

**JAY BHARAT MARUTI LIMITED**

**Corporate Office :**  
Plot No. 9, Institutional Area,  
Sector 44, Gurgaon-122 003 (Hr.)  
T : +91 124 4674500, 4674550  
F : +91 124 4674599  
W : www.jbmgroupp.com



**Ref. No: JBML/SE/Q2/19-20/92**

**Date: 22<sup>nd</sup> August, 2019**

**BSE Limited  
Phiroz Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400001**

**The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G- Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051**

**Scrip Code: 520066**

**NSE SYMBOL: JAYBARMARU**

**Sub: Submission of Notice of Annual General Meeting and Annual Report for the financial year 2018-19**


Dear Sir,

In addition to our earlier communication dated 08.08.2019, we hereby enclose herewith the Notice of 38th Annual General Meeting of the Company scheduled to be held on Saturday, 14<sup>th</sup> September, 2019 as informed.

Further, pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Annual Report of the Company for financial year 2018-19 is also attached herewith.

Kindly take the above submissions to your records.

For **JAY BHARAT MARUTI LIMITED**

  
**Ravi Arora  
Company Secretary**

Encl:

1. Notice to Annual General Meeting
2. Annual Report for the f.y. 2018-19

**Works :**

**Plant I :** Plot No. 5, MSIL, Joint Venture Complex, Gurgaon-122 015 (Haryana) T: +91 124 4887200, F: +91 124 4887300  
**Plant II :** Village & Post - Mohammadpur Narsinghpur, Sector 36, Gurgaon - 122 001 (Haryana) T: +91 124 4935300, F: +91 124 4935332  
**Plant III :** Plot No. 15-16 & 21-22, Sector 3A, Maruti Supplier Park, IMT Manesar, Gurgaon -122 051 (Haryana) T: +91 9999190423, 9899079952  
**Plant IV :** Plot No. 322, Sector - 3, Phase-II, GWC, Bawal - 123 501 (Haryana) T +91 8221004201, 8221004203  
**Regd. Office :** 601, Hemkunt Chambers, 89, Nehra Place, New Delhi - 110 019 T : +91 11 26427104-06. F : +91 11 26427100  
**CIN :** L29130DL1987PLC027342

DRIVING  
VALUE BY  
EXCELLENCE

**JBM** Group   
Our milestones are touchstones



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### Cautionary Statement Regarding Forward-Looking Statement

The information and opinion expressed in this Annual Report may contain certain forward-looking statements relating to the future business, development and economic performance. Such statements may be subject to a number of risks and uncertainties which could cause actual developments and results to differ materially from the statements made in this Report. Jay Bharat Maruti Limited shall not be liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein. Furthermore, certain industry data are collected from various reports and sources publicly available. We cannot authenticate the correctness of the same and readers are requested to exercise their own judgment in assessing the risk associated with the Company.

# DRIVING VALUE BY EXCELLENCE

When an organization is in a continued state of evolution to meet global standards and adopt best practices; it is the route, the journey, the consistency and maturity attained over time that brings in an attribute of tenacity that becomes the value driver to fulfill its core business goals. The definition that amalgamates such tenacity to 'Driving Value By Excellence' is made possible by the core thought leadership and the organization ethos to attain consistency in business results and create value for stakeholders.

Jay Bharat Maruti Limited is aptly exemplified by the cover design concept inspired from one of the most fascinating birds – the Arctic Tern that is known for its tenacity to traverse the longest migratory journey across the world. The theme is specifically apt for the situation that Automotive Industry is going through. This is an intense environment and inclination of a bounce-back is difficult to predict. Therefore we must strictly re-evaluate ourselves and see what we need to-do to stay afloat in such tides of uncertainty and extremes. Just like the migratory birds we need to migrate from our old way of working to a leaner and agile working practice and create a conducive environment for the latter. While doing so each stakeholder has a key role to play and a unique value to add. Their united efforts, focused will lead the organization into the era of Industry 4.0 and also ensure that the organizational values and culture are consistently upheld and always the core of all endeavors.

The theme depicted also has the JBM brand identity embedded as the nucleus that stands for the organization's virtue of Excellence and the journeying birds represent the Value Driving Thoughts & Actions of Jay Bharat Maruti that works in conjunction to Drive Value By Excellence.

Akin to the Arctic Tern that can fly to the highest point and the longest distance; similarly JBM has created different many milestone by early adoption of Lean Manufacturing and continues to impress its stakeholders by expanding horizons in the realm of global technology to be future ready and work consistently towards value creation for customer actions that are innovatively inclined to drive Excellence.

The ever expanding spiraling motion of the birds moving outwards showcases Jay Bharat Maruti Limited's approach to expand, drive value for internal and external stakeholders and achieve excellence by the sheer virtue of the organizations Driving Value By Excellence functionality.

# OUR MILESTONES

Transfer line (KOMATSU 2500T) at Plant 2, Gurgaon  
Commissioned Plant 4 at Bawal for spares of MSIL

2012

Roll Forming Line for Model-Y9T at Plant 2

2014

Manufacturing of High Tensile Parts / Toolings (upto 980 Mpa) at Plant 2  
Production of Model (S-CROSS & VITARA BREZZA) at Plant 1

2015-16

SAP implemented ROBOTIC TANDEM Line at Plant 3, Manesar for Skin Panels

2010-11

Started Production at Plant-3, Manesar Gurgaon  
Commissioning of AXLE line(RITZ) at Plant 1

2008-09

Setup Tool Room at Gurgaon

2007

Commenced commercial production of Model Swift

2006

J.V Incorporated

1987

Commissioned production at Plant 1, Gurgaon

1988-89

Successfully Commissioning of Plant 2

1995

Initiated Manufacturing of Exhaust Systems

1996



Plant-5 In Vithlapur, Gujarat

Setting up

- Robotic Tandem Line
- 2500t Transfer Line
- Progressive Line

Commissioned 1200t Servo Press Line (Fagor- Spain) at Plant 2, Gurgaon



2017

Phase I Production started at Plant-5 Vithlapur, Gujarat

Joint venture with Ogihara for tooling



2018

Phase II Production started at Plant-5 Vithlapur, Gujarat



2019

Swift Dzire Line Installation

Installed CED Paint Shop



2005

OHSAS 18001:1999 Accrediation by UL INC Flexible Manufacturing System 5 Axis Laser Machine at Plant 1, Gurgaon



2003-04

ISO/TS 16949:2002 Accrediation by UL INC (GLOBALLY FIRST)



2002-03

Catered to Versa line



2001

Presented with National Productivity Award



1997

Bestowed with QS- 9000 & ACMA Quality Trophy



1998

Safety & Welfare Award by the Govt. of Haryana Implemented ERP Software System BAAN-IV



1999

Manufacturing M-800 Car Under Bodies



2000



## FROM THE CHAIRMAN'S DESK

Dear Shareholders,

As we conclude another satisfying year at Jay Bharat Maruti Limited, I would like to commence this message by drawing a simile between this wonderful bird the 'Arctic Tern' that is known for its tenacity to traverse the longest migratory journey across the world, representative to the journey we have had with our partners Maruti Suzuki India Limited; an association that has grown from strength-to-strength over time propelled by the endeavor of 'Driving Value by Excellence'.

India of today is one of the fastest growing economies. Now onto an aggressive mission of being a 5-trillion Dollar economy in the next five years. This is an encouraging statistic especially with the manufacturing sector projected to be at 20% of the economy with the worth of 1-trillion Dollar leading to increasing investments and exports, aptly supported by the smooth implementation of the new Goods and Services Tax (GST). This growth will be driven by the country's population growth trajectory and its need for infrastructure and utilities that in a way would logically drive to capacity utilization. Post the impact of the reforms like demonetization, a rapid recovery was witnessed in almost all automotive segments. As mentioned in my last year's address, our Government's dual objective of bringing the unorganized sectors into the tax-compliant mainstream and outreaching the benefits of economic growth to larger sections of our society have strengthened the foundation of a new India that is already on its way towards a sustained economic growth in the coming decades.

India has been introducing and implementing an array of development and growth initiatives to address its long standing challenges. The Government has continued to invest its resources in 'Skill India' and this initiative of training and upskilling the country's employable manpower is bringing boost to the employment. The 'Make in India', along with the 'Ease of Doing Business' in India has boosted investment, fostered innovation and encouraged building best-in-class manufacturing infrastructure and Special Economic Zones. Given the wave of rapid urbanization, schemes such as Smart Cities and AMRUT are focused towards creating dynamic urban spaces in towns and cities across the Nation. On the infrastructure front, transport and navigation systems are being upgraded with latest facilities leading to better roads and highways, therefore, giving impetus to the automotive sector.

At this juncture, it would be imperative to quote the 'Automotive Mission Plan(AMP) 2026' which directs the Indian Automobile Industry to be a front runner in the "Make In India" programme, as it is amongst the foremost drivers of the manufacturing sector. Over the next decade, the Indian automotive sector is likely to contribute in excess of 12% of the country's GDP and comprise more than 40% of its manufacturing sector. The AMP envisages that the Indian Automotive Industry will grow 3.5-4 times in value from its current output of around Rs 4,64,000 cr to about Rs. 16,16,000 – Rs. 18,88,500 cr by 2026, thereby, constituting almost 50% of the total manufacturing GDP.

The election results, providing vast majority to the Government, have created a very positive vibe for the economy.

I am glad to report a double digit growth in your company's revenues by 11.48% at Rs.19969.74 million. EBIDTA witnessed an encouraging jump of 11.46 % from Rs. 1592.58 million in FY18 to Rs 1775.02 million in FY19. The EBIDTA margin in FY19 stood at 8.89% from 9.18%. Your company's net profit for the year stood at Rs. 521.71 million, as against Rs. 588.91 million in FY18.

The First half of the Financial Year 2018-19 witnessed growth in line with earlier years. However, from the third quarter, the market softened substantially and even the festive season providing no reprieve. This slowdown has continued in the current year with no signs of revival affecting not only car sales but all other sectors of the automobile industry. The Industry expects a major stimulus from the Government for the automotive industry to bounce back, which will bring the economic growth on track.

The highlight of the year has been start of production of Phase - II at your company's state of the art plant in Vithalapur, Gujarat which is catering to the requirements of Suzuki Motor Gujarat Private Limited. In April, 2018 JBML entered into a strategic joint venture with Ogihara with an objective of strengthening our tooling capabilities. The JV Company has already started its trial production in April, 2019. The year has been satisfying for us all at Jay Bharat Maruti Ltd, and we intend to continue with our mission of creating value for all stakeholders by focusing on our strengths and delivering synergistic congruence to grow and expand.

To conclude, I would like to formally thank our partner Maruti Suzuki India Ltd for their continued patronage on our delivery prowess. I extend my sincere appreciation to the management and the staff of the company for their valued contribution to drive excellence as a practice. A big thanks to you, our valued shareholders. Your faith and trust in our capabilities keeps motivating us to evolve higher and stronger.

Finally, I would like to end this note by quoting a famous quote of Pluto!

"Excellence is not a gift, but a skill that takes practice. We do not act rightly because we are 'Excellent' in fact we achieve "Excellence by acting rightly"

**Thank You and Jai Hind.**

**Surendra Kumar Arya**  
Chairman

The highlights of the year have been start of production of Phase - II at your company's state of the art plant in Vithalapur, Gujarat which is catering to the requirements of Suzuki Motor Gujarat Pvt. Ltd. In April, 2018 JBML entered into a strategic joint venture with Ogihara with an objective of strengthening our tooling capabilities. The JV Company has already started its trial production in April, 2019. Your company's performance has been driven by a double digit growth in revenues by 11.48% at Rs.19969.74 million. EBIDTA witnessed an encouraging jump of 11.46 % from Rs. 1592.58 million in FY18 to Rs. 1775.02 million in FY19. The EBIDTA margin in FY19 stood at 8.89% from 9.18%. The net profit for the year stood at Rs. 521.71 million, as against Rs. 588.91 million in FY18.



# STANDALONE

# FINANCIAL HIGHLIGHTS

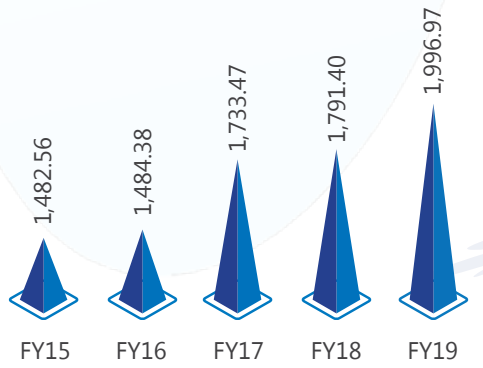
₹ In Crore

Particulars	2014-15	2015-16	2016-17	2017-18	2018-19
Revenue from operations	1,475.16	1,480.60	1,732.05	1,787.79	1,994.00
Less: Excise Duty	181.03	178.68	205.42	57.38	-
Net Sales	1,294.14	1,301.92	1,526.63	1,730.41	1,994.00
Other Income	7.40	3.78	1.42	3.61	2.97
Total Income	1,482.56	1,484.38	1,733.47	1,791.40	1,996.97
EBIDTA	112.78	120.87	134.52	159.26	177.50
Financial Charges	21.33	22.14	18.30	20.12	34.33
Depreciation - Property, Plant and Equipment and Intangible Assets	38.20	39.02	41.43	49.10	61.49
Profit Before Tax	53.25	59.71	74.79	90.04	81.68
Tax	13.27	19.90	21.02	31.15	29.51
Profit After Tax	39.98	39.81	53.77	58.89	52.17
Share Capital	10.83	10.83	10.83	10.83	10.83
Other Equity	196.26	241.90	293.63	349.42	393.23
Net Worth	207.09	252.72	304.46	360.25	404.06
Net Turnover/Inventory (Times)	10.33	9.72	13.34	13.55	14.54

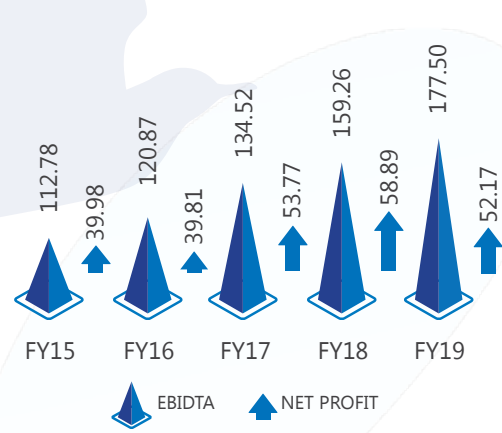
Key Indicators					
EBIDTA/Net Sales (%)	8.71	9.28	8.81	9.20	8.90
PBT/Net Sales (%)	4.11	4.59	4.90	5.20	4.10
PAT/Net Sales (%)	3.09	3.06	3.52	3.40	2.62
RONW (PAT/Average Net Worth) (%)	21.08	17.32	19.30	17.72	13.65
Earning Per Share (₹)	18.47	18.39	24.84	27.20	24.10
Cash Earning Per Share (₹)	36.11	36.41	43.97	49.88	52.50
Dividend Per Share (₹)	2.00	2.00	2.50	2.50	2.50
Book Value per Share (₹)	95.65	116.73	140.63	166.40	186.63
Price/Earning Ratio (Times)	7.33	6.82	17.02	13.71	10.83
Market price of share as on 31 <sup>st</sup> March' (₹)*	135.30	125.35	422.75	372.95	260.95
Market Capitalisation (₹ in crores)	292.92	271.38	915.25	807.44	564.96
Proposed Dividend (₹ in crores)	4.33	4.33	5.41	5.41	5.41
Corporate Dividend Tax (₹ in crores)	0.87	0.88	1.10	1.10	1.11
"Dividend Payout Ratio(%) (including Dividend Distribution Tax)"	13.01	13.09	12.11	11.06	12.51

Note: \* as per BSE prices

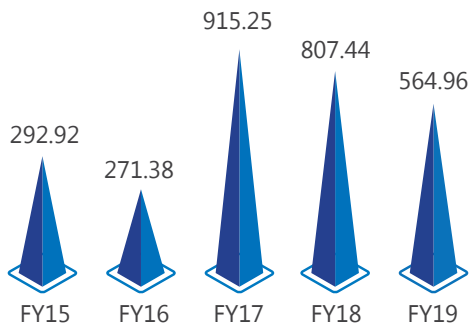
**Total Income (₹ In Crore)**



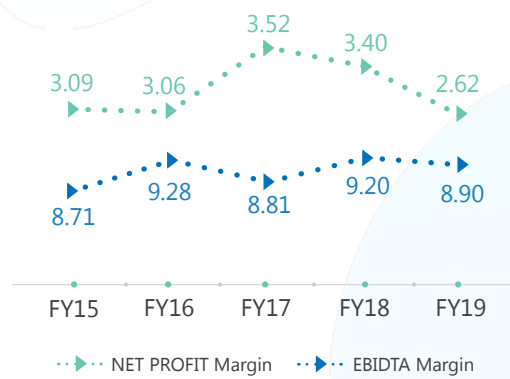
**EBITDA and Net Profit (₹ In Crore)**



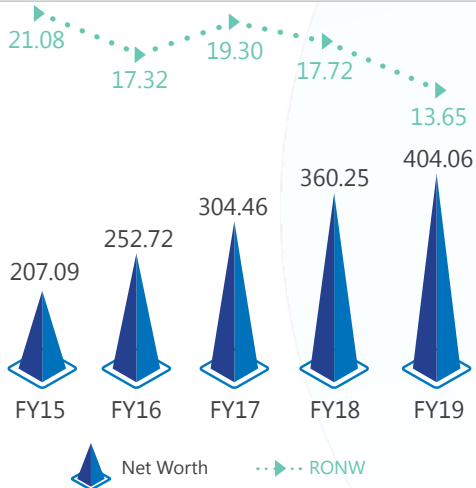
**Market Capitalisation (₹ In Crore)**



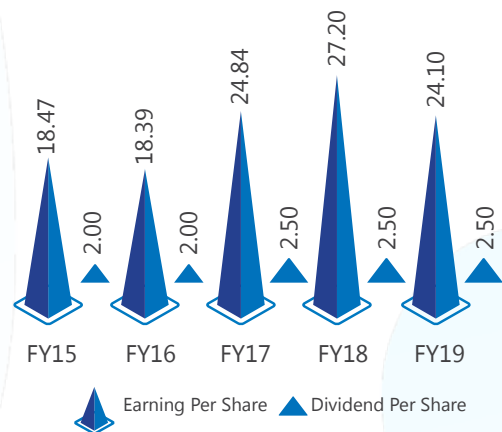
**Profit and EBITDA Margin (%)**



**Net Worth (₹ In Crore) and RONW (%)**



**Earning Per Share and Dividend Per Share (₹)**



# JAY BHARAT MARUTI LTD.

## IN BRIEF



Jay Bharat Maruti Limited (JBML), founded in 1986, in collaboration with Maruti Suzuki India Limited (MSIL), is the leading manufacturer of key auto components and assemblies such as BIW parts, exhaust systems, fuel fillers (fuel pipe), and suspension parts for passenger cars. Our five state-of-the-art manufacturing plants, located in Gurgaon, Bawal, Manesar (Haryana) and Gujarat are well equipped with advanced production lines to develop products of highest quality.

### Vision

Expanding leadership in our business by creating an agile environment that delivers excellence and delight to stakeholders through the power of People, Innovation and Technology.

### Mission

To make JBML a synonym for a world-class organization, excelling in sheet metal technologies.

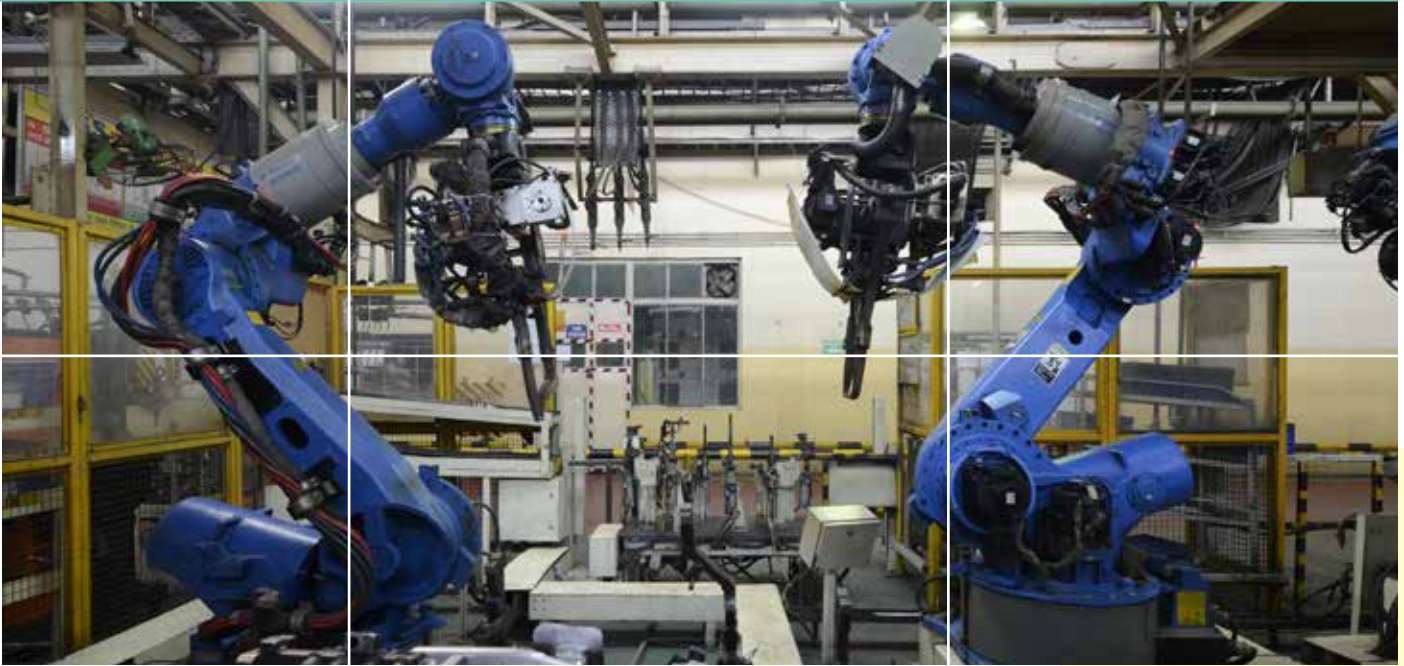
1994

crore turnover

5

state-of-the-art manufacturing facilities





## Values

**Integrity & Ethics:** By having the conscience to be honest and sincere, resulting in appropriate conduct without being overseen.

**Ownership & Commitment:** By feeling a sense of accountability towards all tasks undertaken and taking complete responsibility for the outcomes.

**Respect & Teamwork:** By fostering trust among people and an appreciation for diversity of ideas, thereby harnessing the potential of individuals and channeling it to accomplish greater group goals.

**Customer Trust & Delight:** By meeting commitments, being sensitive to customer needs and addressing matters with clarity and speed.

**Safe & Green:** By being, in all our actions, a conscientious corporate citizen who prioritizes the safety of its people, protects the environment and contributes to the wellbeing of the society.

## Driving ahead through robust operational facilities

- Stamping, Welding, Fuel Pipe Manufacturing, Die Manufacturing, Painting and Plating
- Press Shop - 20T to 2500T Presses - Standalone, Hydraulic Robotic, Automated and Transfer Press Lines. Die Design Development and Manufacturing CNC Machines – Die Spotting, Assembly - Trial and TPMs
- Weld Shop - MIG / MAG Welding - Manual Robotic, Spot Welding - SSW, PSW, IT Gun, MSW, Robotic Projection Welding - MSW, PSW, SSW, and Laser Cutting Rules
- Coordinating measuring rules and other quality Control/assurance related equipment
- Die manufacturing for large panels
- Fuel pipe manufacturing machines
- Others - World-class Paint and Plating shops

5500

IATF-16949:2016,  
ISO 14001:2015,  
OHSAS 18001:2007

workforce

system quality certifications

# KEY CATEGORIES

## Superior product portfolio

- Sheet Metal Components & Assemblies
- Welded Assemblies
- Exhaust Systems
- Fuel Fillers (Fuel pipe)
- Axles
- Tools & Dies



# ALLIANCES & PARTNERSHIPS

In partnership with leading global companies to deliver market-leading innovation

- SNIC Co. Ltd., Japan
- Daiwa Excel, Japan
- Yorozu Corporation, Japan
- Futaba Industrial Co., Japan
- Okamoto Press Co. Ltd., Japan
- Ogihara (Thailand) Co. Ltd., Thailand





# AWARDS AND ACCOLADES

## 2016-17

- Certificate of appreciation in the field of yield improvement
- Certificate of appreciation in tooling localisation
- Certificate of appreciation in the field of Design & Development

## 2017-18

- Certificate of Appreciation in the field of VA-VE
- Certificate of Appreciation for Gujarat Localization
- Certificate of Appreciation in the field of Tooling Localization

## 2018-19

- Certificate of Appreciation for superior performance in the field of Yield improvement.
- Certificate of Appreciation for superior performance in the field of Part Development (Build to Print Category).

## 2015-16

- Certificate for Yield Improvement
- Certificate for Superior Performance in the field of Focused Model Cost Reduction

## 2014-15

- Certificate for Yield Improvement

## 2013-14

- Certificate of Tier-2 Up-gradation
- Certificate for Yield Improvement

## 2010-11

- Certificate for Incoming Quality Improvement
- Certificate for VA VE
- Trophy for HR initiative
- Trophy for Audit Rating

## 2011-12

- Silver Shield for overall performance
- Shield for Spare Delivery
- Shield for Special Support
- Certificate for 'VA VE'
- Certificate for 'Capacity Enhancement'

## 2012-13

- Gold Trophy for overall performance
- Shield for Yield Improvement

## 2009-10

- Trophy for Value Analysis and Value Engineering (VA VE)
- Trophy for Manufacturing Excellence Awards

## 2008-09

- Vendor Performance Award for Car Scheme
- Vendor Performance Award for MPS
- Shield for Tier-2 Up-gradation
- Shield for Yield Improvement (1.1.1)

## 2007-08

- Yield Improvement Trophy
- Significant Achievement in Business Excellence - CII Exim Bank

A TESTIMONY TO OUR OPERATIONAL EXCELLENCE

# CORPORATE SOCIAL RESPONSIBILITY



Our Corporate social responsibility (CSR) activities revolve around the ethos of consistent socio-economic progress along with a focus on creating a sustainable business blueprint that puts emphasis on environmental sustainability. We have persistently worked towards economic empowerment of the rural communities wherein we have provided economic independence to the rural populace and improved their infrastructure through our community outreach programs. By way of our contribution to Suman Nirmal Minda Charitable Trust, we have been promoting education, education projects and building school infrastructure. Besides, we regularly lend our support to the NGOs who are actively involved in imparting education to the underprivileged and are investing their time and resources in character building, improving health and hygiene of people and sports.

Our belief system strongly promulgates ethical value system, therefore, we have produced and promoted moral and motivational CD's for distribution to various Schools and Institutions that will, in turn, instill moral values in the younger generation. We are steadfast in following our social and environmental ethos and our business development will be pursued in such a manner that it will continue to support inclusive growth, social equity, and environmental sustainability, which, in turn, will help create value for all our stakeholders.

## Following are some of our committed efforts in this direction:

- We manage our operational activities effectively to minimise any adverse impact on the environment, general health and safety.
- We constantly frame and implement effective environment conservation policies.
- We have a Health and Safety Management Team that regularly monitors, set and reviews our environment health and safety objectives and targets.
- We constantly endeavour to reduce waste through implementing an effective waste recycling process within our manufacturing operations

# CORPORATE INFORMATION



**Mr. S. K. Arya**  
Chairman & Managing Director



**Mr. Rajiv Gandhi**  
Director



**Mr. Dhanendra Kumar**  
Director  
w.e.f 16<sup>th</sup> July, 2018



**Mr. D. P. Agarwal**  
Director



**Mrs. Pravin Tripathi**  
Director  
w.e.f 10<sup>th</sup> July, 2019



**Mr. Achintya Karati**  
Director



**Mr. Nishant Arya**  
Director



**Ms. Esha Arya**  
Director



**Mr. U. C. Agarwal**  
Director  
\* upto 31<sup>st</sup> March 2019

**President & CFO**  
Mr. Anand Swaroop

**Company Secretary  
& Compliance Officer**  
Mr. Ravi Arora

**Joint Venture Partner**  
Maruti Suzuki India Limited

**Statutory Auditors**  
Sahni Natarajan and Bahl  
(Chartered Accountants)

**Registrar & Share  
Transfer Agent**  
MCS Share Transfer Agent Ltd.

## Bankers

- CTBC Bank Ltd • DBS Bank India Ltd • HDFC Bank • HSBC Bank • ICICI Bank Ltd. • IDFC First Bank
- Kotak Mahindra Bank Ltd. • MUFG Bank Ltd • Standard Chartered Bank • Yes Bank Ltd.

# DIRECTORS' REPORT

To  
The Members,

Your Directors are pleased to present the Thirty Second Annual Report on business and operations of your Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2019.

## 1. STANDALONE FINANCIAL RESULTS:

The highlights of the standalone financial statements of your Company for the year ended 31st March, 2019 along with the previous year's figures are given as under:

₹ In Crore

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Total Income	1996.97	1791.40
Earnings before interest, depreciation, tax and amortization (EBIDTA)	177.50	159.25
Finance Cost	34.33	20.11
Depreciation	61.49	49.10
Profit Before Tax	81.68	90.03
Tax Expense	29.51	31.14
Profit after Tax	52.17	58.89
Retained Earnings:		
Balance at the beginning of the Year	311.52	259.22
Profit for the Year	52.17	58.89
Other Comprehensive Income arising from remeasurement of defined benefit Obligation	0.18	(0.08)
Payment of dividend on equity shares	(5.41)	(5.41)
Corporate Dividend Tax paid	(1.11)	(1.10)
Balance at the end of the year	357.35	311.52

## 2. STANDALONE FINANCIAL HIGHLIGHTS:

Your Company recorded total Income of ₹ 1996.97 Crores during the financial year 2018-19 as compared to ₹ 1791.40 Crores in the previous year, showing an increase of 11.48%. The EBIDTA has gone up by 11.46% during the financial year 2018-19 due to strong operational performance. The Profit Before Tax for the financial year 2018-19 amounts to ₹ 81.68 Crores as against ₹ 90.03 Crores for the previous year, showing a decrease of 9.28%. The profit after tax has gone down in the financial year 2018-19 to ₹ 52.17 Crores as compared to ₹ 58.89 Crores in the previous year showing a decrease of 11.41%. The reason for lower Profits is due to higher depreciation & finance cost for expansion in plant at Vithlapur, Gujarat.

## 3. DIVIDEND AND APPROPRIATION:

### (A) DIVIDEND

Your Directors have recommended a dividend of ₹ 2.50 (i.e. 50%) per equity share for the financial year ended 31st March, 2019, amounting to ₹ 5.41 Crores (Exclusive of Corporate Dividend Tax of ₹ 1.11 Crores). The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose name appear in the Register of Members as on 06th September, 2019 and in respect of shares held in dematerialized form, it will be paid to members whose name are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

### (B) APPROPRIATION

During the financial year 2018-19, an amount of ₹ Nil (Previous Year NIL) was transferred to the General Reserve from the Profits of the Company.

#### 4. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management Discussion and Analysis Report is given separately and forming part of the Annual Report.

#### 5. CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with Indian Accounting Standard (IND AS) - 110 on Consolidated Financial Statements read with Indian Accounting Standard (IND AS) - 28 on Investments in Associates and Joint Ventures, the audited consolidated financial statements are provided in the annual report.

The Consolidated Financial Statements together with the Auditors' Report thereon forms part of this Annual Report. Pursuant to provisions of Section 129(3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the Joint Venture company in the prescribed form AOC-1 is a part of the Consolidated Financial Statements.

#### 6. CREDIT RATING:

ICRA has reaffirmed its credit rating of A1+ for short term instruments which is the highest rating for credit quality and the rating for long term debt Instruments is AA- and indicating the outlook on the long term rating as "Stable".

#### 7. QUALITY:

Your Company has implemented International Quality Management System based on the requirement of IATF 16949:2016. The Company has established, implemented and is maintaining an Information Security Management System. During the year, ISO 14001 surveillance was carried out by M/s American System Registrar, LLC and the auditors recommended the continuation of the ISO 14001. Apart from the above, your Company is also OHSAS-18001:2007 and ISO-14001:2015 certified.

#### 8. HUMAN RESOURCES:

The overall satisfaction of the employees of the Company is very high. Employees continued to take charge through collaborative approach and rigorous thinking which become possible through effective HR policies and its religious implementation. The employee's relations were peaceful and harmonious throughout the year under review. Your Company conducts in-house training programs for its employees at all levels. The focus is on maintaining motivation at a high level with stress on leadership development.

#### 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

##### Directors

Ms. Esha Arya (DIN 00004836) will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The Board of Directors recommend her re-appointment. A brief profile and other details as required under Regulation 36 of Listing Regulations are provided in the notice of 32nd Annual General Meeting of the Company.

Mr. Uday Chand Aggarwal (DIN 00012468), Independent Director of the Company ceased to be Director of the Company with effect from close of business hours on 31st March, 2019 due to completion of his tenure as Independent Director.

Your Company at the 27th Annual General Meeting held on 19th August, 2014, had appointed Mr. Dharmpal Agarwal and Mr. Achintya Karati as Independent Directors of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since Mr. Dharmpal Agarwal and Mr. Achintya Karati have completed their initial term as Independent Directors of the Company on 31st March, 2019, your Board of Directors on the recommendation of Nomination and Remuneration Committee vide its circular resolution dated 31st March, 2019 have re-appointed Mr. Dharmpal Agarwal and Mr. Achintya Karati as Independent Directors of the Company for a second term of 5 (Five) years w.e.f 01st April, 2019 to 31st March 2024. Their re-appointments requires the approval of Shareholders which are placed for approval of shareholders in ensuing Annual General Meeting.

The Board of Directors of the company on the recommendation of Nomination and Remuneration Committee, vide its circular resolution dated 10th July, 2019 has appointed Mrs. Pravin Tripathi, as an Additional Director and Independent Director of the Company for a term of 5 (Five) years w.e.f 10th July, 2019 to 9th July, 2024, which is placed for approval of shareholders in ensuing Annual General Meeting.

##### Key Managerial Personnel

There is no change in the Key Managerial Personnel of the Company during the year 2018-2019.



## 10. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors of the Company have given a declaration confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act, and the Listing Regulations.

The terms of appointment of Independent Directors may be accessed on the Company's website at the link: <http://www.jbmgroun.com/pdf/T&C%20Appointment%20of%20Independent%20Director/Jay-Bharat-Maruti-Ltd-terms-conditions-of-appointment-of-Independent-Directors.pdf>

## 11. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Act, Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Guidance Note on Board Evaluation issued by the SEBI dated January 05, 2017, the Board has carried out the annual performance evaluation of its own performance, Directors individually as well as evaluation of its Committees. The evaluation criteria, inter-alia, covered various aspects of the Board functioning including its composition, attendance of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making.

The performance of individual Directors was evaluated on parameters such as level of engagement and contribution, independence of judgment and safeguarding the interest of the Company, etc. The Directors expressed their satisfaction with the evaluation process.

## 12. NOMINATION & REMUNERATION POLICY:

The policy for selection of Directors and determining Directors independence may be accessed from Company's website at the link : <http://www.jbmgroun.com/pdf/policies/Policy%20for%20selection%20of%20Directors%20and%20determining%20Directors.pdf>. Further Remuneration Policy for Directors, Key Managerial Personnel & other employees may be accessed from Company's website at the link: <http://www.jbmgroun.com/pdf/policies/JBMLRemuneration%20Policy%20for%20Directors,%20KMP%20and%20other%20employees.pdf>

## 13. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) of the Act, your Directors, to the best of their knowledge and belief and based on recommendation and compliance certificate received from the operating management and after enquiry, pursuant to Section 134(5) confirm that:

- (a) In the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) Such accounting policies have been selected and applied consistently and judgments and estimates are made which were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit or loss of the Company for the year ended on that date;
- (c) Proper and sufficient care has been taken 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;
- (d) The financial statements for the financial year ended 31st March, 2019 have been prepared on a 'going concern' basis;
- (e) Proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and
- (f) The systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## 14. BOARD MEETINGS AND ANNUAL GENERAL MEETING:

During the financial year 2018-2019, 4 (Four) Board meetings were held. The details of meetings including dates of meetings indicating the number of meetings attended by each director are given in the Corporate Governance Report. The intervening gap between two Board Meetings did not exceed 120 days.

The 31st Annual General Meeting (AGM) of the Company was held on 04th September, 2018.

## 15. RECONSTITUTION OF COMMITTEES:

### A. AUDIT COMMITTEE:

The Audit Committee comprises two Independent Directors & one Non-Executive Director namely Mr. Achintya Karati as Chairman, Mr. D. P. Agarwal, and Mr. Nishant Arya as members. Board of Directors vide their circular resolution dated 31st March, 2019 has reconstituted the committee and appointed Mr. Achintya Karati, as Chairman to the Committee in place of Mr. U. C. Aggarwal. The powers and role of the Audit Committee are included in the Report on Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board during the financial year 2018-19.

### B. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises Three Independent Directors & One Non- Executive Director namely Mr. Dhanendra Kumar as Chairman, Mr. D. P. Agarwal, Mr. Achintya Karati and Mr. Nishant Arya as members. Board of Directors vide their circular resolution dated 31st March, 2019 has reconstituted the committee and appointed Mr. Dhanendra Kumar, as Chairman to the Committee in place of Mr. U. C. Aggarwal. The powers and role of the Committee are included in the Report on Corporate Governance.

### C. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee comprises Two Independent Directors & One Executive Director namely Mr. D. P. Agarwal as Chairman, Mr. Dhanendra Kumar and Mr. S. K. Arya as members. Board of Directors vide their circular resolution dated 31st March, 2019 has reconstituted the committee and appointed Mr. D. P. Agarwal, as Chairman to the Committee in place of Mr. U. C. Aggarwal. The powers and role of the Committee are included in the Report on Corporate Governance.

### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee comprises Two Independent Directors & One Non- Executive Director namely Mr. D. P. Agarwal as Chairman, Mr. Dhanendra Kumar and Ms. Esha Arya as members. Board of Directors vide their circular resolution dated 31st March, 2019 has reconstituted the committee and appointed Mr. D. P. Agarwal, as Chairman to the Committee in place of Mr. U. C. Aggarwal and Mr. Dhanendra Kumar was appointed as member to the committee. The powers and role of the Committee are included in the Report on Corporate Governance.

## 16. CORPORATE GOVERNANCE:

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from Mr. Dhananjay Shukla, (FCS 5886) a Practising Company Secretary regarding compliance of the conditions of corporate governance is appended with this report and the same forms part of the Annual Report.

## 17. RELATED PARTY TRANSACTIONS:

All Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis.

Prior Omnibus approval is obtained on an annual basis from the Audit Committee for the related party transactions which are foreseen and repetitive in nature. A statement of all related party transactions are placed before the Audit Committee on quarterly basis for review.

The Policy on 'materiality of and dealing with related party transactions', as approved by the Board may be accessed on the Company's website at the link: [http://www.jbmgroup.com/pdf/policies/JBML\\_Policy%20for%20determination%20of%20Materiality%20of%20Event%20or%20information.pdf](http://www.jbmgroup.com/pdf/policies/JBML_Policy%20for%20determination%20of%20Materiality%20of%20Event%20or%20information.pdf)

The detail particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is attached herewith and marked as **Annexure -I**. Attention of the members is also drawn to the disclosures of transactions with related parties set out in Note to Accounts forming part of the financial statements.

## 18. CORPORATE SOCIAL RESPONSIBILITY:

In compliance of the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility Committee ('CSR Committee'). The detailed terms of reference of the Corporate Social Responsibility Committee is provided in the Report on Corporate Governance. In pursuit of the responsibilities entrusted to the CSR Committee, a policy on Corporate Social Responsibility has been prepared and approved by the Board which may be accessed on the Company's website at the link: <http://www.jbmgroup.com/pdf/policies/CSR-policy.pdf>

Annual Report on CSR activities of the Company in format prescribed in Companies (Corporate Social Responsibility Policy) Rules,

2014 is attached herewith and marked as **Annexure –II**.

## 19. RISK MANAGEMENT:

The Board of Directors has constituted Risk Management Committee to identify elements of risk in different areas of operations. The Company has developed and implemented a risk management policy for identifying the risk associated with business of the Company and measures to be taken to mitigate the same. The details of Risk Management Committee are included in the Report on Corporate Governance.

## 20. INTERNAL FINANCIAL CONTROLS:

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. These controls ensure transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls. Company has in place Standard Operating Procedures and other software for all its critical business processes in strengthening the internal financial controls and accurate reporting of operational and financial data.

The Company has appointed M/s Mehra Goel & Co., Chartered Accountants, New Delhi as Internal Auditors to carry out internal audits. Further the Company has centralized Internal Audit Department headed by senior CA professional who is coordinating with Internal Audit and ensures that observations of the auditors are appropriately implemented by respective plants. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness. The internal financial control framework design ensures that the financial and other records are reliable for preparing financial and other statements. In addition, the Company has identified and documented the key risks and controls for each process that has a relationship to the financial operations and reporting. At regular intervals, internal teams test identified key controls. The internal auditors also perform an independent check of effectiveness of key controls in identified areas of internal financial control reporting.

## 21. AUDITORS AND AUDITORS' REPORT:

### (A) STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Sahni Natarajan & Bahl (Firm Registration No. 002816N), Chartered Accountants, New Delhi had been appointed as Statutory Auditors of the Company in the 30th Annual General Meeting of the Company held on 18th August, 2017 to hold office from the conclusion of 30th Annual General Meeting until the conclusion of 35th Annual General Meeting.

Further, the Report given by the Statutory Auditors on the financial statement of the Company is part of the Annual Report. The notes on the financial statement referred to in the Auditors Report are self-explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

### (B) SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Ms. Sunita Mathur (FCS 1743), a Practising Company Secretary as its Secretarial Auditor to conduct secretarial audit of the Company for the financial year 2018-19. The Secretarial Audit Report given by the Secretarial Auditors in Form no. MR-3 is annexed as **Annexure-III** and forms an integral part of this Report. There is no qualification or adverse remark in the report.

## 22. AWARDS AND ACCOLADES:

- Your Company has received a certificate for the superior performance in the field of Part Development (Build to Print Category) for the year 2018-19 by Maruti Suzuki (India) Limited.
- Your Company has received a certificate for the superior performance in the field of Yield Development for the year 2018-19 by Maruti Suzuki (India) Limited.

## 23. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, Board of Directors vide their circular resolution dated 31.03.2019 had amended the Whistle Blower Policy of the Company. The Company promotes ethical behaviour in all its business activities and has put in place a vigil mechanism for Directors, Employee and other person dealing with the Company for reporting illegal or unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Directors, employees or other persons who avail of the mechanism. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee.

The amended Vigil Mechanism (Whistle Blower Policy) is available on the Company's website, which may be accessed at the link: [http://www.jbmgroup.com/pdf/policies/JBML\\_Whistle-Blower-Policy.pdf](http://www.jbmgroup.com/pdf/policies/JBML_Whistle-Blower-Policy.pdf)

## 24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2019 are given in the notes to the financial statement. During the year under review, the Company has neither given loans, guarantee nor provided any security to anyone.

## 25. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:

During the year under review, there has been no change in the nature of the business of the Company and no material changes have occurred and commitments made, affecting the financial position of the Company between the end of the financial year of the Company i.e. 31st March, 2019 and the date of this Report i.e. 16th July, 2019.

## 26. DETAIL OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your Company has entered in to a joint venture with M/s JBM Auto Ltd. and M/s Ogihara (Thailand) Co. Ltd. (OTC). The joint venture company named M/s JBM Ogihara Die Tech Pvt. Ltd. is proposed to have shareholding of (51: 39 :10) between JBM Auto Ltd., Jay Bharat Maruti Ltd. and Ogihara Thailand & co., respectively.

OTC has not yet subscribed the capital which is in lieu of royalty payment as the said royalty payment will start accruing after start of production.

This new Tool Room will manufacturer tandem, progressive & transfer dies for medium to high tensile range of various auto parts including skin panels which will be used primarily for localizing dies of Maruti Suzuki India Ltd.

The Company does not have any subsidiary Company.

## 27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure - IV** to this Report.

## 28. CHANGES IN SHARE CAPITAL:

There has been no change in the capital structure of the Company during the year under review.

## 29. TRANSFER OF DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Dividends amounting to ₹ 572,030/-, that were unclaimed for a period of seven years were transferred to the Investor Education and Protection Fund Authority in accordance with the provisions of the Act. The details of the consolidated unclaimed/unpaid dividend as required by the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to at "IEPF Rules") for all the unclaimed/ unpaid dividend accounts outstanding (drawn up to the date of 31st Annual General Meeting on September 04, 2018) have been uploaded under the Company's website: [http://www.jbmgroup.com/Jay-Bharat-Maruti-Ltd.php#ChildVerticalTab\\_22](http://www.jbmgroup.com/Jay-Bharat-Maruti-Ltd.php#ChildVerticalTab_22). Attention is drawn that the unclaimed/ unpaid dividend for the financial year 2011-12 is due for transfer to IEPF. In view of this, the Members of the Company, who have not yet encashed their dividend warrant(s) or those who have not claimed their dividend amounts, may write to the Company/ Company's Registrar and Share Transfer Agent, i.e., MCS Share Transfer Agent Ltd.

## 30. TRANSFER OF SHARES IN FAVOR OF INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AUTHORITY:

Pursuant to the provisions of the Act, read with the IEPF Rules, the shares on which dividends have not been claimed for seven consecutive years have been transferred in favor of IEPF authority. As on date, the company had transferred 20,316 equity shares in favour of IEPF authority.

## 31. PREVENTION OF INSIDER TRADING:

During the year, Company has amended the Code of Conduct for Prevention of Insider Trading in code of internal procedures and conduct for regulating, monitoring and reporting of trading by designated persons ("Code") in accordance with SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018, which is effective from April 01, 2019. The amended Code is uploaded on the website of the Company. The objective of the Code is to protect the interest of shareholders at large, to prevent misuse of any unpublished

price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, Designated Persons, other employees and their immediate relatives.

### **32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company promotes a healthy and congenial working environment irrespective of gender, caste, creed or social class of the employees and value every individual and committed to protect the dignity and respect of every individual.

The Company has always endeavored for providing a better and safe environment free of sexual harassment at all its work places.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in Corporate Governance Report.

### **33. CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and Senior Management Personnel of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/ behaviors of any form and the Board has laid down the directives to counter such acts. The Code is available on the website of the Company. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the Senior Management Personnel in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code as on 31st March, 2019. A declaration to this effect, signed by the Managing Director in terms of Listing Regulations form part of the Corporate Governance Report.

### **34. EXTRACT OF ANNUAL RETURN:**

The extract of Annual Return in Form MGT-9 as required under Section 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is given in **Annexure - V** to this Report.

### **35. SECRETARIAL STANDARDS:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

### **36. PARTICULARS OF EMPLOYEES:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are form part of the Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are form part of the Annual Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection on all working days, during business hours, at the Registered Office of the Company. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

### **37. GREEN INITIATIVES:**

Electronic copies of the Annual Report 2018-19 and Notice of the Annual General Meeting are sent to all shareholders whose email addresses are registered with the Company. For shareholders who have not registered their email address, physical copies will be sent to them through the permitted mode. Members are requested to register their email ids with Company or RTA for receiving e-copies of Annual Report and Notice to the Annual General Meeting.

### **38. LISTING FEES:**

The Company affirms that the annual listing fees for the year 2019-20 to both National Stock Exchange of India Limited (NSE) and BSE Limited (Bombay Stock Exchange) has been paid.



### 39. GENERAL:

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

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees' Stock Options Plan referred to in this Report.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- The Managing Director did not received any remuneration or commission from any of its subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.

Further your company has passed a Special Resolution for Issue of Non –Convertible Debentures on private placement basis at 31st AGM held on 04.09.2018, but in that period market conditions were not suitable and the said issue of Non- Convertible Debentures was not made. Hence, company has placed proposal for issuance of securities in terms of Section 42, 62 and 71 of the Companies Act, 2013 for your approval in this ensuing 32nd AGM.

### 40. ACKNOWLEDGEMENT:

Your Directors acknowledge the continued assistance, guidance and Co-operation received from Maruti Suzuki India Limited, Suzuki Corporation Limited (Japan), Suzuki Motor Gujarat Private Limited and all its other technical partners.

Your Directors also wish to express their sincere appreciation for the assistance and co-operation received from the Banks, State Government and Central Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services rendered by all the employees of the Company.

**For and on behalf of the Board of Directors**

**Place: Gurugram**  
**Date: 16th July, 2019**

**Sd/-**  
**S. K. Arya**  
**Chairman & Managing Director**  
**DIN:00004626**

## ANNEXURE –I

## FORM No. AOC -2

**(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS.**

S N.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board/ Audit Committee	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NOT APPLICABLE									

**2. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS.**

S N.	Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval by the Board /Audit Committee	Amount paid as advances, if any
1	Maruti Suzuki India Ltd.	Associate Company	Purchase and Sale of Components, Raw Materials, tools & dies, Equipments, including hiring of services and job work, etc.	Ongoing Transactions	Based on transfer pricing guidelines	16.04.2018	Nil
2	Neel Metal Products Ltd.	Public Company in which Director is a director Holding more than 2% of its paid up share capital	Sale, Purchase or Supply of goods or Materials or services	Ongoing Transactions	Based on transfer pricing guidelines	16.04.2018	Nil
3	Suzuki Motor Gujarat Private Limited	Fellow Subsidiary of Maruti Suzuki India Ltd., hence related party as per Indian Accounting Standard.	Purchase and Sale of Components, Raw Materials, tools & dies, Equipments, including hiring of services and job work, etc.	Ongoing Transactions	Based on transfer pricing guidelines	16.04.2018	Nil

**ANNEXURE –II****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2018-19**

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	As per Section - Corporate Social Responsibility in Directors' Report.
2	Composition of the CSR Committee	i. Mr. D. P. Agarwal, Chairman ii. Ms. Esha Arya, Member iii. Mr. Dhanendra Kumar, Member
3	Average net profit of the Company for last three financial years	₹ 7369.06 Lakhs
4	Prescribed CSR Expenditure (two per cent of the amount mentioned in item 3 above)	₹ 147.38 Lakhs
5	Details of CSR spent during the financial year:	
	a.Total amount to be spent for the financial year	₹ 147.38 Lakhs
	b.Amount unspent, if any	NIL
	c.Manner in which the amount spent during the financial year	As per detail given below

**DETAIL OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2018-19:**

SN.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or program wise (₹ in Lakhs)	Amount spent on the projects or programs Sub heads: (1) Direct Expenditure on the project or programs (2) Overheads: (₹ in Lakhs)	Cumulative expenditure up to the reporting period i.e. FY2018-19 (₹ in Lakhs)	Amount spent: Direct or through implementing agencies
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
<b>Community Development:</b>							
1.	Education projects: Building school infrastructure;	Promoting Education	Gujarat	51.00	51.00	51.00	Through Suman Nirmal Minda Charitable Trust
2.	Education projects: Production & promotion of CDs on moral/ motivation education for distribution at various schools and institutions.	Promoting Education	Haryana	7.95	7.95	7.95	Directly by the Company
<b>Skill Development:</b>							
3.	Apprenticeship (under Apprenticeship Training Scheme of Skill development and Industrial Training Deptt. Haryana)	Employment Enhancing Vocational Skills	Haryana	88.43	88.43	88.43	Directly by the Company

**6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

Not applicable (The Company has spent 2% of the Average Net Profits of the last 3 financial years in 2018-19)

**7. RESPONSIBILITY STATEMENT**

The Company has implemented and monitored CSR projects in compliance with CSR objectives and policy of the Company.

Sd/-  
S. K. Arya  
Chairman & Managing Director  
DIN:00004626

Sd/-  
D. P. Agarwal  
Chairman, CSR Committee  
DIN: 00084105

## FORM No. MR-3

SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO.9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]**

To,

The Members  
JAY BHARAT MARUTI LIMITED  
601, Hemkunt Chambers,  
89 Nehru Place,  
New Delhi - 110019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JAY BHARAT MARUTI LIMITED** (hereinafter called the "Company"). Having CIN L29130DL1987PLC027342. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company Jay Bharat Maruti Limited for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made under the Act;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made under the Act;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed under the Act;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under the Act to the extent applicable to Overseas Direct Investment (ODI), Foreign Direct Investment (FDI) and External Commercial Borrowings (ECB).
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - i) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (vi) As confirmed by the management, being an automotive components manufacturer, there is no sector specific law applicable to the Company.

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

- I) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- II) Listing agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange Of India Limited ("NSE").

During the period under review and as confirmed by the Management the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, and Listing Agreement etc. applicable to it.

I further report that:

The Board of Directors is duly constituted with proper balance of Executive Directors, Non Executive Directors , Woman Director and Independent Directors Except to the extend marked in our report hereunder . The change in the composition of the Board of Directors that took place during the period under review was carried out in compliance with the provisions of the Act.

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

Majority decisions are carried through while the dissenting members views are captured and recorded as part of the minutes.

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

I further report that during the audit period, the Board of Directors of the Company has appointed Mr. Dhanendra Kumar as Independent Director of the Company w.e.f. 16th July, 2018 in place of Mr. Virender Ganda, who resigned on 16th January, 2018.

I further report that Mr. U.C. Aggarwal ceased to be Independent Director of the Company w.e.f close of business hours on 31st March, 2019 and as informed by the management, the Company is taking necessary steps to identify and appoint another Director to fill the vacancy of Independent Director.

**Place: New Delhi**  
**Date:20.06.2019**

**Sunita Mathur**  
**Company Secretary in Practice**  
**FCS No. 1743**  
**C P No.: 741**

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



**'Annexure A'**

To  
The Members  
Jay Bharat Maruti Limited  
601, Hemkunt Chambers ,  
89 Nehru Place, New Delhi - 110019

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

1. Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: New Delhi**  
**Date:20.06.2019**

**Sunita Mathur**  
**Company Secretary in Practice**  
**FCS No. 1743**  
**C P No.: 741**

**ANNEXURE –IV****PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO REQUIRED UNDER COMPANIES (ACCOUNTS) RULES, 2014****1. Conservation of Energy****(A) STEPS TAKEN FOR CONSERVATION OF ENERGY**

- i) Compressed air leakage reduced from 15 % to 11 % through daily monitoring and corrective action taken to reduce Air Compressor power consumption.
- ii) Timer provided for Auto switching of Plant Exhaust Fan during Lunch/ Dinner Break time to reduce power consumption.
- iii) Timer provided line wise in BIW shop for Auto switching of Plant Lights/ Fan during Lunch/ Dinner Break time to reduce power consumption.
- iv) Switching off 1000CFM Air Compressor in C-shift through utilization of 520CFM,200CFM & 100CFM compressor by modification of pipeline layout in Exhaust Manufacturing Area.
- v) Replacement of steel blades with FRP blades in the cooling towers 1 & 2. Which will reduce power consumption with decrease velocity of fan.

**(B) STEPS TAKEN BY COMPANY FOR UTILIZING ALTERNATE SOURCE OF ENERGY**

Installation of roof top solar systems at its new plant at Vithlapur, Gujarat, to reduce cost of generator power.

**(C) CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS**

All energy conservation measures have been taken by process optimization without any major capital investment.

**2. Technology absorption****(A) EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION**

- i) To meet the business requirements, the Company has imported and absorbed the Japanese Technology for production of Rear Axle & Fuel Neck Filler for new models of MSIL. Welding & Assembly process designing, line layout is finalized by JBML under guidance of Yorozu Corporation, Japan & Keylex Corporation respectively. Complete manufacturing, installation and fine tuning of the line is done by local team.
- ii) To meet the stringent quality requisites for Rear axles in new models, Company has introduced Defect monitoring & Analysis system at - "Pre Dispatch Inspection stage", at the End of the Line. It is completely developed and customized by our Engineering & Quality initiative.
- iii) 3D - Scanner with scanning software "Polyworks" : Introduced Part and assembly scanning software along with "coordinate measurement machine, Faro - arm", It will help to calibrate the actual parts & tools shape and geometry, with respective 3D CAD data.
- iv) Industry 4.0 Initiative : Introducing "ZDT software Fanuc - Zero Down time", for autonomous maintenance of Fanuc Robots to control Mean time to Repair & Meantime between failure. By introducing collaborative & interactive software to keep a check on Robot health and preventive maintenance schedule by getting Alerts and alarms on Android / IOS phone

**(B) THE BENEFIT DERIVED LIKE PRODUCTION IMPROVEMENT, COST REDUCTION, QUALITY IMPROVEMENT**

- i) The above projects helped us in reduction of development time and subsequent reduction in investment.
- ii) Saving of foreign exchange due to localization of equipments.
- iii) Implementation of defect monitoring & Analysis system will help to control and eliminate defects to meet customer's zero defect target.
- iv) Introducing 3D - Scanner with scanning software "Polyworks", is a good initiative to analyse the root cause of parts quality issue and control defects.

- v) Introducing "ZDT software Fanuc - Zero Down time "PRESS SHOP FAGOR to meet, Zero Down time of Robots.

**(C) INFORMATION REGARDING IMPORTED TECHNOLOGY (IMPORTED DURING LAST THREE YEARS)**

Detail of Technology Imported	Technology Imported from	Year of Import	Whether the Technology been fully absorbed
For Manufacturing of Rear Axle of New Swift Dzire Model of MSIL	Yorozu Corporation, Japan	2016-17	Yes
For manufacturing of Rear Axle of New Swift Dzire Model of MSIL	Yorozu Corporation, Japan	2017-18	Yes
For Manufacturing of Rear Axle of New Ertiga Model of MSIL	Yorozu Corporation, Japan	2018-19	Yes

**(D) EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT**

Sl No.	Particulars	(₹ In Lakhs)
(a)	Capital	Nil
(b)	Revenue	71.06
	<b>Total</b>	<b>71.06</b>

**(E) FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars	(₹ In Lakhs)
Foreign exchange earned in terms of actual inflow	Nil
Foreign exchange outgo in terms of actual outflow	743.58
<b>Total</b>	<b>743.58</b>

## ANNEXURE –V

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

**As on financial year ended on 31st March, 2019**  
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L29130DL1987PLC027342
2	Registration Date	19th March, 1987
3	Name of the Company	Jay Bharat Maruti Limited
4	Category/Sub-category of the Company	Public Company
5	Address of the Registered office & contact details	601, Hemkunt Chambers, 89, Nehru Place, New Delhi – 110019 E-mail: jbml.investor@jbmgroupp.com Ph. 011-26427104; Fax: 011-26427100
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Limited F- 65, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi – 110020 Ph. 011-41609386; 41406149; 41709885

**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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Sheet Metal Components assemblies & sub-assemblies for Automobiles	25910	63.44%
2	Real Axle for automobiles	29301	21.83%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN / GIN	Holding / Subsidiary/ Associates	% of Share held	Applicable Section
1.	JBM Ogihara Die Tech Private Limited	U27100DL2018PTC334880	Associates	49	2(6)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(A) CATEGORY-WISE SHARE HOLDING:-**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2018]				No. of Shares held at the end of the year [As on 31st March, 2019]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoter's</b>										
<b>(1) Indian</b>										
a) Individual/ HUF	3162950	-	3162950	14.61	3162950	-	3162950	14.61	0.00	
b) Central Govt	-	-	-	-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corp.	9516350	-	9516350	43.95	9696012	-	9696012	44.78	0.00	
e) Banks / FI	-	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	-	
<b>Total shareholding of Promoter (A)</b>	<b>12679300</b>	<b>-</b>	<b>12679300</b>	<b>58.56</b>	<b>12858962</b>	<b>-</b>	<b>12858962</b>	<b>59.39</b>	<b>0.83</b>	

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2018]				No. of Shares held at the end of the year [As on 31st March, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	108485	3400	111885	00.52	8097	3200	11297	0.05	-0.47
b) Banks / FI	1459	1200	2659	00.01	6897	1200	8097	0.03	0.02
c) Central Govt	98405	-	98405	00.45	118721	-	118721	0.54	0.09
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	16103	1000	17103	00.08	-	1000	1000	0.00	-0.08
g) FIIs	19513	1600	21113	00.10	508	1600	2108	0.00	-0.10
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>243965</b>	<b>7200</b>	<b>251165</b>	<b>1.16</b>	<b>134223</b>	<b>7000</b>	<b>141223</b>	<b>0.65</b>	<b>0.51</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	3955981	668400	4624381	21.35	3707095	668590	4375685	20.21	-1.14
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	2556322	351232	2907554	13.43	3077790	255517	3333307	15.39	1.96
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	963827	48800	1012627	4.68	725560	13206	738766	3.41	-1.27
c) Others (specify) NBFCs Registered with RBI	175	-	175	0.00	1890	-	1890	0.00	-
Non Resident Indians	125198	49600	174798	0.82	158867	40800	199667	0.91	0.09
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	500	-	500	0.00	-
Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>7601503</b>	<b>1118032</b>	<b>8719535</b>	<b>40.28</b>	<b>7671702</b>	<b>978113</b>	<b>8649815</b>	<b>39.95</b>	<b>0.33</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>7845468</b>	<b>1125232</b>	<b>8970700</b>	<b>41.44</b>	<b>7805925</b>	<b>985113</b>	<b>8791038</b>	<b>40.60</b>	<b>-0.84</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>20524768</b>	<b>1125232</b>	<b>21650000</b>	<b>100</b>	<b>20664887</b>	<b>985113</b>	<b>21650000</b>	<b>100</b>	<b>-</b>

**(B) SHAREHOLDING OF PROMOTERS:-**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2018]			Shareholding at the end of the year [As on 31st March, 2019]			% 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	Maruti Suzuki India Limited	6340000	29.28	-	6340000	29.28	-	-
2	ANS Holding Pvt. Ltd.	2029000	9.37	-	2029000	9.37	-	-
3	Sanjay Singhal	1900400	8.78	-	1900400	8.78	-	-
4	JBM Industries Ltd.	616000	2.85	-	616000	2.85	-	-
5	Sanjay Singhal (HUF)	500000	2.31	-	500000	2.31	-	-
6	Shrey Singhal	445600	2.06	-	445600	2.06	-	-
7	Super Auto Industries (P) Ltd.**	324000	1.50	-	503662	2.33	-	0.83
8	A To Z Securities Ltd.	207350	0.96	-	207350	0.96	-	-
9	Surendra Kumar Arya	177,350	0.82	-	177,350	0.82	-	-
10	Neelam Arya	106800	0.49	-	106800	0.49	-	-
11	Surendra Kumar Arya (HUF)	28800	0.13	-	28800	0.13	-	-
12	Nishant Arya	4000	0.02	-	4000	0.02	-	-
	<b>Total:</b>	<b>12679300</b>	<b>58.56</b>	<b>-</b>	<b>12858962</b>	<b>59.39</b>	<b>-</b>	<b>-</b>

\*\*Consolidation of shareholding on PAN basis.

**(C) CHANGE IN PROMOTERS' SHAREHOLDING:**

Sl. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of shares at the beginning (01.04.2018) / end of the year (31.03.2019)	% of total Shares of the Company				No. of shares	% of total shares of the company
1	Super Auto Industries (P) Ltd.**	324000	1.50	01.04.2018		Consolidation of shareholding on PAN basis	324000	1.50
		179662	0.83	30.09.2018	Increase		503662	2.33
		503662	2.33	31.03.2019			503662	2.33

\*\*Consolidation of shareholding on PAN basis.



**(D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

SN.	Name	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.17 to 31.03.18)	
		No. of shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total Shares of the Company				No. of shares	% of total shares of the company
1.	Focal Leasing & Credits Ltd.	981336	4.53	01.04.2018				
		981336	4.53	31.03.2019	-	-	981336	4.53
2.	SMC Credits Ltd.	822800	3.80	01.04.2018				
		822800	3.80	31.03.2019	-	-	822800	3.80
3.	Shuklamber Exports Ltd.	800452	3.70	01.04.2018				
		800452	3.70	31.03.2019	-	-	800452	3.70
4.	Amity Infotech Pvt. Ltd.	615965	2.85	01.04.2018				
		615965	2.85	31.03.2019	-	-	615965	2.85
5.	Pine Consultant Pvt. Ltd.	600800	2.78	01.04.2018				
		600800	2.78	31.03.2019	-	-	600800	2.78
6.	Kedar Dattatraya Borgaonkar	103716	0.48	01.04.2018	-	-	-	-
				18.05.2018	-500	Sale	103216	0.48
				08.06.2018	-1588	Sale	101628	0.47
				06.07.2018	-465	Sale	101163	0.47
				13.07.2018	-2784	Sale	98379	0.45
				10.08.2018	-1500	Sale	96879	0.45
				14.09.2018	-70000	Sale	26879	0.12
				15.02.2019	-13102	Sale	13777	0.06
				22.02.2019	-6777	Sale	7000	0.03
				01.03.2019	11262	Purchase	18262	0.08
				08.03.2019	3238	Purchase	21500	0.10
				15.03.2019	18510	Purchase	40010	0.18
				22.03.2019	-997	Sale	39013	0.18
				29.03.2019	-25807	Sale	13206	0.06
				13.04.2018	456950	Purchase	456950	2.11
				14.09.2018	70000	Purchase	526950	2.43
				05.10.2018	24567	Purchase	551517	2.55
				12.10.2018	26879	Purchase	578396	2.67
				15.02.2018	-26879	Sale	551517	2.55
				01.03.2019	-20000	Sale	531517	2.46
		08.03.2019	-20000	Sale	511517	2.36		
		15.03.2019	-18492	Sale	493025	2.28		
		29.03.2019	-21482	Sale	471543	2.18		
		31.03.2019	471543	-	-	471543	2.18	
7.	A.S. Lamba	174000	0.80	01.04.2018	-	-	-	-
				04.05.2018	-2000	Sale	172000	0.79
				11.05.2018	-2000	Sale	170000	0.79
				08.06.2018	-400	Sale	169600	0.78
				15.06.2018	-2800	Sale	166800	0.77
				22.06.2018	-600	Sale	166200	0.77
				29.06.2018	-200	Sale	166000	0.77

SN.	Name	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.17 to 31.03.18)	
		No. of shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total Shares of the Company				No. of shares	% of total shares of the company
7.	A.S. Lamba			06.07.2018	-500	Sale	165500	0.76
				13.07.2018	-700	Sale	164800	0.76
				20.07.2018	-100	Sale	164700	0.76
				27.07.2018	-700	Sale	164000	0.76
				31.08.2018	-1100	Sale	162900	0.75
				07.09.2018	-900	Sale	162000	0.75
				14.09.2018	-1500	Sale	160500	0.74
				21.09.2018	-203	Sale	160297	0.74
				29.09.2018	-1097	Sale	159200	0.74
				05.10.2018	-1800	Sale	157400	0.73
				12.10.2018	-500	Sale	156900	0.72
				19.10.2018	-1900	Sale	155000	0.72
				26.10.2018	-700	Sale	154300	0.71
				02.11.2018	-300	Sale	154000	0.71
				09.11.2018	-1000	Sale	153000	0.71
				16.11.2018	-3500	Sale	149500	0.69
				23.11.2018	-100	Sale	149400	0.69
				30.11.2018	-1900	Sale	147500	0.68
				07.12.2018	-1500	Sale	146000	0.67
				14.12.2018	-200	Sale	145800	0.67
				21.12.2018	1200	Purchase	147000	0.68
				28.12.2018	-1000	Sale	146000	0.67
				04.01.2019	-200	Sale	145800	0.67
				11.01.2019	-400	Sale	145400	0.67
				18.01.2019	-4400	Sale	141000	0.65
				25.01.2019	-1000	Sale	140000	0.65
				01.02.2019	-2000	Sale	138000	0.64
				08.02.2019	-1000	Sale	137000	0.63
				15.02.2019	-200	Sale	136800	0.63
				22.02.2019	2200	Purchase	139000	0.64
		01.03.2019	-2000	Sale	137000	0.63		
		08.03.2019	-1000	Sale	136000	0.63		
		15.03.2019	-1000	Sale	135000	0.62		
		22.03.2019	-1000	Sale	134000	0.62		
		29.03.2019	-1500	Sale	132500	0.61		
			132500	0.61	31.03.2019	-	132500	0.61
8.	D. Srimathi	119517	0.55	01.04.2018	-	-	-	-
				06.04.2018	2000	Purchase	121517	0.56
		121517	0.56	31.03.2019	-	-	121517	0.56
9.	Zeal Impex and Traders Private Limited	67931	0.31	01.04.2018	-	-	-	-
		67931	0.31	31.03.2019	-	-	67931	0.31

SN.	Name	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.17 to 31.03.18)	
		No. of shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total Shares of the Company				No. of shares	% of total shares of the company
10.	Batlivala and Karani Securities India Pvt. Ltd.	31216	0.14	01.04.2018	31216	-	-	0.14
				06.04.2018	-2900	Sale	28316	0.13
				18.05.2018	5800	Purchase	34116	0.16
10.	Batlivala and Karani Securities India Pvt. Ltd.			25.05.2018	2161	Purchase	36277	0.17
				01.06.2018	6230	Purchase	42507	0.20
				08.06.2018	2486	Purchase	44993	0.21
				15.06.2018	9252	Purchase	54245	0.25
				01.08.2018	1624	Purchase	55869	0.26
		55869	0.26	31.03.2019	-	-	55869	0.26

**(E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No	Shareholding of each Directors and each Key Managerial Personnel	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	Surendra Kumar Arya				
	At the beginning of the year	177350	0.82		
	Sale/Purchase during the year	-	-		
	At the end of the year	177350	0.82	177350	0.82
2	Nishant Arya				
	At the beginning of the year	4000	0.02		
	Sale/Purchase during the year	-	-		
	At the end of the year	4000	0.02	4000	0.02
3	Anand Swaroop				
	At the beginning of the year	2000	0.01		
	Sale/Purchase during the year	-	-		
	At the end of the year	2000	0.01	2000	0.01
4	Ravi Arora				
	At the beginning of the year	-	-	-	-
	Sale/Purchase during the year	-	-	-	-
	At the end of the year	-	-	-	-

**V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	29838.46	-	-	29838.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	139.25	-	-	139.25
<b>Total (i+ii+iii)</b>	<b>29977.71</b>	-	-	<b>29977.71</b>

₹ In Lakhs

Change in Indebtedness during the financial year				
* Addition	10684.55	-	-	10684.55
* Reduction		-	-	
<b>Net Change</b>	<b>10684.55</b>	-	-	<b>10684.55</b>
Indebtedness at the end of the financial year				
i) Principal Amount	40374.43	-	-	40374.43
ii) Interest due but not paid		-	-	
iii) Interest accrued but not due	287.83	-	-	287.83
<b>Total (i+ii+iii)</b>	<b>40662.26</b>	-	-	<b>40662.26</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

₹ In Lakhs

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mr. S. K. Arya Chairman & Managing Director	-	-	-	
<b>1</b>	<b>Gross salary*</b>					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	229.21				229.21
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	13.51				13.51
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-				
<b>2</b>	<b>Stock Option</b>	-				
<b>3</b>	<b>Sweat Equity</b>	-				
<b>4</b>	<b>Commission</b> - as % of profit - others, specify...	163.00				163.00
<b>5</b>	<b>Others, please specify</b>	-				-
<b>Total (A)</b>		<b>405.72</b>				<b>405.72</b>
Ceiling as per the Act :		₹ 408.45 Lacs (being 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				

\*PF amount not included in above detail of MD Remuneration.

### B. REMUNERATION TO OTHER DIRECTORS:

₹ In Lakhs

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. U.C. Agarwal	Mr. D.P. Agarwal	Mr. Achintya Karati	Mr. Dhanendra Kumar	
<b>1</b>	<b>Independent Directors:</b>					
	Fee for attending board / committee meetings	2.90	-	2.90	0.95	6.75
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>2.90</b>	-	<b>2.90</b>	<b>0.95</b>	<b>6.75</b>

2	Other Non-Executive Directors	Mr. Nishant Arya	Ms. Esha Arya	Mr. Rajiv Gandhi		
	Fee for attending board / committee meetings	2.40	-	1.20		3.60
	Commission	-	-			-
	Others, please specify	-	-			-
	<b>Total (2)</b>	<b>2.40</b>	<b>-</b>	<b>1.20</b>		<b>3.60</b>
	<b>Total (B)=(1+2)</b>	<b>5.30</b>	<b>-</b>	<b>4.10</b>	<b>0.95</b>	<b>10.35</b>
	<b>Total Managerial Remuneration*</b>					<b>416.09</b>
Overall Ceiling as per the Act:		₹ 84.90 Lacs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				

\* Total Remuneration to the Chairman and Managing Director and other Directors (being the Total of A and B)

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

As per the provisions of section 136 (1) read with relevant proviso of Companies Act 2013, the aforesaid information is excluded from this Annexure. Any member interested in obtaining such information may write to the Company Secretary at the registered office or the corporate office of the Company.

## VII. 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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## 1. ECONOMIC SYNOPSIS:

### A. Global Economy

As per IMF, after strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. China’s growth declined following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with United States. The euro area economy lost more momentum than expected as consumer and business confidence weakened and car production in Germany was disrupted by the introduction of new emission standards; investment dropped in Italy as sovereign spreads widened; and external demand, especially from emerging Asia, softened. Elsewhere, natural disasters hurt activity in Japan. Trade tensions increasingly took a toll on business confidence and, so, financial market sentiment worsened, with financial conditions tightening in vulnerable emerging markets in the spring of 2018 and then in advanced economies later in the year, worsening on global demand. Conditions have eased in 2019 as the US Federal Reserve signaled a more accommodative monetary policy stance and markets became more optimistic about a US–China trade deal, but they remain slightly more restrictive than in the fall.

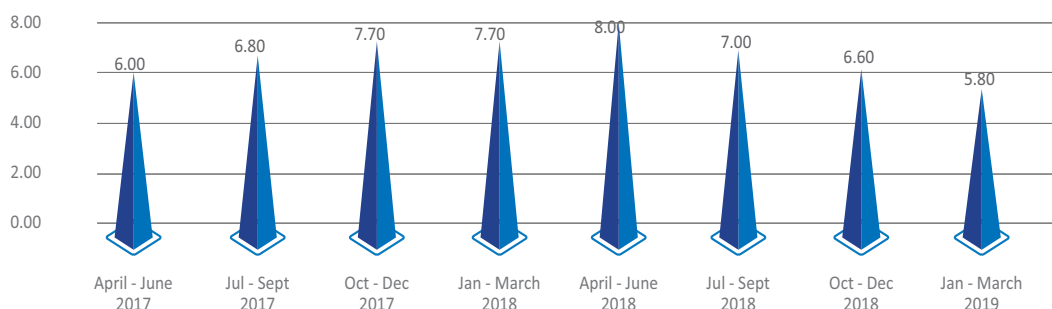
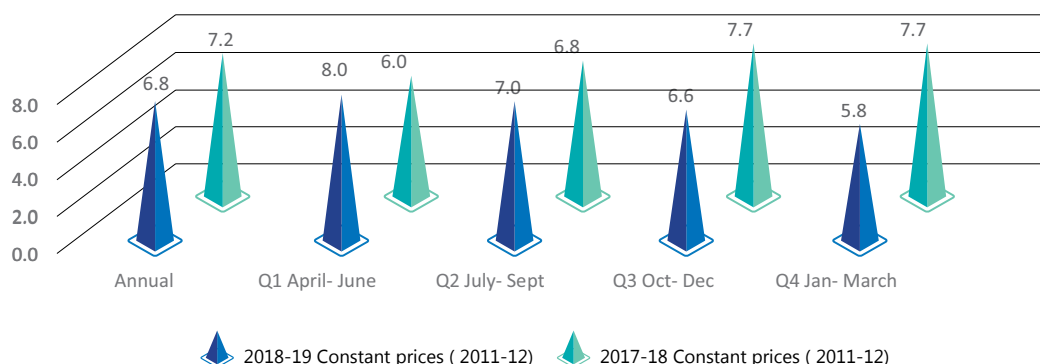
### B. Indian Economy

India’s economic growth have slipped below 7% in FY19, the lowest in the past five years, because of a disappointing fourth quarter. The Gross Domestic Product (GDP) estimates for the January-March quarter of financial year 2018-19 was recorded at 5.8%. This slowdown in growth is expected to remain in the 1st half of 2019. The rise in domestic investments and FDI have been one of biggest contributors to growth of Indian Economy, however the growth in India expected to remain moderate. India has become the sixth largest economy in the world and has potential to become fifth by FY20.

India’s GDP estimate for the entire financial year 2018-19 was 6.8%. The lower GDP growth figures are attributed to weaker domestic consumption, slower global growth, monetary policy, investment rerouting and tensions between the United States and China.

The Indian economy reported continuous decline in GDP growth rate over the quarters as fiscal 2018-19 progressed. The GDP growth rate has constantly declined from 8.0% in the April-June quarter of FY19, to 7.0% in the July-September quarter, and 6.6% in the October-December quarter.

Growth Rates of GDP



Source: Tradingeconomics.com | Ministry of Statics and Programme Implementation (MOSPI)



## 2. INDIAN AUTOMOTIVE INDUSTRY:

In fiscal year 2018, India overtook Germany as the fourth largest manufacturer of passenger and commercial vehicles. At present, India is the fourth largest passenger vehicle market globally—with an annual volume of over three million units and the growth is projected to continue over the next years.

Since the winter of 2018, the rumblings within India’s automobile industry have been far from pleasant. Consumers have been giving expression to their anxiety with their wallets, passenger vehicle sales have witnessed a free fall, and talk of the dreaded R-word has only gotten louder. Demand was significantly affected by increase in expenses like fuel, insurance cost and NBFC crisis due to IL & FS.

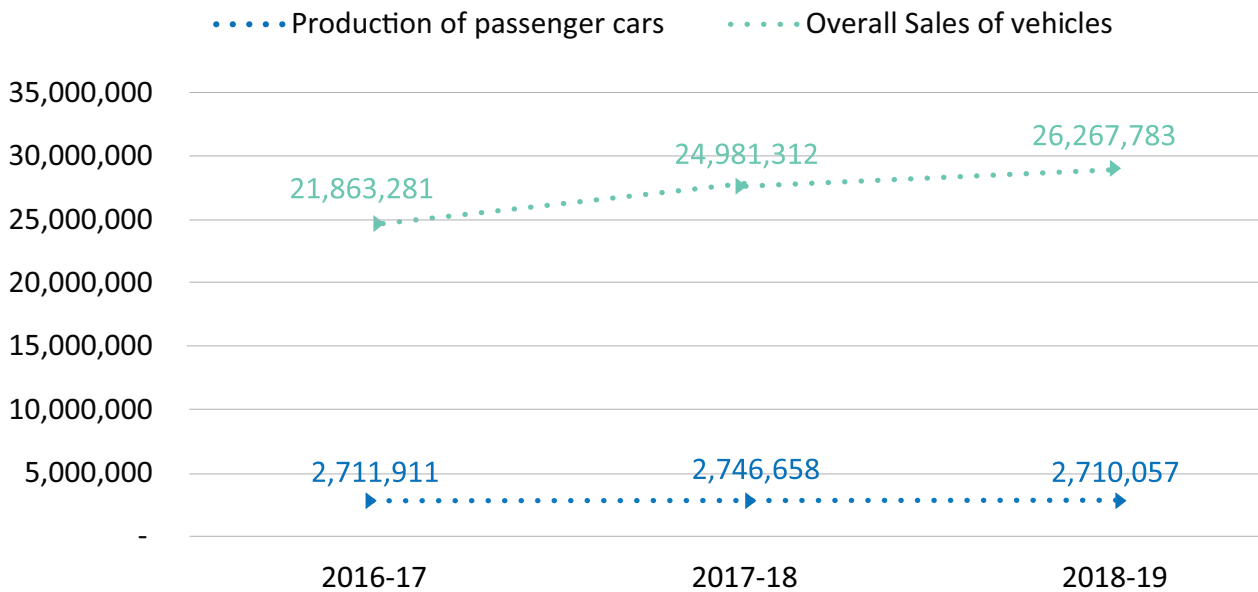
The automobile industry produced a total 3.09 crore vehicles during April to March 2019 as against 2.9 crore in the corresponding period of previous year, marking a growth of 6.26%. Passenger vehicle sales grew by 2.7% with passenger cars, utility vehicles and vans clocking a growth of 2.05%, 2.08 % and 13.1%.

The Indian automobile industry, the world’s fourth-largest, has finally embraced a slowdown after a near-decade of high growth. The Society of Indian Automobile Manufacturers (SIAM) announced a 17 percent decline in passenger vehicle sales for April, the lowest in nearly eight years. According to the data from SIAM, car sales are down for the tenth consecutive month since July 2018. Overall, the auto industry sold 2,001,096 units during April. In the same period last year, it had sold 2,380,294 units.

Passenger vehicle sales in April, 2019 fell to 247,541 units from 2,98,504 units in the year-ago period. Domestic car sales meanwhile fell to 1,60,279 units compared to 2,00,183 in April 2018, while two-wheeler sales in April declined 16.36 percent to 16,38,388 units compared to 19,58,761 units in the year-ago month.

Indian automotive is passing through its worst phase in last 20 years.

### On the slow road

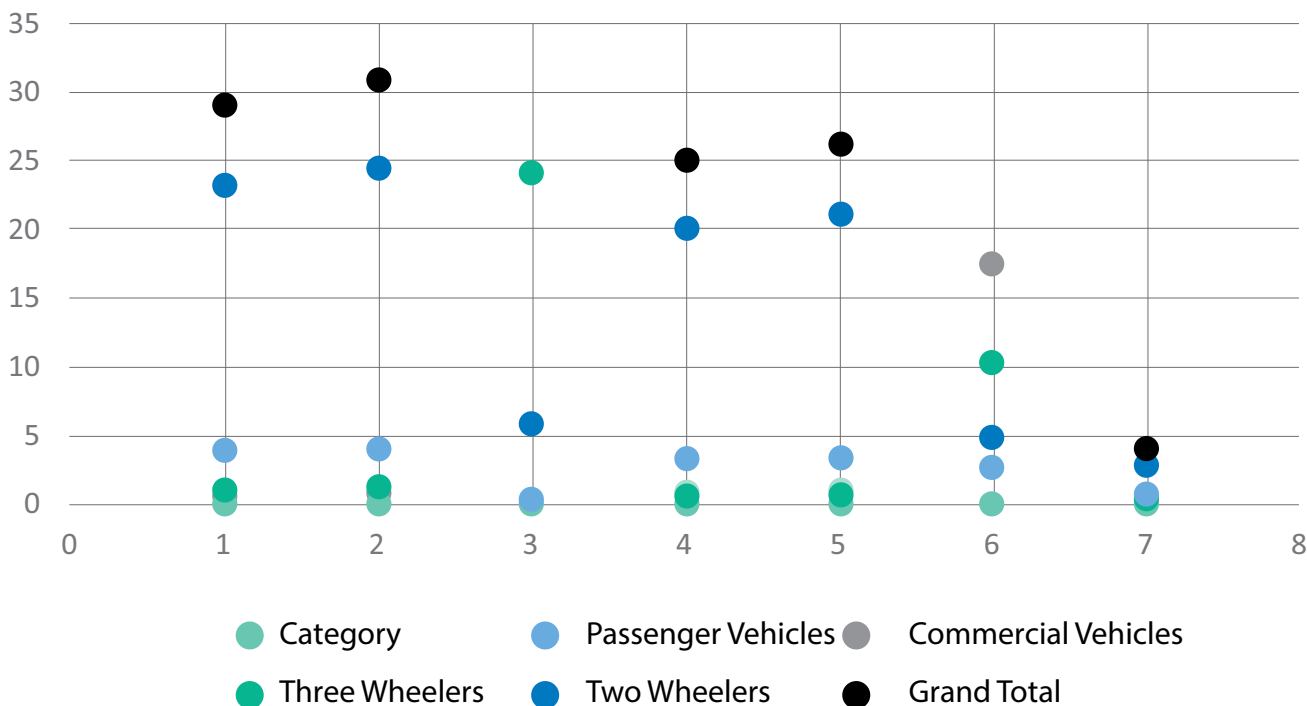


Source: SIAM

### 3. THE AUTOMOBILE PRODUCTION, DOMESTIC SALES AND EXPORTS:

#### Segment-wise automobile production trends in 2018-19:

SN.	Category	Production			Domestic Sales			Exports		
		FY 2018 (In Mn)	FY 2019 (In Mn)	% Growth	FY 2018 (In Mn)	FY 2019 (In Mn)	% Growth	FY 2018 (In Mn)	FY 2019 (In Mn)	% Growth
1	Passenger Vehicle	4.02	4.03	0.14	3.29	3.38	2.70	0.75	0.68	-9.64
2	Commercial Vehicle	0.90	1.11	24.20	0.86	1.01	17.55	0.10	0.10	3.17
3	Three Wheelers	1.02	1.27	24.12	0.64	0.70	10.27	0.38	0.57	49.00
4	Two Wheelers	23.15	24.50	5.82	20.20	21.18	4.86	2.82	3.28	16.55
	<b>Total</b>	<b>29.09</b>	<b>30.91</b>		<b>24.98</b>	<b>26.27</b>		<b>4.04</b>	<b>4.62</b>	



**Current Scenario**

Indian auto wholesales continue to reel under pressure as most of the segments witnessed decline with the onset of new financial year due to high insurance cost, rural distress, general election and liquidity crunch in the market.

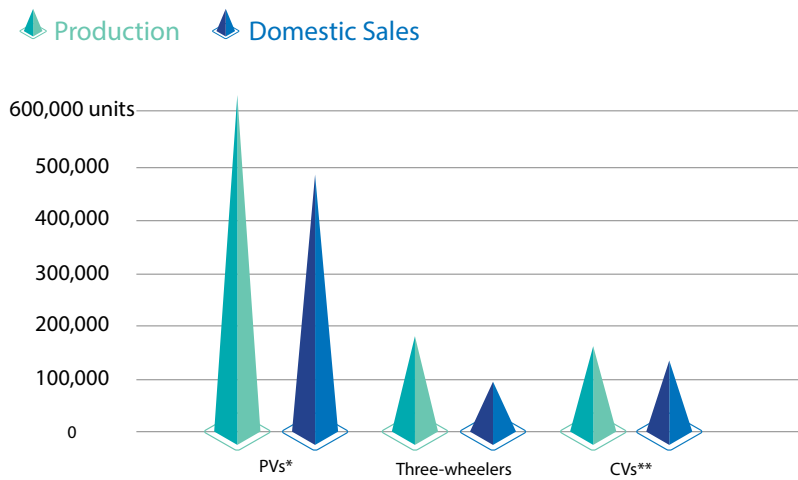
The pressure can roughly be viewed by the performance of market leaders as all of them saw a steep decline in domestic sales in April 2019. Indian passenger vehicle wholesales slide continued in the first month of the fiscal year 2020. The overall passenger vehicle wholesales declined by 17% year on year at 2,45,599 units in April 2019 compared to 2,96,369 units dispatched in the same month last year.

The primary reason behind the fall in sales are the growing use of app-based cab services such as Ola and Uber Technologies Inc, tighter liquidity conditions, volatility in fuel cost, rising interest rates, insurance cost, market uncertainty, impact of regulatory norms and stressed consumer sentiment say industry experts. Also, last year in the month of February there were many new models of car launches in Auto Expo due to which there was a lot of excitement in the market and car sales went up during April 2018, hence a high base effect also played a role.

The double digit de-growth in passenger vehicle sales are largely a reflection of dip in sales of Maruti Suzuki which covers 50% of the market. The maker of best-selling cars like Alto, Dzire, Swift, and Baleno posted a decline of 19.61% at 1,31,385 units in April 2019 compared to 1,63,434 units in the same month last year.

During FY19, the Indian passenger vehicle industry sold 33.8 lakh units, posting a growth of 2.7% —the lowest in the past five years. Two-wheeler sales grew 4.9% to 2.1 crore units in FY19, as against the preceding fiscal's high of 14.9%.

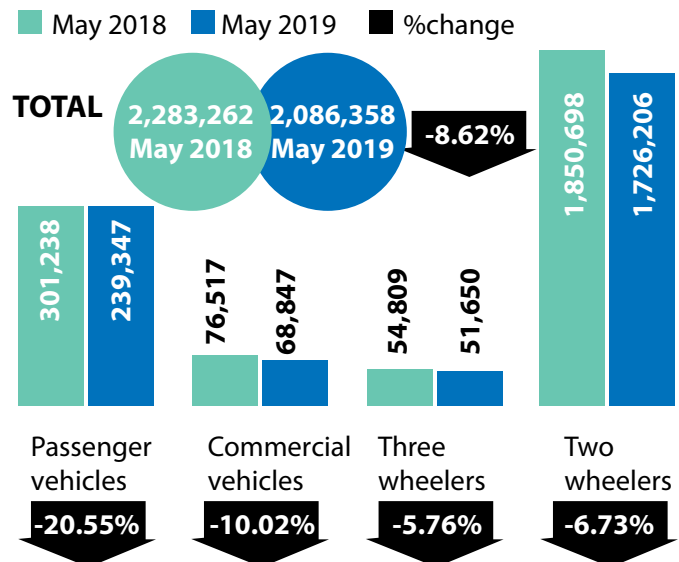
Auto production in India exceeded sales in Apr-May 2019



Source: SIAM



SLIPPING SALES



Note: figures are for domestic market

Source: SIAM

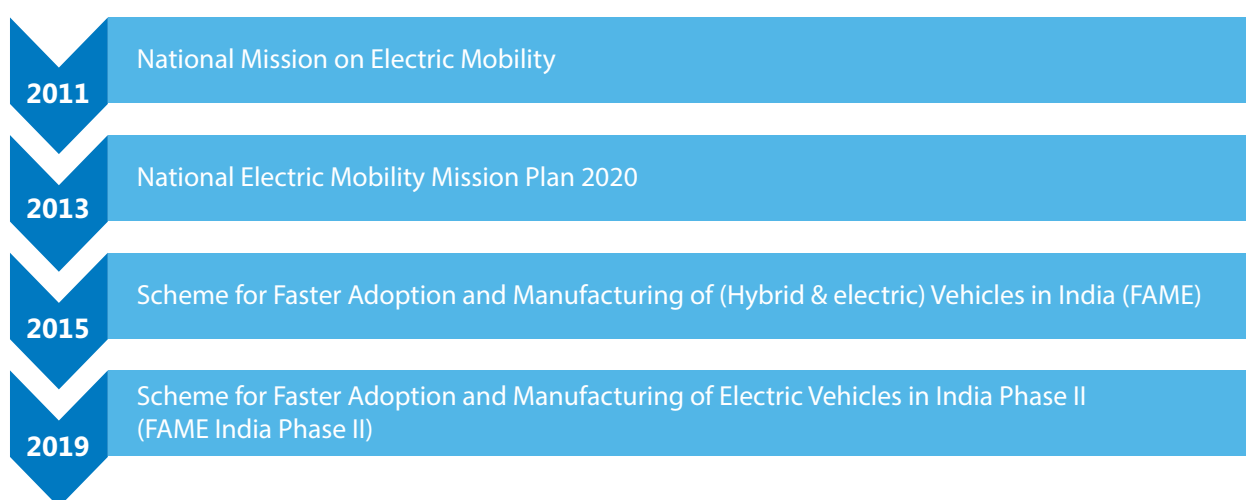
## 4. ADOPTION AND IMPACT OF ELECTRIC VEHICLES ON INDIA'S AUTOMOTIVE INDUSTRY:

The auto sector has been in the thick of action in recent times, with worries over pollution and the need to switch over to electric vehicles (EVs) over the next decade, occupying the centre-stage. With the country taking steps towards establishing the eco system for EVs, it has become imperative for vehicle manufacturers to come up with their plans and for auto component makers to redraw theirs, to suit the new order.

To address the issue, The Government of India (GoI) has actively encouraged the adoption of electric vehicles with the idea of shifting the production of new automotive vehicles from internal combustion engine models to electric vehicles by 2030.

In the next five years, India aims to have at least 15% of electric vehicles on the road. On February 28, India announced the second phase of the Faster Adoption and Manufacturing of (Hybrid and) Electric Vehicles (FAME-2) scheme with an outlay of ₹ 10,000 crore for a period of three years.

### Policy Progression



#### *Policy - Early Steps*

FAME II has been proposed to be implemented over a period of three years with effect from April 1, 2019. It is to focus on three broad verticals:

- (i) Demand incentives: Demand incentives shall be provided to directly increase demand. This shall be done by providing incentives to original equipment manufacturers (OEMs) of such vehicles for the purpose of reduction of their purchase price.
- (ii) Establishment of network of charging stations: FAME II envisages support for setting up adequate public charging infrastructure through the participation of various stakeholders including government agencies, industries and public enterprises. Further, FAME II also envisages providing funding for 100% of the costs of establishing charging infrastructure, on a case-to-case basis. Notably, inter-linkage of renewable energy sources with charging infrastructure shall be encouraged.
- (iii) Administration of FAME II: The DHI will appoint knowledge partners and other required agencies for logistic and technical support. Efforts will also be made to create public awareness including but not limited to public awareness, conferences and information, education and communication (IEC) activities.

#### **Budget 2019-20**

Though it was expected more from the Budget considering the state of the industry, the industry felt the heat to face increase in the duties on auto parts and putting an additional cess on petrol and diesel which could drive up costs of vehicles, especially where volumes are low and localisation is not viable. The overall cost of operations of transport could further aggravate the slowdown in the industry.

Furthermore, the industry had expected that a voluntary scrappage policy would be announced which did not happen. Also, there was no announcement of extension of the 200 per cent weighted deduction for research and development expenses.

The Budget was warmly welcomed by the EV sector wherein the various additional measures announced to promote EVs like reducing the GST to 5%, exemption in customs duty on EV parts and specially the income tax deduction on the interest component paid for loans. All these measures will certainly help in making EVs more affordable and attractive to the consumers. The industry expects a lot of action in the electric mobility, charging and storage space in line with the government's green vision, which is very encouraging for the industry.

## 5. NO DIESEL CARS FROM APRIL 1, 2020:

Diesel is the poison of choice for most mileage-conscious Indians. Once the Bharat Stage VI emission standard is introduced in April next year, the high cost of compliance will make small diesel cars unaffordable. This development follows a global trend; tightening emission norms are sounding the death knell for diesel engines around the world.

Maruti Suzuki, the biggest automobile manufacturer in India, will also phase out the diesel cars in its portfolio by April 1, 2020. Presently, the price difference between petrol and diesel variants of a Maruti Suzuki car hovers around Rs. 1-1.5 lakh. Once the BS-VI norms come into play, the diesel engines will have to be fitted with particulate filter and a tube for ammonia to clean the exhaust. These enhancements are likely to add another Rs. 1 lakh to the price of the Maruti Suzuki diesel cars. This will increase the price gap between a diesel variant and a comparable petrol option effectively to somewhere in the range of Rs 2-2.5 lakh which will make the diesel cars totally unviable at large.

## 6. NEW SAFETY NORMS:

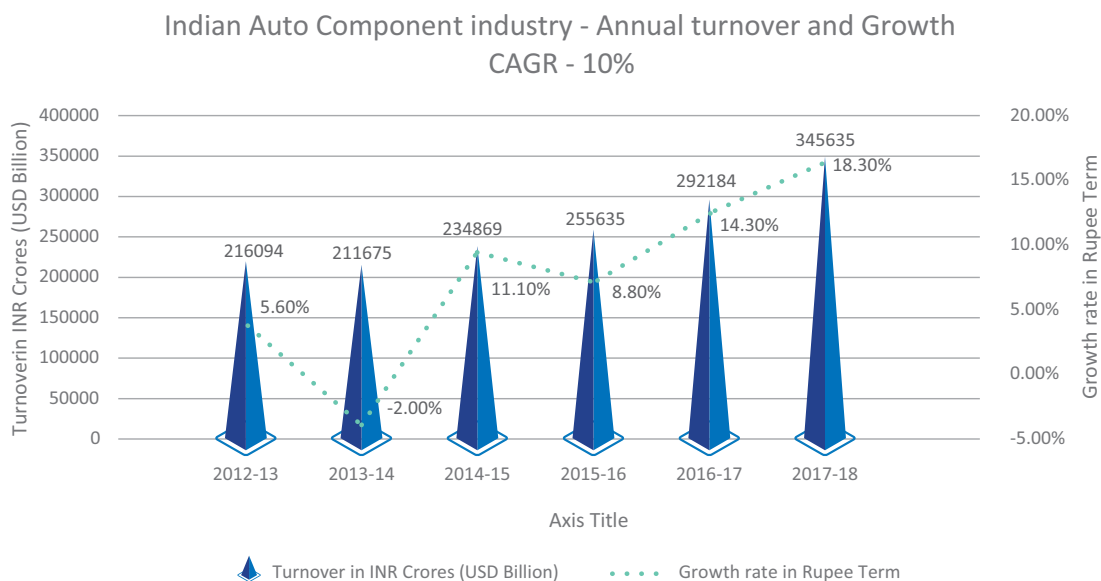
Ministry of Road Transport and Highway has also introduced and mandated the new safety norms which are made mandatory with effect from 01st July, 2019. These new safety norms include rear parking sensor, driver side airbag, a manual override switch for central locking systems, seat belt reminder, ABS, and speed limit reminder. New crash norms will also require to meet the pedestrian safety too. These changes will lead to body of the cars also being upgraded which will cause substantial cost hike. The transition will ultimately lead to manufacturers passing the burden to the customer and in return may lead to pressure on demand too.

## 7. INDIAN AUTO COMPONENTS INDUSTRY:

India's Automotive Industry contributes 3/4th of total national sales of the Country and by marking its presence as indispensable part of automobile Original Equipment Manufacturers (OEM), India has been preferred for localization and exports globally. India is expected to have the third largest auto components industry by 2025. The Indian auto-components industry has experienced healthy growth over the last few years. The auto-component industry of India has expanded by 18.3% to reach at a level of US\$ 51.2 billion. The auto component industry revenue stood at Rs.3.95 lakh crore (USD 57 billion) for the period April 2018 to March 2019, registering a growth of 14.5 per cent over the previous year, as per the Automotive Component Manufacturers Association of India (ACMA).

The auto-components industry accounts for 2.3% of India's Gross Domestic Product (GDP) and employs as many as 1.5 million people directly and indirectly each. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favourable destination for investment. Manufacturing locales, customer demands and operating models are all evolving, creating a dynamic market for auto component manufacturers.

It is expected that auto component demand to grow by 13-15% in fiscal 20 on account of strong growth across asset classes. As the BS VI emission norms are expected to come into effect in FY21, this would result in a price increase across all automobile segments and pre-buying of cheaper BS IV vehicles in FY20 is likely to drive volumes up. A strong domestic demand and a pick up in exports is expected to aid overall auto components growth in FY20.



Source: ACMA

## 8. INTRODUCTION OF BS VI:

The automobile industry in India is gearing up for a transformation. On April 1, 2020, the emission norms of vehicles in India will move to a higher level. They will transit from 'Bharat Stage (BS) IV to BS VI emission norms, skipping the BS V stage. Broadly speaking, the BS VI emission norms will help keep a check on the pollution levels. However, it also means that the auto companies along with the auto casting industry will have to realign many of their practices.

It's essential to rollout new technologies and build an ecosystem so that vehicles are compliant with the BS VI norms. As vehicles accelerate from BS IV to BS VI, the content of nitrogen oxides in diesel cars is anticipated to come down by about 70 per cent and by 25 per cent in petrol cars. These stringent standards of emission norms will hopefully lower the high levels of smog and fog that pollute the air in many of our cities.

With the fast approaching April 1, 2020, deadline for the stricter emission norms to kick in, Maruti Suzuki has taken aggressive steps to get over 40 powertrain variants BS VI-ready, across more than 15 models. Maruti Suzuki better placed than peers for transition to BS-VI emission norms.

Apart from working overtime, the company has also reinforced manpower in its engineering, and research and development departments in order to be able to meet the BS-VI norms for its fleet ahead of schedule. MSIL has also announced the launch of Baleno, which will be the first mass production car in the Indian auto sector to be introduced with the BS-VI compliant engines.

## 9. OPPORTUNITIES:

- a. **FDI in India's automobile industry:** Foreign direct investment (FDI) equity inflow into the automobile sector increased by 72 % over last decade. Leading global players have already invested heavily in the manufacturing sector resulting in the establishment of new assembly lines, manufacturing and greenfield units, thereby boosting the automotive manufacturing ecosystem in India.
- b. **Running in the top gear:** India's auto industry has a potential to generate up to \$300 billion in annual revenue by 2026, creating 65 mn additional jobs and contributing over 12% to GDP. It is certain that no country can afford to ignore the auto sector, which is globally worth. India is expected to be the world's third-largest automotive market in terms of volume by 2026.
- c. **Continued government focus on supporting the industry:** Through the Automotive Mission Plan, the National Electric Mobility Mission Plan (NEMMP), and other initiatives, the government seeks to achieve two objectives—facilitate long-term growth in the industry and reduce emissions and oil dependence.
- d. **Embedded Software:** In the near future, most automobile manufacturers will have to embed software in their vehicles to manage the complex system of hardware such as sensors, processors, and storage devices. This is a great opportunity for Indian IT and auto-component players, many of whom have started developing a global play to gain the first-mover advantage.

## 10. CHALLENGES:

**1. The cautious attitude of customers:** Over the last 3-4 decades the automobile market has shifted from demand to supply market. Availability of large number of variants, stiff competition between them, and long list of alternatives to choose from has given power to customers to choose whatever they like.

**2. Government Regulations:** Any kind of changes in policies by Government at different levels makes a significant impact at various level for the industry, further a Company's operations and demand are likely to be effected by new regulations like emission norms and safety norms.

## 11. RISKS AND MITIGATION MEASURES:

Company's Risk Management Policy envisages on identification of risks by each product segment and location, together with the impact that these may have on the business objectives. It also provides a mechanism for categorization of risks into Low, Medium and High according to the severity of risks.

- i. **Economic slowdown:** Indian economy is on a revival path backed by many policy initiatives taken by the government. However, any delay in implementation can significantly impact the economy and industry.

**Mitigation measure:** The management team of your Company monitors the macro-economic situations closely and takes appropriate and timely decisions.



- ii. **Risk of Quality:** Company's image in competitive market is made by quality of its products. Hence Company shall maintain quality of its products as per requirements of its customer at all levels.

**Mitigation measure:** Your Company has standards of techniques for improvement in quality of products manufactured at all levels for its leading customers like MSIL according to norms and requirements of customer. Company ensures that quality processes are adequately equipped and are in control.

## 12. COST OPTIMIZATION:

The year was marked by adverse uncertainties impacting the profitability of the company. However, the Company could partially offset the impact of unfavorable factors by stepping up cost reduction measures.

The Company made efforts in cost reduction activities while maximizing business values, which included standardizing, simplifying and rationalizing platforms, applications, processes and services.

In this adverse scenario, it is imperative that company should take effective measures for its continued sustainability. The Company took austerity measures by launching massive cost optimization in the form of Ecube (Employee, EBIDTA, Excellence) initiative to drive awareness, belongingness and commitment to lead alignment and appropriate returns.

## 13. STANDALONE FINANCIAL REVIEW:

During the FY19, Your Company recorded total income ₹ 1996.97 crore as compared to ₹ 1791.40 crore in the previous year showing an increase of 11.48%. The PBT for the period amounts to ₹ 81.68 crore as against ₹ 90.04 crore for the previous year, showing a fall of 9.28%. Also the PAT has reduced from ₹ 58.89 crore to ₹ 52.17 crore, fall of 11.41%. The reason for lower profit is due to higher depreciation & finance cost for expansion in plant at Vithlapur, Gujarat.

However, the EBIDTA has gone up from ₹ 159.25 crore to ₹ 177.50 crore from previous year due to better operational performance. Earning per share has gone down from ₹ 27.20 to ₹ 24.10.

The market capitalization of the Company as on 31st March, 2019 stood to ₹ 564.96 crore.

The summarized financial performance and key financial ratios are as under:

₹ In Crores

PARTICULARS	FY2019	FY2018	CHANGE (%)
Revenue from operations	1994.00	1787.79	11.53%
Other Income	2.97	3.61	-17.72%
<b>TOTAL INCOME</b>	<b>1996.97</b>	<b>1791.40</b>	<b>11.48%</b>
<b>EXPENSE</b>			
Material cost	1,542.18	1340.09	15.08%
Excise Duty	-	57.38	-100%
Changes in Inventory of Finished Goods, Work-in-progress	(7.53)	(12.14)	-37.97%
Employee Benefit Expense	154.98	122.65	26.36%
Finance Cost	34.33	20.12	70.63%
Depreciation and Amortization cost	61.49	49.10	25.23%
Other Expense	129.84	124.16	4.57%
<b>TOTAL EXPENSE</b>	<b>1,915.29</b>	<b>1701.36</b>	<b>12.57%</b>
<b>PROFIT BEFORE TAX</b>	<b>81.68</b>	<b>90.04</b>	<b>-9.28%</b>
TAX EXPENSE	29.51	31.15	-5.26%
<b>PROFIT AFTER TAX</b>	<b>52.17</b>	<b>58.89</b>	<b>-11.41%</b>
Total Comprehensive Income for the period (Net of Tax)	(1.83)	3.41	-153.67%
Total Comprehensive Income for the period [Comprising profit/(loss) for the period (after tax) and other comprehensive income (net of tax)]	50.34	62.30	-19.20%
<b>Earnings Per Share ( In ₹)</b>	<b>24.10</b>	<b>27.20</b>	<b>-11.40%</b>

## Key Financial Ratios [As a percentage of Total Income]

PARAMETERS	FY19	FY18	CHANGE (%)
Debtors Turnover	38.99	21.46	81.73%
Net Turnover/Inventory (Times)	14.54	13.55	7.31%
Current Ratio	0.62	0.69	(10.14%)
Debt Equity Ratio	1.00	0.83	0.17
Operating Profit Margin (%)	8.89%	9.18%	-0.29%
Net Profit Margin (%)	2.61%	3.40%	-1.89%
RONW (PAT/Net Worth)	13.65%	17.72%	-4.07%
Material Cost	76.85%	76.58%	0.27%
Employee Cost	7.76%	7.07%	0.69%
Manufacturing, Administrative and other Expense	6.50%	7.16%	-0.66%
Financial Charges	1.72%	1.16%	0.56%
Depreciation	3.08%	2.83%	0.25%
Profit Before Tax	4.09%	5.19%	-1.1%
Debt Service Coverage	2.14	3.00	-28.66%
Interest Coverage	3.38	5.48	-38.32%

(+) indicates increase

(-) indicates decrease

**Reason for change in Return on Net Worth:** Return on net worth for the current year is lower as compared to pervious year as profits after tax are lower due to higher depreciation & finance cost for expansion in plant at Vitthapur, Gujarat.

## 14. QUALITY:

The Company has established and is maintaining an environment management status. The Company lays significant importance to quality across all operations, products and processes as an endeavour towards excellence. The Company has developed an inherent system coupled with process improvement to maintain Zero defect supplies to its customer.

Further MSIL has developed an integrated system of comprehensive assessment based on 10 pillars for its vendors. These ten pillars help the vendors in overall improvement. Your company has incorporated all the parameters of this assessment process in its periodical review and is working extensively to achieve and maintain green status. The company's manufacturing excellence department has been entrusted task to monitor and provide support across all the departments to achieve the parameters of Comprehensive Assessment.

These ten pillars of assessment are :-Manufacturing & Testing Facilities, Manufacturing Process Control, Maintenance Capability, Human Resource Development, Tier-2 Management, Top Management Focus on Excellence, Safety Management, Scale & Capability for future investment, Risk Management and Product Design & development.

## 15. TREASURY OPERATIONS:

The Company ensures the ultimate goal of managing its liquidity and mitigating its operational, financial and reputational risk. The Company manages its funds efficiently. The borrowings are structured in a manner so as to minimize the interest cost.

During the year, your company successfully implemented Digital platform for Vendors "Online Early Payment Vendor Programme", which helps in generating higher yield on surplus funds with no additional risk, having a direct impact on operating margins of the company and helps strengthening our relationship with Suppliers.

It assures availability of Working Capital finance to their channel partners at lower than current cost of credit. And gives greater efficiencies in the receivable management and cash management process.

The Company also has adequate Short Term Working Capital Facilities. Your Company is using Commercial Paper (CP) to the tune of Rs. 75 Crores. The Credit Rating awarded by ICRA for the short term borrowing including CP is A1+. Further, the long term borrowing rating is AA-. The procurement of CP has helped in the reduction of Working capital borrowing cost.

## 16. RISK MANAGEMENT:

The Company identified various sources which have the potential to disrupt business continuity. Among them, fire is a major one. Besides, mitigation measures for other sources of risk like earthquake, external agitation etc. are also being worked out. Various countermeasures have been implemented to prevent fire accidents in the plants. Instead of traditional fire policy, the company has taken all risk policy which gives a comprehensive all around cover.

On strategic risks, the Company's top leadership is sensitive about ensuring that complacency does not set into the organisation and among business partners. Thrust is being given to analyze customer complaints with a critical eye and ensure changes in systems and processes.

## 17. INTERNAL CONTROL SYSTEMS, INTERNAL AUDIT AND ITS ADEQUACY:

The Company has adequate internal control systems and procedures designed to effectively control the operations at its Corporate Office and its plants. The Internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed standard operating procedures for all business process.

The Company has appointed M/s Mehra Goel & Co., Chartered Accountants, New Delhi as Internal Auditors to carry out internal audits. Further the Company has centralized Internal Audit Department headed by senior CA professional who is coordinating with Internal Auditor and ensures that observations of the auditors are appropriately implemented by respective plants. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness. The internal financial control framework design ensures that the financial and other records are reliable for preparing financial and other statements. In addition, the Company has identified and documented the key risks and controls for each process that has a relationship to the financial operations and reporting. At regular intervals, internal teams test identified key controls. The internal auditors also perform an independent check of effectiveness of key controls in identified areas of internal financial control reporting.

## 18. HUMAN RESOURCE:

We, at JBML nurture innovative thought processes and culture and this is the theme of our people engagement initiatives. In line with this, your Company have a strong thrust on quality which is achieved through activities like Kaizen and quality circle.

For your company the people are the biggest assets and for the all-round development of its employees at all levels various initiatives are taken at regular intervals. Regular training programs are organised to keep the employees updated in their respective spheres of work field and further enhancing their skill levels.

Various engagement activities like Sports Week, Annual Day, Outbound training programs and other similar events are organised for employee welfare and motivation. Regular programs for spiritual & ethical topics are also conducted periodically.

With an intention of developing internal capabilities, your Company initiated and focused on grooming the existing talent base, to enable them to take positions of greater responsibility within the organisation. By conducting various developmental initiatives through MDP (Management Development Programs) specially designed for 3 different levels. Also, the SDP (Supervisory Development Program) is conducted for the supervisors. A proper skill matrix and training is being prepared for the blue-collar employees. This also helped in developing subject matter experts, people capabilities and also controlling cost for conducting various trainings.

To gain outside in perspective, we nominate high potential employees for exclusive & prestigious programs conducted by external agencies like VLFM by CII, EPP by LMI and various other programs by MACE(Maruti Center of Excellence).

The ongoing initiative of TUK (Tayari Udaan Ki) continued with full vigour during this year also. All the plants of your company participated in various TUK projects of improving quality, productivity and reducing costs etc. which are reviewed on quarterly basis and annual rewards are given.

Keeping in pace with the modern technology the company has started automation of HR processes in a big way which will continue in the next year to bring in more efficiency, and real time approach in overall HR processes.

## 19. AWARDS:

Your Company's superior performance in the fields of Yield Improvement and Part Development (Build to Print Category) 2018-19 have been recognized by M/s Maruti Suzuki India Limited (MSIL) in its Vendor conference held on 2nd May, 2019 at Macau.



**Certificate of Appreciation for superior performance in the field of Yield improvement;**



**Certificate of Appreciation for superior performance in the field of Part Development (Build to Print Category)**

## 20. ENVIRONMENT, HEALTH, AND SAFETY (EHS):

Your Company strives hard to maintain the highest standards to preserve and protect the environment along with the able support of its suppliers, customers, and stakeholders. Moreover, this is a major step of the Company towards enhancing the health and safety of its employees and communities. The focus of your Company hinges around environmental protection and occupational health and safety, as it strives for continuous improvement in all these parameters.

Your Company conducts periodic drills, safety and health awareness through competitions, campaigns, and events to ensure preparedness for emergencies. Your Company is committed to ensure continuous improvement in its ISO-14001:2015 and OHSAS-18001:2007 systems through periodic audits by the American Systems Registrar (USA). Your Company's quality management system is certified against ISO/ TS 16949:2009 (Quality Management System) standard.

Your Company performs the re-assessment of its quality systems and re-certification assessments at regular intervals by an accredited third-party agency. Integrity, Safety & Quality have been adopted as three non-negotiating values of the Company in its work culture which are driven as ISQ momentum to make it a part of our DNA.

## 21. OUTLOOK:

Indian component makers are gearing up to meet the challenges of supplying new technology and equipment for stringent BS-VI emission norms coming from April 2020, and the much publicized transition to Electric Mobility, vociferously advocated by the Central government and crash test requirements for cars where overall architecture of existing vehicles will undergo a massive change. .

However, despite the challenges, silver lining is India's expanding passenger car market - world's fourth largest - and also the largest exporter of compact cars. This has catapulted the component industry into a major revenue churning from exports. Europe, its largest partner takes 34 per cent of the shipment, followed by 25 per cent earmarked to the US. India exports auto components worth \$13.5 billion, with a 11 per cent CAGR over six years.

Notwithstanding the slowdown, the component makers expect the growth momentum to comeback, hoping recovery in the second half of the fiscal with the installation of the new government and aiming return of 10 per cent growth in FY'2020 too.

Auto industry is hoping optimism about the government taking appropriate steps for driving economic growth of the country and reviving the demand cycle. The industry is hopeful that the government accords the status of 'priority industry' to the auto industry.

### DISCLAIMER

**The information and opinion expressed in this section of the Annual Report consists of 'outlook' which the management believes are true to the best of its information at the time of preparation. The Company shall not be liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein.**

# REPORT ON CORPORATE GOVERNANCE

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is the application of best management practices, continued compliances of law and adherence to highest ethical standards to achieve the objectives of the Company of enhancing stakeholder's value and its own image. A good Corporate Governance framework incorporates a system of robust checks and balances between Key players, namely the Board, the Management, Auditors and Stakeholders.

Jay Bharat Maruti Limited remains resolute in its commitment to conduct business in accordance with the highest ethical standards and sound Corporate Governance practices. The Company strongly believes that sound, robust and unambiguous system of Corporate Governance practices go a long way in retaining investor trust and preserving the interest of all existing as well as prospective Stakeholder.

Jay Bharat Maruti Limited ("Jay Bharat Maruti" or the "Company") is committed to conduct its business in compliance of the applicable laws, rules and regulations and with the highest standards of business ethics. We, at Jay Bharat Maruti, believe that good Corporate Governance is a key contributor to sustainable corporate growth and creating superior value for our stakeholders. It is primarily concerned with transparency, accountability, fairness, professionalism, social responsiveness, complete disclosure of material facts and independence of Board. The objective of the Company is not only to meet the statutory requirements of the Code of Corporate Governance as prescribed under Listing Regulations, but to develop such systems and follow such practices and procedures as would make the management completely transparent and accountable in its interaction with employees, shareholders, lending institutions and customers, thereby enhancing the stakeholders value and protecting the interest of stakeholders.

A report on compliances with the Corporate Governance provisions as prescribed under Listing Regulations is given hereunder.

## 2. BOARD OF DIRECTORS:

### (a) Composition of the Board

The Company has an optimum combination of Executive, Non-Executive and Independent Directors.

The composition of the Board of your Company is in conformity with Regulation 17 of the Listing Regulations. The maximum tenure of Independent Directors is in compliance of the Act and the Listing Regulations. All the Independent Directors of the Company have confirmed that they meet the criteria as mention in Regulation 16(1)(b) of the Listing Regulations and Section 149 (6) of the Act. Except getting sitting fees none of the Independent Directors have any other pecuniary relationships with your Company, its associates or its promoters or directors.

Board of Directors hereby confirms that there are no material financial and commercial transactions between the senior management of your company and the company which could have potential conflict of interest with the Company at large.

As on 31st March, 2019, the total strength of the Board of Directors of the Company is Eight (8) Directors (i.e. Four Promoter Directors and Four Independent Directors) comprising of an Executive Chairman, one Non-Executive Nominee Director, two Non-Executive Directors and Four Non-Executive Independent Directors and one Non-Executive Director Women Director.

SN.	Name of Directors	Relationship with other Directors	Category	No. of meetings attended (Total Meetings held : 4)	Attendance at the last AGM held on 4th September, 2018	No. of other Directorship(s)		No. of Committee(s)*		Name of the Listed Entity in which Director Including this entity	Number of shares and convertible instruments held by non-executive directors
						Public	Private	Member	Chairman		
1.	Mr. S. K. Arya (DIN: 00004626)	Father of Mr. Nishant Arya and Ms. Esha Arya	Chairman & Managing Director	4	Yes	8	9	2	1	1. Jay Bharat Maruti Limited: Chairman and Managing Director 2. JBM Auto Limited: Non Executive-Director and Chairman	177350
2.	Mr. Nishant Arya (DIN: 00004954)	Son of Mr. S. K. Arya and brother of Ms. Esha Arya	Non-Executive Director	4	Yes	10	5	2	-	1. Jay Bharat Maruti Limited : Non Executive Director 2. JBM Auto Limited: : Non Executive Director	4000
3.	Ms. Esha Arya (DIN: 00004836)	Daughter of Mr. S. K. Arya and Sister of Mr. Nishant Arya	Non-Executive Director	2	No	3	-	-	-	1. Jay Bharat Maruti Limited: Non- Executive Director	NIL
4.	Mr. Rajiv Gandhi (DIN: 07231734)	NA	Non- Executive Director	4	Yes	2	-	-	-	1. Jay Bharat Maruti Limited: Non- Executive Nominee Director	NIL
5.	Mr. U. C. Agarwal ## (DIN: 00012468)	NA	Non Executive-Independent Director	4	Yes	1	-	0	2	1. Jay Bharat Maruti Limited : Independent Director	NIL
6.	Mr. D. P. Agarwal (DIN: 00084105)	NA	Non Executive-Independent Director	4	Yes	7	-	1	2	1. Jay Bharat Maruti Limited : Independent Director 2. TCI Express Limited : Chairman Non-Executive Non- Independent Director 3. TCI Developers Limited : Chairman Non-Executive Non-Independent Director 4. Transport Corporation Of India Limited : Chairman & Managing Director 5. TCI Industries Limited: Non Executive Director	NIL

SN.	Name of Directors	Relationship with other Directors	Category	No. of meetings attended (Total Meetings held : 4)	Attendance at the last AGM held on 4th September, 2018	No. of other Directorship(s)		No. of Committee(s)*		Name of the Listed Entity in which Director Including this entity	Number of shares and convertible instruments held by non-executive directors
						Public	Private	Member	Chairman		
7.	Mr. Achintya Karati (DIN: 00024412)	NA	Non Executive-Independent Director	4	Yes	8	2	5	4	1. Jay Bharat Maruti Limited : Independent Director 2. Sangam (India) Limited: Independent Director 3. J. K. Cement Limited : Independent Director 4. Delton Cables Limited: Director 5. Shyam Telecom Limited : Independent Director 6. Uflex Limited: Independent Director	NIL
8.	Mr. Dhanendra Kumar # (DIN: 05019411)	NA	Non Executive-Independent Director	3	No	2	-	-	-	1. Jay Bharat Maruti Limited : Independent Director	NIL

\* Committee means Audit Committee and Stakeholders Relationship Committee.

# Mr. Dhanendra Kumar was appointed w.e.f.16h July, 2018.

## Mr. U. C. Agarwal ceased to be Independent Director of the Company w.e.f. close of business hours on 31st March, 2019.



Your Company has appointed Mr. Dhanendra Kumar as an Independent Director of the Company on 16th July, 2018 in place of Mr. Virendra Ganda, who has resigned on 16th January, 2018 and as on financial year ended 31st March, 2019 composition of the Board of Directors is in conformity with Regulation 17 of the Listing Regulations.

The Non-Executive Directors includes Independent professionals Directors having considerable experience and expertise in their respective areas and together they bring diverse experience, skills and vast expertise in meeting responsibilities of the Board, inter-alia, includes formulation of policies, taking initiatives, performance review, monitoring of plans, pursuing of policies and procedures.

In Compliance with Section 165(1) of Companies Act, 2013 and Regulation 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Director of the Company is a director on the board of more than 20 Companies (including 10 Public Limited Companies) or acts as an Independent Director in more than 7 Listed Companies.

The composition of Board of Directors as on 31st March, 2019, their attendance at the Board Meetings held during the Financial Year 2018-19, attendance in the last Annual General Meeting and also the Directorship in listed entities along with category of directorship and Membership/ chairmanship of the Board Committees (including this Entity) are as follows:

## (b) Board Meetings

During the year 4 (Four) meetings of the Board of Directors of the Company were held. The Board meets at least once in a quarter with a time gap of not more than one hundred and twenty days between two consecutive meetings. Agenda papers were circulated to the Directors in advance for each meeting. All relevant information as required under Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 was placed before the Board from time to time. The details of Board Meetings are given below:

Date of Board Meeting	Total Strength of the Board on the date of Board Meeting	No.of Directors present at the Board Meeting
16th April, 2018	7	7
16th July, 2018	8	7
13th October, 2018	8	7
15th January, 2019	8	8

The attendance of the Directors at the meeting above was as under:

Name of the Directors	Attendance at the Board Meetings		Whether attended the AGM held on 04.09.2018
	Held	Attended	
Mr. S. K. Arya	4	4	Yes
Mr. Nishant Arya	4	4	Yes
Ms. Esha Arya	4	2	No
Mr. U. C. Aggarwal	4	4	Yes
Mr. D. P. Agrawal	4	4	Yes
Mr. Achintya Karati	4	4	Yes
Mr. Dhanendra Kumar	4	3	Yes
Mr. Rajiv Gandhi	4	4	Yes

## (c) Independent Directors

Mr. U. C. Agarwal ceased to be Director of the Company w.e.f. close of business hours on 31st March, 2019 due to the completion of his tenure as Independent Director of the Company.

Your Board of Directors vide their circular resolution dated 10th July, 2019 have appointed Mrs. Pravin Tripathi (DIN: 06913463) as an Additional Independent Director of the company. Her appointment as Independent Director of the Company is placed for approval of members in the ensuing Annual General Meeting of the Company. A brief profile and other details of Director pursuant to Regulation 36 of the Listing Regulations is given in Notice to the Annual General Meeting.

## (d) Separate meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on January 15, 2019 without the attendance of non-independent directors and members of the management to review the performance of Non-independent Directors (including the Chairman) and the Board as a whole. All Independent Directors were present in the meeting.

The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory.

### (e) Familiarization Programmes

The Board members are provided with necessary documents, brochures, reports and internal policies to enable them to familiarize with the Company's procedure and practices.

Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's business and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization Programmes for Directors are available on the Company's website under the web link: <http://www.jbmgrouppdf.com/pdf/Familizaration-Programmes-for-Independent-Directors/Familiarization%20programme-18-19.pdf>

### (f) Skills / Expertise/ Competencies of Board of Directors

The Board members are having following skills, expertise and comptencies in the context of business and affairs of the company to run its functions effectively:

**i. Industry Knowledge:** Industry Experience, Knowledge of Sector, Knowledge of Public Policy Direction and Govt. legislation & legislative process.

**ii. Technical Skills:** Accounting, Financial literacy, Public Relation, Development and Implementation of risk management system, Strategy development and its implementation.

**iii. Competencies:** Professional skills, Strategic Thinking and decision making, Executive performance management.

## 3. CODE OF CONDUCT:

The Company has in place a comprehensive Code of Conduct (the Code) applicable to the Directors and Senior Management Personnel. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the value of the Company. The Code has been circulated to all concerned and the same is posted on the website of the Company which may be accessed at the web link: <http://www.jbmgrouppdf.com/pdf/code-of-conduct/pdf/CoC-BM-&-SMP.pdf>

Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chairman & Managing Director of the Company has confirmed the compliance with the Code by all the members of the Board and Senior Management.

## 4. AUDIT COMMITTEE:

The Company has a qualified and independent Audit Committee. During the year under review, there was no change in the composition of Audit Committee. Further Board of Directors vide their circular resolution dated 31st March, 2019 reconstituted the committee w.e.f. 1st April, 2019 and appointed Mr. Achintya Karati as Chairman to the Committee in place of Mr. U. C. Aggarwal who cease to be Director of the Company w.e.f close of business hours on 31st March, 2019. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. The Audit Committee functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

The attendance at the Audit Committee Meetings held during the year are as under:

SN.	Name	Category	Designation	Attendance (No. of meeting held: 4)	Date of Audit Committee Meeting
1.	Mr. U. C. Agarwal*	Independent	Chairman	4	16.04.2018
2.	Mr. D. P. Agarwal	Independent	Member	4	16.07.2018
3.	Mr. Achintya Karati	Independent	Member/ Chairman*	4	13.10.2018
4.	Mr. Nishant Arya	Non- Executive	Member	4	15.01.2019

\* Mr. U. C. Agarwal cease to be Director of the Company w.e.f. close of business hours on 31st March, 2019 and in his place, Board of Directors have appointed Mr. Achintya Karati as Chairman to this committee w.e.f. 1st April, 2019.

The Chairman & Managing Director, President & CFO and the representative of the Statutory Auditors and Internal Auditors are invitees to the Audit Committee meetings. Mr. Ravi Arora, Company Secretary of the Company is the Secretary of the Audit Committee.

Mr. U. C. Agarwal, past Chairman of the Audit Committee attended the last Annual General Meeting to answer the shareholders' queries.

## (a) Terms of Reference

The powers and role of the Committee encompasses accounting matters, financial reporting and internal controls. The terms of reference of the Audit Committee are in line with the Section 177 of the Act and Part C of Schedule II of the Listing Regulations. In fulfilling the above role, 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 role of the audit committee includes the following:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ii. Recommendation to the Board, the appointment, re-appointment and if required, the replacement or removal of the auditor and fixation of remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
- iv. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion (s) in the draft audit report;
- v. Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with the Internal Auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or

- irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and Creditors;
- xviii. To review the functioning of the whistle blower mechanism;
- xix. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

## 5. NOMINATION AND REMUNERATION COMMITTEE:

The Board has framed the Nomination and Remuneration policy for its Directors, Key Managerial Personnel and other employees which ensures that level and composition of remuneration is reasonable meets the performance benchmarks. Board of Directors vide their circular resolution dated 31st March, 2019 has reconstituted the committee and appointed Mr. Dhanendra Kumar as Chairman to the Committee w.e.f. 1st April, 2019 in place of Mr. U. C. Aggarwal who cease to be Director of the Company with effect from close of business hours on 31st March, 2019. The Composition of Nomination and Remuneration Committee is in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

### (a) Composition, Category and Attendance record during the year

The composition and of Nomination and Remuneration Committee, category and record of attendance is given below:

SN.	Name	Category	Designation	Attendance (No. of meeting held : 3)	Date of Nomination and Remuneration Committee Meeting
1.	Mr. U. C. Agarwal*	Independent	Chairman	3	16.04.2018
2.	Mr. D. P. Agarwal	Independent	Member	3	16.07.2018
3.	Mr. Achintya Karati	Independent	Member	3	13.10.2018
4.	Mr. Nishant Arya	Non- Executive	Member	3	15.01.2019
5.	Mr. Dhanendra Kunar	Independent	Chairman*	NA	

\* Mr. U. C. Agarwal cease to be Director of the Company w.e.f. close of business hours on 31st March, 2019 and in his place, Board of Directors have appointed Mr. Dhanendra Kumar as Chairman to this committee w.e.f. 1st April, 2019.

### (b) Terms of reference

The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for Directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become Directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The power, role, responsibilities and terms of reference of the Nomination and Remuneration Committee are as prescribed under Section 178 of the Companies Act, 2013 and also as provided in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ravi Arora, Company Secretary of the Company is Secretary of the Nomination and Remuneration Committee.

### (c) Role of Nomination and Remuneration Committee

The role of Nomination and Remuneration committee includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance

with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

- v. Advise to the Board whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- vi. 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.
- vii. To recommend to the board, all remuneration, in whatever form, payable to senior management.
- viii. To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### (d) Detail of remuneration and sitting fee paid to Directors during the Financial Year 2018-19

Remuneration paid to the Chairman & Managing Director		Sitting Fees paid to Non-Executive Directors		No. of equity share held
Particulars	Amount (₹ In Lakhs)	Name of Directors	Board /Committee Meetings Amount (₹ In Lakhs)	
Salary & allowances	229.21	Mr. U. C. Agarwal	2.90	-
Other Perquisites	13.51	Mr. D. P. Agarwal <sup>1</sup>	-	-
Commission	163.00	Mr. Rajiv Gandhi <sup>2</sup>	1.20	-
Contribution to PF*	18.64	Mr. Nishant Arya	2.40	4000
		Mr. Achintya Karati	2.90	-
		Ms. Esha Arya <sup>3</sup>	-	-
		Mr. Dhanendra Kumar <sup>#</sup>	0.95	-
<b>Total:</b>	<b>424.36</b>	<b>Total:</b>	<b>10.35</b>	<b>4000</b>

\* Contribution to PF do not included in computation of overall managerial remuneration.

# Mr. Dhanendra Kumar was appointed as Independent Director on 16th July, 2018.

1. Fee was waived w.e.f. 14th July 2005;

2. Fee was paid in the name of MSIL, being its nominee director.

3. Fee was waived w.e.f. 20th April, 2016

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has constituted a Stakeholder Relationship Committee which oversees and review all matters relating to transfer/transmission of shares, issue of duplicate share certificates (including transfer of Investor Education and Protection Fund) and also monitor redressal of the grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

(a) **Composition:** The Stakeholders Relationship Committee comprises of the following Directors:

Sl. No.	Name	Category	Designation
1.	Mr. U. C. Agarwal*	Independent	Chairman
2.	Mr. S. K. Arya	Executive	Member
3.	Mr. D. P. Agarwal	Independent	Member/Chairman*
4.	Mr. Dhanendra Kumar	Independent	Member

\*Mr. U. C. Agarwal cease to be Director of the Company w.e.f. close of business hours on 31st March, 2019 and in his place, Board vide its circular resolution passed on 31st March, 2019 has appointed Mr. D.P. Agarwal as chairman of the Committee and Mr. Dhanendra Kumar as member of the Committee.

Mr. Ravi Arora, Company Secretary of the Company is the Secretary of the Stakeholders' Relationship Committee. The constitution of the Stakeholders' Relationship Committee and terms of reference are as prescribed under Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In compliance with Listing Regulations during the year one meeting of committee was held on 15th January, 2019. All committee members were present at the meeting.

In compliance with Regulation 20 of the Listing Regulations, One (1) meeting of the Stakeholder Relationship Committee was held on 15th January, 2019.

**(b) Role of the Committee:**

The role of the Committee include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the company in respect of various services rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

**(c) Name and address of Compliance Officer:**

Mr. Ravi Arora,  
 Company Secretary & Compliance Officer  
 Plot No.9, Institutional Area  
 Sector - 44, Gurgaon -122 003  
 Haryana.  
 Ph.: 0124 - 4674500 – 50;  
 Fax: 0124 - 4674559  
 E-mail: [jbml.investor@jbmgrou.com](mailto:jbml.investor@jbmgrou.com); [ravi.arora@jbmgrou.com](mailto:ravi.arora@jbmgrou.com)

**(d) Prevention of insider trading**

The Securities and Exchange Board of India (SEBI) vide its notification No. EBI/LAD-NRO/GN2018/59 dated 31st December, 2018 has amended SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”) and inserted new provisions w.r.t to closure of trading window, mandatory disclosure by designated person, and many more. The said amendment in Insider Trading Regulation SEBI under the above notification has become effective from 01st April, 2019. Accordingly, the Board by its circular resolution passed on 31st March, 2019 has revised its Policy on Insider Trading including code of internal procedure and conduct for regulating, monitoring and reporting of trading by insiders in compliance with the amendment made in Insider Trading Regulations. The said revised clause is effective from 01st April, 2019.

The Code lays down guidelines, procedures to be followed and disclosure to be made while dealing with the shares of the Company and cautioning them of its consequences of non-compliance. The said code may be accessed on the Company’s website at the link: <http://www.jbmgrou.com/pdf/policies/JBML-Insider-Trading-Policy.pdf>

**(e) Shareholders grievances / complaints received and resolved during the year**

(i)	Number of Shareholders complaints received during the year	3
(ii)	Number of complaints not resolved to the satisfaction of shareholders	Nil
(iii)	Number of complaints pending at the end of the year	Nil

**(f) Registrar and Share Transfer Agent (RTA)**

The Company has appointed M/s MCS Share Transfer Agent Limited as Registrar and Share Transfer Agent (RTA) to take care of share transfer related matters, dematerialization / re-materialization of Shares, etc. Investor may contact the RTA at the below mentioned address:

**MCS Share Transfer Agent Limited**

(Unit: Jay Bharat Maruti Limited)

F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020

Tel.: 011-41609386; 41406149; 41709885 | Fax: 011-41709881

E-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com); [helpdesk@mcsregistrars.com](mailto:helpdesk@mcsregistrars.com)

## 7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Corporate Social Responsibility Committee was constituted by the Board on 16th April, 2014 in compliance with the provisions of the Companies Act, 2013.

The Corporate Social Responsibility Committee consists of three Directors and it will meet as when required. During the year, Two (2) meetings of the committee were held on 16th April, 2018 and 15th January, 2019. The Composition of the Committee is mentioned below:

### (a) Composition and Category

SN.	Name	Category	Designation
1.	Mr. U. C. Agarwal*	Independent	Chairman
2.	Mr. D. P. Agarwal	Independent	Member/Chairman*
3.	Ms. Esha Arya	Non- Executive	Member
4.	Mr. Dhanendra Kumar*	Independent	Member

\*Mr. U. C. Agarwal ceases to be Director of the Company w.e.f. close of business hours on 31st March, 2019 and in his place, Board of Directors vide their circular resolution passed dated 31st March, 2019 has appointed Mr. D. P. Agarwal as Chairman to the Committee w.e.f. 1st April, 2019. Further, Mr. Dhanendra Kumar was also appointed as member of the Committee w.e.f. 01.04.2019.

### (b) Role & Responsibilities

The role of the CSR Committee includes the following:

- i. Formulate and recommend to the Board, Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and the Rules made thereunder.
- ii. Recommend the amount of expenditure to be incurred on the activities under Corporate Social Responsibilities.
- iii. Monitor Corporate Social Responsibility Policy of the Company.
- iv. To carry out all other duties as may be required under the Companies Act, 2013 and rules made thereunder.

The Corporate Social Responsibility Committee has adopted a Corporate Social Responsibility Policy which is posted on the website of the Company. The same may be accessed at the web link: <http://www.jbmgroupp.com/pdf/policies/CSR-policy.pdf> The Corporate Social Responsibility Report for the year ended 31st March, 2019 is given in the Directors' Report.

## 8. RISK MANAGEMENT COMMITTEE:

### Composition of the Risk Management Committee:

- i. Mr. S. K. Arya, Chairman
- ii. Mr. Nishant Arya, Member
- iii. Mr. Anand Swaroop, Member

The prime responsibility of the Risk Management Committee is to implement and monitor the risk management plan and policy of the Company.

The role and responsibilities of the Committee includes the following:

- i. Framing of Risk Management Plan and Policy
- ii. Develop, implement and maintain a sound system of Risk Management
- iii. Assess and recommend to the Board acceptable level of risk.
- iv. Execute such other related functions as it may deem fit.
- v. Monitoring of Risk Management Plan and Policy.



## 9. GENERAL BODY MEETINGS:

### I. Details of last three annual general meetings (agms):

Financial Year	Date & Time of AGM	Venue	Special Resolution passed
2017-18	4th September, 2018 At 10:30 A.M.	Air Force Auditorium, Subroto Park, New Delhi - 110010	<ul style="list-style-type: none"> <li>• Re-appointment of Mr. S.K. ARYA (DIN : 00004626) as Chairman &amp; Managing Director</li> <li>• Issue of Non –Convertible Debentures on private placement basis</li> </ul>
2016-17	18th August, 2017 At 10:30 A.M.	Air Force Auditorium, Subroto Park, New Delhi - 110010	<ul style="list-style-type: none"> <li>• No Special Resolution was passed during the year.</li> </ul>
2015-16	3rd September, 2016 At 12: 45 A.M.	Air Force Auditorium, Subroto Park, New Delhi - 110010	<ul style="list-style-type: none"> <li>• Authority to Board of Directors to borrow money not exceeding Rs 600 Crores</li> </ul>

II. No resolution was either required or passed through postal ballot in last year 2018-19.

III. As on date of this report, no resolution is proposed through postal ballot in this year;

## 10. DISCLOSURES:

- I. No material related significant transaction were entered during the year which might have potential conflicts with the interests of listed entity at large.
- II. During the year all recommendation by all committees which were mandatorily required were accepted.
- III. Policy on dealing with related party transaction is available at web link <http://www.jbmggroup.com/pdf/policies/JBML-Policy-on-Related-Party-Transaction.pdf>
- IV. The Senior Management Personnel has made disclosure to the Board that they did not have personal interest in any material financial and commercial transactions that could result in a conflict with the interest of the Company.
- V. The financial statements have been prepared in accordance with the Generally Accepted Accounting Policies (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.
- VI. The Company has a Code of Conduct for its Board and Senior Management Personnel (as per Code of Corporate Governance), which is available on the Company's website. The Company has obtained a compliance certificate from all concerned.
- VII. The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to ombudsperson through letter/ e-mail, telephonically or in person. The employees may also report to the Chairman of the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company and the same can be accessed at the web link: [http://www.jbmggroup.com/pdf/policies/JBML\\_Whistle-Blower-Policy.pdf](http://www.jbmggroup.com/pdf/policies/JBML_Whistle-Blower-Policy.pdf)
- VIII. There have been no instances of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority on any matter related to capital markets during last three years.
- IX. The Company is complying with all the mandatory requirements and adopted non-mandatory requirements such as:
- Reimbursement of expenses to Non-Executive Chairman;
  - Remuneration committee of all Independent & Non-Executive Directors;
  - Though half yearly results with summary of significant events in the last six-months are not sent to each shareholder, how ever the quarterly results are posted on the websites of the Company, the Stock Exchanges and also published in the newspapers;
  - The financial statements of the Company are without qualification.

- X. Company has obtained a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.(same forms part of this report as **Annexure I**)
- XI. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as follows:
- (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

## 11. MEANS OF COMMUNICATION:

The Company publishes unaudited quarterly/half yearly financial results reviewed by auditor and audited annual financial results in newspapers. The said results are also informed to the Stock Exchanges where the shares of the Company are listed. The quarterly & half yearly results are not being sent separately to any of the shareholder. The results are usually published in Business Standard (English & Hindi Edition), The Economic Times, Financial Express (English Edition) and Jansatta, (Hindi Edition). The Company also issues news releases on significant corporate decisions/ activities and posts them on the website.

The financial results of the Company are displayed on the website of the Company i.e., [www.jbmgroup.com](http://www.jbmgroup.com). The Company does not make presentations for institutional investors or to the analysts.

### SCORES (SEBI Complaints Redressal System)

SEBI commenced processing of investor complaints in a centralized web based complaints redressal system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

### Corporate Filing and Dissemination System (Corp-filing) & NEAPS (NSE Electronic Application Processing System)

All disclosures and communications to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are filed electronically through Corp-filing and NEAPS respectively. The disclosures are also mailed to the exclusive e-mail IDs of these Stock Exchanges.

### Exclusive e-mail ID for Investors

Pursuant to SEBI Circular, the Company has created an e-mail ID exclusively for redressal of investors' grievances. The investors may post their grievances to the specific e-mail ID i.e. [jbml.investor@jbmgroup.com](mailto:jbml.investor@jbmgroup.com)

## 12. ROLE OF COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS:

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

## 13. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis report has been given separately in the Annual Report.

## 14. GENERAL SHAREHOLDER INFORMATION:

### (i) Annual General Meeting

Date and Time	:	14th September, 2019 at 10:30 A.M.
Venue	:	Air Force Auditorium, Subroto Park, New Delhi - 110 010

### (ii) Financial year

Financial reporting for the Financial Year 2018-19

1st quarter ended 30th June, 2018	:	July, 2018
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2nd quarter ended 30th September, 2018	:	October, 2018
3rd quarter ended 31st December, 2018	:	January, 2019
Year ended 31st March, 2019	:	April, 2019

**(iii) Date of Book Closure**

7th September, 2019 to 14th September, 2019 (both days inclusive).

**(iv) Dividend Payment Date**

The dividend, if declared, will be paid within 30 days from the date of Annual General Meeting.

**(v) Listing on Stock Exchanges**

The equity shares of the Company are listed and traded on the following Stock Exchanges:

Sl. No.	Name & Address of Stock Exchanges	Stock / Scrip Code
1.	<b>BSE Limited ("BSE")</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Tel. No. 022-22721233/34, Fax: 022-22721919	520066
2.	<b>National Stock Exchange of India Limited ("NSE")</b> Exchange Plaza, 5th Floor, Plot No.- C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051, Tel.: 022-26598100-14, Fax : 022-26598120	JAYBARMARU

ISIN No. for CDSL and NSDL: **INE 571B01028**

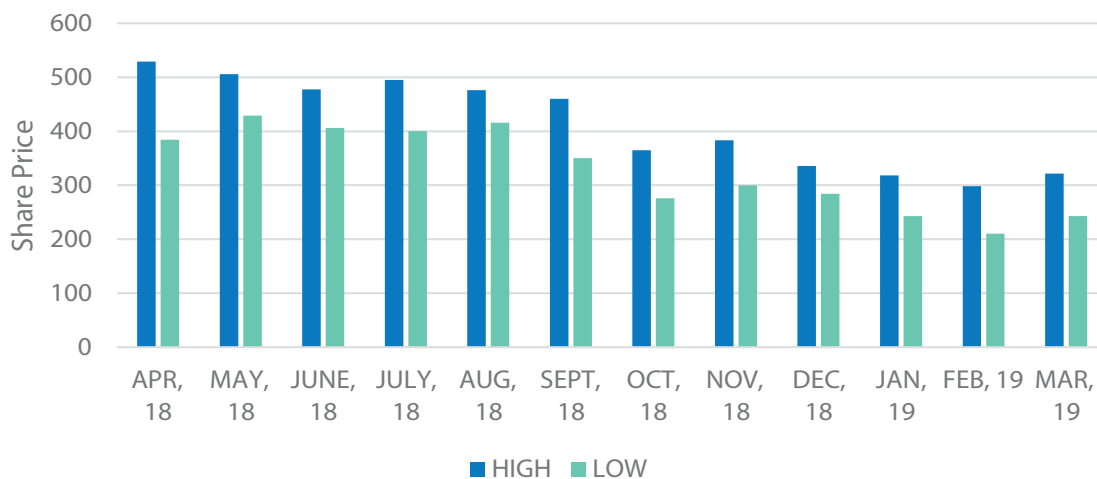
The Annual listing fee for the financial year 2019-20 has been paid by the Company to BSE and NSE and the Annual Custodian Fee has been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2019-20.

**15. STOCK MARKET DATA:**

**(A) SHARE PRICE MOVEMENT:** The monthly high/low prices and volume during the financial year 2018-19:

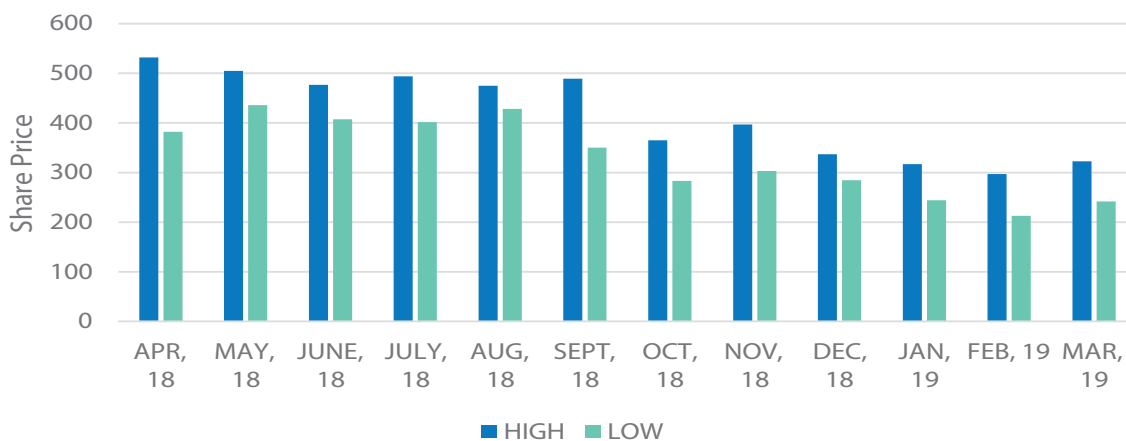
Months	BSE Limited ("BSE")			National Stock Exchange of India Ltd. ("NSE")		
	High (₹)	Low (₹)	Trades (Nos.)	High (₹)	Low (₹)	Volume (In Lacs)
April, 2018	528.90	384.00	18,491	532	382.1	26,28,224
May, 2018	505.80	428.85	5,602	504.9	435.75	6,08,506
June, 2018	477.50	406.00	2,742	476.7	407.2	2,52,064
July, 2018	495.00	400.35	6,057	494	401.65	8,14,444
August, 2018	475.95	416.00	3,451	475	428.25	4,21,631
September, 2018	460.00	350.00	2,003	489	350	2,36,065
October, 2018	365.00	276.00	3,502	365	283	6,03,955
November, 2018	383.20	299.45	3,544	396.95	303	6,45,686
December, 2018	335.40	284.00	2,121	336.95	284.45	3,96,289
January, 2019	317.90	243.05	1,844	317	244	3,08,157
February, 2019	298.00	210.20	3,769	296.9	212.5	8,02,423
March, 2019	321.50	242.85	7,246	322.7	241.55	12,27,056

### MONTHLY HIGH LOW AT BSE LTD.



Source: www.bseindia.com

### MONTHLY HIGH AND LOW AT NSE LTD..

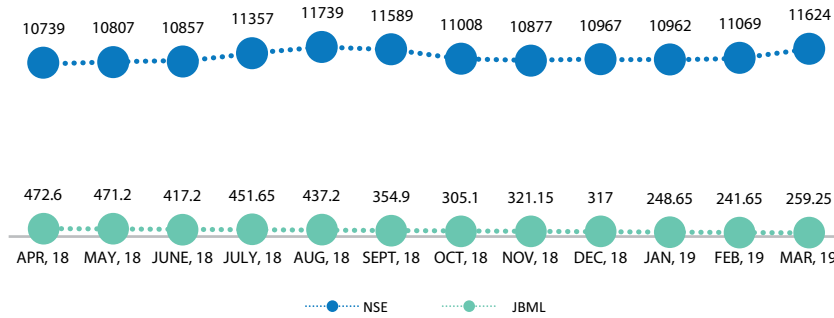


Source: www.nseindia.com

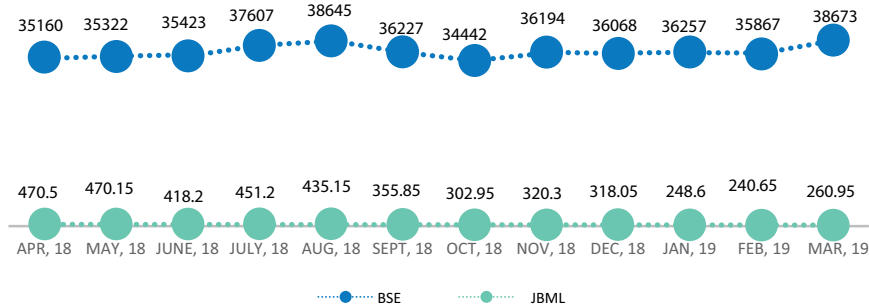
**(B) PERFORMANCE IN COMPARISON TO BROAD BASE INDICES DURING FY 2018-19:**

A comparison of monthly closing share price at BSE and NSE with monthly closing BSE Sensex & NSE Nifty (S & P CNX Nifty) are as follows:

Comparison of the Share Price of JBML with NSE Nifty



Comparison of the Share Price of JBML with BSE Sensex

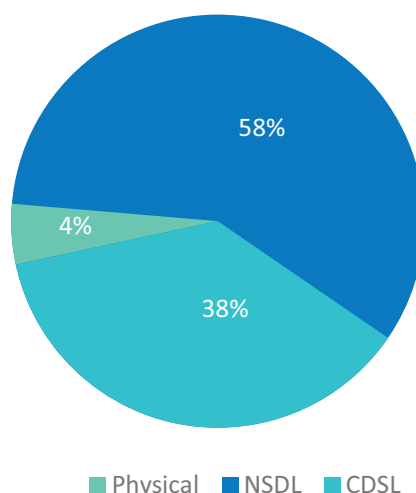


**(C) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2019**

Category (Shares)	Shareholders		Shares	
	Numbers	Percentage (%)	Numbers	Percentage (%)
1 - 500	16899	93.26	1528427	7.05
501 - 1000	623	3.43	479244	2.21
1001 - 2000	343	1.89	527658	2.43
2001 - 3000	84	0.46	212033	0.97
3001 - 4000	47	0.25	171525	0.79
4001 - 5000	23	0.12	106322	0.49
5001 - 10000	46	0.25	329527	1.52
10001 - 50000	32	0.17	687068	3.17
50001 - 100000	2	0.01	123800	0.57
100001 & above	20	0.11	17484396	80.75
<b>Total</b>	<b>18119</b>	<b>100.00</b>	<b>2,16,50,000</b>	<b>100.00</b>

**(D) CATEGORY OF SHAREHOLDERS HOLDING SHARES IN COMPANY AS ON 31ST MARCH, 2019**

Category	No. of shareholder	Percentage (%)	Shares held	Percentage (%)
Physical	1,356	7.48	985113	4.55
NSDL	9,827	54.24	12503404	57.75
CDSL	6936	38.28	8161483	37.70
<b>Total</b>	<b>18,119</b>	<b>100</b>	<b>216,50,000</b>	<b>100</b>

**SHAREHOLDING PATTERN**

The shares of the Company are available for trading with both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The name and addresses of the depositories are as under:

<p><b>National Securities Depository Limited</b> Trade World, 4th Floor Kamala Mills Compound Senapathi Bapat Marg Lower Parel, Mumbai - 400013 Tel. No. 022 - 24994200 Fax No. 022 - 24976351 E Mail : info@nsdl.co.in</p>	<p><b>Central Depository Services (India) Limited</b> Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai – 400023 Tel No. 022 - 22723333; Fax: 022 - 22723199 / 22722072 E-Mail: investor@cdslindia.com; helpdesk@cdslindia.com</p>
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**(E) VALUATION OF SHARES:** The closing price of the company's share as on 31st march, 2019 on the stock Exchanges are given below:

Sl. No.	Name of the stock exchanges	Share price
1.	BSE Limited ("BSE")	260.95
2.	National Stock Exchange of India Ltd. ("NSE")	259.25

**(F) MARKET CAPITALIZATION:** Based on the closing quotation of ₹ 260.95 As on 31st march, 2019 at BSE, market capitalization of the company was ₹ 56495.67 Lakhs.

**(G) DEMATERIALIZATION OF SHARES & LIQUIDITY:**

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems as per notification for trading in the depository systems as per notification issued by SEBI. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the company has enlisted its shares with the National Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As at 31st March, 2019, 206,64,887 equity shares out of 216,50,000 equity shares of the company, forming 95.45% of the Company's paid up capital are held in dematerialized form.



**(H) SHARE TRANSFER SYSTEM:**

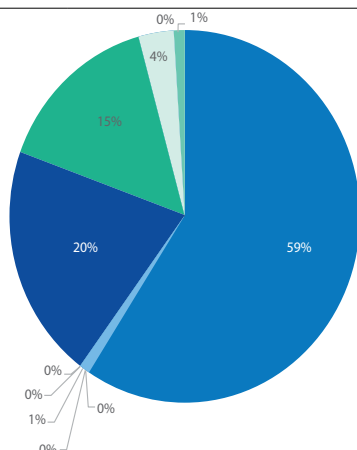
Application for transfer, transmission and transposition are received by the Company at its Registered Office or Corporate Office or at the office of its Registrar and Transfer Agent. As the shares of the Company are in dematerialized form, the transfer is duly processed by NSDL/CDSL in electronic form through the respective depository participants. Shares, which are in physical form, are processed by the Registrar and Share Transfer Agent on a regular basis and the certificates are dispatched directly to the investors within 15 days from the date of lodgement, provided the necessary documents were in order. The Share Transfer Committee of the Board of Directors of the Company is empowered to approve transfer, transmission etc. Such approvals are accorded in due course of time when request is made and, thereafter, transfers are registered and duly endorsed certificates are sent to the shareholders.

**(I) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15 November 2018 is not required to be given. The details of foreign currency exposure are disclosed in Note No. 48 to the Standalone Financial Statements.

**(J) SHAREHOLDING PATTERN AS ON 31ST MARCH, 2019**

Category code	Category of Shareholder	Number of Shares	Percentage (%)
<b>(A) Shareholding of Promoter and Promoter Group</b>			
1	Indian	12,858,962	59.39
2	Foreign	-	-
<b>Sub Total (A):</b>		<b>12,858,962</b>	<b>59.39</b>
<b>(B) Public shareholding</b>			
1	Institutions		
(a)	Mutual Funds/ UTI	11297	0.05
(b)	Financial Institutions / Banks	8097	0.04
(c)	Insurance Companies	1000	0.00
(d)	Foreign Portfolio Investors	2108	0.01
<b>Sub-Total (B)(1):</b>		<b>22502</b>	<b>0.10</b>
2	Central Government/ State Government(s)	118721	.55
<b>Sub-Total (B)(2):</b>		<b>118721</b>	<b>.55</b>
3	Non-institutions		
(a)	Bodies Corporate	4375685	20.21
(b)	Individual shareholders holding nominal share capital up to Rs 2 lakh	3333307	15.39
(c)	Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	738766	3.41
(d)	NBFCs registered with RBI	1890	.00
(e)	NRI with & without REPAT	199667	.92
(f)	Trust	500	.00
<b>Sub-Total (B)(3):</b>		<b>8649815</b>	<b>39.94</b>
<b>Total Public Shareholding (B)(1) + (B)(2) + (B)(3):</b>		<b>8791038</b>	<b>40.61</b>
<b>Grand Total:</b>		<b>2,16,50,000</b>	<b>100.00</b>



Shareholding Pattern

- Promoter
- Mutual Funds/ UTI
- Financial Institutions / Banks
- Central Government/ State Government(s)
- Insurance Companies
- Foreign Portfolio Investors
- Bodies Corporate
- Individual shareholders holding nominal share capital up to Rs 2 lakh
- Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.
- NBFCs registered with RBI
- NRI with & without REPAT

**(H) OUTSTANDING GDR/ADR/WARRANTS OR ANY OTHER CONVERTIBLE INSTRUMENTS**

The Company has no outstanding GDR/ADR/Warrants or any other convertible Instruments as on 31st March, 2019.

**(I) CREDIT RATINGS OBTAINED DURING THE FINANCIAL YEAR**

ICRA has reaffirmed its credit rating of A1+ for short term instruments which is the highest rating for credit quality and the rating for long term debt Instruments is AA- and indicating the outlook on the long term rating as "Stable".

**16. UNPAID / UNCLAIMED DIVIDEND OF THE COMPANY FOR PREVIOUS YEARS:**

As per Section 123 of the Companies Act, 2013, the Company is required to transfer the balance amount of dividends remaining unpaid/unclaimed for a period of seven years from the due date to the Investor Education Protection Fund (IEPF) set up by the Central Government. Given below are the tentative due dates for transfer of unpaid/unclaimed dividends to IEPF by the Company. It is important to note that no claim shall lie against the Company or IEPF, once amount is transferred to IEPF.

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2011-12	30%	20th September, 2019
2012-13	30%	18th September, 2020
2013-14	25%	18th September, 2021
2014-15	40%	23rd September, 2022
2015-16	40%	2nd October, 2023
2016-17	50%	23rd September, 2024
2017-18	50 %	10th October, 2025

**17. PLANT LOCATION:**

<b>Plant - I</b>	:	Plot No. 5, Maruti Joint Venture Complex, Gurgaon -122015, Haryana.
<b>Plant - II</b>	:	Sector 36, Mohammadpur Jharsa, Near Khandsa Village, Gurgaon -122001, Haryana.
<b>Plant - III</b>	:	Plot No. 15 & 22, Sector 3A, Maruti Supplier Park, IMT Manesar, Gurgaon -122050 Haryana.
<b>Plant - IV</b>	:	Plot No. 322, Sector -3, Phase - II, Bawal -123501, Haryana.
<b>Plant - V</b>	:	Survey No.62, Paiki, 6 & 7, GIDC Extension Road, Village Vithlapur, Taluka Mandal, District Ahmedabad Gujarat -382130

**18. ADDRESSES:**

Investors/ shareholders correspondence may be addressed either to the Company at its corporate office or to its share transfer agent at the following respective address(s):

**Mr. Ravi Arora**  
**Company Secretary**  
 Jay Bharat Maruti Limited,  
 Plot No. 9, Institutional Area.  
 Sector -44, Gurgaon, Haryana -122 003.  
 Tel.: 0124 - 4674500  
 Fax: 0124 - 4674599  
 E-mail: ravi.arora@jbmgroupp.com  
 jbml.investor@jbmgroupp.com

**MCS Share Transfer Agent Limited**  
**(Unit: Jay Bharat Maruti Limited)**  
 F - 65,1st Floor  
 Okhla Industrial Area, Phase - I  
 New Delhi-110 020.  
 Tel.: 011-41609386, 41406149, 41709885  
 Fax: 011-41709881  
 E-mail: admin@mcsregistrars.com  
 helpdeskdelhi@mcsregistrars.com

**20. WEB SITE:**

The following updates and information can be accessed through the company's website i.e. [www.jbmgroupp.com](http://www.jbmgroupp.com)

- Quarterly/Half Yearly/ Annual Financial Results
- Shareholding Pattern
- Corporate disclosures made to the Stock exchanges
- Unpaid Dividend
- Various Policies, etc.

## 21. GREEN INITIATIVE IN CORPORATE GOVERNANCE:

Rule 11 of the Companies (Accounts) Rules, 2014 permits circulation of annual report through electronic means to those shareholders whose e-mail IDs are registered with NSDL or CDSL or the shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been registered either with the Company or with the depositories. To support this green initiative of the Government, shareholders are requested to register their e-mail ID with the DPs, in case shares are held in dematerialized form and with the RTA, in case the shares are held in physical form and also intimate changes, if any, in their registered e-mail IDs to DPs / RTA/ Company from time to time.

### NOTE:

**The details are given purely by way of Information. Members may make their own Judgement and are further advised to seek independent guidance before deciding on any matter based on the information given therein. Neither the Company nor its officials would be held responsible.**

## **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)**

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements ) Regulation 2015, (LODR) in respect to Jay Bharat Maruti Limited ( CIN: : L29130DL1987PLC027342) I hereby certify that :

On the basis of written representation /declarations received from the Directors and taken on record by the Board of Directors as on March 31,2019 , none of the Directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI /Ministry of Corporate Affairs or any such statutory authorities.

**Place: New Delhi**  
**Date: 20.06.2019**

**Sd/-**  
**Sunita Mathur**  
**Company Secretary in Practice**  
**FCS No. 1743**  
**C P No.: 741**

## CODE OF CONDUCT COMPLIANCE CERTIFICATE FOR FY 2018-19

To the best of my knowledge and belief and information available with me, I hereby declare that all the Board Members and Senior Management Personnel of M/s Jay Bharat Maruti Limited have complied with the Code of Conduct during the financial year 2018-19 (as applicable on them).

**Place: Gurugram**  
**Date: 18th April, 2019**

**For Jay Bharat Maruti Limited**  
**Sd/-**  
**S. K. Arya**  
**Chairman & Managing Director**  
**DIN:00004626**

## CEO AND CFO CERTIFICATION

The Board of Directors  
Jay Bharat Maruti Limited  
601, Hemkunt Chambers  
89, Nehru Place  
New Delhi 110019

Date: 18th April, 2019

Sub: Annual Certificate of Compliance for FY 2018-19

Sir,

We, S. K. Arya, Chairman & Managing Director and Anand Swaroop, President & CFO of the Company hereby states that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might 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.
- b) 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 violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee:
  - i. significant changes in such internal control during the year, if any;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system for financial reporting.

Thanking you,

Sd/-  
(S. K. Arya)  
Chairman & Managing Director  
DIN: 00004626

Sd/-  
(Anand Swaroop)  
President & CFO



## CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of M/s Jay Bharat Maruti Limited

We have examined the compliance of conditions of Corporate Governance by M/s Jay Bharat Maruti Limited ('the Company'), for the year ended 31st March 2019, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Paragraph C, D & E of Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable, except in the case of composition of the Board of Directors wherein after resignation of Shri Virender Ganda, Independent Director w.e.f 16th January 2018, the number of Independent Directors had come down to three from required four directors and the Board of Directors of the company appointed Mr. Dhanendra Kumar as Independent Director w.e.f 16th July 2018 in place of Mr. Virender Ganda. Further Mr. U.C. Agarwal, Independent Director, ceased to be Director of the Company w.e.f 31st March 2019 (after close of the business hours) and the company is required to appoint another Independent Director to fill the vacancy in place of Mr. U.C Agarwal.

We further state that such compliance 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.

Date: 20th June, 2019  
Place: Gurgaon

For Dhananjay Shukla & Associates,  
Company Secretaries

Sd/-  
Dhananjay Shukla  
Proprietor  
FCS-5886, CP No. 8271

## INDEPENDENT AUDITOR'S REPORT

**TO  
THE MEMBERS OF JAY BHARAT MARUTI LIMITED**

### Report on the Audit of Standalone Ind AS Financial Statements

#### Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **JAY BHARAT MARUTI LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, 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 the notes to the Standalone Ind AS Financial Statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (the Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Standalone Ind AS Financial Statements 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 Standalone Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p><b>Revenue Recognition in terms of Ind AS 115 "Revenue from Contracts with Customers"</b></p> <p>This is a newly applicable Accounting Standard on Revenue which prescribes five steps revenue recognition model which involves identifying the contract with the customer, identifying the separate performance obligations in the contract, determining the transaction price, allocating the transaction price to the separate performance obligations and recognizing revenue over the period of time / at a point in time depending upon how the entity satisfies its performance obligations.</p> <p>Refer Note 27 to the Standalone Ind AS Financial Statements.</p>	<p>Our audit procedures included considering the appropriateness of the Company's revenue recognition accounting policies and assessing compliance with the policies in terms of the applicable accounting standards.</p> <p>Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</p> <p>Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and satisfaction of performance obligations.</p> <p>We performed following substantive procedures over revenue recognition with specific focus on whether there is single performance obligation or multiple performance obligations in the contract and whether the performance obligation is being satisfied over the period of time or at a point in time:</p> <ul style="list-style-type: none"> <li>• Read, analysed and identified the distinct performance obligations in these contracts.</li> <li>• Compared these performance obligations with that identified and recorded by the Company.</li> <li>• Considered the terms of the contracts to verify the transaction price used to allocate to separate performance obligations.</li> <li>• Checked whether the performance obligation is being satisfied over the period of time or at a point in time</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed</li> </ul>

### Information Other than the Standalone Financial Statements and Auditor's 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, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Ind AS Financial Statements and our Auditor's report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS 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 Ind AS 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 accounting principles generally accepted in India including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS 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 Ind AS Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 Ind AS 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 Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system over financial reporting 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 Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS 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 Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Sub Section (11) of Section 143 of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in "Annexure-A" a statement on the matters specified in paragraphs 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.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision 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 Ind AS Financial Statements- Refer Note 37 of the Standalone Ind AS 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 Sahni Natarajan and Bahl**  
**Chartered Accountants**  
**Firm Registration No. : 002816N**

**Sd/-**  
**Sudhir Chhabra**  
**Partner**  
**Membership No. 083762**

**Place: Gurugram**  
**Date: April 18, 2019**

## ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON STANDALONE IND AS FINANCIAL STATEMENTS OF JAY BHARAT MARUTI LIMITED

(This is the annexure referred to in Para 1 of 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

- (i) In respect of the Fixed Assets:
- (a) The Company has maintained proper records showing the full particulars including quantitative details and situation of fixed assets.
  - (b) The fixed assets covering significant value were physically verified during the year by the management at such intervals which in our opinion, provides for the physical verification of all the Fixed Assets at reasonable interval having regard to the size of the Company and nature of its business. In our opinion and according to the information and explanations given to us by the management, no material discrepancies have been noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) Inventories, except goods-in-transit and stock lying with the third parties, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. There was no material discrepancies noticed on physical verification of inventories as compared to the book records.
- (iii) In our opinion and 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 or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or made any investments or provided any guarantees or securities to the parties covered under section 185 and 186 of the Act during the year except loan to employees as a part of the condition of service.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits as defined under the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the maintenance of the cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) In respect of the statutory and other dues:
- (a) In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax, Cess and any other material statutory dues as applicable with the appropriate authorities. In our opinion and according to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears, as at March 31, 2019 for a period of more than six months from the date they became payable.
  - (b) In our opinion and according to the information and explanations given to us, disputed demand for Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax which have not been deposited with relevant authorities as on March 31, 2019 are given as under:

S. No.	Name of Statute	Nature of Dues	Amount due (net of deposit *) (Rs. In Lakhs)	Year to which amount relates	Forum where dispute is pending
1	The Central Excise Act, 1944	Excise Duty (Interest on Supplementary Bill)	115.48	FY 2001-2007, 2007-2009	Supreme Court
2	Finance Act, 1994	Service Tax	1.86	FY 2011-2016	CGST-Appeal-Gurugram
3	Income Tax Act, 1961	Income Tax	832.64	FY 2004-2005 to 2013-14	Income Tax Appellate Tribunal

\*Total amount deposited in respect of disputed Service Tax demands is Rs. 1.42 Lakhs.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not borrowed from financial institution, Government or by way of debentures.
- (ix) According to the information and explanations given to us and to the best of our knowledge and belief, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. The

term loans have been applied for the purpose for which those are raised.

- (x) According to the information and explanations given to us and to the best of our knowledge and belief, no fraud by the Company or any fraud on the Company by its officers and employees has been noticed or reported by the Company during the year.
- (xi) According to the information and explanations given to us and to the best of our knowledge and belief, the Company has paid / provided managerial remuneration during the year in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- (xii) According to the information and explanations given to us and to the best of our knowledge and belief, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into with the Related Parties are in compliance with section 177 and 188 of the Companies Act, 2013 wherever applicable and details have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and to the best of our knowledge and belief, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us and to the best of our knowledge and belief, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- (xvi) According to the information and explanations given to us and to the best of our knowledge and belief, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

**For Sahni Natarajan and Bahl**  
**Chartered Accountants**  
**Firm Registration No. : 002816N**

**Sd/-**  
**Sudhir Chhabra**  
**Partner**  
**Membership No. 083762**

**Place: Gurugram**  
**Date: April 18, 2019**



## ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON STANDALONE IND AS FINANCIAL STATEMENTS OF JAY BHARAT MARUTI LIMITED

(This is the annexure referred to in Para 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

### Report on the Internal Financial Control Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **JAY BHARAT MARUTI LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS 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 system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 Ind AS 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 over Financial Reporting

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

## Opinion

In our opinion and according to the best of our information and according to explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sahni Natarajan and Bahl**  
**Chartered Accountants**  
**Firm Registration No. : 002816N**

**Sd/-**  
**Sudhir Chhabra**  
**Partner**  
**Membership No. 083762**

**Place: Gurugram**  
**Date: April 18, 2019**

## CIN L29130DL1987PLC027342 STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

₹ In Lakhs

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	82,980.59	62,926.08
(b) Capital Work-in-Progress	4	5,121.60	9,273.78
(c) Intangible Assets	5	197.14	295.01
(d) Financial Assets			
(i) Investments	6	1,715.72	1,511.64
(ii) Loans	7	202.45	125.74
(e) Other Non-Current Assets	8	3,884.54	2,198.06
		94,102.04	76,330.31
<b>2. Current Assets</b>			
(a) Inventories	9	16,921.53	20,248.51
(b) Financial Assets			
(i) Trade Receivables	10	7,415.33	2,811.95
(ii) Cash and Cash Equivalents	11	91.45	234.02
(iii) Bank Balances other than (ii) above	12	40.86	38.32
(iv) Other Financial Assets	13	94.26	94.65
(c) Other Current Assets	14	1,889.07	3,784.82
		26,452.50	27,212.27
<b>TOTAL</b>		<b>120,554.54</b>	<b>103,542.58</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	1,082.50	1,082.50
(b) Other Equity	16	39,323.40	34,941.91
		40,405.90	36,024.41
<b>Liabilities</b>			
<b>1. Non- Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	26,924.05	21,185.39
(ii) Other Financial Liabilities	18	2,875.12	-
(b) Provisions	19	1,139.14	953.86
(c) Deferred Tax Liabilities (Net)	20	6,706.56	5,504.87
(d) Other Non-Current Liabilities	21	95.00	265.13
		37,739.87	27,909.25
<b>2. Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	22	7,939.67	5,181.30
(ii) Trade Payables	23		
Total outstanding dues of Micro enterprises & small enterprises		417.57	596.75
Total outstanding dues of creditors other than Micro enterprises & small enterprises		20,065.11	17,444.28

<b>Particulars</b>	<b>Note No.</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
(iii) Other Financial Liabilities	24	11,205.61	8,684.99
(b) Other Current Liabilities	25	2,571.55	7,538.90
(c) Provisions	26	209.26	162.70
		42,408.77	39,608.92
<b>TOTAL</b>		<b>120,554.54</b>	<b>103,542.58</b>
Significant Accounting Policies	2		

The accompanying notes are forming part of these financial statements

As per our report of even date attached

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
DIN 00004626

**Nishant Arya**  
Director  
DIN 00004954

**Sudhir Chhabra**  
Partner  
M.No-083762

**Anand Swaroop**  
President & CFO

**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

CIN L29130DL1987PLC027342

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

₹ In Lakhs

Particulars	Note No.	For the year ended Mar 31, 2019	For the year ended March 31, 2018
<b>I. Revenue from Operations</b>	27	199,400.22	178,778.79
<b>II. Other Income</b>	28	297.19	361.43
<b>III. Total Income (I + II)</b>		199,697.41	179,140.22
<b>IV. Expenses</b>			
Cost of Materials Consumed		154,218.16	134,009.44
Excise Duty	27	-	5,738.08
Changes in Inventories of Finished Goods and Work in Progress	29	(752.68)	(1,214.26)
Employee Benefits Expense	30	15,497.51	12,264.91
Finance Costs	31	3,433.21	2,011.87
Depreciation and Amortization Expense	32	6,148.66	4,910.29
Other Expenses	33	12,984.25	12,416.25
<b>Total Expenses (IV)</b>		191,529.11	170,136.58
<b>V. Profit before tax (III-IV)</b>		8,168.30	9,003.64
<b>VI. Tax Expense:</b>	34		
(1) Current Tax		1,759.26	1,911.38
(2) Deferred Tax		1,191.64	1,246.71
(3) Earlier Years Tax		0.30	(43.51)
		2,951.20	3,114.58
<b>VII. Profit after tax for the year (V-VI)</b>		5,217.10	5,889.06
<b>VIII. Other Comprehensive Income</b>	35		
(A) Items that will not be reclassified subsequently to profit or Loss			
- Remeasurement of the net defined benefit liability/asset		28.78	(13.09)
- Income tax effect		(10.06)	4.53
- Fair value changes on Investment		(201.84)	349.47
(B) Items that will be reclassified subsequently to profit or Loss		-	-
<b>Total Other Comprehensive Income (A)+ (B)</b>		(183.12)	340.91
<b>IX. Total Comprehensive Income (VII+VIII)</b>		5,033.98	6,229.97
<b>X. Earnings per equity share (Face Value of Rs 5/- each) :</b>	36		
(1) Basic		24.10	27.20
(2) Diluted		24.10	27.20
Significant Accounting Policies	2		

The accompanying notes are forming part of these financial statements

As per our report of even date attached

**For Sahni Natarajan and Bahl**

Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**

Chairman & Managing Director  
DIN 00004626

**Nishant Arya**

Director  
DIN 00004954

**Sudhir Chhabra**

Partner  
M.No-083762

**Anand Swaroop**

President & CFO

**Sunil Dutt Agrawal**

VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**

Company Secretary & Compliance Officer  
M No. 37075



CIN L29130DL1987PLC027342

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019****A. Equity Share Capital**

₹ In Lakhs

Particulars	Balance as at 01 April 2017	Change in equity share capital during the year	Balance at the end of 31 March 2018	Change in equity share capital during the year	Balance at the end of 31 March 2019
Equity Share Capital	1,082.50	-	1,082.50	-	1,082.50

**B. Other Equity**

₹ In Lakhs

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	General Reserve	Retained Earnings	Equity Instrument through other Comprehensive Income	
<b>Balance as at 1 April 2017</b>	<b>2,516.75</b>	<b>25,922.99</b>	<b>923.63</b>	<b>29,363.37</b>
Profit for the year	-	5,889.06	-	5,889.06
Remeasurement of defined benefit obligations (net of income tax)	-	(8.56)	-	(8.56)
Fair valuation of investments	-	-	349.47	349.47
Dividend distributed during the year (₹ 2.50 per share)	-	(541.25)	-	(541.25)
Corporate dividend tax	-	(110.19)	-	(110.19)
<b>Balance as at 31 March 2018</b>	<b>2,516.75</b>	<b>31,152.06</b>	<b>1,273.10</b>	<b>34,941.91</b>
Profit for the year	-	5,217.10	-	5,217.10
Remeasurement of defined benefit obligations (net of income tax)	-	18.72	-	18.72
Fair valuation of investments	-	-	(201.84)	(201.84)
Dividend distributed during the year (₹ 2.50 per share)	-	(541.25)	-	(541.25)
Corporate dividend tax	-	(111.25)	-	(111.25)
<b>Balance as at 31 March 2019</b>	<b>2,516.75</b>	<b>35,735.39</b>	<b>1,071.26</b>	<b>39,323.40</b>

The accompanying notes are forming part of these financial statements

As per our report of even date attached

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
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**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

CIN L29130DL1987PLC027342

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019**

₹ In Lakhs

Particulars	Year ended March 31,2019	Year ended March 31,2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before taxation</b>	<b>8,168.30</b>	<b>9003.64</b>
<b>Adjustments for :</b>		
Depreciation and amortisation	6,148.66	4,910.29
Interest expense	3,433.21	2,011.87
Interest income	(14.52)	(13.20)
Dividend income	(15.35)	(15.55)
Rental income	(28.92)	(28.92)
Balances written back	(0.47)	(109.44)
Unpaid exchange fluctuation	(177.76)	88.14
Profit/Loss on sale of property,plant and equipment	3.36	(187.62)
<b>Operating Profit before working Capital changes</b>	<b>17,516.51</b>	<b>15,659.20</b>
<b>Adjustments for :</b>		
Trade and other receivables	(2,967.10)	9,337.34
Inventories	3,326.98	(8,804.53)
Trade and other payables	(2268.47)	7420.81
	(1,908.60)	7,953.62
<b>Cash generated from operating activities</b>	<b>15,607.92</b>	<b>23,612.82</b>
Direct taxes paid	(2,846.36)	(2,719.64)
	(2,846.36)	(2,719.64)
<b>Net Cash from Operating Activities</b>	<b>12,761.56</b>	<b>20,893.18</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure on property,plant and equipment and intangible assets including capital advances	(19,186.29)	(22,898.09)
Proceeds from sale of property,plant and equipment	30.47	289.22
Purchase of Investments	(405.93)	-
Rent received	28.92	28.92
Interest received	14.52	13.20
Dividend received	15.35	15.55
<b>Net cash used in Investing Activity</b>	<b>(19,502.96)</b>	<b>(22,551.20)</b>
	<b>(6741.40)</b>	<b>(1658.03)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	11,262.34	13,745.56
Repayments of long term borrowings	(3,484.75)	(2,920.86)
Short term borrowings(Net)	2,758.38	(6,522.05)
Interest paid	(3,284.64)	(1,954.44)
Dividend paid	(541.25)	(541.25)
Corporate dividend tax	(111.25)	(110.19)
<b>Net cash from financing activities</b>	<b>6,598.84</b>	<b>1,696.79</b>
<b>Net increase in Cash and Cash equivalents</b>	<b>(142.57)</b>	<b>38.76</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>234.02</b>	<b>195.26</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>91.45</b>	<b>234.02</b>

The accompanying notes are forming part of these financial statements

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

### NOTES:

1. The above Cash Flow Statement has been prepared under the Indirect Method as set out in the IND AS-7 " Statement of Cash Flows".
2. During the year the Company spent ₹ 147.38 Lakhs (P.Y ₹ 121.93 Lakhs) on CSR Expenses in accordance with the provisions of the Companies Act, 2013
3. Cash and Cash Equivalents include Bank Balances and Cash in Hand ( Refer Note No. 11)
4. Figures in bracket represents cash outflow.

As per our report of even date attached

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
DIN 00004626

**Nishant Arya**  
Director  
DIN 00004954

**Sudhir Chhabra**  
Partner  
M.No-083762

**Anand Swaroop**  
President & CFO

**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 1. GENERAL INFORMATION

Jay Bharat Maruti Limited (JBML) ("The Company") is a public limited company incorporated in India, listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The address of its registered office is 601, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019. The Company is an Associate of Maruti Suzuki India Limited. The principal activities of the Company are manufacturing of sheet metal components, rear axle, muffler assemblies, fuel neck and tools & dies for motor vehicles, components and spare parts.

The financial statements for the year ended March 31, 2019 were approved by the Board of Directors and authorize for issue on 18-04-2019.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Statement of Compliance

The Financial Statements have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the section 133 of the companies Act, 2013 ("the Act") read with the companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

#### 2.2 Basis of preparation and presentation

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

The principal accounting policies are set out below.

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

#### 2.3 Use of Estimates & Judgement's

The preparation of financial statements in conformity with Ind AS requires management to make judgement's, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

#### 2.4 Revenue Recognition

The Company has adopted Ind AS 115 "Revenue from Contracts with Customers", with effect from April 01, 2018 using the cumulative effect method whereby the effect of applying this standard is recognized at the date of initial application (i.e. April 01, 2018). There is no impact on adoption of Ind AS 115.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty upto 30th June, 2017 and net of returns, cash discount, trade allowances, sales incentives and value added taxes. The Company recognizes revenue when the amount of revenue and its related cost can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

##### **Sale of Products**

Revenue is recognized for sale of products when the Company transfer control over such products to the customer which is generally on dispatch from the factory.

##### **Sale of Services**

Revenue from services are recognized as related services are performed.

##### **Dividend and interest income**

Dividend income from investments is recognized when the shareholders' right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

For all Financial instruments measured either at amortized or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of the financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss. Interest income in respect of financial instruments measured at fair value through profit or loss is included in other income.]

### 2.5 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Company as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the period in which such benefits accrue.

#### The Company as lessee

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's policy on borrowing costs.

Rental expense from operating leases is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the period in which such benefits accrue.

### 2.6 Foreign Currencies

#### Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

#### Transactions and balances

Foreign currency transactions are translated into the 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 generally recognised in statement of profit or loss.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognised in Other Comprehensive Income or the Statement of Profit and Loss is also recognised in Other Comprehensive Income or the Statement of Profit and Loss respectively).

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 2.7 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets are deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs consist of interest, which is computed as per effective interest method, and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.8 Employee Benefits

#### Short-term obligations

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled within the operating cycle after the end of the period in which the employees render the related services are recognised in the period in which the related services are rendered and are measured at the undiscounted amount expected to be paid.

#### Other long-term employee benefit obligations

Liabilities for leave encashment and compensated absences which are not expected to be settled wholly within the operating cycle after the end of the period in which the employees render the related service are measured at the present value of the estimated future cash outflows which is expected to be paid using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

#### Post-employment obligations

##### Defined benefit plans

The Company has defined benefit plans namely gratuity fund for employees. The gratuity fund is recognised by the income tax authorities and are administered through Trust set up by the LIC. Any shortfall in the size of the fund maintained by the Trust is additionally provided for in profit or loss.

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by Actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in profit or loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

##### Defined contribution plans

The Company has defined contribution plans for post retirements benefits, namely, Employee Provident Fund Scheme administered through Provident Fund Commissioner and Superannuation Fund administered through Life Insurance Corporation of India. The



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Company's contribution are charged to revenue every year. The Company has no further payment obligations once the contributions have been paid. The Company's contribution to State Plans namely Employees' State Insurance Fund and Employees' Pension Scheme are charged to the Statement of Profit and Loss every year.

### Termination Benefits

A liability for the termination benefit is recognised when the Company can no longer withdraw the offer of the termination benefit.

## 2.9 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in Equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.

## 2.10 Property, Plant and Equipment (PPE)

Property, Plant and Equipment (PPE) are stated at cost of acquisition, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land is measured at cost and is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The other repairs and maintenance of revenue nature are charged to the Statement of Profit and Loss during the reporting period in which they have incurred.

### Transition to IND AS

The Company has elected to use a previous GAAP cost (cost less accumulated depreciation and impairment losses (if any)) of an item of property, plant and equipment at, or before, the date of transition to Ind ASs as deemed cost at the date of transition in accordance with accounting policy option available in Ind AS 101

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method on a pro-rata basis from the month in which each asset is ready to use to allocate their cost, net of their residual values, over their estimated useful lives.

Estimated useful life of assets are as follows which is based on technical evaluation of the useful lives of the assets:

Property, plant and equipment	Useful lives based on technical evaluation
Plant & machinery	20 years
Electric Installation	20 years
Factory Building (Including Tube well)	28-29 Years
Vehicles	5 years
Office Building	60 years
Furniture & Fixtures	5 years
Trolleys & Bins (Dies, Fixtures & Special Purpose Machine)	5 years
Dies, Fixtures & Jigs	3-9 Years
Computers	3 Years
Office Equipment	5 Years

The assets' residual values, estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is charged on pro-rata basis for assets purchased / sold during the year. Individual assets costing ₹ 5000/- or less are depreciated in full in the year of purchase. Plant & Machinery and other assets the written down value of which at the beginning is the year is ₹ 5000/- or less and ₹ 1000/- or less respectively are depreciated at the rate of 100%.

Freehold is not amortised.

Gains and losses on disposal are determined by comparing proceeds with carrying amount and are credited / debited to profit or loss.

### 2.11 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost of acquisition and are stated net of accumulated amortization and accumulated impairment losses, if any.

The cost of an intangible asset includes purchase cost (net of rebates and discounts), including any import duties and non-refundable taxes, and any directly attributable costs on making the asset ready for its intended use.

#### Transition to IND AS

The company has elected to use a previous GAAP cost (cost less accumulated depreciation and impairment losses (if any)) of an intangible assets at, or before, the date of transition to Ind ASs as deemed cost at the date of transition in accordance with accounting policy option in Ind AS 101.

#### Amortisation methods and useful lives

The Cost of Intangible assets are amortized on a straight line basis over their estimated useful life which is as follows.

Residual Value is considered as Nil in the below cases:

Nature of Assets	Life
Technical knowhow	3 years
Computer software	3 years

The amortisation period and method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### Impairment of Tangible and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### 2.12 Inventories

Inventories are valued at the lower of cost or net realizable value, less any provisions for obsolescence. Cost is determined on the following basis:-

**Raw Material** is recorded at cost on a first-in, first-out (FIFO) basis;

**Stores & spares** are recorded at cost on a weighted average cost formula.

**Finished goods and work-in-process** are valued at raw material cost + cost of conversion and attributable proportion of manufacturing overhead incurred in bringing inventories to its present location and condition.

**By products and scrap** are valued at net realizable value.

Machinery spares (other than those qualified to be capitalized as PPE and depreciated accordingly) are charged to profit and loss on consumption

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### 2.13 Provisions and contingencies

#### Provisions

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are determined based on best management estimate required to settle the obligation at balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate

#### Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

#### Contingent Assets

Contingent asset being a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, is not recognized but disclosed in the financial statements.

### 2.14 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

### (i) Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost using the effective interest method or fair value, depending on the classification of the financial assets

### (ii) Classification of financial assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortised cost unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristic test : the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test : the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss

### (iii) Investments in equity instrument at fair value through other comprehensive income (FVTOCI)

On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instrument. This election is not permitted if the equity instrument is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains / losses arising from changes in fair value recognised in other comprehensive income. This cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investments.

The Company has equity investments in certain entities which are not held for trading. The Company has elected the fair value through other comprehensive income irrevocable option for all such investments. Dividend on these investments are recognised in Statement of Profit & Loss.

### (iv) Financial assets at fair value through profit or loss (FVTPL)

Investment in equity instrument are classified at fair value through profit or loss, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets that do not meet the amortised cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss. A financial asset that meets the amortised cost criteria or fair value through other comprehensive income criteria may be designated as at fair value through profit or loss upon initial recognition if such designation eliminates or

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

significantly reduces a measurement or recognition inconsistency that would arise from measuring assets and liabilities or recognising the gains or losses on them on different bases.

Financial assets which are fair valued through profit or loss are measured at fair value at the end of each reporting period, with any gains or losses arising on Remeasurement recognised in profit or loss

### (v) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost less provision for impairment.

### (vi) Cash and cash equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, cheques and balances with bank. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

### (vii) Impairment of financial assets:

The Company assesses impairment based on expected credit losses (ECL) model to the following:

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

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

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

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

### (viii) De-recognition of financial assets

A financial asset is de-recognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.
- The right to receive cash flows from the asset has expired.

### (ix) Foreign Exchange Gains and Losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the exchange rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost or fair value through profit or loss the exchange differences are recognised in profit or loss except for those which are designated as hedge instrument in a hedging relationship. Further change in the carrying amount of investments in equity instruments at fair value through other comprehensive income relating to changes in foreign currency rates are recognised in other comprehensive income.

## Financial liabilities and equity instruments

### (x) Classification of debt or equity

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### (xi) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

### (xii) Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest rate method or at fair value through Statement of Profit and Loss.

### (xiii) Trade and other payables

Trade and other payables represent liabilities for goods or services provided to the Company prior to the end of financial year which are unpaid.

### (xiv) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss.

### (xv) Foreign exchange gains or losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the exchange rate at the end of the reporting period. For financial liabilities that are measured as at fair value through profit or loss, the foreign exchange component forms part of the fair value gains or losses and is recognised in Statement of Profit and Loss.

### (xvi) De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

### (xvii) Derivative Financial Instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in statement of Profit & Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in Statement of Profit and Loss depends on nature of the hedging relationship and the nature of the hedged item.

### (xviii) 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### 2.15 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Balance Sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

### 2.16 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, except where the result would be anti-dilutive.

### 2.17 Rounding of amounts

All amounts disclosed in the financial statements and the accompanying notes have been rounded off to the nearest lacs as per the requirement of Schedule III of the Companies Act 2013, unless otherwise stated

### 2.18 Dividends

Final dividends on shares are recorded on the date of approval by the shareholders of the Company.

### 2.19 Royalty

The Company pays/accrues for royalty in accordance with the relevant licence agreements.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## NOTE-3: PROPERTY, PLANT AND EQUIPMENT

₹ In Lakhs

Description	Freehold Land #	Leasehold Land	Buildings	Plant and Equipment	Furniture & Fixtures	Office Equipment	Computers & Computer System	Vehicles	Total
Gross Block*									
<b>As at 01 April 2017</b>	<b>334.79</b>	<b>29.16</b>	<b>4,702.08</b>	<b>46,669.07</b>	<b>97.64</b>	<b>171.00</b>	<b>93.58</b>	<b>234.98</b>	<b>52,332.30</b>
Additions	-	-	2,495.46	20,235.10	58.95	82.89	38.97	161.86	23,073.23
Disposals	-	-	-	(167.72)	-	(0.11)	(1.66)	(32.26)	(201.75)
<b>As at 31 March 2018</b>	<b>334.79</b>	<b>29.16</b>	<b>7,197.54</b>	<b>66,736.45</b>	<b>156.59</b>	<b>253.78</b>	<b>130.89</b>	<b>364.58</b>	<b>75,203.77</b>
Additions	1,520.97	-	2,192.19	22,152.99	19.84	38.19	78.14	83.53	26,085.85
Disposals	-	-	-	(45.48)	-	-	(0.04)	-	(45.52)
<b>As at 31 March 2019</b>	<b>1,855.76</b>	<b>29.16</b>	<b>9,389.73</b>	<b>88,843.96</b>	<b>176.43</b>	<b>291.97</b>	<b>208.99</b>	<b>448.11</b>	<b>101,244.10</b>
Accumulated Depreciation*									
<b>As at 01 April 2017</b>	<b>-</b>	<b>29.16</b>	<b>405.93</b>	<b>7,071.02</b>	<b>45.42</b>	<b>44.44</b>	<b>35.65</b>	<b>86.32</b>	<b>7,717.94</b>
Charge for the year	-	-	227.53	4,297.95	25.54	35.95	24.69	48.25	4,659.91
Adjustments on disposals	-	-	-	(75.12)	-	-	(1.02)	(24.02)	(100.16)
<b>As at 31 March 2018</b>	<b>-</b>	<b>29.16</b>	<b>633.46</b>	<b>11,293.85</b>	<b>70.96</b>	<b>80.39</b>	<b>59.32</b>	<b>110.55</b>	<b>12,277.69</b>
Charge for the year	-	-	299.22	5,512.39	32.96	40.02	40.79	72.13	5,997.52
Adjustments on disposals	-	-	-	(11.70)	-	-	-	-	(11.70)
<b>As at 31 March 2019</b>	<b>-</b>	<b>29.16</b>	<b>932.68</b>	<b>16,794.54</b>	<b>103.92</b>	<b>120.41</b>	<b>100.11</b>	<b>182.68</b>	<b>18,263.51</b>
<b>Net block as at 31 March 2018</b>	<b>334.79</b>	<b>-</b>	<b>6,564.08</b>	<b>55,442.60</b>	<b>85.63</b>	<b>173.39</b>	<b>71.57</b>	<b>254.03</b>	<b>62,926.08</b>
<b>Net block as at 31 March 2019</b>	<b>1,855.76</b>	<b>-</b>	<b>8,457.05</b>	<b>72,049.42</b>	<b>72.51</b>	<b>171.56</b>	<b>108.88</b>	<b>265.43</b>	<b>82,980.59</b>

# Includes a small portion of Freehold Land of the Company situated at Gurugram is provided on cancellable operating lease.

\* For Property, Plant and Equipment charged as security - refer Note No. 17 &amp; 22

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

<b>NOTE-4 : CAPITAL WORK IN PROGRESS</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Capital Work in Progress*	<b>5,121.60</b>	9,273.78
	<b>5,121.60</b>	9,273.78

\* Including Pre-operative expenses ₹ 143.15 Lakhs ( As at March 31,2018 ₹ 93.10 Lakhs)

**Pre-operative expense pending allocation :**

₹ In Lakhs

<b>Nature of Expense</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Opening Balance	<b>93.10</b>	75.73
Additions During the Year :		
Salary & Wages	<b>93.98</b>	392.77
Rent Expense	-	82.78
Staff Welfare	-	46.95
Travelling & Conveyance	<b>82.38</b>	56.46
Rates & Taxes	-	-
Other Miscellaneous Expenses	<b>74.13</b>	334.48
Interest Expenses	<b>313.71</b>	513.88
<b>Total</b>	<b>657.30</b>	1,503.06
Less : Capitalised during the year	<b>(514.15)</b>	(1,409.96)
Closing Balance	<b>143.15</b>	93.10

**NOTE-5 : INTANGIBLE ASSETS**

₹ In Lakhs

	<b>Technical Knowhow</b>	<b>Computer Software</b>	<b>Total</b>
<b>Gross Block</b>			
<b>As at 01 April 2017</b>	<b>647.61</b>	<b>163.15</b>	<b>810.76</b>
Additions	-	6.25	6.25
<b>Balance as at 31 March 2018</b>	<b>647.61</b>	<b>169.40</b>	<b>817.01</b>
Additions	-	53.27	53.27
<b>Balance as at 31 March 2019</b>	<b>647.61</b>	<b>222.67</b>	<b>870.28</b>
<b>Accumulated Amortisation</b>			
As at 01 April 2017	223.90	47.72	271.62
Charge for the year	190.33	60.05	250.38
<b>Balance as at 31 March 2018</b>	<b>414.23</b>	<b>107.77</b>	<b>522.00</b>
Charge for the year	99.99	51.15	151.14
<b>Balance as at 31 March 2019</b>	<b>514.22</b>	<b>158.92</b>	<b>673.14</b>
<b>Net book value as at 31 March 2018</b>	<b>233.38</b>	<b>61.63</b>	<b>295.01</b>
<b>Net book value as at 31 March 2019</b>	<b>133.39</b>	<b>63.75</b>	<b>197.14</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## FINANCIAL ASSETS

₹ In Lakhs

<b>NOTE 6 : INVESTMENTS</b>	<b>Units as at March 31,2019</b>	<b>Units as at March 31,2018</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Investment in Equity Instruments</b>				
<b>Joint Venture (At cost)</b>				
- Equity Shares Face value of ₹ 10/- (P.Y Nil) each in JBM Ogihara Dietech Private Limited	4,059,218	-	405.92	-
<b>"In Others"</b>				
<b>(in Equity Instruments at Fair Value through Other Comprehensive Income)</b>				
<b>Unquoted (Fully paid up)</b>				
- Equity Shares Face value of ₹ 10/- (P.Y ₹ 10/-) each in Nagata India Private Limited	2,085,000	2,085,000	473.32	439.39
			473.32	439.39
<b>Quoted (Fully paid up)</b>				
- Equity Shares Face value of ₹ 5/- (P.Y ₹ 5/-) each in Maruti Suzuki India Limited	11,150	11,150	743.89	988.24
- Equity Shares Face value of ₹ 10/- (P.Y ₹ 10/-) each in Haryana Financial Corporation	19,300	19,300	-	-
- Equity Shares Face value of ₹ 10/- (P.Y ₹ 10/-) each in Canara Bank	31,790	31,790	92.59	84.01
			836.48	1,072.25
<b>Total Investment</b>			<b>1,715.72</b>	<b>1,511.64</b>
Aggregate Market Value of Quoted Investments			836.48	1,072.25
Aggregate amount of Quoted Investments (At Cost)			30.03	30.03
Aggregate amount of Unquoted Investments			879.24	439.39
Aggregate amount of impairment in value of Investment			-	-

₹ In Lakhs

<b>NOTE 7 : LOANS (Carried at Amortised Cost)</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Unsecured, considered good</b>		
Security Deposits	202.45	125.74
	202.45	125.74

₹ In Lakhs

<b>NOTE 8 : OTHER NON CURRENT ASSETS</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Unsecured, considered good</b>		
Capital Advances	1,445.61	1,029.10
Others	183.16	-
Income Tax Refundable	2,255.77	1,168.96
	3,884.54	2,198.06

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## CURRENT ASSETS

₹ In Lakhs

<b>NOTE 9: INVENTORIES</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>(Carried at lower of cost and net realisable value)</b>		
Raw Materials	6,494.40	6,587.76
Raw Materials in Transit	122.75	322.08
Work In Progress	3,767.59	3,150.01
Finished Goods	1,018.60	883.50
Inventory-Dies	3,210.48	7,482.67
Stores & Spares	2,107.40	1,786.72
Scrap	200.31	35.77
	<b>16,921.53</b>	<b>20,248.51</b>

- Inventories have been secured against certain bank borrowings of the Company as at 31 March 2019 (Refer Note No. 22)
- The cost of inventories recognised as an expense during the year in respect of continuing operations was ₹ 158,465.14 Lakhs (P.Y ₹ 137,255.75 Lakhs)
- The mode of valuation of inventories has been stated in Note No. 2.12 of Accounting Policy

## FINANCIAL ASSETS (Carried at Amortised Cost, unless stated otherwise)

₹ In Lakhs

<b>NOTE 10 : TRADE RECEIVABLES</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
- Unsecured, considered good	7,415.33	2,811.95
	<b>7,415.33</b>	<b>2,811.95</b>

- Trade receivables have been given as collateral towards borrowings of the Company (refer Note No. 22).
- Includes Amount due from Related Parties (Refer Note No. 46)
- Includes ₹ 200.73 lakhs (P.Y ₹ 258.38 Lakhs) debts due from Private Company in which Director is a Director or Member

## NOTE 11 : CASH AND CASH EQUIVALENTS

₹ In Lakhs

	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>(a) Balances with Banks</b>		
- In Current Account	88.86	231.46
<b>(b) Cash in hand</b>		
	2.59	2.56
	<b>91.45</b>	<b>234.02</b>

## NOTE 12 : BANK BALANCES OTHER THAN ABOVE

₹ In Lakhs

	<b>31-Mar-19</b>	<b>31-Mar-18</b>
- In Unclaimed Dividend Account	40.86	38.32
	<b>40.86</b>	<b>38.32</b>

## NOTE 13 : OTHER FINANCIAL ASSETS

₹ In Lakhs

	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>(Unsecured, considered good)</b>		
<b>Carried at Amortised Cost</b>		
Advances to Employees	83.05	62.03
Others	11.21	32.62
	<b>94.26</b>	<b>94.65</b>

## NOTE 14 : OTHER CURRENT ASSETS

₹ In Lakhs

	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>(Unsecured, considered good)</b>		
Prepaid Expenses	313.54	207.47
Advances to Suppliers	538.10	414.17
Balance with Statutory/Government Authorities	1,037.43	3,163.18
	<b>1,889.07</b>	<b>3,784.82</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

<b>NOTE 15 : EQUITY SHARE CAPITAL</b>	<b>No. of Shares as on 31st Mar 2019</b>	<b>No. of Shares as on 31st Mar 2018</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Authorised</b>				
Equity Shares of ₹ 5/- (P.Y ₹ 5/- ) each	5,40,00,000	5,40,00,000	2,700.00	2,700.00
Preference Shares of ₹ 10/- (P.Y ₹ 10/-)each	30,00,000	30,00,000	300.00	300.00
			<b>3000.00</b>	<b>3000.00</b>
<b>Issued, Subscribed and Fully Paid Up</b>				
Equity Shares of ₹ 5/- (P.Y ₹ 5/- ) each	2,16,50,000	2,16,50,000	1,082.50	1,082.50
			<b>1,082.50</b>	<b>1,082.50</b>
<b>Reconciliation of the number of Equity Shares outstanding</b>				
<b>Particulars</b>	<b>31-Mar-19</b>		<b>31-Mar-18</b>	
	<b>No. of Shares</b>	<b>Amount</b>	<b>No. of Shares</b>	<b>Amount</b>
Balance at the beginning of the year	21,650,000	1,082.50	21,650,000	1,082.50
Add: issued/cancelled during the year	-	-	-	-
Balance at the end of the year	21,650,000	1,082.50	21,650,000	1,082.50

**Rights, preferences and restrictions attached to shares**

The Company has one class of equity shares with a par value of ₹5/- per share. Each shareholder is eligible for one vote per share held. Each shareholder is having similar dividend rights for each share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**Details of Shareholders holding more than 5% of the Equity Share Capital**

Refer Note No. 43

**NOTE 16. OTHER EQUITY**

₹ In Lakhs

<b>Particulars</b>	<b>Reserves and Surplus</b>		<b>Other Comprehensive Income</b>	<b>Total</b>
	<b>General Reserve</b>	<b>Retained Earnings</b>	<b>Equity Instrument through Other Comprehensive Income</b>	
As at April 01, 2017	2,516.75	25,922.99	923.63	29,363.37
Profit for the year	-	5,889.06	-	5,889.06
Remeasurement of defined benefit obligations (net of income tax)	-	(8.56)	-	(8.56)
Fair valuation of investments	-	-	349.47	349.47
Dividend distributed during the year (₹ 2.50 per share)	-	(541.25)	-	(541.25)
Corporate dividend tax	-	(110.19)	-	(110.19)
<b>As at March 31, 2018</b>	<b>2,516.75</b>	<b>31,152.06</b>	<b>1,273.10</b>	<b>34,941.91</b>
Profit for the year	-	5,217.10	-	5,217.10
Remeasurement of defined benefit obligations (net of income tax)	-	18.72	-	18.72
Fair valuation of investments	-	-	(201.84)	(201.84)
Dividend distributed during the year (₹ 2.50 per share)	-	(541.25)	-	(541.25)
Corporate dividend tax	-	(111.25)	-	(111.25)
<b>At March 31, 2019</b>	<b>2,516.75</b>	<b>35,735.38</b>	<b>1,071.26</b>	<b>39,323.40</b>

In respect of the year ended March 31, 2019, the Directors propose that a final dividend of 50% i.e ₹ 2.50 per share be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. The total estimated equity dividend to be paid is ₹ 652.50 Lakhs (including corporate dividend tax thereon of ₹ 111.25 Lakhs).

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## NON CURRENT LIABILITIES

## FINANCIAL LIABILITIES (Carried at Amortised Cost, unless stated otherwise)

₹ In Lakhs

## NOTE :17 BORROWINGS (Secured)

31-Mar-19

31-Mar-18

## Term Loans From Banks

-In Foreign Currency (Buyers Credit)*	4,044.16	3,811.43
-In Rupee		
- Term Loan *	28,255.83	20,722.50
- Vehicle Loans **	134.76	123.23
	32,434.75	24,657.16
Less:- Current Maturities of Long Term Loans	(5,510.70)	(3,471.77)
<b>Total</b>	<b>26,924.05</b>	<b>21,185.39</b>

\*Term loan of ₹ 16873.88 Lakhs is secured by First Pari-Passu charge on the movable assets of the new plant set up at Vithlapur Gujarat.

\*Term loan of ₹ 1937.5 Lakhs & ₹ 9444.45 Lakhs has exclusive charge on plant & machinery to the tune of 1.50X & 1.30X respectively coverage of the term loan value.

\*Foreign Currency loan ₹ 4004.16 Lakhs has exclusive charge on Equipment procured from the facility.

\*\*Secured by hypothecation of respective vehicle financed.

## Terms of Repayment of Term Loans

## I IN FOREIGN CURRENCY

S. No.	Amount (₹ In Lakhs)	Interest Rate Terms	No. of Equal Quarterly Instalments	Balance of Quarterly Instalment as on 31.03.2019	Balance of Quarterly Instalment as on 31.03.2018
1	699.58	6 Months USD LIBOR Linked rate	Bullet	Bullet	Bullet
2	3,344.58	6 Months USD LIBOR Linked rate	Bullet	Bullet	Bullet
	<b>4,044.16</b>	<b>Total</b>			

## II IN RUPEES

S. No.	Amount (₹ In Lakhs)	Interest Rate Terms	No. of Equal Quarterly Instalments	Balance of Quarterly Instalment as on 31.03.2019	Balance of Quarterly Instalment as on 31.03.2018
1	562.50	MCLR Linked Rate	16 with 12 months moratorium	3	7
2	750.00	MCLR Linked Rate	16 with 12 months moratorium	6	10
3	625.00	MCLR Linked Rate	16 with 12 months moratorium	10	14
4	3,111.11	MCLR Linked Rate	18 with 18 months moratorium	16	18
5	3,777.77	MCLR Linked Rate	18 with 18 months moratorium	17	18
6	4,035.00	MCLR Linked Rate	16 with 24 months moratorium	16	16
7	4,444.45	MCLR Linked Rate	18 with 6 months moratorium	16	18
8	2,000.00	MCLR Linked Rate	20 with 6 months moratorium	20	-
9	1,940.00	MCLR Linked Rate	20 with 6 months moratorium	20	-
10	1,060.00	MCLR Linked Rate	20 with 6 months moratorium	20	-
11	3,000.00	MCLR Linked Rate	20 with 12 months moratorium	20	-
12	1,000.00	MCLR Linked Rate	20 with 12 months moratorium	20	-
13	1,600.00	MCLR Linked Rate	18 with 18 months moratorium	18	-
14	350.00	MCLR Linked Rate	18 with 18 months moratorium	18	-
	<b>28,255.83</b>	<b>Total</b>			

III Vehicle Loans from banks are payable in 36 monthly equal installments respectively from the date of disbursements carrying interest rate @ 8.76% to 9.51% per annum.

IV There have been no breach of covenants mentioned in the loan agreements during the reporting periods.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

	₹ In Lakhs	
<b>NOTE 18 : OTHER FINANCIAL LIABILITIES</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Payable for Capital Goods	2,875.12	-
	<b>2,875.12</b>	<b>-</b>

	₹ In Lakhs	
<b>NOTE 19 : PROVISIONS</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Provision for Employee Benefits</b>		
(a) Provision for Gratuity	538.49	456.07
(b) Provision for Leave Encashment and Compensated Absences	600.65	497.79
	<b>1,139.14</b>	<b>953.86</b>

	₹ In Lakhs	
<b>NOTE 20 : DEFERRED TAX LIABILITIES (Net)</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Major components of deferred tax arising on account of timing differences as at 31 March 2019 are:-		
<b>(i) Deferred Tax Liability</b>		
- Difference between book depreciation & depreciation under Income Tax Act 1961	9,424.14	7,024.33
- Claim under Sec 43B of Income Tax Act, 1961	-	1,094.71
	<b>9,424.14</b>	<b>8,119.04</b>
<b>(ii) Deferred Tax Assets</b>		
-Disallowance under Income Tax Act,1961	471.19	383.09
-MAT Credit Entitlement	2,246.39	2,231.08
	<b>2,717.58</b>	<b>2,614.17</b>
<b>(iii) Net Deferred Tax liability* (i-ii)</b>	<b>6,706.56</b>	5,504.87

	₹ In Lakhs		
<b>Reconciliation of Deferred Tax Liabilities (Net)</b>	<b>31-Mar-18</b>	<b>Movement during the year</b>	<b>31-Mar-19</b>
<b>Deferred Tax Liability:</b>			
Impact of difference between tax depreciation and depreciation charged for the financial reporting	7,024.33	2,399.81	9,424.14
Claim under Sec 43B of Income Tax Act, 1961	1,094.71	(1,094.71)	-
<b>Total Deferred Tax Liabilities (A)</b>	<b>8,119.04</b>	<b>1,305.10</b>	<b>9,424.14</b>
<b>Deferred Tax Assets:</b>			
MAT Credit entitlement	2,231.08	15.31	2,246.39
Disallowance under the Income Tax Act, 1961	383.09	88.10	471.19
<b>Total Deferred Tax Assets (B)</b>	<b>2,614.17</b>	<b>103.41</b>	<b>2,717.58</b>
<b>Deferred Tax Liability (Net) (A - B)</b>	<b>5,504.87</b>	<b>1,201.69</b>	<b>6,706.56</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

Reconciliation of Deferred Tax Liabilities (Net)	31-Mar-17	Movement during the year	31-Mar-18
<b>Deferred Tax Liability:</b>			
Impact of difference between tax depreciation and depreciation charged for the financial reporting	5,222.18	1,802.15	7,024.33
Claim under Sec 43B of Income Tax Act, 1961	597.33	497.38	1,094.71
<b>Total Deferred Tax Liabilities (A)</b>	<b>5,819.51</b>	<b>2,299.53</b>	<b>8,119.04</b>
<b>Deferred Tax Assets:</b>			
MAT Credit entitlement	1,287.32	943.76	2,231.08
Disallowance under the Income Tax Act, 1961	230.14	152.95	383.09
<b>Total Deferred Tax Assets (B)</b>	<b>1,517.46</b>	<b>1,096.71</b>	<b>2,614.17</b>
<b>Deferred Tax Liability (Net) (A - B)</b>	<b>4,302.05</b>	<b>1,202.82</b>	<b>5,504.87</b>

\* Deferred Tax Liability and Deferred tax Assets have been offset as they relate to same governing taxation laws.

₹ In Lakhs

NOTE 21 : OTHER NON-CURRENT LIABILITIES	31-Mar-19	31-Mar-18
Advances From Customers	95.00	265.13
	95.00	265.13

## CURRENT LIABILITIES

## FINANCIAL LIABILITIES (Carried at Amortised Cost, unless stated otherwise)

₹ In Lakhs

NOTE 22 : BORROWINGS	31-Mar-19	31-Mar-18
<b>Secured*</b>		
<b>Loans Repayable on Demand From Banks</b>		
-Cash Credit	139.67	31.30
<b>Other Loans From Banks</b>		
-Working Capital Demand Loans & Others	7,800.00	5,150.00
	7,939.67	5,181.30

- Secured by first charge on book debts, stock and other current assets of the Company ranking parri passu inter se between the Company's bankers and are further secured by second charge on movable Property, Plant and Equipment of the Company.
- There have been no breach of covenants mentioned in the loan agreements during the reporting period.

₹ In Lakhs

NOTE 23 : TRADE PAYABLES	31-Mar-19	31-Mar-18
Total outstanding dues of micro enterprises and small enterprises	417.57	596.75
Total outstanding dues of creditors other than micro enterprises and small enterprises	20,065.11	17,444.28
<b>(Refer Note No. 41)</b>	<b>20,482.68</b>	<b>18,041.03</b>

₹ In Lakhs

NOTE 24 : OTHER FINANCIAL LIABILITIES	31-Mar-19	31-Mar-18
Current Maturities of Long Term Loans (Refer Note No.17)	5,510.70	3,471.77
Interest Accrued but not due on borrowings	287.83	139.25
Payable for Capital Goods	3,770.32	3,428.25
Employees' related Liabilities	822.33	385.12
Unclaimed Dividends	40.86	38.31
Accrual of Expenses	741.39	1,143.55
Others	32.18	4.42
Hedging Gain Payable (carried at fair value through profit and loss)	-	74.31
	<b>11,205.61</b>	<b>8,684.99</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

	₹ In Lakhs	
<b>NOTE 25 : OTHER CURRENT LIABILITIES</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Statutory Dues Payable	<b>1,387.01</b>	2,214.12
Advances from Customers	<b>1,069.99</b>	5,233.66
Other current liabilities (including advance from employees for vehicles)	<b>114.55</b>	91.12
	<b>2,571.55</b>	7,538.90

	₹ In Lakhs	
<b>NOTE 26 : PROVISIONS</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Provision for Employee Benefits		
(a) Provision for Gratuity	<b>95.99</b>	74.61
(b) Provision for Leave Encashment and Compensated Absences	<b>113.27</b>	88.09
	<b>209.26</b>	162.70

	₹ In Lakhs	
<b>NOTE 27: REVENUE FROM OPERATIONS</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Sale of products (including excise duty)	<b>186,633.38</b>	169,740.80
Sale of services	<b>1,032.82</b>	869.45
Other operating revenue	<b>11,569.49</b>	8,163.25
Increase/(decrease) in scrap stock	<b>164.53</b>	5.29
	<b>199,400.22</b>	178,778.79

Consequent to introduction of Goods and Services Tax (GST) with effect from 1<sup>st</sup> July, 2017 Central Excise , Value Added Tax ( VAT) etc. have been subsumed into GST. In accordance with Indian Accounting Standard-115 on Revenue from Contracts with Customers and Schedule III of the Companies Act 2013, unlike Excise Duties, levies like GST, VAT etc. are not part of the Revenue. Accordingly the figures for the periods upto 30<sup>th</sup> June 2017 are not strictly relatable to those thereafter. The following additional information is being provided to facilitate such understanding.

	<b>31-March-19</b>	<b>31-March-18</b>
A. Gross Sales / Income from operations	<b>199,400.22</b>	178,778.79
B. Excise Duty	-	5,738.08
C. Gross Sales / Income from Operations excluding excise duty (A) -(B)	<b>199,400.22</b>	173,040.71

**Disaggregation of Revenue:** The Company is primarily engaged in the business of "manufacturing of components" for automobiles for Indian market. Hence there is only one business and geographical segment.

The amounts receivables from customers become due after expiry of credit period which on an average is 30 days.

There is no significant financing component in any transaction with the customers.

	₹ In Lakhs	
<b>NOTE 28: OTHER INCOME</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Interest Income (calculated using the effective interest method)*	<b>14.52</b>	13.20
Dividend received on investments carried at fair value through Other		
Comprehensive Income	<b>15.35</b>	15.55
Profit on Disposal of Property, Plant and Equipment (Net)	-	187.62
Rent Income	<b>28.92</b>	28.92
Exchange Gain (Net)	<b>183.60</b>	-
Other Non Operating Income	<b>54.80</b>	116.14
	<b>297.19</b>	361.43

\* In relation to Financial Assets classified at Amortised Cost

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

**NOTE 29: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

	31-Mar-19	31-Mar-18
<b>Work in Progress</b>		
Opening Stock	3,150.01	2,510.27
Less:- Closing Stock	3,767.59	(617.58)
		3,150.01
		(639.74)
<b>Finished Goods</b>		
Opening Stock	883.50	361.20
Less:- Closing Stock	1,018.60	(135.10)
		883.50
		(522.30)
Total		(752.68)
		(1,162.04)
<b>Excise Duty on (Increase)/Decrease of Finished Goods</b>	-	(52.22)
<b>(Increase)/Decrease in stocks of Finished Goods and work in progress</b>	<b>(752.68)</b>	<b>(1,214.26)</b>

₹ In Lakhs

**NOTE 30: EMPLOYEE BENEFITS EXPENSE**

	31-Mar-19	31-Mar-18
Salaries & Wages*	14,118.35	11,162.54
Contribution to Provident and other Funds	511.43	451.32
Staff Welfare	754.27	573.86
Group/Medicaid Insurance	113.46	77.19
	<b>15,497.51</b>	<b>12,264.91</b>

\* Includes Payment amounted ₹ 88.43 Lakhs (P.Y. Nil) made on account of Corporate Social Responsibility under Apprenticeship Training scheme (ATs), under Corporate Social Responsibility (Refer Note-40)

₹ In Lakhs

**NOTE 31: FINANCE COST**

	31-Mar-19	31-Mar-18
<b>(at effective interest rate)</b>		
Interest on Borrowings*	3,423.12	1,933.80
Interest on Others	2.80	64.02
Other Financial Charges	7.29	14.05
	<b>3,433.21</b>	<b>2,011.87</b>

\* In relation to Financial Liabilities classified at Amortised Cost

\*\* The weighted average rate for capitalisation of Interest relating to general borrowings is approximately 8.85% (P.Y. 7.35%) for the year ended March 31st 2019

₹ In Lakhs

**NOTE 32 : DEPRECIATION AND AMORTISATION EXPENSE**

	31-Mar-19	31-Mar-18
<b>Depreciation/Amortisation on</b>		
Property, Plant and Equipment	5,997.52	4,659.91
<b>Amortisation on</b>		
Intangible Assets	151.14	250.38
	<b>6,148.66</b>	<b>4,910.29</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

<b>NOTE 33: OTHER EXPENSES</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Stores Consumed	3,191.65	2,759.73
Power & Fuel	3,994.97	3,662.36
Royalty	404.80	514.88
Technical Services	9.05	98.45
Repair & Maintenance		
-Machinery	1,791.43	1,663.26
-Building	16.57	40.64
Rent (including land lease rent)	257.53	226.23
Rates & Taxes	96.49	23.49
Insurance	88.64	75.50
Loss on sale/Discarding of Fixed Assets	3.36	-
Corporate Social Responsibility Expenditure*	58.95	121.93
Exchange Fluctuation (net)	-	160.64
Freight & Forwarding Charges	1,323.49	1,649.40
Other Miscellaneous Expenses	1,747.32	1,419.74
	<b>12,984.25</b>	<b>12,416.25</b>

\* Refer Note No. 40

₹ In Lakhs

<b>NOTE 34 : INCOME TAX EXPENSE</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>(a) Income Tax expense recognised in Statement of Profit and Loss</b>		
Current tax In respect of the current year	1,759.26	1,911.38
Deferred tax In respect of the current year	1,191.64	1,246.71
Earlier Years	0.30	(43.51)
	<b>2,951.20</b>	<b>3,114.58</b>
<b>(b) Income Tax on Other Comprehensive Income</b>		
<b>Deferred Tax Benefit</b>		
<b>Arising on income and expenses recognised in Other Comprehensive Income:</b>		
Remeasurement of Defined Benefit Obligations	10.06	(4.53)
Total income tax expense/(income) recognised in Other Comprehensive Income	10.06	(4.53)
	<b>2,961.26</b>	<b>3,110.05</b>

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate and the reported tax expense in profit or loss are as follows:

<b>Profit before Income Tax</b>	<b>8,168.30</b>	9,003.64
At country's statutory income tax rate of 34.944% (31 March 2018: 34.608%)	<b>2,854.33</b>	3,115.98
Impact of changes in Tax rate	<b>70.31</b>	-
Adjustments in respect of taxes earlier years	<b>0.30</b>	(43.51)
Disallowances	<b>44.71</b>	45.96
Allowances	<b>(8.39)</b>	(8.38)
	<b>2,961.26</b>	<b>3,110.05</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

₹ In Lakhs

<b>NOTE 35 : OTHER COMPREHENSIVE INCOME</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>(A) Items that will not be reclassified subsequently to profit or loss</b>		
- Re-measurement gains (losses) on defined benefit liability/asset	<b>28.78</b>	(13.09)
- Fair value changes on Investment	<b>(201.84)</b>	349.47
Income tax effect	<b>(10.06)</b>	4.53
<b>(B) Items that will be reclassified subsequently to profit or loss</b>	<b>-</b>	<b>-</b>
	<b>(183.12)</b>	340.91

**NOTE 36: EARNING PER SHARE**

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

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity Shares outstanding during the year plus the weighted average number of Equity Shares that would be issued on conversion of all the dilutive potential Equity Shares into Equity Shares, unless the effect of potential dilutive equity share is antidilutive.

The following reflects the income and share data used in the basic and diluted EPS computations:

₹ In Lakhs

<b>Particulars</b>	<b>Year Ended 31 Mar 2019</b>	<b>Year Ended 31 Mar 2018</b>
<b>Profit After Tax</b>	<b>5,217.10</b>	5,889.06
<b>-Weighted Average Number of Equity Shares (Outstanding during the Year)</b>	<b>21,650,000</b>	21,650,000
<b>-Face Value of share (₹)</b>	<b>5.00</b>	5.00
Basic Earning per share (Amount in ₹)	<b>24.10</b>	27.20
Diluted Earning per share (Amount in ₹)	<b>24.10</b>	27.20

**NOTE 37: CONTINGENT LIABILITIES AND COMMITMENTS**

₹ In Lakhs

**A. Contingent liabilities**

(Claims against the Company disputed and not acknowledged as debts)

<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
a. Income Tax Demands		
i. Cases decided in the company's favour by appellate authorities and for which the department has filled further appeals	<b>818.33</b>	750.69
ii. Cases pending before appellate authorities in respect of which the company has filled appeals	<b>14.31</b>	9.25
b. Central Excise	<b>115.48</b>	115.48
c. Service tax*	<b>3.28</b>	2.95

\* Against this amount of ₹ 1.42 lakhs has been deposited

The Company has received a show Cause Notice from GST Department amounting to ₹ 4527.97 Lakhs on account of excise duty on Drawing/Design/Specifications received/developed by Maruti Suzuki India Ltd. The Company has asked for complete attachments as referred in the show cause notice from department upon receipt of which detail submission will be given by the company. The company engages reputed professional advisors to protect its interest and has been advised that it has strong legal positions against such dispute.

It is not practicable for the Company to estimate the timings and amount of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

<b>B. Commitments</b>			₹ In Lakhs
<b>Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances).</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>	
Property, Plant and Equipment	<b>8,813.38</b>	3,104.20	

<b>C. Other Commitments</b>		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Letter of Credit issued by banks	<b>476.10</b>	131.79

### NOTE 38: AUDITOR'S REMUNERATION (Excluding Service Tax/GST) :-

			₹ In Lakhs
<b>Statutory Auditors</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>	
A) Statutory Audit Fees	<b>16.50</b>	14.50	
B) Tax Audit Fees	<b>5.25</b>	4.75	
C) Taxation Matters	-	1.11	
D) Other Services	<b>6.00</b>	5.75	
E) Reimbursement of Expenses	<b>1.89</b>	0.51	

### NOTE 39: SEGMENT INFORMATION

The Company is primarily engaged in the business of "manufacturing of components" for automobiles for Indian market which is governed by the same set of risks and returns. Hence there is only one business and geographical segment. Accordingly, segment information has not been disclosed. The said treatment is in accordance with guidance principles enunciated in Ind AS 108 "Segment Reporting" as referred to in Companies (Indian Accounting Standards) Rules, 2015

Revenue from transactions with a single external customer amounting to 10 percent or more of the Company's revenue is as follows:

<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Customer 1 #	<b>144,505.76</b>	142,310.14
Customer 2 #	<b>33,239.11</b>	17,439.65

# The figures for the year ended 31<sup>st</sup> March 2019 are strictly not relatable to PY 31<sup>st</sup> March 2018 as consequent to introduction of Goods and Services Tax (GST) with effect from 1<sup>st</sup> July, 2017 Central Excise, Value Added Tax (VAT) etc. have been subsumed into GST. In accordance with Indian Accounting Standard-115 on Revenue from Contracts with Customers and Schedule III of the Companies Act 2013, unlike Excise Duties, levies like GST, VAT etc. are not part of the Revenue.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****NOTE 40: DISCLOSURE RELATING TO CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE**

In light of section 135 of the Companies act 2013, the Company has incurred expenses on Corporate Social Responsibility (CSR) aggregating to ₹ 147.38 Lakhs ( P.Y ₹ 121.93 Lakhs) for CSR activities carried out during the current year.

₹ In Lakhs			
Particulars	31-Mar-19	31-Mar-18	
<b>(i) Gross amount required to be spent by the Company during the year</b>	<b>147.38</b>	120.55	
<b>(ii) Amount spent during the year ending on March 31, 2019:</b>	<b>In cash</b>	<b>Yet to be paid in cash</b>	<b>Total</b>
1. Construction / acquisition of any asset	-	-	-
2. On purposes other than (i) above			
– Suman Nirmal Minda Charitable Trust	51.00	-	51.00
– Payment Under Apprentice Act	88.43	-	88.43
– Others	7.95	-	7.95
<b>(ii) Amount spent during the year ending on March 31, 2018:</b>			
1. Construction / acquisition of any asset	-	-	-
2. On purposes other than (i) above			
– Shree Madhav Jan Sewa Nyas	75.00	-	75.00
– Moga Devi Minda Charitable Trust	25.00	-	25.00
– Jal Vayu Sanrakshan Samiti	5.00	-	5.00
– Others	16.93	-	16.93

**NOTE 41 : DISCLOSURE UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ("MSMED ACT, 2006") IS AS UNDER:**

₹ In Lakhs			
Particulars	31-Mar-19	31-Mar-18	
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	<b>417.57</b>	596.75	
(ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	<b>Nil</b>	Nil	
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	<b>Nil</b>	Nil	
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	<b>Nil</b>	Nil	
(v) The amount of further 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 enterprise, for the purpose of disallowance as a deductible expenditure under Section 23	<b>Nil</b>	Nil	

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

**NOTE 42 : Cost of Materials consumed has been computed by adding purchase to the opening stock and deducting closing stock verified physically by the management.**



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### NOTE 43 : DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% EQUITY SHARES IN THE COMPANY

Name of Share Holders	31-Mar-19		31-Mar-18	
	No. of shares	% holding	No. of shares	% holding
Equity shares of ₹ 5 each fully paid up				
Maruti Suzuki India Limited	6,340,000	29.28	6,340,000	29.28
ANS Holding Private Limited	2,029,000	9.37	2,029,000	9.37
Mr. Sanjay Singhal	1,900,400	8.78	1,900,400	8.78

### NOTE 44 : LEASES

#### OPERATING LEASE : COMPANY AS LESSEE

The Company leases mainly office facilities under cancellable operating lease agreements. Minimum lease payments under operating lease are recognized on a straight line basis over the term of the lease. Rent expense for operating leases for the year ended March 31, 2019 and March 31, 2018 was ₹ 257.53 Lakhs and ₹ 226.23 Lakhs respectively. There are no restrictions imposed by the lease agreements and there are no sub leases. There are no contingent rents. The operating lease agreements are renewable on a periodic basis. Some of these lease agreements have price escalation clause.

#### OPERATING LEASE : COMPANY AS LESSOR

The Company has given small portion of freehold land under cancellable operating lease arrangements. Minimum lease rentals under operating leases are recognized on a straight line basis over the term of the lease. Rent income for operating leases for the year ended March 31, 2019 and March 31, 2018 was ₹ 28.92 Lakhs and ₹ 28.92 Lakhs respectively.

### NOTE 45 : EMPLOYMENT BENEFITS

#### (A) DEFINED BENEFIT PLANS AS PER IND AS 19 EMPLOYEE BENEFITS:

**Gratuity:** The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. These benefits are funded.

The following tables summaries the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet.

These Plans typically expose the Company to actuarial risks such as : Investment risk, Interest rate risk, Longevity risk and Salary risk.

**Investment Risk:** The Probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

**Interest Risk:** The Plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

**Longevity risk :** The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk :** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## Disclosure of Gratuity

₹ In Lakhs

<b>(i) Amount recognised in the Statement of Profit and Loss is as under:</b>			
<b>Description</b>	<b>31-March-19</b>	<b>31-March-18</b>	
Current service cost	90.30	68.90	
Interest cost	42.27	26.27	
Past Service Cost	-	70.34	
Actuarial loss/(gain) recognised during the year	-	-	
Expected return on planned assets	-	-	
<b>Amount recognised in the Statement of Profit and Loss</b>	<b>132.57</b>	<b>165.51</b>	
<b>(ii) Amount recognised in Other Comprehensive Income is as under:</b>			
<b>Description</b>	<b>31-March-19</b>	<b>31-March-18</b>	
Actuarial loss/(gain) recognised during the year	(28.78)	13.09	
Amount recognised in the Other Comprehensive Income	(28.78)	13.09	
<b>(iii) Movement in the Present value of Defined Benefit Obligation recognised in the Balance Sheet is as under:</b>			
<b>Description</b>	<b>31-March-19</b>	<b>31-March-18</b>	
Present value of defined benefit obligation as at the start of the year	797.65	682.03	
Current service cost	90.30	68.90	
Interest cost	63.23	50.53	
Actuarial loss/(gain) recognised during the year	(25.51)	5.92	
Benefits paid	(18.12)	(80.08)	
Past Service Cost	-	70.34	
<b>Present value of defined benefit obligation as at the end of the year</b>	<b>907.55</b>	<b>797.65</b>	
<b>(iv) Movement in the Plan Assets recognised in the Balance Sheet is as under:</b>			
<b>Description</b>	<b>31-March-19</b>	<b>31-March-18</b>	
Fair Value of plan assets at beginning of year	266.96	328.73	
Interest income plan assets	20.96	24.26	
Actual company contributions	-	1.22	
Actuarial gain/(loss) on plan assets	3.26	(7.17)	
Benefits paid	(18.12)	(80.08)	
<b>Fair Value of Plan Assets at the end of the year</b>	<b>273.06</b>	<b>266.96</b>	
The Scheme is funded through an 'Approved Trust'. The Trust has taken a Policy from the Life Insurance Corporation of India (LIC) and the management of the Fund is undertaken by the LIC.			
<b>(v) Major Categories of Plan Assets:</b>			
<b>Asset Category</b>	<b>31-March-19</b>	<b>31-March-18</b>	
Insurer Managed Funds	100%	100%	
<b>(vi) Analysis of amounts recognised in Other Comprehensive Income at Period End:</b>			
<b>Description</b>	<b>31-March-19</b>	<b>31-March-18</b>	
Amount recognized in OCI, beginning of period	45.83	32.74	
Actuarial (gain)/loss on arising from change in demographic assumption	-	-	
Actuarial (gain)/loss on arising from change in financial assumption	6.89	(20.83)	
Actuarial (gain)/loss on arising from experience adjustment	(32.40)	26.75	
Return on plan assets (excluding interest)	(3.26)	7.17	
<b>Total remeasurements recognized in OCI</b>	<b>(28.77)</b>	<b>13.09</b>	
<b>Amount recognized in OCI, End of Period</b>	<b>17.06</b>	<b>45.83</b>	

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

(vii) Reconciliation of Balance Sheet Amount	31-March-19	31-March-18
Balance Sheet (Asset)/Liability, beginning of period	530.68	353.30
Total charge/(credit) recognised in Profit and Loss	132.58	165.52
Total remeasurements recognised in Other Comprehensive Income	(28.78)	13.09
Actual company contribution	-	(1.22)
Balance Sheet (Asset)/Liability, End of Period	634.48	530.68

(viii) Current / Non-Current Bifurcation	31-March-19	31-March-18
Current Benefit Obligation	95.99	74.61
Non - Current Benefit Obligation	538.49	456.07
<b>(Asset)/Liability Recognised in the Balance Sheet</b>	<b>634.48</b>	<b>530.68</b>

(ix) Actuarial assumptions	31-March-19	31-March-18
<b>Description</b>		
Discount rate	7.73%	7.85%
Future basic salary increase	6.00%	6.00%
Expected rate of return on plan assets	7.85%	7.38%
Mortality	As per IALM 2012-14	As per IALM 06-08
Employee turnover/withdrawal rate	8.00%	8.00%
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.		

(x) Defined Benefit Obligation by Participant Status	31-Mar-19	31-Mar-18
a. Actives	907.54	797.65
b. Vested Deferreds	-	-
c. Retirees	-	-
Total Defined Benefit Obligation	907.54	797.65

(xi) Sensitivity analysis for Gratuity Liability	31-Mar-19	31-Mar-18
<b>Description</b>		
<b>Impact of the change in discount rate</b>		
- Impact due to increase of 1.00 %	(52.15)	(43.81)
- Impact due to decrease of 1.00 %	54.38	47.07
<b>Impact of the change in salary increase</b>		
- Impact due to increase of 1.00 %	50.02	40.69
- Impact due to decrease of 1.00 %	(40.82)	(35.82)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the Balance Sheet.

The Company is expected to contribute ₹ 55.00 lakhs to Defined Benefit Plan Obligation Funds in next year

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

(xii) Maturity profile of Defined Benefit Obligation	31-Mar-19	31-Mar-18
<b>Description</b>		
Within next 12 months	142.51	77.49
Between 1-5 years	506.18	439.98
Between 5-10 years	476.94	449.53

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### B OTHER LONG TERM BENEFITS AS PER IND AS 19 EMPLOYEE BENEFITS:

#### Leave Encashment and Compensated Absences (Unfunded)

The leave obligations cover the Company's liability for sick and earned leaves.

<b>(i) Amount recognised in the Statement of Profit and Loss is as under:</b>		₹ In Lakhs	
<b>Description</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>	
Current service cost	77.83	73.42	
Interest cost	45.21	33.74	
Remeasurements	208.97	198.13	
<b>Amount recognised in the Statement of Profit and Loss</b>	<b>332.01</b>	<b>305.29</b>	
<b>(ii) Movement in the liability recognised in the Balance Sheet is as under:</b>			
<b>Description</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>	
Present value of defined benefit obligation as at the start of the year	576.27	461.31	
Current service cost	77.83	73.42	
Interest cost	45.21	33.74	
Actuarial loss/(gain) recognised during the year	208.97	198.13	
Benefits paid	(203.86)	(190.34)	
<b>Present value of defined benefit obligation as at the end of the year</b>	<b>704.42</b>	<b>576.27</b>	
<b>(iii) Current / Non-Current Bifurcation</b>		<b>31-Mar-19</b>	<b>31-Mar-18</b>
Current Benefit Obligation	103.77	78.48	
Non - Current Benefit Obligation	600.65	497.79	
<b>(Asset)/Liability Recognised in the Balance Sheet</b>	<b>704.42</b>	<b>576.27</b>	
<b>(iv) Sensitivity analysis</b>			
<b>Description</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>	
<b>Impact of the change in discount rate</b>			
- Impact due to increase of 1.00 %	(37.01)	(30.23)	
- Impact due to decrease of 1.00 %	39.42	31.89	
<b>Impact of the change in salary increase</b>			
- Impact due to increase of 1.00 %	29.69	24.33	
- Impact due to decrease of 1.00 %	(28.47)	(23.48)	
<b>(v) Actuarial assumptions</b>			
<b>Description</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>	
Discount rate	7.73%	7.85%	
Future basic salary increase	6.00%	6.00%	
Expected rate of return on plan assets	N.A	N.A	
Mortality	As per IALM 2012-14	As per IALM 06-08	
Employee turnover/withdrawal rate	8.00%	8.00%	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

₹ In Lakhs

(vi) Defined Benefit Obligation by Participant Status	31-Mar-19	31-Mar-18
a. Actives	704.42	576.27
b. Vested Deferreds		
c. Retirees	-	-
Total Defined Benefit Obligation	704.42	576.27

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

**C DEFINED CONTRIBUTION AND OTHER PLANS**

Contributions are made to the Provident Fund, Super Annuation Fund & Other Plans . The contributions are normally based upon a proportion of the employee's salary.

The Company has recognized the following amounts in the Statement of Profit and Loss :

Particulars	31-Mar-19	31-Mar-18
Employer contribution to Provident & Pension fund*	333.06	254.04
Employers Contribution to Superannuation Fund*	4.98	3.98
Employers contribution to Employee State insurance *	20.86	22.97
Punjab & Haryana Labour Welfare fund*	2.00	1.80

\*Included in Contribution to Provident and Other Funds Under Employee Benefit Expense (Refer Note No. 30)

**NOTE 46 : RELATED PARTY DISCLOSURES :**

The list of related parties as identified by the management is as under:

<b>Joint Venture</b>	- JBM Ogihara Die Tech Private Limited
<b>Parties in respect of which the Company is an Associate</b>	- Maruti Suzuki India Limited
<b>Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence</b>	- JBM Industries Limited - Neel Metal Products limited - Neel Auto Private Limited - JBM Renewables Private Limited - Arka Overseas
<b>Enterprise over which key management personnel and their relative are able to exercise Control</b>	- ANS Holding Private Limited
<b>Other Entities (Fellow Subsidiary of Maruti Suzuki India Limited)</b>	- Suzuki Motor Gujarat Private Limited
<b>Key Management Personnel</b>	- Mr. S.K. Arya, Chairman and Managing Director - Mr. Anand Swaroop, President & CFO - Mr. Ravi Arora, Company Secretary
<b>Relative of Key Management Personnel</b>	- Mrs. Neelam Arya, Spouse of Mr. S.K Arya - Mr. Nishant Arya - S K Arya (HUF)
<b>Post Employment Benefit Plan of the Company</b>	- JBM Group Gratuity Trust

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	₹ In Lakhs							
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
	Joint Venture	Parties in respect of which the Company is an Associate and Other Entities	Enterprise over which key management personnel & their relative are able to exercise significance influence & Gratuity Trust	Key Management personnel and their relatives	Enterprise over which key management personnel & their relative are able to exercise Control	Total		
<b>Purchase of Capital Goods</b>								
JBM Renewables Private Limited	-	-	292.32	-	-	-	-	292.32
Neel Metal Products Limited	-	-	2,816.78	2,103.65	-	-	-	2,816.78
JBM Industries Limited	-	-	16.58	-	-	-	-	16.58
<b>Total</b>	-	-	<b>3,125.68</b>	<b>2,103.65</b>	-	-	-	<b>3,125.68</b>
<b>Sale of Goods &amp; Services (including Excise) #</b>								
Maruti Suzuki India Limited	-	144,505.76	142,310.14	-	-	-	-	144,505.76
Neel Metal Products Limited	-	-	4,042.88	6,333.76	-	-	-	4,042.88
Neel Auto Private Limited	-	-	472.64	445.26	-	-	-	472.64
Suzuki Motor Gujarat Private Limited	-	33,239.11	17,439.65	-	-	-	-	33,239.11
JBM Industries Limited	-	-	4.29	2.91	-	-	-	4.29
<b>Total</b>	-	<b>177,744.87</b>	<b>159,749.80</b>	<b>6,781.94</b>	-	-	-	<b>182,264.68</b>
<b>Sale of Capital goods (Including Excise)</b>								
Neel Metal Products Limited	-	-	6.50	2.53	-	-	-	6.50
Neel Auto Private Limited	-	-	1.66	-	-	-	-	1.66
Suzuki Motor Gujarat Private Limited	-	-	-	-	-	-	-	67.84
<b>Total</b>	-	-	<b>8.16</b>	<b>2.53</b>	-	-	-	<b>8.16</b>
<b>Other Income</b>								
Maruti Suzuki India Limited	-	-	-	-	-	-	-	5.09
Neel Metal Products limited	-	-	28.92	28.92	-	-	-	28.92
<b>Total</b>	-	-	<b>28.92</b>	<b>28.92</b>	-	-	-	<b>34.01</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	₹ In Lakhs							
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
	Joint Venture	Parties in respect of which the Company is an Associate and Other Entities	Enterprise over which key management personnel & their relative are able to exercise significance influence & Gratuity Trust	Key Management personnel and their relatives	Enterprise over which key management personnel & their relative are able to exercise Control	Total		
<b>Purchase of Goods &amp; Services</b>								
Maruti Suzuki India Limited	-	26,077.02	26,982.22	-	-	-	26,077.02	26,982.22
Neel Metal products limited	-	-	-	62,976.68	64,773.84	-	62,976.68	64,773.84
Suzuki Motor Gujarat Private Limited	-	300.07	4.83	-	-	-	300.07	4.83
Neel Auto Private Limited	-	-	-	1.58	-	-	-	1.58
Arka Overseas	-	-	-	18.45	-	-	-	18.45
JBM Industries limited	-	-	-	7,642.34	7,488.56	-	7,642.34	7,488.56
<b>Total</b>	-	<b>26,377.09</b>	<b>26,987.05</b>	<b>70,639.05</b>	<b>72,262.40</b>	-	<b>97,016.14</b>	<b>99,249.44</b>
<b>Others Expenses</b>								
Maruti Suzuki India Limited	-	1,163.73	1,507.31	-	-	-	1,163.73	1,507.31
Neel Metal Products limited	-	-	-	526.30	244.13	-	526.30	244.13
Neel Auto Private Limited	-	-	-	78.00	78.10	-	78.00	78.10
Suzuki Motor Gujarat Private Limited	-	96.59	36.64	-	-	-	96.59	36.64
JBM Industries limited	-	-	-	10.45	-	-	-	10.45
Mrs. Neelam Arya	-	-	-	-	16.20	16.20	16.20	16.20
<b>Total</b>	-	<b>1,260.32</b>	<b>1,543.95</b>	<b>614.75</b>	<b>322.23</b>	<b>16.20</b>	<b>1,891.27</b>	<b>1,882.39</b>
<b>Investment In Equity Shares</b>								
JBM Ogihara Dietech Pvt Limited	405.92	-	-	-	-	-	405.92	-
<b>Total</b>	<b>405.92</b>	-	-	-	-	-	<b>405.92</b>	-
<b>Contribution to Gratuity Trust</b>								
JBM Group Gratuity Trust	-	-	-	-	1.22	-	-	1.22
<b>Total</b>	-	-	-	-	<b>1.22</b>	-	-	<b>1.22</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

Particulars	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19
	Joint Venture		Parties in respect of which the Company is an Associate and Other Entities		Enterprise over which key management personnel & their relative are able to exercise significance influence & Gratuity Trust		Enterprise over which key management personnel & their relative are able to exercise Control		Enterprise over which key management personnel & their relative are able to exercise Control		Enterprise over which key management personnel & their relative are able to exercise Control		Enterprise over which key management personnel & their relative are able to exercise Control		Enterprise over which key management personnel & their relative are able to exercise Control	
	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19
<b>Remuneration paid to KMP's and their relatives</b>																
Mr. S.K Arya	-	-	-	-	-	-	424.36	423.04	-	-	-	-	424.36	423.04	423.04	423.04
Mr. Anand Swaroop	-	-	-	-	-	-	139.80	130.86	-	-	-	-	139.80	130.86	130.86	130.86
Mr. Ravi Arora	-	-	-	-	-	-	30.13	23.21	-	-	-	-	30.13	23.21	23.21	23.21
<b>Total</b>	-	-	-	-	-	-	<b>594.29</b>	<b>577.11</b>	-	-	-	-	<b>594.29</b>	<b>577.11</b>	<b>577.11</b>	<b>577.11</b>
<b>Directors Sitting Fees</b>																
Mr. Nishant Arya	-	-	-	-	-	-	2.40	1.20	-	-	-	-	2.40	1.20	1.20	1.20
Maruti Suzuki India Ltd . (Mr. Rajiv Gandhi)	-	-	1.20	0.80	-	-	-	-	-	-	-	-	-	-	1.20	0.80
<b>Total</b>	-	-	<b>1.20</b>	<b>0.80</b>	-	-	<b>2.40</b>	<b>1.20</b>	-	-	-	-	<b>2.40</b>	<b>1.20</b>	<b>3.60</b>	<b>2.00</b>
<b>Amount Recoverable</b>																
<b>Trade &amp; Other Receivables</b>																
Maruti Suzuki India Limited	-	-	11,328.65	12,274.25	-	-	-	-	-	-	-	-	-	-	11,328.65	12,274.25
Neel Auto Private Limited	-	-	-	-	15.88	35.23	-	-	-	-	-	-	-	-	15.88	35.23
Neel Metal Products limited	-	-	-	-	3,518.37	-	-	-	-	-	-	-	-	-	3,518.37	-
JBM Industries limited	-	-	-	-	12.51	-	-	-	-	-	-	-	-	-	12.51	-
Suzuki Motor Gujarat Private Limited	-	-	3,956.73	2,844.42	-	-	-	-	-	-	-	-	-	-	3,956.73	2,844.42
JBM Renewables Private Limited	-	-	-	-	-	57.75	-	-	-	-	-	-	-	-	-	57.75
<b>Total</b>	-	-	<b>15,285.38</b>	<b>15,118.67</b>	<b>3,546.76</b>	<b>92.98</b>	-	-	-	-	-	-	-	-	<b>18,832.14</b>	<b>15,211.65</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	2017-18		2018-19		2017-18		2018-19		2017-18		2018-19		2017-18		2018-19		2017-18		2018-19		
	Joint Venture	Parties in respect of which the Company is an Associate and Other Entities	Enterprise over which key management personnel & their relative are able to exercise significance influence & Gratuity Trust	Enterprise over which key management personnel & their relative are able to exercise significance influence & Gratuity Trust	Key Management personnel and their relatives	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control	Enterprise over which key management personnel & their relative are able to exercise Control
<b>Amount Payable</b>																					
<b>Trade &amp; Other Payables</b>																					
Maruti Suzuki India Limited	-	6,428.24	11,055.76	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. S.K Arya (Managerial Remuneration)	-	-	-	-	114.43	150.20	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Neel Auto Private Limited	-	-	-	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arka Overseas	-	-	-	2.43	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr Ravi Arora	-	-	-	-	1.68	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr Anand Swaroop	-	-	-	-	1.39	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Neel Metal Products Limited	-	-	-	12,950.68	4,195.55	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Suzuki Motor Gujarat Private Limited	-	5.64	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
JBM Industries limited	-	-	-	1,813.96	671.03	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	-	<b>6,433.88</b>	<b>11,055.76</b>	<b>14,767.11</b>	<b>4,866.57</b>	<b>117.50</b>	<b>150.20</b>	<b>21,318.49</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>	<b>16,072.54</b>
<b>Dividend Paid</b>																					
Mr. S.K.Arya	-	-	-	-	4.43	4.43	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
S K Arya (HUF)	-	-	-	-	0.72	0.72	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Nishant Arya	-	-	-	-	0.10	0.10	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mrs. Neelam Arya	-	-	-	-	2.67	2.67	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Anand Swaroop	-	-	-	-	0.05	0.05	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ANS Holding Private Limited	-	-	-	-	-	-	-	-	-	-	-	50.72	50.72	-	-	-	-	-	-	-	-
JBM Industries limited	-	-	-	15.40	15.40	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maruti Suzuki India Limited	-	158.50	158.50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	158.50	158.50	15.40	15.40	7.97	7.97	50.72	50.72	50.72	50.72	50.72	50.72	50.72	50.72	50.72	50.72	50.72	50.72	50.72	50.72
Dividend Received																					
Maruti Suzuki India Limited	-	8.92	8.36	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	-	<b>8.92</b>	<b>8.36</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>Remuneration paid to KMP's and their relatives*</b>	<b>Mr. S.K. Arya</b>		<b>Mr. Anand Swaroop</b>		<b>Mr. Ravi Arora</b>	
<b>(a) short-term employee benefits;</b>	405.72	410.53	134.23	125.30	28.58	21.91
<b>(b) post-employment benefits;</b>	18.64	12.51	5.57	5.57	1.55	1.30
<b>Total</b>	<b>424.36</b>	<b>423.04</b>	<b>139.80</b>	<b>130.86</b>	<b>30.13</b>	<b>23.21</b>

\* Remuneration paid to KMP's does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

# The figures for the year ended 31st March 2019 are strictly not relatable to P.Y 31st March 2018 as consequent to introduction of Goods and Services Tax (GST) with effect from 1st July, 2017 Central Excise, Value Added Tax (VAT) etc. have been subsumed into GST. In accordance with Indian Accounting Standard-115 on Revenue from Contracts with Customers and Schedule III of the Companies Act 2013, unlike Excise Duties, levies like GST, VAT etc. are not part of the Revenue

### Terms and conditions of transactions with Related Parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

### Note 47 : SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

#### Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

#### Operating lease commitments – Company as lessor

The Company has entered into leasing arrangements wherein the Company is receiving lease rental income. The Company has determined, based on an evaluation of the terms and conditions of the arrangements e.g. lease term, lease rental income, fair value of the land, transfer / retention of significant risks and rewards of ownership of land determined the lease as operating leases.

#### Operating lease commitments – Company as lessee

The Company has entered into leasing arrangements wherein the Company is required to pay monthly lease rentals. The Company has determined, based on an evaluation of the terms and conditions of the arrangements e.g. lease term, lease rental income, fair value of the land, transfer / retention of significant risks and rewards of ownership of land determined the lease as operating leases.

#### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### (i) Gratuity benefits

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

In determining the appropriate discount rate, management considers the interest rates of government bonds, and extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 45 .

### (ii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model based on level-2 and level-3 inputs. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as price estimates, volume estimates, rate estimates etc. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### (iii) Impairment of financial assets

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the Company's past history and other factors at the end of each reporting period.

### (iv) Estimates related to useful life of property plant and equipment and intangible assets :

Depreciation on property plant and equipment and intangible assets is calculated on a straight-line basis over the useful lives estimated by the management. These rates are in line with the lives prescribed under Schedule II of the Companies Act, 2013.

The management has re-estimated useful lives and residual values of all its assets. The management based upon the nature of asset, the operating condition of the asset, the estimated usage of the asset, past history of replacement and anticipated technological changes, believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment & intangible assets.

### (v) Impairment of Assets

An impairment exists when the carrying value of an asset exceeds its recoverable amount. Recoverable amount is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. In calculating the value in use, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of growth in EBITDA, long term growth rates; and the selection of discount rates to reflect the risks involved.

### (vi) Contingent liabilities

The contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company. The Company evaluates the obligation through Probable, Possible or Remote model ('PPR'). In making the evaluation for PPR, the Company take into consideration the Industry perspective, legal and technical view, availability of documentation/agreements, interpretation of the matter, independent opinion from professionals (specific matters) etc. which can vary based on subsequent events. The Company provides the liability in the books for probable cases, while possible cases are shown as contingent liability. The remotes cases are not disclosed in the financial statement.

### (vii) Taxes

Provision for tax liabilities require judgments on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

## NOTE 48 : FINANCIAL INSTRUMENTS

### (A) Capital Management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, opitimisation of working capital requirements and deployment of surplus funds into various investment options

The management of the Company reviews the capital structure of the Company on regular basis. As part of this review, the Board considers the cost of capital and the risks associated with the movement in the working capital.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, Loans and borrowings less cash and cash equivalents.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	31-Mar-19	31-Mar-18
Net debt	40,282.97	29,604.43
Total equity	40,405.90	36,024.41
Net debt to equity ratio	1.00	0.82

### (B) Fair Value Measurements

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3:

**Level 1:** This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Level 3:** This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The fair value of the financial assets are determined at the amount that would be received to sell an asset in an orderly transaction between market participants.

The following methods and assumptions were used to estimate the fair values:

Quoted equity investments: Fair value is derived from quoted market prices in active markets.

#### Fair value of the Company's financial assets that are measured at fair value on a recurring basis:

There are certain Company's financial assets which are measured at fair value at the end of each reporting period. There have been no transfer among levels during the period. Following table gives information about how the fair values of these financial assets are determined:

₹ In Lakhs			
Financial Assets at fair value through OCI	Fair value as at 31-Mar-19		
	Level 1	Level 2	Level 3
Investments in equity instruments	836.48	473.32	-
Financial Assets at fair value through OCI	Fair value as at 31-Mar-18		
	Level 1	Level 2	Level 3
Investments in equity instruments	1,072.25	439.39	-
Financial Liabilities at fair value through Profit or loss	Fair value as at 31-Mar-18		
	Level 1	Level 2	Level 3
Hedging gain payable	-	74.31	-

Particulars	As at 31-Mar-2019		As at 31-Mar-2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>Measured at Amortised Cost*</b>				
Loans	202.45	202.45	125.74	125.74
Trade Receivables	7,415.33	7,415.33	2,811.95	2,811.95
Cash and Cash Equivalents	91.45	91.45	234.02	234.02
Bank Balances other than Cash and Cash Equivalents	40.86	40.86	38.32	38.32
Other Financial Assets	94.26	94.26	94.65	94.65
<b>Total Financial Assets at Amortised Cost (a)</b>	<b>7,844.35</b>	<b>7,844.35</b>	3,304.69	3,304.69

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### Measured at Fair Value through Other Comprehensive Income

	₹ In Lakhs			
Investments	1,309.80	1,309.80	1,511.64	1,511.64
Total Financial Assets at Fair Value through Other Comprehensive Income (b)	1,309.80	1,309.80	1,511.64	1,511.64
<b>Total Financial Assets (a+b)</b>	<b>9,154.15</b>	<b>9,154.15</b>	4,816.33	4,816.33

\*Does not include investment in Joint Venture which is carried at cost in accordance with Ind AS 27 "Seperate Financial Statements".

### Financial Liabilities

#### Measured at Amortised Cost

Long-term Borrowings*	32,434.75	32,432.27	24,657.16	24,658.07
Payable for Capital Goods	2,875.12	2,875.12	-	-
Short-term Borrowings	7,939.67	7,939.67	5,181.30	5,181.30
Trade Payables	20,482.68	20,482.68	18,041.03	18,041.03
Other Financial Liabilities	5,694.91	5,694.91	5,138.91	5,138.91
<b>Total Financial Liabilities at Amortised Cost (a)</b>	<b>69,427.13</b>	<b>69,424.65</b>	53,018.40	53,019.31

\* including current maturities of long-term borrowings

#### Measured at Fair value through Profit and Loss

Other Financial Liabilities	-	-	74.31	74.31
<b>Total Financial Liabilities at Amortised Cost (b)</b>	-	-	74.31	74.31
<b>Total Financial Liabilities (a+b)</b>	<b>69,427.13</b>	<b>69,424.65</b>	53,092.71	53,093.62

The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Cross currency interest rate swaps are valued using valuation techniques which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. All derivative contracts are fully cash collateralised, thereby eliminating both counterparty and the Company's own non-performance risk.

### (C) Financial Risk Management

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

#### C.1 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.

##### a) Foreign Currency Risk Management

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and foreign currency loans and borrowings (Foreign currency Buyer's credit).

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Foreign Currency Exposure that have been hedged by derivative Instrument are given below.

₹ In Lakhs

Liabilities/Assets	Foreign Currency (₹ In Lakhs)		INR Equivalent (₹ In Lakhs)	
	As at 31-03-2019	As at 31-03-2018	As at 31-03-2019	As at 31-03-2018
<b>Liabilities</b>				
USD	58.48	58.48	4,044.16	3,811.43

Foreign Currency Exposure that have not been hedged by derivative Instrument are given below.

Liabilities/Assets	Foreign Currency (₹ In Lakhs)		INR Equivalent (₹ In Lakhs)	
	As at 31-03-2019	As at 31-03-2018	As at 31-03-2019	As at 31-03-2018
<b>Liabilities</b>				
USD	48.26	2.63	3,357.93	171.59
JPY	83.81	1,589.18	52.31	977.19
EURO	-	3.14	-	253.78
<b>Assets</b>				
USD	-	8.71	-	567.93

The Company has taken cross currency interest rate swaps to hedge its foreign currency exposures in relation to Foreign Currency Buyer's credits availed by the Company. The Company had negotiated the terms of CCIRS to match the terms of the hedged exposure. Further, the Company has not entered into any derivative or hedging instruments in relation to its foreign currency exposures other than Foreign Currency Buyer's credits.

### Foreign currency sensitivity analysis

The following tables demonstrate the sensitivity to a reasonably possible change in USD and JPY exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

### Impact on Profit / (loss) for the year for a 5% change:

Particulars	Increase		Decrease	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b>Payables</b>				
USD /INR	(167.90)	(8.58)	167.90	8.58
YEN/INR	(2.62)	(48.86)	2.62	48.86
EURO/INR	-	(12.69)	-	12.69
<b>Particulars</b>				
<b>Receivables</b>				
USD /INR	-	28.40	-	(28.40)

### b) Interest Rate Risk Management

The Company is exposed to interest rate risk because Company borrow funds at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. In respect of the Foreign Currency Buyers Credits denominated in US Dollars (USD), the Company is having 6 months Libor linked rate. To mitigate the risk of any adverse interest rate movement, the Company has entered into Cross Currency Interest Rate Swaps (CCIRS) i.e. pay fixed receive variable rate of interest. In the event of any adverse movement of interest rates, the Company is required only to pay the fixed interest eventually thereby offsetting the interest loss from the CCIRS. Accordingly, no sensitivity analysis in respect of such loans is given.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### Interest Rate Sensitivity Analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Impact on Profit / (loss) for the year for a 50 basis point change:		
	Increase/decrease in basis points	Effect on profit before tax
<b>31-Mar-19</b>		
INR loans	+50	-180.98
INR loans	-50	180.98
<b>31-Mar-18</b>		
INR loans	+50	-129.52
INR loans	-50	129.52

### c) Security Price Risk

The Company is exposed to equity price risks arising from equity investments held by the Company and classified in the balance sheet as fair value through OCI

#### Equity Price Sensitivity Analysis

The Sensitivity Analysis below have been determined based on the exposure to equity price risks at the end of the reporting period.

#### If the equity prices had been 5% higher/lower:

Other comprehensive income for the year ended 31st March 2019 would increase / decrease by ₹ 65.49 lakhs (for the year ended 31st March 2018: increase / decrease by ₹ 75.58 lakhs) as a result of the change in fair value of equity investment measured at FVTOCI

### C.2 Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's exposure and wherever appropriate, the credit ratings of its counterparties are continuously monitored and spread amongst various counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management of the Company

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of credit risks.

Balances with banks were not past due or impaired as at the year end. In other financial assets that are not past dues and not impaired, there were no indication of default in repayment as at the year end

### C.3 Liquidity Risk Management

Liquidity risk refers to the risk that the Company can not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure funds are available for use as per the requirements.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of long term borrowings, short term borrowings and trade payables etc. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

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

	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Year ended 31-Mar-19</b>				
Long Term Borrowings*	5,510.70	25,926.83	997.22	32,434.75
Short Term Borrowings	7,939.67	-	-	7,939.67
Payable for Capital Goods	-	2,875.12	-	2,875.12
Trade Payables	20,482.68	-	-	20,482.68
Other Financial Liabilities	5,694.91	-	-	5,694.91
	<b>39,627.96</b>	<b>28,801.95</b>	<b>997.22</b>	<b>69,427.13</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

<b>Year ended 31-Mar-18</b>				
Long Term Borrowings*	3,471.77	20,763.48	421.91	24,657.16
Short Term Borrowings	5,181.30	-	-	5,181.30
Trade Payables	18,041.03	-	-	18,041.03
Other Financial Liabilities	5,213.22	-	-	5,213.22
	<b>31,907.32</b>	<b>20,763.48</b>	<b>421.91</b>	<b>53,092.71</b>

\* including current maturities of long-term borrowings

**NOTE 49 : EVENTS AFTER THE REPORTING PERIOD**

There are no reportable events that occurred after the end of the reporting period.

**NOTE 50 : AMENDMENTS TO STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED BY THE COMPANY****Ind AS 116 Leases :**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application

Certain practical expedients are available under both the methods.

The Company is evaluating the requirements of the amendment and its effect on the financial Statements.

**Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments :**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendment and its effect on the financial Statements.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### Amendment to Ind AS 12 – Income taxes :

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

### Amendment to Ind AS 19 – plan amendment, curtailment or settlement-

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling .

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

As per our report of even date attached.

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
DIN 00004626

**Nishant Arya**  
Director  
DIN 00004954

**Sudhir Chhabra**  
Partner  
M.No-083762

**Anand Swaroop**  
President & CFO

**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

## INDEPENDENT AUDITOR'S REPORT

**TO  
THE MEMBERS OF JAY BHARAT MARUTI LIMITED**

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of **Jay Bharat Maruti Limited** ("the Company") and its Joint Venture which comprise the Consolidated Balance Sheet as at March 31, 2019, 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 ended on that date, and the notes to Consolidated Ind AS Financial Statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (the Ind AS) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its Joint Venture as at March 31, 2019, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements* section of our report. We are independent of the Company and its Joint Venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Ind AS Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p><b>Revenue Recognition in terms of Ind AS 115 "Revenue from Contracts with Customers"</b></p> <p>This is a newly applicable Accounting Standard on Revenue which prescribes five steps revenue recognition model which involves identifying the contract with the customer, identifying the separate performance obligations in the contract, determining the transaction price, allocating the transaction price to the separate performance obligations and recognizing revenue over the period of time / at a point in time depending upon how the entity satisfies its performance obligations.</p> <p>Refer Note 27 to the Consolidated Ind AS Financial Statements.</p>	<p>Our audit procedures included considering the appropriateness of the Company's revenue recognition accounting policies and assessing compliance with the policies in terms of the applicable accounting standards.</p> <p>Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</p> <p>Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and satisfaction of performance obligations.</p> <p>We performed following substantive procedures over revenue recognition with specific focus on whether there is single performance obligation or multiple performance obligations in the contract and whether the performance obligation is being satisfied over the period of time or at a point in time:</p> <ul style="list-style-type: none"> <li>• Read, analysed and identified the distinct performance obligations in these contracts.</li> <li>• Compared these performance obligations with that identified and recorded by the Company.</li> <li>• Considered the terms of the contracts to verify the transaction price used to allocate to separate performance obligations.</li> <li>• Checked whether the performance obligation is being satisfied over the period of time or at a point in time</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed</li> </ul>

### Information Other than the Consolidated Ind AS Financial Statements and Auditor's 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, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Ind AS Financial Statements and our Auditor's Report thereon.

Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Company and its Joint Venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the Company and of its Joint Venture are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its Joint Venture 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 Consolidated Ind AS 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 Ind AS Financial Statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the Company and of its Joint Venture are responsible for assessing the ability of the Company and of its Joint Venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and of its Joint Venture are also responsible for overseeing the financial reporting process of the Company of its Joint Venture.

### Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Ind AS 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 Ind AS 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 and its Joint Venture which are companies incorporated in India, has adequate internal financial controls system over financial reporting 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 ability of the Company and of its Joint Venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS 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 and of its Joint Venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities of the Company and of its Joint Venture to express an opinion on the Consolidated Ind AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS Financial Statements of such entities included in the Consolidated Ind AS Financial Statements of which we are the Independent Auditors.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Ind AS 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 Ind AS 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 Section 143(3) of the Act, based on our audit we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
  - d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Company and its Joint Venture as on March 31, 2019 taken on record by the Board of Directors of the Company and its Joint Venture incorporated in India, none of the directors of the Company and its Joint Venture incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and according to the information and 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. No remuneration has been paid to any director in the Joint Venture Company.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Consolidated Ind AS Financial Statements disclose impact of pending litigations on the consolidated financial position of the Company and of its Joint Venture- Refer Note 37 of the Consolidated Ind AS Financial Statements.
- ii. The Company and its Joint Venture Company did not have any material foreseeable losses on long term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and of its Joint Venture company incorporated in India.

**For Sahni Natarajan and Bahl**  
**Chartered Accountants**  
**Firm Registration No. : 002816N**

**Sd/-**  
**Sudhir Chhabra**  
**Partner**  
**Membership No. 083762**

**Place: Gurugram**  
**Date: April 18, 2019**



## ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON CONSOLIDATED IND AS FINANCIAL STATEMENTS OF JAY BHARAT MARUTI LIMITED

(This is the annexure referred to in Para 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

### Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended 31<sup>st</sup> March, 2019, we have audited the internal financial controls over financial reporting of **JAY BAHARAT MARUTI LIMITED** (hereinafter referred to as "the Company"), and of its Joint Venture Company, which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and of its Joint Venture Company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the company and its Joint Venture Company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by the 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, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the company and its Joint Venture Companies, which are companies incorporated in India.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company and its Joint Venture Company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sahni Natarajan and Bahl  
Chartered Accountants  
Firm Registration No: 002816N**

**Sd/-  
Sudhir Chhabra  
Partner  
Membership No. 083762**

**Place: Gurugram  
Date: April 18, 2019**

CIN L29130DL1987PLC027342

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019**

₹ In Lakhs

Particulars	Note No.	As at March 31, 2019
<b>ASSETS</b>		
<b>1 Non-Current Assets</b>		
(a) Property, Plant and Equipment	3	82,980.59
(b) Capital Work-in-Progress	4	5,121.60
(c) Intangible Assets	5	197.14
(d) Investments accounted for using equity method	6 (a)	393.85
(e) Financial Assets		
(i) Investments	6 (b)	1,309.80
(ii) Loans	7	202.45
(f) Other Non-Current Assets	8	3,884.54
		<u>94,089.97</u>
<b>2 Current Assets</b>		
(a) Inventories	9	16,921.53
(b) Financial Assets		
(i) Trade Receivables	10	7,415.33
(ii) Cash and Cash Equivalents	11	91.45
(iii) Bank Balances other than (ii) above	12	40.86
(iv) Other Financial Assets	13	94.26
(c) Other Current Assets	14	1,889.07
		<u>26,452.50</u>
<b>TOTAL</b>		<b>120,542.47</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
(a) Equity Share Capital	15	1,082.50
(b) Other Equity	16	39,311.33
		<u>40,393.83</u>
<b>Liabilities</b>		
<b>1 Non- Current liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	17	26,924.05
(ii) Other Financial Liabilities	18	2,875.12
(b) Provisions	19	1,139.14
(c) Deferred Tax Liabilities (Net)	20	6,706.56
(d) Other Non-Current Liabilities	21	95.00
		<u>37,739.87</u>
<b>2 Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	22	7,939.67
(ii) Trade Payables	23	
Total outstanding dues of Micro enterprises & small enterprises		<u>417.57</u>

₹ In Lakhs		
Particulars	Note No.	As at March 31, 2019
Total outstanding dues of creditors other than Micro enterprises & small enterprises		20,065.11
(iii) Other Financial Liabilities	24	11,205.61
(b) Other Current Liabilities	25	2,571.55
(c) Provisions	26	209.26
		42,408.77
<b>TOTAL</b>		<b>120,542.47</b>
Significant Accounting Policies	2	

The accompanying notes are forming part of these financial statements

As per our report of even date attached

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
DIN 00004626

**Nishant Arya**  
Director  
DIN 00004954

**Sudhir Chhabra**  
Partner  
M.No-083762

**Anand Swaroop**  
President & CFO

**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

CIN L29130DL1987PLC027342

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019**

		₹ In Lakhs
Particulars	Note No.	For the year ended Mar 31, 2019
I	Revenue from Operations	27 199,400.22
II	Other Income	28 297.19
III	<b>Total Income (I + II)</b>	<b>199,697.41</b>
IV	<b>Expenses</b>	
	Cost of Materials Consumed	154,218.16
	Changes in Inventories of Finished Goods and Work in Progress	29 (752.68)
	Employee Benefits Expense	30 15,497.51
	Finance Costs	31 3,433.21
	Depreciation and Amortization Expense	32 6,148.66
	Other Expenses	33 12,984.25
	<b>Total Expenses (IV)</b>	<b>191,529.11</b>
V	<b>Profit before share of Joint Venture and tax (III-IV)</b>	<b>8,168.30</b>
VI	<b>Add : Share of Profit/(Loss) of Joint Venture</b>	<b>(12.06)</b>
VII	<b>Profit before tax (V+VI)</b>	<b>8,156.24</b>
VIII	<b>Tax Expense:</b>	34
	(1) Current Tax	1,759.26
	(2) Deferred Tax	1,191.64
	(3) Earlier Years Tax	0.30
		<u>2,951.20</u>
IX	<b>Profit after tax for the year (VII-VIII)</b>	<b>5,205.04</b>
X	<b>Other Comprehensive Income</b>	35
(A)	Items that will not be reclassified subsequently to profit or Loss	
	- Remeasurement of the net defined benefit liability/asset	28.78
	- Income tax effect	(10.06)
	- Fair value changes on Investment	(201.84)
(B)	Items that will be reclassified subsequently to profit or Loss	-
	<b>Total Other Comprehensive Income (A)+ (B)</b>	<b>(183.12)</b>
XI	<b>Total Comprehensive Income ( IX+X)</b>	<b>5,021.92</b>
	<b>Profit for the year attributable to:</b>	
	Owners of the Company	5,205.04

Non Controlling Interest	-
<b>Other Comprehensive Income for the year attributable to:</b>	
Owners of the Company	(183.12)
Non Controlling Interest	-
<b>Total Comprehensive Income for the year attributable to:</b>	
Owners of the Company	5,021.92
Non Controlling Interest	-
XII Earnings per equity share (Face Value of ₹ 5/- each) :	36
(1) Basic	24.04
(2) Diluted	24.04
Significant Accounting Policies	2

The accompanying notes are forming part of these financial statements

As per our report of even date attached

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
DIN 00004626

**Nishant Arya**  
Director  
DIN 00004954

**Sudhir Chhabra**  
Partner  
M.No-083762

**Anand Swaroop**  
President & CFO

**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

CIN L29130DL1987PLC027342

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

<b>A. Equity Share Capital</b>				₹ In Lakhs
<b>Particulars</b>	<b>Balance as at 01 April 2018</b>	<b>Change in equity share capital during the year</b>	<b>Balance at the end of 31 March 2019</b>	
Equity Share Capital	1,082.50	-	1,082.50	

<b>B. Other Equity</b>					₹ In Lakhs
<b>Particulars</b>	<b>Reserves and Surplus</b>		<b>Other Comprehensive Income</b>	<b>Total</b>	
	General Reserve	Retained Earnings	Equity Instrument through other Comprehensive Income		
<b>Balance as at 1st April 2018</b>	<b>2,516.75</b>	<b>31,152.06</b>	<b>1,273.10</b>	<b>34,941.91</b>	
Profit for the year	-	5,205.04	-	5,205.04	
Remeasurement of defined benefit obligations (net of income tax)	-	18.72	-	18.72	
Fair valuation of investments	-	-	(201.84)	(201.84)	
Dividend distributed during the year (₹ 2.50 per share)	-	(541.25)	-	(541.25)	
Corporate dividend tax	-	(111.25)	-	(111.25)	
<b>Balance as at 31 March 2019</b>	<b>2,516.75</b>	<b>35,723.32</b>	<b>1,071.26</b>	<b>39,311.33</b>	

The accompanying notes are forming part of these financial statements

As per our report of even date attached

**For Sahni Natarajan and Bahl**

Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**

Chairman & Managing Director  
DIN 00004626

**Nishant Arya**

Director  
DIN 00004954

**Sudhir Chhabra**

Partner  
M.No-083762

**Anand Swaroop**

President & CFO

**Sunil Dutt Agrawal**

VP-Finance

Place: Gurugram (Haryana)

Date : 18-04-2019

**Ravi Arora**

Company Secretary & Compliance Officer  
M No. 37075



CIN L29130DL1987PLC027342

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019**

₹ In Lakhs

Particulars	Year ended March 31,2019	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before taxation</b>		<b>8,156.24</b>
Adjustments for :		
Depreciation and amortisation	6,148.66	
Interest expense	3,433.21	
Interest income	(14.52)	
Dividend income	(15.35)	
Rental income	(28.92)	
Balances written back	(0.47)	
Unpaid exchange fluctuation	(177.76)	
Share in Profit/loss of Joint Venture	12.06	
Profit/Loss on sale of property,plant and equipment	3.36	9360.27
<b>Operating Profit before working Capital changes</b>		<b>17,516.51</b>
<b>Adjustments for :</b>		
Trade and other receivables	(2,967.10)	
Inventories	3,326.98	
Trade and other payables	(2,268.47)	(1,908.59)
<b>Cash generated from operating activities</b>		<b>15,607.92</b>
Direct taxes paid	(2,846.36)	(2,846.36)
<b>Net Cash from Operating Activities</b>		<b>12,761.56</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure on property,plant and equipment and intangible assets including capital advances	(19,186.30)	
Proceeds from sale of property, plant and equipment	30.47	
Purchase of Investments	(405.93)	
Rent received	28.92	
Interest received	14.52	
Dividend received	15.35	
<b>Net cash used in Investing Activity</b>		<b>(19,502.97)</b>
		(6,741.41)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	11,262.34	
Repayments of long term borrowings	(3,484.75)	
Short term borrowings(Net)	2,758.38	
Interest paid	(3,284.64)	
Dividend paid	(541.25)	
Corporate dividend tax	(111.25)	
<b>Net cash from financing activities</b>		<b>6,598.84</b>
<b>Net increase in Cash and Cash equivalents</b>		<b>(142.57)</b>
Cash and Cash equivalents at the beginning of the year		234.02
Cash and Cash equivalents at the end of the year		91.45

The accompanying notes are forming part of these financials statements.

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 2018-19

### NOTES:

- 1.The above Cash Flow Statement has been prepared under the Indirect Method as set out in the IND AS-7 " Statement of Cash Flows".
2. During the year the Company spent ₹ 147.38 Lakhs on CSR Expenses in accordance with the provisions of the Companies Act, 2013.
3. Cash and Cash Equivalents include Bank Balances and Cash in Hand ( Refer Note No. 11)
4. Figures in bracket represents cash outflow.
5. This being the first year of consolidation, previous year figures do not exist. Hence the same have not be given.

As per our report of even date attached.

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
DIN 00004626

**Nishant Arya**  
Director  
DIN 00004954

**Sudhir Chhabra**  
Partner  
M.No-083762

**Anand Swaroop**  
President & CFO

**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### GENERAL INFORMATION

Jay Bharat Maruti Limited (JBML) ("The Company") is a public limited company incorporated in India, listed on Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The address of its registered office is 601, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019. The Company is a Associate of Maruti Suzuki India Limited. The principal activities of the Company are manufacturing of sheet metal components, rear axle, muffler assemblies, fuel neck and tools & dies for motor vehicles, components and spare parts.

The financial statements for the year ended March 31, 2019 were approved by the Board of Directors and authorize for issue on 18-04-2019

### 1. BASIS OF PREPARATION AND PRESENTATION

#### 1.1 Statement of Compliance

The Consolidated Financial Statements have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the section 133 of the companies Act, 2013 ("the Act") read with the companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

#### 1.2 Basis of preparation and presentation

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

The principal accounting policies are set out below.

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

#### 1.3 Basis of Consolidation and Equity Accounting

The Consolidated Financial Statements have been prepared in accordance with Ind AS 103-"Business Combinations", Ind AS 110 "Consolidated Financial Statements", Ind AS 111 "Joint Arrangements", Ind AS 112 "Disclosure of Interests in Other Entities", Ind AS 28 "Investments In Associates and Joint Ventures" and other accounting pronouncements of the Institute of Chartered Accountants of India.

The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Jay Bharat Maruti Limited i.e. year ended March 31, 2019.

The Consolidated Ind AS Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's Standalone Ind AS Financial Statements. Accounting policies of consolidated companies have been changed where necessary to ensure consistency with the policies adopted by the company.

The amounts shown in respect of Other Equity comprise the amount of the relevant reserves as per the Balance Sheet of the Parent Company and its share in the post-acquisition increase/decrease in the reserves of the consolidated entities.

#### Joint Ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Interests in joint ventures are accounted for using the equity method of accounting, after initially being recognized at cost in the consolidated balance sheet.

#### Equity Method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Company's share of the post-acquisition profits or losses of the investee in profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable are recognized as a reduction in the carrying amount of the investments. When the Company's share of losses in equity accounted investments equals or exceeds its interests in the entity, including any other unsecured long term receivables, the company does not recognize further losses, unless it

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

has incurred obligations or made payments on behalf of the other entity. Unrealized gain on transactions between the company and its joint ventures are eliminated to the extent of the company interests in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The carrying amount of equity accounted investments is tested for impairment.

**Changes in Ownership Interests**

When the Company ceases to equity account for an investment because of loss of control any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair values become the initial carrying amount for the purposes of subsequent accounting for the retained interest as an joint venture. In addition, any amount previously recognised in other comprehensive income in respect of that entity is accounted for as if the Company had directly disposed of related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss. If ownership interest in a joint venture is reduced but joint control is retained only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

**Particulars of Joint Venture consolidated**

Name of the Company	Relationship	Country of Incorporation	% Holding as on 31 March 2019
JBM Ogihara Die Tech Pvt. Ltd.	Joint Venture	India	49

**2. SIGNIFICANT ACCOUNTING POLICIES****2.1 Use of Estimates and Judgments**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

**2.2 Revenue Recognition**

The Company has adopted Ind AS 115 "Revenue from Contracts with Customers", with effect from April 01, 2018 using the cumulative effect method whereby the effect of applying this standard is recognized at the date of initial application (i.e. April 01, 2018). There is no impact on adoption of Ind AS 115.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty upto 30th June, 2017 and net of returns, cash discount, trade allowances, sales incentives and value added taxes. The Company recognizes revenue when the amount of revenue and its related cost can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

**Sale of Products**

Revenue is recognized for sale of products when the Company transfer control over such products to the customer which is generally on dispatch from the factory.

**Sale of Services**

Revenue from services are recognized as related services are performed.

**Dividend and interest income**

Dividend income from investments is recognized when the shareholders' right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

For all Financial instruments measured either at amortized or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of the financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss. Interest income in respect of financial instruments measured at fair value through profit or loss is included in other income.

### 2.3 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Company as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the period in which such benefits accrue.

#### The Company as lessee

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company policy on borrowing costs.

Rental expense from operating leases is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the period in which such benefits accrue.

### 2.4 Foreign Currencies

#### Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the company functional and presentation currency.

#### Transactions and balances

Foreign currency transactions are translated into the 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 generally recognised in the Statement of Profit and Loss.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognised in Other Comprehensive Income or the Statement of Profit and Loss is also recognised in Other Comprehensive Income or the Statement of Profit and Loss respectively).

### 2.5 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Where the funds used to finance a qualifying asset form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Company during the year.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets are deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs consist of interest, which is computed as per effective interest method, and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 2.6 Employee Benefits

#### Short-term obligations

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled within the operating cycle after the end of the period in which the employees render the related services are recognised in the period in which the related services are rendered and are measured at the undiscounted amount expected to be paid.

#### Other long-term employee benefit obligations

Liabilities for leave encashment and compensated absences which are not expected to be settled wholly within the operating cycle after the end of the period in which the employees render the related service are measured at the present value of the estimated future cash outflows which is expected to be paid using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

#### Post-employment obligations

##### Defined benefit plans

The Company has defined benefit plans namely Gratuity Fund for employees. The Gratuity Fund is recognised by the income tax authorities and is administered through Trust set up by the LIC. Any shortfall in the size of the fund maintained by the Trust is additionally provided for in profit or loss.

The liability or asset recognised in the Balance Sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by Actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in profit or loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

##### Defined contribution plans

The Company has defined contribution plans for post retirements benefits, namely, Employee Provident Fund Scheme administered through Provident Fund Commissioner and Superannuation Fund administered through Life Insurance Corporation of India. The Company's contributions are charged to revenue every year. The Company has no further payment obligations once the contributions have been paid. The Company's contribution to State Plans namely Employees' State Insurance Fund and Employees' Pension Scheme are charged to the Statement of Profit and Loss every year.

##### Termination Benefits

A liability for the termination benefit is recognised when the Company can no longer withdraw the offer of the termination benefit.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****2.7 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**Current and deferred tax for the year**

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in Equity, in which case, the income taxes are also recognised in Other Comprehensive Income or directly in Equity respectively.

**2.8 Property, Plant and Equipment (PPE)**

Property, Plant and Equipment (PPE) are stated at cost of acquisition, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land is measured at cost and is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The other repairs and maintenance of revenue nature are charged to the Statement of Profit and Loss during the reporting period in which they have incurred.

**Transition to IND AS**

The Company has elected to use a previous GAAP cost (cost less accumulated depreciation and impairment losses (if any)) of an item of property, plant and equipment at, or before, the date of transition to Ind ASs as deemed cost at the date of transition in accordance with accounting policy option available in Ind AS 101

**Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the straight-line method on a pro-rata basis from the month in which each asset is ready to use to allocate their cost, net of their residual values, over their estimated useful lives.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

Estimated useful life of assets are as follows which is based on technical evaluation of the useful lives of the assets:

<b>Property, plant and equipment</b>	<b>Useful lives based on technical evaluation</b>
Plant & machinery	20 Years
Electric Installation	20 Years
Factory Building (Including Tube well)	28-29 Years
Office Building	60 Years
Vehicles	5 Years
Furniture & Fixtures	5 Years
Trolleys & Bins (Dies, Fixtures & Special Purpose Machine)	5 Years
Dies, Fixtures & Jigs	3-9 Years
Computers	3 Years
Office Equipment	5 Years

The assets' residual values, estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is charged on pro-rata basis for assets purchased / sold during the year. Individual assets costing ₹ 5000/- or less are depreciated in full in the year of purchase. Plant & Machinery and other assets the written down value of which at the beginning of the year is ₹ 5000/- or less and ₹ 1000/- or less respectively are depreciated at the rate of 100%.

Freehold land is not amortised.

Gains and losses on disposal are determined by comparing proceeds with carrying amount and are credited / debited to profit or loss.

**2.9 Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost of acquisition and are stated net of accumulated amortization and accumulated impairment losses, if any.

The cost of an intangible asset includes purchase cost (net of rebates and discounts), including any import duties and non-refundable taxes, and any directly attributable costs on making the asset ready for its intended use.

**Transition to IND AS**

The Company has elected to use a previous GAAP cost (cost less accumulated depreciation and impairment losses (if any)) of an intangible asset at, or before, the date of transition to Ind ASs as deemed cost at the date of transition in accordance with accounting policy option in Ind AS 101.

**Amortisation methods and useful lives**

The Cost of Intangible assets are amortized on a straight line basis over their estimated useful life which is as follows.

Residual Value is considered as Nil in the below cases:

<b>Nature of Assets</b>	<b>Life</b>
Technical knowhow	3 years
Computer software	3 years

The Amortisation period and method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

### Impairment of Tangible and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### 2.10 Inventories

Inventories are valued at the lower of cost or net realizable value, less any provisions for obsolescence. Cost is determined on the following basis:-

**Raw Material** is recorded at cost on a first-in, first-out (FIFO) basis;

**Stores & spares** are recorded at cost on a weighted average cost formula.

**Finished goods and work-in-process** are valued at raw material cost + cost of conversion and attributable proportion of manufacturing overhead incurred in bringing inventories to its present location and condition.

**By products and scrap** are valued at net realizable value.

Machinery spares (other than those qualified to be capitalized as PPE and depreciated accordingly) are charged to profit and loss on consumption.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### 2.11 Provisions and contingencies

#### Provisions

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are determined based on best management estimate required to settle the obligation at balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

#### Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

#### Contingent Assets

Contingent asset being a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, is not recognized but disclosed in the financial statements.

### 2.12 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

### (i) Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost using the effective interest method or fair value, depending on the classification of the financial assets

### (ii) Classification of financial assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortised cost unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test: the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristic test: the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test: the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test : the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss

### (iii) Investments in equity instrument at fair value through other comprehensive income (FVTOCI)

On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instrument. This election is not permitted if the equity instrument is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains / losses arising from changes in fair value recognised in other comprehensive income. This cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investments.

The Company has equity investments in certain entities which are not held for trading. The Company has elected the fair value through other comprehensive income irrevocable option for all such investments. Dividend on these investments are recognised in the Statement of Profit and Loss.

### (iv) Financial assets at fair value through profit or loss (FVTPL)

Investment in equity instrument are classified at fair value through profit or loss, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets that do not meet the amortised cost criteria or fair value through other comprehensive income criteria are measured

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

at fair value through profit or loss. A financial asset that meets the amortised cost criteria or fair value through other comprehensive income criteria may be designated as at fair value through profit or loss upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets and liabilities or recognising the gains or losses on them on different bases.

Financial assets which are fair valued through profit or loss are measured at fair value at the end of each reporting period, with any gains or losses arising on Re-measurement recognised in profit or loss.

**(v) Trade receivables**

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost less provision for impairment.

**(vi) Cash and cash equivalents**

In the Cash Flow Statement, cash and cash equivalents includes cash in hand, cheques and balances with bank. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet and forms part of financing activities in the Cash Flow Statement. Book overdrafts are shown within other financial liabilities in the Balance Sheet and forms part of operating activities in the cash flow statement.

**(vii) Impairment of Financial Assets**

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortised cost
- Financial assets measured at fair value through other comprehensive income  
Expected credit loss are measured through a loss allowance at an amount equal to:
- The twelve month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within twelve months after the reporting date); or
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

**(viii) De-recognition of financial assets**

A financial asset is de-recognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients
- The right to receive cash flows from the asset has expired.

**(ix) Foreign Exchange Gains and Losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the exchange rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost or fair value through profit or loss the exchange differences are recognised in profit or loss except for those which are designated as hedge instrument in a hedging relationship. Further change in the carrying amount of investments in equity instruments at fair value through other comprehensive income relating to changes in foreign currency rates are recognised in other comprehensive income.

**Financial liabilities and equity instruments****(x) Classification of debt or equity**

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**(xi) Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

### (xii) Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest rate method or at fair value through the Statement of Profit and Loss.

### (xiii) Trade and other payables

Trade and other payables represent liabilities for goods or services provided to the Company prior to the end of financial year which are unpaid.

### (xiv) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest rate method.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss.

### (xv) Foreign exchange gains or losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the exchange rate at the end of the reporting period. For financial liabilities that are measured as at fair value through profit or loss, the foreign exchange component forms part of the fair value gains or losses and is recognised in Statement of Profit and Loss.

### (xvi) De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

### (xvii) Derivative Financial Instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the Statement of Profit and Loss depends on nature of the hedging relationship and the nature of the hedged item.

### (xviii) 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## 2.13 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

The principal or the most advantageous market must be accessible by the Company.

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Balance Sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**2.14 Earnings Per Share**

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, except where the result would be anti-dilutive.

**2.15 Rounding of amounts**

All amounts disclosed in the financial statements and the accompanying notes have been rounded off to the nearest lakhs as per the requirement of Schedule III of the Companies Act 2013, unless otherwise stated

**2.16 Dividends**

Final dividends on shares are recorded on the date of approval by the shareholders of the Company.

**2.17 Royalty**

The Company pays/accrues for royalty in accordance with the relevant licence agreements.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## NOTE-3: PROPERTY, PLANT AND EQUIPMENT

₹ In Lakhs

Description	Freehold Land #	Leasehold Land	Buildings	Plant and Equipment	Furniture & Fixtures	Office Equipment	Computers & Computer System	Vehicles	Total
<b>Gross Block*</b>									
<b>As at 01 April 2018</b>	334.79	29.16	7,197.54	66,736.45	156.59	253.78	130.89	364.58	75,203.77
Additions	1,520.97	-	2,192.19	22,152.99	19.84	38.19	78.14	83.53	26,085.85
Disposals	-	-	-	(45.48)	-	-	(0.04)	-	(45.52)
<b>As at 31 March 2019</b>	<b>1,855.76</b>	<b>29.16</b>	<b>9,389.73</b>	<b>88,843.96</b>	<b>176.43</b>	<b>291.97</b>	<b>208.99</b>	<b>448.11</b>	<b>101,244.10</b>
<b>Accumulated Depreciation*</b>									
<b>As at 01 April 2018</b>	-	29.16	633.46	11,293.85	70.96	80.39	59.32	110.55	12,277.69
Charge for the year	-	-	299.22	5,512.39	32.96	40.02	40.79	72.13	5,997.52
Adjustments on disposals	-	-	-	(11.70)	-	-	-	-	(11.70)
<b>As at 31 March 2019</b>	<b>-</b>	<b>29.16</b>	<b>932.68</b>	<b>16,794.54</b>	<b>103.92</b>	<b>120.41</b>	<b>100.11</b>	<b>182.68</b>	<b>18,263.51</b>
<b>Net block as at 31 March 2019</b>	<b>1,855.76</b>	<b>-</b>	<b>8,457.05</b>	<b>72,049.42</b>	<b>72.51</b>	<b>171.56</b>	<b>108.88</b>	<b>265.43</b>	<b>82,980.59</b>

# Includes a small portion of Freehold Land of the Company situated at Gurugram is provided on cancellable operating lease.

\* For Property, Plant and Equipment charged as security - refer Note No. 17 &amp; 22

## NOTE-4 : CAPITAL WORK IN PROGRESS

₹ In Lakhs

	31-Mar-19
Capital Work in Progress*	5,121.60
	<b>5,121.60</b>
* Including Pre-operative expenses ₹ 143.15 Lakhs	
<b>Pre-operative expense pending allocation :</b>	
Nature of Expense	31-Mar-19
Opening Balance	93.10
Additions During the Year :	
Salary & Wages	93.98
Travelling & Conveyance	82.38
Other Miscellaneous Expenses	74.13
Interest Expenses	313.71
Total	657.30
Less : Capitalised during the year	(514.15)
Closing Balance	143.15

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

**NOTE-5 : INTANGIBLE ASSETS**

₹ In Lakhs

	Technical Knowhow	Computer Software	Total
<b>Gross Block</b>			
As at 01 April 2018	647.61	169.40	817.01
Additions	-	53.27	53.27
<b>Balance as at 31 March 2019</b>	<b>647.61</b>	<b>222.67</b>	<b>870.28</b>
<b>Accumulated Amortisation</b>			
As at 01 April 2018	414.23	107.77	522.00
Charge for the year	99.99	51.15	151.14
<b>Balance as at 31 March 2019</b>	<b>514.22</b>	<b>158.92</b>	<b>673.14</b>
<b>Net book value as at 31 March 2019</b>	<b>133.39</b>	<b>63.75</b>	<b>197.14</b>

**NOTE 6(A) : INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD**

₹ In Lakhs

	Units as at March 31,2019	31-Mar-19
<b>Joint Venture (at cost)</b>		
- Equity Shares Face value of ₹ 10/- each in JBM Ogihara DieTech Private Limited	4,059,218	393.85
		393.85

**FINANCIAL ASSETS**

₹ In Lakhs

**NOTE 6(B) : INVESTMENTS**Units as at  
March 31,2019

31-Mar-19

**(in Equity Instruments at Fair Value through Other Comprehensive Income)****"In Others"****Unquoted (Fully paid up)**

- Equity Shares Face value of ₹ 10/- each in Nagata India Private Limited	2,085,000	473.32
		473.32

**Quoted (Fully paid up)**

- Equity Shares Face value of ₹ 5/- each in Maruti Suzuki India Limited	11,150	743.89
- Equity Shares Face value of ₹ 10/- each in Haryana Financial Corporation	19,300	-
- Equity Shares Face value of ₹10/- each in Canara Bank	31,790	92.59
		836.48

**Total Investment****1,309.80**

Aggregate Market Value of Quoted Investments	836.48
Aggregate amount of Quoted Investments (At Cost)	30.03
Aggregate amount of Unquoted Investments	867.17
Aggregate amount of impairment in value of Investment	-

₹ In Lakhs

**NOTE 7 : LOANS**

31-Mar-19

**(Carried at Amortised Cost)****Unsecured, considered good**

Security Deposits	202.45
	202.45

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

**NOTE 8 : OTHER NON CURRENT ASSETS**

31-Mar-19

**Unsecured, Considered Good**

Capital Advances	1,445.61
Others	183.16
Income Tax Refundable	2,255.77
	<b>3,884.54</b>

**CURRENT ASSETS**

₹ In Lakhs

**NOTE 9: INVENTORIES**

31-Mar-19

**(Carried at lower of cost and net realisable value)**

Raw Materials	6,494.40
Raw Materials in Transit	122.75
Work In Progress	3,767.59
Finished Goods	1,018.60
Inventory-Dies	3,210.48
Stores & Spares	2,107.40
Scrap	200.31
	<b>16,921.53</b>

- Inventories have been secured against certain bank borrowings of the Company as at 31 March 2019 (Refer Note No. 22)
- The cost of inventories recognised as an expense during the year in respect of continuing operations was ₹ 158,465.14 Lakhs
- The mode of valuation of inventories has been stated in Note No. 2.10 of Accounting Policy

**FINANCIAL ASSETS****(Carried at Amortised Cost, unless stated otherwise)**

₹ In Lakhs

**NOTE 10 : TRADE RECEIVABLES**

31-Mar-19

- Unsecured, considered good	7,415.33
	<b>7,415.33</b>

- Trade receivables have been given as collateral towards borrowings of the Company (refer Note No. 22).
- Includes Amount due from Related Parties (Refer Note No. 47)
- Includes ₹ 200.73 lakhs debts due from Private Company in which Director is a Director or Member

₹ In Lakhs

**NOTE 11 : CASH AND CASH EQUIVALENTS**

31-Mar-19

**(a) Balances with Banks**

- In Current Account	88.86
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**(b) Cash in hand**

2.59

**91.45**

₹ In Lakhs

**NOTE 12 : BANK BALANCES OTHER THAN ABOVE**

31-Mar-19

- In Unclaimed Dividend Account	40.86
	<b>40.86</b>



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

<b>NOTE 13 : OTHER FINANCIAL ASSETS</b>	<b>31-Mar-19</b>
<b>(Unsecured, considered good)</b>	
<b>Carried at Amortised Cost</b>	
Advances to Employees	83.05
Others	11.21
	<b>94.26</b>

₹ In Lakhs

<b>NOTE 14 : OTHER CURRENT ASSETS</b>	<b>31-Mar-19</b>
<b>(Unsecured, considered good)</b>	
Prepaid Expenses	313.54
Advances to Suppliers	538.10
Balance with Statutory/Government Authorities	1,037.43
	<b>1,889.07</b>

<b>NOTE 15 : EQUITY SHARE CAPITAL</b>	₹ In Lakhs	
	<b>No. of Shares as on 31st Mar 2019</b>	<b>31-Mar-19</b>
<b>Authorised</b>		
Equity Shares of ₹ 5/- each	5,40,00,000	2,700.00
Preference Shares of ₹ 10/- each	30,00,000	300.00
		<b>3000.00</b>
<b>Issued, Subscribed and Fully Paid Up</b>		
Equity Shares of ₹ 5/- each	2,16,50,000	1,082.50
		<b>1,082.50</b>

₹ In Lakhs

**Reconciliation of the number of Equity Shares outstanding**

<b>Particulars</b>	<b>31-Mar-19</b>	
	<b>No. of Shares</b>	<b>Amount</b>
Balance at the beginning of the year	21,650,000	1,082.50
Add: issued/cancelled during the year	-	-
Balance at the end of the year	21,650,000	1,082.50

**Rights, preferences and restrictions attached to shares**

The Company has one class of equity shares with a par value of ₹ 5/- per share. Each shareholder is eligible for one vote per share held. Each shareholder is having similar dividend rights for each share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**Details of Shareholders holding more than 5% of the Equity Share Capital**

Refer Note No. 44

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## NOTE 16. OTHER EQUITY

₹ In Lakhs

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	General Reserve	Retained Earnings	Equity Instrument through Other Comprehensive Income	
<b>As at April 01, 2018</b>	2,516.75	31,152.06	1,273.10	34,941.91
Profit for the year	-	5,205.04	-	5,205.04
Remeasurement of defined benefit obligations (net of income tax)	-	18.72	-	18.72
Fair valuation of investments	-	-	(201.84)	(201.84)
Dividend distributed during the year (₹ 2.50 per share)	-	(541.25)	-	(541.25)
Corporate dividend tax	-	(111.25)	-	(111.25)
<b>At March 31, 2019</b>	<b>2,516.75</b>	<b>35,723.32</b>	<b>1,071.26</b>	<b>39,311.33</b>

In respect of the year ended March 31, 2019, the Directors propose that a final dividend of 50% i.e ₹ 2.50 per share be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. The total estimated equity dividend to be paid is ₹ 652.50 Lakhs (including corporate dividend tax thereon of ₹ 111.25 Lakhs).

## NON CURRENT LIABILITIES

## FINANCIAL LIABILITIES (Carried at Amortised Cost, unless stated otherwise)

₹ In Lakhs

## NOTE :17 BORROWINGS (Secured)

31-Mar-19

## Term Loans From Banks

-In Foreign Currency (Buyers Credit)*	4,044.16
-In Rupee	
- Term Loan *	28,255.83
- Vehicle Loans **	134.76
	32,434.75
Less:- Current Maturities of Long Term Loans	(5,510.70)
<b>Total</b>	<b>26,924.05</b>

\*Term loan of ₹ 16873.88 Lakhs is secured by First Pari-Passu charge on the movable assets of the new plant set up at Vithlapur Gujarat.

\*Term loan of ₹ 1937.5 Lakhs & ₹ 9444.45 Lakhs has exclusive charge on plant & machinery to the tune of 1.50X & 1.30X respectively coverage of the term loan value.

\*Foreign Currency loan ₹ 4004.16 Lakhs has exclusive charge on Equipment procured from the facility.

\*\*Secured by hypothecation of respective vehicle financed.

## Terms of Repayment of Term Loans

## I In Foreign Currency

S. No.	Amount (₹ In Lakhs)	Interest Rate Terms	No. of Equal Quarterly Instalments	Balance No. of Quarterly Instalment as on 31.03.2019
1	699.58	6 Months USD LIBOR Linked rate	Bullet	Bullet
2	3,344.58	6 Months USD LIBOR Linked rate	Bullet	Bullet
	<b>4,044.16</b>	<b>Total</b>		

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

<b>II In Rupees</b>				
<b>S. No.</b>	<b>Amount (₹ In Lakhs)</b>	<b>Interest Rate Terms</b>	<b>No. of Equal Quarterly Instalments</b>	<b>Balance No. of Quarterly Instalment as on 31.03.2019</b>
1	562.50	MCLR Linked Rate	16 with 12 months moratorium	3
2	750.00	MCLR Linked Rate	16 with 12 months moratorium	6
3	625.00	MCLR Linked Rate	16 with 12 months moratorium	10
4	3,111.11	MCLR Linked Rate	18 with 18 months moratorium	16
5	3,777.77	MCLR Linked Rate	18 with 18 months moratorium	17
6	4,035.00	MCLR Linked Rate	16 with 24 months moratorium	16
7	4,444.45	MCLR Linked Rate	18 with 6 months moratorium	16
8	2,000.00	MCLR Linked Rate	20 with 6 months moratorium	20
9	1,940.00	MCLR Linked Rate	20 with 6 months moratorium	20
10	1,060.00	MCLR Linked Rate	20 with 6 months moratorium	20
11	3,000.00	MCLR Linked Rate	20 with 12 months moratorium	20
12	1,000.00	MCLR Linked Rate	20 with 12 months moratorium	20
13	1,600.00	MCLR Linked Rate	18 with 18 months moratorium	18
14	350.00	MCLR Linked Rate	18 with 18 months moratorium	18
	<b>28,255.83</b>	<b>Total</b>		

**III Vehicle Loans from banks are payable in 36 monthly equal installments respectively from the date of disbursements carrying interest rate @ 8.76% to 9.51% per annum.**

**IV There have been no breach of covenants mentioned in the loan agreements during the reporting periods.**

	₹ In Lakhs
<b>NOTE 18 : OTHER FINANCIAL LIABILITIES</b>	<b>31-Mar-19</b>
Payable for Capital Goods	2,875.12
	<b>2,875.12</b>

	₹ In Lakhs
<b>NOTE 19 : PROVISIONS</b>	<b>31-Mar-19</b>
<b>Provision for Employee Benefits</b>	
(a) Provision for Gratuity	538.49
(b) Provision for Leave Encashment and Compensated Absences	600.65
	<b>1,139.14</b>

	₹ In Lakhs
<b>NOTE 20 : DEFERRED TAX LIABILITIES (Net)</b>	<b>31-Mar-19</b>
Major components of deferred tax arising on account of timing differences as at 31 March 2019 are:-	
<b>(i) Deferred Tax Liability</b>	
- Difference between book depreciation and depreciation under Income Tax Act, 1961	9,424.14
- Claim under Sec 43B of Income Tax Act, 1961	-
	<b>9,424.14</b>
<b>(ii) Deferred Tax Assets</b>	
-Disallowance under Income Tax Act,1961	471.19
-MAT Credit Entitlement	2,246.39
	<b>2,717.58</b>
<b>(iii) Net Deferred Tax liability* (i-ii)</b>	<b>6,706.56</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

	₹ In Lakhs		
<b>Reconciliation of Deferred Tax Liabilities (Net)</b>	<b>31-Mar-18</b>	<b>Movement during the year</b>	<b>31-Mar-19</b>
<b>Deferred Tax Liability:</b>			
Impact of difference between tax depreciation and depreciation charged for the financial reporting	7,024.33	2,399.81	9,424.14
Claim under Sec 43B of Income Tax Act, 1961	1,094.71	(1,094.71)	-
<b>Total Deferred Tax Liabilities (A)</b>	<b>8,119.04</b>	<b>1,305.10</b>	<b>9,424.14</b>
<b>Deferred Tax Assets:</b>			
MAT Credit entitlement	2,231.08	15.31	2,246.39
Disallowance under the Income Tax Act, 1961	383.09	88.10	471.19
<b>Total Deferred Tax Assets (B)</b>	<b>2,614.17</b>	<b>103.41</b>	<b>2,717.58</b>
<b>Deferred Tax Liability (Net) (A - B)</b>	<b>5,504.87</b>	<b>1,201.69</b>	<b>6,706.56</b>

\* Deferred Tax Liability and Deferred tax Assets have been offset as they relate to same governing taxation laws.

	₹ In Lakhs
<b>NOTE 21 : OTHER NON-CURRENT LIABILITIES</b>	<b>31-Mar-19</b>
Advances From Customers	95.00
	<b>95.00</b>

**CURRENT LIABILITIES****FINANCIAL LIABILITIES**

(Carried at Amortised Cost, unless stated otherwise)

	₹ In Lakhs
<b>NOTE 22 : BORROWINGS</b>	<b>31-Mar-19</b>
<b>Secured*</b>	
<b>Loans Repayable on Demand From Banks</b>	
-Cash Credit	<b>139.67</b>
<b>Other Loans From Banks</b>	
-Working Capital Demand Loans & Others	<b>7,800.00</b>
	<b>7,939.67</b>

- Secured by first charge on book debts, stock and other current assets of the Company ranking parri passu inter se between the Company's bankers and are further secured by second charge on movable Property, Plant and Equipment of the Company.
- There have been no breach of covenants mentioned in the loan agreements during the reporting period.

	₹ In Lakhs
<b>NOTE 23 : TRADE PAYABLES</b>	<b>31-Mar-19</b>
Total outstanding dues of micro enterprises and small enterprises	417.57
Total outstanding dues of creditors other than micro enterprises and small enterprises	20,065.11
<b>(Refer Note No. 42)</b>	<b>20,482.68</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

	₹ In Lakhs
<b>NOTE 24 : OTHER FINANCIAL LIABILITIES</b>	<b>31-Mar-19</b>
Current Maturities of Long Term Loans (Refer Note No.17)	5,510.70
Interest Accrued but not due on borrowings	287.83
Payable for Capital Goods	3,770.32
Employees' related Liabilities	822.33
Unclaimed Dividends	40.86
Accrual of Expenses	741.39
Others	32.18
	<b>11,205.61</b>

	₹ In Lakhs
<b>NOTE 25 : OTHER CURRENT LIABILITIES</b>	<b>31-Mar-19</b>
Statutory Dues Payable	1,387.01
Advances from Customers	1,069.99
Other current liabilities (including advance from employees for vehicles)	114.55
	<b>2,571.55</b>

	₹ In Lakhs
<b>NOTE 26 : PROVISIONS</b>	<b>31-Mar-19</b>
Provision for Employee Benefits	
(a) Provision for Gratuity	95.99
(b) Provision for Leave Encashment and Compensated Absences	113.27
	<b>209.26</b>

	₹ In Lakhs
<b>NOTE 27: REVENUE FROM OPERATIONS</b>	<b>31-Mar-19</b>
Sale of products	186,633.38
Sale of services	1,032.82
Other operating revenue	11,569.49
Increase/(decrease) in scrap stock	164.53
	<b>199,400.22</b>

Disaggregation of Revenue: The Company is primarily engaged in the business of "manufacturing of components" for automobiles for Indian market. Hence there is only one business and geographical segment.

The amounts receivables from customers become due after expiry of credit period which on an average is 30 days.

There is no significant financing component in any transaction with the customers.

	₹ In Lakhs
<b>NOTE 28: OTHER INCOME</b>	<b>31-Mar-19</b>
Interest Income (calculated using the effective interest method)*	14.52
Dividend received on investments carried at fair value through Other Comprehensive Income	15.35
Rent Income	28.92
Exchange Gain (Net)	183.60
Other Non Operating Income	54.80
	<b>297.19</b>

\* In relation to Financial Assets classified at Amortised Cost

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

**NOTE 29: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

31-Mar-19

<b>Work in Progress</b>		
Opening Stock	3,150.01	
Less:- Closing Stock	3,767.59	(617.58)
<b>Finished Goods</b>		
Opening Stock	883.50	
Less:- Closing Stock	1,018.60	(135.10)
<b>Total</b>		<b>(752.68)</b>
<b>(Increase)/Decrease in stocks of Finished Goods and work in progress</b>		<b>(752.68)</b>

₹ In Lakhs

**NOTE 30: EMPLOYEE BENEFITS EXPENSE**

31-Mar-19

Salaries & Wages*	14,118.35
Contribution to Provident and other Funds	511.43
Staff Welfare	754.27
Group/Medicaid Insurance	113.46
	<b>15,497.51</b>

\* Includes Payment amounted ₹ 88.43 Lakhs made on account of Corporate Social Responsibility under Apprenticeship Training scheme (ATs), under Corporate Social Responsibility (Refer Note-40)

₹ In Lakhs

**NOTE 31: FINANCE COST**

31-Mar-19

*(at effective interest rate)*

Interest on Borrowings*	3,423.12
Interest on Others	2.80
Other Financial Charges	7.29
	<b>3,433.21</b>

\* In relation to Financial Liabilities classified at Amortised Cost  
The weighted average rate for capitalisation of Interest relating to general borrowings is approximately 8.85% for the year ended March 31st 2019

₹ In Lakhs

**NOTE 32 : DEPRECIATION AND AMORTISATION EXPENSE**

31-Mar-19

<b>Depreciation/Amortisation on</b>	
Property, Plant and Equipment	5,997.52
<b>Amortisation on</b>	
Intangible Assets	151.14
	<b>6,148.66</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

	₹ In Lakhs
<b>NOTE 33: OTHER EXPENSES</b>	<b>31-Mar-19</b>
Stores Consumed	3,191.65
Power & Fuel	3,994.97
Royalty	404.80
Technical Services	9.05
Repair & Maintenance	
-Machinery	1,791.43
-Building	16.57
Rent (including land lease rent)	257.53
Rates & Taxes	96.49
Insurance	88.64
Loss on sale/Discarding of Fixed Assets	3.36
Corporate Social Responsibility Expenditure*	58.95
Freight & Forwarding Charges	1,323.49
Other Miscellaneous Expenses	1,747.32
	<b>12,984.25</b>

\* Refer Note No. 40

	₹ In Lakhs
<b>NOTE 34 : INCOME TAX EXPENSE</b>	<b>31-Mar-19</b>
<b>(a) Income Tax expense recognised in Statement of Profit and Loss</b>	
Current tax In respect of the current year	1,759.26
Deferred tax In respect of the current year	1,191.64
Earlier Years	0.30
	<b>2,951.20</b>
<b>(b) Income Tax on Other Comprehensive Income</b>	
<b>Deferred Tax Benefit</b>	
<b>Arising on income and expenses recognised in Other Comprehensive Income:</b>	
Remeasurement of Defined Benefit Obligations	10.06
<b>Total income tax expense/(income) recognised in Other Comprehensive Income</b>	<b>10.06</b>
	<b>2,961.26</b>

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate and the reported tax expense in profit or loss are as follows:

	₹ In Lakhs
	<b>31-Mar-19</b>
<b>Profit before Income Tax</b>	<b>8,168.30</b>
At country's statutory income tax rate of 34.944%	2,854.33
Impact of change in Tax Rate	70.31
Adjustments in respect of taxes earlier years	0.30
Disallowances	44.71
Allowances	(8.39)
	<b>2,961.26</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

	₹ In Lakhs
<b>NOTE 35 : OTHER COMPREHENSIVE INCOME</b>	<b>31-Mar-19</b>
<b>(A) Items that will not be reclassified subsequently to profit or loss</b>	
- Re-measurement gains (losses) on defined benefit liability/asset	28.78
- Fair value changes on Investment	(201.84)
Income tax effect	(10.06)
<b>(B) Items that will be reclassified subsequently to profit or loss</b>	-
<b>Total</b>	<b>(183.12)</b>

## NOTE 36: EARNING PER SHARE

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

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity Shares outstanding during the year plus the weighted average number of Equity Shares that would be issued on conversion of all the dilutive potential Equity Shares into Equity Shares, unless the effect of potential dilutive equity share is antidilutive. The following reflects the income and share data used in the basic and diluted EPS computations:

	₹ In Lakhs
<b>Particulars</b>	<b>Year Ended 31 Mar 2019</b>
Profit After Tax	5,205.04
-Weighted Average Number of Equity Shares (Outstanding during the Year)	21,650,000
-Face Value of share (₹)	5.00
Basic Earning per share (Amount in ₹)	24.04
Diluted Earning per share (Amount in ₹)	24.04

## NOTE 37: CONTINGENT LIABILITIES AND COMMITMENTS

## A. Contingent liabilities

	₹ In Lakhs
(Claims against the Company disputed and not acknowledged as debts)	
<b>Particulars</b>	<b>31-Mar-19</b>
a. Income Tax Demands	
i . Cases decided in the Company's favour by Appellate authorities and for which the department has filed further appeals	818.33
ii . Cases pending before Appellate authorities in respect of which the Company has filed appeals	14.31
b. Central Excise	115.48
c. Service tax*	3.28

\* Against this amount of ₹ 1.42 lakhs has been deposited

The Company has received a show Cause Notice from GST Department amounting to ₹ 4527.97 Lakhs on account of excise duty on Drawing/Design/Specifications received/developed by Maruti Suzuki India Ltd . The Company has asked for complete attachments as referred in the show cause notice from department upon receipt of which detail submission will be given by the company . The company engages reputed professional advisors to protect its interest and has been advised that it has strong legal positions against such dispute.

It is not practicable for the Company to estimate the timings and amount of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

<b>B. Commitments</b>		₹ In Lakhs
<b>Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances).</b>		<b>31-Mar-19</b>
Property, Plant and Equipment		9385.97

<b>C. Other Commitments</b>		₹ In Lakhs
<b>Particulars</b>		<b>31-Mar-19</b>
Letter of Credit issued by banks		476.10

<b>NOTE 38: AUDITOR'S REMUNERATION (Excluding Service Tax/GST)</b>		₹ In Lakhs
<b>Statutory Auditors</b>		<b>31-Mar-19</b>
A) Statutory Audit Fees		16.50
B) Tax Audit Fees		5.25
C) Taxation Matters		-
D) Other Services		6.00
E) Reimbursement of Expenses		1.89

**NOTE 39: SEGMENT INFORMATION**

The Company is primarily engaged in the business of "manufacturing of components" for automobiles for Indian market which is governed by the same set of risks and returns. Hence there is only one business and geographical segment. Accordingly, segment information has not been disclosed. The said treatment is in accordance with guidance principles enunciated in Ind AS 108 "Segment Reporting" as referred to in Companies (Indian Accounting Standards) Rules, 2015

Revenue from transactions with a single external customer amounting to 10 percent or more of the Company's revenue is as follows:

		₹ In Lakhs
<b>Particulars</b>		<b>31-Mar-19</b>
Customer 1		144,505.76
Customer 2		33,239.11

**NOTE 40: DISCLOSURE RELATING TO CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE**

In light of section 135 of the Companies act 2013, the Company has incurred expenses on Corporate Social Responsibility (CSR) aggregating to ₹ 147.38 Lakhs for CSR activities carried out during the current year.

				₹ In Lakhs
<b>Particulars</b>				<b>31-Mar-19</b>
(i) Gross amount required to be spent by the Company during the year				147.38
(ii) Amount spent during the year ending on March 31, 2019:				
	<b>In cash</b>	<b>Yet to be paid in cash</b>		<b>Total</b>
1. Construction / acquisition of any asset	-	-		-
2. On purposes other than (i) above				
– Suman Nirmal Minda Charitable Trust	51.00	-		51.00
– Payment Under Apprentice Act	88.43	-		88.43
– Others	7.95	-		7.95

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

**NOTE 41 : A) DETAILS OF GROUP COMPANIES**

S.No	Name of the company	Relationship	Country of Incorporation	Percentage of ownership
				As at 31.03.2019
1	JBM Ogihara DieTech Private Limited (w.e.f 07.09.2018)	Joint Venture	India	49.00%

Note : Joint Venture is consolidated as per the Equity Method.

**B) SUMMARISED FINANCIAL INFORMATION OF JOINT VENTURE**

₹ In Lakhs

The table below provides summarised financial information (based on separate financial statement) for those Joint Venture .

Particulars	Joint venture
	JBM Ogihara Die Tech Private Limited 31st March 2019
<b>Current Assets</b>	
- Cash and Cash Equivalents	8.67
- Other Assets	155.87
<b>Total Current Assets (A)</b>	<b>164.54</b>
<b>Total Non - Current Assets (B)</b>	<b>1,218.16</b>
<b>Current Liabilities</b>	
- Financial Liabilities (Excluding Trade and other payables and Provisions)	571.40
- Other Liabilities	7.48
<b>Total Current Liabilities ( C)</b>	<b>578.88</b>
<b>Non-Current Liabilities</b>	
- Financial Liabilities (Excluding Trade and other payables and Provisions)	-
- Other Liabilities	-
<b>Total Non-Current Liabilities (D)</b>	<b>-</b>
<b>Net Assets (A+B-C-D)</b>	<b>803.82</b>

**C) RECONCILIATION TO CARRYING AMOUNTS**

₹ In Lakhs

Particulars	Joint Venture
	JBM Ogihara Die Tech Private Limited 31st March 2019
<b>Opening Net Assets</b>	<b>-</b>
<b>Equity share capital issued during the year</b>	<b>828.41</b>
Profit / (Loss) for the year	(24.59)
Previous year adjustment	-
Other Comprehensive Income	-
Closing Net Assets	803.82
Total	803.82
Company's Share in %	49.00%
Company's Share in ₹	393.85
<b>Carrying Amount of Investment</b>	<b>393.85</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

<b>D) SUMMARISED STATEMENT OF PROFIT AND LOSS</b>		₹ In Lakhs
<b>Particulars</b>	<b>Joint venture</b>	
	<b>JBM Ogihara Die Tech Private Limited</b>	
	<b>31st March 2019</b>	
Revenue (Gross)	-	
Interest Income	-	
Depreciation and Amortisation	-	
Interest expense	-	
Other Expenses	24.59	
<b>Profit or loss from continuing operations</b>	<b>(24.59)</b>	
Income tax expense	-	
Other comprehensive income	-	
<b>Total Comprehensive income</b>	<b>(24.59)</b>	

₹ In Lakhs

**NOTE 42 : DISCLOSURE UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ("MSMED ACT, 2006") IS AS UNDER**

<b>Particulars</b>	<b>31-Mar-19</b>
(i) the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	417.57
(ii) the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil
(iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	Nil
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year	Nil
(v) the amount of further 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 enterprise, for the purpose of disallowance as a deductible expenditure under Section 23	Nil

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

**NOTE 43 : COST OF MATERIALS CONSUMED HAS BEEN COMPUTED BY ADDING PURCHASE TO THE OPENING STOCK AND DEDUCTING CLOSING STOCK VERIFIED PHYSICALLY BY THE MANAGEMENT.****NOTE 44 : DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% EQUITY SHARES IN THE COMPANY**

<b>Name of share holders</b>	<b>31-Mar-19</b>	
	<b>No. of shares</b>	<b>% holding</b>
Equity shares of ₹ 5 each fully paid up		
Maruti Suzuki India Limited	6,340,000	29.28
ANS Holding Private Limited	2,029,000	9.37
Mr. Sanjay Singhal	1,900,400	8.78

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

## NOTE 45 : LEASES

## OPERATING LEASE : COMPANY AS LESSEE

The Company leases mainly office facilities under cancellable operating lease agreements. Minimum lease payments under operating lease are recognized on a straight line basis over the term of the lease. Rent expense for operating leases for the year ended March 31, 2019 was ₹ 257.53 Lakhs. There are no restrictions imposed by the lease agreements and there are no sub leases. There are no contingent rents. The operating lease agreements are renewable on a periodic basis. Some of these lease agreements have price escalation clause.

## OPERATING LEASE: COMPANY AS LESSOR

The Company has given small portion of freehold land under cancellable operating lease arrangements. Minimum lease rentals under operating leases are recognized on a straight line basis over the term of the lease. Rent income for operating leases for the year ended March 31, 2019 was ₹ 28.92 Lakhs.

## NOTE 46 : EMPLOYMENT BENEFITS

## (A) DEFINED BENEFIT PLANS AS PER IND AS 19 EMPLOYEE BENEFITS:

**Gratuity:** The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. These benefits are funded.

The following tables summaries the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the balance sheet.

These Plans typically expose the Company to actuarial risks such as : Investment risk, Interest rate risk, Longevity risk and Salary risk.

**Investment Risk:** The Probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

**Interest Risk:** The Plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

**Longevity risk :** The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk :** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Disclosure of Gratuity		₹ In Lakhs
<b>(i) Amount recognised in the Statement of Profit and Loss is as under:</b>		
<b>Description</b>		<b>31-March-19</b>
Current service cost		90.30
Interest cost		42.27
Past Service Cost		-
Actuarial loss/(gain) recognised during the year		-
Expected return on planned assets		-
<b>Amount recognised in the Statement of Profit and Loss</b>		<b>132.57</b>
<b>(ii) Amount recognised in Other Comprehensive Income is as under</b>		
<b>Description</b>		<b>31-March-19</b>
Actuarial loss/(gain) recognised during the year		(28.78)
<b>Amount recognised in the Other Comprehensive Income</b>		<b>(28.78)</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

<b>(iii) Movement in the Present value of Defined Benefit Obligation recognised in the Balance Sheet is as under:</b>	
<b>Description</b>	<b>31-Mar-19</b>
<b>Present value of defined benefit obligation as at the start of the year</b>	<b>797.65</b>
Current service cost	90.30
Interest cost	63.23
Actuarial loss/(gain) recognised during the year	(25.51)
Benefits paid	(18.12)
Past Service Cost	
<b>Present value of defined benefit obligation as at the end of the year</b>	<b>907.55</b>
<b>(iv) Movement in the Plan Assets recognised in the Balance Sheet is as under:</b>	
<b>Description</b>	<b>31-March-19</b>
<b>Fair Value of plan assets at beginning of year</b>	<b>266.96</b>
Interest income plan assets	20.96
Actual company contributions	-
Actuarial gain/(loss) on plan assets	3.26
Benefits paid	(18.12)
<b>Fair Value of Plan Assets at the end of the year</b>	<b>273.06</b>
The Scheme is funded through an 'Approved Trust'. The Trust has taken a Policy from the Life Insurance Corporation of India (LIC) and the management of the Fund is undertaken by the LIC.	
<b>(v) Major Categories of Plan Assets:</b>	
<b>Asset Category</b>	<b>31-March-19</b>
<b>Insurer Managed Funds</b>	<b>100%</b>
<b>(vi) Analysis of amounts recognised in Other Comprehensive Income at Period End:</b>	
<b>Description</b>	<b>31-March-19</b>
<b>Amount recognized in OCI, beginning of period</b>	<b>45.83</b>
Actuarial (gain)/loss on arising from change in demographic assumption	-
Actuarial (gain)/loss on arising from change in financial assumption	6.89
Actuarial (gain)/loss on arising from experience adjustment	(32.40)
Return on plan assets (excluding interest)	(3.26)
<b>Total remeasurements recognized in OCI</b>	<b>(28.77)</b>
<b>Amount recognized in OCI, End of Period</b>	<b>17.06</b>
<b>(vii) Reconciliation of Balance Sheet Amount</b>	
	<b>31-March-19</b>
<b>Balance Sheet (Asset)/Liability, beginning of period</b>	<b>530.68</b>
Total charge/(credit) recognised in Profit and Loss	132.58
Total remeasurements recognised in Other Comprehensive Income	(28.78)
Actual company contribution	-
<b>Balance Sheet (Asset)/Liability, End of Period</b>	<b>634.48</b>
<b>(viii) Current / Non-Current Bifurcation</b>	
	<b>31-March-19</b>
Current Benefit Obligation	95.99
Non - Current Benefit Obligation	538.49
<b>(Asset)/Liability Recognised in the Balance Sheet</b>	<b>634.48</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs	
<b>(ix) Actuarial Assumptions</b>	
<b>Description</b>	<b>31-March-19</b>
Discount rate	7.73%
Future basic salary increase	6.00%
Expected rate of return on plan assets	7.85%
Mortality	As per IALM 2012-14
Employee turnover/withdrawal rate	8.00%
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.	

<b>x) Defined Benefit Obligation by Participant Status</b>		<b>31-Mar-19</b>
a) Actives		<b>907.54</b>
b) Vested Deferreds		-
c) Retirees		-
<b>Total Defined Benefit Obligation</b>		<b>907.54</b>

<b>(xi) Sensitivity analysis for Gratuity Liability</b>		<b>31-Mar-19</b>
<b>Description</b>		
<b>Impact of the change in discount rate</b>		
- Impact due to increase of 1.00 %		(52.15)
- Impact due to decrease of 1.00 %		54.38
<b>Impact of the change in salary increase</b>		
- Impact due to increase of 1.00 %		50.02
- Impact due to decrease of 1.00 %		(40.82)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the Balance Sheet.

The Company is expected to contribute ₹ 55.00 lakhs to Defined Benefit Plan Obligation Funds in next year

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

₹ In Lakhs	
<b>(xii) Maturity profile of Defined Benefit Obligation</b>	
<b>Description</b>	<b>31-Mar-19</b>
Within next 12 months	142.51
Between 1-5 years	506.18
Between 5-10 years	476.94

**B) OTHER LONG TERM BENEFITS AS PER IND AS 19 EMPLOYEE BENEFITS:****Leave Encashment and Compensated Absences (Unfunded)**

The leave obligations cover the Company's liability for sick and earned leaves.

₹ In Lakhs	
<b>(i) Amount recognised in the Statement of Profit and Loss is as under:</b>	
<b>Description</b>	<b>31-Mar-19</b>
Current service cost	77.83
Interest cost	45.21
Remeasurements	208.97
<b>Amount recognised in the Statement of Profit and Loss</b>	<b>332.01</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

<b>(ii) Movement in the liability recognised in the Balance Sheet is as under:</b>	
<b>Description</b>	<b>31-Mar-19</b>
<b>Present value of defined benefit obligation as at the start of the year</b>	576.27
Current service cost	77.83
Interest cost	45.21
Actuarial loss/(gain) recognised during the year	208.97
Benefits paid	(203.86)
<b>Present value of defined benefit obligation as at the end of the year</b>	<b>704.42</b>
<b>(iii) Current / Non-Current Bifurcation</b>	
<b>Description</b>	<b>31-Mar-19</b>
Current Benefit Obligation	103.77
Non - Current Benefit Obligation	600.65
<b>(Asset)/Liability Recognised in the Balance Sheet</b>	<b>704.42</b>
<b>(iv) Sensitivity analysis</b>	
<b>Description</b>	<b>31-Mar-19</b>
<b>Impact of the change in discount rate</b>	
- Impact due to increase of 1.00 %	(37.01)
- Impact due to decrease of 1.00 %	39.42
<b>Impact of the change in salary increase</b>	
- Impact due to increase of 1.00 %	29.69
- Impact due to decrease of 1.00 %	(28.47)
<b>(v) Actuarial assumptions</b>	
<b>Description</b>	<b>31-Mar-19</b>
Discount rate	7.73%
Future basic salary increase	6.00%
Expected rate of return on plan assets	N.A
Mortality	As per IALM 2012-14
Employee turnover/withdrawal rate	8.00%
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.	
₹ In Lakhs	
<b>(vi) Defined Benefit Obligation by Participant Status</b>	<b>31-Mar-19</b>
a. Actives	704.42
b. Vested Deferreds	-
c. Retirees	-
<b>Total Defined Benefit Obligation</b>	<b>704.42</b>

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****(C) DEFINED CONTRIBUTION AND OTHER PLANS**

Contributions are made to the Provident Fund, Super Annuation Fund & Other Plans . The contributions are normally based upon a proportion of the employee's salary.

The Company has recognized the following amounts in the Statement of Profit and Loss :

<b>Particulars</b>	₹ In Lakhs
	<b>31-Mar-19</b>
Employer contribution to Provident & Pension fund*	333.06
Employers Contribution to Superannuation Fund*	4.98
Employers contribution to Employee State insurance *	20.86
Punjab & Haryana Labour Welfare fund*	2.00

\* Included in Contribution to Provident and Other Funds Under Employee Benefit Expense (Refer Note No. 30)

**NOTE 47 : RELATED PARTY DISCLOSURES :**

The list of related parties as identified by the management is as under:

<b>Joint Venture</b>	- JBM Ogihara Die Tech Private Limited
<b>Parties in respect of which the Company is an Associate</b>	- Maruti Suzuki India Limited
<b>Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence</b>	- JBM Industries Limited - Neel Metal Products limited - Neel Auto Private Limited - JBM Renewables Private Limited - Arka Overseas
<b>Enterprise over which key management personnel and their relative are able to exercise Control</b>	- ANS Holding Private Limited
<b>Other Entities (Fellow Subsidiary of Maruti Suzuki India Limited)</b>	- Suzuki Motor Gujarat Private Limited
<b>Key Management Personnel</b>	- Mr. S.K. Arya, Chairman & Managing Director - Mr. Anand Swaroop, President & CFO - Mr. Ravi Arora, Company Secretary
<b>Relative of Key Management Personnel</b>	- Mrs. Neelam Arya, Spouse of Mr. S.K Arya - Mr. Nishant Arya - S K Arya (HUF)
<b>Post Employment Benefit Plan of the Company</b>	- JBM Group Gratuity Trust



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

Particulars	2018-19	2018-19	2018-19	2018-19	2018-19	2018-19
	Joint Venture	Parties in respect of which the Company is an Associate and Other Entities	Enterprise over which key management personnel and their relative are able to exercise significance influence & Gratuity Trust	Key Management personnel and their relatives	Enterprise over which key management personnel and their relative are able to exercise Control	Total
<b>Purchase of Capital Goods</b>						
JBM Renewables Private Limited	-	-	292.32	-	-	292.32
Neel Metal Products limited	-	-	2,816.78	-	-	2,816.78
JBM Industries Limited	-	-	16.58	-	-	16.58
<b>Total</b>	-	-	<b>3,125.68</b>	-	-	<b>3,125.68</b>
<b>Sale of Goods &amp; Services</b>						
Maruti Suzuki India Limited	-	144,505.76	-	-	-	144,505.76
Neel Metal Products limited	-	-	4,042.88	-	-	4,042.88
Neel Auto Private Limited	-	-	472.64	-	-	472.64
Suzuki Motor Gujarat Private Limited	-	33,239.11	-	-	-	33,239.11
JBM Industries limited	-	-	4.29	-	-	4.29
<b>Total</b>	-	<b>177,744.87</b>	<b>4,519.81</b>	-	-	<b>182,264.68</b>
<b>Sale of Capital goods</b>						
Neel Metal Products limited	-	-	6.50	-	-	6.50
Neel Auto Private Limited	-	-	1.66	-	-	1.66
<b>Total</b>	-	-	<b>8.16</b>	-	-	<b>8.16</b>
<b>Other Income</b>						
Neel Metal Products limited	-	-	28.92	-	-	28.92
<b>Total</b>	-	-	<b>28.92</b>	-	-	<b>28.92</b>
<b>Purchase of Goods &amp; Services</b>						
Maruti Suzuki India Limited	-	26,077.02	-	-	-	26,077.02
Neel Metal products limited	-	-	62,976.68	-	-	62,976.68
Suzuki Motor Gujarat Private Limited	-	300.07	-	-	-	300.07
Neel Auto Private Limited	-	-	1.58	-	-	1.58
Arka Overseas	-	-	18.45	-	-	18.45
JBM Industries limited	-	-	7,642.34	-	-	7,642.34
<b>Total</b>	-	<b>26,377.09</b>	<b>70,639.05</b>	-	-	<b>97,016.14</b>
<b>Others Expenses</b>						
Maruti Suzuki India Limited	-	1,163.73	-	-	-	1,163.73
Neel Metal Products limited	-	-	526.30	-	-	526.30
Neel Auto Private Limited	-	-	78.00	-	-	78.00
Suzuki Motor Gujarat Private Limited	-	96.59	-	-	-	96.59
JBM Industries limited	-	-	10.45	-	-	10.45
Mrs. Neelam Arya	-	-	-	16.20	-	16.20
<b>Total</b>	-	<b>1,260.32</b>	<b>614.75</b>	<b>16.20</b>	-	<b>1,891.27</b>
<b>Investment In Equity Shares</b>						
JBM Ogihara Dietech Private Limited	405.92	-	-	-	-	405.92
<b>Total</b>	<b>405.92</b>	-	-	-	-	<b>405.92</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

₹ In Lakhs

Particulars	2018-19	2018-19	2018-19	2018-19	2018-19	2018-19
	Joint Venture	Parties in respect of which the Company is an Associate and Other Entities	Enterprise over which key management personnel and their relative are able to exercise significance influence & Gratuity Trust	Key Manange- ment personnel and their relatives	Enterprise over which key management personnel and their relative are able to exercise Control	Total
<b>Remuneration paid to KMP's and their relatives</b>						
Mr. S.K Arya	-	-	-	424.36	-	424.36
Mr. Anand Swaroop	-	-	-	139.80	-	139.80
Mr. Ravi Arora	-	-	-	30.13	-	30.13
<b>Total</b>	-	-	-	<b>594.29</b>	-	<b>594.29</b>
<b>Directors Sitting Fees</b>						
Mr. Nishant Arya	-	-	-	2.40	-	2.40
Maruti Suzuki India Ltd . (Mr. Rajiv Gandhi)	-	1.20	-	-	-	1.20
<b>Total</b>	-	<b>1.20</b>	-	<b>2.40</b>	-	<b>3.60</b>
<b>Amount Recoverable</b>						
<b>Trade &amp; Other Receivables</b>						
Maruti Suzuki India Limited	-	11,328.65	-	-	-	11,328.65
Neel Auto Private Limited	-	-	15.88	-	-	15.88
Neel Metal Products limited	-	-	3,518.37	-	-	3,518.37
JBM Industries limited	-	-	12.51	-	-	12.51
Suzuki Motor Gujarat Private Limited	-	3,956.73	-	-	-	3,956.73
JBM Renewables Private Limited	-	-	-	-	-	-
<b>Total</b>	-	<b>15,285.38</b>	<b>3,546.76</b>	-	-	<b>18,832.14</b>
<b>Amount Payable</b>						
<b>Trade &amp; Other Payables</b>						
Maruti Suzuki India Limited	-	6,428.24	-	-	-	6,428.24
Mr. S.K Arya (Managerial Remuneration)	-	-	-	114.43	-	114.43
Neel Auto Private Limited	-	-	0.04	-	-	0.04
Arka Overseas	-	-	2.43	-	-	2.43
Mr Ravi Arora	-	-	-	1.68	-	1.68
Mr Anand Swaroop	-	-	-	1.39	-	1.39
Neel Metal Products Limited	-	-	12,950.68	-	-	12,950.68
Suzuki Motor Gujarat Private Limited	-	5.64	-	-	-	5.64
JBM Industries limited	-	-	1,813.96	-	-	1,813.96
<b>Total</b>	-	<b>6,433.88</b>	<b>14,767.11</b>	<b>117.50</b>	-	<b>21,318.49</b>
<b>Dividend Paid</b>						
Mr. S.K.Arya	-	-	-	4.43	-	4.43
S K Arya (HUF)	-	-	-	0.72	-	0.72
Mr. Nishant Arya	-	-	-	0.10	-	0.10
Mrs. Neelam Arya	-	-	-	2.67	-	2.67
Mr. Anand Swaroop	-	-	-	0.05	-	0.05
ANS Holding Private Limited	-	-	-	-	50.72	50.72

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	₹ In Lakhs					
	2018-19	2018-19	2018-19	2018-19	2018-19	2018-19
	Joint Venture	Parties in respect of which the Company is an Associate and Other Entities	Enterprise over which key management personnel and their relative are able to exercise significance influence & Gratuity Trust	Key Management personnel and their relatives	Enterprise over which key management personnel and their relative are able to exercise Control	Total
JBM Industries limited	-	-	15.40	-	-	15.40
Maruti Suzuki India Limited	-	158.50	-	-	-	158.50
<b>Total</b>	-	<b>158.50</b>	<b>15.40</b>	<b>7.97</b>	<b>50.72</b>	<b>232.59</b>
<b>Dividend Received</b>						
Maruti Suzuki India Limited	-	8.92	-	-	-	8.92
<b>Total</b>	-	<b>8.92</b>	-	-	-	<b>8.92</b>

	2018-19	2018-19	2018-19
	₹ In Lakhs		
Remuneration paid to KMP's and their relatives*	Mr. S.K. Arya	Mr. Anand Swaroop	Mr. Ravi Arora
(a) short-term employee benefits;	405.72	134.23	28.58
(b) post-employment benefits;	18.64	5.57	1.55
<b>Total</b>	<b>424.36</b>	<b>139.80</b>	<b>30.13</b>

\* Remuneration paid to KMP's does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

**Terms and conditions of transactions with Related Parties**

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**NOTE 48 : SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

**Judgments**

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

**Operating lease commitments – Company as lessor**

The Company has entered into leasing arrangements wherein the Company is receiving lease rental income. The Company has determined, based on an evaluation of the terms and conditions of the arrangements e.g. lease term, lease rental income, fair value of the land, transfer / retention of significant risks and rewards of ownership of land determined the lease as operating leases.

**Operating lease commitments – Company as lessee**

The Company has entered into leasing arrangements wherein the Company is required to pay monthly lease rentals. The Company has determined, based on an evaluation of the terms and conditions of the arrangements e.g. lease term, lease rental income, fair

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

value of the land, transfer / retention of significant risks and rewards of ownership of land determined the lease as operating leases.

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**(i) Gratuity benefits**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of government bonds, and extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 46 .

**(ii) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model based on level-2 and level-3 inputs. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as price estimates, volume estimates, rate estimates etc. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**(iii) Impairment of financial assets**

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the Company's past history and other factors at the end of each reporting period.

**(iv) Estimates related to useful life of property plant & equipment and intangible assets**

Depreciation on property plant & equipment and intangible assets is calculated on a straight-line basis over the useful lives estimated by the management. These rates are in line with the lives prescribed under Schedule II of the Companies Act, 2013.

The management has re-estimated useful lives and residual values of all its assets. The management based upon the nature of asset, the operating condition of the asset, the estimated usage of the asset, past history of replacement and anticipated technological changes, believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment and intangible assets.

**(v) Impairment of Assets**

An impairment exists when the carrying value of an asset exceeds its recoverable amount. Recoverable amount is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. In calculating the value in use, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of growth in EBITDA, long term growth rates; and the selection of discount rates to reflect the risks involved.

**(vi) Contingent liabilities**

The contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company. The Company evaluates the obligation through Probable, Possible or Remote model ('PPR'). In making the evaluation for PPR, the Company take into consideration the Industry perspective, legal and technical view, availability of documentation/agreements, interpretation of the matter, independent opinion from professionals (specific matters) etc. which can vary based on subsequent events. The Company provides the liability in the books for probable cases, while possible cases are shown as contingent liability. The remotes cases are not disclosed in the financial statement.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****(vii) Taxes**

Provision for tax liabilities require judgments on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

**NOTE 49 : FINANCIAL INSTRUMENTS****(A) Capital Management**

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds into various investment options

The management of the Company reviews the capital structure of the Company on regular basis. As part of this review, the Board considers the cost of capital and the risks associated with the movement in the working capital.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, Loans and borrowings less cash and cash equivalents.

	₹ In Lakhs
<b>Particulars</b>	<b>31-Mar-19</b>
Net debt	40,282.97
Total equity	40,393.83
<b>Net debt to equity ratio</b>	<b>1.00</b>

**(B) Fair Value Measurements**

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3:

**Level 1:** This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Level 3:** This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The fair value of the financial assets are determined at the amount that would be received to sell an asset in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

Quoted equity investments: Fair value is derived from quoted market prices in active markets.

**Fair value of the Company's financial assets that are measured at fair value on a recurring basis:**

There are certain Company's financial assets which are measured at fair value at the end of each reporting period. There have been no transfer among levels during the period. Following table gives information about how the fair values of these financial assets are determined:

	₹ In Lakhs		
<b>Financial Assets at fair value through OCI</b>	<b>Fair value as at 31-Mar-19</b>		
	Level 1	Level 2	Level 3
Investments in equity instruments	836.48	473.32	-

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	As at 31-Mar-2019	
	Carrying Value	Fair Value
<b>Financial Assets</b>		
<b>Measured at Amortised Cost*</b>		
Loans	202.45	202.45
Trade Receivables	7,415.33	7,415.33
Cash and Cash Equivalents	91.45	91.45
Bank Balances other than Cash and Cash Equivalents	40.86	40.86
Other Financial Assets	94.26	94.26
<b>Total Financial Assets at Amortised Cost (a)</b>	<b>7,844.35</b>	<b>7,844.35</b>
<b>Measured at Fair Value through Other Comprehensive Income</b>		
Investments	1,309.80	1,309.80
<b>Total Financial Assets at Fair Value 'through Other Comprehensive Income (b)</b>	<b>1,309.80</b>	<b>1,309.80</b>
<b>Total Financial Assets (a+b)</b>	<b>9,154.15</b>	<b>9,154.15</b>

\* Does not include investment in Joint venture which is carried at cost in accordance with Ind AS 27 "Separate Financial Statements"

Financial Liabilities	₹ In Lakhs	
	Carrying Value	Fair Value
<b>Measured at Amortised Cost</b>		
Long-term Borrowings*	32,434.75	32,432.27
Payable for Capital Goods	2,875.12	2,875.12
Short-term Borrowings	7,939.67	7,939.67
Trade Payables	20,482.68	20,482.68
Other Financial Liabilities	5,694.91	5,694.91
<b>Total Financial Liabilities at Amortised Cost</b>	<b>69,427.13</b>	<b>69,424.65</b>
<b>Total Financial Liabilities</b>	<b>69,427.13</b>	<b>69,424.65</b>

\* including current maturities of long-term borrowings

The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Cross currency interest rate swaps are valued using valuation techniques which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. All derivative contracts are fully cash collateralised, thereby eliminating both counterparty and the Company's own non-performance risk.

### (C) Financial Risk Management

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****C.1 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.

**a) Foreign Currency Risk Management**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and foreign currency loans and borrowings (Foreign currency Buyer's credit).

Foreign Currency Exposure that have been hedged by derivative Instrument are given below.

Liabilities/Assets	Foreign Currency (In Lakhs)	INR Equivalent (In Lakhs)
	As at 31-03-2019	As at 31-03-2019
<b>Liabilities</b>		
USD	58.48	4,044.16

Foreign Currency Exposure that have not been hedged by derivative Instrument are given below.

Liabilities/Assets	Foreign Currency (In Lakhs)	INR Equivalent (In Lakhs)
	As at 31-03-2019	As at 31-03-2019
<b>Liabilities</b>		
USD	48.26	3,357.93
JPY	83.81	52.31

The Company has taken cross currency interest rate swaps to hedge its foreign currency exposures in relation to Foreign Currency Buyer's credits availed by the Company. The Company had negotiated the terms of CCIRS to match the terms of the hedged exposure. Further, the Company has not entered into any derivative or hedging instruments in relation to its foreign currency exposures other than Foreign Currency Buyer's credits.

**Foreign currency sensitivity analysis**

The following tables demonstrate the sensitivity to a reasonably possible change in USD and JPY exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

**Impact on Profit / (loss) for the year for a 5% change:**

Particulars	₹ In Lakhs	
	Increase	Decrease
<b>Payables</b>	<b>31-Mar-19</b>	<b>31-Mar-19</b>
USD /INR	(167.90)	167.90
YEN/INR	(2.62)	2.62

**b) Interest Rate Risk Management**

The Company is exposed to interest rate risk because Company borrow funds at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. The Company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. In respect of the Foreign Currency Buyers Credits denominated in US Dollars (USD), the Company is having 6 months Libor linked rate. To mitigate the risk of any adverse interest rate movement, the Company has entered into Cross Currency Interest Rate Swaps (CCIRS) i.e. pay fixed receive variable rate of interest. In the event of any adverse movement of interest rates, the Company is required only to pay the fixed interest eventually thereby offsetting the interest loss from the CCIRS Accordingly, no sensitivity analysis in respect of such loans is given.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****Interest Rate Sensitivity Analysis**

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

**Impact on Profit / (loss) for the year for a 50 basis point change:**

	Increase/ decrease in basis points	Effect on profit before tax
<b>31-Mar-19</b>		
INR loans	+50	-180.98
INR loans	-50	180.98

**c) Security Price Risk**

The Company is exposed to equity price risks arising from equity investments held by the Company and classified in the balance sheet as fair value through OCI

**Equity Price Sensitivity Analysis**

The Sensitivity Analysis below have been determined based on the exposure to equity price risks at the end of the reporting period.

**If the equity prices had been 5% higher/lower:**

Other comprehensive income for the year ended 31st March 2019 would increase / decrease by ₹ 65.49 lakhs as a result of the change in fair value of equity investment measured at FVTOCI

**C.2 Credit Risk Management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's exposure and wherever appropriate, the credit ratings of its counterparties are continuously monitored and spread amongst various counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management of the Company

Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of credit risks.

Balances with banks were not past due or impaired as at the year end. In other financial assets that are not past dues and not impaired, there were no indication of default in repayment as at the year end.

**C.3 Liquidity Risk Management**

Liquidity risk refers to the risk that the Company can not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure funds are available for use as per the requirements.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of long term borrowings, short term borrowings and trade payables etc. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

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

	₹ In Lakhs			
<b>Year ended 31-Mar-19</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
Long Term Borrowings*	5,510.70	25,926.83	997.22	32,434.75
Short Term Borrowings	7,939.67	-	-	7,939.67
Payable for Capital Goods	-	2,875.12	-	2,875.12
Trade Payables	20,482.68	-	-	20,482.68
Other Financial Liabilities	5,694.91	-	-	5,694.91
	<b>39,627.96</b>	<b>28,801.95</b>	<b>997.22</b>	<b>69,427.13</b>

\* including current maturities of long-term borrowings



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

**NOTE 50: EVENTS AFTER THE REPORTING PERIOD**

There are no reportable events that occurred after the end of the reporting period.

**NOTE 51 : ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT 2013, OF ENTERPRISES CONSOLIDATED AS JOINT VENTURES.**

Name of the entity in the group	Net Assets i.e. Total Assets minus total liabilities		Share in Profit/( loss)		Share in other comprehensive income		Share in total comprehensive income	
	Year Ended 31st March 2019		Year Ended 31st March 2019		Year Ended 31st March 2019		Year Ended 31st March 2019	
	As % of consolidated net assets	"Amount (In lakhs)"	As % of consolidated profit and loss	"Amount (In lakhs)"	As % of consolidated other comprehensive income	"Amount (In lakhs)"	As % of consolidated Total comprehensive income	"Amount (In lakhs)"
<b>Company</b>								
Jay Bharat Maruti Limited	100.03	40,405.90	100.23	5,217.10	100.00	(183.12)	100.24	5,033.98
<b>Joint Ventures (Investment as per equity method)</b>								
JBM Ogihara DieTech Private Limited	(0.03)	(12.06)	(0.23)	(12.06)	-	0	(0.24)	(12.06)
<b>Total</b>	<b>100.00</b>	<b>40,393.84</b>	<b>100.00</b>	<b>5,205.04</b>	<b>100.00</b>	<b>(183.12)</b>	<b>100.00</b>	<b>5,021.92</b>

**NOTE 52 : AMENDMENTS TO STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED BY THE COMPANY****Ind AS 116 Leases :**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application

Certain practical expedients are available under both the methods.

The Company is evaluating the requirements of the amendment and its effect on the financial Statements.

**Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments :**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019**

value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The standard permits two possible methods of transition -

- i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendment and its effect on the financial Statements.

**Amendment to Ind AS 12 – Income taxes :**

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

**Amendment to Ind AS 19 – plan amendment, curtailment or settlement:**

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- To recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

**NOTE 53 : PREVIOUS YEAR FIGURES**

This being the first year of consolidation, previous year figures do not exist. Hence the same have not been given.

As per our report of even date attached.

**For Sahni Natarajan and Bahl**  
Chartered Accountants  
Firm Registration No. - 002816N

**S.K.Arya**  
Chairman & Managing Director  
DIN 00004626

**Nishant Arya**  
Director  
DIN 00004954

**Sudhir Chhabra**  
Partner  
M.No-083762

**Anand Swaroop**  
President & CFO

**Sunil Dutt Agrawal**  
VP-Finance

Place: Gurugram (Haryana)  
Date : 18-04-2019

**Ravi Arora**  
Company Secretary & Compliance Officer  
M No. 37075

**FORM NO. 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 Company/Joint Ventures****Part "A": Subsidiaries** : Not Applicable**Part "B": Joint Ventures and Associates****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Particulars	Joint Venture
	JBM Ogihara Die Tech Private Limited
<b>1. Latest Audited Balance Sheet</b>	31.03.2019
<b>2. Shares of Associate/Joint Ventures held by the Company on the year end</b>	
a) No. of shares	4,059,218
b) Amount of Investment in Joint venture & Associate	405.92
c) Extent of holding %	49.00%
<b>3. Description how there is Significant Influence</b>	Note-1
<b>4. Reason why the Associate/Joint Venture is not consolidated</b>	NA
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	393.87
<b>6. Profit / Loss for the year*</b>	
a) Considered in Consolidation	(12.06)
b) Not considered in Consolidation	-

**1. There are no Associates/joint ventures which are yet to commence operations.****2. There are no associates/joint ventures which have been liquidated or sold during the year.**

Note 1 : The Company has Power to Participate in the financial and/or operating policy decision but does not have control or joint control over those policies

**\* Based on total comprehensive income**For and on behalf of the Board of Directors of **JAY BHARAT MARUTI LIMITED****S.K.Arya**Chairman & Managing Director  
DIN 00004626**Nishant Arya**Director  
DIN 00004954**Anand Swaroop**

President &amp; CFO

**Sunil Dutt Agrawal**

VP-Finance

Place : Gurugram (Haryana)

Dated : 18th April, 2019

**Ravi Arora**Company Secretary & Compliance Officer  
M No. 37075

## सीआईएन: L29130DL1987PLC027342

31 मार्च, 2019 की स्थिति अनुसार एकल तुलन पत्र

रु लाख में

विवरण	टिप्पणी सं.	31 मार्च, 2019 को	31 मार्च, 2018 को
<b>परिसंपत्तियां</b>			
<b>1 गैर चालू परिसंपत्तियां</b>			
(क) संपत्ति, संयंत्र और उपकरण	3	82,980.59	62,926.08
(ख) प्रगति अधीन पूंजीगत कार्य	4	5,121.60	9,273.78
(ग) अमूर्त परिसंपत्तियां	5	197.14	295.01
<b>(घ) वित्तीय परिसंपत्तियां</b>			
(i) निवेश	6	1,715.72	1,511.64
(ii) ऋण	7	202.45	125.74
(ड) अन्य गैर चालू परिसंपत्तियां	8	3,884.54	2,198.06
		94,102.04	76,330.31
<b>2 चालू परिसंपत्तियां</b>			
(क) इन्वेंटरीज	9	16,921.53	20,248.51
<b>(ख) वित्तीय परिसंपत्तियां</b>			
(i) व्यापार प्राप्तियां	10	7,415.33	2,811.95
(ii) नकदी और नकदी समकक्ष	11	91.45	234.02
(iii) उपयुक्त ऋण/पदके अलावा बैंक में बाकी	12	40.86	38.32
(iv) अन्य वित्तीय परिसंपत्तियां	13	94.26	94.65
(ग) अन्य चालू परिसंपत्तियां	14	1,889.07	3,784.82
		26,452.50	27,212.27
<b>कुल</b>		<b>120,554.54</b>	<b>103,542.58</b>
<b>इक्विटी और देयताएं</b>			
<b>इक्विटी</b>			
(क) इक्विटी शेयर पूंजी	15	1,082.50	1,082.50
(ख) अन्य इक्विटी	16	39,323.40	34,941.91
		40,405.90	36,024.41
<b>देनदारियां</b>			
<b>1 गैर चालू देयताएं</b>			
<b>(क) वित्तीय देयताएं</b>			
(i) ऋण	17	26,924.05	21,185.39
(ii) अन्य वित्तीय देयताएं	18	2,875.12	-
(ख) प्रावधान	19	1,139.14	953.86
(ग) आस्थगित कर देयताएं (निवल)	20	6,706.56	5,504.87
(घ) अन्य गैर चालू देयताएं	21	95.00	265.13
		37,739.87	27,909.25

2 चालू देयताएं			
(क) वित्तीय देयताएं			
(i) उधार	22	7,939.67	5,181.30
(ii) व्यापार देयताएं	23		
सूहम उद्यमों और लघु उद्यमों को कुल बकाया देनदारियां		417.57	596.75
सूहम उद्यमियों और लघु उद्यमियों के अलावा क्रेडिटर्स को कुल बकाया देय		20,065.11	17,444.28
(iii) अन्य वित्तीय देनदारियां	24	11,205.61	8,684.99
(ख) अन्य चालू देनदारियां	25	2,571.55	7,538.90
(ग) प्रावधान	26	209.26	162.70
		42,408.77	39,608.92
<b>कुल</b>		<b>120,554.54</b>	<b>103,542.58</b>
महत्वपूर्ण लेखांकन नीतियां	2		

संलग्न टिप्पणियां इन वित्तीय विवरणों का हिस्सा हैं।

हमारी संलग्न सम तिथि की रिपोर्ट के अनुसार।

श्री साहनी नटराजन एंड बहल  
चार्टर्ड एकाउंटेंट्स  
फार्म. रजिस्ट्रेशन नं.-002816एन

एस.के.आर्य  
अध्यक्ष एवं प्रबंध निदेशक  
सीआईएन 00004626

मिशांत आर्य  
निदेशक  
सीआईएन 00004954

सुधीर छाबड़ा  
पार्टनर  
सदस्यता सं.-083762

आनंद स्वरूप  
अध्यक्ष एवं सीएफओ

सुनील दत्त अग्रवाल  
उपाध्यक्ष-वित्त

स्थान : गुरुग्राम (हरियाणा)  
दिनांक : 18 अप्रैल, 2019

रवि अरोड़ा  
कम्पनी सचिव और अनुपालन अधिकारी  
सदस्यता सं. 37075

## सीआईएन: L29130DL1987PLC027342

31 मार्च, 2019 को समाप्त वर्ष के लिये लाभ और हानि का एकल विवरण

रु लाख में

विवरण	टिप्पणी सं.	31 मार्च, 2019 को समाप्त वर्ष के लिये	31 मार्च, 2018 को समाप्त वर्ष
I प्रचालनों से आय	27	199,400.22	178,778.79
II अन्य आय	28	297.19	361.43
III कुल आय (I+II)		199,697.41	179,140.22
IV व्यय			
उपभोग की गई सामग्रियों की लागत		154,218.16	134,009.44
उत्पाद शुल्क	27	-	5,738.08
तैयार वस्तुओं की इन्वेंटरीज में बदलाव तथा प्रगति अधीन कार्य	29	(752.68)	(1,214.26)
कर्मचारी लाभ व्यय	30	15,497.51	12,264.91
वित्त लागतें	31	3,433.21	2,011.87
मूल्यहलास और परिधोधन व्यय	32	6,148.66	4,910.29
अन्य व्यय	33	12,984.25	12,416.25
कुल व्यय (IV)		191,529.11	170,136.58
V कर पूर्व लाभ (III-IV)		8,168.30	9,003.64
VI कर व्यय:	34		
(1) चालू कर		1,759.26	1,911.38
(2) आस्थगित कर		1,191.64	1,246.71
(3) पूर्ववर्ती वर्षों के कर		0.30	(43.51)
		2,951.20	3,114.58
VII वर्ष के लिये कर पश्चात लाभ (V-VI)		5,217.10	5,889.06
VIII अन्य समग्र आय	35		
(क) मदें, जिन्हें बाद में लाभ या हानि के तौर पर वर्गीकृत नहीं किया जायेगा			
- निवल परिभाषित लाभ देयता/परिसंपत्ति का आकलन		28.78	(13.09)
- आयकर प्रभाव		(10.06)	4.53
- निवेश पर उचित मूल्य परिवर्तन		(201.84)	349.47
(ख) मदें, जिन्हें लाभ या हानि के लिये बाद में पुन:वर्गीकृत किया जायेगा			
कुल अन्य समग्र आय (क)+(ख)		(183.12)	340.91
IX कुल समग्र आय (VII+VIII)		5,033.98	6,229.97
X प्रति इक्विटी धियर आय (प्रत्येक 5/- रु का अंकित मूल्य):	36		
(1) बेसिक		24.10	27.20
(2) डाइल्यूटिड		24.10	27.20
महत्वपूर्ण लेखांकन नीतियां	2		

संलग्न टिप्पणियां इन वित्तीय विवरणों का हिस्सा हैं

हमारी संलग्न सम तिथि की रिपोर्ट के अनुसार

श्री साहनी नटराजन एंड बहल  
 चार्टर्ड एकाउण्टेंट्स  
 फार्म रजिस्ट्रेशन नं.-002816एन

एस.के.आर्य  
 अध्यक्ष एवं प्रबंध निदेशक  
 सीआईएन 00004626

निशांत आर्य  
 निदेशक  
 सीआईएन 00004954

सुधीर छाबड़ा  
 पार्टनर  
 सदस्यता सं.-083762

आनंद स्वरूप  
 अध्यक्ष एवं सीएफओ

सुनील दत्त अग्रवाल  
 उपाध्यक्ष-वित्त

स्थान : गुरुग्राम (हरियाणा)  
 दिनांक : 18 अप्रैल, 2019

रवि अरोड़ा  
 कम्पनी सचिव और अनुपालन अधिकारी  
 सदस्यता सं. 37075





Our milestones are touchstones

## REGISTERED OFFICE

### Jay Bharat Maruti Limited

601, Hemkunt Chambers,  
89, Nehru Place, New Delhi-110019.  
Ph. : 91-11-26427104-6  
Fax : 91-11-26427100  
email : corp.communications@jbmgroup.com  
www.jbmgroup.com

## CORPORATE OFFICE

### Jay Bharat Maruti Limited

Plot No. 9, Institutional Area,  
Sector - 44, Gurgaon-122003, Haryana  
Ph. : 91-124-4674500-550  
Fax : 91-124-4674599

## WORKS :

### Jay Bharat Maruti Limited (J1)

Plot No. 5, Maruti Joint Venture Complex,  
Gurgaon-122015, Haryana

### Jay Bharat Maruti Limited (J2)

Sector 36, Mohammadpur Jharsa,  
Near Khandsa Village,  
Gurgaon-122015, Haryana

### Jay Bharat Maruti Limited (J3)

Plot No. 15 & 22, Sector-3A,  
Maruti Supplier Park, IMT Manesar,  
Gurgaon-122015, Haryana

### Jay Bharat Maruti Limited (J4)

Plot No. 322, Sector-3, Phase-II,  
Bawal-123501 (Haryana)

### Jay Bharat Maruti Limited (J5)

Survey No.62, Paiki, 6 & 7,  
GIDC Extension Road, Village,  
Vithlapur, Taluka Mandal,  
District Ahmedabad, Gujarat-382130



## JAY BHARAT MARUTI LIMITED

Registered Office: 601, Hemkunt Chambers,  
89, Nehru Place, New Delhi - 110 019  
CIN: L29130DL1987PLC027342  
E-mail: corp@jbmgroupp.com  
Website: www.jbmgroupp.com  
Ph. 011-26427104; Fax: 011-26427100



### NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Jay Bharat Maruti Limited will be held on Saturday, the 14th September, 2019 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint director in place of Ms. Esha Arya (DIN 00004836) who retires by rotation and, being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. To appoint Mrs. Pravin Tripathi (DIN: 06913463) as Independent Director of the Company.

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 Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Pravin Tripathi (DIN: 06913463) Director be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from 10th July, 2019 to 9th July, 2024, whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (the “Board”) and/or any Committee thereof be and is hereby authorized to negotiate and finalize other terms & conditions and to do all such acts, things or deeds 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 giving effect to the above resolution.”

##### 5. To re-appoint Mr. Dharmpal Agarwal (DIN: 00084105) as an Independent Director of the Company.

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

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Dharmpal Agarwal (DIN 00084105) whose current period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company for the second term of 5 (Five) years and whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

##### 6. To re-appoint Mr. Achintya Karati (DIN: 00024412) as an independent Director of the Company.

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

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of

the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Achintya Karati (DIN 00024412) whose current period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. Achintya Karati on attaining the age of 75 (seventy five) years on 23rd March, 2021, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 (Five) years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**7. To approve the transactions with related parties pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

**"RESOLVED THAT** in supersession to earlier resolution passed in this regard and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals as may be required, consent of the members be and is hereby accorded to enter into material related party transaction(s) relating to purchase and sale of components, tools & dies, Equipments including hiring of services and job work, etc. for a period of five (5) years with effect from 1st October, 2019 up to 30th September, 2024 with respective parties and maximum amount per annum, as mentioned herein below:

₹ In Lakhs

S. No.	Name of related party	Relationship	Nature of transaction	Expected Annual Value of transaction during the period of 5 (Five) years
1.	Maruti Suzuki India Ltd.	Associate Company	Purchase and Sale of Components, tools & dies, Equipments, including hiring of services and job work, etc.	6,00,000
2.	Suzuki Motor Gujrat Pvt. Ltd.	Related Party as per IND AS 24 (Paragraph 9(b)(ii))	Sale of Components and other miscellaneous expenses.	3,00,000
3.	Neel Metal Products Ltd.	Public Company in which a Director of the Company is Director having more than 2% of shareholding.	Purchase and Sale of Components. Raw Materials, Equipments, hiring of services including job work.	5,00,000

**RESOLVED FURTHER THAT** the Board of Directors (the "Board") and/or any Committee thereof be and is hereby authorized to negotiate and finalize other terms & conditions and to do all such acts, things or deeds 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 giving effect to the above resolution."

**8. To consider and approve Proposal for Issue of Securities in terms of Section 42, 62 and 71 of the Companies Act, 2013.**

To consider and, if thought fit, to pass the following Resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable rules there under (the "Companies Act"), and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 (the "SEBI LODR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations,

guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "ROC"), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), Department of Industrial Policy and Promotion, the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and /or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR") Foreign Currency Convertible Bonds ("FCCB") and/or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), Nonconvertible preference shares, compulsorily convertible preference shares, optionally convertible preference shares, fully convertible debentures, optionally convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting / special rights and/ or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public offerings and/or private placement and/ or on preferential allotment basis or any combination thereof or by issue of prospectus and/or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and /or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and / or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 150 Crore (Rupees One Hundred Fifty Crore only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/ or the underwriter(s) and/or other advisor(s) for such issue.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions: a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Equity Shares that may be issued by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

**By Order of the Board of Directors  
For Jay Bharat Maruti Limited**

**Place: Gurugram  
Date: 16th July, 2019**

**Ravi Arora  
Company Secretary  
M. No. A37075**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. An Explanatory Statement pursuant to Section 102 (1) of the Act, in respect of business to be transacted at the AGM, as set out under item no. 4,5,6,7 & 8 above and the relevant details of the Directors seeking re appointment under item No. 3, 4, 5 & 6 above as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 24. The Company will also send communication relating to remote e-voting which inter alia would contain details of User ID and password.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. Every member entitled to vote at the meeting or on any resolution to be moved there at AGM shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

6. In terms of Section 152 of the Companies Act, 2013, Ms. Esha Arya (DIN 00004836), Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommended her re-appointment. A brief resume and other details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in note no. 25 to the notice.

7. Members are requested to:

- (a) Note that copies of the Annual Report will not be distributed at the AGM, Members are, therefore, requested to bring their copies of Annual Report to the AGM.
- (b) Deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly against entry slips available at the counters of the venue in exchange of valid attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for identification.
- (c) Note that the attendance slip and proxy form should be signed as per specimen signature registered with M/s MCS Share Transfer Agent Ltd., Registrar and Transfer Agent (RTA)/Depository Participant.
- (d) Note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- (e) Note that members who hold shares in dematerialized form are requested to write their folio/client ID & DPID Number(s) and those who hold shares(s) in physical form are requested to write their folio number(s) in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.

8. Relevant documents referred to in the accompanying Notice and the explanatory statement are available for inspection at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

9. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.

10. (a) The Register of Members and Share Transfer Books will remain closed from **Saturday, 7th September, 2019 to Saturday 14th September, 2019**, (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting and for the ensuing Annual General Meeting.

- (b) The dividend on Equity Shares, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members, whose names appear in the Register of Members on close of business hours on **Friday, 6th September, 2019**. The dividend is Rs 2.50/- per equity share.



11. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, MCS Share Transfer Agent Ltd. ("MCS") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be informed only to the Depository Participant by the members.

12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandate immediately to the Company/MCS.

13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of section 125 of the Companies Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereof, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on **04th September, 2018** (date of last Annual General Meeting) on the website of the Company ([www.jbmgroupp.com](http://www.jbmgroupp.com)).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN to the Company/MCS.

15. Members seeking further information about the accounts are requested to write to the Company at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.

16. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with MCS Share Transfer Agent Limited.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited, for consolidation into a single folio.

18. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

19. Green Initiative: Electronic copy of the Notice convening the 32nd AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email addresses with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted means. Members who have not registered their email ids so far, are requested to register their email ids for receiving all communication including Annual Reports, Notices etc., from the Company electronically.

20. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

21. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Venue of AGM.

22. Members may also note that the Notice of 32nd Annual General Meeting and Annual Report for the year 2018-19 are also available at the Company's website: [www.jbmgroupp.com](http://www.jbmgroupp.com)

23. A Route Map showing directions to reach the venue of the 32nd AGM is given along with this Notice. Proxy Form and Attendance Slip are annexed to this Notice.

#### **24. Information and other instructions relating to e-voting are as under:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the venue of the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. Members are requested to carefully read the instructions for e-voting before casting their vote.
- V. The remote e-voting period will commence on **Wednesday, 11th September, 2019 (10:00 a.m.)** and ends on **Friday, 13th September, 2019 (5:00 p.m.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 6th September, 2019**, may cast their vote by remote e-voting. At the end of the the remote e-voting period, the facility shall forthwith be blocked. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- VI. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.  
**Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote-voting.pdf."**
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com>.
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Note: a) In case shareholders are holding shares in demat form. USER ID is the combination of DP ID + Client ID.  
b) In case share holders are holding shares in physical mode, USER ID is the combination of Even No. + Folio No.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Jay Bharat Maruti Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares will not be counted under either head for the particular resolution.
  - (x) Shareholders having multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - (xi) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (xii) You may then click on "Submit" and also "Confirm" when prompted.
  - (xiii) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xiv) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xv) Corporate/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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sunita.streamline@gmail.com](mailto:sunita.streamline@gmail.com) with a copy marked to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in).
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
- (i) Initial password is provided as below for the AGM: EVEN (Remote e-voting Event Number)  
USER ID PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xv) above, to cast vote.
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6th September, 2019.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 06th September, 2019, may obtain the login ID and password by sending a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or contact NSDL at the toll free no. 1800-222-990
- IX. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.:1800-222-990.

- X. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Ms. Sunita Mathur (Membership No. FCS 1743), a Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be done, allow voting with the assistance of scrutinizer by using "Ballot Paper" for those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jbmggroup.com](http://www.jbmggroup.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd., Mumbai and the National Stock Exchange of India Ltd., Mumbai.

25. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director eligible for appointment/re-appointment vide item no. 3, 4, 5, 6 is as follows:

SN.	Particulars	Ms. Esha Arya	Mrs. Pravin Tripathi	Mr. Dharpal Agarwal	Mr. Achintya Karati
1.	DIN	00004836	06913463	00084105	00024412
2.	Date of Birth	16.03.1982	23.12.1949	24.08.1950	23.03.1946
3.	Date of appointment	10.07.2014	10.07.2019	01.04.2014	01.04.2014
4.	Qualifications	Business Administration from Boston University, USA and MBA from INSEAD, France	B.A. (Hons.) and Master in English Literature from Punjab University.	Graduate	B.Com, L.L.B
5.	Experience in specific functional areas	Dissemination of knowledge to the customers to leverage the productivity and efficiency & incorporation of communication system & processes	She is a former Indian Audit & Accounts Service (IAAS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others.	He is the Vice Chairman and Managing Director of Transport Corporation of India Limited. Mr. Agarwal has been associated with the transport industry for more than 51 years. He has been contributing in developing the unorganized logistics sector into an organized one. Mr. Agarwal is also associated with various Chambers of Commerce including CII, FICCI & PHDCCI. He also takes active participation in many social and philanthropic activities for the common good.	He has served as Senior Advisor to ICICI Securities Limited and also with ICICI Prudential Life Insurance Company Limited. He is having Vast experience in finance and legal affairs, spanning over three decades. He has Diverse expertise across commercial, legal and secretarial matters. He retired as Country Head, Government and Institutional Solutions Group, - ICICI Bank Limited in March 2004. He has served as Deputy Zonal Manager (North) and Head of Major Client Group (North) in ICICI Limited.



6.	Directorship held in other listed entities	Nil	1. PTC India Financial Services Ltd., 2. PTC Energy Ltd., 3. Minda Industries Ltd., 4. DSP Trustee Private Ltd. 5. JBM Auto Ltd. 6. Terracis Technologies Ltd.	1. Transport Corporation of India Limited 2. TCI Industries Limited 3. TCI Developers Limited 4. TCI Express Limited	1. J. K. Cement Ltd. 2. Shyam Telecom Ltd. 3. Sangam (india) Ltd. 4. Uflex Ltd. 5. Delton Cables Limited 6. Utech Developers Limited 7. Ultimate Flexipack Ltd.
7.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	<b>Audit Committee:</b>		
			1. Minda Industries Ltd.- Member 2. JBM Auto Ltd.- Member 3. PTC India Financial Services Ltd.- Chairperson	1. Jay Bharat Maruti Ltd.- Member	1. Uflex Ltd.- Member 2. Sangam (India) Ltd.- Chairman 3. Shyam Telecom Ltd.- Chairman 4. J. K. Cement Ltd.- Member 5. Delton Cable Ltd.- Member 6. Ultimate Flexipack Ltd.- Member 7. Jay Bharat Maruti Ltd.- Chairman
			<b>Stakeholder Relationship Committee:</b>		
			1. PTC India Financial Services Ltd.- Chairperson 2. JBM Auto Ltd.- Member	a. Jay Bharat Maruti Ltd.- Chairman b. Transport Corporation of India Ltd.- Chairman c. TCI Developers Ltd.- Member	1. Uflex Ltd.- Chairman 2. Sangam (India) Ltd.- Chairman 3. Delton Cable Ltd.- Member
8.	Number of Shares held in the Company	Nil	Nil	Nil	NIL
9.	Relationship with any Director(s) of the Company	i. Mr. S. K. Arya, Chairman & Managing Director, Father ii. Mr. Nishant Arya, Director, Brother	NA	NA	NA

26. Register of contracts or arrangement and Register of Directors and Key Managerial Personnel shall also be kept open for inspection at the AGM and be accessible to the persons attending the meeting.

**By Order of the Board of Directors  
For Jay Bharat Maruti Limited**

**Place: Gurugram  
Date: 16th July, 2019**

**Ravi Arora  
Company Secretary  
M. No. A37075**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following statement sets out all material facts relating to the Special Business mentioned in Item No. 4 to No. 8 of the accompanying notice:

### **ITEM NO. 4**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide their circular resolution dated 10th July, 2019 had appointed Mrs. Pravin Tripathi as an Additional Independent Director for a period of 5 (Five) years with effect from 10th July, 2019 to 09th July, 2024. As per the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Pravin Tripathi holds office of Additional Director only upto the date of forthcoming Annual General Meeting of the Company and being eligible offers herself for re-appointment. Further, In accordance with the provisions of Section 149, 152 of the Companies Act, 2013, appointment of an Independent Director requires approval of members. Mrs. Pravin Tripathi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mrs. Pravin Tripathi that she meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Pravin Tripathi fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Further pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is required to appoint an Independent Woman Director to the Board, hence appointment of Mrs. Pravin Tripathi is placed for your approval. Mrs. Pravin Tripathi is independent of the management and possesses appropriate skills, experience and knowledge. Mrs. Pravin Tripathi is a former Indian Audit & Accounts Service (IAAS) Officer of 1973 batch with more than 4 decades of experience in the field of Audit & Accounts. She held various senior positions including that of Deputy Comptroller & Auditor General of India and Chairperson Audit Board, Member of the Competition Appellate Tribunal, Member of Airport Economic Regulatory Authority Appellate Tribunal and Chief Auditor, Municipal Corporation of Delhi amongst others. Keeping in view her vast expertise and knowledge, it will be in the best interest of the Company that Mrs. Pravin Tripathi is appointed as an Independent Director of the Company. A copy of draft letter of appointment of Mrs. Pravin Tripathi as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company. The Board recommend the Resolution set out at Item No. 4 of the accompanying Notice for approval of the shareholders of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mrs. Pravin Tripathi herself.

### **ITEM NO. 5**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 27th Annual General Meeting held on 13th September, 2014, Mr. Dharmpal Agarwal was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. Dharmpal Agarwal will complete his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term. He is the Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. He is also a member in Audit Committee, Nomination and Remuneration Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 20th March, 2019 and approval of the Board of Directors by circular resolution dated 31st March, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is required for re-appointment of Mr. Dharmpal Agarwal (DIN 00084105) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 1st April, 2019 upto 31st March, 2024. Further Mr. Dharmpal Agarwal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Dharmpal Agarwal, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Dharmpal Agarwal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Dharmpal Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. In terms of Section 160 of the Companies Act, 2013. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Dharmpal Agarwal as an Independent Director of the Company.

Except Mr. Dharmpal Agarwal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

## ITEM NO. 6

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 27th Annual General Meeting held on 13th September, 2014, Mr. Achintya Karati was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. Achintya Karati will complete his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term. He is the Chairman of Audit Committee. He is also a member in Nomination and Remuneration Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee in its meeting held on 20th March, 2019 and approval of the Board of Directors by circular resolution dated 31st March, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is required for re-appointment of Mr. Achintya Karati (DIN 00024412) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 1st April, 2019 upto 31st March, 2024. Further Mr. Achintya Karati shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Achintya Karati, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Achintya Karati confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Achintya Karati is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. In terms of Section 160 of the Companies Act, 2013. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. Achintya Karati will be attaining the age of 75 (seventy five) years on 23rd March, 2021, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 (Five) years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Achintya Karati as an Independent Director of the Company.

Except Mr. Achintya Karati, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

## ITEM NO. 7

Maruti Suzuki India Ltd., Neel Metal Products Ltd. and Suzuki Motor Gujrat Pvt. Ltd. are related parties of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant accounting standards. The transactions with these related parties are material in nature, as it exceeds 10% of Turnover as per the audited financial statement of the Company as at 31st March, 2019. However, the transaction(s) with the Related Parties are on arm's length basis and in the ordinary course of business. Under the said regulation, all Related Party Transactions shall require prior approval of Audit Committee and all material Related Party Transaction shall require approval of shareholders, who are unrelated, by a Special Resolution.

The particulars of transactions are as under:

(a) Name of Related Parties:	i. Maruti Suzuki India Ltd.
	ii. Neel Metal Products Ltd.
	iii. Suzuki Motor Gujrat Pvt. Ltd.
(b) Name of Directors or Key Managerial Personnel who is related, if any:	Mr. S. K. Arya, Chairman & Managing Director (Director & Shareholder of Neel Metal Products Ltd.)
(c) Nature of relationship:	i. Maruti Suzuki India Ltd. - Associate Company having more than 20% shareholding in the Company. ii. Neel Metal Products Ltd. - Public Company in which a Director of the Company is Director having more than 2% shareholding in the Company.

	iii. Suzuki Motor Gujrat Pvt. Ltd.: Fellow Subsidiary of Maruti Suzuki India Ltd., hence related party as per Indian Accounting Standard.
(d) Material terms of contracts/ transactions:	Purchase and Sale of Components, Raw Materials, tools & dies, Equipments, including hiring of services and job work, etc. are on arm's length basis and in ordinary course of business.
(e) Monetary Value:	Estimated value as mentioned in the Resolution
(f) Any other information relevant or important for the members to take a decision on proposed transaction	None

The Board of Directors recommend the Resolution set out at Item No. 7 of the accompanying notice for approval of shareholders of the Company, who are unrelated vis-à-vis the subject matter of the contract/ transaction by a Special Resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO. 8**

The members of the Company are hereby informed that the Company had taken an approval of the shareholders for issuing the non-convertible debentures through private placement basis by passing a special resolution in the 31st Annual General Meeting held on 04.09.2018. Further, as per the provisions of section 42 of the Companies Act, 2013 and the rules made thereunder, special resolution is valid for one year in case of offer or invitation for non-convertible debentures. Since, the Company has not issued the Non-Convertible debentures during the last one year, the validity of the special resolution will expire on 3rd September, 2019. The Company is in the continued process of expansion of its manufacturing capacity of the plant at Vithalapur, Gujarat to cater the requirements of M/s Suzuki Motor Gujarat Private Limited. The investment for expansion of said Project is being funded through Loans/debts and Internal accruals. In order to meet the additional funds requirements, the Company is exploring options to raise the funds in the form of Further Public Offering/Preference Issue/Preferential Issue/Unsecured/ Secured Non-Convertible Debentures ('NCDs')/ Bonds on private placement basis. The Board has at their meeting held on 16th July, 2019, recommended to the shareholders to give their consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of securities under Section 42, 62 and 71 of Companies Act, 2013, up to an amount of Rs. 150 Crores [Rupees One Hundred and Fifty Crores Only]. Members may note that the above resolution was passed at 31st AGM held on 04.09.2018, but due to non-suitable market conditions the said issue of Non-Convertible Debentures was not made. Hence, the above resolution is placed for your approval in this 32nd AGM.

It is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion.

This Special Resolution enables the Board of Directors/ Committee to undertake a Private Placement as per SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended from time to time ("ICDR Regulations"). The Board of Directors/ Committee may adopt this mechanism, as prescribed under Chapter VIII of the ICDR Regulations in order to facilitate and meet capital expenditure needs of the existing / future projects of the Company, its subsidiaries and to meet any exigencies etc. without the need for fresh approval from the shareholders. The pricing of the Securities shall be determined by the Board in accordance with the ICDR Regulations. The Special Resolution also enables the Board/ Committee to issue Securities in tranches, to such persons, at such times, at such prices as the Board/ Committee deem fit. The Company may, in accordance with applicable laws, offer as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The detailed terms and conditions for the offer will be determined by the Board/ Committee considering the market conditions. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock. The Board of Directors of the Company recommend the Resolution as set out at Item No. 8 of the accompanying Notice for approval of the members by way of a Special Resolution. None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their shareholdings in the Company.

**By Order of the Board of Directors  
For Jay Bharat Maruti Limited**

**Place: Gurugram  
Date: 16th July, 2019**

**Ravi Arora  
Company Secretary  
M. No. A37075**

## NOTICE FOR SHAREHOLDERS/INVESTORS FOR UNPAID DIVIDENDS

1. The Shareholders / Investors of Jay Bharat Maruti Limited are notified that in pursuance of the section 124 of the Companies Act, 2013 (the Act) and rules made there under, the Company is required to transfer amount of Dividends that remain unclaimed / unpaid for a period of 7 (seven) years from the date on which they were declared, to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013 and rules made there under.

2. Dividend declared during the following Financial Years shall fall due for transfer to IEPF on completion of a period of seven years from the respective date of declaration of Dividend. A table containing the due dates for transfer to IEPF for various years is given below for the information of the Shareholders/Investors:

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2011-12	30%	20th September, 2019
2012-13	30%	18th September, 2020
2013-14	25%	18th September, 2021
2014-15	40%	23rd September, 2022
2015-16	40%	02nd October, 2023
2016-17	50%	23rd September, 2024
2017-18	50%	10th October, 2025

3. The shareholders and members of the Company are hereby informed that pursuant to the provisions of section 124 (6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including any amendment and re-enactment thereof, the Company is required to transfer equity shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund. In compliance of the said rules, the Company has communicated through letters dated 6th June, 2019 sent by ordinary post to the concerned shareholders at their address registered with the Company/Registrar and Share Transfer Agent Limited (RTA) records, whose shares are liable to be transferred to IEPF Demat Account and also published a notice in the newspapers containing that the names of such shareholders and their folio number or DP ID - Client ID are available on the Company's website i.e., [www.jbmgroup.com](http://www.jbmgroup.com) to claim unclaimed dividend for the Financial year 2011-12 and onwards immediately by making an application to the Company or M/s MCS Share Transfer Agent Limited, RTA of the Company. The Company will transfer the equity shares for the year 2011-12 within a period of thirty (30) days of such equity shares becoming due to be transferred to the fund to comply with the provisions of section 124 of the Companies Act, 2013.

4. Shareholders / Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./DP ID/Client ID with Company at the following address:

**Company Secretary**  
**Jay Bharat Maruti Limited**  
**Plot No. 9, Institutional Area, Sector -44, Gurgaon -122003, Haryana**  
**Ph: 0124- 4674500 - 550 | Email: [ravi.arora@jbmgroup.com](mailto:ravi.arora@jbmgroup.com), [jbml.investor@jbmgroup.com](mailto:jbml.investor@jbmgroup.com)**

5. Shareholders are advised to ensure that their claims for unpaid / unclaimed dividend are lodged timely so as to reach the same on or before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF.

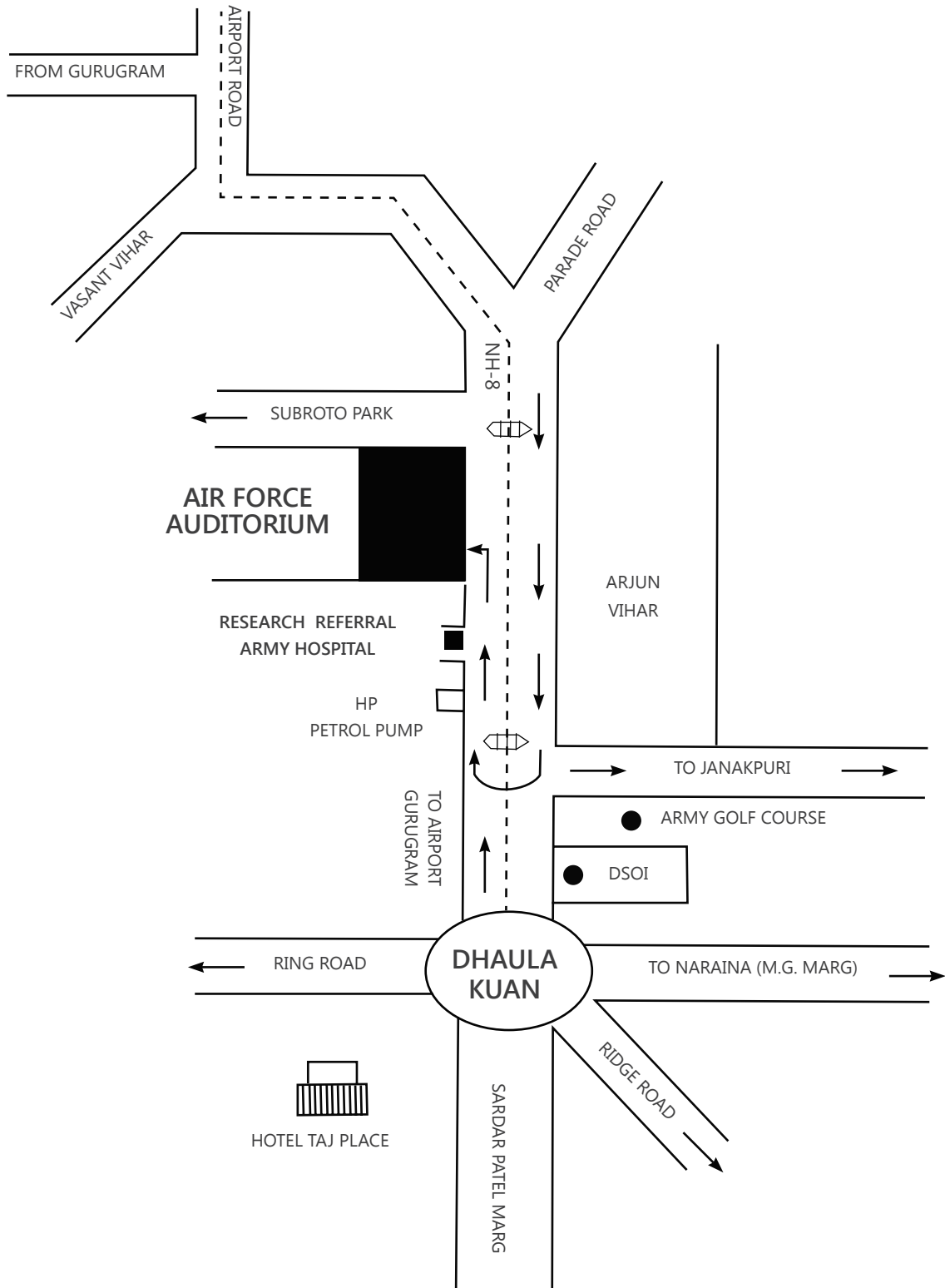
6. Shareholders are requested to note that after the transfer of the amount to IEPF, the claim for payment shall lie with IEPF Authority as per section 125 of the Companies Act, 2013.

7. Shareholders may note that Securities and Exchange Board of India (SEBI) vide their Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 Dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies. The shareholders are requested who's PAN and Bank Account details are not updated in their folio no/DP ID Client ID may contact to the Company/Registrar and Transfer Agent (RTA) of the Company for obtaining format for furnishing the bank details, PAN and email id etc. at email id [jbml.investor@jbmgroup.com](mailto:jbml.investor@jbmgroup.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). Shareholders are also requested to quote your Phone / Mobile No. for faster communication while correspondence with the Company/RTA.

8. Shareholders also please note that Securities and Exchange Board of India vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only. Members holding shares physical form are advised to dematerialize their physical shareholding at the earliest. No request for transfer of shares in physical form can be processed by the Company/RTA.

**Place: Gurugram**  
**Date: 16th July, 2019**

## Route map of the venue of 32nd Annual General Meeting of Jay Bharat Maruti Limited



**JAY BHARAT MARUTI LIMITED**

CIN: L29130DL1987PLC027342

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

DP ID\* Folio No.  
Client ID\* No. of Shares

NAME AND ADDRESS OF SHAREHOLDER

I hereby record my presence at the **32<sup>nd</sup> ANNUAL GENERAL MEETING** of the Company held on Saturday, the 14th day of September, 2019 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010.

\*Applicable for investors holding shares in electronic form

Signature of Shareholder/Proxy

**JAY BHARAT MARUTI LIMITED**

CIN: L29130DL1987PLC027342

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

PROXY FORM  
[Pursuant to Section 105(6) of the  
Companies Act, 2013 and Rule 19(3)  
of the Companies (Management and  
Administration ) Rules, 2014]

Name of the Member(s): E-mail ID:

Registered Address: Folio No./\*Client ID:  
\*DP ID:

I/We, being the member (s) holding \_\_\_\_\_ shares of Jay Bharat Maruti Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **32<sup>nd</sup> Annual General Meeting** of the Company, to be held on Saturday, the 14th day of September, 2019 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:



Sl. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited financial statements of the Company (including consolidated financial statements) for the year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.		
2.	To declare dividend on equity shares.		
3.	To appoint director in place of Ms. Esha Arya (DIN 00004836) who retires by rotation and, being eligible, offers herself for re-appointment.		
4.	To appoint Mrs. Pravin Tripathi (DIN: 06913463) as Independent Director of the Company		
5.	To re-appoint Mr. Dharmal Agarwal (DIN : 00084105) as an Independent Director of the Company		
6.	To re-appoint Mr. Achintya Karati (DIN: 00024412) as an Independent Director of the Company		
7.	To approve the transactions with related parties pursuant to SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015		
8.	To consider and approve Proposal for Issue of Securities in terms of Section 42, 62 and 71 of the Companies Act, 2013		

Affix Re.1/-  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

#### Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Please put a 'V' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.