



VERITAS (INDIA) LIMITED

35th Annual Report
2019 - 2020

BOARD OF DIRECTORS

Mr. Nitinkumar Didwania

Mr. Praveen Bhatnagar

Ms. Kamala Aithal

Ms. Purvi Matani

Mr. Vijay Shah

Chief Financial Officer (CFO)

Mr. Rajaram Shanbhag

Company Secretary

Mr. Prasad A Oak

Registered OfficeVeritas House, 3rd Floor,

Mint Road, Fort,

Mumbai – 400 001,

Maharashtra

Tel. no.: 022- 2275 5555 / 6184 0000

Fax no.: 022-2275 5556 / 6184 0001

E-mail: corp@veritasindia.net

Corporate Identity Number (CIN)

L23209MH1985PLC035702

Goods and Service Tax Number (GSTN)

27AAACD1654J1ZQ

Statutory Auditors

M/s. M. P. Chitale & Co.,

Chartered Accountants

Bankers

Axis Bank Limited

Registrars & Share Transfer Agents**Universal Capital Securities Pvt. Ltd.**

(Registrar & Share Transfer Agent)

21, Shakil Niwas,

Opp. Satya Saibaba Temple,

Mahakali Caves Road,

Andheri (East),

Mumbai – 400 093.

Change of address w.e.f. 1st Sep, 2020

C 101, 247 Park,

LBS Road, Vikhroli West,

Mumbai – 400083.

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DIRECTORS' REPORT

To
The Members of Veritas (India) Limited,

Your Directors have pleasure in presenting the 35th Annual Report on the business and operations of the Company together with the audited accounts for the financial year ended 31st March, 2020.

FINANCIAL RESULTS

The Company follows Indian Accounting Standards (IND AS) and the financial performance of the Company in IND AS format as tabled below:

(Amount in Rs.)

Particulars	Standalone		Consolidated	
	2019-2020	2018-2019	2019-2020	2018-2019
Revenue from operations (including other income)	549,62,70,370	624,50,26,139	2086,55,12,374	1887,95,20,257
Profit before tax	8,62,47,629	12,59,57,256	122,42,88,664	46,45,30,380
Less: Provision for Taxation				
Current Tax	2,13,87,438	2,91,40,705	21387,438	29140,705
Deferred Tax	(1,49,69,247)	1,59,739	(1,49,69,247)	1,53,439
MAT Credit	(74,51,075)	0	0	0
Current Tax Expenses related to prior Years	(49,98,410)	0	(49,98,410)	1,710
Profit after Tax for the current year	8,48,27,849	9,66,56,812	1,22,28,68,884	43,52,34,525
Add: Balance in Profit & Loss Account brought forward	65,64,52,602	56,11,36,290	351,14,94,071	307,08,50,470
Add: Credit for Tax on Dividend	0	0	0	0
Add: Transfer to Capital Work-in-progress	0	0	0	0
Add: Transfer from Capital Reserves	0	0	0	0
Profit available for Appropriation	0	0	0	0
Less:				
- Proposed Dividend	(13,40,500)	(13,40,500)	(13,40,500)	(13,40,500)
- Dividend Distribution Tax	2,72,926	2,72,926	2,72,926	2,72,926
Balance transferred to Balance Sheet	65,64,52,602	56,11,36,290	351,14,94,071	307,08,50,470

FINANCIAL PERFORMANCE HIGHLIGHTS:

The standalone and Consolidated Financial Statements of the Company for the Financial Year 2019-20 have been prepared in accordance with the Indian Accounting Standards (Ind AS) as required under the Companies Act, 2013.

Following are the comparative figures of the operations of the Company for the financial year ended 31st March, 2020 vis-à-vis previous year ended 31st March, 2019:

Standalone revenue from operations Rs. 542,69,89,856 as compared to previous year's revenue of Rs. 611,52,74,803/-. Consolidated revenue from operations increased to Rs. 2036,84,61,503 as compared to previous year's revenue of Rs. 1875,70,24,439/-

Standalone Profit after Tax is Rs. 848,27,849/- as compared to previous year's profit after tax of Rs. 9,66,56,812/-. Consolidated Profit after Tax is Rs. 122,28,68,884/- as compared to previous year's profit after tax of Rs. 43,52,34,525/-

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

During the year under review, there were no material changes and/or commitments affecting the financial position of the company and also between the end of the financial year and the date of this report.

DIVIDEND

Your Directors are pleased to recommend a dividend of 5 (Five) paise per Equity Share of the face value of Re. 1/- (Rupee One only) each for the financial year ended 31st March, 2020 payable to the shareholders whose names appear in the Register of Members as on the Book Closure date. The Dividend is payable subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

The total cash outgo on account of dividend payment for the financial year ended 31st March, 2020 would be Rs. 13,40,500/- (Rupees Thirteen Lakhs Forty Thousand Five Hundred Only).

TRANSFER TO RESERVES

Your Company propose not to transfer any fund out of its total profit for the financial year ended 31st March, 2020 to the General Reserves of the Company.

CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31st March, 2020 are prepared in accordance with the Companies Act, 2013 and provisions of Indian Accounting Standards (Ind AS) as applicable along with all relevant documents and the Statutory Auditors' Report forms part of this Annual Report.

The detailed Financial Statements as stated above are also available on the website of the Company and can be accessed at the web link: http://www.veritasindia.net/annual_reports.asp

SUBSIDIARY, ASSOCIATE AND JOINT VENTURES COMPANIES

Your company has Seven (7) subsidiaries' including step-down subsidiary and overseas subsidiaries.

As on 31st March 2020, Your Company has following subsidiaries / Step down subsidiaries companies within India and abroad:

1. Veritas Infra & Logistics Private Limited, incorporated in India (Wholly-owned subsidiary)
2. Veritas Agro Ventures Private Limited, incorporated in India (Wholly-owned subsidiary)
3. Veritas Polychem Private Limited, incorporated in India (Wholly-owned subsidiary)
4. Veritas International FZE, incorporated in Dubai, UAE (Wholly-owned subsidiary)
5. Hazel International FZE, incorporated in Sharjah, UAE (Wholly-owned subsidiary)
6. Veritas Global PTE Limited, incorporated in Singapore (Wholly-owned subsidiary)
7. GV Offshore Private Limited, incorporated in India (Subsidiary)

During the financial year ended 31st March, 2020, the Board of Directors reviewed the affairs of Company's subsidiaries as mentioned above. Pursuant to Section 129(3) of the Companies Act, 2013 and new IND AS (Accounting Standards) issued by the Institute of Chartered Accountant of India, Consolidated Financial Statement presented by the Company includes the financial statements of its subsidiaries. Company is in process of closing its subsidiary, GV Offshore Private Limited, incorporated in India, which is a dormant company.

Further, in accordance with Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014 the report on the performance and financial position of all the subsidiaries, associates and joint venture companies included in the Consolidated Financial Statements is provided in the prescribed Form AOC-1 as '**Annexure I**' which forms part of this report.

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separately audited/unaudited accounts of each of its subsidiaries on its website at www.veritasindia.net and the same shall be available for inspection by the Members at the registered office of the Company during the business hours on all working days between 10.30 A.M. to 5.30 P.M. except Saturdays and Sundays up to the date of ensuing AGM. Members interested of obtaining a copy of the said financial statements shall write to the Investor Relations Department at the Registered Office of the company.

Your Company has approved a policy for determining material subsidiaries and the same is uploaded on the Company's website which can be accessed using the link [http://www.veritasindia.net/pdf/VIL-Material Subsidiary Policy-New.pdf](http://www.veritasindia.net/pdf/VIL-Material_Subsiary_Policy-New.pdf)

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of such assessments carried out by Management, no reportable material weakness or significant deficiency in the design or operation of internal financial controls was observed. Nevertheless, your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and

accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Indian Accounting Standards (IND AS) – IFRS Convergence

Your Company has adopted Indian Accounting Standards (“Ind AS”) from the accounting periods beginning April, 2017 pursuant to Ministry of Corporate Affairs Notification dated 16th February, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015.

MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT

A detailed analysis of your Company’s performance is discussed in Management Discussion and Analysis Report, which forms part of this Annual Report. (**Annexure V**)

PARTICULARS OF CONTRACTS OR AGREEMENTS ENTERED INTO WITH RELATED PARTIES

During the financial year ended 31st March, 2020, your Company has entered into transactions with the related parties as defined under Section 2(76) of the Companies Act, 2013 read with the Rules made there under and the Listing Regulations. All related party transactions are in the ordinary course of business and are on arm’s length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 was not required. Details of transactions made are disclosed in financial statements. All related party transactions are presented to the Audit Committee and the Board. Omnibus approval was obtained for the transactions which are foreseen and repetitive in nature. In line with the provisions of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, your Company has formulated a policy on Materiality of Related Party Transaction and on dealing with related party transactions duly approved by the Board and is uploaded on the website of the Company.

Website:http://www.veritasindia.net/pdf/VIL_Policy/Related-Party-Transaction-&-the-manner-of-dealing-with-Related-Party-Transaction.pdf

The details of the transactions with related parties and the status of outstanding balances as per Accounting Standard 18 are set out in Note no. 36 to the Standalone Financial Statements forming part of this report.

STATUTORY AUDITOR’S REPORT

The reports given by the M/s. M. P. Chitale & Co., Statutory Auditors of the Company on standalone and consolidated financial statements of the Company forms part of the Annual Report. There are no qualifications, reservations, adverse remarks or disclaimers given by the Statutory Auditors in their reports. The notes on financial statements referred to in the Statutory Auditors’ Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT REPORT

The Board has appointed M/s. JMJA & Associates LLP, Practising Company Secretaries to undertake secretarial audit of the company pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report for the financial year ended 31st March, 2020 as submitted by them is annexed as **Annexure II** and forms part of this Report.

Reporting of Frauds by Auditors

During the year under review, the Statutory and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

SECRETARIAL STANDARDS

During the Financial Year, your Company has complied with applicable Secretarial Standards i.e. SS-1 and SS-2, relating to “Meetings of the Board of Directors” and “General Meetings”, respectively.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARNATEES GIVEN AND SECURITY PROVIDED

Particulars of investments made, loans given, guarantees given or security provided and the purpose for which the loan or guarantee or security given as proposed to be utilised pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) are provided in the Note No. 4 and 5 to the financial statements.

PUBLIC DEPOSIT

During the year under review, your Company has not accepted any public deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures with regards to the particulars of Directors, KMPs and employees who are in receipt of remuneration in excess of the limits as prescribed under the provisions of Section 197(12) of the Act read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended till date as may be applicable are available and the Statement containing the details of employee remuneration as required under Section 197 of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection at the registered office of the Company during business hours from 21 days before the Annual General Meeting and any Member willing to obtain copy of the said statement can write to the Investor Relations Department at the Registered office address of the company (**Annexure VI**). In terms of Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the Members excluding the information on particulars of employees.

BOARD AND COMMITTEES

DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Schedule IV and the relevant rules made there under and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and there has been no change in the circumstances which may affect their status as an independent director during the year.

Ms. Alpa Parekh resigned from Directorship of the Company 14th August, 2019.

Mr. Vijay Shah and Ms. Purvi Matani were appointed as an Independent Directors of the Company w.e.f. 14th August, 2019.

In accordance with the Section 152, other applicable provisions of the Companies Act, 2013 and in terms of Memorandum and Article of Association of the Company, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM.

Mr. Nitinkumar Didwania, Director, Non-Independent Director retires by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re-appointment.

Key Managerial Personnel

The following personnel have been designated as Key Managerial Personnel (KMP) of the Company pursuant to Section 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- | | |
|---------------------------|--|
| (a) Mr. Praveen Bhatnagar | Whole-time Director |
| (b) Mr. Rajaram Shanbhag | Chief Financial Officer |
| (c) Mr. Prasad A Oak | Vice President Legal and Company Secretary |

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out a formal Annual evaluation of its own performance, of its Committees, the Chairman as well as performance of the Directors individually. The evaluation was done by the way of a structured questionnaires covering various aspects of the Board functioning, amongst others vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, considering the views of the Executive Director. The Directors expressed their satisfaction with the evaluation process.

SEBI vide its guidance note dated 5th January, 2017 has suggested process/practice that may be adopted by the Companies for performance evaluation. The Company is following the same as applicable.

FAMILIARIZATION PROGRAMME FOR DIRECTORS

Your Company has in place a structured induction and familiarization program for all its Directors including the Independent Directors. Your Company through such programs familiarizes not only the Independent Directors but any new appointee on the Board with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events, etc. In order to enable the Directors to fulfill the governance role, comprehensive presentations are made on the various businesses, business models, risk minimization procedures and new initiatives of the Company. Changes in domestic/overseas corporate and industry scenario including their effect on the Company, statutory and legal matters are also presented to the Directors on a periodic basis. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading. The details regarding the familiarization program imparted by the Company can be accessed on the website of your Company on the Web-Link: http://www.veritasindia.net/investor_downloads.asp

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The template of the letter of appointment is available on the website of your Company at Web-Link: http://www.veritasindia.net/investor_downloads.asp

POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION

As part of good governance and also in accordance of the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a policy for Board Diversity, Appointment, Remuneration, Training and Evaluation of Directors and Employees. The Policy inter alia includes criteria for determining qualifications, positive attributes, independence notice of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013. The details of such Nomination and Remuneration Policy on the appointment of Directors and remuneration is annexed as **Annexure III** and forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3)(C) OF THE COMPANIES ACT, 2013

Pursuant to provisions under Section 134(5) of the Companies Act, 2013, with respect to Director's Responsibility Statement, the Directors confirm:

That in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed and there are no material departures from the same;

That they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;

That they had taken proper and sufficient care for the 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 fraud and other irregularities;

That Directors had prepared the annual accounts on a 'going concern' basis;

That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

NUMBER OF MEETINGS OF THE BOARD

During the financial year ended 31st March, 2020, four meetings of the Board of Directors were held. Meetings were held on 30/05/2019, 14/08/2019, 14/11/2019, and 12/02/2020 respectively. The details of attendance of Board of Directors and its Committees in respective meetings are mentioned in the Corporate Governance Report under the heading "Board of Directors" forming part of this Annual Report.

Board Committees

Audit Committee

The Committee comprises of the following Directors:

1. Ms. Kamala Aithal, Independent Director, Chairperson
2. Mr. Praveen Bhatnagar, Whole-Time Director
3. Ms. Purvi Matani, Independent Director**
4. Mr. Vijay Shah, Independent Director**

Ms. Alpa Parekh resigned from Independent Directorship w.e.f. 11th April, 2019 and Directorship of the Company w.e.f. 14th August, 2019

**Mr. Vijay Shah and Ms. Purvi Matani appointed as an Independent Directors of the Company w.e.f. 14th August, 2019.

The Company Secretary of the Company is the Secretary of the Committee.

All the recommendations of the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of the following Directors

1. Ms. Kamala Aithal, Independent Director, Chairperson
2. Mr. Nitinkumar Didwania. Non-executive Director
3. Ms. Purvi Matani, Independent Director**

**Ms. Purvi Matani appointed as an Independent Directors of the Company w.e.f. 14th August, 2019.

The Company Secretary of the Company is the Secretary of the Committee.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of the following Directors:

1. Mr. Nitinkumar Didwania, Non-executive Director, Chairman
2. Mr. Praveen Bhatnagar, Executive Director*
3. Ms. Purvi Matani, Independent Director*

*Mr. Praveen Bhatnagar, Whole-Time Director of the company was appointed as a member with effect from 14th August, 2019 and Ms. Purvi Matani appointed as an Independent Director and the member of the committee w.e.f. 14th August, 2019.

The Company Secretary of the Company is the Secretary of the Committee.

Corporate Social Responsibility (CSR) Committee

CSR Committee comprises of the following Directors:

1. Mr. Nitinkumar Didwania, Non-executive Director, Chairman
2. Mr. Praveen Bhatnagar, Executive Director*
3. Ms. Purvi Matani, Independent Director*

The Company Secretary of the Company is the Secretary of the Committee.

*Mr. Praveen Bhatnagar, Whole-Time Director of the company was appointed as a member with effect from 14th August, 2019 and Ms. Purvi Matani appointed as an Independent Director and the member of the committee w.e.f. 14th August, 2019.

GOVERNANCE

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of the Listing Regulations read with Schedule V to the said Regulations, a separate Report on Corporate Governance along with a required Certificate from Practising Company Secretaries regarding the compliance of the conditions of Corporate Governance as stipulated forms part of this Annual Report.

RISK MANAGEMENT POLICY

Your Company has a specified framework for risk management in place to identify, measure and mitigate business risk and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level, analyzing micro and macro factors impacting business risks in various ways.

Risk management process has been established across the Company and is designed to identify, assess potential threat and frame a response to threats that affect the achievement of its objectives. Further, it is embedded across all the major functions and revolves around the goals and objectives of the organization. However, during the year under review there are no such risks which in the opinion of the Board may threaten the existence of your organization or impact it sizably

VIGIL MECHANISM

The Vigil Mechanism as envisaged pursuant to Section 177(9) and (10) of the Companies Act, 2013, the Rules prescribed there under and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

Under this policy, your Company encourages its employees to report any fraudulent financial or other information to the stakeholders, and any conduct that results in violation of the Company's code of conduct to the management (on an anonymous basis, if employees wish so). Likewise, under this policy, your Company has prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice has occurred or are occurring, reports that information or participates in the investigation. Also, no personnel have been denied access to the Chairman of the Audit Committee.

Whistle Blower Policy of your Company is available on the Company's website and can be accessed at the Web-link: http://www.veritasindia.net/investor_downloads.asp

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of Section 135 of the Companies Act, 2013 read with Rules framed there under, your Company has constituted a Committee named as Corporate Social Responsibility (CSR) Committee.

The CSR Committee comprises of

- Mr. Nitinkumar Didwania, Non-executive Director, Chairman
- Mr. Praveen Bhatnagar, Executive Director*
- Ms. Purvi Matani, Independent Director*

Company Secretary is the Secretary of the Committee.

*Mr. Praveen Bhatnagar, Whole-Time Director of the company was appointed as a member with effect from 14th August, 2019 and Ms. Purvi Matani appointed as an Independent Director and the member of the committee w.e.f. 14th August, 2019.

The Committee has been entrusted with the responsibility for recommending to the Board about the implementing of the CSR activities. Also, the Committee inter alia monitors the CSR activities.

The CSR Policy includes a brief overview of the projects and / or programs proposed to be undertaken by the Company and can be accessed at the Company's website at the Web-link: http://www.veritasindia.net/investor_downloads.asp

Amount to be spent during the year is Rs. 19,93,621/-

Amount spent during the year is NIL

The amount unspent on CSR during the year is Rs. 19,93,621/-.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place, policy on Prevention, Prohibition and Redressal of Sexual Harassment for women at workplace in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up as per the statutory requirements, to redress complaints regarding sexual harassment. The policy has set guidelines on the redressal and enquiry process that is to be followed by complainants and the ICC, whilst dealing with issues related to Sexual Harassment at the work place. All women employees are covered under this policy.

- a. Number of complaints filed during the financial year: NIL
- b. Number of complaints disposed of during the financial year: NIL
- c. Number of complaints pending as on end of the financial year: NIL

SHARE CAPITAL

The issued, subscribed and paid up Equity Share Capital of the Company as at 31st March, 2020 stood at Rs. 2,68,10,000/- (Rupees Two Crore Sixty-Eight Lakhs Ten Thousand only) comprising of 2,68,10,000 fully paid equity shares of Re.1/- each.

During the year under review, the Company has not issued any equity shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2020 none of the Directors of the Company holds instruments convertible into equity shares of the Company.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return as on 31st March, 2020 in the prescribed format Form MGT-9 is attached as **Annexure IV** and forms part of this report.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

As provided in the Section 124 sub section (5) of the Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). The unpaid / unclaimed dividend and shares for the financial year ended 31st March, 2013, is due to be transferred to IEPF. The list of which is available on our website: <http://www.veritasindia.net/index.asp>.

Members, who have not yet encashed their dividend warrant(s), are requested to forward their claims to the Registrar and Transfer Agents, Universal Capital Services Limited or the Company at its registered office address. It may be noted that once the unclaimed dividend is transferred to the IEPF, as above, no claim shall lie against the Company and shareholders would need to approach to IEPF authorities.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 providing for the details of Conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable since the Company is into trading and distribution business.

However, your Directors and management have taken appropriate care to conserve the energy during the year under review.

The Company is pursuing for development of export markets for various products in the International market to increase its foreign exchange earnings.

CERTIFICATE UNDER REGULATION 34 OF SEBI (LODR) REGULATIONS, 2015

Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a certificate received from a Company Secretary in practice is enclosed as **Annexure - VIII**

GENERAL DISCLOSURES

Your Company is listed on Bombay Stock Exchange (BSE).

The Chairman of the Company did not receive any remuneration or commission from any of the subsidiaries of your Company. The Whole-Time Director of the Company did not receive any commission from any of its subsidiaries.

The Company has paid panalty of Rs. 692,660/- to Bombay Stock Exchange for delay in appointment of Independent Director as company could not find the suitable Independent Director. The Company appointed Independent Directors with effect from 14th August, 2019 and complied with the requirement.

No Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status or Company's operations in future.

Your Directors state that no disclosures or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- Company has not issued Shares (Including Sweat Equity Shares and Employee Stock Options) to employees of the Company under any Scheme.
- The Company has not bought back any shares during the year.

ACKNOWLEDGEMENTS:

Your Directors are highly grateful for all the guidance and support received from the Government of India, State Government of Maharashtra, State Government of Gujarat, Other State Governments wherein the Company has its operations, various Financial Institutions and Banks. Your Directors thank all shareholders, esteemed customers, suppliers and business associates for their faith, trust and confidence reposed in the Company.

Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees of the Company at all levels, to ensure that the Company continues to grow and excel.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: 31st July, 2020

Sd/-
Nitinkumar Didwania
Chairman
DIN: 00210289

Annexure 1**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs)

Sr. No.	Name of the subsidiary Company	Reporting Period	Reporting Currency and exchange rate as on the last date of the Financial Year)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision For Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding
	Wholly Owned Subsidiary													
1	Veritas Polychem Private Limited	31-Mar-20	INR	10,000,000	2,594,501,563	3,513,403,540	908,901,977	-	-	-	-	-	-	100
2	Veritas Agro Ventures Private Limited	31-Mar-20	INR	100,000	8,344,173,600	8,490,804,222	146,530,622	-	125,000	(1,794,426)	-	(1,794,426)	-	100
3	Veritas Infra & Logistics Private Limited	31-Mar-20	INR	100,000	(948,930)	17,094,652	17,943,582	-	-	(35,907)	-	(35,907)	-	100
4	Veritas International FZE	31-Mar-20	USD	290,136,063	4,618,504,228	6,761,935,698	1,853,295,407	3,422	14,039,859,863	779,884,701	-	779,884,701	-	100
5	Hazel Interantional FZE	31-Mar-20	USD	596,095	4,269,099,517	12,226,096,569	7,956,400,957	-	901,486,784	406,753,953	-	406,753,953	-	100
	Step Down Subsidiary													
6	Veritas Global Pte Ltd	31-Mar-20	USD	3,422	(1,240,572)	161,787	1,398,937	-	-	(7,625,554)	-	(7,625,554)	-	100
	Subsidiary													
7	GV Offshore Private Limited	31-Mar-20	INR	100000	-	-	-	-	-	-	-	-	-	51

Notes:

1 % of Shareholding includes direct and indirect holding through subsidiary

2 The amounts given in the table above are from the annual accounts made for the respective financial year end for each of the companies.

3 The Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, have been given based on the exchange rates as on March 31, 2020 i.e. Rs. 75.39

4 There are no subsidiaries which are yet to commence operation.

Part B of Form AOC-1 is not applicable to the Company as the Company does not have any Associate Company and Joint Venture

For Veritas (India) Limited

Sd/-
Nitinkumar Didwania
DirectorSd/-
Praveen Bhatnagar
Whole-Time DirectorSd/-
Rajaram Shanbhag
Chief Financial OfficerSd/-
Prasad A Oak
Company SecretaryPlace: Mumbai
Date: 31 July, 2020

Annexure II

FORM NO. MR-3

[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]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To

The Members,
VERITAS (INDIA) LIMITED
Veritas House, 3rd Floor,
70, Mint Road, Fort,
Mumbai-400001.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Veritas (India) Limited (CIN L23209MH1985PLC035702)** (hereinafter referred as “**the Company**”) having its registered office situated at Veritas House, 3rd Floor, 70, Mint Road, Fort, Mumbai-400001. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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 **April 01, 2019 to March 31, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period **April 01, 2019 to March 31, 2020** as per the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009; *(Not applicable to the Company during the Audit Period)*
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(Not applicable to the Company during the Audit Period)*
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the Audit Period)*
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) 1993 regarding the Companies Act and dealing with client; *(Not applicable to the Company during the Audit Period)*
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not applicable to the Company during the Audit Period)*
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not applicable to the Company during the Audit Period)*
- (vi) The other applicable laws like The Employees State Insurance Act, 1948, The Employees Provident Funds and Miscellaneous Provisions Act, 1952 etc.

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

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to the Board and General Meetings.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above subject to the following observations:

1. *That the Company could not comply with the requirement pertaining to the composition of Board including appointment of woman director as stipulated in Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this regard, the Company was liable for a penalty amounting to Rs. 4,77,900/- as per the SEBI notice dated August 19, 2019. Subsequently, the penalty amount was paid by the Company and had complied with the applicable regulation. The Company identified the competent person and have appointed them as an Independent Director.*
2. *That the Company could not comply with the requirement of the constitution of Audit Committee as specified in Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this regard, the Company was liable for a penalty amounting to Rs. 2,14,760/- as per the SEBI notice dated August 19, 2019. Subsequently, the penalty amount was paid by the Company and had complied with the applicable regulation; The Company identified the competent people and have appointed them as an Independent Director.*
3. *That the Company had failed to file the Annual Report with the Stock Exchange before the due time as required in Regulation 34 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this regard, the Company was*

liable for a penalty amounting to Rs. 9,440/- as per the SEBI notice dated October 15, 2019. Subsequently, the penalty amount was paid by the Company and had complied with the applicable regulation. Later the penalty amount was agreed to be refunded by the Bombay Stock Exchange vide its email dated January 7, 2020.

We further report that:

- a) 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;
- b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- c) During the period under review, resolutions were carried through majority decisions. The minutes of the minutes did not reveal any dissenting views by any member of the Board of Directors during the period under review;
- d) Based on the information provided and the representations made by the Company, its officers, and also on review of the compliance reports of the Company secretary, in our opinion, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines;
- e) We further report that during the audit period the Company has partially spent on the CSR activities.

**For JMJA & Associates LLP,
Practising Company Secretaries**

**Sd/-
CS Mansi Damania
Designated Partner
FCS: 7447| COP: 8120
UDIN: F007447B000511324**

Place: Mumbai
Date: July 27, 2020

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

**‘Annexure’
To,
The Members,
Veritas (India) Limited**

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

1. Maintenance of Secretarial records 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the 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 applicable laws, rules and regulations etc.;
5. The compliance of the provisions of Companies Act, 2013 and other applicable laws, Rules, Regulations, Secretarial Standards issued by ICSI is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company;
7. We further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/ Managing Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy;
8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

**For JMJA & Associates LLP,
Practising Company Secretaries**

**Sd/-
CS Mansi Damania
Designated Partner
FCS: 7447| COP: 8120**

**Place: Mumbai
Date: July 27, 2020**

Annexure III

NOMINATION AND REMUNERATION POLICY ON APPOINTMENT OF DIRECTORS AND EMPLOYEES AND THEIR REMUNERATION

I. General:

The Companies Act, 2013, the Rules made there under in terms of Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”) requires every Company to formulate the criteria for determining qualifications, positive attributes and independence of directors. The Company is also required to adopt a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Accordingly, the Nomination and Remuneration Committee (NRC) of the company has adopted the following policy and procedure with regard to identification and nomination of persons who are qualified to become directors and who may be appointed at senior management level.

II. Criteria for identifying persons for appointment as Directors and Senior Management:

The Nomination and Remuneration Committee (NRC) is responsible for evaluating the qualification of each director candidates and of those directors who are to be nominated for election by shareholders at each Annual General Meeting or Extra-ordinary General Meeting of shareholders and for recommending duly qualified director nominees to the Board of Directors. The qualification criteria set forth herein are designed to describe the qualities and characteristics required for the Board as a whole and for the Board members.

Directors:

1. Candidates for Directorship should possess adequate qualifications, skills and expertise in one or more fields of finance, law, general corporate management, information management, science and innovation, public policy, financial services, sales & marketing and other disciplines as may be identified by the NRC and/or the Board from time to time, that may be relevant to the Company’s business.
2. The director candidates should have completed the age of 21 years. The maximum age of executive directors shall not be more than 70 years at the time of appointment / re-appointment. However, a candidate who has attained the age of 70 years may be appointed if approved by shareholders by passing of special resolution.
3. The Board has not established specific education, years of business experience or specific types of skills for Board members, but, in general, expects qualified directors to have ample experience and a proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values.
4. The candidate to be appointed as Director shall have a Director Identification Number (DIN) allotted under section 154 of the Companies Act, 2013 (Act) and duly complied with DIN KYC norms.
5. In addition any person to be appointed as a Managing Director or whole-time director in the Company (hereinafter referred to as ‘Executive Directors’) shall have to meet the

following requirements for being eligible for appointment set out in Part I of Schedule V of the Act and the limits of directorships set out in listing agreement with stock exchanges.

6. Above all, every candidate for Directorship on the Board should have the following positive attributes:

- Possesses a high level of integrity, ethics, credibility and trustworthiness;
- Ability to handle conflict constructively and possess the willingness to address critical issues proactively;
- Is familiar with the business of the Company and the industry in which it operates and displays a keen interest in contributing at the Board level to the Company's growth in these areas;
- Possesses the ability to bring independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management and resource planning;
- Displays willingness to devote sufficient time and attention to the Company's affairs;
- Values Corporate Governance and possesses the skills and ability to assist the Company in implementing good corporate governance practices;
- Possesses leadership skills and is a team player.

7. Criteria for Independence applicable for selection of Independent Directors:

The Company may select the candidate from data bank(s) containing name, address, qualification of persons who are eligible and willing to act as Independent Director maintained by relevant institute or association as may be notified by the Central Government having expertise in creation and maintenance of such data bank.

The prospective candidates for appointment as an Independent Director shall have to meet the criteria of Independence laid down in sub-section (6) of Section 149 of the Act and in terms of Regulation 25 of the Listing Regulations.

Such Candidates shall submit a Declaration of Independence to the NRC / Board, initially and

thereafter, annually, based upon which, the NRC / Board shall evaluate compliance with this criterion for Independence.

In the process of shortlisting Independent Directors, the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

8. Change in status of Independent Director:

Every Independent Director shall be required to inform the NRC / Board immediately in case of any change in circumstances that may put his or her independence in doubt, based upon which, the NRC / Board may take such steps as it may deem fit in the best interest of the company.

III. Directors selection procedure

1. Upon instructions/guidelines of Board of Directors Human Resources (HR) department shall identify and recommend appropriate candidates for selection to the Board based on director's qualification criteria.

2. For each shortlisted director candidate considered for selection to the Board, the Nomination and Remuneration Committee shall evaluate each director candidate and recommend to the Board any duly qualified director candidates.

3. To aid in the short listing and screening process the Nomination and Remuneration Committee may take the support of professional agencies, conduct interviews or have a personality check undertaken or take any other steps as may be considered necessary to ensure that the right candidates are identified.

4. A determination of a director's qualifications to serve on the Board shall be made by the Board, upon the recommendation of the Committee, prior to nominating said director for selection at the Company's next Annual General Meeting.

5. The company shall issue a formal letter of appointment to independent directors in the manner as provided in Paragraph IV (4) of Schedule IV of the Act.

IV. Removal of Director:

1. If a Director incurs any disqualification mentioned under the Companies Act, 2013 or any other applicable law, regulations, statutory requirement, the NRC may recommend to the Board with reasons recorded in writing for the removal of the said Director subject to the provisions of and compliance with the statutory provisions.

2. Such recommendations may also be made on the basis of performance evaluation of the Directors or as may otherwise be thought fit by the NRC.

V. Remuneration Policy:

1. All remuneration/fees/ compensation, payable to Directors shall be fixed by the Board of Directors and payment of such remuneration fees/ compensation shall require approval of shareholders in general meeting except for sitting fee payable to Independent Directors for attending Board/Committee meeting of the Company.

2. The Board shall decide on the remuneration/fees/compensation, payable to Directors based on the recommendations of the Nomination and Remuneration Committee.

3. The total managerial remuneration payable, to its directors, including Managing Director and Whole-time Director, (and its manager) in respect of any financial year shall not exceed eleven per cent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Companies Act, 2013. Provided that the company in general meeting may, with the approval of the Central Government, authorize the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V of the Act.

4. The Nomination and Remuneration Committee shall ensure the following while recommending the remuneration/fee/compensation payable to Directors:

a. The remuneration payable to Non-Executive Directors shall not exceed 1% of the net profits of the Company.

b. A Non-Executive director may be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever. The amount of such fee on upper side shall not exceed Rs.1,00,000/- for attending each meeting of the Board or Committee thereof or such higher amount as may be prescribed by the Central Government.

- c. **Sitting Fees:** Independent Directors receive remuneration in the form of sitting fees for attending the meetings of Board or Committee of the Company and its subsidiaries where such Director maybe so appointed.
- d. **Commission:**The remuneration payable to the Independent Directors in the form of Commission may be paid within the monetary limits as may be approved by shareholders subject to the limit not exceeding 1% of the profits of the Company computed as per applicable provisions of the Companies Act, 2013.
- e. An independent director shall not be entitled to any stock option.

VI. Remuneration to the Whole-Time Directors / KMPs / Senior Management Personnel:

- a. The Whole-Time Director / KMPs and Senior Management Personnel shall be eligible for a monthly remuneration as per the HR policy of the Company in force from time to time and in compliance with the required applicable provisions of the Companies Act, 2013. The total remuneration comprises of a fixed basis salary, perquisites as per the Company policy, retirement benefits as per company Rules and Statutory requirements, performance linked incentives (on an annual basis) based on the achievement of pre-set KRAs and long-term incentives based on value creation.
- b. The remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together.
- c. In case of inadequacy of profits, the Company shall pay remuneration to its Whole-Time Director in accordance with the provisions of the Schedule V of the Act. In case the Company wants to pay remuneration in excess of the limits as prescribed under Schedule V of the Act, the same can be provided as per provisions of Companies Act, 2013.
- d. If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund the sums to the Company and until such sums is refunded, hold it in trust for the Company. The Company shall not waive the recovery of such sum refundable to it unless permitted by the Central Government.

Forand on Behalf of the Board of Directors

Place: Mumbai
Date: 31st July, 2020

Sd/-
Nitinkumar Didwania
Chairman
DIN: 00210289

Annexure - IV

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2020
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L23209MH1985PLC035702
ii)	Registration Date	21/03/1985
iii)	Name of the Company	Veritas (India) Limited
iv)	Category / Sub-Category of the Company	Company limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	Veritas House, 3 rd Floor, 70 Mint Road, Fort, Mumbai - 400001, Maharashtra. Tel No.: +91 22 2275 5555/ 6184 0000 Fax: +91 22 2275 5556/ 6184 0001 Email: corp@veritasindia.net
vi)	Whether listed company	Yes Listed on Bombay Stock Exchange (BSE)
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Private Limited, 21 Shakeel Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400093, Tel. No.: +91 22 2820 7203 / 05 Fax: +91 22 28207207 Email: ravi@unisec.in Change of address is with effect from 1st September, 2020 is as follows: C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Wholesale trade, except of motor vehicles and motorcycles	46	99.06

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES/LLPs

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Veritas Infra & Logistics Private Limited 701, Embassy Centre, Nariman Point, Mumbai –	U01403MH2011PTC215010	Subsidiary	100	2(87)

	400021, Maharashtra				
2	Veritas AgroVentures Private Limited AP-114, AF Block, 5th Street, 11th Main Road, Anna Nagar, Chennai – 600040, Tamil Nadu	U01403TN2011PTC103236	Subsidiary	100	2(87)
3	Veritas Polychem Private Limited 701, Embassy Centre, Nariman Point, Mumbai - 400021, Maharashtra	U24233MH2011PTC212664	Subsidiary	100	2(87)
4	Hazel International FZE Plot No# 1A-08 Hamriyah - UAE	NA	Subsidiary	100	2(87)
5	Veritas International FZE Jafza, Dubai - UAE	NA	Subsidiary	100	2(87)
6	Veritas Global PTE Limited 16 Raffles Quay #27-01B Hong Leong Building Singapore 048581	NA	Step down Subsidiary	100	2(87)
7	GV Offshore Private Limited Dayanand Saraswati Chowk, 70 Mint Road, Fort Mumbai - 400001	U11100MH2018PTC313738	Subsidiary	51	2(87)

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category - wise Share Holding

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoters									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	15963100	0	15963100	59.54	15963100.00	0.00	15963100	59.54	0.00
(b)	Central Govt(s)	0	0	0	0.00			0	0.00	0.00
(c)	State Govt(s)			0	0.00			0	0.00	0.00

(d)	Bodies Corporate	1523967	0	1523967	5.68	1523967.0 0	0.00	1523967	5.68	0.00
(e)	Banks / FI			0	0.00			0	0.00	0.00
(f)	Any Others(Specify)									
	Sub Total(A)(1)	17487067	0	17487067	65.23	17487067	0	17487067	65.23	0.00
2	Foreign									
a	NRIs - Individuals			0	0.00			0	0.00	0.00
b	Other Individuals			0	0.00			0	0.00	0.00
c	Bodies Corporate			0	0.00			0	0.00	0.00
d	Banks / FI			0	0.00			0	0.00	0.00
e	Any Others(Specify)									
	Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	17487067	0	17487067	65.23	17487067	0	17487067	65.23	0.00
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds			0	0.00			0	0.00	0.00
(b)	Banks / FI	0	0	0	0.00	0.00	0.00	0	0.00	0.00
(c)	Central Govt(s)			0	0.00			0	0.00	0.00
(d)	State Govt(s)			0	0.00			0	0.00	0.00
(e)	Venture Capital Funds			0	0.00			0	0.00	0.00
(f)	Insurance Companies			0	0.00			0	0.00	0.00
(g)	FIs	0	0	0	0.00			0	0.00	0.00
(h)	Foreign Venture Capital Funds			0	0.00			0	0.00	0.00
(i)	Any Other (specify)	2600000		2600000		2600000.0 0	0.00	2600000		
	Sub-Total (B)(1)	2600000	0	2600000	9.70	2600000	0	2600000	9.70	0.00
B 2	Non-institutions									
(a)	Bodies Corporate	901116.00	0.00	901116	3.36	1013709.0 0	0.00	1013709	3.78	
(i)	Indian			0	0.00			0	0.00	0.00
(ii)	Overseas			0	0.00			0	0.00	0.00
(b)	Individuals									
(i)	Individual shareholders holding nominal share capital up to Rs 1 lakh	294622.00	54000.00	348622	1.30	293293.00	14000.00	307293	1.15	-0.15
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	398600.00	1059570	1458170	5.44	999436.00	390000.00	1389436	5.18	-0.26

(c)	Others (specify)									
(i)	Clearing Members	10310.00	0	10310	0.04	0.00	0.00	0	0.00	-0.04
(ii)	Trusts			0	0.00			0	0.00	0.00
(iii)	NRI / OCBs	395		395	0.00	260.00	0.00	260	0.00	0.00
(iv)	Foreign Nationals	0	0	0	0.00	0.00	0.00	0	0.00	0.00
(v)	Foreign Corporate Body	0	4000000	4000000	14.92	0.00	4000000.00	4000000	14.92	0.00
(vi)	HUF	4236.00	0.00	4236.00	0.02	7051.00	0.00	7051		
(vii)	IEPF Suspense A/c	84.00	0.00	84.00	0.00	84.00	0.00	84		
(viii)	LLP/Partnership Firm	0.00	0.00	0.00	0.00	5100.00	0.00	5100		
	Sub-Total (B)(2)	4209363	5113570	9322933	34.77	2318933	4404000	6722933	25.08	-9.70
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	6809363	5113570	11922933	44.47	4918933	4404000	9322933	34.77	-9.70
	TOTAL (A)+(B)	21696430	5113570	26810000	100.00	22406000	4404000	26810000	100.00	0.00
(C)	Shares held by Custodians for GDRs & ADRs								0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	21696430	5113570	26810000	100.00	22406000	4404000	26810000	100.00	0.00

ii) **Shareholding of Promoters:**

SI NO.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	%of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	%of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Nitinkumar Didwania	92,50,000	34.50	NIL	92,50,000	34.50	NIL	NIL
2	Niti Nitinkumar Didwania	67,13,100	25.04	NIL	67,13,100	25.04	NIL	NIL
3	Groupe Veritas Limited	15,23,967	5.68	NIL	15,23,967	5.68	NIL	NIL
	Total	1,74,87,067	65.23	NIL	1,74,87,067	65.23	NIL	NIL

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

SR. NO.	Particulars	Shareholding at the beginning of the year (As on 1 st April, 2019)		Cumulative Shareholding during the year (As on 31 st March, 2020)	
		No. of shares	%of total shares of the	No. of shares	%of total shares of the company

			company		
	At the beginning of year				
1	Nitinkumar Didwania	92,50,000	34.50	92,50,000	34.50
2	Niti Nitinkumar Didwania	67,13,100	25.04	67,13,100	25.04
3	Groupe Veritas Limited	15,23,967	5.68	15,23,967	5.68
	At the End of year				
1	Nitinkumar Didwania	92,50,000	34.50	92,50,000	34.50
2	Niti Nitinkumar Didwania	67,13,100	25.04	67,13,100	25.04
3	Groupe Veritas Limited	15,23,967	5.68	15,23,967	5.68

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ONEX ASSETS LIMITED				
	At the beginning of the year	3000000	11.19	3000000	0.00
	At the End of the year (or on the date of separation, if separated during the year)	3000000	11.19	3000000	11.19
2	LATITUDE CONSULTANTS LTD				
	At the beginning of the year	2600000	9.70		
	At the End of the year (or on the date of separation, if separated during the year)	2600000	9.70	2600000	9.70
3	AVENTIA GLOBAL LTD				
	At the beginning of the year	1000000	3.73		
	At the End of the year (or on the date of separation, if separated during the year)	1000000	3.73	1000000	3.73
4	KAMALASINI TRADELINK LTD				
	At the beginning of the year	876772	3.27	0	0.00
	4/5/2019	Transfer	52048	0.19	
	6/7/2019	Transfer	56882	0.21	
	At the End of the year (or on the date of separation, if separated during the year)				
			985702	3.68	985702
5	AMAN BHATIA				
	At the beginning of the year	400000	1.49	0	0.00
	5/31/2019	Transfer	-5747	-0.02	
	6/7/2019	Transfer	-5000	-0.02	
	8/30/2019	Transfer	-389000	-1.45	
	9/6/2019	Transfer	389000	1.45	
	12/13/2019	Transfer	-25000	-0.09	
	3/6/2020	Transfer	-25000	-0.09	
	At the End of the year (or on the date of separation, if separated during the year)				
			339253	1.27	339253

6	AJAY S. JAIN					
	At the beginning of the year		398600	1.49	0	0.00
	30/09/2019	Transfer	40000	0.15		
	At the End of the year (or on the date of separation, if separated during the year)		438600	1.64	438600	1.64
7	NEETI BHATIA					
	At the beginning of the year		350000	1.31	0	0.00
	There is no change in shareholding during the year					
	At the End of the year (or on the date of separation, if separated during the year)		350000	1.31	350000	1.31
8	PANKAJ SHAH					
	At the beginning of the year		309570	1.15		
	10/4/2019	Transfer	-309570	-1.15	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)		0.00	0.00		
9	DINANATH PRASAD					
	At the beginning of the year		56000	0.21		
	5/3/2019	Transfer	253570	0.95		
	5/31/2019	Transfer	-24000	-0.09		
	6/7/2019	Transfer	-24000	-0.09		
	9/6/2019	Transfer	-625	0.00		
	9/13/2019	Transfer	-6344	-0.02		
	9/20/2019	Transfer	-3710	-0.01		
	9/30/2019	Transfer	-6800	-0.03		
	10/11/2019	Transfer	350	0.00		
	10/18/2019	Transfer	-50	0.00		
	10/25/2019	Transfer	-100	0.00		
	11/1/2019	Transfer	-800	0.00		
	11/8/2019	Transfer	-350	0.00		
	11/15/2019	Transfer	-700	0.00		
	11/22/2019	Transfer	-60	0.00		
	11/29/2019	Transfer	-225	0.00		
	12/6/2019	Transfer	-5004	-0.02		
	12/13/2019	Transfer	660	0.00		
	12/20/2019	Transfer	-225	0.00		
	12/27/2019	Transfer	-250	0.00		
	12/31/2019	Transfer	-50	0.00		
	3/6/2020	Transfer	24296	0.09	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)		261583	0.98	261583	0.98
10	SHIRISH DAHYALAL UPADHYAY					
	At the beginning of the year		50328	0.19		
	4/5/2019	Transfer	-4200	-0.02	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)		46128	0.17	46128	0.17
11	DIPAL DEVENDRAKUMAR SHAH					

	At the beginning of the year		34028	0.13		
	5/10/2019	Transfer	5664	0.02		
	5/24/2019	Transfer	-32	0.00		
	5/31/2019	Transfer	-300	0.00		
	6/7/2019	Transfer	-400	0.00		
	6/14/2019	Transfer	-400	0.00		
	8/2/2019	Transfer	-921	0.00		
	8/23/2019	Transfer	-3049	-0.01		
	9/6/2019	Transfer	-3023	-0.01		
	3/20/2019	Transfer	5670	0.02		
	3/31/2020	Transfer	14000	0.05	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)		51237	0.19	51237	0.19

v) **Shareholding of Directors and Key Managerial Personnel**

SI NO.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Nitinkumar Didwania (Director)				
	At the beginning of year	92,50,000	34.50	92,50,000	34.50
	Datewise Increase/ Decrease in Shareholding during the year	No Change During the Year			
	At the End of year	92,50,000	34.50	92,50,000	34.50

Note: Mrs. Alpa Parekh, Mr. Rajaram Shanbhag and Prasad A Oak did not hold any shares of the Company during the financial year 2019-20.

*Ms. Alpa Parekh resigned from the Board of Directors w.e.f. 14th August, 2019 and Mr. Saurabh Sanghvi resigned from the Board of Directors of the Company w.e.f. 30th September, 2019.

vi) **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2019)				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	-	-	-	-
	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the End of the financial year (As on 31.03.2020)				

(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ ii +iii)	-	-	-	-

vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager

*Remuneration paid to the Whole-Time Director is within the ceiling provided under Section 197 of the Companies Act, 2013.

**Mr. Praveen Bhatnagar, Whole-Time Director draws salary from wholly-owned subsidiary of the Company, Veritas Polychem Private Limited and his Gross Salary for the financial year was Rs. 48,00,000/-.

B. Remuneration to other directors:

SI NO.	Particulars of Remuneration	Name of Directors			Total Amount
		Ms. Kamala Aithal	Ms. Purvi Matani	Mr. Vijay Shah	
1	Independent Directors				
	• Fee for attending board/committee meetings	16,000	24,000	24,000	64,000
	• Commission	-	-	-	
	• Others, please specify	-	-	-	
	Total (1)				
2	Other Non-Executive Directors				
	• Fee for attending board/committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)= (1+2)	16,000	24,000	24,000	64,000
	Overall Ceiling as per the Act	Rs.1,00,000 per meeting			

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Rajaram S Shanbhag (Chief Financial Officer)	Mr. Prasad A Oak (Company Secretary)
1	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	87,00,048	25,50,492
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-

4	Commission	-	-
	- As % of profit	-	-
5	Others, please specify	-	-
	Total	87,00,048	25,50,492

IV. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal Made, if Any (give details)
A. COMPANY					
Penalty	NA	SEBI (LODR), Regulations 2015 - Regulation 17(1) and 18(1) (Composition of Board and Audit Committee)	6,92,660	BSE	NA
Punishment	N.A.				
Compounding	N.A.				
B. DIRECTORS					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.				
Punishment	N.A.				
Compounding	N.A.				

For and on Behalf of the Board of Directors

Place: Mumbai
Date: 31st July, 2020

Sd/-
Nitinkumar Didwania
Chairman
DIN: 00210289

ANNEXURE V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

Company is in business of Export, Import, Trading and distribution of chemicals, metals and rubbers. The Company is also involved in business of generation of wind energy.

Due to the CoVID-19 pandemic and lockdown the business and operations of the company have been impacted. As the company's most of the products fall under essential categories, the office has been in operations with minimum staff during the lockdown period and majority of the staff are working from home.

The effect of the pandemic has been more on the Extension of Credit being offered to the Customers. It is estimated that there will be delay in realization of funds from the customers.

Chemical Industry

India ranks top 10 in world in Chemicals sales but contributes very minimal to global chemical industry.

The chemical industry broadly classified into Bulk chemicals, Specialty chemicals, Agrochemicals, Petrochemicals, Polymers and Fertilizers. India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale.

Upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) and Plastic parks will provide state-of-the-art infrastructure for Chemicals and Petrochemicals sector. Urbanisation and development of small towns would further add to domestic demand. Currently, India's chemical sector is regarded as a diversified industry churning out over 80,000 commercial products. The sector, dominated mainly by MSME, contributes about 10.5% to India's foreign trade and is an employment generator for millions.

The Indian chemicals industry is projected to cross \$300 bn in 5 years. Indian ranks in top 20 in export and in top 10 in import of chemicals (Excluding Pharmaceuticals products) globally.

Market size of the Chemicals industry in India stood at \$178 bn in 2018-19. The petrochemical demand is expected to grow at 7.5% CAGR from FY 2019-23, with polymer demand growing at 8%. The specialty chemicals constitute 22% of total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to grow at 12% CAGR from FY19-22.

Wind Energy

Over the period of time people across the world are slowly but consistently understanding the importance of pollution free environment. Alarming rate of global warming is also a cause of growing concern. People are now preferring alternate fuel resources than conventional ones. Alternative fuels which are available at a cheaper rate can meet growing demands for such alternative fuels. Wind energy is one of such resource which is a viable option to achieve sustainable development and also to conserve traditional energy resources, supply of which is

limited. Continuous growing population of the world would require huge energy resources at reasonable/competitive prices.

The largest component of renewable generation capacity is wind power. Wind energy not only offers both a power source that completely avoids the emission of carbon dioxide, the main Green House Gas (GHG), but also produces none of the other pollutants associated with either fossil fuel or nuclear generation.

Review of Operations

A summary of major performance indicators is given below, while the detailed and physical performance may be viewed from the Balance Sheet and Profit & Loss account and the annexure thereto

(Amount in Rs.)

Year	2019-2020	2018-2019	Percent Increase /(Decrease)	Remarks
Revenue from Operations (Sales)	5,426,989,856	6,115,274,803	(11.26)	Sales Turnover reduced In Absolute Terms as the prices of Crude and its downstream products cooled down during the last financial year. Therefore, the Turnover
PBT	86,247,629	125,957,256	(31.53)	Reduction in PBT is largely due to the Forex Loss Accounted for
PAT	84,827,849	96,656,812	(12.24)	PAT is more or less equivalent due to the reversal of Deferred tax liability
Change in Inventories	2,197,781,509	2,376,370,411	(8)	Procurement price also reduced In Absolute Terms as the prices of Crude and its downstream products cooled down during the last financial year. Therefore, the Turnover has reduced by over the previous year.

Operating Margin Ratio is 1.65 and Net profit margin ratio is 1.56

Return on Networth is 4.90

Debtors Turnover Ratio increased to 4.03 from 1.16 (There has been a slow recovery in the debtors due to the slow-down of the economy. However, all Debtors are good and would pay during the FY 2020-21)

The Company during the year FY 2019-20 has become a debt free company hence the reduction in the finance cost

Indian Accounting Standards (IND AS)

Your Company has adopted Indian Accounting Standards (“Ind AS”) from the accounting periods beginning April, 2017 pursuant to Ministry of Corporate Affairs Notification dated 16th February, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015.

Opportunities & Threats

Opportunities:

Growth in chemical industry is seen due to shift in production and consumption towards Asian and Southeast Asian countries in all sectors leading to increase in demand for chemicals and petrochemicals. There is opportunity to produce more than 100 Billion worth of chemical products by 2023 for domestic requirements. Another factor that is boosting chemical industry is shift in consumer preferences towards a healthier lifestyle and environment-friendly products.

Threats:

One of the key issues facing the chemical industry is sustainability. From being an economic and an environmental issue, it has also acquired strong socio-political overtones, which already have a deep impact on the industry, and this impact will only deepen in the coming years. The main issues the industry will have to address actively in the next two decades are related to water, environmental impact, raw materials, and energy use in the Indian chemical industry.

Outlook

The management is quite confident that the market and business would be positive in the coming financial year. India’s existing good business relations with foreign countries and efforts for developing relations with the few other foreign countries would prove beneficial in the interest of various industries including chemical industry. The government recognizes the Chemical Industry as a key growth element of the Indian Economy, thus giving boost to the chemical sector.

The Company is open for new opportunities and may grow sizably in the coming future.

Risk and Concerns

As like any other business, the company is prone to various risks and concerns including but not limited to fluctuating foreign exchange, increase in operational cost, etc. The Company evaluates and monitors all risks associated with various areas of operations such as procurement, sales, marketing, inventory management, debtor’s management, operational management, insurance, supply chain management, legal and other issues having a material impact on the financial health of the company on a regular basis with a view to mitigate the adverse impact of the risk factors.

Internal Control Systems

The Company has an adequate internal control system in place which is commensurate with its size and nature of its business, which is periodically evaluated by the management. The internal control system ensures that all the assets of the company are safeguarded from loss, damage or unauthorized disposition. Checks and controls are in place to ensure that transactions are adequately authorised and recorded and reported correctly to the concerned personnel.

Human Resource Management

Your company recognizes the importance of building a strong human capital for the futuristic world. Flexible HR policies reflecting our organization value of 'Trust' and work-life balance have been continuously devised. Learning Opportunities & employee engagements have been consistently rendered and HR policies are re-tuned to changing needs of our business.

The Company provides suitable environment for development of leadership skills which enables it to recruit and retain quality professionals in all fields. The employer- employee relationships are cordial and mutually supporting at all levels.

Cautionary Statement

Certain statements in the Management Discussion and Analysis Report may be forward-looking statements within the meaning of applicable laws and regulations. Actual results may differ from those expected, expressed or implied.

For and on Behalf of the Board

Place: Mumbai
Date: 31st July, 2020

Sd/-
Nitinkumar Didwania
Chairman
DIN: 00210289

Annexure VI

Details pertaining to Remuneration as required under Section 197(12) of The Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2020 and percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year 2019-2020:

Name of Directors/KMP	Ratio of remuneration to median remuneration of Employees	% Increase/Decrease in remuneration in the financial year
Key Managerial Personnel		
Mr. Rajaram Shanbhag	32.94	11.54
Mr. Prasad A Oak	9.99	15.79

Mr. Praveen Bhatnagar was appointed as a whole-time Director of the Company draws salary from wholly-owned subsidiary, Veritas Polychem Private Limited

- ii) The median remuneration of employees of the company during the financial year was Rs. 2,64,120/-
- iii) In the financial year, there was a decrease in 26.63% in the median remuneration of employees.
- iv) There were 18 permanent employees on the rolls of the Company as on 31st March, 2020.
- v) Relationship between average increase/decrease in remuneration and Company performance:
The Profit After tax decreased by 12% for the Financial Year 2019-2020 whereas there was decrease by 26.63% in median remuneration.
- vi) Average percentage decrease in the salaries of employees' other than the Managerial Personnel in the financial year 2019-2020 was 19.96%
- vii) The Key parameters for any variable component of remuneration availed by the Directors: No variable components of remuneration availed by any Director. Remuneration of Independent Directors covers sitting fees.
- viii) It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: 31st July, 2020

Sd/-
Nitinkumar Didwania
Chairman
DIN:00210289

REPORT ON CORPORATE GOVERNANCE

1. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is the combination of rules, processes or laws by which businesses are operated, regulated and controlled. Corporate governance essentially involves balancing the interests of a company's stakeholders, such as shareholders, management, customers, suppliers, financiers, government and the community.

Corporate governance also provides the framework for attaining a company's objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. It refers to the way a company governs.

Your company has always practices corporate governance of high standard and follows a corporate culture i.e. built on core values and professional which over the past many years of the company's operations has become part of its culture and practice.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

2. BOARD OF DIRECTORS

At Veritas, we believe that an active, well-informed and independent board is necessary for ensuring the highest standards of Corporate Governance. The Board of Directors being at its core of Corporate Governance practice, plays the most pivotal role in overseeing how the management works and protects the long-term interests of all the Stakeholders. Veritas Board consist of an optimum combination of Executive and Independent Directors who are renowned professionals drawn from diverse fields, possess the requisite qualifications and experience in general corporate management, finance, banking, insurance, economics and other allied fields which enable them to contribute effectively to your Company and enhance the quality of Board's decision-making process.

2.1 Composition of the Board

The size and composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ("Act"). As on date of this Report, the Board consists of six Directors comprising two Non-Executive Director, three Independent Directors and one Executive Director. None of the Director is a Director in more than 10 (ten) public companies as specified in Section 165 of the Act or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-Time Director in any listed company as specified in Regulation 25 of the Listing Regulation as on 31st March, 2020. Further, none of the Directors of the Company is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and

Stakeholders' Relationship Committee) across all the companies in which he/ she is Director. None of the Directors of your Company are inter-se related to each other and the Company has not issued any non-convertible instruments.

The Board comprises of members with diversified skills. The core competencies include the expertise in finance and chemical industry.

The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s)/Chairmanship(s) held by them are provided herein below:

Name of Directors	Category	Number of Board Meetings during the year 2019-20		Whether attended last AGM held on 27 th September 2019	Number of Directorships in other companies	Number of Committee positions held in other companies	
		Held	Attended			Membership+	Chairmanship+
Mr. Nitinkumar Didwania	Non-Executive (Promoter Group)	4	4	Present	4*	1	1
Mr. Praveen Bhatnagar	Whole-Time Director	4	3	Present	0	1	0
Ms. Kamala Aithal	Independent Director	4	2	Absent	1*	1	0
***Ms. Purvi Matani	Independent Director	3	3	Absent	1	1	0
***Mr. Vijay Shah	Independent Director	3	3	Absent	1	1	0
**Mr. Saurabh Sanghvi	Non-Executive Director	2	2	Absent	-	-	-
**Ms. Alpa Parekh	Non-Executive Director	2	2	Absent	-	-	-

+ Committees considered are Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee Membership(s) and Chairmanship(s) are counted separately.

None of the Directors holds directorship in other listed entities.

* Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.

** Mr. Saurabh Sanghvi resigned from the position of Directorship of the Company with effect from 30th September, 2019.

**Ms. Alpa Parekh, an Independent Director of the Company resigned w.e.f. 11th April, 2019 and resigned from Directorship of the Company w.e.f. 14th August, 2019.

***Mr. Vijay Shah and Ms. Purvi Matani are appointed as Independent Directors of the Company w.e.f. 14th August, 2019.

2.2 BOARD PROCEDURE:

During the year under review, Board met 4 (four) times on 30th May, 2019, 14th August, 2019, 14th November, 2019 and 12th February, 2020. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 days.

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s). Adequate information is circulated as a part of the Board Papers and is also available at the Board Meeting to enable the Board to take decisions. As required under Regulation 17(3) of Listing Regulations, the Board periodically reviews compliances of various laws applicable to the Company. The Directors are also provided the facility of video conferencing or other Audio-Visual mode to enable them to participate effectively in the Meeting(s) as and when required except in respect of such Meetings/ Items which are not permitted to be transacted through video conferencing.

Detailed presentations are made at the Board / Committee meetings covering operations of the Company, business performance, finance, sales, marketing, global business environment and related issues. All necessary information including but not limited to those mentioned in Part A of Schedule II to the Listing Regulations, are placed before the Board of Directors. The Members of the Board are at liberty to bring up any matter for discussions at the Board Meetings and the functioning is democratic. The Company has a well-established process in place for reporting compliance status of various laws applicable to the Company.

2.3 NUMBER OF BOARD MEETINGS, ATTENDANCE OF THE DIRECTORS AT MEETINGS OF THE BOARD AND AT THE ANNUAL GENERAL MEETING

During the year 1st April, 2019 to 31st March, 2020, four board meetings were held on the following dates – 30th May, 2019, 14th August, 2019, 14th November, 2019 and 12th February, 2020.

The Board met at least once in every Calendar Quarter and the gap between two Meetings did not exceed one hundred and twenty days. These Meetings were well attended.

The 34th AGM of your Company was held on 27th September, 2019.

The attendance of the Directors at these Meetings are already mentioned in point 2.1

*Ms. Alpa Parekh resigned from directorship of the company w.e.f. 14th August, 2019 and Mr. Saurabh Sanghvi resigned from the directorship of the company w.e.f. 30th September, 2019.

3. MEETING OF INDEPENDENT DIRECTORS

During the year under review, a meeting of Independent Directors was held on 12th February, 2020 without the presence of the Chairman, Whole-time Director, inter alia, to discuss on the following matters:

- To review of performance of Non-Independent Directors and the Board as a whole
- Review the performance of the Chairman of the Company
- Assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

DECLARATION RECEIVED FROM INDEPENDENT DIRECTOR ON ANNUAL BASIS:

All Independent Directors have confirmed that they meet the "Independence criteria" as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulation and Section 149 of the Act.

4. DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Mr. Nitinkumar Didwania, Director is liable to retire by rotation and being eligible for re-appointment at the forthcoming Annual General Meeting and has offered himself for re-appointment.

The Brief resume and other information required to be disclosed under this section is provided in the Notice convening 35th Annual General Meeting.

Ms. Purvi Matani and Mr. Vijay Shah, are appointed as an Independent Directors of the Company with effect from 14th August, 2019.

5. CODE OF CONDUCT

Your Company has adopted a Code of Conduct ("The Code") for all the Board Members Senior Management Personnel of the Company in accordance with the requirement under Regulation 17 of the Listing Regulations. The Code has been posted on the Company-'s website http://www.veritasindia.net/investor_downloads.asp. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the financial year 2019-20. A declaration to this effect signed by the Chairman to this effect forms part of this Report.

The Board has also adopted a separate Code of Conduct for Independent Directors which is a guide to professional conduct for Independent Directors pursuant to the provisions of Section 149(8) of Companies Act, 2013.

6. BOARD EVALUATION

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed there under and Part D of Schedule II of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance

evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2019-20.

Feedback was sought by way of a structured questionnaire prepared to evaluate the performance of the Board as a whole and individual performance of each Director covering various aspects of the Board's functioning such as Board effectiveness, understanding of the role and responsibilities, understanding of the business and competitive environment, effectiveness of the contributions made during the Board meetings, adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The Chairman of the Nomination and Remuneration Committee plays a vital role in undertaking the evaluation of performance for the Board and the Directors. The Nomination and Remuneration Committee discussed on the evaluation mechanism, outcome and the feedback received from the Directors. The Independent Directors at their meeting also discussed the performance of the Non-Executive/Promoter Director, the Chairman of the Board.

The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees for the financial year 2019-20 was discussed by the Nomination and Remuneration Committee and the result was positive and members expressed their satisfaction.

7. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Your Company has in place a structured induction and Familiarization Program for all its Directors including the Independent Directors. Your Company through such familiarizes not only the Independent Directors but also any new appointee on the Board with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, presentations on Internal Controls Over Financial Reporting, framework for Related Party Transactions, ongoing events, etc. They all are updated on business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

Pursuant to Regulation 46 of the Listing Regulations, brief details as required are available on the Company's website and can be accessed at the web link: http://www.veritasindia.net/investor_downloads.asp

8. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the

Board for review. The Board Committees can request special invitees to join the meeting, as may be required.

The Board has currently established the following statutory and non-statutory Committees.

AUDIT COMMITTEE

The composition of Audit Committee is in alignment with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. All the members of the Audit Committee have accounting and financial management expertise. All the members of the Committee are Non- Executive Directors and two-thirds of them are Independent Directors.

Ms. Kamala Aithal is the Chairperson of Audit Committee

The Company Secretary acts as the Secretary to the Audit Committee.

The Committee met 4 (four) times during the year under review. The Committee meetings were held on 30th May, 2019, 14th August, 2019, 14th November, 2019 and 12th February, 2020. The gap between two Meetings did not exceed one hundred and twenty days.

The attendance at the meetings was as under:

Name of the Director	Number of meetings during the Financial Year 2019-2020	
	Held	Attended
Ms. Alpa Parekh*	2	2
Mr. Vijay Shah**	3	3
Ms. PurviMatani**	3	3
Ms. Kamala Aithal	4	3
Praveen Bhatnagar	4	2

**Mr. Vijay Shah and Ms. Purvi Matani, were appointed as an Independent Directors of the Company and members of Audit Committee on 14th August, 2019.

The terms of reference of Audit Committee is in line with the regulatory requirements mandated under Section 177 of the Companies Act, 2013 and Part C of Schedule II of the Listing Regulations. The Committee acts as a link between the Statutory/Internal Auditors and the Board of Directors of the Company. It is authorized to, inter alia, review and monitor the Auditor’s independence and performance, effectiveness of audit process, oversight of the Company’s financial reporting process and the disclosure of its financial information, review with the management, the quarterly and annual financial statements and auditor’s report before submission to the Board for approval, select and establish accounting policies, review Reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters, approve (wherever necessary) transactions of the Company with related parties including subsequent modifications thereof, grant omnibus approvals for related party transactions subject to fulfillment of certain conditions, scrutinize inter-corporate loans and investments, valuation of undertakings or assets of the Company, review the risk assessment and minimization procedures, evaluate internal financial controls and risk management systems, monitor end use of the funds raised through public offers and related matters, etc.

The Audit Committee has been granted powers as prescribed under Regulation 18(2) (c) of the Listing Regulations and reviews all the information as prescribed in Part C of Schedule II of the Listing Regulations. The Committee also reviews on quarterly basis the Report on compliance under Code of Conduct for Prevention of Insider Trading adopted by the Company pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Further, Compliance Reports under Whistleblower Policy are also placed before the Committee.

NOMINATION AND REMUNERATION COMMITTEE:

The composition of Nomination and Remuneration Committee has been constituted as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, 2015.

Meeting and attendance:

The Committee meeting was held on 14th August, 2019.

Name of the Director	Number of meetings during the Financial Year 2019-20	
	Held	Attended
Ms. Kamala Aithal	1	1
Ms. Purvi Matani*	1	1
Mr. Nitinkumar Didwania	1	1

As per section 178 (7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him/her in this behalf shall attend the General Meetings of the Company.

*Purvi Matani appointed as an Independent Directors of the Company w.e.f. 14th August, 2019.

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of the Listing Regulations. The brief terms of references of Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every Director's performance.
- Carry out the evaluation of every director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors.

- To recommend / review remuneration of the Whole-time Director(s)/ Executive Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

REMUNERATION TO DIRECTORS:

A. Remuneration Policy

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

Remuneration to Non-Executive Directors / Independent Directors:

The details of sitting fees paid to Independent Directors during the financial year 2019-20 is as under:

Name of Director	Sitting Fees paid for the Board and Committee Meetings
Ms. Kamala Aithal	16,000
Mr. Vijay Shah	24,000
Ms. Purvi Matani	24,000

Remuneration to Executive Director/Whole-Time Director:

Remuneration of the Whole-time Director consists of the fixed component and a variable performance incentive. The Nomination and Remuneration Committee makes periodical appraisal of the performance of the Whole-time Director based on a detailed performance evaluation, and recommends the compensation payable to them, within the parameters approved by the shareholders, to the Board for their approval.

During the financial year 2019-20, remuneration paid to the Whole-time Director was as under:

Mr. Praveen Bhatnagar, Whole-Time Director draws salary from wholly-owned subsidiary of the Company, Veritas Polychem Private Limited Rs. 48,00,000/- p.a.

The Company has no Employee Stock Options Scheme in force at present.

Shareholding of Non-Executive Directors

Name of Directors	No. of Equity Shares
Mr. Nitinkumar Didwania Non-Executive, Promoter Director	92,50,000

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholders Relationship Committee is in compliance with Regulation 20 of the Listing Regulation. The Committee functions under the Chairmanship of Mr. Nitinkumar Didwania, Non-Executive, Non-Independent Director. Mr. Praveen Bhatnagar, Whole-Time Director and Ms. Purvi Matani, Independent Director are the other members of the Committee.

Meeting and attendance:

There was one meeting conducted during the year under review on 14th November, 2019

As per Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Nitinkumar Didwania was present at the 34th Annual General Meeting of the Company held on 27th September, 2019.

The role and terms of reference of the Committee covers the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations besides the other terms as referred by the Board of Directors. The Committee meets, as and when required, to inter alia, deal with matters relating to transfer/transmission of shares, request for issue of duplicate share certificates and monitor redressal of the grievances of the security holders of the Company relating to transfers, non-receipt of Annual Report, non-receipt of dividends declared, etc. The Committee is also authorised to approve request for transmission of shares and issue of duplicate share certificates.

During the year under review, the complaints received from the shareholders were resolved and are regularly reported to Bombay Stock Exchange as per Regulation 13 of SEBI (LODR) Regulations, 2015

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted a Corporate Social Responsibility Committee pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 Mr. Nitinkumar Didwania, Non-executive, Non-independent Director, Mr. Praveen Bhatnagar, Whole-Time Director and Ms. Purvi Matani, Independent Director are the members of the Committee.

The Committee meeting was held on 14th November, 2019.

Name of the Director	Number of meetings during the Financial Year 2019-20	
	Held	Attended
Mr. Nitinkumar Didwania	1	1
Mr. Praveen Bhatnagar	1	1
Ms. Purvi Matani	1	1

The role of this Committee also includes recommendation of the amount of expenditure to be incurred on the CSR activities as enumerated in Schedule VII of the Act and also referred to in the CSR Policy of the Company, as also to monitor the implementation of framework CSR Policy, etc.

9. SUBSIDIARY COMPANIES

Regulation 16 of the Listing Regulations defines a “material subsidiary” to mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Under this definition, the Company has unlisted material subsidiary, Veritas Agro Ventures Private Limited and Veritas Polychem Private Limited, incorporated in India and are required to nominate an Independent Director of the Company on the Board.

The Company has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company and can be accessed through web-link: http://www.veritasindia.net/investor_downloads.asp

The Company monitor the performance of its subsidiary company's inter-alia, by the following means:

- The Audit Committee reviews the financial statements of the subsidiary companies, along with the investments made by them, on a quarterly basis.
- The Board of Directors reviews the Board Meetings minutes and statement of all significant transactions and arrangements, if any, of the subsidiaries' companies on a quarterly basis.

10. DISCLOSURES

A. Policy for determining 'material' subsidiaries

Your Company has formulated a Policy for Determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has also been posted on the website of the Company and can be accessed through web link: http://www.veritasindia.net/investor_downloads.asp

B. Policy on Materiality of and Dealing with Related Party Transactions

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions in accordance with relevant provisions of Companies Act, 2013 and Listing Regulation which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link: http://www.veritasindia.net/investor_downloads.asp. All the related party transactions are approved by the Audit Committee prior to entering into the transaction.

During the financial year 2019-20, the approval of shareholders was taken for related party transactions exceeding the limits as per Companies Act, 2013 in the annual general meeting held on 27th September, 2019 of the Company.

Further, there were no material significant Related Party Transactions and pecuniary transactions that may have potential conflict of interest. The details of Related Party Transactions are disclosed in financial section of this Annual Report.

C. Whistleblower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. Your Company hereby affirms that no Director/ employee have been denied access to the Chairman and that no complaints were received during the year.

The Whistle Blower Policy is available on the website of the Company and can be accessed at the web link http://www.veritasindia.net/investor_downloads.asp and circulated to all the Directors/employees.

D. Reconciliation of Share Capital Audit

Pursuant to Regulation 55A of the Listing Regulations with the stock exchanges, the Company has engaged a qualified practising Company Secretary to carry out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL. The Company files copy of this certificate with the Stock Exchange as required.

E. Disclosure of accounting treatment in preparation of financial statements

The Company has adopted and prepared the financial statements of the Company in accordance with Indian Accounting Standards (IND AS) and comply with the Accounting Standards specified under Section 133 of the Act and Companies (Indian Accounting Standards) Rules, 2015.

F. Code for Prevention of Insider Trading Practices

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations") which came into force from 15th January, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. Veritas Code of Conduct has been formulated to regulate monitor and ensure that the reporting of trading by the Employees and Connected persons are in accordance with the procedures as laid down in the guidelines and caution them of the consequence of violations.

G. Disclosures with respect to Demat suspense account/ unclaimed suspense account

The Company does not have any shares in the Demat suspense account/unclaimed suspense account.

H. Details of Non-Compliances:

Your Company has generally complied with all the requirements of regulatory authorities. There has been no instance of non-compliance by the Company on any matter related to capital markets.

During the financial year ended 31st March, 2020, company paid penalty under regulation 17(1) and 18(1) of SEBI (LODR) Regulations, 2015 of Rs. 6,92,660/- (Six Lakhs Ninety-Two Thousand Six Hundred and Sixty only) for delay in appointment of Independent Director which was made good in due course. The Company could not identify suitable candidate causing delay in appointment of Independent Directors.

I. Compliance with Mandatory requirements:

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

J. Compliance with Non-mandatory requirements

i. The Board: The Non – Executive Chairman of your Company has been provided a Chairman's Office at the Registered Office of your Company.

ii. Audit Qualification: During the year under review, there is no audit qualification in your Company's standalone and consolidated financial statements. Your Company continues to adopt best practices to ensure regime of unqualified financial statements.

K. There was no complaint received in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

L. The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor is mentioned in the Note No. 26.1 of Notes to consolidated financial statements for the year ended 31st March, 2020.

11. MEANS OF COMMUNICATION:

The Company recognizes the importance of two-way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting. Some of the modes of communication are mentioned below:

Quarterly: The quarterly, half-yearly and annual financial results of the Company are normally published in one leading national (English) business newspaper and in one vernacular (Marathi) newspaper viz. Mumbai edition of "The Free Press Journal" and "Navshakti" newspaper.

Annual Report: Physical copy of the Annual Report is sent to all shareholders who have not registered their email ids for the purpose of receiving the documents / communication from the Company in electronic mode. Full version of the Annual Report is sent via email to all shareholders who have provided their email ids and is also available at the Company's website at http://www.veritasindia.net/annual_reports.asp.

Website: In compliance with Regulation 46 of the Listing Regulations, the company's website contains a separate section under 'Investors Information' for use of shareholders. The quarterly, half-yearly and annual financial results are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website. Annual Reports of subsidiaries companies are also posted on the website.

BSE has developed a web-based application called **BSE Corporate Compliance and Listing Centre** for corporates. All the quarterly, half-yearly and yearly compliances are filed electronically on BSE Listing Centre.

Exclusive email ID for investors:

The Company has designated the email id corp@veritasindia.net exclusively for investor servicing, and the same is prominently displayed on the Company's website www.veritasindia.net.

12. Additional Shareholders Information

Company Registration Details

The Company is registered in Mumbai, Maharashtra. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs (MCA) is L23209MH1985PLC035702.

Annual General Meeting

Date: Wednesday, 30th September, 2020

Time: 11.00 a.m.

Annual General Meeting of the company will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Financial year of the Company

Financial year cover the period from 1st April to 31st March of the next year. Tentative Schedule for declaration of results during the financial year 2020-21

Results for the Quarter ending 30 th June, 2020	Second week of August, 2020
Results for the Quarter ending 30 th September, 2020	Second week of November, 2020
Results for the Quarter ending 31 st December, 2020	Second week of February, 2021
Annual Results of 2019-2020	Second week of May, 2021 or Audited Results by 30 th May, 2021

Date of Book Closure and Dividend Payment Date

The book closure for Dividend will be from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 both days inclusive.

Listing of Equity Shares on the Stock Exchanges and Stock Code

Your Company's Ordinary (Equity) Shares are listed on BSE Limited (BSE). The requisite Annual listing fees for the financial year 2020-21 have been paid in full to the Stock Exchange. The Company has paid custodial fees for the year 2020-21 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the basis of number of folios of shareholders for their shares held in the electronic form.

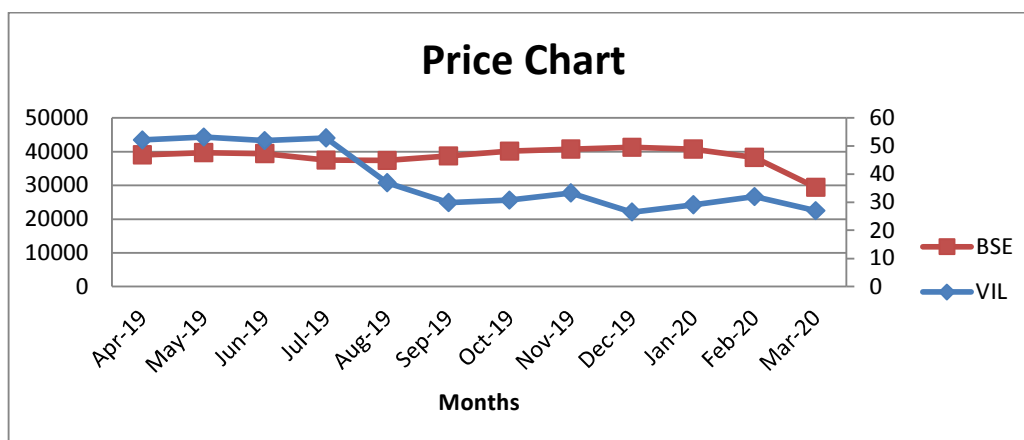
Name and Address of Exchange	Type of Security / Scrip Code	International Securities Identification Number
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001	Ordinary (Equity) Shares / 512229	INE379J01029

13. Stock Market Data

Month	Equity Shares	
	BSE Limited	
	High (Rs.)	Low (Rs.)
April 2019	54.60	50.05
May 2019	53.20	49.00
June 2019	58.70	51.30
July 2019	59.50	51.95
August 2019	51.80	36.95
September 2019	36.25	29.90
October 2019	31.35	28.25
November 2019	33.25	28.00
December 2019	35.90	26.50
January 2020	29.15	27.00
February 2020	32.05	29.70
March 2020	32.65	26.95

14. Stock Performance

The performance of your Company's shares may be compared with S&P BSE Sensitive Index



15. Registrar and Transfer Agents

Universal Capital Securities Private Limited (formerly known as "Mondkar Computers Private Limited"), are the Share Transfer Agents of the Company. The Contact details are given below:

Universal Capital Securities Private Limited

Corporate Off:

21, Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road, Andheri (E),
Mumbai- 400 093.

Change of address with effect from 1st September, 2020 is as follows:

C 101, 247 Park,
LBS Road, Vikhroli West,
Mumbai – 400083.

Tel Nos. 022- 28207203 / 05

Tele fax. 022- 28207207

Email: ravi@unisec.in/info@unisec.in

16. Share Transfer System

For administrative convenience and to facilitate speedy approvals, authority has been delegated to the Share Transfer Agents (RTA) to approve share transfers up to specified limits. Share transfers/ transmissions approved by the RTA and/or the authorized executives are placed at the Board Meeting from time to time. Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the executives of the Company. A summary of all the transfers/ transmissions etc. so approved by the executives of the Company is placed at every Committee Meeting. Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through respective Depository Participants.

17. Shareholding as on 31st March, 2020:

17(a) Distribution of Shareholding as on 31st March, 2020

Number of Shares (in terms of nominal value)		Shareholders		Shares	
From	To	Number	% of Total	Held	% of Total
1	500	443	85.029	23249	0.087
501	1000	18	3.455	12705	0.047
1001	2000	18	3.455	28510	0.106
2001	3000	9	1.727	22493	0.084
3001	4000	6	1.152	20023	0.075
4001	5000	6	1.152	28051	0.105
5001	10,000	5	0.960	39565	0.148
10,000	And above	16	3.071	26635404	99.349
Total		521	100.000	2,68,10,000	100.000

17(b) Shareholding Pattern according to category of shareholders as on 31st March, 2020

Categories	Number of shareholders	Number of Shares	% of Holding
Promoter and Promoter Group	3	1,74,87,067	65.23
Foreign Venture Capital Investors	0	0	0
Foreign Portfolio Investors	1	26,00,000	9.70
NRIs / OCBs / Foreign Corporate Bodies	6	40,00,260	14.92
Private Corporate Bodies	9	10,13,709	3.78
Indian Public	482	16,96,729	6.33
Others & HUF	20	12,235	0.04
Total	521	2,68,10,000	100

18. Dematerialization of Shares and Liquidity:

83.57% of the total equity share capital is held in dematerialised form with NSDL and CDSL as on 31st March, 2020.

19. Address for Correspondence:

Shareholders can correspond with the Registrar and Share Transfer Agent at:

Universal Capital Securities Private Limited

21, Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road, Andheri (E), Mumbai- 400 093.

Change of address with effect from 1st September, 2020 is as follows:

C 101, 247 Park,
LBS Road, Vikhroli West,
Mumbai – 400083.

Tel Nos. 022- 28207203/05

Tele fax. 022- 28207207

Email: ravi@uniseq.in/info@uniseq.in

for all matters relating to transfer/dematerialization of shares, payment of dividend and any other query relating to Equity shares of your Company. Your Company has also designated corp@veritasindia.net as an exclusive email ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website.

For all investor related matters, the Investor Relations Department can also be contacted at:

Investor Relations Department

Veritas (India Limited)

Veritas House, 3rd Floor,
70, Mint Road, Fort, Mumbai – 400001.

Tel: +91 - 22 - 2275 5555 / 6184 0000

Fax: +91 - 22 - 2275 5556 / 6184 0001

E-mail: corp@veritasindia.net

Your Company can also be visited at its website: <http://www.veritasindia.net>

20. Outstanding GDRs/ADRs/ Warrants or any convertible instrument, conversion and likely impact on equity: Nil

21. Commodity Price Risk/Foreign Exchange Risk and Hedging:

Your company continues to watch the market situation closely and continues to focus on mitigating the inflationary impact on its business through suitable commodity price risk measures, foreign exchange risks measures and other cost reduction measures.

22. Plant Locations

The Company being in the International Trade and Distribution business there are no manufacturing units or plants of the company.

23. GENERAL BODY MEETINGS

The date, time and venue of the Annual General Meetings held during the preceding 3 years and special resolution passed there are as follows:

Financial Year	Date	Venue	Time	Special Resolution passed
2018-19	27-09-2019	20 Downtown Hall, 2 nd Floor, Eros Theatre Building, Churchgate, Mumbai 400 020	11.00 A.M.	Approval of material related party transactions
2017-18	28-09-2018	20 Downtown Hall, 2 nd Floor, Eros Theatre Building, Churchgate, Mumbai 400 020	11.45 A.M.	NIL
2016-17	22-09-2017	20 Downtown Hall, 2 nd Floor, Eros Theatre Building, Churchgate, Mumbai 400 020	11.30 A.M.	NIL

No Extra-Ordinary General Meeting was held during the financial year ended 31st March, 2020. Further, no special resolution was proposed to be undertaken by postal ballot.

**Declaration by the Chairman under the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

I hereby confirm that:

the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2020.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: 31st July, 2020

Sd/-
Nitinkumar Didwania
Chairman
DIN:00210289

Annexure VII

CERTIFICATE OF PRACTISING COMPANY SECRETARY ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

[Under Regulation 34(3) read with Schedule V(E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,
The Members
Veritas (India) Limited**

We have examined the compliance of conditions of Corporate Governance by **Veritas (India) Limited (the Company)**, for the year ended on **March 31, 2020**, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the said Company. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the following provisions:

1. *Requirement pertaining to the composition of Board as specified in Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not complied with;*
2. *Requirement of the constitution of Audit Committee as specified in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not complied with;*

Further, the Company failed to file the Annual Report for the financial year 2018-19 with the Stock Exchange within the time limit specified in Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the penalty levied by the Exchange for the respective non-compliance was later withdrawn and agreed to be refunded by the Bombay Stock Exchange vide its email dated January 07, 2020.

The Company has made all the defaults good by complying with the above Regulations and has also paid the penalty levied by the Stock Exchange.

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

**For JMJA & Associates LLP,
Practising Company Secretaries**

Sd/-

**CS Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120
UDIN: F007447B000550792**

**Date: August 04, 2020
Place: Mumbai**

Annexure VIII

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,
VERITAS (INDIA) LIMITED
Veritas House, 3rd Floor,
70, Mint Road, Fort
Mumbai 400001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Veritas (India) Limited** bearing CIN L23209MH1985PLC035702 and having registered office at Veritas House, 3rd Floor, 70, Mint Road, Fort Mumbai 400001 (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 March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Company 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. Nitinkumar Dindayal Didwania	00210289	December 05, 2007
2.	Mr. Praveen Bhatnagar	01193544	June 12, 2018
3.	Mr. Vijay Haridas Shah	03502649	August 14, 2019
4.	Ms. Kamala Rahul Aithal	07832519	May 25, 2017
5.	Ms. Purvi Samir Matani	08536917	August 14, 2019

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

For **JMJA & Associates LLP**,
Practising Company Secretaries

Sd/-
CS Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120
UDIN: F007447B000595661

Place: Mumbai | Date: August 19, 2020

CERTIFICATE OF CHIEF FINANCIAL OFFICER (CFO)

I have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of my knowledge and belief, I state that:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

I also certify that, based on our knowledge and the information provided to us, there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.

I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have been taken or propose to be taken to rectify these deficiencies.

I further certify that we have indicated to the auditors and the Audit Committee:

That there have been no significant changes in internal control over financial reporting during the year;

That there have been no significant changes in accounting policies during the year except which have been disclosed in the notes to the financial statements; and

That there were no instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Mumbai

Date: 31st July, 2020

Sd/-
Rajaram Shanbhag
Chief Financial Officer

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17(5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

This is to confirm that the Company has adopted a Code of Conduct (“COC”) for its employees including the Chairman and Whole-time Directors. In addition, the Company has adopted the COC for Non-Executive Directors as well as and the same is posted on the Company’s website.

I confirm that the Company has in respect of the financial year ended 31stMarch, 2020, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Chairman and Director as on 31st March, 2020.

for **Veritas (India) Limited**

Place: Mumbai
Date: 31st July, 2020

Sd/-
Nitinkumar Didwania
Chairman

INDEPENDENT- AUDITORS' REPORT

TO THE MEMBERS OF VERITAS INDIA LIMITED Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Indian Accounting Standard (“Ind AS”) financial statements of **Veritas India Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit and other comprehensive income, changes in equity and its cash flows 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 specified under section 143(10) of the Act (“the SAs”). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the “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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 41 to the standalone financial statements, which explains the fact that the Company through its wholly-owned subsidiary, Veritas Polychem Private Limited has initiated a setup of an integrated manufacturing complex at Dighi Port in the state of Maharashtra. The project is presently financed by the Company and would be suitably finance subsequently through appropriate means at appropriate time.

We draw attention to Note 1 to the standalone financial statements, which explains the uncertainties and management’s assessment of the financial impact due to the lockdown and

other restrictions imposed by the Government and condition related to the COVID-19 pandemic situation, for which definitive assessment of the impact would highly depend upon circumstances as they evolve in the subsequent period.

Our opinion is not modified in respect of above matters.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Other information as above is expected to be made available to us after the date of this Auditors' report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available 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. When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to

continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us.
 - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

- d) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements comply with the Indian Accounting Standard specified under section 133 of the Act, read with the relevant rules thereunder.
- e) On the basis of written representations received from the Directors as on March 31, 2020 and taken on record by the Board of Directors, in its meeting held on July 31, 2020, none of the directors is disqualified as on March 31, 2020, 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 Ind AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”. Further, our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to the standalone financial statements;
- g) As required by Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 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 No.30 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.

For M.P. Chitale & Co.
Chartered Accountants
ICAI FRN.101851W

Sd/- :
Ashutosh Pednekar
Partner
ICAI Membership No. 041037
UDIN 20041037AAAACR8876

Place: Mumbai
Date: July 31, 2020

ANNEXURE 'I' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of Veritas India Limited)

- i. In respect of the Company's fixed assets :
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and Equipment (fixed assets).
 - (b) The Property Plant and Equipment of the Company, are physically verified by the Management in a phased program of three years cycle. In our opinion, the programme is reasonable having regard to the size of the Company and the nature of its assets. In our opinion and as per the information given by the management, the discrepancies observed were not material and have been appropriately accounted in the books of account.
 - (c) According to the information and explanations given to us and based on verification of records, we report that the title deeds of immovable properties held as Property Plant and Equipment, are held in the name of the Company.
- ii) As explained to us, inventories have been physically verified by the management at reasonably regular intervals during the year. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.
- iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships and other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraphs 3(iii) (a), (b) and (c) of the Order are not applicable.
- iv) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, the loans, investments, guarantees and security given to subsidiaries is covered u/s 185 and 186 of the Companies act 2013 is complied with.
- v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of Sections 73 to 76 of the Companies Act, 2013.

vi) Pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, company is not required to maintain cost records.

vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) As at the year-end, according to the records of the Company and information and explanations given to us, there were no disputed statutory dues payable in respect of income tax, goods and service tax and duty of customs except for the cases listed out below:

Name of Statute	Nature of amount disputed	Amount (Rs. In Lakhs)	Period to which amount relates	Forum where dispute is pending	Remarks, if any
Sales Tax Act, 1956	Sales Tax	877.78	AY 2013-14	DC APPEAL	
Sales Tax Act, 1956	Sales Tax	427.80	AY 2014-15	DC APPEAL	
Sales Tax Act, 1956	Sales Tax	13.30	AY 2011-12	DC APPEAL	
Income Tax Act, 1961	Income Tax	159.76	AY 2014-15	ITAT APPEAL	
Income Tax Act, 1961	Income Tax	0.66	AY 2009-10	ITAT APPEAL	

viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to banks, as at the balance sheet date. The Company has not issued debentures nor borrowed any funds from financial institutions or Government.

ix) In our opinion and according to the information and explanations given to us, there are no loans outstanding during the year or as at year end and no monies are raised by way of initial public offer or further public offer (including debt instruments). As a result, this clause is not applicable to the company.

- x) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) According to the information and explanations given to us and on the basis of the computation made for managerial remuneration, the same has been paid in accordance with the requisite approvals mandated by provisions of Section 197 read with Schedule V to the Act.
- xii) Since the Company is not a nidhi company, this clause is not applicable to the Company.
- xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act as applicable and the details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable Indian Accounting Standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with the directors.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place: Mumbai

For M.P. Chitale & Co.
Chartered Accountants
ICAI FRN.101851W

Ashutosh Pednekar :
Partner
ICAI Membership No. 041037
UDIN 20041037AAAACR8876

Date: July 31, 2020

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 3(g) under “Report on Other Legal and Regulatory Requirements” of our report of even date)

Report on the Internal Financial Controls with reference to 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 Financial Statements of **Veritas India Limited** (‘the Company’) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and as prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to 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 judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of Internal Financial Controls with reference to 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 Financial Statements to future periods are subject to the risk that the Internal Financial Control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls with reference to Financial Statements and such Internal Financial Controls with reference to Financial Statements were operating effectively as at March 31, 2020, based on the 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.

Place: Mumbai

For M.P. Chitale & Co.

Chartered Accountants

ICAI FRN.101851W

Sd/-

Ashutosh Pednekar

Partner

ICAI Membership No. 041037

UDIN 20041037AAAACR8876

Date: July 31, 2020

VERITAS (INDIA) LIMITED
Balance Sheet as at 31st March 2020
CIN : L23209MH1985PLC035702

(Amount in Rs.)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	36,028,450	66,299,093
(b) Financial Assets			
(i) - Investments	4	3,025,406,531	1,475,362,408
(c) Deferred tax assets (Net)	26	4,795,129	-
(d) Other Non Current Assets	5	7,568,723	6,898,628
Total Non Current Assets		3,073,798,833	1,548,560,129
2 Current Assets			
(a) Inventories	6	1,611,659	1,207,122,306
(b) Financial Assets			
(i) - Trade Receivables	7	1,822,204,819	590,272,203
(ii) - Cash and Cash Equivalents	8	8,814,838	211,997,169
(iii) - Loans	9	362,628,509	362,086,686
(c) Other Current Assets	10	2,521,685	4,892,047
Total Current Assets		2,197,781,509	2,376,370,411
Total Assets		5,271,580,345	3,924,930,541
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	11	26,810,000	26,810,000
(b) Other Equity	12	1,703,264,416	1,628,036,078
Total Equity		1,730,074,416	1,654,846,078
Liabilities			
2 Non-Current Liabilities			
(a) Financial Liabilities			
(i) - Other Financial Liabilities	13	61,243,058	78,038,750
(b) Deferred Tax Liabilities (Net)	26	-	10,174,118
(c) Provisions	14	1,057,468	859,468
Total Non Current Liabilities		62,300,526	89,072,336
3 Current Liabilities			
(a) Financial Liabilities			
(i) - Trade Payables	15	3,448,142,450	2,137,205,308
(ii) - Other Financial Liabilities	16	25,063,554	37,395,564
(b) Other current liabilities	17	192,896	911,079
(c) Provisions	18	76,563	63,926
(d) Current Tax Liabilities (Net)	19	5,729,940	5,436,252
Total Current Liabilities		3,479,205,403	2,181,012,128
Total Equity and Liabilities		5,271,580,345	3,924,930,541

The accompanying notes forms integral part of the Financial Statements

1 & 2

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
 Firm Regd. No.: 101851W

SD/-
Ashutosh Pednekar
Partner
 Membership No.: 041037

Place: Mumbai
 Date: July 31, 2020

For and on behalf of the Board of Directors

SD/-
Nitin Kumar Didwania
Director
 DIN : 00210289

SD/-
Rajaram Shanbhag
Chief Financial Officer

SD/-
Praveen Bhatnagar
Director
 DIN : 01193544

SD/-
Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED
Statement of Profit and Loss Account for the Year Ended 31st March 2020
CIN : L23209MH1985PLC035702

(Amount in Rs.)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
I Revenue From Oprations	20	5,426,989,856	6,115,274,803
II Other Income	21	69,280,513	129,751,335
III Total Income (I+II)		5,496,270,370	6,245,026,139
IV Expenses			
Purchase of Stock-in-Trade		4,064,404,954	7,066,492,890
Changes in Inventories of Stock-in-Trade		1,205,510,647	(1,059,738,265)
Employee Benefit Expenses	22	19,175,415	18,950,577
Depreciation and Amortisation Expenses	3	4,743,128	5,755,094
Finance Costs	23	3,409,673	30,601,483
Other Expenses	24	112,778,923	57,007,103
Total Expenses (IV)		5,410,022,740	6,119,068,883
V Profit/ (loss) before tax (III-IV)		86,247,629	125,957,256
VI Tax Expense :			
a) Current tax	25	21,387,438	29,140,705
b) Deferred tax	26	(14,969,247)	159,739
c) Mat credit		(7,451,075)	-
c) Earlier Years	25	2,452,665	-
Total Tax Expense (VI)		1,419,780	29,300,444
VII Profit/ (loss) for the period (V-VI)		84,827,849	96,656,812
VIII Other Comprehensive Income			
- Items that will not be reclassified to profit or loss		(807,934)	(614,367)
- Income tax relating to items that will not be reclassified to profit or loss		230,777	142,136
Total Comprehensive Income for the period (VIII)		(577,157)	(472,231)
IX Total Comprehensive Income for the period (VII+VIII)		84,250,692	96,184,581
X Earnings per equity share	28		
a) Basic		3.16	3.61
b) Diluted		3.16	3.61

The accompanying notes forms integral part of the Financial Statements

As per our report of even date attached

For M.P.Chitale & Co.

Chartered Accountants

Firm Regd. No.: 101851W

SD/-

Ashutosh Pednekar

Partner

Membership No.: 041037

Place: Mumbai

Date: July 31, 2020

For and on behalf of the Board of Director

SD/-

Nitin Kumar Didwania

Director

DIN : 00210289

SD/-

Praveen Bhatnagar

Director

DIN : 01193544

SD/-

Rajaram Shanbhag

Chief Financial Officer

SD/-

Prasad Oak

Company Secretary

VERITAS (INDIA) LIMITED
Statement of Cash Flows for the year ended 31st March, 2020
CIN : L23209MH1985PLC035702

(Amount in Rs.)

Particulars	For the year ended 31st March 2020		For the year ended 31st March 2019	
A Cash Flow From Operating Activities				
Profits before Tax		86,247,629		125,957,256
Adjustment For				
Depreciation and Amortisation Expenses	4,743,128		5,755,094	
Fair Value adjustment of gaurantee to subsidiaries	(16,582,500)		(21,948,143)	
Interest Income	(249,726)		(18,897,367)	
Interest & Finance Charges	3,409,673		30,601,483	
Change in the Fair Valuation of Investments	1,416,485		(17,192)	
Items that will not be reclassified to profit or loss	(807,934)		-	
Loss on sale of Wind Mill	6,196,113		-	
Dividend Received from Subsidiaries	(21,622,013)		(19,121,670)	
		(23,496,774)		(23,627,794)
Operating Profit before working Capital Changes		62,750,855		102,329,462
Working Capital Changes				
(Increase)/Decrease in Inventories	1,205,510,647		(1,059,738,265)	
(Increase)/Decrease in Non current Other Financial Liabilities	(16,795,692)		-	
(Increase)/Decrease in Non current Provision	198,000		-	
(Increase)/Decrease in Trade Receivables	(1,231,932,616)		496,033,092	
(Increase)/Decrease in Short Term Loans and Advances	(541,823)		(98,708,678)	
(Increase)/Decrease in Other Non Current Assets	(1,170,896)		-	
(Increase)/Decrease in Other Current Assets	2,370,362		13,630,057	
Increase/(Decrease) in Trade Payables	1,310,937,142		1,215,435,096	
(Increase)/Decrease in Other Financial Liabilities	(12,332,010)		-	
Increase/(Decrease) Other current liabilities	(718,183)		(4,781,699)	
Increase/(Decrease) in Provision	12,637		(421,949)	
(Increase)/Decrease in Working Capital		1,255,537,567		561,447,654
Cash Generated from Operating Activities		1,318,288,423		663,777,116
Tax Paid	(23,045,614)		(33,479,904)	
		(23,045,614)		(33,479,904)
Cash Used (-)/(+) generated for operating activities (A)		1,295,242,809		630,297,212
B Cash Flow From Investing Activities				
Addition of Fixed Assets	(5,668,850)		(67,374)	
Sale of Fixed Assets	25,000,252			
Purchase of Non-Current Investments	(1,551,460,608)		(518,946,667)	
Commission From Wholly Owned Subsidiaries	16,582,500		21,948,143	
Interest Income	249,726		18,897,367	
Dividend Received from Subsidiaries	21,622,013		19,121,670	
Net Cash Used in Investing Activities (B)		(1,493,674,967)		(459,046,862)
C Cash Flow From Financing Activities				
(Repayment of)/Proceeds from Short Term Borrowings	-		(111,431,467)	
Interest & Finance Charges	(3,409,673)		(30,601,483)	
Dividend Paid	(1,340,500)		(1,340,500)	
Net Cash Used in Financing Activities (C)		(4,750,173)		(143,373,450)
D Net Increase (+)/ Decrease (-) in cash and cash equivalent Cash equivalent (A+B+C)		(203,182,331)		27,876,899
Cash and Cash Equivalent Opening Balance		211,997,169		184,120,270
Cash and Cash Equivalent Closing Balance		8,814,838		211,997,169

VERITAS (INDIA) LIMITED
Statement of Cash Flows for the year ended 31st March, 2020
CIN : L23209MH1985PLC035702

(Amount in Rs.)

Particulars	For the year ended 31st March 2020		For the year ended 31st March 2019	
Closing Balances represented by:				
Cash and Bank Balances				
Cash and Cash Equivalents				
(i) Balances with Banks		6,510,811		4,379,385
(ii) Cash on Hand		71,681		64,553
Other Bank Balances				
(i) Earmarked Balances with Banks		2,232,346		1,702,601
(ii) Against Margin Money for SLBC		-		205,850,630
		8,814,838		211,997,169

The accompanying notes forms integral part of the Financial Statements

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

SD/-

Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

SD/-

Nitin Kumar Didwania
Director
DIN : 00210289

SD/-

Rajaram Shanbhag
Chief Financial Officer

For and on behalf of the Board of Directors

SD/-

Praveen Bhatnagar
Director
DIN : 01193544

SD/-

Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED
Statement of Changes in Equity as on 31st March, 2020

(Amount in Rs.)

A EQUITY SHARE CAPITAL

Particular	March 31,2020	March 31,2019
Outstanding at the beginning of the year	26,810,000	26,810,000
Changes in Equity Share Capital during the Financial Year	-	-
Outstanding at the end of the year	26,810,000	26,810,000

B. OTHER EQUITY

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings	Other Item of other Comprehensive Income/ (loss)	
AS ON 31 MARCH 2019				
Balance at the beginning of the reporting period i.e. 1st April, 2018	971,168,750	561,136,290	414,725	1,532,719,765
Profit for the year	-	96,656,812	-	96,656,812
Other items (Actuarial Gain/ (Loss))	-	-	-	-
Dividends	-	(1,340,500)	-	(1,340,500)
Balance at the end of the reporting period i.e. 31st March, 2019	971,168,750	656,452,602	414,725	1,628,036,078

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings	Other Item of other Comprehensive Income/ (loss)	
AS ON 31 MARCH 2020				
Balance at the beginning of the reporting period i.e. 1st April, 2019	971,168,750	656,452,602	414,725	1,628,036,078
Profit for the year		84,827,849		84,827,849
Mat Credit		(7,451,075)		(7,451,075)
Other items (Actuarial Gain/ (Loss))			(807,934)	(807,934)
Dividends		(1,340,500)		(1,340,500)
Balance at the end of the reporting period i.e. 31st March, 2020	971,168,750	732,488,875	(393,209)	1,703,264,416

The accompanying notes forms integral part of the Financial Statements

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

SD/-
Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

For and on behalf of the Board of Directors

SD/-
Nitin Kumar Didwania
Director
DIN : 00210289

SD/-
Rajaram Shanbhag
Chief Financial Officer

SD/-
Praveen Bhatnagar
Director
DIN : 01193544

SD/-
Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

1 Corporate Information

Veritas (India) Limited ("The Company") is a Listed Public entity incorporated in India. The company is in the business of International Trade & Distribution of Polymers, Paper & Paper Boards, Rubber, Heavy Distillates, Chemicals, Development of Software, etc. The Company is also engaged in generation of Wind Energy.

Note on Covid

In March 2020, the World Health Organization (WHO) declared COVID-19 as a global pandemic. The basic presumption contained in the Financial Statements is that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of its operations. The said presumption has been made due to the fact that given the nature of its operations and the products handled the Company is expected to be able to generate sufficient cash flows and access funds in the future. Although, the financial effect of the current crisis on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to inability to reliably predict the outcome of the pace at which the outbreak expands and the high level of uncertainties arising therefrom, the management has considered all available information about the future, which was obtained after March 31, 2020, including the impact of the COVID-19 outbreak on customers, vendors and staff, as well as actual and projected foreseeable impact from various factors. The management has concluded that there has been no significant impact on the Company's profitability position, fair value estimates and this COVID-19 event is not expected to have an immediate material impact on the business operations. However, Management will continue to monitor the situation closely and will assess the need for additional measures in case the period of disruption becomes prolonged.

2 Significant Accounting Policies

2.1 Compliance with Ind AS

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as these financial statements include the balance sheet, the statement of profit and loss, the statement of changes in equity and the statement of cash flows and notes, comprising a summary of significant accounting policies and other explanatory information—and comparative information in respect of the preceding period.

2.2 Basis of Accounting

The Company maintains its accounts on accrual basis following the historical cost convention except certain financial instruments that are measured at fair values in accordance with Ind AS.

Fair value measurements are categorized 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 I inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date

Level II inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level III inputs are unobservable inputs for the asset or liability

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

2.3 Presentation of financial statements

The financial statements are prepared and presented in the format prescribed in Division II – IND AS Schedule III (“Schedule III”) to the Companies Act, 2013.

Disclosure requirements with respect to items in the financial statements, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Indian Accounting Standards.

Amounts in the financial statements are presented in Indian Rupees in line with the requirements of Schedule III. Per share data are presented in Indian Rupees.

a). Property, Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on all Property, Plant and Equipment is provided based on useful life prescribed in Schedule II of the Companies Act, 2013 under Straight Line Method.

PPE not ready for the intended use on the date of the Balance Sheet is disclosed as “capital work-in-progress”.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Type of Asset with Useful Life

Type of Asset	Useful Life
Leasehold Land	Over the Lease Period
Plant and Machinery used in windpower generation	22 Years
Other Plant and Machinery	15 Years
Office Equipment	5 Years
Computer Equipment's	3 Years
Furniture and Fixtures	10 Years
Vehicle	8 Years

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

b). Leases

i Leases

The Company has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019 and has reassessed the existing lease contracts on the date of initial application date, i.e. 01.04.2019 for application of Ind AS 116. The Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at April 1, 2019. As a result, the comparative information has not been restated. As permitted by para C8(c)(ii) of Ind AS 116, at the date of initial application, the right to use asset has been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. As a result there is no cumulative effect of initial application which is required to be recognised in retained earnings at April 1, 2019.

As Lessee

The Company, as lessee has recognised lease liabilities and right-of-use assets, has applied the following approach to all of its leases (a) measured the lease liability at the date of transition to Ind AS by measuring that lease liability at the present value of the remaining lease payments and discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS 116. Lease arrangements entered during the year are measured at incremental borrowing rate computed at the beginning of the year. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if there is change to its assessment whether it will exercise an extension or a termination option. (b) Right Of Use assets are recognized and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of restoration costs and any initial direct costs incurred by lessee. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right of Use Assets are depreciated from the commencement date on a straight- line basis over the shorter of the lease term or useful life of the underlying asset. They are evaluated for recoverability whenever events or changes indicate that their carrying amounts may not be recoverable.

As a Lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interest in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

c). Intangible Assets and Amortisation

Intangible Assets are stated at cost of acquisition less accumulated amortisation /depletion and impairment loss, if any.

Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

d). Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

e). Inventories

Items of inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase and other overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. The valuation of inventories is done on FIFO (first-in-first-out) Method.

f). Impairment of Non Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

g). Provisions & Contingencies

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated as at the balance sheet date.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. Information on contingent liabilities is disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

A contingent asset is neither recognised in the financial statements nor disclosed in the financial statements.

h). Employee Benefit Expenses

(i). Short Term Employee Benefits

All Employee Benefits payable wholly within twelve month of rendering the service are classified as Short Term Employee Benefits and they are recognised in the period in which the employee renders the related service.

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

(ii). Post Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company makes specified monthly payments to Employee State Insurance Scheme, Provident Fund Scheme for all applicable employees. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Defined Benefit Plans

Gratuity liability is a defined benefit obligation which is provided for on the basis of an actuarial valuation on Projected Unit cost method made at the end of each financial year. Actuarial gains/(losses) are recognised directly in other comprehensive income. This benefit is presented according to present value after deducting the fair value of the plan assets. The Company determines the net interest on the net defined benefit liability (asset) in respect of a defined benefit by multiplying the net liability (asset) in respect of a defined benefit by the discount rate used to measure the defined benefit obligation as they were determined at the beginning of the annual reporting period.

Accumulated leave is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

Other Long Term Employee Benefits

The employees of the company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation using projected unit credit method.

i). Tax Expenses

The tax expense for the period comprises Current and Deferred Tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Minimum Alternative tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay Income Tax under the normal provisions during the specified period, resulting in utilisation of MAT Credit. In the Year in which the MAT Credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants' of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will utilise MAT Credit during the specified period.

Deferred Tax

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

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 carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

j). Foreign Currency

Functional and presentation currency

The financial statements of the Company are presented using Indian Rupee (INR) i.e. currency of the primary economic environment in which the entity operates ('the functional currency').

Transactions and balances

Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

k). Revenue Recognition

The Company has recognised revenue pursuant to a contract (other than a contract listed in paragraph 5 of Ind AS 115) only if the counterparty to the contract is a customer. A customer is a party that has contracted with an entity to obtain services that are an output of the entity's ordinary activities in exchange for consideration.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Escalation and other claims, which are not ascertainable/acknowledged by customers, are not taken into account. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Criteria for recognition of revenue are as under:

a) Sale of Goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- (i) significant risks and rewards of ownership of the goods are transferred to the buyer;
- (ii) Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (iii) it is probable that economic benefits associated with transaction will flow to the Company; and
- (iv) amount of revenue can be measured reliably;

b) Income from sale of electricity is recognized as per the terms and conditions of the agreement with the Customer.

c) Interest income is recognized on a time proportion basis taking into account amount outstanding and applicable interest rate.

d) Dividend is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

I). Financial Instruments

(i). Financial Instruments

Initial Recognition

Financial instruments i.e. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

Subsequent Measurement

Financial assets

All recognised financial assets are subsequently measured at amortized cost except financial assets carried at fair value through Profit and loss (FVTPL) or fair value through other comprehensive income (FVOCI).

a) Equity investments (other than investments in subsidiaries, associates and joint venture)

All equity investments falling within the scope of Ind-AS 109 are mandatorily measured at Fair Value Through Profit and Loss (FVTPL) with all fair value changes recognized in the Statement of Profit and Loss.

Investment in Subsidiary, associates and joint ventures. Investments in equity shares of Subsidiaries, Joint Ventures & Associates are recorded at cost and reviewed for impairment at each reporting date

The Company has an irrevocable option of designating certain equity instruments as FVOCI. Option of designating instruments as FVOCI is done on an instrument-by-instrument basis. The classification made on initial recognition is irrevocable.

If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income (SOI). Amounts from SOI are not subsequently transferred to profit and loss, even on sale of investment.

b) Derecognition

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and with that a) the Company has transferred substantially all the risks and rewards of the asset, or b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

c) Impairment of financial assets

The Company applies the expected credit loss model for recognising allowances for expected credit loss on financial assets measured at amortised cost.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Financial Liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Subsequent Measurement

Loans and borrowings are subsequently measured at Amortised costs using Effective Interest Rate (EIR), except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Amortisation is included as a part of Finance Costs in the Statement of Profit and Loss

Financial liabilities recognised at FVTPL, shall be subsequently measured at fair value.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Re-classification of financial instruments

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Company has not reclassified any financial asset during the current year or previous year.

m). Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholder by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit after tax for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

n). Segment Reporting

Based on “Management Approach” as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company’s performance and allocates the resources based on an analysis of various performance indicators by business segments. The Company concludes that it operates under two reporting segment viz (a) Trading, Distribution and Development and (b) Wind power generation. the secondary reporting segment is geographical segment based on location of customer viz domestic and overseas.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

Key estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that impact the reported amount of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management’s evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Difference between the actual and estimates are recognised in the period in which they actually materialise or are known. Any revision to accounting estimates is recognised prospectively. Management believes that the estimates used in preparation of Financial Statements are prudent and reasonable.

VERITAS (INDIA) LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

3. PROPERTY, PLANT AND EQUIPMENT- CURRENT YEAR

(Amount in Rs.)

Description	Cost of Deemed cost				Accumulated depreciation/Amortization.				Carrying Amount	
	As at 31st March, 2019	Additions	Deletions	As at 31st March, 2020	As at 31st March, 2019	Addition/O pening balance	Deletions	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
Tangible Assets										
Freehold Land	1,800,000	-	(1,200,000)	600,000	-	-	-	-	600,000	1,800,000
Leasehold Land	12,261,020	-	-	12,261,020	730,933	350,472	-	1,081,405	11,179,615	11,530,087
Plant and Machinery	56,495,653	-	(24,648,261)	31,847,392	10,108,523	2,026,599	5,348,104	17,483,226	14,364,166	46,387,130
Computers Systems	2,011,718	251,000	-	2,262,718	1,787,012	188,882	-	1,975,894	286,824	224,706
Furniture & Fixtures	4,416,949	-	-	4,416,949	1,332,491	453,211	-	1,785,702	2,631,247	3,084,458
Motor Vehicles	3,055,276	-	-	3,055,276	1,912,823	671,978	-	2,584,801	470,475	1,142,453
Office Equipments	3,739,110	-	-	3,739,110	1,608,851	555,208	-	2,164,059	1,575,051	2,130,259
Right to use Assets	-	5,417,850	-	5,417,850	-	496,778	-	496,778	4,921,072	-
Total Tangible Assets	83,779,726	5,668,850	(25,848,261)	63,600,315	17,480,633	4,743,128	5,348,104	27,571,865	36,028,450	66,299,093
Total Property, Plant and Equipment	83,779,726	5,668,850	(25,848,261)	63,600,315	17,480,633	4,743,128	5,348,104	27,571,865	36,028,450	66,299,093
Previous Year	83,712,352	67,374	-	83,779,726	11,725,596	5,755,094	-	17,480,633	66,299,093	71,986,808

3. PROPERTY, PLANT AND EQUIPMENT- PREVIOUS YEAR

(Amount in Rs.)

Description	Cost of Deemed cost				Accumulated Depreciation				Carrying Amount	
	As at 31st March, 2018	Additions	Deletions	As at 31st March, 2019	As at 31st March, 2018	Additions	Deletions	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
Tangible Assets										
Freehold Land	1,800,000	-	-	1,800,000	-	-	-	-	1,800,000	1,800,000
Leasehold Land	12,261,020	-	-	12,261,020	380,462	350,471	-	730,933	11,530,087	11,880,558
Plant and Machinery	56,495,653	-	-	56,495,653	6,685,225	3,423,298	-	10,108,523	46,387,130	49,810,428
Computers Systems	1,944,344	67,374	-	2,011,718	1,569,456	217,556	-	1,787,012	224,706	374,941
Furniture & Fixtures	4,416,949	-	-	4,416,949	872,805	459,686	-	1,332,491	3,084,458	3,544,144
Motor Vehicles	3,055,276	-	-	3,055,276	1,316,615	596,208	-	1,912,823	1,142,453	1,738,661
Office Equipments	3,739,110	-	-	3,739,110	901,033	707,818	-	1,608,851	2,130,259	2,838,076
Total Tangible Assets	83,712,352	67,374	-	83,779,726	11,725,596	5,755,094	-	17,480,633	66,299,093	71,986,808
Total Property, Plant and Equipment	83,712,352	67,374	-	83,779,726	11,725,596	5,755,094	-	17,480,633	66,299,093	71,986,808
Previous Year	80,466,652	3,245,700	-	83,712,352	5,659,137	6,066,462	-	11,725,596	71,986,808	74,807,572

VERITAS (INDIA) LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

4 INVESTMENTS - NON CURRENT		
Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
1 Investments measured at Cost		
Investments in Equity Instruments - Unquoted		
Investment in Subsidiaries		
Veritas Polychem Private Limited (CY 10,00,000 Equity shares of Rs.10 each) (PY 10,00,000 Equity shares of Rs.10 each)	10,000,000	10,000,000
Veritas International FZE (CY 16 Shares of AED 10,00,000 each) (PY 16 Shares of AED 10,00,000 each)	290,136,063	290,136,063
Hazel International FZE (CY 35 Shares of AED 1,000 each) (PY 35 Shares of AED 1,000 each)	124,964,845	124,964,845
Veritas Agro Venture Private Limited (CY 10,000 Equity Shares of RS. 10 each) (PY 10,000 Equity Shares of Rs. 10 each)	100,000	100,000
Veritas Infra & Logistics Private Limited (CY 10,000 Equity Shares of RS.10 each) (PY 10,000 Equity Shares of Rs. 10 each)	100,000	100,000
Other Investment		
Quasi equity contribution to Veritas polychem private Limited	2,594,594,835	1,043,134,227
Total Unquoted	3,019,895,742	1,468,435,134

VERITAS (INDIA) LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

4. Investments Contd.

2 Investments measured at Fair Value through Profit and Loss		
Investments in Equity Instruments - Quoted		
Investments in others		
Vitan Agro Industries Limited (CY 4,00,000 Equity Shares of Rs 1 each) (PY 4,00,000 Equity Shares of Rs 1 each)	-	1,864,000
DB (International) Stock Brokers Limited (CY 5,00,000 Equity Shares of Rs.2 each) (PY 5,00,000 Equity Shares of Rs.2 each)	4,945,000	4,400,000
Rander Corporation Limited (CY 45,738 Equity Shares of Rs.10 each) (PY 45,738 Equity Shares of Rs.10 each)	529,189	528,274
CCL International Limited (CY 15,000 Equity Shares of Rs. 10 each) (PY 15,000 Equity Shares of Rs. 10 each)	36,600	135,000
Total quoted	5,510,789	6,927,274
Total	3,025,406,531	1,475,362,408

4.1 Information as required under paragraph 17(b) of Ind AS - 27 for Investment in Wholly owned Subsidiaries:

Name of the Subsidiary	Principal Place of Business	As at 31 March 2020	As at 31 March 2019
% of shareholdings			
Veritas Polychem Private Limited	India	100	100
GV Offshore Private Limited	India	51	51
Veritas International FZE	UAE	100	100
Hazel International FZE	UAE	100	100
Veritas Globle PTE Ltd	Singapore	100	100
Veritas Agro Ventures Private Limited	India	100	100
Veritas Infra & Logistics Private Limited	India	100	100

5 OTHER NON CURRENT ASSETS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Loans and Advances		
Advance Tax (Net of Provisions)	6,397,827	6,898,628
Advance Gratuity	853,280	-
Security Deposits	317,616	-
Total	7,568,723	6,898,628

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

6 INVENTORIES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
(At Lower of Cost and net realizable value) Stock In Trade	1,611,659	1,207,122,306
Total	1,611,659	1,207,122,306

7 TRADE RECEIVABLES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Trade Receivables Unsecured		
Considered Good	1,822,204,819	590,272,203
Considered Doubtful	29,756,245	18,653,676
Less : Provision for Expected Credit Loss allowance on doubtful debts	(29,756,245)	(18,653,676)
Total	1,822,204,819	590,272,203

8 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Cash and Cash Equivalents		
(i) Balances with Banks		
In Current Accounts	6,510,811	4,379,385
(ii) Cash on Hand	71,681	64,553
Other Bank Balances		
(i) Unpaid Dividend Bank Accounts	2,035,482	1,702,601
(ii) Deposit with maturity for more than 12 months	-	-
(iii) Deposit with maturity for more than 3 months but less than 12 Months	196,864	205,850,630
Total	8,814,838	211,997,169
Cash and Cash Equivalents as per Statement of Cash Flows	8,814,838	211,997,169

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

9 LOANS - CURRENT		
Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Unsecured Considered Good unless otherwise stated		
Loans and Advances		
To Employees	-	115,000
To Wholly Owned Subsidiaries (Refer Note No. 35)	273,634,742	259,670,433
Others	14,009,100	16,299,920
Security Deposits	74,984,667	86,001,333
Total	362,628,509	362,086,686

10 OTHER CURRENT ASSETS		
Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Unsecured, Considered Good		
Prepaid Expenses	12,616	165,382
Advance Gratuity	389,626	2,086,854
Balance with Government Authorities	2,119,443	2,639,811
Total	2,521,685	4,892,047

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

11 EQUITY SHARE CAPITAL

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Authorised Share Capital Equity Shares of Rs. 1 each (CY 10,00,00,000 shares of Rs. 1 each) (PY 10,00,00,000 shares of Rs. 1 each)	100,000,000	100,000,000
Total	100,000,000	100,000,000
Issued Subscribed and Paid Up Equity Shares of Rs. 1 each (CY 2,68,10,000 shares of Rs. 1 each) (PY 2,68,10,000 shares of Rs. 1 each)	26,810,000	26,810,000
Total	26,810,000	26,810,000

11.1 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31 March 2020	As at 31 March 2019
Equity Shares at the beginning of the year	26,810,000	26,810,000
Add/Less: Changes in Equity Shares	-	-
Equity Shares at the end of the year	26,810,000	26,810,000

11.2 The details of shareholders holding more than 5% shares :

Name of the Shareholders	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Mr. Nitin Kumar Didwania	9,250,000	34.50	9,250,000	34.50
Ms. Niti Didwania	6,713,100	25.04	6,713,100	25.04
Onix Assets Ltd.	3,000,000	11.19	3,000,000	11.19
Groupe veritas Ltd	1,523,967	5.68	-	-
Latitude Consultants Limited	2,600,000	9.70	2,600,000	9.70
Kamalasini Tradelink Pvt Ltd.	-	-	1,471,300	5.49

11.3 Rights, preferences and restrictions attached to Equity shares

“The Company has issued only one class of equity shares having a par value of INR 1 each. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend 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.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.”

11.4 Proposed Dividend

The Board of Directors of the Company has proposed dividend at Rs 0.05 per equity share for the financial year 2019-2020, which would have been declared in the Annual General meeting.

VERITAS (INDIA) LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

12 OTHER EQUITY

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
(i). Securities Premium		
Opening Balance	971,168,750	971,168,750
Additions / (Transfers) during the year	-	-
Closing Balance	971,168,750	971,168,750
(ii). Surplus in Statement of Profit and Loss		
Opening Balance	656,452,602	561,136,290
Add: Profit for the year	84,827,849	96,656,812
Less : Mat credit	(7,451,075)	-
Less: Final Dividend on Equity Shares (CY Rs. 0.05 per share) (PY Rs. 0.05 per share)	(1,340,500)	(1,340,500)
Closing Balance	732,488,875	656,452,602
(iii). Other Comprehensive Income		
Other items (Acturial Gain/ (Loss)	414,725	414,725
Other items (Acturial Gain/ (Loss) Tax	(577,157)	472,231
	(230,777)	(472,231)
Closing Balance	(393,209)	414,725
Total	1,703,264,416	1,628,036,078

Refer Note no 38 for description of Reserves

13 NON-CURRENT OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Financial Gurantee Obligation	41,456,250	58,038,750
Security Deposits	19,786,808	20,000,000
Total	61,243,058	78,038,750

14 NON CURRENT PROVISION

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Provision for Employee Benefit	1,057,468	859,468
Total	1,057,468	859,468

15 TRADE PAYABLES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Trade Payables		
- Micro Small and Medium Enterprises	-	-
-Others	3,448,142,450	2,137,205,308
Total	3,448,142,450	2,137,205,308

15.1 Refer Note 33 for disclosures under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

16 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Financial Gurantee Obligation	16,582,500	16,582,500
Interim/Final Dividend Unpaid	2,035,481	1,702,600
Other Payables	1,397,919	4,052,043
Lease Liabilities	5,047,653	-
Over Flow balance in Bank account (current)	-	9,403,351
Advance from Customer	-	5,655,071
Total	25,063,554	37,395,564

17 Other current liabilities

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Others	-	-
Statutory Liabilities	192,896	911,079
Total	192,896	911,079

18 PROVISION

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Provision for Employee Benefit	76,563	63,926
Total	76,563	63,926

19 CURRENT TAX ASSETS AND LIABILITIES (NET)

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Provision for Tax (Net of Advance Tax)	5,729,940	5,436,252
Total	5,729,940	5,436,252

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

20 REVENUE FROM OPERATIONS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Sale of Products	5,426,989,856	6,115,274,803
Total	5,426,989,856	6,115,274,803

20.1 Sale of Products comprises:

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Electricity Generation	6,652,207	7,797,913
Traded and Developed Goods	5,420,337,649	6,107,476,890
Total	5,426,989,856	6,115,274,803

21 OTHER INCOME

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Dividend Income		
- Subsidiaries	21,622,013	19,121,670
Interest Income		
- On loan given to Subsidiaries	3,759,263	-
- Interest Income on FD carried at Amortised Cost	249,726	18,897,367
Other Non Operating Income		
- Amortisation of Financial Guarantee	16,582,500	21,948,143
- Interest on Fair Valuation of Rent Deposit	1,921,465	257,848
- Foreign exchange Gain\Loss - Export	-	59,846,189
- Others	25,145,547	9,662,927
- Net Profit on Investment carried at FVTPL	-	17,192
Total	69,280,513	129,751,335

22 EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Salary / Wages and Allowances	18,604,523	18,256,748
Contributions to Provident & Other Fund	540,896	439,634
Staff Welfare and other benefits	29,996	4,195
Directors' Remuneration	-	250,000
Total	19,175,415	18,950,577

22.1 Refer Note No. 29 for details of Defined Benefit Contribution.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

23 FINANCE COSTS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
On Working Capital Loans		
- Bank Interest	-	20,690,462
- Bank Charges, Commission and Others	1,387,128	9,678,853
-Interest on Fair Valuation of Rent Deposit	1,708,273	232,168
-Interest expense on lease liability	314,273	-
Total	3,409,673	30,601,483

24 OTHER EXPENSES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Logistics Expenses	3,714,049	8,599,593
Packing Charges	320,869	44,044
Rent Paid	290,100	937,268
Repairs & Maintenance		
Machinery	1,244,262	2,023,369
Others	1,642,982	12,500
Insurance	165,532	304,832
Rates and Taxes	512,820	550,365
Brokerage & Commission Charges	1,568,318	5,773,722
Communication Expenses	416,516	406,859
Travelling and Conveyance	1,597,604	1,705,918
Printing and Stationery Expenses	35,817	1,442,629
Advertising / Business Promotion Expenses	1,144,799	647,994
Legal and Professional Fees	17,504,820	7,723,238
Payments to Auditors (Refer Note 24.1)	3,260,500	2,907,000
Foreign exchange Gain\Loss (Net)	50,794,201	-
Electricity Charges	571,432	492,632
Loss on sale of Wind Mill	6,196,113	-
Loss on subsidiary Investment	-	3,532,025
Directors' Sitting Fees	64,000	69,000
Miscellaneous Expenses	2,542,841	852,969
Corporate Social Responsibility (Refer Note 27)	-	-
Bad-debts	735,027	6,142,600
Provision on Loan and Deposit	5,937,267	2,000,000
Allowance for Expected Credit Loss	11,102,569	10,838,547
Net Loss on Investment carried at FVTPL	1,416,485	-
Total	112,778,923	57,007,103

24.1 Payment to Auditors as :

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Statutory Audit Fees	3,260,500	2,907,000
Total	3,260,500	2,907,000

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

25.0 Current Tax Provision

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Profit before Taxes	86,247,629	125,957,256
Add: Disallowance of Expenses	29,046,748	69,273
Less: Allowance of Expenses	86,644,989	-
Profits as per Income Tax Act, 1961	74,875,940	136,865,075
Applicable Rate	28.56%	20.39%
Tax Provision	21,387,438	27,905,215
Add: Interests Attributable	-	1,235,490
Add: Taxes related to Prior Years	2,452,665	-
Add: Ocl Tax	-	-
Total Current Tax Provision	23,840,103	29,140,705

26.0 Deferred Tax Liability / (Assets)

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Arising on account of Timing Difference in Depreciable Assets		
Gross Deferred Tax Liability / (Assets):	10,174,118	10,014,379
Fixed Assets	(9,783,386)	2,216,791
Leave Salary	(60,369)	84,390
Gratuity	(241,875)	68,537
Provision for Debtors	(3,181,996)	(2,209,980)
Provision on Loan and Deposit	(1,701,621)	-
Net Deferred Tax Liability / (Assets)	(4,795,129)	10,174,118

27 Corporate Social Responsibility (CSR)

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
(i) Gross Amount to be spent by the Company during the year	1,993,621	4,431,041
(ii) Amount spent during the year	-	31,000
a) Construction/Acquisition of any asset	-	-
b) On purpose other than above (ii) (a) - In cash	-	-
c) On purpose other than above (ii) (a) - Yet to be paid in cash	-	-
Amount unspent during the year	1,993,621	4,400,041

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

28 EARNINGS PER SHARE (EPS)

Particulars	As at 31 March 2020	As at 31 March 2019
(i). Profit/(Loss) attributable to Equity Shareholders of the Company (Rs.)	84,827,849	96,656,812
(ii). Weighted Average number of Equity Shares (Basic) (nos)	26,810,000	26,810,000
(iii). Weighted Average number of Equity Shares (Diluted)(nos)	26,810,000	26,810,000
(iv). Basic Earnings per Share (Rs.)	3.16	3.61
(v). Diluted Earnings per Share (Rs.)	3.16	3.61
(vi). Face Value per Equity Share(Rs.)	1	1

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Note No: 29 Retirement Benefit Plans

(i). Gratuity:

The Gratuity Plan is governed by the Payment of Gratuity Act, 1972. Under the Act, an Employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the Member's length of service at separation date.

The following table set out the funded status of the gratuity plans and the amount recognised in the company's financial statements as at March 31, 2020 and March 31, 2019.

Amount (Rs.)

I Change in Benefit Obligation during the year ended March 31, 2020			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Present Value of Defined Benefit Obligation at beginning of the year	1,940,815	4,751,751
	Current Service Cost	166,848	155,207
	Interest Cost	145,561	37,115
	Actuarial (Gains)/Losses	827,524	1,284,550
	Benefits Paid	(668,889)	(4,287,808)
	Present Value of Defined Benefit Obligation at end of the year	2,411,859	1,940,815

II Change in Assets during the year ended March 31, 2020			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Fair Value of Plan Assets at the beginning of the year	4,027,399	6,495,918
	Actual Benefits Paid	(668,889)	(4,287,808)
	Expected returns on Plan Assets	302,055	3,826,436
	Contributions by Employer	18,327	100,652
	Actuarial Gains/(Losses)	(24,397)	(2,107,799)
	Plan Assets at the end of the year	3,654,495	4,027,399

III Net Asset/(Liability) recognized in the Balance Sheet			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Present Value of Defined Benefit Obligation	2,411,859	1,940,815
	Fair Value of Plan assets as a March 31, 2020	3,654,495	4,027,399
	Fund Status Surplus/(Deficit)	1,242,636	2,086,584
	Net Asset/(Liability) as at March 31, 2020	1,242,636	2,086,584

IV Expenses recognized in the statement of Profit & Loss under Employee Benefit Expenses			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Current Service Cost	166,848	155,207
	Interest Cost	145,561	37,115
	Expected returns on Plan Assets	(302,055)	(3,826,436)
	Net Actuarial (Gains)/Losses	851,921	1,284,550
	Adj due to merger of two policy	-	2,171,021
	Total Expense	862,275	(178,543)

V The major categories of plan assets as a percentage of total plan			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Insurer Managed Funds	100%	100%

VI Actuarial Assumptions			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Discount Rate	6.85%	7.5%
	Rate of Return on Plan Assets	6.85%	9.15%
	Mortality Table	LIC (1994-96)	LIC (1994-96)
	Retirement Age	60 Years	60 Years

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

(ii). Leave Encashments:

		Amount (Rs.)	
I	Change in Benefit Obligation during the year ended March 31, 2020		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Present Value of Defined Benefit Obligation at beginning of the year	923,394	1,345,343
	Current Service Cost	287,110	421,758
	Interest Cost	67,303	91,998
	Actuarial (Gains)/Losses	(43,987)	(670,183)
	Benefits Paid	(99,789)	(265,522)
	Present Value of Defined Benefit Obligation at end of the year	1,134,031	923,394
II	Change in Assets during the year ended March 31, 2020		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Fair Value of Plan Assets at the beginning of the year	-	-
	Actual Benefits Paid	-	-
	Expected returns on Plan Assets	-	-
	Contributions by Employer	-	-
	Actuarial Gains/(Losses)	-	-
	Plan Assets at the end of the year	-	-
III	Net Asset/(Liability) recognized in the Balance Sheet		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Net Opening provision in books of accounts	923,394	1,345,343
	Transfer In/(out) obligation	-	-
	Transfer In/(out) plan assets	-	-
	Employee benefit expenses as per annexure 2	310,426	(156,427)
	Benefits Paid by the Company	(99,789)	(265,522)
	Net Closing provision in books of accounts	1,134,031	923,394
IV	Expenses recognized in the statement of Profit & Loss under Employee Benefit Expenses		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Current Service Cost	287,110	421,758
	Interest Cost	67,303	91,998
	Expected returns on Plan Assets	-	-
	Net Actuarial (Gains)/Losses	(43,987)	(670,183)
	Total Expense	310,426	(156,427)
V	Actuarial Assumptions		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Discount Rate	6.85%	7.55%
	Rate of Return on Plan Assets	0%	0%
	Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
	Retirement Age	60 Years	60 Years

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Note No: 30 Contingent Liabilities and Commitments

Sr.No.	Particulars	Amount (Rs.)	
		For the year ended 31st March, 2020	For the year ended 31st March, 2019
	Contingent Liabilities		
a.	Guarantees	3,769,500,000	3,469,000,000
b.	Claims against Company not acknowledged as Debts		
	Income Tax Demand pending Appeal and Rectification	16,043,089	15,912,550
	Sales Tax Demand pending Appeal	131,888,852	173,656,097
	Total	3,917,431,941	3,658,568,647

Note No: 31 Financial Instruments

Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

Amount (Rs.)

- The fair value of investment in unquoted Equity Shares is measured at NAV.
- All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

Particulars	As at 31 March 2020					As at 31 March 2019				
	Carrying Amount		Level of input used in			Carrying Amount		Level of input used in		
	FTVPL	Amortised Cost	Level 1	Level 2	Level 3	FTVPL	Amortised Cost	Level 1	Level 2	Level 3
Financial Assets										
At Cost/Amortised Cost										
Investments	3,019,895,742	-	-	3,019,895,742	-	1,468,435,134	-	-	1,468,435,134	-
Trade Receivables	-	1,822,204,819	-	-	1,822,204,819	-	590,272,203	-	-	590,272,203
Cash and Bank Balances	-	8,814,838	-	8,814,838	-	-	211,997,169	-	211,997,169	-
Loans	-	362,628,509	-	-	362,628,509	-	362,086,686	-	-	362,086,686
Other Financial Assets	-	-	-	-	-	-	-	-	-	-
At Fair Value through Profit and Loss										
Investments	5,510,789	-	5,510,789	-	-	6,927,274	-	6,927,274	-	-
Financial Liabilities										
At Amortised Cost										
Borrowings	-	61,243,058	-	61,243,058	-	-	78,038,750	-	78,038,750	-
Trade Payables	-	3,448,142,450	-	-	3,448,142,450	-	2,137,205,308	-	-	2,137,205,308
Other Financial Liabilities	-	86,306,611	-	-	86,306,611	-	37,395,564	-	-	37,395,564

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Foreign Currency Risk

Amount (Rs.)

The following Table shows Foreign Currency Exposures in Financial Instruments at the end of the reporting period.

Particulars	As at 31 March 2020		As at 31 March 2019	
	USD	INR	USD	INR
Trade Payables	28,501,493	2,148,727,524	28,531,636	1,979,524,935
Trade Receivable	22,587,753	1,702,890,698	5,750,000	398,935,000
loan to subsidiary	1,647,672	124,218,008	1,597,808	110,855,919

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Foreign Currency Sensitivity

Amount (Rs.)

The following table demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Company's

Trade Payable

	Changes in USD Rate	Effect on Profit and Loss (Rs.)	Effect on Equity (Rs.)
For the year ended 31st March, 2020	1%	(21,487,275)	(21,487,275)
	-1%	21,487,275	21,487,275
For the year ended 31st March, 2019	1%	(19,795,249)	(19,795,249)
	-1%	19,795,249	19,795,249

Trade Receivable

	Changes in USD Rate	Effect on Profit and Loss (Rs.)	Effect on Equity (Rs.)
For the year ended 31st March, 2020	1%	17,028,907	17,028,907
	-1%	(17,028,907)	(17,028,907)
For the year ended 31st March, 2019	1%	3,989,350	3,989,350
	-1%	(3,989,350)	(3,989,350)

loan to subsidiary

	Changes in USD Rate	Effect on Profit and Loss (Rs.)	Effect on Equity (Rs.)
For the year ended 31st March, 2020	1%	1,242,180	1,242,180
	-1%	(1,242,180)	(1,242,180)
For the year ended 31st March, 2019	1%	1,108,559	1,108,559
	-1%	(1,108,559)	(1,108,559)

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows :

	Notes	Amount (Rs.)	
		March 31, 2020	March 31, 2019
Carrying amount			
Financial Assets (Current)			
Loans	9	362,628,509	362,086,686
Trade and other receivables	7	1,822,204,819	590,272,203
		2,193,648,166	1,164,356,058

a) Trade receivables

The Company individually monitors the sanctioned credit limits as against the outstanding balances.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables. The Company uses a provision matrix to compute the expected credit loss for trade receivables. The Company has developed this matrix based on historical data as well as forward looking information pertaining to assessment of credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets . The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdiction and Industries and operate largely in Independent markets.

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

The Company exposure to top 5 Debtors is 99% of outstanding trade receivable as at March 31,2020 There is credit concentration and management is confident of full recovery.

Particulars	Amount (Rs.)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Domestic Trade Receivables	119,314,121	191,337,203
Foreign Trade Receivables	1,702,890,698	398,935,000

The following table gives concentration of credit risk in terms of Top 10 amounts receivable from customers

Particulars	Amount (Rs.)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Trade Receivables	1,829,714,797	562,559,457

b) Cash and cash equivalents

Cash and cash equivalents of INR 88,14,838 at March 31, 2020 (March 31, 2019: INR 21,19,97,169,). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Liquidity Risk

The Liquid risk that the Company will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach of managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damages to the Company's reputation.

Maturity Profile of Loans and Other Financial Liabilities as on 31 March, 2020

Particulars	Amount (Rs.)			
	Below 1 Year	1 - 3 Years	Above 3 Years	Total
Borrowings	-	-	-	-
Trade Payables	3,448,142,450	-	-	3,448,142,450
Other Financial Liabilities	25,063,554	52,951,808	8,291,250	86,306,611
Total	3,473,206,003	52,951,808	8,291,250	3,534,449,061

Maturity Profile of Loans and Other Financial Liabilities as on 31 March, 2019

Particulars	Amount (Rs.)			
	Below 1 Year	1 - 3 Years	Above 3 Years	Total
Borrowings	-	-	-	-
Trade Payables	2,137,205,308	-	-	2,137,205,308
Other Financial Liabilities	37,395,564	58,038,750	20,000,000	115,434,314
Total	2,174,600,872	58,038,750	20,000,000	2,252,639,622

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Note No: 32 Operating Segments

Business Segments

The Company has identified business segments (industry practice) as its primary segment and geographic segments as its secondary segment. Business segments are primarily Trading, Development of Software and Distribution & Wind Power Generation etc.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

Amount (Rs.)

Particulars	Year ended March 31, 2020				Year ended March 31, 2019			
	Trading, Distribution and Development	Wind Power Generation	Un-allocable	Total	Trading, Distribution and Development	Wind Power Generation	Un-allocable	Total
Segment Revenue								
External Sales (Net)	5,420,337,649	6,652,207		5,426,989,856	6,107,476,890	7,797,913	-	6,115,274,803
Other Income	-	-	69,280,513	69,280,513	-	-	129,751,335	129,751,335
Total Revenue	5,420,337,649	6,652,207	69,280,513	5,496,270,370	6,107,476,890	7,797,913	129,751,335	6,245,026,139
Segment Result (PBIT)								
Profit Before Interest and Tax	17,058,635	3,318,154	69,280,513	89,657,302	24,545,601	2,261,802	129,751,335	156,558,738
Interest	3,409,673	-	-	3,409,673	30,601,483	-	-	30,601,483
Provision for Tax				1,419,780				29,300,444
Profit after Tax	13,648,962	3,318,154	69,280,513	84,827,849	(6,055,882)	2,261,802	129,751,335	96,656,812
Other Information								
Segment Fixed Assets	21,088,168	14,940,282	-	36,028,450	18,138,065	48,161,029	-	66,299,094
Segment Other Assets	1,839,794,309	10,221,072	3,385,536,514	5,235,551,895	2,023,393,124	7,305,521	1,827,932,803	3,858,631,448
Total Assets	1,860,882,477	25,161,354	3,385,536,514	5,271,580,345	2,041,531,189	55,466,550	1,827,932,803	3,924,930,541
Segment Liabilities	3,524,923,428	-	16,582,500	3,541,505,928	2,253,501,964	-	16,582,500	2,270,084,464
Total Liabilities	3,524,923,428	-	16,582,500	3,541,505,928	2,253,501,964	-	16,582,500	2,270,084,464

Based on the "management approach" defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the company's performance and allocate resources based on an analysis of various performance indicators by business segments. Accordingly information has been presented along these segments.

Geographical Segments

The secondary reporting segment for the Company is geographical segment based on location of customers, which are as follows:

Amount (Rs.)

Particulars	Domestic	Overseas	Total
Revenue from External Customers (FY 2019-2020)	4,121,032,250	1,305,957,606	5,426,989,856
Revenue from External Customers (FY 2018-2019)	(5,157,611,838)	(957,662,965)	(6,115,274,803)
Segment Assets (FY 2019-2020)	3,568,689,647	1,702,890,698	5,271,580,345
Segment Assets (FY 2018-2019)	(3,523,908,687)	(398,935,000)	(3,922,843,687)

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Note No. 33 Payable to any micro, small and medium enterprises:

The company does not have any dues payable to any micro, small and medium enterprises as at the year end. The identification of the micro, small & medium enterprises is based on management's knowledge of their status. The Company has not received any intimation from the suppliers regarding their status under the MSMED Act 2006.

Sr.No.	Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(i)	Principal amount remaining unpaid (but within due date as per the MSMED Act)	-	-
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v)	Interest accrued and remaining unpaid	-	-
(vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
	Total	-	-

33.1. There are no specific claims from suppliers under interest on delayed payments covered under Small Scale & Ancillary Act, 1993.

Note No. 34 Lease:

- a. The impact of change in accounting policy on account on adoption of Ind AS 116 is as follows:

Particulars	Amount (Rs.)
	Amount
Increase in Finance Cost	314,273
Increase in ROU	5,417,850
Increase in Depreciation	496,778
Increase in Lease Liability	5,047,653
Increase/Decrease in Deferred Tax	-
Decrease in Property, Plant & Equipment due to Assets Subleased to Subsidiaries	-

- b. Actual Payment of Rent from 01.04.2019 to 31.03.2020 is Rs. 6,84,470

- c. The following is the breakup of Current and non-current portion of Lease Liability as on 31.03.2020:

Particulars	Amount (Rs.)
	Amount
Current	5,047,653
Non-Current	-
Total Lease Liability as on 31.03.2020	5,047,653

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

d. The following is the movement of Lease Liability as on 31.03.2020:

Particulars	Amount (Rs.)
Opening Value of Lease Liability as of April 1, 2019 due to initial recognition as per Ind AS 116	-
Additions	5,417,850
Interest Expense on Lease Liability	314,273
Actual Payment of Rent	(684,470)
Provision on Disposals	-
Closing Value of Lease Liability as of March 31, 2020	5,047,653

e. The Carrying Value of Right of Use Asset as of March 31, 2020:

Particulars	Amount (Rs.)
Opening Value of Right of Use Asset as of April 1, 2019 due to initial recognition as per Ind AS 116	-
Additions	5,417,850
Disposals	-
	5,417,850
Accumulated Depreciation as of April 1, 2019	-
Depreciation	496,778
Accumulated Depreciation on Disposals	-
Accumulated Depreciation as of March 31, 2020	496,778
Carrying Value as of March 31, 2020	4,921,073

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

f. The following represents the Contractual Maturity of the Lease Liability as on 31.03.2020 on an undiscounted basis:

Particulars	Amount (Rs.)
	Amount
On demand	-
Upto 3 months	254,834
Above 3 months to 12 months	764,501
Above 1 Year -3 Years	1,949,371
Above 3 Years-5 Years	1,415,905
Above 5 Years-10 Years	2,807,129
Above 10 Years	2,794,581
Total	9,986,320

g. Reconciliation between Ind AS 17 and Ind AS 116:

Particulars	Amount (Rs.)
	Amount
As at 1 April 2019	-
Off-balance sheet lease obligations as of 31 March 2019	-
Current leases with lease term of 12 months or less (short-term leases)	-
Variable lease payments	-
Others	-
Operating lease obligations as of 1 April 2019 (gross without discounting)	-
Effect from discounting at the incremental borrowing rate as at 1 April 2019	-
Non-lease components (if any) (net of discount)	-
Lease liabilities due to initial application of Ind AS 116 as at 01 April 2019	-
Lease liabilities from finance leases as at 01 April 2019	-
Total lease liabilities as of 01 April 2019	-

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

As a Lessee:

Amount recognised in Statement of Profit and Loss:

Particulars	Amount (Rs.)
	Amount
Interest on lease Liabilities	314,273
Variable payments not included in measurement of lease liability	-
Income from subleasing ROU assets	-
Expenses relating to short term leases	-
Expenses relating to leases of low value assets, excluding short term leases of low value assets	-
Others	-
Total amount recognised in the Statement of Profit and Loss	314,273

Amount recognised in the Statement of Cash Flow:

Particulars	Amount (Rs.)
	For the year ended March 31, 2020
Total amount of cash outflows for leases (net of rental inflows)	5,047,653

Note No. 35 Details of Loan given/Investment made and Guarantee given covered under Section 186(4) of the Companies Act, 2013

Particulars	Amount (Rs.)	
	As at the year ended 31st March, 2020	As at the year ended 31st March, 2019
Investments made during the year		
Veritas Polychem Private Limited	1,551,460,608	520,514,267
Loans and Advances given		
Veritas Agroventure Private Limited	1,000,000	680,000
Veritas Infra And Logistics Private Limited	2,220	-
Veritas International FZE	-	104,775,000
Veritas Agricom LLP	-	1,710
Loans and Advances repaid		
Veritas Polychem Private Limited	-	256,000,000
Veritas Infra And Logistics Private Limited	400,000	1,361,454
Veritas Infra LLP	-	48,020
Veritas Agricom LLP	-	3,710
Corporate Gurantee Given		
Hazel international FZE	3,769,500,000	3,469,000,000

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Note No. 36 Related Party Disclosures:

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

a). List of related parties where control exists and also related parties with whom transactions have taken place and relationships:

Sr. No.	Nature of Related Party	Particulars
A	Fellow Subsidiaries	Veritas Global Pte Limited GV Offshore Private Limited Hazel International FZE Veritas International FZE Veritas Infra and Logistic Private Limited Veritas Agro Venture Private Limited Veritas Polychem Private Limited
B	Key Managerial Personnel	Nitin Kumar Didwania - Director Saurabh Sanghvi - Director (Resigned on 30-09-2019 as director) Praveen Bhatnagar - Whole time Director Kamala Aithal- Independent Director Alpa Parekh - Director (Resigned on 14-08-2019 as director) Vijay Shah - Independent Director (Appointed on 14-08-2019) Purvi Matani - Independent Director (Appointed on 14-08-2019) Rajaram Shanbhag - Chief Financial Officer Prasad Oak - Company Secretary
C	Enterprises over which key management Personnel and their relatives are able to exercise significant influence	Veritas Investment Limited Sears Real Estate Private Limited Prakruti import Export Private Limited Moonrise Capital LLP Veritas Housing Development Private Limited Hazel Mercantile Limited Sanman Trade Impex Limited Aspen International Private Limited Groupe Veritas Limited Gracious Real Estates Private Limited Akshata Fintrade Private Limited Emerald Fintrade Private Limited Avid Properties Private Limited Provid Trade Impex Private Limited Titly Barter Private Limited Diva Trade Impex Private Limited Clairvoyant Trade Impex Private Limited Hazel Logistics Private Limited Trident Fintrade Private Limited Effin Import Export Private Limited Arbitrum Finvest Private Limited Matin Exim Private Limited Rhythm Creators Private Limited County Trade Impex Private Limited India Fintrade Limited Priceless Investrade Private Limited Shimmer Trade Impex Private Limited Revive Securities Private Limited Glistening Properties Private Limited Kamyab Properties Private Limited Bhumiputra Agro Private Limited Kamyab Power Farms Private Limited Aristo Fincap Private Limited Aster Impex Private Limited Nerine Resort Private Limited Veritas Properties Private Limited Veritas Infrastructure Private Limited Eben Trade Impex Private Limited Kurshi Farming Private Limited Sainath Agriculture Private Limited Ontime Trade Impex Private Limited Veritas Habitats Private Limited Hazel Infra Limited Affluent Properties Private Limited Biofuels (Veritas) Limited Shubh Labh Agriculture Private Limited

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

b). Transactions with related parties:

Amount (Rs.)

Particulars	Subsidiaries		Key Managerial Personnel and its Relatives		Enterprises over which KMP & its relatives have significant influence	
	2019-2020	2018-2019	2019-2020	2018-2019	2019-2020	2018-2019
Investments made during the year						
Veritas Polychem Private Limited	1,551,460,608	520,514,267	-	-	-	-
Unsecured Loan Given to						
Veritas Agroventure Private Limited	1,000,000	680,000	-	-	-	-
Veritas Infra And Logistics Private Limited	2,220	-	-	-	-	-
Veritas International FZE	-	104,775,000	-	-	-	-
Veritas Agricom LLP	-	1,710	-	-	-	-
Loans and Advances Repaid by						
Veritas Infra And Logistics Private Limited	400,000	1,361,454	-	-	-	-
Veritas Infra LLP	-	48,020	-	-	-	-
Veritas Agricom LLP	-	3,710	-	-	-	-
Salary and Other Employee Benefits to KMP						
Saurbh Sanghvi	-	-	-	250,000	-	-
Rajaram Shanbhag	-	-	8,700,048	7,800,000	-	-
Prasad Oak	-	-	2,550,492	2,136,048	-	-
Alpa parekh	-	-	-	16,000	-	-
Kamala Aithal	-	-	16,000	8,000	-	-
Vijay shah	-	-	24,000	-	-	-
Purvi Matani	-	-	24,000	-	-	-
Rent Paid						
Veritas Housing Development Private Limited	-	-	-	-	150,000	177,000
Diva Trade Impex Private Limited	-	-	-	-	-	120,000
Sears real estate pvt ltd	-	-	-	-	-	90,000
Rent Received						
Veritas Polychem Private Limited	382,250	382,250	-	-	-	-
Dividend Received						
Veritas International FZE	21,622,013	19,121,670	-	-	-	-
LC Commission						
Hazel International FZE	16,582,500	16,582,500	-	-	-	-
Interest Income						
Veritas International FZE	3,759,263	-	-	-	-	-
Veritas Polychem Private Limited	1,921,465	-	-	-	-	-
Interest Expenses						
Veritas Polychem Private Limited	2,253,422	-	-	-	-	-
Agriculture lease rent						
Hazel Mercantile Limited	-	-	-	-	20,000,000	5,000,000
Other Income						
Veritas americas Trading INC	2,316,651	-	-	-	-	-
Deposits Repaid						
Veritas Investment Limited	-	-	-	-	25,000	-
Diva Trade Impex Private Limited	-	-	-	-	20,000	-
Veritas Housing Development Private Limited	-	-	-	-	2,500,000	-
Services Taken						
Hazel Mercantile Limited	-	-	-	-	-	116,604
Hazel Logistics Private Limited	-	-	-	-	2,500,000	7,425,349
Purchase of Goods						
Hazel Mercantile Limited	-	-	-	-	1,492,650,211	3,265,677,727
Sanman Trade Impex Limited	-	-	-	-	630,429,303	585,254,748
Aspen International Private Limited	-	-	-	-	77,071,137	547,784,401
Sales of Goods						
Hazel Mercantile Limited	-	-	-	-	603,734,758	786,162,212
Sanman Trade Impex Limited	-	-	-	-	149,237,786	1,066,111,132

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

c) Balances with related parties:

Particulars	Amount (Rs.)					
	Subsidiaries		Key Managerial Personnel and its Relatives		Enterprises over which KMP & its relatives have significant influence	
	2019-2020	2018-2019	2019-2020	2018-2019	2019-2020	2018-2019
Investments						
Investment in Veritas Infra And Logistics Private Limited	100,000	100,000	-	-	-	-
Investment in Hazel International FZE	124,964,845	124,964,845	-	-	-	-
Investment in Veritas International FZE	290,136,063	290,136,063	-	-	-	-
Investment in Veritas Polychem Pvt Ltd	10,000,000	10,000,000	-	-	-	-
Investment - Veritas Agro Venture Private Quasi Equity Contribution to WOS(VPPL)	100,000	100,000	-	-	-	-
	2,594,594,835	1,043,134,227	-	-	-	-
Amount Payable						
Sanman Trade Impex Limited	-	-	-	-	343,404,259	-
Diva Trade Impex Private Limited	-	-	-	-	-	30,000
Aspen International Private Limited	-	-	-	-	79,070,344	-
Hazel Logistics Private Limited	-	-	-	-	174,000	621,547
Hazel Mercantile Limited	-	-	-	-	2,147,413,617	2,055,900,571
Amount Receivable						
Veritas Agroventure Private Limited	146,477,872	145,477,872	-	-	-	-
Veritas Infra And Logistics Private Limited	2,938,862	3,336,642	-	-	-	-
Veritas International FZE	124,218,008	110,855,920	-	-	-	-
Veritas Polychem Private Limited	-	-	-	-	-	-
Security Deposits						
Veritas Investment Limited	-	-	-	-	-	25,000
Diva Trade Impex Private Limited	-	-	-	-	-	20,000
Veritas Housing Development Private Limited	-	-	-	-	-	2,500,000
Security Deposits Received						
Veritas Polychem Private Limited	20,000,000	20,000,000	-	-	-	-
Financial Guarantee Obligation						
Hazel International FZE	58,038,750	74,621,250	-	-	-	-

36.1 Compensation of Key Management Personnel

The remuneration of director and other member of key management personnel during the year was as follows:

Particulars	Amount (Rs.)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Saurbh Sanghvi	-	250,000
(Whole Time Director)		
Rajaram Shanbhag	8,700,048	7,800,000
(Chief Financial Officer)		
Prasad Oak	2,550,492	2,136,048
(Company Secretary)		
Kamala Aithal	16,000	8,000
(Independent Director)		
Alpa parekh	-	16,000
(Director)		
Vijay shah	24,000	-
(Independent Director)		
Purvi Matani	24,000	-
(Independent Director)		
Total	11,314,540	10,210,048

36.2 Payment to KMP's does not include post-employment benefit based on actuarial valuation as this is done for the Company as a whole

VERITAS (INDIA) LIMITED
Notes to Financial Statements for the year ended 31st March, 2020

Note No. 37 OTHER EQUITY

Description of reserves

(i) Securities premium

The amount received in excess of the par value of equity shares has been classified as securities premium.

(ii) Retained earnings

Retained earnings represent the amount of accumulated earnings of the Company.

(iii) Other components of equity

Other components of equity include remeasurement of net defined benefit liability / asset, equity instruments fair valued through other comprehensive income, changes on fair valuation of investments and changes in fair value of derivatives designated as cash flow hedges, net of taxes.

Note No. 38

In the opinion of the Board and to the best of their knowledge and belief, the value on realization of the current assets, loans & advances, deposits, in the ordinary course of business will not be less than the value stated in Balance Sheet. The liabilities on account of supply of goods & services are also not more than the value of liabilities except liability written off on account of Shortage / Rate Difference / contract performance / Quality Issues etc.

Note No. 39

The Company has recognized all the claim receivables / liabilities with various government authorities towards Custom duty, VAT, Cess, Income-tax, SAD, Unutilized CENVAT credit and Insurance claim etc. on accrual basis and shown under the head Loans & Advances and Current Liabilities respectively.

Note No. 40 Capital Management

The Company's objective for Capital Management is to maximise share holder value, safeguard business continuity and support the growth of the Company. The Company determines the Capital requirements based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated.

Note No. 41

The Company has following reportable segments Trading, Distribution & Development and Power Generations. The Company through its wholly-owned subsidiary, Veritas Polychem Private Limited has initiated a setup of the integrated manufacturing complex at the Dighi Port in the state of Maharashtra, consisting of PVC manufacturing plant, Polymerized Bitumen Plant and Gas Storage Tanks which has been identified as a reportable segment, "Manufacturing". The project has received the status of Ultra Mega Project by the government of Maharashtra. The Company has initiated the process of seeking various approvals required to commence setting up of the plant. The project is presently financed by the Company and would also be suitably financed subsequently through appropriate means at appropriate time.

Note No. 42 Figure of the previous period have been regrouped / rearranged, wherever necessary.

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

For and on behalf of the Board of Directors

SD/-
Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

SD/-
Nitin Kumar Didwania
Director
DIN : 00210289

SD/-
Rajaram Shanbhag
Chief Financial Officer

SD/-
Praveen Bhatnagar
Director
DIN : 01193544

SD/-
Prasad Oak
Company Secretary

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF VERITAS INDIA LIMITED

Report on Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Indian Accounting Standard (“Ind AS”) financial statements of **Veritas India Limited** (hereinafter referred to as “the Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”) which comprise the Consolidated Balance Sheet as at March 31, 2020, and the Consolidated Statement of Profit And Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “**the Consolidated financial statements**”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (‘the Act’) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 44 to the Consolidated financial statements, which explains the fact that the Company through its wholly-owned subsidiary, Veritas Polychem Private Limited has initiated a setup of an integrated manufacturing complex at Dighi Port in the state of Maharashtra. The project is presently financed by the Company and would be suitably finance subsequently through appropriate means at appropriate time.

We draw attention to Note 1 to the Consolidated financial statements, which explains the uncertainties and management's assessment of the financial impact due to the lockdown and other restrictions imposed by the Government and condition related to the COVID-19 pandemic situation, for which definitive assessment of the impact would highly depend upon circumstances as they evolve in the subsequent period.

We draw attention to Note no 32 to the consolidated financial statements relating to the dispute of one subsidiary with its contractor which is currently under litigation and arbitration. The consolidated financial statements do not include any adjustments that might result from the outcome of the judgement in the matter.

Our opinion is not modified in respect of above matters.

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. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We do not have the matters to be the key audit matters to be communicated in our report.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon. The Other information as above is expected to be made available to us after the date of this Auditors' report.

Our opinion on the Consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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 Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and

using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions

that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or

when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of seven subsidiaries (including one step-down subsidiary) included in the Consolidated Financial Statement, whose Ind AS financial statements reflects total assets of Rs. 3,10,094.96 lakhs and net worth of 2,01,250.25 lakhs as at March 31, 2020, total revenues of 1,49,414.72 lakhs and net cash flows of (1,323.87) lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These includes the financial results for one subsidiary i.e. GV Offshore Private Ltd, accounts of which are consolidated based on management accounts.

These financial statements of six subsidiaries have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the attached Consolidated Ind AS 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 section 143(3) of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information 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 report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the Consolidated Financial Statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and workings maintained for the purpose of preparation of the Consolidated Financial Statements;
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015 as amended;
- e) Directors of the Holding Company are not disqualified in terms of provisions contained in the said section 164(2) of the Companies Act. On the basis of the reports of the statutory auditors of its subsidiaries incorporated in India. None of the directors of the subsidiaries companies incorporated in India are disqualified as on March 31, 2020 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 Financial Statements of the Holding Company, its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure I; and
- g) As required by Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with rule 11 of the Companies (Audit and Auditor's) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Financial Statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph :

- i. The consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer note 32 to the consolidated Financial Statements.
- ii. The Holding Company and the individual entities have made provision, as required under the applicable law and accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer note 42 to the consolidated Financial Statements; and
- iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For M.P. Chitale & Co.
Chartered Accountants
ICAI FRN.101851W

Sd/- :
Ashutosh Pednekar
Partner
ICAI Membership No. 041037
UDIN 20041037AAAACS4316

Place: Mumbai

Date: July 31, 2020

ANNEXURE I TO THE INDEPENDENT AUDITORS' REPORT

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

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under section 143(3)(i) 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, 2020, we have audited the Internal Financial Controls with reference to Consolidated Financial Statements of **Veritas India Limited** (‘the Holding Company’) and its subsidiaries, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s Internal Financial Controls 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that

we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's Internal Financial Control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of Internal Financial Controls with reference to 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 Financial Statements to future periods are subject to the risk that the Internal Financial Control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate Internal Financial Controls system with reference to Financial Statements and such Internal Financial Controls with reference to Financial Statements were operating effectively as on March 31, 2020, based on the Internal Control with reference to Financial Statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Controls with reference to Financial Statements insofar as it relates to three subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. One Indian subsidiary is consolidated on management account basis and hence, we are unable to comment on the adequacy and operating effectiveness of IFC in that subsidiary. Further, the

Company has three overseas subsidiaries where Internal Financial Controls with reference to Financial Statements are not applicable.

For M.P. Chitale & Co.
Chartered Accountants
ICAI FRN.101851W

Sd/-

:

Ashutosh Pednekar

Partner

ICAI Membership No. 041037

UDIN 20041037AAAACS4316

Place: Mumbai

Date: July 31, 2020

VERITAS (INDIA) LIMITED
Consolidated Balance Sheet As At 31st March 2020
CIN : L23209MH1985PLC035702

(Amount in Rs.)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	20,384,849,337	18,955,511,549
(b) Capital Work-in-Progress	3	3,336,682,446	3,309,765,287
(c) Financial Assets			
(i) - Investments	4	5,510,789	6,927,274
(d) Deferred tax assets (Net)	15	4,795,129	-
(e) Other Non - Current Assets	5	42,184,337	63,895,518
Total Non Current Assets		23,774,022,038	22,336,099,628
2 Current Assets			
(a) Inventories	6	1,611,659	1,207,122,306
(b) Financial Assets			
(i) - Trade Receivables	7	8,648,410,161	5,392,001,504
(ii) - Cash and Cash Equivalents	8	420,397,532	721,155,302
(iii) - Loans	9	94,269,786	83,968,493
(c) Other Current Assets	10	11,577,062	42,329,491
Total Current Assets		9,176,266,199	7,446,577,095
Total Assets		32,950,288,237	29,782,676,723
EQUITY AND LIABILITIES			
Equity			
1 (a) Equity Share Capital	11	26,810,000	26,810,000
(b) Other Equity	12	18,864,458,510	16,943,846,267
Total Equity		18,891,268,510	16,970,656,267
Liabilities			
2 Non-Current Liabilities			
(a) Financial Liabilities			
(i) - Borrowings	13	2,988,947,750	3,850,983,246
(iii) - Other Financial Liabilities	14	4,492,795,706	3,121,422,686
(b) Provisions	15	6,955,378	859,468
(c) Deferred Tax Liabilities (Net)	28	-	10,174,118
Total Non Current Liabilities		7,488,698,835	6,983,439,517
3 Current Liabilities			
(a) Financial Liabilities			
(i) - Borrowings	16	-	-
(ii) - Trade Payables	17	5,282,305,307	4,007,879,585
(iii) - Other Financial Liabilities	18	1,260,759,815	1,776,857,280
(b) Other current liabilities	19	6,212,495	9,905,101
(C) Provisions	20	15,313,334	28,502,719
(d) Current Tax Liabilities (Net)	21	5,729,940	5,436,252
Total Current Liabilities		6,570,320,892	5,828,580,937
Total Equity and Liabilities		32,950,288,237	29,782,676,723

The accompanying notes forms integral part of the Financial Statements

1 & 2

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

SD/-

Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

For and on behalf of the Board of Directors

SD/-

Nitin Kumar Didwania
Director
DIN : 00210289

SD/-

Rajaram Shanbhag
Chief Financial Officer

SD/-

Praveen Bhatnagar
Director
DIN : 01193544

SD/-

Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED
Consolidated Statement of Profit and Loss Account for the Year Ended 31st March 2020
CIN : L23209MH1985PLC035702

(Amount in Rs.)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
I Revenue From Operations	22	20,368,461,503	18,757,024,439
II Other Income	23	497,050,871	122,495,819
III Total Income (I+II)		20,865,512,374	18,879,520,257
IV Expenses			
Purchase of Stock-in-Trade		17,440,911,398	18,507,540,495
Changes in Inventories of Stock-in-Trade		1,205,510,647	(1,059,738,265)
Employee Benefit Expenses	24	116,600,340	81,086,176
Depreciation and Amortisation Expenses	3	301,201,606	248,809,624
Finance Costs	25	347,528,031	505,733,080
Other Expenses	26	229,471,688	131,558,768
Total Expenses (IV)		19,641,223,709	18,414,989,878
V Profit/ (loss) before tax (III-IV)		1,224,288,664	464,530,380
VI Tax Expense :			
a) Current tax	27	21,387,438	29,140,705
b) Deferred tax	28	(14,969,247)	153,439
c) Mat credit		(7,451,075)	-
d) Adjustment of Earlier Years	27	2,452,665	1,710
Total Tax Expense (VI)		1,419,780	29,295,854
VII Profit/ (loss) for the period (V-VI)		1,222,868,884	435,234,525
VIII Other Comprehensive Income			
- Items that will not be reclassified to profit or loss		(807,934)	(614,367)
- Income tax relating to items that will not be reclassified to profit or loss		230,777	136,537
Items that will reclassified to profit or loss			
Exchange differences on translating foreign operations		369,319,267	-
Total Comprehensive Income for the period (VIII)		368,742,110	(477,830)
IX Total Comprehensive Income for the period (VII+VIII)		1,591,610,994	434,756,696
X Earnings per equity share			
a) Basic	30	45.61	16.23
b) Diluted	30	45.61	16.23

The accompanying notes forms integral part of the Financial Statements
As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

SD/-
Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

For and on behalf of the Board of Directors

SD/-
Nitin Kumar Didwania
Director
DIN : 00210289

SD/-
Rajaram Shanbhag
Chief Financial Officer

SD/-
Praveen Bhatnagar
Director
DIN : 02000411

SD/-
Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED
Consolidated Statement of Cash Flows for the year ended 31st March, 2020
CIN : L23209MH1985PLC035702

(Amount in Rs.)

Particulars	For the year ended 31 March 2020		For the year ended 31 March 2019	
A Cash Flow From Operating Activities				
Profits before Tax		1,224,288,664		464,530,380
Add/(Less):				
Depreciation and Amortisation Expenses	301,201,606		248,809,624	
Effect of exchange differences on translation of Assets and Liabilities	(513,044,788)		162,354,950	
Interest & Finance Charges	347,528,031		505,733,080	
Items that will not be reclassified to profit or loss	(807,934)		-	
Fair Valuation of Investments	1,416,485		(17,192)	
Loss on sale of Wind Mill	6,196,113		-	
		142,489,513		916,880,462
Operating Profit before working Capital Changes		1,366,778,177		1,381,410,841
Working Capital Changes				
(Increase)/Decrease in Inventories	1,205,510,647		(1,059,738,265)	
(Increase)/Decrease in Non current Provision	6,095,910		-	
(Increase)/Decrease in Trade Receivables	(3,256,408,657)		1,269,972,097	
(Increase)/Decrease in Loans and Advances	(10,301,293)		58,617,183	
(Increase)/Decrease in Other Current Assets	30,752,429		(15,687,663)	
(Increase)/Decrease in Other Non Current Assets	21,956,799		(7,662,886)	
Increase/(Decrease) in Non current Other Financial Liabilities	1,371,373,020		(936,186,688)	
Increase/(Decrease) in Trade Payables	1,274,425,722		1,486,379,438	
Increase/(Decrease) in Other Financial Liabilities	(516,097,465)		-	
Increase/(Decrease) in Other Current Liabilities	(3,692,607)		104,419,198	
Increase/(Decrease) in Provision	(13,189,384)		6,951,234	
(Increase)/Decrease in Working Capital		110,425,122		907,063,648
Cash Generated from Operating Activities		1,477,203,299		2,288,474,490
Tax Paid	(23,792,039)		(33,664,218)	
		(23,792,039)		(33,664,218)
Cash Used (-)/(+) generated for operating activities (A)		1,453,411,260		2,254,810,272
B Cash Flow From Investing Activities				
Addition to Fixed Assets	(879,371,705)		(10,624,835,310)	
Sale of Fixed Assets	25,000,252		-	
Addition to Capital Work in Progress	(26,917,159)		9,853,357,167	
Dividend Received	-		-	
Net Cash Used in Investing Activities (B)		(881,288,611)		(771,478,143)
C Cash Flow From Financing Activities				
(Repayment of)/Proceeds from Short Term Borrowings	-		(3,946,331,651)	
Repayments of Long Term Borrowings	(862,035,496)		(789,606,575)	
Proceeds From Quasi Equity in Hazel International FZE	338,023,604		3,902,175,973	
Interest Paid	(347,528,031)		(505,733,080)	
Surplus on closure of LLP	-		6,700,643	
Dividend Paid	(1,340,500)		(1,340,500)	
Net Cash Used in Financing Activities (C)		(872,880,423)		(1,334,135,190)
D Net Increase (+)/ Decrease (-) in cash and cash equivalent Cash equivalent (A+B+C)		(300,757,774)		149,196,938
Cash and Cash Equivalent Opening Balance		721,155,302		571,958,362
Cash and Cash Equivalent Closing Balance		420,397,532		721,155,302

Closing Balances represented by:			
Cash and Bank Balances			
Cash and Cash Equivalents			
(i) Balances with Banks		19,294,444	143,907,480
(ii) Cash on Hand		722,301	832,414
Other Bank Balances			
(i) Earmarked Balances with Banks		2,035,482	1,702,601
(ii) Against Margin Money for SBLC		398,345,304	574,712,807
		420,397,532	721,155,302

The accompanying notes forms integral part of the Financial Statements

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

SD/-
Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

SD/-
Nitin Kumar Didwania
Director
DIN : 00210289

SD/-
Rajaram Shanbhag
Chief Financial Officer

For and on behalf of the Board of Directors

SD/-
Praveen Bhatnagar
Director
DIN : 02000411

SD/-
Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED
Consolidated Statement of Changes in Equity as on 31st March, 2020

(Amount in Rs.)

A EQUITY SHARE CAPITAL

Particular	March 31,2020	March 31,2019
Outstanding at the beginning of the year	26,810,000	26,810,000
Changes in Equity Share Capital during the Financial Year	-	-
Outstanding at the end of the year	26,810,000	26,810,000

(Amount in Rs.)

B. OTHER EQUITY

Particulars	Reserves and Surplus			Other Reserves			Total
	Securities Premium Reserve	Retained Earnings	Total	Other Comprehensive Income		Quasi Equity in Hazel International FZE	
				Foreign Currency Translation Reserve	Other Item of other Comprehensive Income/ (loss)		
Balance as at April 1, 2018							
Balance at the beginning of the reporting period i.e. 1st April, 2018	9,317,768,750	3,070,850,470	12,388,619,220	49,686,728	414,725	-	50,101,453
Profit for the year	-	435,234,525	435,234,525	162,354,950	-	-	162,354,950
Other items (Actuarial Gain/ (Loss))	-	-	-	-	-	-	-
Dividends	-	(1,340,500)	(1,340,500)	-	-	-	-
Others	-	6,749,576	6,749,576	(48,930)	-	3,902,175,973	3,902,127,043
Transfers to / (from) Retained Earnings	-	-	-	-	-	-	-
Transfers from Capital Reserves	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March, 2019	9,317,768,750	3,511,494,071	12,829,262,821	211,992,748	414,725	3,902,175,973	4,114,583,447

Particulars	Reserves and Surplus			Other Reserves			Total
	Securities Premium Reserve	Retained Earnings	Total	Other Comprehensive Income		Quasi Equity in Hazel International FZE	
				Foreign Currency Translation Reserve	Other Item of other Comprehensive Income/ (loss)		
Balance as at April 1, 2019							
Balance at the beginning of the reporting period i.e. 1st April, 2019	9,317,768,750	3,511,494,071	12,829,262,821	211,992,750	414,725	3,902,175,973	4,114,583,448
Profit for the year	-	1,222,868,884	1,222,868,884	369,319,267	-	-	369,319,267
Mat Credit	-	(7,451,075)	(7,451,075)	-	-	-	-
Other items (Actuarial Gain/ (Loss))	-	-	-	-	(807,934)	-	(807,934)
Dividends	-	(1,340,500)	(1,340,500)	-	-	-	-
Others	-	-	-	-	-	338,023,604	338,023,604
Transfers to / (from) Retained Earnings	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March, 2020	9,317,768,750	4,725,571,379	14,043,340,129	581,312,017	(393,209)	4,240,199,576	4,821,118,384

The accompanying notes forms integral part of the Financial Statements

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

SD/-

Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

SD/-
Nitin Kumar Didwania
Director
DIN : 00210289

SD/-
Rajaram Shanbhag
Chief Financial Officer

For and on behalf of the Board of Directors

SD/-
Praveen Bhatnagar
Director
DIN : 02000411

SD/-
Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

1 Corporate Information

Veritas (India) Limited ("The Company") is a Listed Public entity incorporated in India. It has Four subsidiaries incorporated in India and Three subsidiaries incorporated out of India. The Subsidiaries are wholly owned. The Company and the subsidiaries are referred to as "The Group". The company is in the business of International Trade & Distribution of Polymers, Paper & Paper Boards, Rubber, Heavy Distillates, Chemicals, Development of Software, Agricultural Activities, Manufacture of Ceramic products, etc. The Company is also engaged in generation of Wind Energy.

Note on Covid

In March 2020, the World Health Organization (WHO) declared COVID-19 as a global pandemic. The basic presumption contained in the Financial Statements is that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of its operations. The said presumption has been made due to the fact that given the nature of its operations and the products handled the Company is expected to be able to generate sufficient cash flows and access funds in the future. Although, the financial effect of the current crisis on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to inability to reliably predict the outcome of the pace at which the outbreak expands and the high level of uncertainties arising therefrom, the management has considered all available information about the future, which was obtained after March 31, 2020, including the impact of the COVID-19 outbreak on customers, vendors and staff, as well as actual and projected foreseeable impact from various factors. The management has concluded that there has been no significant impact on the Company's profitability position, fair value estimates and this COVID-19 event is not expected to have an immediate material impact on the business operations. However, Management will continue to monitor the situation closely and will assess the need for additional measures in case the period of disruption becomes prolonged.

2 Significant Accounting Policies

2.1 Compliance with Ind AS

The Group's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

These financial statements include the balance sheet, the statement of profit and loss, the statement of changes in equity and the statement of cash flows and notes, comprising a summary of significant accounting policies and other explanatory information—and comparative information in respect of the preceding period.

2.2 Basis of Accounting

The Group maintains its accounts on accrual basis following the historical cost convention except certain financial instruments that are measured at fair values in accordance with Ind AS.

Fair value measurements are categorized 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 I inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date

Level II inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level III inputs are unobservable inputs for the asset or liability

2.3 Presentation of financial statements

The financial statement are prepared and presented in the format prescribed in Division II – IND AS Schedule III ("Schedule III") to the Companies Act, 2013.

Disclosure requirements with respect to items in the financial statements, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the financial statements are presented in Indian Rupees in line with the requirements of Schedule III. Per share data are presented in Indian Rupees to two decimals places.

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

a). Property, Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on all Property, Plant and Equipment is provided based on useful life prescribed in Schedule II of the Companies Act, 2013 under Straight Line Method.

PPE not ready for the intended use on the date of the Balance Sheet is disclosed as "capital work-in-progress".

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Type of Asset with Useful Life

Type of Asset	Life
Leasehold Land	Over the Lease Period
Plant and Machinery used in windpower generation	22 Years
Other Plant and Machinery	15 Years
Office Equipment	5 Years
Computer Equipment's	3 Years
Furniture and Fixtures	10 Years
Vehicle	8 Years

b). Capital work-in-progress

Capital work-in-progress is stated at cost less any identified impairment loss. All expenditures connected with specific assets during the installation and construction period are carried under capital work-in-progress. These are transferred to property, plant and equipment as and when they are available for use. All those expenditures which are not connected with any specific assets during the construction phase of the project are carried under pre-operating expenses. Once the project is completed, these expenditures will be allocated to the specific assets.

Pre-operating expenses

All those expenditures which are not connected with any specific assets during the construction phase of the project are carried under capital work-in-progress (pre-operating expenses). Once the project is completed, these expenditures will be allocated to the specific assets.

c). Leases

i Leases

The Company has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019 and has reassessed the existing lease contracts on the date of initial application date, i.e. 01.04.2019 for application of Ind AS 116. The Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at April 1, 2019. As a result, the comparative information has not been restated. As permitted by para C8(c)(ii) of Ind AS 116, at the date of initial application, the right to use asset has been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. As a result there is no cumulative effect of initial application which is required to be recognised in retained earnings at April 1, 2019.

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

As Lessee

The Company, as lessee has recognised lease liabilities and right-of-use assets, has applied the following approach to all of its leases (a) measured the lease liability at the date of transition to Ind AS by measuring that lease liability at the present value of the remaining lease payments and discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS 116. Lease arrangements entered during the year are measured at incremental borrowing rate computed at the beginning of the year. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if there is change to its assessment whether it will exercise an extension or a termination option. (b) Right Of Use assets are recognized and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of restoration costs and any initial direct costs incurred by lessee. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right of Use Assets are depreciated from the commencement date on a straight- line basis over the shorter of the lease term or useful life of the underlying asset. They are evaluated for recoverability whenever events or changes indicate that their carrying amounts may not be recoverable.

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

The Company has not applied Ind AS 116 to Short Term Leases, which are defined as leases with a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

As a Lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interest in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

d). Intangible Assets and Amortisation

Intangible Assets are stated at cost of acquisition less accumulated amortisation /depletion and impairment loss, if any.

Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets of the company comprises of Software which is amortized over a period of 5 years.

e). Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

f). Inventories

Items of inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase and other overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. The valuation of inventories is done on FIFO (first-in-first-out) Method

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

g). Impairment of Non Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

h). Provisions & Contingencies

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated as at the balance sheet date.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. Information on contingent liabilities is disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

A contingent asset is neither recognised in the financial statements nor disclosed in the financial statements.

i). Employee Benefit Expenses

(i). Short Term Employee Benefits

All Employee Benefits payable wholly within twelve month of rendering the service are classified as Short Term Employee Benefits and they are recognised in the period in which the employee renders the related service.

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

(ii). Post Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company makes specified monthly payments to Employee State Insurance Scheme, Provident Fund Scheme and Government administered Pension Fund Scheme for all applicable employees. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

Gratuity liability is a defined benefit obligation which is provided for on the basis of an actuarial valuation on Projected Unit cost method made at the end of each financial year. Actuarial gains/(losses) are recognised directly in other comprehensive income. This benefit is presented according to present value after deducting the fair value of the plan assets. The Company determines the net interest on the net defined benefit liability (asset) in respect of a defined benefit by multiplying the net liability (asset) in respect of a defined benefit by the discount rate used to measure the defined benefit obligation as they were determined at the beginning of the annual reporting period.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

Accumulated leave is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Other Long Term Employee Benefits

The employees of the company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation using projected unit credit method.

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

j). Tax Expenses

The tax expense for the period comprises Current and Deferred Tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Minimum Alternative tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay Income Tax under the normal provisions during the specified period, resulting in utilisation of MAT Credit. In the year in which the MAT Credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants' of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will utilise MAT Credit during the specified period.

For Subsidiaries, Income taxes currently payable are provided for in accordance with existings legislation of the various Countries in which the company operates.

Deferred Tax

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

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 carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

k). Foreign Currency

Functional and presentation currency

The financial statements of the Company are presented using Indian Rupee (INR) i.e. currency of the primary economic environment in which the entity operates ('the functional currency').

Transactions and balances

Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

l). Revenue Recognition

The Company has recognised revenue pursuant to a contract (other than a contract listed in paragraph 5 of Ind AS 115) only if the counterparty to the contract is a customer. A customer is a party that has contracted with an entity to obtain services that are an output of the entity's ordinary activities in exchange for consideration.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Escalation and other claims, which are not ascertainable/acknowledged by customers, are not taken into account. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Criteria for recognition of revenue are as under:

a) Sale of Goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- (i) significant risks and rewards of ownership of the goods are transferred to the buyer;
 - (ii) Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
 - (iii) it is probable that economic benefits associated with transaction will flow to the Company; and
 - (iv) amount of revenue can be measured reliably;
- b) In cases where trade contracts provide for crystallization of price or for price adjustment on a subsequent date, corresponding purchase and sales are recognized on the basis of expected settlement price and any differential determined subsequently is accounted for at the time of final settlement.

c) Interest income is recognized on a time proportion basis taking into account amount outstanding and applicable interest rate.

d) Dividend is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

e) Sale of Electricity

Income from sale of electricity is recognized as per the terms and conditions of the agreement with the Customer.

m). Financial Instruments

(i). Financial Instruments

Initial Recognition

Financial instruments i.e. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

Subsequent Measurement

Financial assets

All recognised financial assets are subsequently measured at amortized cost except financial assets carried at fair value through Profit and loss (FVTPL) or fair value through other comprehensive income (FVOCI).

a) Equity investments (other than investments in subsidiaries, associates and joint venture)

All equity investments falling within the scope of Ind-AS 109 are mandatorily measured at Fair Value Through Profit and Loss (FVTPL) with all fair value changes recognized in the Statement of Profit and Loss.

The Company has an irrevocable option of designating certain equity instruments as FVOCI. Option of designating instruments as FVOCI is done on an instrument-by-instrument basis. The classification made on initial recognition is irrevocable.

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income (SOI). Amounts from SOI are not subsequently transferred to profit and loss, even on sale of investment.

b) Derecognition

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and with that a) the Company has transferred substantially all the risks and rewards of the asset, or b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

c) Impairment of financial assets

The Company applies the expected credit loss model for recognising allowances for expected credit loss on financial assets measured at amortised cost and those carried at fair value through Other Comprehensive Income.

Financial Liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Subsequent Measurement

Loans and borrowings are subsequently measured at Amortised costs using Effective Interest Rate (EIR), except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Amortisation is included as a part of Finance Costs in the Statement of Profit and Loss. Financial liabilities recognised at FVTPL, shall be subsequently measured at fair value.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Re-classification of financial instruments

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Company has not reclassified any financial asset during the current year or previous year.

n). Cash and Cash Equivalent

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of 12 months or less, which are subject to an insignificant risk of changes in value.

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

o). Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholder by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit after tax for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p). Segment Reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. The Company concludes that it operates under four reporting segment viz (a) Trading, Distribution and Development and (b) Wind power generation (c) Manufacturing (d) Wharehouseing. the secondary reporting segment is geographical segment based on location of customer viz domestic and overseas.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

q). Derivative financial instruments

The company uses derivative financial instruments to manage its exposure to interest rate risk. Derivatives are initially recognized at fair value as the date of derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting date. The resulting gain or loss is recognized in the income statement immediately, unless the derivative is designated and effective as a hedging instrument, in which event the recognition in the income statement depends on the nature of the hedge relationship. A derivative with a positive fair value is recognized as a financial asset; a derivative with a negative fair value is recognized as a financial liability.

Hedge Accounting

The company designates certain hedging instruments as either fair value hedges or cashflow hedges. Hedges of interest rate risk and foreign exchange risk on firm commitments are accounted on cashflow hedges.

As at 31 March 2020, the company has an interest rate swap contract which is classified as derivative financial assets at fair value through profit and loss.

r). Key Sources of Estimation Uncertainty

The Entity Management set out the entity's overall business strategies and its risk management policy. The Entity's overall financial risk management program seeks to minimize potential adverse effects on the financial performance of the entity. The entity policies include financial risk management policies covering specific area, such as market risk (including foreign exchange risk, interest risk, liquidity risk and credit risk). Periodic reviews are undertaken to ensure that the entity's policy guidelines are complied with.

There has been no change to the entity's exposure to the financial risks or the manner in which it manages and measures the risk.

Key estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that impact the reported amount of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Difference between the actual and estimates are recognised in the period in which they actually materialise or are known. Any revision to accounting estimates is recognised prospectively. Management believes that the estimates used in preparation of Financial Statements are prudent and reasonable.

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

3. PROPERTY, PLANT AND EQUIPMENT - CURRENT YEAR

(Amount in Rs.)

Description	Cost of Deemed cost				Accumulated depreciation/Amortization.					Carrying Amount	
	As at 31st March, 2019	Additions	Deletions	Impact on Translation	As at 31st March, 2020	As at 31st March, 2019	Additions	Deletions	Impact on Translation	As at 31st March, 2020	As at 31st March, 2019
Tangible Assets											
Freehold Land	8,489,504,650	-	(1,200,000)	-	8,488,304,650	-	-	-	-	8,488,304,650	8,489,504,650
Leasehold Land	30,559,457	-	-	-	30,559,457	730,933	1,016,324	-	-	1,747,257	29,828,524
Plant and Machinery	10,632,477,588	252,772,495	(25,345,743)	916,099,744	11,776,004,084	250,247,638	263,470,462	4,650,622	35,445,024	553,813,746	10,382,229,950
Computers Systems	1,993,902	251,000	-	-	2,244,902	1,790,172	188,882	-	-	1,979,054	203,730
Furniture & Fixtures	38,107,956	-	(259,196)	2,904,807	40,753,567	2,691,799	3,729,529	(259,196)	303,550	6,465,682	35,416,157
Motor Vehicles	18,093,092	-	(36,747)	1,300,426	19,356,771	3,282,325	2,134,937	(36,747)	199,144	5,579,660	14,810,767
Office Equipments	4,572,223	-	-	-	4,572,223	1,610,637	555,208	-	-	2,165,845	2,961,586
Right to use Assets	-	626,348,210	-	-	626,348,210	-	29,686,012	-	1,857,272	31,543,284	594,804,926
Total Tangible Assets	19,215,308,868	879,371,705	(26,841,686)	920,304,977	20,988,143,865	260,353,504	300,781,354	4,354,679	37,804,991	603,294,528	20,384,849,337
Intangible Assets											
Goodwill	135,936	-	-	-	135,936	-	-	135,936	-	135,936	135,936
Goodwill on Merger	2,101,270	-	-	-	2,101,270	1,681,018	420,252	-	-	2,101,270	420,252
Total Intangible Assets	2,237,206	-	-	-	2,237,206	1,681,018	420,252	135,936	-	2,237,206	556,188
Total Property, Plant and Equipment	19,217,546,074	879,371,705	(26,841,686)	920,304,977	20,990,381,071	262,034,522	301,201,606	4,490,615	37,804,991	605,531,734	20,384,849,337
Previous Year	8,592,290,513	10,624,835,307	-	-	19,217,125,820	12,804,650	248,809,624	-	-	261,614,272	18,955,511,548
Capital Work in Progress	3,312,039,243	30,358,042	-	-	3,340,441,291	2,273,956	1,484,889	-	-	3,758,845	3,336,682,446
Total Capital Work in Progress	3,312,039,243	30,358,042	-	-	3,340,441,291	2,273,956	1,484,889	-	-	3,758,845	3,336,682,446
Previous Year	13,163,122,454	2,273,956	9,855,631,123	-	3,309,765,287	-	-	-	-	3,309,765,287	13,163,122,454

3. PROPERTY, PLANT AND EQUIPMENT - PREVIOUS YEAR

(Amount in Rs.)

Description	Cost of Deemed cost				Accumulated depreciation/Amortization.					Carrying Amount	
	As at 31st March, 2018	Additions	Deletions	Impact on Translation	As at 31st March, 2019	As at 31st March, 2018	Additions	Deletions	Impact on Translation	As at 31st March, 2019	As at 31st March, 2018
Tangible Assets											
Freehold Land	8,489,504,650	-	-	-	8,489,504,650	-	-	-	-	8,489,504,650	8,489,504,650
Leasehold Land	30,559,457	-	-	-	30,559,457	380,462	350,471	-	-	730,933	30,178,995
Plant and Machinery	56,255,257	10,576,222,331	-	-	10,632,477,588	6,810,845	243,436,793	-	-	250,247,638	10,382,229,950
Computers Systems	1,945,083	48,819	-	-	1,993,902	1,569,456	220,716	-	-	1,790,172	375,627
Furniture & Fixtures	4,300,959	33,806,997	-	-	38,107,956	972,646	1,719,153	-	-	2,691,799	3,328,313
Motor Vehicles	3,080,856	15,012,236	-	-	18,093,092	1,329,694	1,952,631	-	-	3,282,325	1,751,162
Office Equipments	4,827,299	(255,076)	-	-	4,572,223	901,033	709,604	-	-	1,610,637	3,926,266
Total Tangible Assets	8,590,473,561	10,624,835,307	-	-	19,215,308,868	11,964,138	248,389,368	-	-	260,353,504	18,954,955,364
Intangible Assets											
Goodwill	135,936	-	-	-	135,936	-	-	-	-	135,936	135,936
Goodwill on Merger	2,101,270	-	-	-	2,101,270	1,260,766	420,256	-	-	1,681,022	840,504
Total Intangible Assets	2,237,206	-	-	-	2,237,206	1,260,766	420,256	-	-	1,681,022	976,440
Total Property, Plant and Equipment	8,592,710,767	10,624,835,307	-	-	19,217,546,074	13,224,904	248,809,624	-	-	262,034,526	18,955,511,548
Capital Work in Progress	13,163,122,454	2,273,956	9,855,631,123	-	3,309,765,287	-	-	-	-	3,309,765,287	13,163,122,454
Total Capital Work in Progress	13,163,122,454	2,273,956	9,855,631,123	-	3,309,765,287	-	-	-	-	3,309,765,287	13,163,122,454

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

4 INVESTMENTS - NON CURRENT

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
1 Investments measured at Fair Value through Profit and Loss		
Investments in Equity Instruments - Quoted		
Investments in others		
Vitan Agro Industries Limited (CY 4,00,000 Equity Shares of Rs. 1 each) (PY 4,00,000 Equity Shares of Rs. 1 each)	-	1,864,000
DB (International) Stock Brokers Limited (CY 5,00,000 Equity Shares of Rs. 2 each) (PY 5,00,000 Equity Shares of Rs. 2 each)	4,945,000	4,400,000
Rander Corporation Limited (CY 4,57,38 Equity Shares of Rs. 10 each) (PY 4,57,38 Equity Shares of Rs. 10 each)	529,189	528,274
CCL International Limited (CY 15,000 Equity Shares of RS.10 each) (PY 15,000 Equity Shares of Rs. 10 each) (PY 15,000 Equity Shares of Rs. 10 each)	36,600	135,000
Total	5,510,789	6,927,274

5 OTHER NON - CURRENT ASSETS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Unsecured, Considered Good		
Capital Advances	31,457,652	31,339,652
Advance Tax (Net of Provisions)	8,202,057	7,956,440
Advance Gratuity	853,280	-
Security Deposit	409,377	23,316,197
Others	1,261,971	1,283,230
Total	42,184,337	63,895,518

6 INVENTORIES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
(At Lower of Cost and net realizable value)		
Stock In Trade	1,611,659	1,207,122,306
Stock In Transit	-	-
Total	1,611,659	1,207,122,306

7 TRADE RECEIVABLES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Trade Receivables		
Unsecured		
Considered Good	8,648,410,161	5,392,001,504
Considered Doubtful	37,021,799	18,653,676
Less : Provision for Expected Credit Loss allowance on doubtful debts	(37,021,799)	(18,653,676)
Total	8,648,410,161	5,392,001,504

8 Cash and Cash Equivalents

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Cash and Cash Equivalents		
(i) Balances with Banks		
In Current Accounts	19,294,444	143,907,480
(ii) Cash on Hand	722,301	832,414
Other Bank Balances		
(i) Unpaid Dividend Bank Accounts	2,035,482	1,702,601
(ii) Deposit with maturity for more than 12 months	-	-
(iii) Deposit with maturity for more than 3 months but less than 12 Months (held as margin money against borrowing)#	398,345,304	574,712,807
Total	420,397,532	721,155,302
Cash and Cash Equivalents as per Statement of Cash Flows	420,397,532	721,155,302

Represents an amount of USD 29,92,26,529/- held under Debt Service Account as per inter-credit agreement.

Currently there is court attachment on Hazel International FZE (subsidiary) bank accounts and the transactions are routed through Sister concern

bank accounts

9 LOANS - CURRENT

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Unsecured Considered Good unless otherwise stated		
Loans and Advances	-	-
To Employees	651,596	1,145,154
Others	14,009,100	16,299,920
Security Deposits	79,609,090	66,523,417
Total	94,269,787	83,968,493

10 OTHER CURRENT ASSETS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Unsecured, Considered Good		
Prepaid Expenses	830,410	30,931,884
Advances for Expenses	833,666	-
Advance Gratuity	389,626	2,086,854
Balance with Government Authorities	9,523,360	9,310,753
Total	11,577,062	42,329,491

11 EQUITY SHARE CAPITAL

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Authorised Share Capital		
Equity Shares of Rs. 1 each (CY 10,00,00,000 shares of Rs. 1 each) (PY 10,00,00,000 shares of Rs. 1 each)	100,000,000	100,000,000
Total	100,000,000	100,000,000
Issued Subscribed and Paid Up		
Equity Shares of Rs. 1 each (CY 2,68,10,000 shares of Rs. 1 each) (PY 2,68,10,000 shares of RS. 1 each)	26,810,000	26,810,000
Total	26,810,000	26,810,000

11.1 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31 March 2020	As at 31 March 2019
Equity Shares at the beginning of the year (nos)	26,810,000	26,810,000
Add/Less: Changes in Equity Shares (nos)	-	-
Equity Shares at the end of the year (nos)	26,810,000	26,810,000

11.2 The details of shareholders holding more than 5% shares :

Name of the Shareholders	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Mr. Nitin Kumar Didwania	9,250,000	34.50	9,250,000	34.50
Ms. Niti Didwania	6,713,100	25.04	6,713,100	25.04
Onix Assets Ltd.	3,000,000	11.19	3,000,000	11.19
Groupe veritas Ltd	1,523,967	5.68	-	-
Latitude Consultants Limited	2,600,000	9.70	2,600,000	9.70
Kamalasini Tradelink Pvt Ltd.	-	-	1,471,300	5.49

11.3 Terms and Rights attached to the Shares

"The Company has issued only one class of equity shares having a par value of INR 1 each. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend 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.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders."

11.4 Proposed Dividend

The Board of Directors of the Company has proposed dividend at @ 0.05 per equity share for the financial year 2019-2020, which would have been declared in the Annual General meeting.

12 OTHER EQUITY

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
(i). Securities Premium		
Opening Balance	9,317,768,750	9,317,768,750
Additions / (Transfers) during the year	-	-
Closing Balance	9,317,768,750	9,317,768,750
(ii). Foreign Currency Translation Reserve		
Opening Balance	211,992,748	49,686,728
Additions / (Transfers) during the year	369,319,267	162,354,950
Transfer to holding company capital	-	(48,930)
Closing Balance	581,312,015	211,992,748
(iii). Surplus in Statement of Profit and Loss		
Opening Balance	3,511,494,071	3,070,850,470
Add: Profit for the year	1,222,868,884	435,234,525
Less : Mat credit	(7,451,075)	-
Less: Proposed Final Dividend on Equity Shares (CY Rs. 0.05 per share) (PY Rs. 0.05 per share)(PY Rs. Nil per share)	(1,340,500)	(1,340,500)
Transfer to holding company capital	-	6,749,576
Closing Balance	4,725,571,380	3,511,494,071
(iv) Other Comprehensive Income	414,725	414,725
Other items (Actuarial Gain/ (Loss))	(577,157)	477,830
Other items (Actuarial Gain/ (Loss) Tax)	(230,777)	(477,830)
(v) Quasi Equity in Hazel International FZE*	4,240,199,576	3,902,175,973
Closing Balance	4,239,806,367	3,902,590,698
Total	18,864,458,510	16,943,846,267

Refer Note no 38 for description of Reserves

* Represent amount contributed by Hazel Middle East FZE which is sub-ordinated against Bank facilities availed by the Hazel International FZE

13 BORROWINGS - NON CURRENT

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Secured at Amortised Cost		
Syndicated term loans		
From Banks	2,988,947,750	3,850,983,246
Total	2,988,947,750	3,850,983,246

13.1 Terms of Repayment

Sr. No.	Nature of Loans	Instalments	Mode of Payments	Rate of Interest	Nature of Security	Month and Year of Maturity
1	Term Loan	299,166,669	24 Quarterly Installments from September 2017	For 1-2 years Eibor plus 4.75% and for 3-8 years Eibor plus 4%	Mortgage of Immovable Property Constructed on the Project land. Personal gaurantee of Director Joint and several corporate gaurantee of associates companies.	September, 2023

14 OTHER FINANCIAL LIABILITIES - NON CURRENT

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Unsecured at Amortised Costs		
From Director	682,080,650	333,680,000
From Related Parties	2,774,757,243	2,787,742,686
Lease Liabilities	527,470,583	-
Payable to contractor	508,487,230	-
Total	4,492,795,706	3,121,422,686

15 NON CURRENT PROVISION

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Provision for Employee Benefit	6,955,378	859,468
Total	6,955,378	859,468

16 BORROWINGS - CURRENT

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Secured at Amortised Cost		
Syndicated term loans	-	-
	-	-

17 TRADE PAYABLES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Trade Payables		
-Others	5,282,305,307	4,007,879,585
Total	5,282,305,307	4,007,879,585

17.1 Refer Note 35 for disclosures under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006

18 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Current maturity of long term debt	1,195,605,562	1,100,275,912
Creditors for expenses	-	48,809,038
Creditors for capital goods	-	603,259,100
Interim/Final Dividend Unpaid	2,035,481	1,702,600
Other Payables	3,907,550	7,752,208
Lease Liabilities	48,127,686	-
Over Flow balance in Bank account (current)	-	9,403,351
Advance from customer	11,083,536	5,655,071
Total	1,260,759,815	1,776,857,280

19 Other current liabilities

Particulars	As at 31 March 2020	As at 31 March 2019
Statutory Liabilities	6,212,495	9,905,101
Total	6,212,495	9,905,101

20 PROVISION

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Provision for Employee Benefit	76,563	63,926
Others	15,236,771	28,438,793
Total	15,313,334	28,502,719

21 CURRENT TAX ASSETS AND LIABILITIES (NET)

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Provision for Tax (Net of Advance Tax)	5,729,940	5,436,252
Total	5,729,940	5,436,252

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

22 REVENUE FROM OPERATIONS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Sale of Products	20,368,461,503	18,757,024,439
Total	20,368,461,503	18,757,024,439

22.1 Sale of Products comprises:

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Electricity Generation	6,652,207	7,797,913
Agricultural Farm Produce	125,000	210,400
Traded and Developed Goods	20,361,684,296	18,749,016,126
Total	20,368,461,503	18,757,024,439

23 OTHER INCOME

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Interest Income		
Interest Income on FD carried at Amortised Cost	249,726	18,897,367
Other Non Operating Income		
Interest on Fair Valuation of Rent Deposit	-	257,848
Foreign exchange Gain\Loss -Export	-	59,846,189
Others	496,801,145	43,477,224
- Net Profit on Investment carried at FVTPL	-	17,192
Total	497,050,871	122,495,819

24 EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Salary / Wages and Allowances	116,029,448	45,747,170
Contributions to Provident & Other Fund	540,896	439,634
Staff Welfare and other benefits	29,996	4,195
Directors' Remuneration	-	34,895,176
Total	116,600,340	81,086,176

Refer Note No. 31 for details of Defined Benefit Contribution.

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

25 FINANCE COSTS

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
On Term Loans		
Interest on Term Loan	323,307,779	401,095,407
On Working Capital Loans		
Bank Interest	-	92,258,903
Bank Charges, Commission and Others	1,917,656	12,146,602
Interest on Fair Valuation of Rent Deposit	21,988,323	232,168
Interest expense on lease liability	314,273	-
Total	347,528,031	505,733,080

26 OTHER EXPENSES

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Logistics Expenses	32,070,302	16,524,055
Packing Charges	320,869	44,044
Rent Paid	1,541,841	2,179,944
Repairs & Maintenance		
Machinery	1,244,262	2,023,369
Others	25,114,185	7,875,258
Insurance	35,178,905	18,729,032
Rates and Taxes	1,207,845	2,609,572
Brokerage & Commission Charges	1,568,318	5,773,722
Communication Expenses	983,982	985,675
Travelling and Conveyance	2,371,716	2,779,774
Printing and Stationery Expenses	142,846	1,528,651
Advertising / Business Promotion Expenses	1,144,799	647,994
Legal and Professional Fees	22,885,657	24,299,982
Payments to Auditors (Refer Note 26.1)	3,786,556	2,946,440
Foreign exchange Gain\Loss -Export	50,794,201	-
Electricity Charges	576,932	506,832
Loss on sale of Wind Mill	6,196,113	-
Loss on subsidiary Investment	-	5,632,260
Farming Expenses	-	-
Forex Gain or loss	15,168	1,450,359
Directors' Sitting Fees	64,000	69,000
Miscellaneous Expenses	15,806,288	15,602,832
Corporate Social Responsibility	-	-
Bad Debts	8,000,581	6,511,427
Provision on Loan and Deposit	5,937,267	2,000,000
Allowance for Expected Credit Loss	11,102,569	10,838,547
Net Loss on Investment carried at FVTPL	1,416,485	-
Total	229,471,688	131,558,768

26.1 Payment to Auditors as :

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Statutory Audit Fees	3,786,556	2,946,440
Total	3,786,556	2,946,440

VERITAS (INDIA) LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

27 Current Tax Provision

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Profit before Taxes of the Parent Company	86,247,629	125,957,256
Less: Exempt Incomes	29,046,748	-
Add: Disallowance of Expenses	86,644,989	69,273
Profits as per Income Tax Act, 1961	201,939,366	136,865,075
Applicable Rate (MAT)	28.56%	20.39%
Tax Provision	21,387,438	27,905,215
Add: Interests Attributable	-	1,235,490
Add: Taxes related to Prior Years	2,452,665	-
Add: Tax On items in OCI	-	-
Total Current Tax Provision	23,840,103	29,140,705

28.0 Deferred Tax Liability / (Assets)

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
Arising on account of Timing Difference in Depreciable Assets		
Gross Deferred Tax Liability / (Assets)	10,174,118	10,014,379
Fixed Assets	(9,783,386)	2,216,791
Leave Salary	(60,369)	84,390
Gratuity	(241,875)	68,537
Provision for Debtors	(3,181,996)	(2,209,980)
Provision on Loan and Deposit	(1,701,621)	-
Net Deferred Tax Liability / (Assets)	(4,795,129)	10,174,118

29 Corporate Social Responsibility (CSR)

Particulars	As at 31 March 2020 Amount (Rs.)	As at 31 March 2019 Amount (Rs.)
(i) Gross Amount to be spent by the Company during the year	1,993,621	4,431,041
(ii) Amount spent during the year	-	31,000
a) Construction/Acquisition of any asset	-	-
b) On purpose other than above (ii) (a) - In cash	-	-
c) On purpose other than above (ii) (a) - Yet to be paid in cash	-	-
Amount unspent during the year	1,993,621	4,400,041

30 EARNINGS PER SHARE (EPS)

Particulars	As at 31 March 2020	As at 31 March 2019
(i). Profit /(Loss) attributable to Equity Shareholders of the Company(Rs.)	1,222,868,884	435,234,525
(ii). Weighted Average number of Equity Shares (Basic)(nos)	26,810,000	26,810,000
(iii). Weighted Average number of Equity Shares (Diluted)(nos)	26,810,000	26,810,000
(iv). Basic Earnings per Share (Rs.)	45.61	16.23
(v). Diluted Earnings per Share (Rs.)	45.61	16.23
(vi). Face Value per Equity Share(Rs.)	1	1

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note No: 31 Retirement Benefit Plans

(i). Gratuity:

The Gratuity Plan is governed by the Payment of Gratuity Act, 1972. Under the Act, an Employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the Member's length of service at separation date.

The following table set out the funded status of the gratuity plans and the amount recognised in the company's financial statements as at March 31, 2020 and March 31, 2019.

Amount (Rs.)			
I	Change in Benefit Obligation during the year ended March 31, 2020		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Present Value of Defined Benefit Obligation at beginning of the year	1,940,815	4,751,751
	Current Service Cost	166,848	155,207
	Interest Cost	145,561	37,115
	Actuarial (Gains)/Losses	827,524	1,284,550
	Benefits Paid	(668,889)	(4,287,808)
	Present Value of Defined Benefit Obligation at end of the year	2,411,859	1,940,815
II	Change in Assets during the year ended March 31, 2020		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Fair Value of Plan Assets at the beginning of the year	4,027,399	6,495,918
	Actual Benefits Paid	(668,889)	(4,287,808)
	Expected returns on Plan Assets	302,055	3,826,436
	Contributions by Employer	18,327	100,652
	Actuarial Gains/(Losses)	(24,397)	(2,107,799)
	Plan Assets at the end of the year	3,654,495	4,027,399
III	Net Asset/(Liability) recognized in the Balance Sheet		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Present Value of Defined Benefit Obligation	2,411,859	1,940,815
	Fair Value of Plan assets as a March 31, 2020	3,654,495	4,027,399
	Fund Status Surplus/(Deficit)	1,242,636	2,086,584
	Net Asset/(Liability) as at March 31, 2020	1,242,636	2,086,584
IV	Expenses recognized in the statement of Profit & Loss under Employee Benefit Expenses		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Current Service Cost	166,848	155,207
	Interest Cost	145,561	37,115
	Expected returns on Plan Assets	(302,055)	(3,826,436)
	Net Actuarial (Gains)/Losses	851,921	1,284,550
	Adj due to merger of two policy	-	2,171,021
	Total Expense	862,275	(178,543)

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

V	The major categories of plan assets as a percentage of total plan		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Insurer Managed Funds	100%	100%

VI	Actuarial Assumptions		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Discount Rate	6.85%	7.50%
	Rate of Return on Plan Assets	6.85%	9.15%
	Mortality Table	LIC (1994-96)	LIC (1994-96)
	Retirement Age	60 Years	60 years

(ii). Leave Encashments:

Amount (Rs.)

I	Change in Benefit Obligation during the year ended March 31, 2020		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Present Value of Defined Benefit Obligation at beginning of the year	923,394	1,345,343
	Current Service Cost	287,110	421,758
	Interest Cost	67,303	91,998
	Actuarial (Gains)/Losses	(43,987)	(670,183)
	Benefits Paid	(99,789)	(265,522)
	Present Value of Defined Benefit Obligation at end of the year	1,134,031	923,394

II	Change in Assets during the year ended March 31, 2020		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Fair Value of Plan Assets at the beginning of the year	-	-
	Actual Benefits Paid	-	-
	Expected returns on Plan Assets	-	-
	Contributions by Employer	-	-
	Actuarial Gains/(Losses)	-	-
	Plan Assets at the end of the year	-	-

III	Net Asset/(Liability) recognized in the Balance Sheet		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Net Opening provision in books of accounts	923,394	1,345,343
	Transfer In/(out) obligation	-	-
	Transfer In/(out) plan assets	-	-
	Employee benefit expenses as per annexure 2	310,426	(156,427)
	Benefits Paid by the Company	(99,789)	(265,522)
	Net Closing provision in books of accounts	1,134,031	923,394

IV	Expenses recognized in the statement of Profit & Loss under Employee Benefit Expenses		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Current Service Cost	287,110	421,758
	Interest Cost	67,303	91,998
	Expected returns on Plan Assets	-	-
	Net Actuarial (Gains)/Losses	(43,987)	(670,183)
	Total Expense	310,426	(156,427)

V	Actuarial Assumptions		
	Particulars	As at 31st March 2020	As at 31st March 2019
	Discount Rate	6.85%	7.55%
	Rate of Return on Plan Assets	0%	0%
	Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
	Retirement Age	60 Years	60 Years

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note No: 32 Contingent Liabilities and Commitments

		Amount (Rs.)	
Sr.No.	Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
	Contingent Liabilities		
a.	Corporate Guarantees / Stand by Letter of Credit	3,769,500,000	3,469,000,000
b.	Claims against Company not acknowledged as Debts		
	Income Tax Demand pending Appeal and Rectification	23,870,783	23,740,244
	Sales Tax Demand pending Appeal	131,888,852	173,656,097
	Total	3,925,259,635	3,666,396,341
	Commitments		
a.	Estimated Amount of Contracts remaining to be executed	-	-
b.	Lease Commitment	1,392,440,785	1,976,536,223
	Total	1,392,440,785	1,976,536,223

- 32 (a) In case of a wholly owned subsidiary of the Group bills outstanding to a contractor is a matter under litigation in UAE and simultaneously arbitration in India. Though the principal liability has been fully recognized in the financials, however the financial impact of interest and penalties arising from the judgments are unable to be determined and the Group has filed appropriate counter claim to safeguard its interest accordingly. The contractor has, vide Sharjah court order no 400/2019 passed against the case no 1027/19 has an attachment on the movable and immovable assets of the Group to the extent of US 5.26 Million. The wholly owned subsidiary reviews such contingent liabilities on a regular basis and where feasible an estimate is made of the potential financial impact. As at 31st March 2020 it was not feasible to make such an assessment.

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note No: 33 Financial Instruments

Amount (Rs.)

Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- a. The fair value of investment in unquoted Equity Shares is measured at NAV.
- b. All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

Particulars	As at 31 March 2020					As at 31 March 2019				
	Carrying Amount		Level of input used in			Carrying Amount		Level of input used in		
	FTVPL	Amortised Cost	Level 1	Level 2	Level 3	FTVPL	Amortised Cost	Level 1	Level 2	Level 3
Financial Assets										
At Cost/Amortised Cost										
Trade Receivables	-	8,648,410,161	-	-	8,648,410,161	-	5,392,001,504	-	-	5,392,001,504
Cash and Bank Balances	-	420,397,532	-	420,397,532	-	-	721,155,302	-	721,155,302	-
Loans	-	94,269,787	-	-	94,269,787	-	83,968,493	-	-	83,968,493
Other Financial Assets	-	-	-	-	-	-	-	-	-	-
At Fair Value through Profit and Loss										
Investments	5,510,789	-	5,510,789	-	-	6,927,274	-	6,927,274	-	-
Financial Liabilities										
At Amortised Cost										
Borrowings	-	2,988,947,750	-	2,988,947,750	-	-	3,850,983,246	-	3,850,983,246	-
Trade Payables	-	5,282,305,307	-	-	5,282,305,307	-	4,007,879,585	-	-	4,007,879,585
Other Financial Liabilities	-	5,753,555,521	-	-	5,753,555,521	-	4,898,279,966	-	-	4,898,279,966

The financial instruments are categorized into two levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Foreign Currency Risk

The following Table shows Foreign Currency Exposures in Financial Instruments at the end of the reporting period.

Particulars	As at 31 March 2020		As at 31 March 2019	
	USD	INR	USD	INR
Trade Payables	59,575,244	4,491,377,611	55,494,367	3,850,199,212
Trade Receivable	113,132,989	8,529,096,040	74,959,128	5,200,664,301

Foreign Currency Sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Company's profit before taxes is due to changes in the fair value of monetary assets and liabilities.

Trade Payable

Amount (Rs.)

	Changes in USD Rate	Profit/(Loss)
For the year ended 31st March, 2020	1%	44,913,776
	-1%	(44,913,776)
For the year ended 31st March, 2019	1%	38,501,992
	-1%	(38,501,992)

Trade Receivable

Amount (Rs.)

	Changes in USD Rate	Profit/(Loss)
For the year ended 31st March, 2020	1%	85,290,960
	-1%	(85,290,960)
For the year ended 31st March, 2019	1%	52,006,643
	-1%	(52,006,643)

Interest Rate Risk

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Sr.No.	Particulars	Amount (Rs.)	
		For the year ended 31st March, 2020	For the year ended 31st March, 2019
	Loans	2,988,947,750	4,951,259,158
	Total	2,988,947,750	4,951,259,158

Interest Rate Sensitivity

Impact of Interest Expenses for the year on 1% change in Interest Rate

	Amount (Rs.)	
	Changes in Interest Rate	Profit/(Loss)
For the year ended 31st March, 2020	1%	(29,889,478)
	-1%	29,889,478
For the year ended 31st March, 2019	1%	(49,512,592)
	-1%	49,512,592

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows :

	Notes	Amount (Rs.)	
		March 31, 2020	March 31, 2019
Financial Assets (Current)			
Loans	9	94,269,786	83,968,492
Trade and other receivables	7	8,648,410,161	5,392,001,504
		9,163,077,479	6,197,125,297

a) Trade receivables

The Group individually monitors the sanctioned credit limits as against the outstanding balances.

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables. The Group uses a provision matrix to compute the expected credit loss for trade receivables. The Group has developed this matrix based on historical data as well as forward looking information pertaining to assessment of credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed . The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdiction and Industries and operate largely in Independent markets.

The Company exposure to top 5 Debtors is 87% of outstanding trade receivable as at March 31,2020 There is credit concentration and management is confident of full recovery.

Particular	Amount (Rs.)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Domestic Trade Receivables	119,314,121	191,337,203
Foreign Trade Receivables	8,529,096,040	5,200,664,301

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

The following table gives concentration of credit risk in terms of Top 10 amounts receivable from customers

Particular	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Trade Receivables	8,535,641,219	4,820,941,087

b) Cash and cash equivalents

Cash and cash equivalents of INR 31,92,43,275 at March 31, 2020 (March 31, 2019 INR 14,47,39,894). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Liquidity Risk

The Liquid risk that the Company will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach of managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damages to the Company's reputation.

Maturity Profile of Loans and Other Financial Liabilities as on 31 March, 2020

Particulars	Amount (Rs.)			
	Below 1 Year	1 - 3 Years	Above 3 Years	Total
Borrowings	1,195,605,562	-	-	1,195,605,562
Borrowings	-	2,064,761,920	924,185,830	2,988,947,750
Trade Payables	5,282,305,307	-	-	5,282,305,307
Other Financial Liabilities	1,260,759,815	4,492,795,706	-	5,753,555,521
Total	7,738,670,684	6,557,557,626	924,185,830	15,220,414,141

Maturity Profile of Loans and Other Financial Liabilities as on 31 March, 2019

Particulars	Amount (Rs.)			
	Below 1 Year	1 - 3 Years	Above 3 Years	Total
Borrowings	1,100,275,912	-	-	1,100,275,912
Borrowings	-	2,064,761,920	1,786,221,326	3,850,983,246
Trade Payables	4,007,879,585	-	-	4,007,879,585
Other Financial Liabilities	1,776,857,280	3,121,422,686	-	4,898,279,966
Total	6,885,012,777	5,186,184,606	1,786,221,326	13,857,418,710

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note No: 34 Operating Segments

Business Segments

The Company has identified business segments (industry practice) as its primary segment and geographic segments as its secondary segment. Business segments are primarily Trading, Development of Software and Distribution & Wind Power Generation and Manufacturing and Warehousing etc.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

Amount (Rs.)

Particulars	Year ended March 31, 2020						Year ended March 31, 2019					
	Trading, Distribution and Development	Wind Power Generation	Manufacturing	Warehousing	Un-allocable	Total	Trading, Distribution and Development	Wind Power Generation	Manufacturing	Warehousing	Un-allocable	Total
Segment Revenue												
External Sales (Net)	19,460,322,512	6,652,207	-	901,486,784	-	20,368,461,503	18,316,400,707	7,797,913	-	432,825,819	-	18,757,024,439
Other Income	-	-	-	-	497,050,871	497,050,871	-	-	-	-	122,495,819	122,495,819
Total Revenue	19,460,322,512	6,652,207	-	901,486,784	497,050,871	20,865,512,374	18,316,400,707	7,797,913	-	432,825,819	122,495,819	18,879,520,258
Segment Result (PBIT)												
Profit Before Interest and Tax	319,259,967	3,318,154	-	752,187,704	497,050,871	1,571,816,695	829,556,846	2,261,802	-	15,948,992	122,495,819	970,263,459
Interest	2,094,280	-	-	345,433,751	-	347,528,031	505,733,038	-	-	-	-	505,733,080
Provision for Tax	-	-	-	-	-	1,419,780	-	-	-	-	-	29,295,854
Profit after Tax	317,165,687	3,318,154	-	406,753,953	497,050,871	1,222,868,883	323,823,808	2,261,802	-	15,948,992	122,495,819	435,234,526
Other Information												
Segment Fixed Assets	8,523,378,670	14,940,282	3,338,638,440	11,844,574,391	-	23,721,531,783	8,522,969,788	48,161,029	3,309,765,287	10,384,380,732	-	22,265,276,836
Segment Other Assets	8,651,942,188	10,221,072	174,765,100	381,522,177	10,305,918	9,228,756,454	6,890,300,088	7,305,521	168,840,693	444,026,311	6,927,274	7,517,399,887
Total Assets	17,175,320,857	25,161,354	3,513,403,540	12,226,096,569	10,305,918	32,950,288,237	15,413,269,875	55,466,550	3,478,605,980	10,828,407,043	6,927,274	29,782,676,722
Segment Liabilities	5,193,716,793	-	908,901,977	7,956,400,957	-	14,059,019,727	3,079,048,878	-	2,425,565,025	7,297,232,434	10,174,118	12,812,020,455
Total Liabilities	5,193,716,793	-	908,901,977	7,956,400,957	-	14,059,019,727	3,079,048,878	-	2,425,565,025	7,297,232,434	10,174,118	12,812,020,455

Based on the "management approach" defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the company's performance and allocate resources based on an analysis of various performance indicators by business segments. Accordingly information has been presented along these segments.

The Group has Four reportable segments Trading Distribution & Development and Power Generations and Manufacturing and Warehousing . The Group through its wholly-owned subsidiary, Veritas Polychem Private Limited has initiated a setup of the integrated manufacturing complex at the Dighi Port in the state of Maharashtra, consisting of an PVC manufacturing plant, Ploymerized Bitumen Plant, Gas storage tanks. The project has received the status of Ultra Mega Project by the Government of Maharashtra. The Company has initiated the process of seeking various approvals required to commence setting up of the plant. VIL as the parent company has initially funded the project and the investment so made is pending allotment of securities. The project would also be suitably financed subsequently through appropriate means at appropriate time.

Geographical Segments

The secondary reporting segment for the Company is geographical segment based on location of customers, which are as follows:

Particulars	Amount (Rs.)		
	Domestic	Overseas	Total
Revenue from External Customers (FY 2019-20)	4,121,157,250	16,247,304,252	20,368,461,503
Revenue from External Customers (FY 2018-19)	5,157,822,238	13,599,202,200	18,757,024,439
Segment Assets (FY 2019-20)	12,259,203,486	20,691,084,752	32,950,288,237
Segment Assets (FY 2018-19)	13,747,626,284	16,032,963,584	29,780,589,868

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note No. 35 Payable to any micro, small and medium enterprises:

The Group does not have any dues payable to any micro, small and medium enterprises as at the year end. The identification of the micro, small & medium enterprises is based on management's knowledge of their status. The Group has not received any intimation from the suppliers regarding their status under the MSMED Act 2006.

Sr.No.	Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(i)	Principal amount remaining unpaid (but within due date as per the MSMED Act)	-	-
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v)	Interest accrued and remaining unpaid	-	-
(vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
	Total	-	-

35.1. There are no specific claims from suppliers under interest on delayed payments covered under Small Scale & Ancillary Act, 1993.

Note No. 36 Lease:

- a. The impact of change in accounting policy on account on adoption of Ind AS 116 is as follows:

Particulars	Amount (Rs.)
	Amount
Increase in Finance Cost	22,302,596
Increase in ROU	626,348,210
Increase in Depreciation	29,686,012
Increase in Lease Liability	575,598,269
Increase/Decrease in Deferred Tax	-
Decrease in Property, Plant & Equipment due to Assets Subleased to Subsidiaries	-

- b. Actual Payment of Rent from 01.04.2019 to 31.03.2020 is Rs. 7,00,38,707

- c. The following is the breakup of Current and non-current portion of Lease Liability as on 31.03.2020:

Particulars	Amount (Rs.)
	Amount
Current	48,127,686
Non-Current	527,470,583
Total Lease Liability as on 31.03.2020	575,598,269

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

d. The following is the movement of Lease Liability as on 31.03.2020:

Particulars	Amount (Rs.)
Opening Value of Lease Liability as of April 1, 2019 due to initial recognition as per Ind AS 116	-
Additions	626,348,210
Interest Expense on Lease Liability	22,302,596
Actual Payment of Rent	(70,038,707)
Provision on Disposals	-
Impact on Translation	(3,013,830)
Closing Value of Lease Liability as of March 31, 2020	575,598,269

e. The Carrying Value of Right of Use Asset as of March 31, 2020:

Particulars	Amount (Rs.)
Opening Value of Right of Use Asset as of April 1, 2019 due to initial recognition as per Ind AS 116	-
Additions	626,348,210
Disposals	-
Gross carrying value as of March 31, 2020	626,348,210
Accumulated Depreciation as of April 1, 2019	-
Depreciation	29,686,012
Accumulated Depreciation on Disposals	-
Accumulated Depreciation as of March 31, 2020	29,686,012
Impact on Translation	1,857,272
Carrying Value as of March 31, 2020	594,804,926

f. The following represents the Contractual Maturity of the Lease Liability as on 31.03.2020 on an undiscounted basis:

Particulars	Amount (Rs.)
On demand	-
Upto 3 months	9,568,334
Above 3 months to 12 months	28,705,001
Above 1 Year -3 Years	79,340,121
Above 3 Years-5 Years	81,245,905
Above 5 Years-10 Years	202,382,129
Above 10 Years	322,114,581
Total	723,356,070

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

g. Reconciliation between Ind AS 17 and Ind AS 116:

Particulars	Amount (Rs.)
	Amount
As at 1 April 2019	-
Off-balance sheet lease obligations as of 31 March 2019	-
Current leases with lease term of 12 months or less (short-term leases)	-
Leases of low value assets (low-value leases)	-
Variable lease payments	-
Others	-
Operating lease obligations as of 1 April 2019 (gross without discounting)	-
Effect from discounting at the incremental borrowing rate as at 1 April 2019	-
Lease liabilities as at 1 April 2019	-
Non-lease components (if any) (net of discount)	-
Lease liabilities due to initial application of Ind AS 116 as at 01 April 2019	-
Lease liabilities from finance leases as at 01 April 2019	-
Total lease liabilities as of 01 April 2019	-

As a Lessee:

Amount recognised in Statement of Profit and Loss:

Particulars	Amount (Rs.)
	Amount
Interest on lease Liabilities	22,302,596
Variable payments not included in measurement of lease liability	-
Income from subleasing ROU assets	-
Expenses relating to short term leases	-
Expenses relating to leases of low value assets, excluding short term leases of low value assets	-
Others	-
Total amount recognised in the Statement of Profit and Loss	22,302,596

Amount recognised in the Statement of Cash Flow:

Particulars	Amount (Rs.)
	For the year ended March 31, 2020
Total amount of cash outflows for leases (net of rental inflows)	575,598,269

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note No. 37 Related Party Disclosures:

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

a). List of related parties where control exists and also related parties with whom transactions have taken place and relationships:

Sr. No.	Nature of Related Party	Particulars
A	Key Managerial Personnel	Nitin Kumar Didwania - Director Saurabh Sanghvi - Director (Resign on 30-09-2019 as director) Praveen Bhatnagar - Whole time Director Kamala Aithal- Independent Director Alpa Parekh - Director (Resigned on 14-08-2019 as director) Vijay Shah - Independent Director (Appoint on 14-08-2019) Purvi Matani - Independent Director (Appoint on 14-08-2019) Rajaram Shanbhag - Chief Financial Officer Prasad Oak - Company Secretary
B	Enterprises over which key management Personnel and their relatives are able to exercise significant influence	Veritas Investment Limited Sears Real Estate Private Limited Prakruti import Export Private Limited Moonrise Capital LLP Veritas Housing Development Private Limited Hazel Mercantile Limited Sanman Trade Impex Limited Aspen International Private Limited Groupe Veritas Limited Gracious Real Estates Private Limited Akshata Fintrade Private Limited Emerald Fintrade Private Limited Avid Properties Private Limited Provid Trade Impex Private Limited Tightly Barter Private Limited Diva Trade Impex Private Limited Clairvoyant Trade Impex Private Limited Hazel Middle East FZE-UAE Hazel Logistics Private Limited Trident Fintrade Private Limited Effin Import Export Private Limited Arbitrum Finvest Private Limited Matin Exim Private Limited Rhythm Creators Private Limited County Trade Impex Private Limited India Fintrade Limited Priceless Investrade Private Limited Shimmer Trade Impex Private Limited Revive Securities Private Limited Glistening Properties Private Limited Kamyab Properties Private Limited Bhumiputra Agro Private Limited Kamyab Power Farms Private Limited Aristo Fincap Private Limited Aster Impex Private Limited Nerine Resort Private Limited Veritas Properties Private Limited Veritas Infrastructure Private Limited Eben Trade Impex Private Limited Kurshi Farming Private Limited Sainath Agriculture Private Limited Ontime Trade Impex Private Limited Veritas Habitats Private Limited Hazel Infra Limited Affluent Properties Private Limited Biofuels (Veritas) Limited Shubh Labh Agriculture Private Limited

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

b). Transactions with related parties:

Particulars	Amount (Rs.)			
	Key Managerial Personnel and its Relatives		Enterprises over which KMP & its relatives have significant influence	
	2019-20	2018-19	2019-20	2018-19
Unsecured Loan Given to				
Nitin kumar Didwania	562,900,650	-	-	-
Hazel Mercantile Limited	-	-	-	19,400,000
Aspen International Private Limited	-	-	225,539,912	-
Hazel Middle East	-	-	1,900,434,024	2,915,722,460
Unsecured Loan repaid by				
Nitin kumar Didwania	-	-	-	-
Hazel Mercantile Limited	1,488,340,762	-	-	519,700,000
Hazel Middle East	-	-	763,335,360	2,042,537,487
Salary and Other Employee Benefits to KMP				
Praveen Bhatnagar	4,800,000	-	-	-
Saurabh Sanghvi	-	250,000	-	-
Rajaram Shanbhag	8,700,048	7,800,000	-	-
Prasad Oak	2,550,492	2,136,048	-	-
Alpa parekh	-	16,000	-	-
Kamala Aithal	16,000	8,000	-	-
Vijay shah	24,000	-	-	-
Purvi Matani	24,000	-	-	-
Rent Paid				
Veritas Housing Development Private Limited	-	-	319,920	346,920
Diva Trade Impex Private Limited	-	-	-	120,000
Veritas Investemnt Ltd	-	-	-	-
Sears real estate pvt ltd	-	-	-	90,000
Clairvoyant Trade Impex private ltd	-	-	-	-
Finance Charges				
Hazel Middle East	-	-	-	47,858,296
Agriculture lease rent				
Hazel Mercantile Limited	-	-	20,000,000	5,000,000
Deposits Repaid				
Veritas Investment Limited	-	-	25,000	-
Diva Trade Impex Private Limited	-	-	20,000	-
Veritas Housing Development Private	-	-	2,500,000	-
Services Taken				
Hazel Mercantile Limited	-	-	-	116,604
Hazel Logistics Private Limited	-	-	2,500,000	7,425,349
Purchase of Goods				
Hazel Mercantile Limited	-	-	1,492,650,211	3,265,677,727
Sanman Trade Impex Limited	-	-	630,429,303	585,254,748
Aspen International Private Limited	-	-	77,071,137	547,784,401
Sales of Goods				
Hazel Mercantile Limited	-	-	603,734,758	786,162,212
Sanman Trade Impex Limited	-	-	149,237,786	1,066,111,132
Hazel Middle East	-	-	207,350,367	236,266,935

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

c) Balances with related parties:

Particulars	Amount (Rs.)			
	Key Managerial Personnel and its Relatives		Enterprises over which KMP & its relatives have significant influence	
	2019-20	2018-19	2019-20	2018-19
Amount Payable				
Nitin Kumar Didwania	682,080,650	333,680,000		
Hazel Mercantile Limited	-	-	2,147,413,617	3,544,241,333
Sanman Trade Impex Limited	-	-	343,404,259	-
Diva Trade Impex Private Limited	-	-	-	30,000
Aspen International Private Limited	-	-	225,539,912	-
Hazel Middle East	-	-	6,789,230,959	5,201,551,185
Hazel Logistics Private Limited	-	-	174,000	621,547
Veritas Housing Development Private	-	-	-	169,920
Security Deposits				
Sanman Trade Impex Limited	-	-	-	25,000
Diva Trade Impex Private Limited	-	-	-	20,000
Veritas Housing Development Private Limited	-	-	-	2,500,000

37.1 Compensation of Key Management Personnel

The remuneration of director and other member of key management personnel during the year was as follows:

Particulars	Amount (Rs.)	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Praveen Bhatnagar	4,800,000	-
(Director)		
Saurabh Sanghvi	-	250,000
(Director)		
Rajaram Shanbhag	8,700,048	7,800,000
(Chief Financial Officer)		
Prasad Oak	2,550,492	2,136,048
(Company Secretary)		
Kamala Aithal	16,000	8,000
(Independent Director)		
Alpa parekh	-	16,000
(Director)		
Vijay shah	24,000	-
(Independent Director)		
Purvi Matani	24,000	-
(Independent Director)		
Total	16,178,540	10,226,048

37.2 Payment to KMP's does not include post-employment benefit based on actuarial valuations as this is done for the Company as a whole

Note No. 38 OTHER EQUITY

Description of reserves

(i)Securities premium

The amount received in excess of the par value of equity shares has been classified as securities premium.

(ii)Foreign Currency Translation Reserve

The exchange differences arising from the translation of financial statements of foreign subsidiaries with functional currency other than the Indian rupee is recognized in other comprehensive income and is presented within equity.

(iii)Retained earnings

Retained earnings represent the amount of accumulated earnings of the Company.

(iv)Other components of equity

Other components of equity include remeasurement of net defined benefit liability / asset, equity instruments fair valued through other comprehensive income, changes on fair valuation of investments and changes in fair value of derivatives designated as cash flow hedges, net of taxes.

Note No. 39

In the opinion of the Board and to the best of their knowledge and belief, the value on realization of the current assets, loans & advances, deposits, in the ordinary course of business will not be less than the value stated in Balance Sheet. The liabilities on account of supply of goods & services are also not more than the value of liabilities except liability written off on account of Shortage / Rate Difference / contract performance /Quality Issues etc.

VERITAS (INDIA) LIMITED
Notes to Consolidated Financial Statements for the year ended 31st March, 2020

Note No. 40 Capital Management

The Company's objective for Capital Management is to maximise share holder value, safeguard business continuity and support the growth of the Company. The Company determines the Capital requirements based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated.

Amount (Rs.)

Note No. 41 Additional Information related to the Subsidiaries considered in preparation of Consolidated Financial Statements
Current Year

Name of the Entity	Net Assets		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	Composition	Amount	Composition	Amount	Composition	Amount	Composition	Amount
Parent								
Veritas India Limited	8.80	1,661,773,940	3.71	45,326,117	(0.09)	(340,382)	2.83	44,985,735
Subsidiaries								
Indian								
Veritas Polychem Private Limited	(0.00)	(93,272)	-	-	-	-	-	-
Veritas Agro Ventures Private Limited	44.17	8,344,173,600	(0.15)	(1,794,426)	-	-	(0.11)	(1,794,426)
Veritas Infra and Logistics Private Limited	(0.01)	(948,930)	(0.00)	(35,907)	-	-	(0.00)	(35,907)
Foreign								
GV Offshore Private Limited	-	-	-	-	-	-	-	-
Veritas International FZE	24.45	4,618,504,228	63.78	779,884,701	101.77	375,283,912	72.58	1,155,168,613
Veritas Global Pte Limited	(0.01)	(1,240,572)	(0.59)	(7,265,554)	0.01	55,133	(0.45)	(7,210,421)
Hazel International FZE	22.60	4,269,099,517	33.26	406,753,953	(1.70)	(6,256,553)	25.16	400,497,400
Total		18,891,268,510		1,222,868,884		368,742,110		1,591,610,994

Previous Year

Name of the Entity	Net Assets		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	Composition	Amount	Composition	Amount	Composition	Amount	Composition	Amount
Parent								
Veritas India Limited	3.31	562,202,211.58	13.98	60,995,122.45	100.00	(477,829.74)	13.88	60,517,292.71
Subsidiaries								
Indian								
Veritas Polychem Private Limited	6.15	1,043,040,955.00	-	-	-	-	-	-
GV Investment Finance Company Limited	-	-	0.01	63,660.68	-	-	0.01	63,660.68
Veritas Agro Ventures Private Limited	49.18	8,345,968,026.02	(0.65)	(2,839,889.00)	-	-	(0.65)	(2,839,889.00)
Veritas Agri.com LLP	-	-	(0.00)	(2,107.00)	-	-	(0.00)	(2,107.00)
Veritas Infra LLP	-	-	(0.00)	(447.50)	-	-	(0.00)	(447.50)
Veritas Infra and Logistics Private Limited	(0.01)	(913,023.80)	(0.10)	(452,855.00)	-	-	(0.10)	(452,855.00)
Foreign								
Veritas America Trading Inc	0.00	0.35	(0.55)	(2,386,952.65)	-	-	(0.55)	(2,386,952.65)
Veritas International FZE	20.53	3,484,957,627.39	173.20	755,815,790.80	-	-	173.39	755,815,790.80
Veritas Global Pte Limited	0.04	5,969,848.92	(0.11)	(469,314.08)	-	-	(0.11)	(469,314.08)
Hazel International FZE	20.80	3,530,578,514.36	(85.78)	(374,340,591.28)	-	-	(85.88)	(374,340,591.28)
Total		16,971,804,160		486,382,417		(477,829.74)		485,904,588

Note No. 42 Hedging activities

As at 31st March 2020, the Group held certain interest rate swap contract designated as a hedge of expected future payments under the borrowing contracts entered by the Group for which it has firm commitments. The interest rate swap contract is being used to hedge the interest rate risk of the firm commitments. The nominal amount of these contracts was Rs 3,78,00,54,600 and the outstanding contract value as at balance sheet date is Rs 2,36,25,33,070, (PY Rs. 3,01,30,56,115)

Particular	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest rate swap contracts	Amount in Rs	Amount in Rs
Fair Value		
Assets	-	1,828,961
Liabilities	15,040,305	-

The fair values of the interest rates swaps are estimated using quotes from external sources or from the counter party to the instruments

Note No. 43 Leases:

The Group has elected for exemption of recognition of certain leases as provided in the exclusion under Ind AS 116 which states as follows:

A lessee can elect not to apply IndAS 116's recognition and requirements to:

- a) Short-term leases; and
- b) Leases for which the underlying asset is of low value ('low valueleases')

Note No. 44 The Group has following reportable segments Trading, Distribution & Development, Power Generations and Manufacturing & Warehousing. The Group through its wholly-owned subsidiary, Veritas Polychem Private Limited has initiated a setup of the integrated manufacturing complex at the Dighi Port in the state of Maharashtra, consisting of PVC manufacturing plant, Ploymerized Bitumen Plant and Gas Storage Tanks which has been identified as a reportable segment, "Manufacturing". The project has received the status of Ultra Mega Project by the government of Maharashtra. The Group has initiated the process of seeking various approvals required to commence setting up of the plant. The project is presently financed by the Group and would also be suitably financed subsequently through appropriate means at appropriate time.

Note No. 45 Figure of the previous period have been regrouped / rearranged, wherever necessary.

As per our report of even date attached

For M.P.Chitale & Co.
Chartered Accountants
Firm Regd. No.: 101851W

SD/-
Ashutosh Pednekar
Partner
Membership No.: 041037

Place: Mumbai
Date: July 31, 2020

For and on behalf of the Board of Directors

SD/-
Nitin Kumar Didwania
Director
DIN : 00210289

SD/-
Rajaram Shanbhag
Chief Financial Officer

SD/-
Praveen Bhatnagar
Director
DIN : 02000411

SD/-
Prasad Oak
Company Secretary

VERITAS (INDIA) LIMITED
CIN: L23209MH1985PLC035702
Website: www.veritasindia.net

NOTICE is hereby given that the **Thirty-Fifth Annual General Meeting (AGM)** of the Members of **VERITAS (INDIA) LIMITED** will be held on Wednesday, 30th day September, 2020 at 11:00 AM through Video Conferencing or Other Audio Visual Means, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and the Statutory Auditors thereon;
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and the Statutory Auditors thereon;
2. To declare final dividend on equity shares for the financial year ended 31st March, 2020.
3. To re-appoint Mr. Nitinkumar Didwania (DIN: 00210289), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve of Material Related Party Transactions:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, the Members of the Company hereby approve the material related party arrangements or transactions as detailed bellow entered / to be entered into during the financial year 2020 - 2021 with authority to the Audit Committee and the Board of Directors of the Company to authorize the Management of the Company to enter into the aforesaid material related party arrangements or transactions upon the principal terms mentioned in the Explanatory Statement annexed hereto.

Name of the related party	Nature and duration of the transaction	Maximum amount per transaction
Hazel Mercantile Limited	Purchase and Sale	550,00,00,000
Sanman Trade Impex Limited	Purchase and Sale	350,00,00,000
Veritas Polychem Private Limited (wholly owned subsidiary)	Investment	250,00,00,000

“RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/ or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: 4th September, 2020

Sd/-
Prasad A Oak
Vice President - Legal &
Company Secretary

Registered Office:

Veritas House, 3rd Floor,
70 Mint Road, Fort, Mumbai - 400001
Phone no: 91 22 2275 5555/6184 0000
Email-corp@veritasindia.net

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, the (“the Circulars”) issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India, physical attendance of the Members at the Annual General Meeting (AGM) is not required and the AGM can be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) wherein the facility to appoint proxy to attend and cast vote for the members will not be available at the AGM. Accordingly, considering the safety of the members of the Company, the AGM of your Company is being scheduled through audio visual means in compliance with the applicable provisions of the Companies Act, 2013 along with rules framed thereunder and the aforementioned circulars. Hence, Members have to attend and participate in the ensuing AGM only through audio visual means. The Special Business mentioned under item no. 4 being unavoidable, be transacted at the 35th AGM of the Company.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself and a proxy need not be a member of the company. Since AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available. Hence, the Proxy Form and attendance slip is not annexed hereto.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).
4. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of this notice.

6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the AGM is not annexed hereto.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution/ authorization letter to the Company or upload on the VC portal/e-voting portal or email to evoting@nsdl.co.in.
8. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order names as per the Register of Members of the Company will be entitled to vote.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report for the financial year 2019-20 will also be available on the Company's website www.veritasindia.net, websites of Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited at www.evoting.nsdl.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
11. Members holding the shares in dematerialized form are requested to intimate all the changes pertaining to bank their details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
12. Members holding shares in physical form are requested to send/notify any changes in their address/bank mandate, if any, to the Company or the Company's Registrar and Share Transfer Agent.
13. The Securities and Exchange Board of India (SEBI) has made it mandatory (by circular dated March 21, 2013) for all listed companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for depositing of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records.
14. The Securities Exchange Board of India (SEBI) for securities market transactions and/or off-market transactions or private transaction involving the transfer of shares in physical form has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore requested to submit the copy of their PAN to their Depository Participant with whom they are maintaining their demat accounts in case they have not submitted their details till date. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.
15. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filed to the Registrar and Transfer Agents, Universal Capital Private

Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing nomination facilities.

16. As provided in the Section 124 sub section (5) of the Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). The details of unpaid dividend can be viewed on the Company's website <http://www.veritasindia.net/>. Details of shares transferred to IEPF Authority are available on the Company's website <http://www.veritasindia.net/>. The shareholders, whose unclaimed shares or unpaid amount has been transferred to the IEPF Authority Account, may claim the same from the IEPF Authority by filing Form IEPF-5 along with requisite documents.
17. Members, who have not yet encashed their dividend warrant(s), are requested to forward their claims to the Registrar and Transfer Agents, Universal Capital Services Limited or the Company at its registered office address. It may be noted that once the unclaimed dividend is transferred to the IEPF, as above, no claim shall lie against the Company.
18. In terms of Section 152 of the Companies Act, 2013, Mr. Nitinkumar Didwania (DIN: 00210289), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. Accordingly, a brief resume of Mr. Nitinkumar Didwania and information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard - 2 issued by the Institute of Companies Secretaries of India is attached hereunder, along with the details of the companies in which he is Director/Chairman and the Board committees in which he is chairman/member.
19. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at <http://www.veritasindia.net/> during the time of the AGM.
20. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
21. Members are requested to forward their share related queries and communications directly to the Registrars and Share Transfer Agents of the Company - Universal Capital Securities Pvt. Ltd., **at their new address at C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083 email id: ravi@unisec.in or the Company Secretary of the Company; email id: corp@veritasindia.net**

Voting through the electronic means

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. 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 Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at http://www.veritasindia.net/annual_reports.asp. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 27th September, 2020 at 9:00 A.M. and ends on Tuesday, 29th September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in 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. Your password details 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 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 in 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 from 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 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 steps mentioned below in 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 "**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 aforesaid two options, you can send a request at 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 the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 mansi@jmja.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and 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 go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 corp@veritasindia.net
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 scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corp@veritasindia.net

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 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 casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system 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 details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person 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 same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. 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 (company email id). The same will be replied by the company suitably.

Place: Mumbai

Date: 4th September, 2020

Sd/-

Prasad A Oak

**Vice President - Legal &
Company Secretary**

Registered Office:

Veritas House, 3rd Floor,

70 Mint Road, Fort, Mumbai - 400001

Phone no: 91 22 2275 5555/6184 0000

Email-corp@veritasindia.net

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

In respect of Item No: 4

Under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders through resolution.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party(ies), the company obtain the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014.

In the light of provisions of the Companies Act, 2013 the Board of Directors of your company has approved, upon recommendation of the Audit Committee, the proposed transactions along with annual limit that your company may enter into with the related parties.

Primarily/largely Veritas (India) Limited imports polymers, whereas Hazel Mercantile Limited imports petrochemicals and Sanman Trade Impex Limited imports Solvents. Different companies having different set of customers which may interchangeably require any or all of these products to channelise imports or sales effectively across multiple clients having different requirements. The Company tend to have purchase and/or sales with related parties.

The particulars of the transactions pursuant to the provisions of Section 188 and Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of Related Party	Name of the Director/KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Hazel Mercantile Limited	Mr. Nitinkumar Didwania is a Promoter and Managing Director of Hazel Mercantile Limited	The transaction of Rs. 550 crores may be entered for the Financial Year 2020-21(or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors. Particulars of the Contract or Arrangement: Sale, purchase or supply of goods and materials upto Rs. 550 crores.
Sanman Trade Impex Limited	Mr. Nitinkumar Didwania is a Promoter and Director of Sanman Trade Impex Limited	The transaction of Rs. 350 crores may be entered for the Financial Year 2020-21 (or such extended period of time as may be decided by the

		Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors. Particulars of the Contract or Arrangement: Sale, purchase or supply of goods and materials upto Rs. 350 crores.
Veritas Polychem Private Limited	Wholly Owned Subsidiary	The transaction of Rs. 250 crores (as per the below mentioned details) may be entered for the Financial Year 2020-21 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by Board of Directors. Veritas Polychem Private Limited is in its nascent stage and is proposing a setting up of an integrated PVC project, which has got mega project status from the State Government of Maharashtra.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length.

ANNEXURES to the Notice

Details of Directors seeking re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement), 2015

For other details such as number of shares held, number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.

1.

Name of Directors	Mr. Nitinkumar Didwania
Date of Birth	23 rd June, 1974
Date of Appointment	05 th December, 2007
Brief resume/ Qualification	M. Com
Nature of Expertise in specific functional areas	Mr. Nitinkumar Didwania coming from business family started his own business primarily into import and trading of chemicals and has more than 25 years of experience in the same.
Disclosure of relationships between Directors inter-se	He is not related to other Directors of the Company
Board Membership of other companies as on 31st March, 2020	15
Membership/Chairmanship of Committees of other Companies as on 31st March, 2020	3
Shareholding of Non-Executive Director	92,50,000 shares

For other details such as number of number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.