to Ind AS 107 " Financial instruments: Disclosures":

(a) Category-wise classification for applicable financial assets:

(₹ in Crores)

Sr. No.	Particulars	Refer Note Number	As at 31/03/2023	As at 31/03/2022
I	Measured at fair value through Profit or Loss (FVTPL):			
	(i) Investment in mutual funds	8	197.24	303.50
	(ii) Investment in MLD	4 & 8	-	59.14
			197.24	**362.64**
II	Measured at amortised cost:			
	(i) Investment in mutual funds	4	219.71	-
	(ii) Trade receivables	9	115.21	207.69
	(iii) Cash and cash equivalents and bank balances	10	56.72	67.55
	(iv) Other financial assets	5 & 11	6.94	7.68
			398.58	**282.92**
III	Measured at fair value through Other Comprehensive Income (FVTOCI):			
	(i) Investment in bonds	4	90.12	112.40
	(ii) Investment in NCD	4 & 8	19.79	24.99
			109.91	**137.39**
	Total		**705.73**	**782.95**

Notes forming part of the Consolidated Financial Statements

(46) Financial Instruments (Contd.)

(b) Category-wise classification for applicable financial liabilities:

(₹ in Crores)

Sr. No.	Particulars	Refer Note Number	As at 31/03/2023	As at 31/03/2022
Measured at amortised cost:				
	(i) Borrowings	16 & 20	196.83	221.47
	(ii) Trade payables	21	165.53	149.36
	(iii) Lease liabilities	17 & 22	34.92	33.00
	(iv) Other financial liabilities	17 & 22	4.93	5.40
	Total		**402.21**	**409.23**

(47) Fair Value Measurements

(a) Fair value Hierarchy of the Group's financial assets that are measured at fair value on a recurring basis:

(₹ in Crores)

Particulars	As at 31/03/2023				As at 31/03/2022			
	Level1	Level2	Level3	Total	Level1	Level2	Level3	Total
I Financial assets at FVTPL								
(i) Investment in mutual funds	197.24	-	-	197.24	303.50	-	-	303.50
(ii) Investment in MLD	-	-	-	-	59.14	-	-	59.14
II Financial assets at FVTOCI								
(i) Investment in bonds & NCD	99.43	10.48	-	109.91	137.39	-	-	137.39
Total	**296.67**	**10.48**	**-**	**307.15**	**500.03**	**-**	**-**	**500.03**

Valuation technique and key inputs used to determine fair value:

A. Level 1 : Mutual funds, Bonds, NCD - Quoted prices in active market.

B. Level 2 : Bonds, NCD, Preference shares - The fair value is calculated using the discounted cash flow method. Risk free rate adjusted by applicable spread is used for discounting future cash flows.

(b) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):

I Financial assets measured at amortised cost

The carrying amount of Trade receivables, Mutual funds, Loans, Cash and cash equivalents and bank balances & Other current financial assets are considered to be the same as their fair value due to their short term nature. The carrying amount of Other non-current financial assets are considered to be close to the fair value.

II Financial liabilities measured at amortised cost

The carrying amount of Trade payables and Other financial liabilities are considered to be the same as their fair values due to their short term nature.

Notes forming part of the Consolidated Financial Statements

(48) Financial Risk Management Objectives and Policies

Financial risk management objectives

The Group's management monitors and manages the financial risks relating to the operations of the Group. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Group's risk management is done in close co-ordination with the board of directors and focuses on actively securing the Group's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The most significant risks to which the Group is exposed are described below:

Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, interest rates risk, liquidity risk, credit risk and price risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Foreign currency risk management

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's net investments in foreign subsidiaries.

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and purchases and 24-month period for net investment hedges.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions, the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Group hedges its exposure to fluctuations on the translation into INR of its foreign operations by holding net borrowings in foreign currencies and by using foreign currency swaps and forwards.

The Group has taken an acquisition funding loan from Standard Chartered Bank at a fixed interest rate denominated in Australian Dollars. To insulate the Group from interest rate fluctuation, an Interest Swap agreement has been entered for the outstanding loan amount of AUD 20.000 millions (Previous year AUD 25.000 millions). During the year the effect of mark to market valuation gain/(loss) AUD 145,183 (₹0.80 crores) [previous year AUD 977,756 ₹5.36 crores)] has been provided in the statement of profit and loss.

(All figures in Crores)

Notes forming part of the Consolidated Financial Statements

(48) Financial Risk Management Objectives and Policies (Contd.)

Foreign currency exposure	As at March 31, 2023		As at March 31, 2022	
	Foreign currency monetary assets	Foreign currency monetary liabilities	Foreign currency monetary assets	Foreign currency monetary liabilities
US Dollar	0.28	0.02	0.89	0.06
New Zealand Dollar	-	-	0.01	-
Chinese Yuan Renminbi	-	-	-	0.00
Thai Baht	-	0.65	-	0.06

Foreign currency sensitivity

The following table details the Group's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their transaction at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the ₹ strengthens 5% against the relevant currency. For a 5% weakening of the ₹ against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

(₹ in Crores)

Foreign currency exposure	As at March 31, 2023		As at March 31, 2022	
	5% increase	5% decrease	5% increase	5% decrease
Foreign currency monetary assets				
US Dollar	(1.15)	1.15	(3.49)	3.49
New Zealand Dollar	-	-	(0.03)	0.03
Foreign currency monetary liabilities				
US Dollar	0.09	(0.09)	0.24	(0.24)
Chinese Yuan Renminbi	-	-	0.00	(0.00)
Thai Baht	0.08	(0.08)	0.01	(0.01)
Impact on profit or loss at the end of the reporting year	(0.98)	0.98	(3.27)	3.27
Impact on total equity as at the end of the reporting year (net of tax)	(0.73)	0.73	(3.27)	3.27

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments (Bond, NCD, preference share and mutual fund), trade receivables, loans and advances.

Balances with banks were not past due or impaired as at the year end. In other financial assets that are not past dues and not impaired, there were no indication of default in repayment as at the year end.

(48) Financial Risk Management Objectives and Policies (Contd.)

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this risk, the Group periodically assesses the financial reliability of customers, taking into account their financial position, past experience and other factors. The Group manages credit risk 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.

Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Group have not undergone any substantial change, the Group expects the historical trend of minimal credit losses to continue.

Price risk

The Group's exposure to price risk arises from investments in Bond, NCD, preference share and mutual fund held by the Group and classified in the balance sheet at fair value through OCI and at fair value through profit or loss. To manage its price risk arising from investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

Price risk sensitivity

The table below summarises the impact of increases / decreases of the index on the Group's equity and profit for the year.

(₹ in Crores)

	Movement in Price	As at March 31, 2023		As at March 31, 2022	
		Impact on Profit	Impact on Other Comprehensive Income	Impact on Profit	Impact on Other Comprehensive Income
Bonds					
Increase	+2%	-	1.80	-	2.25
Decrease	-2%	-	(1.80)	-	(2.25)
Preference Shares					
Increase	+2%	-	-	-	-
Decrease	-2%	-	-	-	-
NCD/ICD					
Increase	+2%	-	0.40	1.18	0.50
Decrease	-2%	-	(0.40)	(1.18)	(0.50)
Mutual Funds					
Increase	+2%	3.94	-	6.07	-
Decrease	-2%	(3.94)	-	(6.07)	-
Total					
Increase	+2%	3.94	2.20	7.25	2.75
Decrease	-2%	(3.94)	(2.20)	(7.25)	(2.75)
Impact on total equity as at the end of the reporting year (net of tax)					
Increase	+2%		5.06		8.09
Decrease	-2%		(5.06)		(8.09)

Notes forming part of the Consolidated Financial Statements

(48) Financial Risk Management Objectives and Policies (Contd.)

Interest rate risk

(i) The Group's majority investments are primarily in fixed rate interest bearing investments. Except in case of Market Linked Debentures the Group is not significantly exposed to interest rate risk.

(ii) 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 rate. The Group's policy is to minimise interest rate cash flow risk exposures on working capital financing. As at March 31,2022, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rate.

(₹ in Crores)

	Movement in Price	As at March 31, 2023	As at March 31, 2022
Interest rates	+0.50%	(0.98)	(1.11)
Interest rates	-0.50%	0.98	1.11

Liquidity risk

The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities:

The tables below analyse the Group's financial liabilities into relevant maturity groupings base on their contractual maturities for all non-derivative financial liabilities.

(₹ in Crores)

Particulars	As at March 31, 2023			
	Less than 1 year	1 to 5 years	>5 years	Total
Non-Current				
(i) Borrowings	-	82.72	-	82.72
(ii) Lease liabilities	-	19.66	-	19.66
(iii) Other financial liabilities	-	0.53	-	0.53
Current				
(i) Borrowings	114.11	-	-	114.11
(ii) Trade payables	165.53	-	-	165.53
(iii) Lease liabilities	15.26	-	-	15.26
(iv) Other financial liabilities	4.40	-	-	4.40

Notes forming part of the Consolidated Financial Statements

(48)Financial Risk Management Objectives and Policies (Contd.)

(₹ in Crores)

Particulars	As at March 31, 2022			
	Less than 1 year	1 to 5 years	>5 years	Total
Non-Current				
(i) Borrowings	-	113.01	-	113.01
(ii) Lease liabilities	-	21.53	-	21.53
(iii) Other financial liabilities	-	0.54	-	0.54
Current				
(i) Borrowings	108.46	-	-	108.46
(ii) Trade payables	149.36	-	-	149.36
(iii) Lease liabilities	11.47	-	-	11.47
(iv) Other financial liabilities	4.86	-	-	4.86

The surplus funds with the Group and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

(49) Other Statutory Information

(i) The Group did not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group did not have any transactions with companies struck off.

(iii) The Group did not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not been declared wilful defaulter by any bank or financial institution or other lender.

(v) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vi) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with any oral or written understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with any oral or written understanding (whether recorded in writing or otherwise) that the Group shall:"

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(viii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

Notes forming part of the Consolidated Financial Statements

(50) Amount below ₹50 thousand is mentioned as "0.00".

(51) The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of May 05, 2023, there were no subsequent events and transactions to be recognised or reported that are not already disclosed.

(52) Approval of financial statements

The consolidated financial statements were approved for issue by the board of directors on May 05, 2023.

For and on behalf of the board

	Achal Bakeri Chairman & Managing Director DIN-00397573	**Nrupesh Shah** Executive Director DIN-00397701
Place : Ahmedabad Date : May 05, 2023	**Mayur Barvadiya** Company Secretary and Head - Legal	**Girish Thakkar** Chief Financial Officer

Standalone Financial Statements

Independent Auditor's Report

To
The Members of
Symphony Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Symphony Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's reports including annexures thereto, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity 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 March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 33 to the standalone financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

iv. (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 47(vi) 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 person or entity, 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) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 47(vii) to the financial statements, no funds have been received by the Company from any person or entity, 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 on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in Note 16.4 to the standalone financial statements:

(a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

(c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

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

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

Kartikeya Raval
(Partner)
(Membership No. 106189)
(UDIN 23106189BGVOQB1851)

Place: Ahmedabad
Date: May 05, 2023

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls with reference to standalone financial statements of Symphony Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to standalone financial statements

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

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

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

Opinion

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

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

Kartikeya Raval
(Partner)
(Membership No. 106189)
(UDIN 23106189BGVOQB1851)

Place: Ahmedabad
Date: May 05, 2023

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF SYMPHONY LIMITED

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

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

(i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and capital work-in-progress.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment and capital work in-progress so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties disclosed in the financial statements included in property, plant and equipment and capital work-in-progress are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for (goods-in-transit), were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly statements comprising stock details and other stipulated financial information filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarter and no material discrepancies have been observed.

(iii) The Company has not provided any advances in the nature of loans to any companies, firms, Limited Liability Partnerships or any other parties during the year. The company has made investments in, provided security and stood guarantee and granted unsecured loans to companies during the year in respect of which:

(a) The Company has provided loans, stood guarantee, provided security during the year and details of which are given below:

(INR in Crores)

	Loans	Guarantees	Security
Aggregate amount granted/provided during the year	7.64	-	-
Balance outstanding as at balance sheet date	70.02	239.77	161.16*

*Represents the carrying value of securities in the books of account as at March 31, 2023.

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) None of the loans granted by the Company have fallen due during the year.

(f) According to the information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit from the public to which the directives issued by the Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014, as amended, would apply. Accordingly, clause (v) of paragraph 3 of the Order is not applicable to the Company.

(vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of Tax deducted at source.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount Unpaid (₹in Crores)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demand	0.10	2010-2011	Income Tax Appellate Tribunal
		0.04	2012-2013	Commissioner of Income Tax (Appeal), Ahmedabad
		0.03	2014-2015	
		0.76	2017-2018	
		0.75	2020-2021	
Central Excise Act, 1944	Demand of Penalty	0.89	2009-2011	Commissioner of Central Excise and Customs, Baroda
Punjab Value Added Tax Act,2005	Commercial Tax Demand	0.02	2014-2015	VAT Tribunal, Punjab
Orissa Entry Tax, 1999	Commercial Tax Demand	0.01	2001-2002	Assistant Commissioner, Circle Office Cuttack
Bihar Value Added Tax Act, 2005	Commercial Tax Demand	0.01	2011-12 and 2012-13	Commissioner Appeal, Bihar
Bihar GST Act, 2017	Interest on GST	0.59	2017-18	Honourable Gujarat High Court
Madhya Pradesh GST Act, 2017	Interest on GST	0.85	2017-18	Superintendent CGST, Indore
Telangana GST Act, 2017	Interest on GST	0.36	2017-18	Superintendent CGST, Nagole Division
Aasam GST Act, 2017	Interest on GST	0.01	2017-18	Assistant Commissioner SGST, Guwahati
J&K GST Act,2017	Interest on GST	0.01	2017-18	SGST Office, Jammu
Maharashtra GST Act, 2017	Interest on GST	0.69	2017-18	Superintendent CGST, Pune
AP GST Act, 2017	Interest on GST	0.46	2017-18	Superintendent CGST Vijayawada
UP GST Act, 2017	Interest on GST	2.65	2017-18	Deputy Commissioner, Lucknow
Chhattisgarh GST Act, 2017	Interest on GST	0.44	2017-18	Joint Commissioner, CGST Raipur

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its Subsidiaries.

(x) a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable to the Company.

b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) a) In our opinion the Company has an adequate internal audit system commensurate with the size and the 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 during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 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. Hence, reporting under clause (xvi)(a), (b) and (c) of paragraph 3 of the Order is not applicable.

d) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 117365W)

Kartikeya Raval
(Partner)
(Membership No. 106189)
(UDIN 23106189BGVOQB1851)

Place: Ahmedabad
Date: May 05, 2023

Balance Sheet as at March 31, 2023

(₹ in Crores)

Particulars	Note	As at 31/03/2023	As at 31/03/2022
I ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3(A)	72.60	78.49
(b) Capital work - in - Progress	3(C)	-	0.21
(c) Other intangible assets	3(B)	1.28	1.53
(d) Intangible assets under development	3(D)	0.24	0.34
(e) Financial Assets			
(i) Investments			
a) Investments in subsidiaries	4	101.82	97.56
b) Other investments	4	309.83	168.78
(ii) Loans	5	68.84	56.71
(iii) Other financial assets	6	0.29	0.27
(f) Other non-current assets	7	0.50	0.83
Total Non-current assets		**555.40**	**404.72**
(2) Current assets			
(a) Inventories	8	116.83	69.69
(b) Financial assets			
(i) Other investments	9	217.03	330.66
(ii) Trade receivables	10	116.38	155.50
(iii) Cash and cash equivalents	11(A)	46.07	11.02
(iv) Bank balances other than (iii) above	11(B)	2.80	3.44
(v) Loans	12	1.18	1.78
(vi) Other financial assets	13	1.19	2.46
(c) Current tax assets (Net)	23	0.80	0.07
(d) Other current assets	14	41.75	33.08
		544.03	607.70
Assets classified as held for sale	40	0.02	-
Total Current assets		**544.05**	**607.70**
Total Assets		**1,099.45**	**1,012.42**
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	15	13.99	13.99
(b) Other equity	16	898.02	812.44
Total Equity		**912.01**	**826.43**
(2) Non-current liabilities			
(a) Deferred tax liabilities (Net)	17	9.32	9.32
Total Non-current liabilities		**9.32**	**9.32**
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	21.95	40.41
(ii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	19	4.15	4.03
- total outstanding dues of creditors other than micro enterprises and small enterprises	19	68.49	61.73
(iii) Other financial liabilities	20	4.40	4.86
(b) Other current liabilities	21	66.30	58.56
(c) Provisions	22	12.83	7.08
Total Current liabilities		**178.12**	**176.67**
Total Liabilities		**187.44**	**185.99**
Total Equity and Liabilities		**1,099.45**	**1,012.42**
See accompanying notes forming part of the Financial Statements	**1-50**		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Kartikeya Raval
Partner

Place : Ahmedabad
Date : May 05, 2023

For and on behalf of the board

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Statement of Profit and Loss for the year ended March 31, 2023

(₹ in Crores)

	Particulars	Note	Year Ended 31/03/2023	Year Ended 31/03/2022
I	Revenue from Operations	24	884.49	641.31
II	Other income	25	46.11	37.87
III	**Total Revenue (I + II)**		**930.60**	**679.18**
IV	**Expenses:**			
	Purchase of stock-in-trade	26	508.22	373.45
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	(47.14)	(20.76)
	Employee benefits expense	28	72.95	62.71
	Finance costs	29	0.77	0.96
	Depreciation and amortisation expense	3	5.58	5.68
	Advertisement and Sales Promotion Expenses		73.10	42.79
	Other Expenses	30	100.98	68.05
	Total Expenses (IV)		**714.46**	**532.88**
V	**Profit Before Tax (III – IV)**		**216.14**	**146.30**
VI	**Tax expense / (Benefits):**			
	(1) Current tax	32.1	50.14	31.68
	(2) (Excess)/Short provision of tax relating to previous years	32.1	(0.05)	0.72
	(3) Net current tax		50.09	32.40
	(4) Deferred tax	32.1	1.25	3.09
	Net tax expense (VI)		51.34	35.49
VII	**Profit for the year (V - VI)**		**164.80**	**110.81**
VIII	**Other comprehensive income**			
	Items that will not to be reclassified to profit or loss :			
	(i) Remeasurements of the defined benefit plans	38	(0.07)	(0.15)
	(ii) Income tax effect on above	32.2	0.02	0.04
	Items that will be reclassified to profit or loss :			
	(i) Gain on Items designated as Fair Value Through Other Comprehensive Income	16.3	(9.77)	4.68
	(ii) Income tax effect on above	32.2	1.18	(0.55)
	Total other comprehensive income, net of tax (VIII)		**(8.64)**	**4.02**
IX	**Total comprehensive income for the year (VII+VIII)**		**156.16**	**114.83**
X	Earnings per equity share of face value of ₹2/- each :			
	(1) Basic	31	23.56	15.84
	(2) Diluted	31	23.56	15.84
See accompanying notes forming part of the Financial Statements		**1-50**		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Kartikeya Raval
Partner

Place : Ahmedabad
Date : May 05, 2023

For and on behalf of the board

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Statement of Changes in Equity for the year ended March 31, 2023

A Equity Share Capital

	No. of Shares	Amount (₹ in Crores)
Balance as at April 01, 2021	**6,99,57,000**	**13.99**
Add: Issued during the year	-	-
Balance as at March 31, 2022	**6,99,57,000**	**13.99**
Add: Issued during the year	-	-
Balance as at March 31, 2023	**6,99,57,000**	**13.99**

B Other Equity

(₹ in Crores)

Particulars	General Reserve	Capital Reserve	Reserve for Debt Instruments through Other Comprehensive Income	Retained Earnings	Total
Balance as at April 01, 2021	**35.00**	**9.04**	**5.50**	**697.04**	**746.58**
Profit during the year	-	-	-	110.81	110.81
Other Comprehensive Income for the year, net of income tax	-	-	4.13	(0.11)	4.02
Total Comprehensive Income for the year	**-**	**-**	**4.13**	**110.70**	**114.83**
Dividend on Equity Shares	-	-	-	(48.97)	(48.97)
Balance as at March 31, 2022	**35.00**	**9.04**	**9.63**	**758.77**	**812.44**
Profit during the year	-	-	-	164.80	164.80
Other Comprehensive Income for the year, net of income tax	-	-	(8.59)	(0.05)	(8.64)
Total Comprehensive Income for the year	**-**	**-**	**(8.59)**	**164.75**	**156.16**
Reclassification to Profit & Loss on disposal of Instruments designated as FVTOCI	-	-	(0.39)	-	(0.39)
Income tax on gain reclassified to profit or loss on sale of debt instruments at FVTOCI	-	-	0.05	-	0.05
Buyback Expenses	-	-	-	(0.28)	(0.28)
Dividend on Equity Shares	-	-	-	(69.96)	(69.96)
Balance as at March 31, 2023	**35.00**	**9.04**	**0.70**	**853.28**	**898.02**

See accompanying notes forming part of the financial statements

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

For and on behalf of the board

Kartikeya Raval
Partner

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Place : Ahmedabad
Date : May 05, 2023

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Statement of Cash Flows for the year ended March 31, 2023

(₹ in Crores)

	Particulars	Year Ended 31/03/2023		Year Ended 31/03/2022	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Profit for the year	**164.80**		**110.81**	
	Adjustments For:				
	Income tax expenses recognised in profit or loss	51.34		35.50	
	Depreciation and amortization expenses	5.58		5.68	
	Finance costs recognised in profit or loss	0.77		0.96	
	Mark to Market Gain	(0.18)		-	
	Interest Income recognised in profit or loss	(19.85)		(11.35)	
	Net gain on disposal of instruments designated at FVTOCI	(0.52)		-	
	Net gain on disposal of instruments designated at FVTPL	(7.84)		(8.26)	
	Net gain on financial assets mandatorily measured at FVTPL	(7.96)		(9.21)	
	Loss on disposal of instruments measured at amortised cost	0.05		-	
	Unrealised foreign exchange gain	(5.88)		(3.03)	
	Allowances for credit losses on trade receivables	0.62		0.05	
	Provision for impairment of Property, plant and equipment	0.64		-	
	Provisions / Liabilities no longer required written back	(2.30)		(3.79)	
	Receivables / Advances written off	0.15		0.17	
	Gain on disposal of property, plant and equipment	(0.44)		(0.03)	
	Operating Profit Before Working Capital Changes	**178.98**		**117.50**	
	Movements in working capital:				
	(Increase)/Decrease in trade and other receivables	39.75		(73.00)	
	Increase in inventories	(47.14)		(20.77)	
	Increase in other assets	(7.26)		(8.39)	
	Decrease in trade payables	9.21		21.77	
	Decrease in other liabilities	7.70		4.15	
	Decrease in provisions	5.68		1.69	
	Cash Generated from Operations	**186.92**		**42.95**	
	Income taxes paid	(50.82)		(35.04)	
	Net Cash Generated by Operating Activities (A)		**136.10**		**7.91**
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Payments for property, plant and equipment, intangible assets, capital advances and creditors	(6.30)		(12.19)	
	Proceeds from disposal of property, plant and equipment	7.23		0.33	
	Interest received	23.52		9.49	
	Net payments to mutual funds	119.47		13.96	
	Payments to acquire financial assets	(519.27)		(31.37)	
	Proceeds on sale of financial assets	374.60		20.52	
	Investment in Subsidiary	(4.26)		-	
	Loan given to Subsidiaries	(6.57)		(9.44)	
	Loan received back from Subsidiaries	0.08		0.39	
	Net Cash Used in Investing Activities (B)		**(11.50)**		**(8.31)**

Statement of Cash Flows for the year ended March 31, 2023

(₹ in Crores)

Particulars	Year Ended 31/03/2023		Year Ended 31/03/2022	
C CASH FLOW FROM FINANCING ACTIVITIES				
Finance cost paid	(0.77)		(0.96)	
Proceeds from/ (Repayment of) borrowings	(18.46)		40.41	
Dividend paid on equity shares	(70.31)		(49.56)	
Net Cash Used in Financing Activities (C)		**(89.54)**		**(10.11)**
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)		**35.06**		**(10.51)**
Effect of exchange differences on translation of foreign currency cash and cash equivalents		**(0.01)**		-
Cash & Cash Equivalents at the beginning of the year		**11.02**		**21.53**
Cash & Cash Equivalents at the end of the year		**46.07**		**11.02**
Cash on Hand		**0.45**		**0.39**
Balances with Schedule Bank in Current Account		**30.12**		**10.63**
Balances with Schedule Bank in Deposit Account		**15.50**		-
Cash & Cash Equivalents included in Note no.11		**46.07**		**11.02**

Summary of significant accounting policies refer note 2

Notes to Statement of Cash Flows:

1. The Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of Cash Flows notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).
2. Disclosure with regards to changes in liabilities arising from Financing activities as set out in Ind AS 7 – Statement of Cash flows is presented under note (20).

See accompanying notes forming part of the financial statements
In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the board

Kartikeya Raval
Partner

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Place : Ahmedabad
Date : May 05, 2023

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

Notes forming part of the Financial Statements

(1) Corporate Information

Symphony Limited ("the Company"), a premier air cooling company was established in the year 1988. The Company is in the field of residential, commercial and industrial air cooling and other appliances both in the domestic and international markets. The addresses of its registered office and principal place of business are disclosed under corporate information in the annual report.

(2-A) Significant Accounting Policies

i) Statement of compliance

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

ii) Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

iii) Revenue Recognition

a) Revenue from contracts with customer

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

b) Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

iv) Leases

Effective from April 01, 2019, the Company adopted 'Ind AS 116 – Leases' and applied the Standard to all lease contracts existing as on April 01, 2019 using the modified retrospective method on the date of initial application i.e. April 01, 2019.

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

The Company recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and 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. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

Notes forming part of the Financial Statements

v) Foreign currencies

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the statement of profit or loss in the period in which they arise.

vi) Employee Benefits

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the Company can no longer withdraw the offer of the termination benefit and when the Company recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

vii) Taxation

Income tax expense represents the sum of the current tax payable and deferred tax.

Current tax

The current tax payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

viii) Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Freehold land is not depreciated.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. 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.

Notes forming part of the Financial Statements

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

Useful lives of tangible assets

Estimated useful lives of the Property, plant and equipment are as per Schedule II of Companies Act, 2013 which are as follows:

Buildings	30-60 years
Plant & Machinery	10-15 years
Furniture & Fixtures	10 years
Vehicles	8 years
Office Equipments	5 years
Computers	3-6 years

Capital work in progress is stated at cost less accumulated impairment loss, if any.

ix) Intangible Fixed Assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Internally-generated intangible assets - research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of profit or loss when the asset is derecognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as per Schedule II of Companies Act, 2013 which are as follows:

Software	6 years
Trademarks	5 years
Designs	5 years

x) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit or loss.

xi) Inventories

Raw materials and traded goods are valued at lower of cost or net realizable value. The costs of these items of inventory comprises of cost of purchase and other incidental costs incurred to bring the inventories to their present location and condition. However, raw materials are written down below cost only when

Notes forming part of the Financial Statements

the finished product to which they belong are written down below cost and the replacement cost of that raw material is lower than cost. Cost of raw materials and traded goods are determined on "Moving Average" basis.

Work-in-process and Finished goods are valued at lower of cost or net realizable value. The cost includes direct materials and labour. Cost is determined on "Moving Average" basis.

xii) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

xiii) Warranties

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the Company's obligation.

xiv) Borrowing costs

All borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest on Borrowing is calculated using Effective Interest Rate (EIR) method and is recognised in profit or loss

xv) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker. The Core Management Committee examines performance both from a product as well as from a geographical perspective and has identified two operative reportable segments from which significant risks and rewards are derived viz. "Air Cooling and Other Appliances" and "Corporate Funds".

xvi) Financial instruments

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

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

xvii) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

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

The Company intends to hold its investment in open ended target maturity funds (i.e. exchange traded funds/ETF and index funds) till maturity. It may be noted that these funds have a pre-determined maturity date. These funds follow a passive buy and hold strategy; in which the existing underlying investment bonds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements as stated in the scheme document. In our view, such strategy mitigates intermittent price volatility in open ended target maturity funds' underlying investments; and investors who remain invested until maturity are expected to mitigate the market/volatility risk to a large extent. These funds can invest only in plain vanilla INR bonds with fixed coupon and maturity; and cannot invest in floating rate bonds. Based on this, the Company believes that the investments in open ended target maturity funds meet the requirements of SPPI test as per the requirements of Ind AS 109.

For the impairment policy on financial assets measured at amortised cost, refer paragraph on Impairment of financial assets.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (FVTOCI):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to statement of profit or loss.

For the impairment policy on debt instruments at FVTOCI, refer paragraph on Impairment of financial assets.

All other financial assets are subsequently measured at fair value through profit and loss (FVTPL).

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an

Notes forming part of the Financial Statements

integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

xviii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Notes forming part of the Financial Statements

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Company entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

xix) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

xx) Earnings per Share

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

xxi) Statement of Cash Flows

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

xxii) Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(2-B) Significant accounting judgements, estimates and assumptions

The preparation of the Company's Ind AS Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined

Notes forming part of the Financial Statements

benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The underlying bonds are further reviewed for quality. The mortality rate is based on publicly available mortality tables for the specific country. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the industry practice considering promotion and demand & supply of the employees. Further details about gratuity obligations are given in note 38.

Fair value measurement

In measuring the fair value of certain assets and liabilities for financial reporting purpose, the Company uses market observable data to the extent available. Where such Level 1 inputs are not available, the Company establish appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 44 for further disclosures.

Customer loyalty programme

The Company has a loyalty points programme, reward Points, which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer.

A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative standalone selling price and recognised as a contract liability until the points are redeemed. Revenue is recognised upon redemption of products by the customer.

When estimating the standalone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company updates its estimates of the points that will be redeemed on a annual basis and any adjustments to the contract liability balance are charged against revenue.

Depreciation/ amortisation and useful lives of property plant and equipment/ intangible assets

Property, plant and equipment/ intangible assets are depreciated/ amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

(2-C) Recent accounting pronouncements

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 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Notes forming part of the Financial Statements

(3) Property, Plant and Equipment, Capital Work-In-Progress & Other Intangible Assets

(₹ in Crores)

	Plant Property Equipment								Other Intangible Assets				Total (B)	Capital WIP (C)	Intangible assets under development (D)
	Free Hold Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total (A)	Soft-ware	Trademarks	Designs	Copy Rights			
Gross Block															
As at 01/04/2021	**19.63**	**17.24**	**43.09**	**3.75**	**5.03**	**1.09**	**1.26**	**91.09**	**6.63**	**0.07**	**0.01**	**0.00**	**6.71**	**0.31**	**0.02**
Additions	-	-	13.08	0.09	-	0.08	0.39	**13.64**	0.93	-	-	-	**0.93**	**6.66**	**0.92**
Disposals / Adjustments	-	-	0.29	-	0.47	-	-	**0.76**	-	-	-	-	**-**	**6.76**	**0.60**
As at 31/03/2022	**19.63**	**17.24**	**55.88**	**3.84**	**4.56**	**1.17**	**1.65**	**103.97**	**7.56**	**0.07**	**0.01**	**0.00**	**7.64**	**0.21**	**0.34**
Additions	-	0.17	5.96	-	-	0.05	0.26	**6.44**	0.45	-	-	-	**0.45**	**-**	**0.27**
Disposals / Adjustments	-	0.04	8.72	-	0.20	-	0.17	**9.13**	-	-	-	-	**-**	**0.21**	**0.37**
As at 31/03/2023	**19.63**	**17.37**	**53.12**	**3.84**	**4.36**	**1.22**	**1.74**	**101.28**	**8.01**	**0.07**	**0.01**	**0.00**	**8.09**	**-**	**0.24**
Accumulated Depreciation and Amortization															
As at 01/04/2021	**-**	**4.09**	**11.30**	**2.14**	**1.82**	**0.97**	**1.08**	**21.40**	**4.91**	**0.05**	**0.01**	**0.00**	**4.97**	**-**	**-**
Depreciation and Amortization For The Year	-	0.32	3.20	0.36	0.51	0.04	0.11	**4.54**	1.13	0.01	-	-	**1.14**	**-**	**-**
Eliminated on disposals of assets	-	-	0.03	-	0.43	-	-	**0.46**	-	-	-	-	**-**	**-**	**-**
As at 31/03/2022	**-**	**4.41**	**14.47**	**2.50**	**1.90**	**1.01**	**1.19**	**25.48**	**6.04**	**0.06**	**0.01**	**0.00**	**6.11**	**-**	**-**
Depreciation and Amortization For The Year	-	0.35	3.47	0.35	0.48	0.04	0.19	**4.88**	0.70	-	-	-	**0.70**	**-**	**-**
Eliminated on disposals of assets	-	0.02	1.31	-	0.19	-	0.16	**1.68**	-	-	-	-	**-**	**-**	**-**
As at 31/03/2023	**-**	**4.74**	**16.63**	**2.85**	**2.19**	**1.05**	**1.22**	**28.68**	**6.74**	**0.06**	**0.01**	**0.00**	**6.81**	**-**	**-**
Net Block															
As at 31/03/2022	**19.63**	**12.83**	**41.41**	**1.34**	**2.66**	**0.16**	**0.46**	**78.49**	**1.52**	**0.01**	**-**	**-**	**1.53**	**0.21**	**0.34**
As at 31/03/2023	**19.63**	**12.63**	**36.49**	**0.99**	**2.17**	**0.17**	**0.52**	**72.60**	**1.27**	**0.01**	**-**	**-**	**1.28**	**-**	**0.24**

During the current year disposals / adjustments of Plant & Machinery includes provision made for impairment of Moulds of ₹0.64 crores which are not in use.

Notes forming part of the Financial Statements

(3) Property, Plant and Equipment, Capital Work-In-Progress & Other Intangible Assets (Contd.)

Capital Work-in-Progress (CWIP) Ageing

(₹ in Crores)

CWIP	As at March 31, 2023					As at March 31, 2022				
	Amount in Intangible assets under development for a period of					Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	-	-	-	-	-	0.21	-	-	-	0.21
Total	**-**	**-**	**-**	**-**	**-**	**0.21**	**-**	**-**	**-**	**0.21**

There are no projects which are temporarily suspended

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan

Intangible assets under development Ageing

(₹ in Crores)

Intangible assets under development	As at March 31, 2023					As at March 31, 2022				
	Amount in Intangible assets under development for a period of					Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	0.24	-	-	-	0.24	0.34	-	-	-	0.34
Total	**0.24**	**-**	**-**	**-**	**0.24**	**0.34**	**-**	**-**	**-**	**0.34**

There are no projects which are temporarily suspended

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan

Notes forming part of the Financial Statements

(4) Non-Current Investments

(₹ in Crores)

Particulars	As at 31/03/2023		As at 31/03/2022	
Non-current Investments				
Unquoted Investments				
Investments in subsidiaries	**Nos.**		**Nos.**	
In fully paid equity shares of subsidiaries at cost (Refer note no. 35)				
Symphony AU Pty. Limited, Australia	**1,84,00,000**	101.73	**1,74,80,000**	97.47
Symphony Climatizadores Ltda, Brazil	**49,999**	0.09	**49,999**	0.09
IMPCO S DE RL DE CV, Mexico*	-	0.00	-	0.00
Guangdong Symphony Keruilai Air Coolers Co. Limited, China*	-	1.55	-	1.55
Less: Provision for impairment on Investments		(1.55)		(1.55)
Sub Total (A)		**101.82**		**97.56**
Other Investments				
Investment in Mutual Funds at amortised cost				
Aditya Birla Sun Life Nifty SDL Plus PSU Bond Sep 2026 60:40 Index Fund-DG	**2,53,14,934**	26.48	-	-
Bharat Bond ETF - April 2030-DG	**2,00,357**	25.02	-	-
DSP Nifty SDL Plus G-Sec Jun 2028 30:70 Index Fund-DG	**3,35,75,678**	35.02	-	-
HDFC Nifty G-Sec Jun 2027 Index Fund-DG	**1,95,72,515**	20.00	-	-
Kotak Nifty SDL Apr 2027 Top 12 Equal Weight Index Fund-DG	**2,57,42,184**	26.49	-	-
Bharat Bond FoF - April 2030-DG	**3,33,10,997**	41.68	-	-
Nippon India Nifty G-Sec Sep 2027 Maturity Index Fund-DG	**98,11,415**	10.00	-	-
SBI CRISIL IBX Gilt Index - April 2029 Fund-DG	**3,35,80,804**	35.02	-	-
Sub Total (B)		**219.71**		**-**
Quoted Investments				
In fully paid up bonds at FVTOCI				
Tax Free Bond of HUDCO Ltd. 7.39% 08-02-2031	**86,477**	9.52	**86,477**	10.43
Tax Free Bond of HUDCO Ltd. 7.39% 15-03-2031	**1,00,000**	10.86	**1,00,000**	12.19
Tax Free Bond of IRFC Ltd. 7.35% 22-03-2031	**30,000**	3.40	**30,000**	3.65
Tax Free Bond of IRFC Ltd. 7.28% 21-12-2030	**24,157**	2.77	**24,157**	4.23
Tax Free Bond of NABARD 7.35% 23-03-2031	**1,20,000**	13.56	**1,20,000**	15.24
Tax Free Bond of NHAI 7.28% 18-09-2030	**100**	10.48	**100**	11.79
Tax Free Bond of NHAI 8.30% 25-01-2027	**50,000**	5.49	**50,000**	6.08
Tax Free Bond of NHAI 8.50% 05-02-2029	**75,000**	8.49	**75,000**	9.13
Tax Free Bond of NHAI 7.39% 09-03-2031	**1,10,000**	12.66	**1,10,000**	13.39
Tax Free Bond of NHB 8.46% 30-08-2028	-	-	**100**	12.08
Tax Free Bond of NTPC Ltd. 7.37% 05-10-2035	**60,000**	7.16	**60,000**	7.69

Notes forming part of the Financial Statements

(4) Non-Current Investments (Contd.)

(₹ in Crores)

Particulars	As at 31/03/2023		As at 31/03/2022	
Tax Free Bond of REC Ltd. 8.46% 24-09-2028	**50,000**	5.73	**50,000**	6.50
In fully paid non convertible debentures at FVTOCI				
HDFC Ltd 5.40% NCD	**-**	-	**250**	24.99
In fully paid non convertible debentures at FVTPL				
REC Ltd-5.36% MLD	**-**	-	**150**	16.50
ASEEM INFRA LTD MLD	**-**	-	**148**	14.89
Sub Total (C)		**90.12**		**168.78**
Total (A+B+C)		**411.65**		**266.34**
Aggregate carrying value of quoted investments		**90.12**		**168.78**
Aggregate market value of quoted investments		**90.12**		**168.78**
Aggregate carrying value of unquoted investments		**323.08**		**99.11**
Aggregate amount of impairment in value of investments		**(1.55)**		**(1.55)**

* Rules of domicile country of such subsidiaries do not require equity instrument in form of units, hence there is only value of equity instrument.

For category-wise classification of Non-Current Investments Refer note 43.

i) The Company has acquired 920,000 ordinary shares of Symphony AU Pty Limited (representing 5% of balance share capital) at a consideration of AUD 800,000 (₹4.258 crore) from its erstwhile shareholder thereby making Symphony AU Pty Limited, Australia a wholly owned subsidiary (100% shareholding) of the Company w.e.f. October 01, 2022. Accordingly, Climate Technologies Pty Limited, Australia has become a wholly owned first level step down subsidiary and Bonaire USA LLC, USA becomes a wholly owned second level step-down subsidiary of the Company.

ii) The Company has pledged tax free bonds worth ₹ Nil (Previous year ₹100.32 crores) out of the above mentioned investments in favour of Standard Chartered Bank, India towards issuance of standby letter of credit upto ₹71.69 crores (Previous year ₹73.46 crores) as security in respect of working capital facility availed by Climate Technologies Pty. Limited, Australia (Wholly owned subsidiary of Symphony AU Pty. Limited, Australia) (Refer note no. 9 & 35).

iii) The Company has pledged 17,480,000 (Previous year 17,480,000) ordinary shares of Symphony AU Pty. Limited, Australia worth ₹97.47 crores (Previous year ₹97.47 crores) mentioned above in favour of Standard Chartered Bank, UK as collateral in respect to acquisition loan availed by Symphony AU Pty Limited, Australia as per terms of the amendment and restatement agreement with the Bank (Refer note no. 35).

iv) The Company has pledged units of mutual funds worth ₹21.14 crores (Previous year NCD of HDFC Ltd worth ₹20.99 crores) out of the above mentioned investments in favour of ICICI Bank as security in respect of working capital facility availed by the Company (Refer note no. 18).

v) The Company has pledged units of mutual funds worth ₹31.83 crores (Previous year ₹ Nil) out of the above mentioned investments in favour of HDFC Bank as security in respect of working capital facility of ₹39 crores (Previous year ₹ Nil) sanctioned by the bank.

Notes forming part of the Financial Statements

(5) Loans

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Loans to Subsidiaries (Refer note no. 35)		
Unsecured, considered good	68.84	56.71
	68.84	**56.71**

i) The Company has granted Loan to Guangdong Symphony Keruilai Air Coolers Co. Limited, China for ₹58.69 crores (including accrued interest) carrying interest rate of 5.60% repayable in September, 2024. During the year the Company has granted moratorium period of one year for interest.

ii) The Company has granted Loan to Symphony Climatizadores Ltda, Brazil for ₹10.15 crores (including accrued interest) carrying interest rate of LIBOR of one year plus 185 Basis Point, repayable in September, 2025.

(6) Other Non-Current Financial Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Balance held as Margin Money*	0.07	0.07
Deposit Others	0.22	0.20
	0.29	**0.27**

* This amount includes fixed deposit given to VAT/CST authority.

(7) Other Non-Current Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Unsecured, considered good		
Capital advances	0.44	0.79
Prepaid expenses	0.04	0.02
Balance with statutory / government authorities	0.02	0.02
	0.50	**0.83**

(8) Inventories

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Stock-In-Trade (Including Goods in Transit ₹8.66 crores, Previous year ₹14.11 crores)	116.83	69.69
	116.83	**69.69**

During the year no write down of inventory was recognised (Previous year ₹ Nil)

Notes forming part of the Financial Statements

(9) Other Investments

(₹ in Crores)

Particulars	As at 31/03/2023		As at 31/03/2022	
Current Investments	**Nos.**		**Nos.**	
Quoted Investments				
In fully paid non convertible debentures at FVTPL				
Mindspace Business Parks REIT MLD	**-**	-	**100**	11.05
Shriram City Union Finance Limited MLD 8.65%	**-**	-	**150**	16.70
In fully paid non convertible debentures at FVTOCI				
HDFC Ltd 5.40% NCD	**200**	19.79	**-**	-
Sub Total (A)		**19.79**		**27.75**
Unquoted Investments				
Investment in Mutual Funds at FVTPL				
Aditya Birla Sun Life- Arbitrage Fund-DG	**-**	-	**37,45,923**	8.52
Axis Arbitrage Fund-DG	**35,97,848**	6.15	**55,61,817**	9.00
Edelweiss Arbitrage Fund-DG	**40,11,214.78**	7.00	**-**	-
Edelweiss Arbitrage Fund-G	**3,09,825.68**	0.51	**-**	-
Invesco India Arbitrage Fund-DG	**69,15,572**	20.02	**36,93,669**	10.04
Invesco India Arbitrage Fund-G	**1,88,546**	0.51	**-**	-
Nippon India Arbitrage Fund-G	**2,24,989**	0.51	**-**	-
Nippon India Arbitrage Fund-DG	**1,73,78,290**	41.95	**1,09,80,739**	25.07
Tata Arbitrage Fund-DG	**2,50,23,449**	31.73	**3,62,74,958**	43.48
ICICI Prudential Corporate Bond Fund-DG	**78,92,245**	20.54	**78,92,245**	19.40
DSP Floater Fund-DG	**-**	-	**49,73,441**	5.22
HDFC Ultra Short Term Fund-DG	**-**	-	**35,68,733**	4.43
Bandhan Banking & PSU Debt Fund-DG	**-**	-	**1,01,50,181**	20.71
Bandhan Corporate Bond Fund-DG	**1,71,71,863**	28.51	**1,71,71,863**	27.54
Kotak Floating Rate Fund-DG	**-**	-	**1,33,118**	16.34
Kotak Savings Fund-DG	**-**	-	**60,49,099**	21.80
HSBC Corporate Bond Fund-DG	**17,14,151**	11.15	**17,14,151**	10.78
Nippon Banking & PSU Debt Fund-DG	**1,59,23,161**	28.66	**1,59,23,161**	27.47
Nippon India Floating Rate Fund-DG	**-**	-	**54,27,661**	20.49
Aditya Birla Sun Life Saving Fund-DG	**-**	-	**2,19,346**	9.77
Axis Ultra Short Term Fund-DG	**-**	-	**78,32,381**	9.77
SBI Floating Rate Fund-DG	**-**	-	**96,37,794**	10.27
Trust Liquid Fund-DG	**-**	-	**27,264**	2.81
Sub Total (B)		**197.24**		**302.91**
Total (A+B)		**217.03**		**330.66**
Aggregate carrying value of quoted investments		**19.79**		**27.75**
Aggregate market value of quoted investments		**19.79**		**27.75**
Aggregate carrying value of unquoted investments		**197.24**		**302.91**

Notes forming part of the Financial Statements

(9) Other Investments (Contd.)

For category-wise classification of Current Investments Refer note 43.

i) The Company has pledged units of mutual funds worth ₹ Nil (Previous year ₹10.78 crores) out of the above mentioned investments in favour of Standard Chartered Bank, India towards issuance of standby letter of credit upto ₹71.69 crores (Previous year ₹73.46 crores) as security in respect of working capital facility availed by Climate Technologies Pty. Limited, Australia (Wholly owned subsidiary of Symphony AU Pty. Limited, Australia) (Refer note no. 4 & 35).

ii) The Company has pledged units of mutual funds worth ₹63.69 crores (Previous year ₹61.17 crores) out of the above mentioned investments in favour of Standard Chartered Bank, UK as collateral in respect to acquisition loan availed by Symphony AU Pty Limited, Australia as per terms of the amendment and restatement agreement with the Bank (Refer note no. 35).

(10) Trade Receivables

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Considered good - Unsecured (Refer note no. 35)	116.91	155.63
Less : Allowances for expected credit loss	(0.53)	(0.13)
Considered good - Unsecured	**116.38**	**155.50**
Credit impaired	0.95	0.41
Less : Allowances for credit impaired	(0.95)	(0.41)
Credit impaired	-	-
	116.38	**155.50**

Movement in Allowance for credit loss

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Balance at beginning of the year	0.54	1.09
Allowance for credit impairment during the year	1.11	0.19
Trade receivables written off during the year	(0.17)	(0.74)
Balance at end of the year	**1.48**	**0.54**

The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

Notes forming part of the Financial Statements

(10) Trade Receivables (Contd.)

Trade receivables ageing schedule for March 31, 2023 is as below

Sr No	Particulars	Outstanding for following periods from due date of payment						Total
		Not Due	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables - Considered good	98.07	13.56	5.27	0.01	0.00	0.00	**116.91**
2	Undisputed Trade receivables - credit impaired	-	-	0.36	0.54	0.00	0.00	**0.90**
3	Disputed Trade receivables - credit impaired				0.04	0.01	0.00	**0.05**
		98.07	**13.56**	**5.63**	**0.59**	**0.01**	**0.00**	**117.86**
	Less: Allowance for credit loss							**1.48**
	Total Trade Receivables							**116.38**

Trade receivables ageing schedule for March 31, 2022 is as below

Sr No	Particulars	Outstanding for following periods from due date of payment						Total
		Not Due	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables - Considered good	148.66	6.50	0.45	0.02	0.00	0.00	**155.63**
2	Undisputed Trade receivables - credit impaired	-	-	-	0.32	-	-	**0.32**
3	Disputed Trade receivables - credit impaired	-	0.00	0.01	0.04	0.04	0.00	**0.09**
		148.66	**6.50**	**0.46**	**0.38**	**0.04**	**0.00**	**156.04**
	Less: Allowance for credit loss							**0.54**
	Total Trade Receivables							**155.50**

Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.

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

(11) Cash & Cash Equivalents

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Cash and Cash Equivalents		
Cash on Hand	-	-
Balance with employees Imprest account	0.45	0.39
Balance with banks in current accounts	30.12	10.63
Balance with banks in deposit accounts	15.50	-
Sub Total (A)	**46.07**	**11.02**

Notes forming part of the Financial Statements

(11) Cash & Cash Equivalents (Contd.)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Other Bank Balances		
In Earmarked Accounts		
Unpaid Dividend Accounts (Refer note no. 20)*	2.78	3.13
Margin Accounts**	0.02	0.02
Unpaid CSR Accounts (Refer note no. 42)	-	0.29
Sub Total (B)	**2.80**	**3.44**
Total (A+B)	**48.87**	**14.46**

*The Company can utilise this balances only towards settlement of Unpaid dividend.

** This amount includes fixed deposit given to VAT/CST authority.

(12) Loans

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Loans to Subsidiaries (Refer note no. 35)		
Unsecured, considered good	1.18	1.78
	1.18	**1.78**

The Company has granted Loan to Symphony Climatizadores Ltda, Brazil for ₹1.18 crores (including accrued interest) carrying interest rate of LIBOR of one year plus 126 Basis Point, repayable in October, 2023.

(13) Other Financial Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Export Incentive Receivable	0.40	1.88
Derivative Assets	0.27	0.09
Others (Refer note no. 35 for related party transactions)	0.52	0.49
	1.19	**2.46**

(14) Other Current Assets

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Advance for supply of goods and rendering of services		
Unsecured, considered good	27.70	22.11
Unsecured, considered doubtful	0.16	0.82
Less: Provision for doubtful Advances	(0.16)	(0.82)
Advances to related parties (Refer note no. 35)	0.02	0.33
Advances Others*	1.18	-
Prepaid expenses	1.65	1.59
Balance with statutory / government authorities	11.20	9.05
	41.75	**33.08**

* Advances Others include amount paid to SEBI for Buyback fees.

Notes forming part of the Financial Statements

(15) Equity Share Capital

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Authorised :		
7,50,00,000 Equity Shares of ₹2/- each	**15.00**	**15.00**
Issued, Subscribed & Paid up :		
6,99,57,000 (As at March 31, 2022: 6,99,57,000) Equity Shares of ₹2/- each fully paid up	**13.99**	**13.99**
	13.99	**13.99**

The Company has only one class of shares referred to as equity shares having a par value of ₹2/-, rank pari passu in all respects including voting rights and entitlement to dividend.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive assets of the Company remaining after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholder.

The details of shareholder holding more than 5% shares as at March 31, 2023 is set out below

Name of the shareholder	No. of shares	% held as at March 31, 2023	No. of shares	% held as at March 31, 2022
Mr. Achal A. Bakeri	2,92,61,600	41.83	2,92,61,600	41.83
Ms. Rupa A. Bakeri	70,92,940	10.14	70,92,940	10.14
Sanskrut Tradecom Private Limited	1,24,83,200	17.84	1,24,83,200	17.84
Axis Mutual Fund Trustee Limited	22,39,466	3.20	36,73,086	5.25

Shareholding of Promoters

Name of the Promoters	As at 31/03/2023		As at 31/03/2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Achal Anil Bakeri	2,92,61,600	41.83%	2,92,61,600	41.83%
Change during the year	-	-	-	-

For the purpose of this disclosure, definition of promoter as per the Companies Act, 2013 has been considered.

The reconciliation of the number of shares outstanding as at March 31, 2023 is set out below

Particulars	As at 31/03/2023		As at 31/03/2022	
	No. of Shares	Amount (₹ in Crores)	No. of Shares	Amount (₹ in Crores)
Opening Balance	6,99,57,000	13.99	6,99,57,000	13.99
Add: Issued during the year	-	-	-	-
Closing Balance	**6,99,57,000**	**13.99**	**6,99,57,000**	**13.99**

Notes forming part of the Financial Statements

(16) Other Equity

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
General Reserve (Refer note no. 16.1)	35.00	35.00
Capital Reserve (Refer note no. 16.2)	9.04	9.04
Reserve for Debt Instruments through Other Comprehensive Income (Refer note no. 16.3)	0.70	9.63
Retained Earnings (Refer note no. 16.4)	853.28	758.77
	898.02	**812.44**

16.1 General Reserve

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Closing balance	**35.00**	**35.00**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

16.2 Capital Reserve

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Closing balance	**9.04**	**9.04**

16.3 Reserve for Debt Instruments through Other Comprehensive Income

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Opening balance	9.63	5.50
Net fair value gain on investments in debt instruments at FVTOCI	(9.77)	4.68
Income tax on net fair value gain on investments in debt instruments at FVTOCI	1.18	(0.55)
Cumulative gain reclassified to profit or loss on sale of debt instruments at FVTOCI	(0.39)	-
Income tax on gain reclassified to profit or loss on sale of debt instruments at FVTOCI	0.05	-
Closing balance	**0.70**	**9.63**

This reserve represents the cumulative gains and losses arising on the revaluation of debt instruments measured at fair value through other comprehensive income that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those assets have been disposed of or impairment losses on such instruments.

Notes forming part of the Financial Statements

(16) Other Equity (Contd.)

16.4 Retained Earnings

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Opening balance	758.77	697.04
Profit for the year	164.80	110.81
Other Comprehensive income arising from remeasurement of defined benefit obligation net of income tax	(0.05)	(0.11)
Buyback Expenses	(0.28)	-
Dividend on Equity Shares	(69.96)	(48.97)
Closing balance	**853.28**	**758.77**

The Board of Directors have recommended a final dividend of ₹1/- (50%) per equity share of ₹2/- each amounting to ₹6.90 cr.(on post buy-back paid up share capital) for FY 22-23. The total dividend for FY 22-23 aggregates to ₹5/- (250%) per equity share of ₹2/- each amounting to ₹34.88 cr. which includes two interim dividends of ₹4/- (200%) per equity share paid during the year. The final dividend is subject to approval by shareholders at the ensuing Annual General Meeting of the Company.

The Board of Directors of the Company at its meeting held on February 08, 2023 and the shareholders by way of postal ballot on March 15, 2023 approved the buy back of the Company's fully paid shares of the face value of ₹2/- each from its shareholder/beneficial owners of equity shares of the Company including promoter of the Company as on the record date i.e. March 29, 2023, on a proportionate basis through the "tender offer" route at a price of ₹2,000/- per share up to 10,00,000 equity shares being 1.43% of the total paid up equity share capital for an aggregate amount not exceeding ₹200 crores (excluding buyback tax and other incidental expenses). The company dispatched the Letter of Offer for the Buyback to the eligible shareholders on April 25, 2023. The Company has opened the buy back offer on May 03, 2023 and it will be closed on May 17, 2023.

The portion of profits not distributed among the shareholders are termed as retained earnings. The Company may utilise the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

(17) Deferred Tax Liabilities (Net)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Deferred Tax Liabilities/(Assets) on		
(i) Property, plant and equipment and intangible assets	7.07	6.85
(ii) Financial Assets at FVTOCI	0.04	1.28
(iii) Financial Assets at FVTPL	4.34	3.41
(iv) Derivative Assets	0.07	0.02
(v) Financial Liabilities measured on inception	-	0.10
(vi) Impairment allowance on financial assets	(0.39)	(0.39)
(vii) Provision for doubtful advances	(0.42)	(0.35)
(viii) Carry forward tax losses	(1.39)	(1.60)
Deferred Tax Liabilities (Net)	**9.32**	**9.32**

Notes forming part of the Financial Statements

(17) Deferred Tax Liabilities (Net) (Contd.)

Movement of Deferred Tax Liabilities / Assets

For the year ended March 31, 2023 (₹ in Crores)

Particulars	Opening Balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Reclassified from Other Equity to Profit or Loss	Closing Balance
Deferred Tax Liabilities/(Assets) on					
(i) Property, plant and equipment and intangible assets	6.85	0.22	-	-	7.07
(ii) Financial Assets at FVTOCI	1.28	(0.01)	(1.18)	(0.05)	0.04
(iii) Financial Assets at FVTPL	3.41	0.93	-	-	4.34
(iv) Derivative Assets	0.02	0.05	-	-	0.07
(v) Financial Liabilities measured on inception	0.10	(0.10)	-	-	-
(vi) Impairment allowance on financial assets	(0.39)	-	-	-	(0.39)
(vii) Remeasurements of the defined benefit plans	-	0.02	(0.02)	-	-
(viii) Provision for doubtful advances	(0.35)	(0.07)	-	-	(0.42)
(ix) Carry forward tax losses	(1.60)	0.21	-	-	(1.39)
Deferred Tax Liabilities (Net)	**9.32**	**1.25**	**(1.20)**	**(0.05)**	**9.32**

For the year ended March 31, 2022 (₹ in Crores)

Particulars	Opening Balance	Recognised in profit or loss	Recognised in Other Comprehensive Income	Reclassified from Other Equity to Profit or Loss	Closing Balance
Deferred Tax Liabilities/(Assets) on					
(i) Property, plant and equipment and intangible assets	5.97	0.88	-	-	6.85
(ii) Financial Assets at FVTOCI	0.73	-	0.55	-	1.28
(iii) Financial Assets at FVTPL	2.30	1.11	-	-	3.41
(iv) Derivative Assets	-	0.02	-	-	0.02
(v) Financial Liabilities measured on inception	-	0.10	-	-	0.10
(vi) Impairment allowance on financial assets	(2.89)	2.50	-	-	(0.39)
(vii) Remeasurements of the defined benefit plans	-	0.04	(0.04)	-	-
(viii) Provision for doubtful advances	(0.39)	0.04	-	-	(0.35)
(ix) Carry forward tax losses	-	(1.60)	-	-	(1.60)
Deferred Tax Liabilities (Net)	**5.72**	**3.09**	**0.51**	**-**	**9.32**

Notes forming part of the Financial Statements

(18) Current Borrowings

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Secured		
Loan from Bank	21.95	40.41
	21.95	**40.41**

(i) ₹21.95 crores (previous year ₹40.41 crores) represents working capital loan availed in the form of Export Packing Credit and Post Shipment Credit-INR from ICICI Bank. The Company has pledged units of Mutual Funds of Kotak Nifty SDL worth ₹21.14 crores (Previous year HDFC Ltd NCD ₹20.99 crores) as security (Refer note no. 4).

The Company has not defaulted on any loans payable.

The Company has filed the quarterly stock details and other stipulated information with the bank which are in agreement with the books of accounts and there are no material discrepancies.

(19) Trade Payables

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises	4.15	4.03
- Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer note no. 35 for related party transactions)	68.49	61.73
	72.64	**65.76**

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:		
(i) (a) Principal amount remaining unpaid to any supplier	3.76	3.76
(b) Interest on (i)(a) above	0.01	-
(ii) The amount of interest paid along with the principal payment made to the supplier	-	-
(iii) Amount of interest due and payable on delayed payments	0.13	0.02
(iv) Amount of further interest remaining due and payable for the earlier years	0.25	0.24
(v) Total outstanding dues of Micro and Small Enterprises		
Principal	3.76	3.76
Interest	0.39	0.27

Notes forming part of the Financial Statements

(19) Trade Payables (Contd.)

Trade payables ageing schedule for March 31, 2023 is as below

Sr No	Particulars	Outstanding for following periods from due date of Payment					Total
		Unbilled Dues	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME - Undisputed	0.39	3.74	0.02	-	-	4.15
2	Others - Undisputed	45.67	22.76	0.02	0.03	0.01	68.49
	Total	**46.06**	**26.50**	**0.04**	**0.03**	**0.01**	**72.64**

Trade payables ageing schedule for March 31, 2022 is as below

Sr No	Particulars	Outstanding for following periods from due date of Payment					Total
		Unbilled Dues	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME - Undisputed	0.27	3.76	-	-	-	4.03
2	Others - Undisputed	48.83	12.72	0.08	0.09	0.01	61.73
	Total	**49.10**	**16.48**	**0.08**	**0.09**	**0.01**	**65.76**

There are no "Not Due" and "Disputed" trade payables, hence the same are not disclosed in ageing schedule

(20) Other Financial Liabilities

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Trade deposits	1.58	1.33
Unclaimed dividends (Refer note no. 11)*	2.78	3.13
Creditors for capital goods	0.04	0.11
Unpaid CSR Amounts (Refer note no. 42)	-	0.29
	4.40	**4.86**

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

Notes forming part of the Financial Statements

(20) Other Financial Liabilities (Contd.)

Disclosure with regards to changes in liabilities arising from financing activities as per Ind AS 7 Statement of Cash Flows:

Change in liabilities arising from financing activities

(₹ in Crores)

Particulars	Borrowings	Unpaid Dividend on Equity (including Interim dividend)	Total
Balance as at April 01, 2021	-	3.72	3.72
Cash Flows	40.41	(49.56)	(9.15)
Dividend recognised during the year	-	48.97	48.97
Balance as at March 31, 2022	**40.41**	**3.13**	**43.54**
Cash Flows	(18.46)	(70.31)	(88.77)
Dividend recognised during the year		69.96	69.96
Balance as at March 31, 2023	**21.95**	**2.78**	**24.73**

(21) Other Current Liabilities

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Advance from customers	49.45	33.02
Statutory dues	10.66	12.93
Deferred revenue (Refer note (i) below)	6.19	12.61
	66.30	**58.56**

(i) The deferred revenue arises in respect of the Company's Point Credits Scheme recognised in accordance with Ind AS 115 Customer Loyalty Programmes.

(₹ in Crores)

Particulars	Deferred revenue As at 31/03/2023	Deferred revenue As at 31/03/2022
Opening balance	12.61	4.67
Deferred during the year	5.67	12.20
Recognised as revenue during the year	(12.09)	(4.26)
Closing balance	**6.19**	**12.61**

(22) Provisions

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Provision for		
Employee benefits (Refer note (i) below)	0.43	0.12
Warranty (Refer note (ii) below)	12.40	6.96
	12.83	**7.08**

Notes forming part of the Financial Statements

(22) Provisions (Contd.)

(i) The provision for employee benefits includes gratuity provision. For detailed disclosures, refer note no. 38.

(ii) The provision for warranty claims represents the present value of the Management's best estimate of the future outflow of economic benefits that will be required under the Company's obligations for warranties under local sale of goods legislation. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality. The movement in the warranty provision is as below:

(₹ in Crores)

Particulars	Warranty As at 31/03/2023	Warranty As at 31/03/2022
Opening balance	6.95	5.21
Additional provisions recognised	18.68	8.39
Reductions arising from payments	(13.23)	(6.64)
Closing balance	**12.40**	**6.96**

(23) Current Tax Liabilities/(Assets) (Net)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Tax liabilities		
Provision for income tax	50.24	31.78
Total	**50.24**	**31.78**
Tax assets		
Advance income tax	51.04	31.85
Total	**51.04**	**31.85**
Net	**(0.80)**	**(0.07)**

(24) Revenue From Operations

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Revenue from Sale of Products	881.57	637.51
Other Operating Revenue	2.92	3.80
	884.49	**641.31**
Sale of products comprises of :		
Air Coolers	820.18	584.07
Others	61.39	53.44
	881.57	**637.51**

Notes forming part of the Financial Statements

(24) Revenue From Operations (Contd.)

Reconciliation of Revenue from sale of products & services with the contracted price

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Revenue as per contracted price	888.74	656.06
Adjustments		
Deferred revenue	6.34	(8.16)
Sales return	(0.11)	(1.05)
Discount	(13.40)	(9.34)
Sale of products and Services	**881.57**	**637.51**

(25) Other Income

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Interest Income:		
Deposits (at amortised cost)	0.01	1.09
Investments in debt instruments measured at FVTOCI	11.68	7.59
Other financial assets carried at amortised cost	1.34	2.67
Income from Target Maturity Fund (at amortised cost)	6.82	-
Other gains and losses		
Gain on disposal of property, plant and equipment	0.44	0.03
Gain on disposal of instruments designated at FVTOCI	0.52	-
Net Foreign Exchange gains	6.01	3.65
Mark to Market Gain	0.18	0.09
Net gain on disposal of instruments designated at FVTPL	7.84	8.26
Net gain on financial assets mandatorily measured at FVTPL	7.96	9.21
Other Non Operating Income	3.31	5.28
	46.11	**37.87**

(26) Purchase of Stock-In-Trade

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Air Coolers	438.85	299.05
Others	69.37	74.40
	508.22	**373.45**

Notes forming part of the Financial Statements

(27)Changes in Inventories of Finished Goods, Work-In-Progress And Stock-In-Trade

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Opening Stock		
Finished Goods	-	0.11
Stock-In-Trade	69.69	48.82
Less:		
Closing Stock		
Finished Goods	-	-
Stock-In-Trade	116.83	69.69
	(47.14)	**(20.76)**

(28) Employee Benefits Expense

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Salaries, Wages and Bonus	68.62	59.09
Contribution to Provident Fund and Other Funds	2.21	2.08
Gratuity Expense (Refer note no. 38)	1.26	1.16
Staff Welfare Expenses	0.86	0.38
	72.95	**62.71**

(29) Finance Costs

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Interest on bank loans	0.62	0.85
Other interest expense	0.15	0.11
	0.77	**0.96**

(30) Other Expenses

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Assembly and Labour Charges	1.54	0.10
Power and Fuel	0.05	0.05
Repairs & Maintenance		
Building	0.11	0.05
Machinery	0.66	0.39

Notes forming part of the Financial Statements

(30) Other Expenses (Contd.)

(₹ in Crores)

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Rent (Refer note no. 37)	6.33	5.16
Rates & Taxes	0.10	0.09
Travelling	10.46	7.25
Conveyance	1.50	1.34
Communication Expenses	1.30	1.09
Insurance	0.34	0.38
Printing and stationery charges	0.18	0.20
Legal & Professional Charges	4.94	6.54
Payment to Auditors (Refer note no. 36)	0.47	0.43
Vehicle Expenses	0.10	0.06
CSR Expenditure (Refer note no. 42)	3.22	3.28
General Expenses	8.37	6.39
Repairs Others	0.15	0.18
Loss on disposal of instruments measured at amortised cost	0.05	-
Bank Charges	0.23	0.15
Freight & Forwarding Charges	37.03	23.20
Warranty Expense	21.20	9.80
Sales Commission	0.69	0.43
CFA Handling Charges	1.96	1.49
	100.98	**68.05**

(31) Earnings Per Share

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Face value of Equity Shares (₹)	2	2
Net Profit available for Equity Shareholders(₹ in Crores)	164.80	110.81
No. of Equity Shares	6,99,57,000	6,99,57,000
Basic and Diluted EPS (₹)	23.56	15.84

Notes forming part of the Financial Statements

(32) Tax Expense

(32.1) Income tax recognised in statement of profit and loss

(₹ in Crores)

Sr. No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
(a)	**Current tax**		
	In respect of the current year	50.14	31.68
	In respect of prior years	(0.05)	0.72
		50.09	**32.40**
(b)	**Deferred tax**		
	In respect of the current year (Refer note no. 17)	1.25	3.09
		1.25	**3.09**
Total income tax recognised in statement of profit and loss		**51.34**	**35.49**

The income tax expense for the year can be reconciled to the accounting profit as follows:

(₹ in Crores)

Sr. No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	Profit before tax	**216.14**	**146.30**
	Income tax expense calculated at 25.168% (Previous year 25.168%)	54.40	36.82
(a)	Effect of income that is exempt from taxation Interest on tax free bonds	(1.73)	(1.75)
(b)	Effect of lower tax on capital gain from investment in Bonds & Market Linked Debentures	(1.03)	(0.62)
(c)	Effect of CSR Expenditure not allowed under income tax	0.81	0.83
(d)	Others	(1.06)	(0.51)
	Current Year Income tax expense	**51.39**	**34.77**
	Prior Year Income tax expense	**(0.05)**	**0.72**
	Total income tax recognised in statement of profit and loss	**51.34**	**35.49**

(32.2) Income tax recognised in Other Comprehensive Income

(₹ in Crores)

Sr. No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
Deferred tax			
(a)	**Arising on income and expenses recognised in other comprehensive income:**		
	Re-measurement of defined benefit obligation	(0.02)	(0.04)
	Net fair value gain on investments in debt instruments at FVTOCI	(1.18)	0.55
	Total income tax recognised in other comprehensive income	**(1.20)**	**0.51**

Notes forming part of the Financial Statements

(32) Tax Expense (Contd.)

(₹ in Crores)

Sr. No.	Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	Bifurcation of the income tax recognised in other comprehensive income into:-		
	Items that will not be reclassified to profit or loss	(0.02)	(0.04)
	Items that may be reclassified to profit or loss	(1.18)	0.55
		(1.20)	**0.51**

(33) Contingent Liabilities and Commitments (to the Extent not provided for) :

(₹ in Crores)

(i)	Contingent Liabilities:	2022-23	2021-22
a)	Claims against the Company not acknowledged as debt.	0.05	0.07
b)	Demand on account of VAT / sales tax matters.	6.66	0.05
c)	Demand on account of Income Tax matters.	1.61	0.85
d)	Demand on account of central excise matters.	0.89	1.39
e)	Corporate Guarantee / Standby Letter of Credit given to banks for loan availed (Refer note no. 35)*.	202.25	208.15
		211.46	**210.51**

In respect of the above matters the management is reasonably confident that no material liability will devolve on the company and hence not recognised in the books of account.

For all matters contingent liability includes the order passed by the concerned authority against the Company and pending in appeal either at appellate or other higher authority level. In GST matters, contingent liability shown above also includes liability as per notices/show cause notices received from GST department for matter related to interest on GST liability already discharged.

*This represents the amount of Corporate Guarantee / Standby Letter of Credit to the extent of outstanding balance of loans availed. The total Corporate Guarantee / Standby Letter of Credit given is ₹239.77 crores (Previous year ₹243.95 crores).

(₹ in Crores)

(ii)	Commitments :	2022-23	2021-22
a)	Estimated amount of Property, plant and equipment contracts remaining to be executed and not provided for.	0.68	0.27

b) Letter of Support issued to Guangdong Symphony Keruilai Air Coolers Co. Limited, China, wholly owned subsidiary, to provide financial support in order to allow it to meet its liabilities as they fall due and to carry on its business without significant curtailment of operations.

Notes forming part of the Financial Statements

(34) Segment Reporting

(a) Primary Segment :

As per recognition criteria mentioned in Ind AS - 108, Operating Segments, the Company has identified only one operating segment i.e. Air Cooling and Other Appliances Business. However substantial portion of Corporate Funds remained invested in various financial instruments. The Company has considered Corporate Funds as a separate segment so as to provide better understanding of performance of Air Cooling and Other Appliances Business.

(₹ in Crores)

Particulars		2022-23	2021-22
(1)	Segment Revenue		
	Air Cooling and Other Appliances	890.25	647.73
	Corporate Funds	35.58	26.16
	Un-allocable	4.77	5.29
	Total	**930.60**	**679.18**
(2)	Segment Profit before Interest and Taxes (PBIT)		
	Air Cooling and Other Appliances	177.01	116.16
	Corporate Funds	35.13	25.81
	Un-allocable	4.77	5.29
	Total	**216.91**	**147.26**
	Less: Finance Costs	0.77	0.96
	Less: Taxes	51.34	35.49
	Total Profit After Tax	**164.80**	**110.81**
(3)	Segment Assets		
	Air Cooling and Other Appliances	384.47	356.94
	Corporate Funds	542.40	499.43
	Un-allocable	172.58	156.05
	Total	**1,099.45**	**1,012.42**
(4)	Segment Liabilities		
	Air Cooling and Other Appliances	187.44	185.99
	Corporate Funds	-	-
	Un-allocable	-	-
	Total	**187.44**	**185.99**
(5)	Capital Employed		
	Air Cooling and Other Appliances	197.03	170.95
	Corporate Funds	542.40	499.43
	Un-allocable	172.58	156.05
	Total	**912.01**	**826.43**

Notes forming part of the Financial Statements

(34) Segment Reporting (Contd.)

(b) Secondary Segment : Geographical segment

(₹ in Crores)

Particulars		2022-23	2021-22
(1)	Segment Revenue		
	India	784.94	511.98
	Rest of the world	99.55	129.33
	Revenue from operations	**884.49**	**641.31**
(2)	Segment Profit before Interest and Taxes (PBIT)		
	India	189.59	106.76
	Rest of the world	27.32	40.50
	Total	**216.91**	**147.26**
	Less: Finance Costs	0.77	0.96
	Less: Taxes	51.34	35.49
	Total Profit After Tax	**164.80**	**110.81**

Secondary Segment Capital Employed :

Property, plant & equipment used in the Company's business and liabilities contracted have not been identified with any of the reportable segments, as the Property, plant & equipment and services are used interchangeably between segments. The Company believes that it is not practical to provide secondary segment disclosures relating to Capital employed.

(35) Related Party Disclosures

(₹ in Crores)

Sr no	Name of the Related Parties	Nature of relationship with company	Nature of transaction	2022-23		2021-22	
				Volume of transaction	Balance at the end of the year	Volume of transaction	Balance at the end of the year
1	IMPCO S DE RL DE C V., Mexico	Wholly owned Subsidiary	Sale of Goods / Receivables	8.28	10.68	13.63	12.20
			Sale of Assets	4.11		0.08	
			Software charges recovered	0.05		0.05	
			Guarantee Charges recovered	-		0.04	
2	IMPCO S DE RL DE C V., Mexico	Wholly owned Subsidiary	Investment in Capital	-	0.00	-	0.00

Notes forming part of the Financial Statements

(35) Related Party Disclosures (Contd.)

(₹ in Crores)

Sr no	Name of the Related Parties	Nature of relationship with company	Nature of transaction	2022-23		2021-22	
				Volume of transaction	Balance at the end of the year	Volume of transaction	Balance at the end of the year
3	Guangdong Symphony Keruilai Air Coolers Co. Limited	Wholly owned Subsidiary	Software charges recovered	0.05		0.05	
			Design Charges	0.19		-	
			Purchase of Assets	-		0.85	
			Purchase of Goods / Advances	0.42	0.02	0.70	0.33
4	Guangdong Symphony Keruilai Air Coolers Co. Limited	Wholly owned Subsidiary	Sale of Goods / Receivables	-	0.00	-	0.00
5	Guangdong Symphony Keruilai Air Coolers Co. Limited	Wholly owned Subsidiary	Loan Given/ Receivable	-	58.69	8.49	55.66
			Interest Income	-		2.53	
6	Symphony AU Pty. Limited	Wholly owned Subsidiary	Investment in Capital [Refer Note no. 4(i)]	4.26	101.73	-	97.47
7	Symphony AU Pty. Limited	Wholly owned Subsidiary	Guarantee Charges recovered / Receivable	0.73	0.16	0.81	-
8	Climate Technologies Pty. Limited	Step down Subsidiary	Sale of Goods	49.30		81.96	
			Sale of Assets	3.10		0.20	
			Software charges recovered	0.10		0.10	
			Accounting Charges recovered	0.63		0.76	
			Guarantee Charges recovered / Receivable	0.42	42.37	0.46	79.17
9	Climate Technologies Pty. Limited	Step down Subsidiary	Purchase of Goods	0.07		0.02	
			Purchase of Assets / Payable	-	-	4.22	-
10	Bonaire USA, LLC	Step down Subsidiary	Sale of Goods/ Receivable	1.18	1.08	6.26	5.60
11	Symphony Climatizadores Ltda	Wholly owned Subsidiary	Investment in Capital	-	0.09	-	0.09
12	Symphony Climatizadores Ltda	Wholly owned Subsidiary	Sale of Goods/ Receivable	15.59	11.44	-	-

(35) Related Party Disclosures (Contd.)

(₹ in Crores)

Sr no	Name of the Related Parties	Nature of relationship with company	Nature of transaction	2022-23		2021-22	
				Volume of transaction	Balance at the end of the year	Volume of transaction	Balance at the end of the year
13	Symphony Climatizadores Ltda	Wholly owned Subsidiary	Loan Given/ Receivable	7.64	11.33	0.95	2.83
			Loan Received back	-		0.19	
			Interest Income	0.53		0.14	
14	Elephant Design Private Limited	Enterprise in which Director has significant influence	Consultancy Expense & reimbursement of Travelling Expense	0.33	0.02	0.20	0.02
15	Symphony AU Pty. Limited	Wholly owned Subsidiary	Corporate Guarantee / Standby Letter of Credit given to banks for loan availed	-	202.25	-	208.15
16	Key Management Personnels *	Key Management Personnels	Short-term benefits	6.49	2.85	5.80	2.86
			Post-employment benefits#	0.18		0.15	
17	Independent Directors**	Independent Directors	Sitting Fees	0.08	-	0.12	-

The above remuneration does not include Gratuity as it is provided in the books on the basis of actuarial valuation for the Company as a whole and hence individual figures cannot be identified.

* List of Key Management Personnels

Name	Category of directorship
Mr. Achal Bakeri	Chairman & Managing Director
Mr. Nrupesh Shah	Executive Director
Mr. Amit Kumar (w.e.f. 02-08-2021)	Executive Director
Mr. Bhadresh Mehta (Till 30-09-2021)	Chief Financial Officer
Mr. Girish Thakkar (w.e.f. 01-10-2021)	Chief Financial Officer
Mr. Mayur Barvadiya	Company Secretary and Head - Legal

** List of Independent Directors

Name	Category of directorship
Mr. Naishadh Parikh	Independent Director
Mr. Ashish Deshpande	Independent Director
Ms. Reena Bhagwati	Independent Director
Mr. Santosh Nema	Independent Director

Notes forming part of the Financial Statements

(36) Payment to Statutory Auditors (excluding GST)for (Refer note no. 30)

(₹ in Crores)

Particulars	2022-23	2021-22
a) Audit Fees	0.44	0.40
b) Other Services (Certification)	0.03	0.03
	0.47	**0.43**

(37) Leases

37.1 : Leasing Arrangement

Effective from April 01, 2019, the Company adopted 'Ind AS 116 – Leases' and applied the Standard to all lease contracts existing as on April 01, 2019 using the modified retrospective method on the date of initial application i.e. April 01, 2019.

The Company does not have any Non-cancellable lease.

37.2 : Amount Recognised in Statement of Profit & Loss

(₹ in Crores)

Particulars	2022-23	2021-22
Expense related to Short-term Leases (Refer note no. 30)	6.33	5.16

37.3 : Amount Recognised in Statement of Cash Flows

(₹ in Crores)

Particulars	2022-23	2021-22
Under Operating activities (Short term leases)	(6.33)	(5.16)
Total cash outflow for leases	**(6.33)**	**(5.16)**

37.4 : Lease Commitments for short-term leases

The Company has entered into Short term leases for clearing and forwarding agent premises at various location of India, tenure of which is less than a year. There are no obligations or commitments with reference to such short term leases as at reporting date as such leases are cancellable at the discretion of lessee i.e. the Company.

(38) Employee Benefits

(A) Defined contribution plans

The Company makes provident fund contribution which is defined contribution plan, for qualifying employees. Under the scheme, the Company is required to contribute a specified percentage of payroll costs to fund the benefits. The Company recognised ₹1.69 crores (Year ended March 31, 2022 ₹1.59 crores) for provident fund contributions in the Statement of Profit and Loss. The contribution payable to this plan by the Company is at rate specified in the rule of the scheme.

(B) Defined benefit plans

The defined benefit plan of the Company includes entitlement of gratuity for each year of service until the retirement age.

(38) Employee Benefits (Contd.)

The plan typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities and other debt instruments.

Interest risk: A fall in the discount rate which is linked to the Government Securities. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Longevity risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

The Present value of gratuity obligations is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

I The principal assumptions used for the purposes of actuarial valuation were as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Expected return on plan assets	7.58%	7.06%
Discount rate	7.58%	7.06%
Rate of salary increase	7.00%	7.00%
Rate of employee turnover	For services 4 years and below 10.00% and For services 5 years and above 4.00%	For services 4 years and below 10.00% and For services 5 years and above 4.00%
Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban
Mortality rate after employment	N.A.	N.A.

Notes forming part of the Financial Statements

(38) Employee Benefits (Contd.)

II Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

(₹ in Crores)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current service cost	1.25	1.25
Net interest expense	0.01	0.01
Components of defined benefit cost recognised in profit or loss	**1.26**	**1.26**
Actuarial (gains)/losses on obligation for the year	(0.02)	(0.02)
Return on plan assets (excluding interest income)	0.09	0.09
Components of defined benefit costs recognised in other comprehensive income	**0.07**	**0.07**
Total	**1.33**	**1.33**

III The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of funded defined benefit obligation	(12.69)	(11.47)
Fair value of plan assets	12.26	11.35
Funded status	(0.43)	(0.12)
Net liability arising from defined benefit obligation (Refer note no. 22)	(0.43)	(0.12)

IV Movements in the present value of the defined benefit obligation are as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	**11.47**	**10.93**
Current service cost	1.25	1.16
Interest cost	0.80	0.75
Benefits paid from the fund	(0.65)	(1.39)
Benefits paid directly by the employer	(0.16)	(0.12)
Actuarial (gains)/losses arising from changes in demographic assumptions	-	0.02
Actuarial (gains)/losses arising from changes in financial assumptions	(0.47)	(0.18)
Actuarial (gains)/losses arising from experience adjustments	0.45	0.30
Closing defined benefit obligation	**12.69**	**11.47**

(38) Employee Benefits (Contd.)

V Movements in the fair value of the plan assets are as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening fair value of plan assets	**11.35**	**10.90**
Interest income	0.79	0.75
Return on plan assets (excluding amounts included in net interest expense)	(0.09)	-
Contributions from the employer	0.86	1.09
Benefits paid	(0.65)	(1.39)
Closing fair value of plan assets	**12.26**	**11.35**

VI The fair value of the plan assets at the end of reporting period for each category are as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
HDFC Group Traditional Plan	12.26	11.35
Closing fair value of plan assets	**12.26**	**11.35**

VII The following payments are expected contributions to the defined benefit plan in future years:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
1st following year	0.89	1.28
2nd following year	1.12	0.70
3rd following year	1.94	0.82
4th following year	0.90	1.18
5th following year	1.19	0.80
Sum of years 6 to 10	5.53	4.93
Sum of years 11 and above	13.20	12.62

VIII Sensitivity analysis:

(₹ in Crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate increase by 1%	(0.83)	(0.81)
Discount rate decrease by 1%	0.95	0.93
Rate of salary increase by 1%	0.94	0.92
Rate of salary decrease by 1%	(0.85)	(0.82)
Rate of employee turnover increase by 1%	0.02	(0.01)
Rate of employee turnover decrease by 1%	(0.02)	0.01

Notes forming part of the Financial Statements

(39) Leave encashment

As per the policy followed by the Company, all the leaves are enjoyable in the year itself. Therefore there is no liability of leave encashment existing at the end of the year. Accordingly no provision is made for leave encashment.

(40) Assets classified as held for sale

(₹ in Crores)

Particulars	2022-23	2021-22
Building	0.02	-
Total assets held for sale (net of depreciation)	**0.02**	**-**

The Company intends to dispose off one of residential flat located at Ahmedabad. No impairment loss is recognised on reclassification of these assets held for sale as at March 31, 2023 as the Company intends to make sale deed in the month of May, 2023 for ₹0.46 crores and has received ₹0.06 crores from prospective buyer till March 31, 2023.

(41) Expenditure on Research & Development activities are as under

The amount of expenditure as shown in respective heads of account is as under:

(₹ in Crores)

Particulars	2022-23		2021-22	
Capital Expenditure		0.20		0.11
Revenue Expenditure				
Material Consumed	0.04		0.24	
Employee Benefit Expenses	3.45		3.12	
Other Expenses	0.30	3.79	0.29	3.65
Total		**3.99**		**3.76**

(42) Expenditure on Corporate Social Responsibility are as under

(a) Gross amount required to be spent by the Company during the year ₹3.16 crores (Previous year ₹3.32 crores).

(b) Amount spent during the year on

(₹ in Crores)

	In Cash		Yet to be paid in Cash		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
(i) Development and Maintenance of Public Park	0.29	0.26	-	-	0.29	0.26
(ii) Preventive Healthcare	2.75	2.35	-	-	2.75	2.35
(iii) Scientific Research	-	-	-	-	-	-
(iv) Education and Research	-	0.06	-	0.29	-	0.35
(v) Others	0.18	0.32	-	-	0.18	0.32
Total	**3.22**	**2.99**	**-**	**0.29**	**3.22**	**3.28**

(i) Pursuant to the requirement of the section 135(6) of companies Act 2013 last year ₹0.29 crores were transferred to the Special Bank account for the expenditure to be made on the ongoing project which were paid during the year.

(ii) Shortfall contribution of ₹0.04 crores during the last year was adjusted against the excess contribution made during the FY 2020-21 amounting to ₹0.08 crores.

Notes forming part of the Financial Statements

(43) Financial Instruments

Capital Management

The Company manages its capital to ensure that the Company will be able to continue as going concern, while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options.

The Company is not subject to any externally imposed capital requirements.

The management of the Company reviews the capital structure of the Company on regular basis.

The following table summarises the capital of the Company.

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Debt	21.95	40.41
Total Equity	912.01	826.43
Net debt to equity ratio	**2.41%**	**4.89%**

Other disclosure pursuant to Ind AS 107 " Financial instruments: Disclosures":

(a) Category-wise classification for applicable financial assets:

(₹ in Crores)

Sr. No.	Particulars	Refer Note Number	As at 31/03/2023	As at 31/03/2022
I	Measured at fair value through Profit or Loss (FVTPL):			
	(i) Investment in mutual funds	9	197.24	302.91
	(ii) Investment in MLD	4 & 9	-	59.14
			197.24	**362.05**
II	Measured at amortised cost:			
	(i) Investment in equity shares of subsidiaries	4	101.82	97.56
	(il) Investment in mutual funds	4	219.71	-
	(iii) Trade receivables	10	116.38	155.50
	(iv) Cash and cash equivalents and bank balances	11	48.87	14.46
	(v) Loans	5 & 12	70.02	58.49
	(vi) Other financial assets	6 & 13	1.48	2.73
			558.28	**328.74**
III	Measured at fair value through Other Comprehensive Income (FVTOCI):			
	(i) Investment in bonds	4	90.12	112.40
	(ii) Investment in NCD	4 & 9	19.79	24.99
			109.91	**137.39**
	Total		**865.43**	**828.18**

Notes forming part of the Financial Statements

(43) Financial Instruments (Contd.)

(b) Category-wise classification for applicable financial liabilities:

(₹ in Crores)

Sr. No.	Particulars	Refer Note Number	As at 31/03/2023	As at 31/03/2022
Measured at amortised cost:				
	(i) Borrowings	18	21.95	40.41
	(ii) Trade payables	19	72.64	65.76
	(iii) Other financial liabilities	20	4.40	4.86
	Total		**98.99**	**111.03**

(44) Fair value measurements

(a) Fair value Hierarchy of the Company's financial assets that are measured at fair value on a recurring basis:

(₹ in Crores)

Particulars	As at 31/03/2023				As at 31/03/2022			
	Level1	Level2	Level3	Total	Level1	Level2	Level3	Total
I Financial assets at FVTPL								
(i) Investment in mutual funds	197.24	-	-	197.24	302.91	-	-	302.91
(ii) Investment in MLD	-	-	-	-	59.14	-	-	59.14
II Financial assets at FVTOCI								
(i) Investment in bonds & NCD	99.43	10.48	-	109.91	137.39	-	-	137.39
Total	**296.67**	**10.48**	**-**	**307.15**	**499.44**	**-**	**-**	**499.44**

Valuation technique and key inputs used to determine fair value:

A. Level 1 : Mutual funds, Bonds, NCD - Quoted prices in active market.

B. Level 2 : Bonds, NCD, Preference shares - The fair value is calculated using the discounted cash flow method. Risk free rate adjusted by applicable spread is used for discounting future cash flows.

(b) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):

I Financial assets measured at amortised cost

The carrying amount of Trade receivables, Loans, Mutual funds, Cash and cash equivalents and bank balances & Other current financial assets are considered to be the same as their fair value due to their short term nature. The carrying amount of Other non-current financial assets are considered to be close to the fair value.

II Financial liabilities measured at amortised cost

The carrying amount of Trade payables and Other financial liabilities are considered to be the same as their fair values due to their short term nature.

(45)Financial Risk Management Objectives And Policies

Financial risk management objectives

The Company's management monitors and manages the financial risks relating to the operations of the Company. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company's risk management is done in close co-ordination with the board of directors and focuses on actively securing the Company's short, medium and long-term cash flows by minimizing the exposure to volatile financial markets. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The most significant risks to which the Company is exposed are described below:

Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, interest rates risk, liquidity risk, credit risk and price risk which impact returns on investments. Market risk exposures are measured using sensitivity analysis.

Foreign currency risk management

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries.

The Company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and purchases and 24-month period for net investment hedges.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions, the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Company hedges its exposure to fluctuations on the translation into INR of its foreign operations by holding net borrowings in foreign currencies and by using foreign currency swaps and forwards.

At March 31, 2023 the Company hedged 27% (March 31, 2022: 48%) of its expected foreign currency receivable. Those hedged sales were highly probable at the reporting date. This foreign currency risk is hedged by using foreign currency forward contracts and by Export Packing Credit and Post Shipment Credit.

(All figures in Crores)

Foreign currency exposure	As at March 31, 2023		As at March 31, 2022	
	Foreign currency monetary assets	Foreign currency monetary liabilities	Foreign currency monetary assets	Foreign currency monetary liabilities
US Dollar	0.96	-	1.87	-
Australian Dollar	0.04	-	0.13	-
Chinese Yuan Renminbi	4.91	-	0.71	-
Mexican Peso	0.01	-	-	-

Notes forming part of the Financial Statements

(45) Financial Risk Management Objectives And Policies (Contd.)

Foreign currency sensitivity

The following table details the Company's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their transaction at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the ₹ strengthens 5% against the relevant currency. For a 5% weakening of the ₹ against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

(₹ in Crores)

Currency	As at March 31, 2023		As at March 31, 2022	
	5% increase	5% decrease	5% increase	5% decrease
Foreign currency monetary assets				
US Dollar	(3.87)	3.87	(7.00)	7.00
Australian Dollar	(0.10)	0.10	(0.36)	0.36
Chinese Yuan Renminbi	(2.93)	2.93	(0.42)	0.42
Mexican Peso	(0.00)	0.00	-	-
Impact on profit or loss at the end of the reporting year	(6.90)	6.90	(7.78)	7.78
Impact on total equity as at the end of the reporting year (net of tax)	(5.16)	5.16	(7.69)	7.69

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments (Bond, NCD, preference share and mutual fund), trade receivables, loans and advances.

Balances with banks were not past due or impaired as at the year end. In other financial assets that are not past dues and not impaired, there were no indication of default in repayment as at the year end.

"Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this risk, the Company periodically assesses the financial reliability of customers, taking into account their financial position, past experience and other factors. The Company manages credit risk 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.

Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

(45) Financial Risk Management Objectives and Policies (Contd.)

Price risk

The Company's exposure to price risk arises from investments in Bond, NCD, preference share and mutual fund held by the Company and classified in the balance sheet at fair value through OCI and at fair value through profit or loss. To manage its price risk arising from investments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Price risk sensitivity

The table below summarises the impact of increases / decreases of the index on the Company's equity and profit for the year.

(₹ in Crores)

	Movement in Price	As at March 31, 2023		As at March 31, 2022	
		Impact on Profit	Impact on Other Comprehensive Income	Impact on Profit	Impact on Other Comprehensive Income
Bonds					
Increase	+2%	-	1.80	-	2.25
Decrease	-2%	-	(1.80)	-	(2.25)
Preference Shares					
Increase	+2%	-	-	-	-
Decrease	-2%	-	-	-	-
NCD/ICD					
Increase	+2%	-	0.40	1.18	0.50
Decrease	-2%	-	(0.40)	(1.18)	(0.50)
Mutual Funds					
Increase	+2%	3.94	-	6.06	-
Decrease	-2%	(3.94)	-	(6.06)	-
Total					
Increase	+2%	3.94	2.20	7.24	2.75
Decrease	-2%	(3.94)	(2.20)	(7.24)	(2.75)
Impact on total equity as at the end of the reporting year (net of tax)					
Increase	+2%		5.06		8.09
Decrease	-2%		(5.06)		(8.09)

Interest rate risk

The Company's majority investments are primarily in fixed rate interest bearing investments. Except in case of Market Linked Debentures the Company is not significantly exposed to interest rate risk.

Notes forming part of the Financial Statements

(45) Financial Risk Management Objectives And Policies (Contd.)

Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities:

The tables below analyse the Company's financial liabilities into relevant maturity groupings base on their contractual maturities for all non-derivative financial liabilities.

(₹ in Crores)

Particulars	As at March 31, 2023			
	Less than 1 year	1 to 5 years	>5 years	Total
Current				
(i) Borrowings	21.95	-	-	21.95
(ii) Trade payables	72.64	-	-	72.64
(iii) Other financial liabilities	4.40	-	-	4.40

(₹ in Crores)

Particulars	As at March 31, 2022			
	Less than 1 year	1 to 5 years	>5 years	Total
Current		-	-	
(i) Borrowings	40.41	-	-	40.41
(ii) Trade payables	65.76	-	-	65.76
(iii) Other financial liabilities	4.86	-	-	4.86

The surplus funds with the Company and operational cash flows will be sufficient to dispose the financial liabilities within the maturity period.

(46) Ratios as per Schedule III Requirements

a) Current Ratio = Current Assets divided by Current Liabilities

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Current Assets	544.05	607.70
Current Liabilities	178.12	176.67
Current Ratio	**3.05**	**3.44**
% change from previous period	-11.20%	

Notes forming part of the Financial Statements

(46) Ratios as per Schedule III Requirements (Contd.)

b) Debt - Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Total Debt	21.95	40.41
Total Equity	912.01	826.43
Debt - Equity Ratio	**0.02**	**0.05**
% change from previous period	-50.78%	

Reason for change more than 25%:

During the year Company has fully repaid Exports packing Credit and Post Shipment Credit availed of last year and partly repaid Exports packing credit of current year from ICICI Bank. The said loan was taken to meet working capital requirement for exports business done to subsidiaries companies.

c) Return on Equity Ratio (ROE) = Net profit after tax divided by Average Shareholder's Equity

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Profit for the year	164.80	110.81
Average Shareholder's Equity	869.22	793.50
Return on Equity Ratio (ROE)	**0.19**	**0.14**
% change from previous period	35.77%	

Reason for change more than 25%:

Profit for the year has been increased by 51% as compared to last year due to normal trade sentiments.

d) Inventory Turnover Ratio = Cost of goods sold divided by Average inventory

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Cost of goods sold	461.08	352.69
Average Inventory	93.26	59.31
Inventory Turnover Ratio	**4.94**	**5.95**
% change from previous period	-16.86%	

e) Trade Receivables turnover ratio = Total Sales divided by Closing trade receivables

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Total Sales	881.57	637.51
Closing Trade Receivables	116.38	155.50
Trade Receivables turnover ratio	**7.57**	**4.10**
% change from previous period	84.77%	

Notes forming part of the Financial Statements

(46) Ratios as per Schedule III Requirements (Contd.)

Reason for change more than 25%:
Increase in Trade receivable turnover ratio is due to :

a) Increase in Sales in current year by 39% mainly on account of normal Trade sentiments.

b) Decrease in Trade receivable by 25% due to decrease in sales to subsidiaries in FY23 as compared to that of FY22.

f) Trade payables turnover ratio = Total purchases divided by closing trade payables

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Total purchases	508.22	373.45
Closing Trade payables	72.64	65.76
Trade payables turnover ratio	**7.00**	**5.68**
% change from previous period	23.20%	

g) Net capital Turnover Ratio = Net Sales divided by Net Working capital (whereas net working capital= current assets - current liabilities)

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Net sales	881.57	637.51
Net working capital	365.93	431.03
Net capital Turnover Ratio	**2.41**	**1.48**
% change from previous period	62.88%	

Reason for change more than 25%:
Due to increase in Sales in current year by 39% and decrease in Net working capital by 15%.

h) Net profit ratio = Net profit after tax divided by Net Sales

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Profit for the year	164.80	110.81
Net sales	881.57	637.51
Net profit ratio	**0.19**	**0.17**
% change from previous period	7.55%	

Notes forming part of the Financial Statements

(46) Ratios as per Schedule III Requirements (Contd.)

i) Return on Capital employed (ROCE) = Earnings before interest and taxes(EBIT) divided by Capital Employed

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
EBIT	216.91	147.26
Capital employed	943.28	876.16
ROCE Ratio	**0.23**	**0.17**
% change from previous period	36.82%	

Reason for change more than 25%:

EBIT for the year has been increased by 49% as compared to last year.

j) Return on investment = Income generated from investments divided by Time weighted average investments

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Tax Free Bonds	**-2.72%**	**10.19%**
Income from investments	-2.86	11.04
Time weighted average investments	105.24	108.32
% change from previous period	-126.70%	
NCD and MLD	**5.80%**	**6.16%**
Income from investments	7.26	3.51
Time weighted average investments	125.22	57.03
% change from previous period	-5.95%	
Mutual Funds	**4.91%**	**4.24%**
Income from investments	20.60	15.20
Time weighted average investments	419.52	358.66
% change from previous period	15.90%	
Corporate Deposits and Commercial Paper	**5.95%**	**5.65%**
Income from investments	0.81	1.07
Time weighted average investments	13.69	18.84
% change from previous period	5.25%	

Reason for change more than 25%:

Return on tax free bonds has been decreased due to increase in interest rate cycle on account of which FVTOCI loss is ₹9.56 crores in FY 22-23 as compared FVTOCI gain of ₹4.08 crores in FY 21-22.

Notes forming part of the Financial Statements

(46) Ratios as per Schedule III Requirements (Contd.)

k) Operating Profit Margin = Operating Profit (Profit Befor Tax + Finance Cost - Other Income) divided by Revenue from Operations

(₹ in Crores)

Particulars	As at 31/03/2023	As at 31/03/2022
Operating Profit	170.80	109.39
Revenue from operations	884.49	641.31
Operating Profit Margine	**0.19**	**0.17**
% change from previous period	13.21%	

Debt service coverage ratio (DSCR) is not applicable the Company does not have any term borrowings.

(47) Other Statutory Information

(i) The Company did not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company did not have any transactions with companies struck off.

(iii) The Company did not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(v) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with any oral or written understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with any oral or written understanding (whether recorded in writing or otherwise) that the Company shall:

(a) 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

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(viii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

Notes forming part of the Financial Statements

(48) Amount below ₹50 thousand is mentioned as "0.00".

(49) The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of May 05, 2023, there were no subsequent events and transactions to be recognised or reported that are not already disclosed.

(50) Approval of financial statements

The financial statements were approved for issue by the board of directors on May 05, 2023.

For and on behalf of the board

	Achal Bakeri Chairman & Managing Director DIN-00397573	**Nrupesh Shah** Executive Director DIN-00397701
Place : Ahmedabad Date : May 05, 2023	**Mayur Barvadiya** Company Secretary and Head - Legal	**Girish Thakkar** Chief Financial Officer

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries:

(₹ in Crores)

Sr. No.	Particulars	IMPCO S DE RL DE CV, Mexico	Guangdong Symphony Keruilai Air Coolers Co., Limited, China	Bonaire USA LLC, USA	Climate Technologies Pty. Limited, Australia	Symphony AU Pty. Limited, Australia	Symphony Climatizadores Ltda, Brazil
1	**Reporting period**	**31-12-2022**	**31-12-2022**	**31-03-2023**	**31-03-2023**	**31-03-2023**	**31-12-2022**
2	**(i) Reporting currency**	**Mexican Peso**	**CNY**	**US Dollar**	**Australian Dollar**	**Australian Dollar**	**Brazilian Real**
	(ii) Exchange rate as on the last date of the relevant Financial year	4.49	11.96	82.16	55.15	55.15	16.17
3	**Share Capital**	0.00	101.63	0.00	0.00	101.47	0.08
4	**Reserves & Surplus**	73.42	(162.27)	(17.45)	68.69	(28.44)	(0.83)
5	**Total Assets**	108.16	15.87	19.20	215.83	241.68	28.34
6	**Total Liabilities**	39.03	76.51	36.65	147.14	168.65	29.09
7	**Investments (Excl. Investment in Subsidiaries)**	4.29	-	-	-	-	-
8	**Turnover**	137.23	35.13	16.07	217.83	-	8.02
9	**Profit before taxation**	8.24	(4.47)	(6.72)	(48.00)	(5.01)	(0.06)
10	**Provision for taxation**	2.23	-	-	(18.06)	1.63	0.09
11	**Profit after taxation**	6.01	(4.47)	(6.72)	(29.93)	(6.64)	(0.03)
12	**Proposed Dividend**	Nil	Nil	Nil	Nil	Nil	Nil
13	**% of shareholding**	100%	100%	100%*	100%*	100%*	100%
14	**The date since when subsidiary was acquired**	01-04-2011	01-01-2016	01-07-2018	01-07-2018	15-06-2018	10-06-2019

*100% (w.e.f. October 01, 2022) and 95% (Upto September 30, 2022).

For and on behalf of the board

Achal Bakeri
Chairman & Managing Director
DIN-00397573

Nrupesh Shah
Executive Director
DIN-00397701

Place : Ahmedabad
Date : May 05, 2023

Mayur Barvadiya
Company Secretary and Head - Legal

Girish Thakkar
Chief Financial Officer

SYMPHONY LIMITED

CIN – L32201GJ1988PLC010331
Registered Office: Symphony House, Third Floor, FP12, TP50, Off S.G. Highway, Bodakdev, Ahmedabad – 380 059, Gujarat, India.
Phone: +91-79-66211111 • Fax: +91-79-66211140
E-mail ID: **investors@symphonylimited.com**
Website: **www.symphonylimited.com**

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting (**"AGM"**) of the Members of Symphony Limited (**'the Company'**) will be held on Friday, August 4, 2023 at 10:00 a.m. (IST) through Video Conferencing (**'VC'**) facility or Other Audio-Visual Means (**'OAVM'**) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the audited standalone financial statements of the Company for the financial year ended on March 31, 2023, together with the reports of the board of directors and auditors thereon.
2. To receive, consider, and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2023, together with the report of the auditors thereon.
3. To confirm payment of two interim dividends aggregating to ₹4.00 per share and to declare a final dividend of ₹1.00 per share on equity shares for the financial year 2022-23.
4. To appoint a director in place of Mr. Amit Kumar (DIN: 01946117) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time, and the Articles of Association of the Company, Ms. Reena Bhagwati (DIN: 00096280), who was appointed as an Independent Woman Director of the Company at the 32nd Annual General Meeting of the Company and who holds office upto February 4, 2024, and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from February 5, 2024 to February 4, 2029."

   "RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution."

By Order of the Board
For Symphony Limited

Date: July 5, 2023
Place: Ahmedabad

Mayur Barvadiya
Company Secretary & Head - Legal

NOTES:

(a) The Ministry of Corporate Affairs ('MCA') issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, and May 5, 2022, respectively, and by General Circular No. 10/2022 dated December 28, 2022, allowed companies whose AGMs become due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). In compliance with these circulars, the AGM of the Company is being held through VC/OAVM on Friday, August 4, 2023 at 10:00 a.m. (IST). The deemed venue for the 36th AGM will be Symphony House, 3rd Floor, FP12, TP50, Off S. G. Highway, Bodakdev, Ahmedabad – 380059.

(b) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**

(c) In accordance with the applicable MCA Circulars and the SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2023, will be sent through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Bigshare Services Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2023 shall be available on the websites of the Company viz., **www.symphonylimited.com** and of the Stock Exchanges where equity shares of the Company are listed. The Notice shall also be available on the e-voting website of the agency engaged for providing e-voting facility, i.e., National Securities Depository Limited (NSDL), viz., **www.evoting.nsdl.com**.

(d) The statement setting out material facts as required under Section 102(1) of the Companies Act, 2013, in respect of Special Business mentioned in the above notice is annexed hereto. The documents and/or letters, if any, referred to in the resolutions are open for inspection for the members at the registered office of the Company on all working days between 2:00 p.m. to 4:00 p.m., up to the date of the ensuing annual general meeting.

(e) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 22, 2023 to Tuesday, July 25, 2023 (both days inclusive) for the purpose of the annual general meeting and payment of the final dividend.

(f) Members desirous of obtaining any information as regards to accounts and operations of the Company are requested to write to the Company at least 7 days before the meeting to enable the Company to keep the required information ready at the ensuing annual general meeting.

(g) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file a Nomination Form in respect of their shareholdings to the Registrar and Share Transfer Agent.

(h) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 36th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the board resolution/power of attorney to the Scrutinizer.

(i) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(j) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ('NSDL') e-voting website at **www.evoting.nsdl.com**. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.

(k) Members, who hold shares in physical form, are requested to intimate the change in their registered address, if any, to the Registrar and Share Transfer Agent by sending a filled in and signed Form ISR - 1 and Form ISR - 2 to our RTA, i.e., Bigshare Services Private Limited, or they may directly update by accessing link at: **https://www.bigshareonline.com/InvestorRegistration.aspx**.

(l) **DIVIDEND TAX**

Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from April 1, 2020 and the Company is required to deduct tax at source **("TDS")** from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 **("the IT Act")**. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants, or in case shares are held in physical form, with the Company by sending an email to the Company's email address at **investors@symphonylimited.com**. For details, Members may refer to the "Communication on TDS on Dividend Distribution" circulated along with the Notice of AGM and also available on the website of the Company.

(m) Details of directors seeking appointment/re-appointment at the ensuing annual general meeting of the Company are given in this Notice in compliance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meeting.

(n) Members holding shares in demat form who have not registered their email addresses, are requested to register their email ID with their respective depository participants, and members who are holding shares in physical form are requested to register their email ID with the Registrar and Share Transfer Agent for receipt of the Annual Report, Notice, Quarterly Results, Circulars, etc. by electronic mode.

(o) Transfer of unclaimed/unpaid amounts and shares to the Investor Education and Protection Fund:

Members who have not yet encashed their following dividend(s) for the financial year 2016-17 are requested to lodge their claims with the Company or Registrar and Share Transfer Agent.

Particulars of dividend	Last date to claim the dividend
1st Interim Dividend – 2016-17	August 25, 2023
2nd Interim Dividend – 2016-17	November 24, 2023
3rd Interim Dividend – 2016-17	March 13, 2024

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the Company's website: **https://symphonylimited.com/investor/shareholding-information/**

The Ministry of Corporate Affairs **('MCA')** had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 7, 2016 **("IEPF Rules 2016")** as amended/modified from time to time. The Company has, during financial year 2022-23, transferred to the IEPF Authority all shares, except disputed cases, in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, within 30 days from the due dates.

Details of shares transferred to the IEPF Authority are available on the website of the Company as well as that of the IEPF Authority and the same can be accessed through the following links:

(i) **https://symphonylimited.com/investor/shareholding-information/**

(ii) **www.iepf.gov.in**

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. Concerned members/investors are advised to visit the web link: **http://iepf.gov.in/IEPFA/refund.html** or contact our Registrar and Transfer Agent, Bigshare Services Private Limited (BSPL) for lodging a claim for refund of shares and/or dividend from the IEPF Authority.

(p) **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

The remote e-voting period begins on Monday, July 31, 2023 at 9:00 a.m. and ends on Thursday, August 3, 2023 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date), i.e., Friday, July 28, 2023 may cast their vote electronically.

The way to vote electronically on the NSDL e-voting system consists of two steps, which are mentioned below:

Step 1: Access to the NSDL e-voting system

A) Login method for e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode

Based on the SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access the e-voting facility.

The login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	1. Existing IDeAS users can visit the e-Services website of NSDL viz. **https://eservices.nsdl.com** either on a personal computer or on a smart mobile phone. On the e-Services home page click on the 'Beneficial Owner' icon under Login', which is available under the 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services, and you will be able to see the e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting.
	2. If the user is not registered for IDeAS e-services, the option to register is available at **https://eservices.nsdl.com**. Select "Register Online for IDeAS" portal or click on **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp**.

Type of shareholders	Login method
	3. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a personal computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon 'Login', which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e., your sixteen digit demat account number held with NSDL), password/OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL depository site. Click on options available against the company name or e-voting service provider - NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
	4. Shareholders/Members can also download the NSDL mobile app 'NSDL Speede', by scanning the QR code given below, for a seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, can login through their existing user ID and password. An option will be made available to reach the e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit the CDSL website, **www.cdslindia.com** and click on the login icon and New System Myeasi Tab, and then use their existing Myeasi username and password. 2. After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or during the AGM. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.

Type of shareholders	Login method
	3. If the user is not registered for Easi/Easiest, the option to register is available on the CDSL website, **www.cdslindia.com**. Here the user is required to click on 'Login' and select the New System Myeasi Tab, and then click on the registration option. 4. Alternatively, the user can directly access the e-voting page by providing a demat account number and PAN number, from a link on the home page — **www.cdslindia.com**. The system will authenticate the user by sending an OTP on the registered mobile number and email address, as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP, i.e., NSDL, where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) login through their depository participants	Users can also login using the login credentials of their demat account through their depository participant registered with NSDL/CDSL for the e-voting facility. Once login is done, users will be able to see the e-voting option. Once a user clicks on the e-voting option, they will be redirected to the NSDL/CDSL depository site after successful authentication, where they will be able to see the e-voting feature. Clicking on options available against the company name or the e-voting service provider — NSDL will redirect the user to the e-voting website of NSDL for casting their vote during the remote e-voting period; alternatively, they can join the virtual meeting and vote during the meeting.

Important note: Members who are unable to retrieve their user ID/password are advised to use the 'Forgot User ID' and 'Forgot Password' options available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through the depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue during login can contact the NSDL helpdesk by sending a request on **evoting@nsdl.co.in**, or by calling the toll-free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue during login can contact the CDSL helpdesk by sending a request on **helpdesk.evoting@cdslindia.com** or by calling toll free no. 1800 22 55 33

B) Login method for shareholders other than individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.

Step -1 How to login to the NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open the web browser and type the following URL: **https://www.evoting.nsdl.com/**.

2. Once the home page of the e-voting system is launched, click on the 'Login' icon, which is available under the 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your user ID, your password/OTP, and a verification code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can login on **https://eservices.nsdl.com/** with your existing IDEAS login. Once you login to NSDL e-services with your login credentials, click on e-voting, and you can proceed to Step 2, i.e., cast your vote electronically.

4. Your user ID details are given below:

Manner of holding shares i.e., demat (NSDL or CDSL) or Physical	Your user ID is:
a) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For members holding shares in physical form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:

   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered to your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL, in your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for your NSDL account, last 8 digits of client ID for CDSL account, or folio number for shares held in physical form. The .pdf file contains your 'user ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow the steps mentioned below in the process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the 'initial password', or have forgotten your password:

   a) Click on the 'Forgot User Details/Password?' (if you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

b) Physical User Reset Password? (if you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

c) If you are still unable to get the password by the above mentioned two options, you can send a request to **evoting@nsdl.co.in,** mentioning your demat account number/folio number, your PAN, your name, and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions', by selecting the check box.
8. Now, you will have to click on the 'Login' button.
9. After you click on the 'Login' button, the home page of e-voting will open.

Step 2: Cast your vote electronically and join the General Meeting on the NSDL e-voting system.
How to cast your vote electronically and join the General Meeting on the NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN', in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select 'EVEN' of the company for which you wish to cast your vote during the remote e-voting period and cast your vote during the General Meeting. For joining the virtual meeting, you need to click on the 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take a printout of the votes cast by you, by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email IDs are not registered with the depositories, for procuring their user ID and password, and registration of email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide the 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 **investors@symphonylimited.com.**
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested), AADHAR (self-attested) to **investors@symphonylimited.com**. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in Step 1 (A), i.e., Login method for e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing the above-mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

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

2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. 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.

4. The point of contact for grievances related to e-voting on the day of the AGM is the same as the point of contact mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the facility by following the steps mentioned above for 'access to the NSDL e-voting system'. After successful login, you can see the 'VC/OAVM link' placed under the 'Join Meeting' menu against the company name. You are requested to click on the VC/OAVM link placed under the 'Join Meeting' menu. The link for VC/OAVM will be available in the shareholder/member login where the EVEN of the Company will be displayed.

2. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email ID, mobile number at **investors@symphonylimited.com**. They will be replied to by the company suitably.

(q) **General Guidelines for Shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **csdoshiac@gmail.com** with a copy marked to **evoting@nsdl.co.in.** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, July 28, 2023, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on **www.evoting.nsdl.com** or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, July 28, 2023, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

3. It is strongly recommended not to share your password with any other person, and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to reset the password through

the 'Forgot User Details/Password?' or 'Physical User Reset Password?', option available on **www.evoting.nsdl.com**.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders, and the e-voting user manual for shareholders available in the 'download' section of **www.evoting.nsdl.com** or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to **evoting@nsdl.co.in**

(r) M/s. SPANJ & Associates, Company Secretaries has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(s) Voting shall be allowed at the end of the discussion on the resolutions on which voting is to be held, with the assistance of the scrutinizer, by use of electronic mode for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(t) The scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make, within two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour of, or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

(u) The results declared along with the scrutinizer's report shall be placed on the Company's website **www.symphonylimited.com** immediately after the result is declared and the same shall be communicated to the National Stock Exchange of India Limited and BSE Limited.

(v) Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following statement sets out all material facts relating to the business mentioned in the notice:

Item No. 5

The members of the Company in their 32nd Annual General Meeting held on July 31, 2019, approved the appointment of Ms. Reena Bhagwati as an Independent Woman Director of the Company for a period of five years with effect from February 5, 2019. Accordingly, her first term as an Independent Woman Director will expire on February 4, 2024. During her tenure as an Independent Director of the Company, Ms. Reena has contributed immensely to the Board and Committee deliberations.

Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the performance evaluation of Ms. Bhagwati as a member of the Board and of its Committees, her rich background, experience and contribution in the Board and Committee deliberations, and the observation that her continued association would be beneficial to the Company, the Board, on May 5, 2023 proposed to recommend to the members the reappointment of Ms. Bhagwati as an Independent Woman Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from February 5, 2024 to February 4, 2029. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Ms. Reena for the office of Director.

The Company has received requisite consent/disclosures under the provisions of the Act and SEBI Listing Regulation from Ms. Reena Bhagwati. Ms. Bhagwati has confirmed that she has not been debarred from holding office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Ms. Bhagwati has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an independent director of the Company. The brief profile and specific areas of expertise of Ms. Bhagwati are provided as an annexure to this Notice.

In the opinion of the Board, Ms. Bhagwati is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company. Out of the skills and capabilities identified by the Board, Ms. Reena Bhagwati has adequate skills pertaining to sales and marketing, including strategy formulation, long term planning, cross functional management, legal and financial obligations. In terms of Sections 149, 152, and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the reappointment of Ms. Bhagwati as an independent woman director of the Company for a second term for a period of five consecutive years commencing from February 5, 2024 to February 4, 2029, is being placed before the members for their approval by way of a Special Resolution.

Ms. Bhagwati, if reappointed, will not be liable to retire by rotation. The terms and conditions of reappointment of Ms. Bhagwati as an independent woman director would be made available for inspection to the members upon sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company on **investors@symphonylimited.com**.

None of the director(s) and key managerial personnel of the Company or their respective relatives, except Ms. Reena Bhagwati, to whom the Resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution set forth in the Notice for the approval of the members by way of a Special Resolution.

By Order of the Board
For, SYMPHONY LIMITED

Date: July 5, 2023
Place: Ahmedabad

Mayur Barvadiya
Company Secretary & Head - Legal

Details of the directors seeking appointment/re-appointment in the forthcoming Annual General Meeting (in compliance with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting)

The brief resume and other information of Mr. Amit Kumar and Ms. Reena Bhagwati are as under:

Name	Mr. Amit Kumar	Ms. Reena Bhagwati
Director Identification Number (DIN)	01956117	00096280
Age	44 years	57 years
Qualification	B. Tech. in Mechanical Engineering from IIT Kanpur, MBA (PGDM) from IIM, Ahmedabad	MBA from Carnegie Mellon University, Pittsburgh, USA
Date of appointment	August 2, 2021	February 5, 2024 (effective date for second term)
Date of first appointment	August 2, 2021	February 5, 2019
Relationship with another director	None	None
Brief resume, functional expertise, and experience	Mr. Amit Kumar has nearly 20 years of experience in the corporate and consulting sectors. He has worked with GE, PwC, Shapoorji Pallonji, EY, and KPMG. He had his own tech start-up in the field of data analytics and has been a business transformation and profitability improvement specialist. As Executive Director and Group CEO, Mr. Kumar focuses on the overall business growth of Symphony India and its overseas subsidiaries. Having graduated from the Indian Institute of Management in Ahmedabad, Mr. Amit Kumar is a part of the leadership team at Symphony, which drives the vision for the next wave of the organization's growth globally, across sectors and offerings.	She has more than 32 years of experience in providing fiscal, strategic and operations leadership in various engineering businesses. She is Managing Director of Bhagwati Autocast Limited, Director of Bhagwati Spherocast Private Limited, and Managing Director of Bhagwati Filters Private Limited. Ms. Bhagwati leads operations and strategic directions with full responsibility for top and bottom-line including strategy formulation, long term planning, cross functional management, and legal and financial obligations.
No. of shares held in the Company	Nil	Nil
Directorship held in other listed entities	None	1. Bhagwati Autocast Limited 2. EIMCO Elecon (India) Limited 3. The Anup Engineering Limited
Directorship in unlisted entities	None	1. Bhagwati Spherocast Private Limited 2. Bhagwati Filters Private Limited 3. Ved Skill Academy LLP

Name	Mr. Amit Kumar	Ms. Reena Bhagwati
Names of the listed entities from which the appointee has resigned in the past three years	None	None
Chairman/Member of the committee of the Company	Member of Risk Management Committee	Member of Audit Committee, Stakeholders Relationship Committee, and Chairperson of Nomination and Remuneration Committee of the Company
No. of board meetings attended during the year	Four (out of four)	Three (out of four)
Remuneration drawn during year	₹223.78 lacs	₹1.50 lacs (sitting fees)
Terms and Conditions of Appointment/ Reappointment and Remuneration, along with details of remuneration sought to be paid	Mr. Amit has been appointed as Executive Director and Group CEO of the Company for a period of five years w.e.f. August 2, 2021.	As mentioned in Item No. 5 of this notice

Corporate Information

Board of Directors

Achal Bakeri
Chairman & Managing Director
DIN: 00397573

Nrupesh Shah
Executive Director
DIN: 00397701

Amit Kumar
Executive Director and Group CEO
DIN: 01946117

Jonaki Bakeri
Non-Executive Director
DIN: 06950998

Naishadh Parikh
Independent Director
DIN: 00009314

Ashish Deshpande
Independent Director
DIN: 00498890

Reena Bhagwati
Independent Director
DIN: 00096280

Santosh Nema
Independent Director
DIN: 01907138

Chief Financial Officer

Girish Thakkar

Company Secretary and Head - Legal

Mayur Barvadiya

Statutory Auditors

Deloitte Haskins & Sells,
Chartered Accountants, Ahmedabad

Internal Auditors

Mukesh M. Shah & Company.,
Chartered Accountants, Ahmedabad

Secretarial Auditors

SPANJ & Associates,
Practising Company Secretaries, Ahmedabad

Registered and Corporate Office

Symphony House, Third Floor, FP12-TP-50,
Off. S. G. Highway, Bodakdev,
Ahmedabad - 380 059, Gujarat, India.
Phone : +91-79-6621 1111
Fax : +91-79-6621 1140
Email: investors@symphonylimited.com

Plant

Survey No. 703/704, Sanand Kadi Highway,
Village Thol, Taluka Kadi, District Mehsana, Gujarat,
India, Pin Code - 382 728.

Website

https://www.symphonylimited.com
https://www.symphonylimited.com.mx
https://www.keruilai.com
https://www.climatetechnologies.com.au

Connect with us on

https://www.instagram.com/symphonylimited
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https://www.facebook.com/symphonylimited
https://www.linkedin.com/company/symphony-limited-ahmedabad-india/mycompany/
https://www.youtube.com/@SymphonyLtd

Registrar & Share Transfer Agent

Bigshare Services Private Limited
Office No S6-2, 6th Floor,
Pinnacle Business Park, Next to Ahura Centre,
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Tel No.: +91-22-62638200
E-mail: investor@bigshareonline.com
Website: www. bigshareonline.com

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