

September 02, 2022

BSE Limited

Corporate Relationship Department,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai – 400 001.

SCRIP CODE: 503960

National Stock Exchange of India Limited

Listing Department,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

SCRIP CODE: BBL

Dear Sir / Madam,

SUB.: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2021-2022

With reference to the captioned subject and in continuation to our letter dated July 28, 2022, please find enclosed Annual Report of the Company for the financial year 2021-2022, in line with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

This is for your kind information and records.

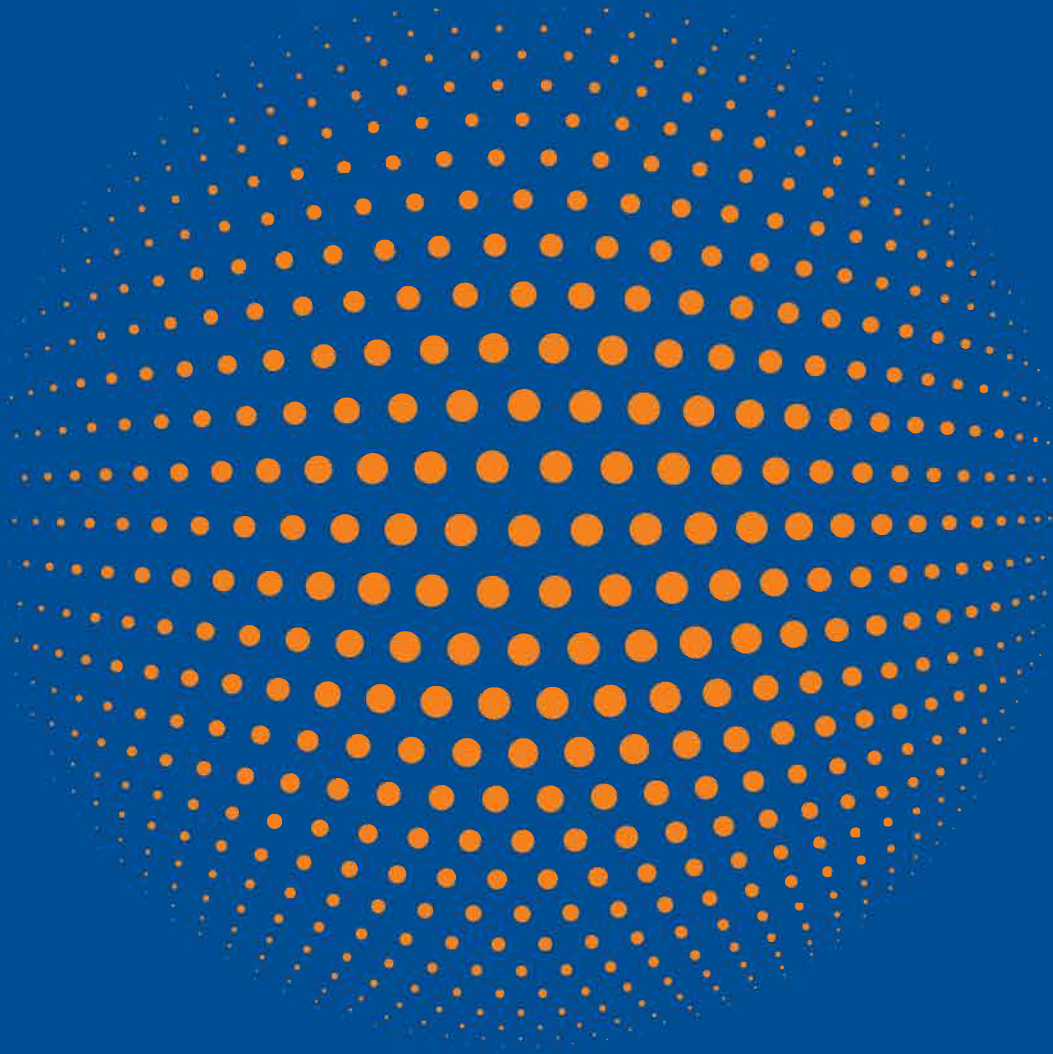
Thanking You,

Yours sincerely,
For **Bharat Bijlee Limited**



Durgesh N. Nagarkar
Company Secretary & Senior General Manager
Legal





75TH ANNUAL REPORT 2021-22

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Letter from the Executive Director

Dear Shareholders,

The Indian economy recorded the strongest rebound among the G20 nations in 2021. However, the economy is losing its impetus due to sustained inflationary pressure, and rising global energy and food prices. Deteriorating global conditions and contractionary monetary policies have also contributed to this. As per OECD estimates real GDP in India is expected to grow by 6.9% in FY 22-23 and 6.2% in FY 23-24. Thus overall growth is expected to be moderate in the year to come.

The **Transformer** industry as a whole has been facing headwinds for many years before the COVID pandemic. Although FY 21-22 sales have increased 34% over FY 19-20 (pre-COVID), intense competition and decreased demand have led to severe pressure on price levels. Order booking has been lower in FY 21-22 due to delayed finalizations by electricity boards and a slackening in demand from industry. However, the pace of government and industry procurement is increasing this year and we expect things to limp back towards normalcy in the near future. We have increased our focus on industry once again and are already seeing more inflow from this segment. Renewed efforts have seen a substantial increase in overall order booking over the past few months.

The **Motor** business has done well to capitalize on market growth and register a robust 55% year on year growth. Developing adequate vendor capacity early on to minimize disruptions in the supply chain have reaped their rewards. Analysis and better engagement of our channel network has enabled us to grow it significantly. We have also focused on and increased our geographic coverage in tier 2 and tier 3 cities considerably. Another feather in our cap has been the successful effort to optimize costs without sacrificing performance. It is noteworthy to mention that we have expanded capacity despite the challenges of the lockdown. In the coming year volatile commodity price movement remains a big concern.

For the **Projects** division FY 21-22 was a very challenging year. The ability to book orders was severely impacted due to most industrial customers deferring or keeping in abeyance their expansion plans. Despite the sluggish environment we have managed to book some good orders towards the end of the financial year. The current financial year has started on a positive note with a marked increase in order booking.

Drives and Automation has increased sales 29% over the previous financial year. We have been able to successfully market and implement our combined

drive-servo motor solutions in various industrial segments. While our focus has been on new customer acquisition there are some exciting new areas we have been working on. Indigenous development of IIOT (Industrial Internet of Things) solutions for various industrial segments has been underway for the last couple of years. These solutions will remotely enable predictive maintenance and production monitoring. Prototypes are ready and undergoing field trials. Another area of progress has been e-mobility solutions for electric buses. We look forward to orders fructifying in this space.

The **Magnet Technology Machines** division has clocked 15% sales growth over FY 20-21. We have increased our topline despite a sluggish market and a tough business environment. The division has done well to ramp up servo motor production during these tough times. Exports particularly have suffered as a direct fallout of the Ukraine conflict. Sky rocketing commodity prices and severe competition have affected our top and bottom line estimates.

Growth forecasts for the United States, the European Union and China have been revised downward with the European Union accounting for the most significant revision. A debate about whether the inflation levels we see today are temporary, has been raging for some

time now. Is this inflation driven more by a sudden increase in demand or by a negative aggregate supply-shock? Both factors are at play. With central banks choosing stability over growth another question is whether there will be a soft or hard landing for global economies. The USA Chairman of the Federal Reserve Jerome Powell has recently stated that a recession is possible and a soft landing will be "very challenging".

In India too, the RBI has adopted a hawkish stance to tackle inflation with further rate hikes seeming very likely. On a positive note while inflation has risen faster than expected, growth has remained fairly resilient so far. The massive deleveraging of balance sheets in the Indian corporate sector should hopefully contribute to improving the business climate. The creation of the National Asset Reconstruction Company or "bad bank" has been a positive development in this regard. While this is a step in the right direction the Government however needs to speed up on much needed reforms and expenditure.

As always we remain positive and look to the future.



Shome Danani
Executive Director



DIRECTORS

Mr. Prakash V. Mehta
(Chairman & Non-Executive Independent Director)

Mr. Nikhil J. Danani
(Vice Chairman & Managing Director)

Mr. Nakul P. Mehta
(Vice Chairman & Managing Director)

Mr. Shome N. Danani
(Executive Director)

Mr. Sanjiv N. Shah
(Non-Executive Independent Director)

Mr. Jairaj C. Thacker
(Non-Executive Independent Director)

Ms. Mahnaz A. Curmally
(Non-Executive Independent Director)

Mr. Rajeshwar D. Bajaj
(Non-Executive Independent Director)

Mr. Ravi Chaudhary
(Non-Executive Non-Independent Director)

REGISTERED OFFICE

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025.

Tel. No. : 022-24306237

Fax No. : 022-24370624

WORKS

No. 2, MIDC,
Thane Belapur Road, Airoli,
Navi Mumbai 400 708.
Maharashtra.

Tel. No. : 022-27637200

Fax No. : 022-27637443

AUDITORS

M/s. Deloitte Haskins & Sells LLP

SOLICITORS

M/s. Malvi Ranchoddas & Co.

BANKERS

Bank of India
Citibank N.A.
Standard Chartered Bank
HDFC Bank Ltd.
Axis Bank Ltd.

REGIONAL OFFICES**Northern Regional Office**

1st Floor, 7-B Rajindra Park
Pusa Road,
New Delhi 110 060.

Tel. No. : 011-25816931/6932/6933

Fax No. : 011-25816940

Western Regional Offices

Swastik Chambers, 5th Floor,
Junction of Sion Trombay Road and C.S.T. Road,
Chembur, Mumbai 400 071.

Tel. No. : 022-61457200

Fax No. : 022-61457255

No. 2, MIDC,
Thane Belapur Road, Airoli,
Navi Mumbai 400 708.
Maharashtra.

Tel. No. : 022-27637200

Fax No. : 022-27637443

Eastern Regional Office

Siddha Fifth Avenue
Space No. 3B, 3rd floor
179 Anandapur
Kolkata 700 107.

Tel. No. : 033-2443 2382

Southern Regional Office

Ramanashree Chambers,
37, Lady Curzon Road,
Bangalore 560 001.

Tel. No. : 080-25592646

Fax No. : 080-25592823

REGISTRAR & SHARE TRANSFER AGENTS**Link Intime India Pvt. Ltd.**

C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai 400 083.

Tel. No. : +91 22 49186270

Fax No. : +91 22 49186060

Email id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTY FIFTH (75TH) ANNUAL GENERAL MEETING ('AGM') OF THE SHAREHOLDERS OF BHARAT BIJLEE LIMITED WILL BE HELD AT 11.00 A.M. ON WEDNESDAY, SEPTEMBER 28, 2022 THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, namely (i) Audited Balance Sheet as at March 31, 2022, (ii) the audited Statement of Profit and Loss for the financial year ended on that date (iii) Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend of ₹ 30/- (Rupees Thirty only) per fully paid-up equity share of Face Value of ₹10/- (Rupees Ten Only) each, which includes ₹ 10/- per fully paid-up equity share, for the Financial Year 2021-2022, on occasion of Company's 75th Annual Report.
3. To appoint a Director in place of Mr. Shome N. Danani (DIN: 00217787), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To Re-appoint the Statutory Auditors 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 provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company at their respective meetings, Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 117366W/W-100018), be and are hereby Re-appointed as the Statutory Auditors of the Company, to hold office for a second (2nd) Term of five (5) consecutive years, commencing from the conclusion of the this 75th Annual General Meeting until the conclusion of the 80th Annual General Meeting of the Company, at such remuneration plus applicable tax and reimbursement of out-of pocket expenses incurred by them during the course of audit, as Board of Directors / Audit Committee may fix in this behalf."

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for the ratification of Remuneration payable to the Cost Auditors of the Company for the Financial Year 2022-2023:

"RESOLVED THAT pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors Rules) 2014 (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs. P M Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), appointed by the Board of Directors, as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, amounting to Rs. 1,12,700/- (Rupees One Lakh Twelve Thousand Seven Hundred Only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) or the Company Secretary be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

By Order of the Board
Durgesh N. Nagarkar
Company Secretary &
Senior General Manager,
Legal
ACS 5777

Place: Mumbai
Date: July 28, 2022

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 2430 6237 F: +91 22 2437 0624
Email Id: bbllcorporate@bharatbijlee.com
Website: <https://www.bharatbijlee.com/>

NOTES:

- Pursuant to General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs (collectively referred as '**MCA Circulars**') and Circular Nos. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ('**SEBI**') (**herein after collectively referred as 'Circulars'**), companies whose Annual General Meetings ("AGM") are due in the year 2022, are allowed to conduct their AGMs through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**'), without physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the provisions of the Companies Act, 2013 ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with the **Circulars**, the 75th AGM of the Company is being conducted through **VC / OAVM**, without the physical presence of Shareholders, at a common venue. The deemed venue for the 75th AGM shall be the Registered Office of the Company, i.e. at Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.

- An Explanatory Statement pursuant to Section 102 of the Act, relating to Special Business to be transacted at the AGM, is annexed hereto and forms part of this Notice.
- In terms of Section 152 of the Act, Mr. Shome N. Danani (DIN 00217787), Whole-time Director designated as an Executive Director of the Company, retires by rotation at the AGM and being eligible offers himself for re-appointment. The relevant information of as required under Regulation 36(3) of the Listing Regulations, read with Secretarial Standard-2 (SS-2) on General Meetings, in respect of the Director seeking re-appointment at the AGM is also annexed hereto and forms part of this Notice. Requisite declaration has been received from the Directors for seeking re-appointment.
- Pursuant to the provisions of the Act, a Shareholder entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his / her

behalf and the Proxy need not be a Shareholders of the Company. **Since this AGM is being held pursuant to the MCA / SEBI Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Shareholders such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.

- In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- In line with the said Circulars, Notice calling the AGM along with the Annual Report 2021-2022, is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company / Depositories.

For Shareholders who have not registered their e-mail address and those Shareholders who have become the Shareholders of the Company after **September 21, 2022, being the Cut-off Date**, may access the Notice of the 75th AGM and Annual Report 2021-2022 of the Company, from the website of the Company at <https://www.bharatbijlee.com/> as well as website of the Stock Exchanges i.e. BSE Limited <https://www.bseindia.com/> and National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the website of Link Intime India Private Limited ('**Link Intime**') i.e., <https://instavote.linkintime.co.in>.

- Shareholders are requested to follow the process detailed below for registration of email address, updation of bank account details and other KYC details:

Physical	For availing the following investor services, send a request letter to the RTA of the Company in the prescribed forms, either by email to rnt.helpdesk@linkintime.co.in from the registered email id or by sending post to C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083	
	Form for registration of PAN, email address, bank account details, mobile number, registered address and other KYC details or changes/update thereof	Form ISR-1
	Update signature of securities holder	Form ISR-2

	For nomination as provided in the Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt-out from nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	The forms for updating the above details are available on the website of the Company under the weblink at: https://www.bharatbijlee.com/company/investor-relations/investor-information/downloads/	
Demat	Please contact your DP and register your email address, bank account details and other KYC details in your demat account, as per the process advised by your DP.	

8. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed in this Notice.

9. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Shareholders are advised to make nomination in respect of their shareholding in the Company. The Nomination Form (SH-13) can be downloaded from the Company's website, <https://www.bharatbijlee.com/>. Shareholders holding shares in physical form should file their nomination with M/s Link Intime India Private Limited, Company's Registrar and Share Transfer Agent ('RTA'), whilst those Shareholders holding shares in dematerialized mode should file their nomination with their Depository Participant(s).

If a Shareholders desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the website of the Company under the weblink at: <https://www.bharatbijlee.com/company/investor-relations/investor-information/downloads/>

10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Shareholders holding shares in dematerialized mode are requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the

Company's Registrar and Transfer Agents. In line with Listing Regulations, copy of PAN card of both transferor and transferee for registration of transfer of shares are required to furnish to the Company / Registrar and Share Transfer Agent of the Company.

11. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to demat mode.

12. SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC details and Nomination by Shareholders holding shares in physical form. In view of the same, concerned Shareholders are requested to furnish the requisite documents/information at the earliest. Non-availability of the same on or after April 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. The Company has sent communication to the concerned shareholders explaining the aforesaid requirements on January 24, 2022. The necessary forms for updation of the aforementioned information are available on the website of the Company at www.bharatbijlee.com. Shareholders may contact the Company's RTA for assistance in this regard.

13. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised to not leave their Demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Dividend, as recommended by the Board, if approved by the Shareholders at the ensuing AGM, shall be paid on or after October 10, 2022, subject to deduction of tax at source ('TDS') to those :
- Shareholders whose name appears in the Register of Members of the Company after giving effect to valid share transfers/transmission/transposition in physical form lodged with the Company or its Registrar and Share Transfer Agents (RTA) on or before September 21, 2022; and
 - Beneficial Owners whose name appears in the list of Beneficial Owners Position list as on the closing hours of September 21, 2022, furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.
15. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by any Company is taxable in the hands of Shareholders. Your Company shall, therefore, be required to regulate TDS at the time of payment of dividend in accordance with the provisions of the Income Tax Act, 1961 read with the Finance Act, 2020 and at the applicable rates of taxes. The TDS rate may vary depending upon the residential status of the shareholder and the documents submitted to your Company.
- Your Company will also be sending communication to the Shareholders informing them to submit the necessary documents to enable your Company to calculate the amount of tax required to be deducted from the proposed dividend in respect of each eligible shareholders.
16. In order to receive dividend/s in a timely manner, Shareholders holding shares in physical form who have not updated their mandate for receiving the Dividends directly in their Bank Accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive Dividends directly into their Bank Account electronically or any other means, by sending scanned copy of the following details / documents by e-mail to reach the Company's e-mail address investorcare@bharatbijlee.com prior to Cut-off Date, i.e. September 21, 2022:
- Signed Request Letter mentioning your Name, Folio Number, Complete Address and following details relating to bank account in which the Dividend is to be received
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - 11 digit IFSC Code
- self attested scanned copy of cancelled cheque bearing the name of the Shareholder or first holder, in case shares are held jointly;
 - self attested scanned copy of the PAN Card; and
 - self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Shareholder as registered with the Company.
- For the Shareholders holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Shareholders during the AGM.
18. Shareholders seeking any information with regard to the Annual Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2022, through e-mail on investorcare@bharatbijlee.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
19. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 21, 2022 to Wednesday, September 28, 2022 (both days inclusive)**.
20. Attendance of the Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

21. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), the dividend which remains unclaimed / unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') of the Central Government. Also, attention of Shareholders is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Rules which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for seven (7) consecutive years or more, to a special demat account to be opened by IEPF Authority.

However, the Shareholders are entitled to claim their shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF, i.e., on www.iepf.gov.in.

The Shareholders are therefore encouraged to verify their records and claim their dividends, if not claimed.

Please note, during the year under review, there was no amount or share(s) which was required to be transferred to the Investors Education and Protection Fund as per the provisions of Section 125(2) of the Act, as the Company did not declare a dividend for the F.Y. ended on March 31, 2014.

During the year under review, Unclaimed Fixed Deposit and Unclaimed Fixed Deposit Interest amounting to ₹ 5,40,532/- (Rupees Five Lakhs Forty Thousand Five hundred Thirty Two only) was transferred to the Investor Education and Protection Fund.

The details of Nodal Officer of the Company, in line with the provisions of IEPF Regulations are available on the Company website and can be accessed through the link : <https://www.bharatbijlee.com/company/investor-relations/investor-contact/>

22. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time-to-time and Regulation 44 of the Listing Regulations and in terms of the SEBI vide circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Circulars, the Company is providing to its Shareholders, facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 75th AGM, by electronic means. The Shareholders may cast their votes using "Remote e-Voting" (e-voting from place other than venue of the Annual General Meeting) facility to exercise their right to vote on all matters listed in this Notice, by electronic means.

For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating Remote e-Voting to enable all its Shareholders to cast their vote electronically.

Remote e-Voting Instructions for Shareholders:

- a. Shareholders holding shares in physical form or in demat form as on **Wednesday, September 21, 2022, the Cut-off Date** shall only be eligible for e-voting. A person, whose name is recorded in the Register of Shareholders 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.
- b. **The remote e-voting period will commence at 9.00 a.m. on Sunday, September 25, 2022 and will end at 5.00 p.m. on Tuesday, September 27, 2022.** During this period the eligible Shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter.
- c. Shareholders who have already voted prior to the AGM date would not be entitled to vote during the AGM.
- d. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the Company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”

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

Please note, Company has engaged Link Intime India Private Limited, to avail the VC / OAVM Facility through **InstaMeet**

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

- i. The Shareholders are entitled to attend the AGM through VC / OAVM provided by Link Intime by following the below mentioned process. Facility for joining AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM.
- ii. The Shareholders are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. The Shareholders can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1,000 members only.
- iv. The Shareholders will be provided with **InstaMeet facility** wherein Shareholder shall register their details and attend the AGM, as under:

Open the internet browser and launch the URL for InstaMeet: <https://instameet.linkintime.co.in> and register with your following details:

- Select the “**Company**” and ‘**Event Date**’ and register with your following details:

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting)

INSTRUCTIONS FOR SHAREHOLDERS / MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- i. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a Speaker by sending their request in advance, on or before 4.30 P.M. on Saturday, September 24, 2022, mentioning their Name, Demat Account Number / Folio Number, Email Id, Mobile Number at investorcare@bharatbijlee.com.
- ii. The first 50 Speakers on first come basis will only be allowed to express their views/ask questions during the AGM. Shareholders will receive “speaking serial number” once they mark attendance for the Meeting.
- iii. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- iv. Other Shareholders may ask questions to the panellist, via active chat-board during the Meeting.
- v. Shareholders are requested to speak only when Moderator of the AGM / Management will announce the name and serial number for speaking.
- vi. The Shareholders, who would like to ask questions, may send their questions in advance mentioning Name, Demat Account Number / Folio Number, Email Id, Mobile Number at investorcare@bharatbijlee.com. The same will be replied by the Company suitably.
- vii. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- viii. The Shareholders should allow to use camera and use Internet connection with a good speed to avoid any disturbance during the Meeting.

ix. NOTES:

- Shareholders are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience;
- Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the AGM;
- Please note that Shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case Shareholders have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

Once the electronic voting is activated by the Scrutinizer during the Meeting, the Shareholders who have not exercised their vote through the remote e-Voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”;
- ii. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’;
- iii. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting;
- iv. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’;
- v. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote;

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

GENERAL INSTRUCTIONS:

- (i) Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to rnt.helpdesk@linkintime.co.in.
- (ii) The voting rights of Shareholders shall be in proportion of their shares in the total paid-up equity share capital of the Company as on **September 21, 2022**, being the Cut-off Date.
- (iii) Any Person who acquires shares of the Company and becomes a Shareholder of the Company after the Company sends the Notice of the AGM by e-mail and holds shares as of the Cut-off Date i.e., **September 21, 2022**, may obtain the User ID and Password by sending a request to the Company's e-mail ID investorcare@bharatbijlee.com or rnt.helpdesk@linkintime.co.in by mentioning their Folio No./DP ID and Client ID No.
- (iv) Mr. Bhaskar Upadhyay (Membership Number : FCS 8663, CoP Number: 9625) or failing him Mr. Bharat Upadhyay (Membership Number : FCS 5436, CoP Number: 4457), of Messrs N. L. Bhatia & Associates, Practicing Company Secretaries has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) During the AGM, the Chairman shall, after response to the questions raised by the Shareholders in advance or as a Speaker at the AGM, formally propose to the Shareholders participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Shareholders participating through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

- (vi) The Scrutinizer shall after the conclusion of e-Voting at AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 working days of the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- (vii) The Results declared along with the Scrutinizer's Report shall be immediately placed on the Company's website viz., <https://www.bharatbijlee.com/> and on the website of Link Intime, viz., <https://instavote.linkintime.co.in>, and will be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The result will also be posted on the Notice Board of the Company at the Registered Office.

By Order of the Board
Durgesh N. Nagarkar
Company Secretary &
Senior General Manager,
Legal
ACS 5777

Place: Mumbai
Date: July 28, 2022

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 2430 6237 F: +91 22 2437 0624
Email Id: bbllcorporate@bharatbijlee.com
Website: www.bharatbijlee.com

ANNEXURE TO THE NOTICE**Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013****Item No. 4: Re-appointment of the Statutory Auditors**

Pursuant to Section 139 (1) of the Companies Act, 2013, Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number : 117366W/W-100018), Mumbai, on the recommendation of the Audit Committee and as approved by the Board, were appointed as Statutory Auditors of the Company, at the 70th Annual General Meeting (AGM) of the Company, held on Friday, June 30, 2017, for a period of five (5) consecutive years, commencing from the conclusion of the 70th AGM till the conclusion of the 75th AGM of the Company, subject to ratification by the Shareholders of the Company in each of the subsequent years during the said term of their appointment.

However, Ministry of Corporate Affairs (MCA), vide its Notification dated May 07, 2018, has omitted the requirement under the first proviso to Section 139 of the Act and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, pertaining to ratification of appointment of Statutory Auditors, by Shareholders at every subsequent AGM.

Consequently, Messrs Deloitte Haskins & Sells LLP, Chartered Accountants, will complete their first (1st) Term of five (5) consecutive years, as the Statutory Auditors of the Company at the conclusion of the 75th AGM of the Company.

In terms of section 139 (2) (b) of the Act, an Audit firm is entitled to be appointed or re-appointed as the Statutory Auditor of the Company for a maximum of two terms of five (5) consecutive years.

Messrs Deloitte Haskins & Sells, Mumbai has been converted to a Limited Liability Partnership (LLP), with the name Deloitte Haskins & Sells LLP (“DHS LLP” or “Firm”), w.e.f. November 20, 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4000 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

Messrs Deloitte Haskins & Sells LLP, has capability to serve a large organization with a Manufacturing Unit and various Branches, like Bharat Bijlee, with the Products catering from Transformers to Electric Motors, Drives & Automation Systems and Magnet Technology Machines; Audit Experience, the Audit Team and Market Standing; technical knowledge etc.

The Board of Directors at its Meeting held on May 19, 2022, (based on the recommendations of the Audit Committee meeting held on the same date) and subject to approval of Members / Shareholders at the ensuing 75th AGM, re-appointed Messrs Deloitte Haskins & Sells LLP Chartered Accountants (ICAI Firm Registration Number : 117366W/W-100018), Mumbai, as Statutory Auditors of the Company, for a second (2nd) Term of five (5) consecutive years, commencing from the conclusion of the ensuing 75th AGM till the conclusion of the 80th AGM of the Company, for conducting Statutory Audit for the Financial Year 2022-2023 to 2026-2027, at such remuneration plus applicable tax and reimbursement of out-of pocket expenses incurred by them during the course of audit, as Board of Directors / Audit Committee may fix in this behalf.

The proposed auditors, Messrs Deloitte Haskins & Sells LLP, Chartered Accountants have confirmed that their appointment, if made, shall be in accordance with the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time).

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Accordingly, consent of the Shareholders is sought to the Resolution as set out at Item No. 4 of the Notice as an Ordinary Resolution for approval.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

Item No. 5 Ratification of Cost Auditor's Remuneration

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with the Companies (Cost Records and Audit) Rules, 2014, (including any amendment(s), modification(s), variation or re-enactment thereof for the time being in force), the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as Cost Auditor, on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Shareholders.

On the recommendation of Audit Committee at its meeting held on May 19, 2022, the Board has considered and approved appointment of Messrs P.M. Nanabhoy & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various products for the financial year 2022-2023, at remuneration as mentioned in the resolution forming part of this Notice.

Accordingly, consent of the Shareholders is sought to the Resolution as set out at Item No. 5 of the Notice as an Ordinary Resolution for approval and ratification.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

By Order of the Board
Durgesh N. Nagarkar
Company Secretary &
Senior General Manager,
Legal
ACS 5777

Place: Mumbai
Date: July 28, 2022

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 2430 6237 F: +91 22 2437 0624
Email Id: bbllcorporate@bharatbijlee.com
Website: <https://www.bharatbijlee.com/>

BRIEF PROFILE OF A DIRECTOR BEING RE-APPOINTED AT THE FORTHCOMING 75TH ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)
1. MR. SHOME N. DANANI

Name of the Director	Mr. Shome N. Danani
Director Identification Number (DIN)	00217787
Age	44 Years
Date of Birth	March 4, 1978
Date of Appointment on the Board	January 1, 2009
Qualification	Mr. Danani holds a Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan, USA and a Masters Degree in Business Administration from INSEAD, France.
Brief profile & nature of his expertise in specific functional areas	Mr. Danani joined Bharat Bijlee Ltd. in 2002 and has been responsible for various initiatives and growth strategies. He is the Whole-time Director since January 28, 2009 and he has been leading the change management drive that is essential to the long term growth and success of the Company. He has been instrumental in building scalable systems and processes.
Terms and conditions of Re-appointment	Retiring by Rotation
Remuneration last drawn	Rs. 3,18,38,600/- p.a. (for the F.Y. 2021-2022)
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2021-2022 (out of total 5 Board Meetings held)	4
Number of Shares held in Company as on March 31, 2022	2,898 Equity Shares of Rs. 10/- each
Directorship held in other companies	- Danmet Chemicals Pvt. Ltd;
Membership / Chairmanships of committees across all other companies	Mr. Danani is not a Member/Chairman of any Committee across all other companies.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Danani is related to Mr. Nikhil J. Danani.

By Order of the Board
Durgesh N. Nagarkar
 Company Secretary &
 Senior General Manager,
 Legal
 ACS 5777

Place: Mumbai
 Date: July 28, 2022

Registered Office:
 Electric Mansion, 6th Floor,
 Appasaheb Marathe Marg,
 Prabhadevi, Mumbai 400 025
 CIN: L31300MH1946PLC005017

DIRECTORS' REPORT
REPORT OF THE DIRECTORS TO THE MEMBERS

The Directors are pleased to present their 75th Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended March 31, 2022.

COVID-19 UPDATE:

The financial year 2021-22 continued to bear the brunt of the COVID-19 pandemic; India witnessed its second and third waves during the year. Though the nation-wide mass vaccination program helped limit the adverse impact, localised lockdowns imposed from time to time disrupted supply chains. The year also witnessed unprecedented inflation in input commodity prices. The supply chains - and predictable flow of certain inputs and components - were further disrupted by the war in Ukraine.

Against all these adversities, your Company achieved its highest ever turnover.

In order to maintain workplace safety standards and continuity of business, the Company again incurred additional costs on the health, safety and transportation of employees at its factory and offices. The efforts taken in the previous year to enable the employees, other than those directly involved in production, to work remotely ensured continuity of business in spite of the second and third waves of the pandemic during the year. The employees of the Company have continually exhibited exemplary commitment to maintain the operations amid daily challenges and adversities.

GENERAL OUTLOOK OF INDUSTRY AND ECONOMY:

As per the RBI's Monetary Policy Report, April 2022, gross fixed capital formation (GFCF) expanded by 14.6 per cent in 2021-22 on a low base (-10.4 per cent in 2020-21), and its share in GDP rose marginally to 32.0 per cent as against 31.8 per cent in 2020-21. During H2, however, investment activity weakened, driven down by sluggish construction activity (reflected in steel consumption and cement production) due to unseasonal rains, rising input costs and shortages of manpower. The domestic production of capital goods contracted in Q3 of 2021-22 and January 2022, weighing on overall investment activity, even as imports of capital goods expanded during Q3 and Q4.

In a business environment dampened by the pandemic and geo-political tensions, your Company remains focused on its market position and profitable market opportunities.

FINANCIAL PERFORMANCE:

	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Sales and Services	126573.97	73104.86
Other Income	2401.51	2679.55
	128975.48	75784.41
Profit/(Loss) before Interest & Financial Charges, Depreciation, Exceptional items and Tax	10763.33	6332.65
Less : Interest and Financial Charges	2102.21	1697.87
Less : Depreciation	1205.33	969.24
Profit before Tax	7455.79	3665.54
Less: Provision for Taxation	1897.90	1060.55
Profit/(Loss) after Taxation	5557.89	2604.99
Add : Profit/(Loss) Brought Forward	21012.84	18313.40
(Less)/Add: Other Comprehensive Income arising from re-measurement of Defined Benefit Plan (net of tax)	(58.74)	94.45
Net Surplus available for Appropriation	26511.99	21012.84
Less: Dividend on Equity shares	(282.57)	-
Less: Tax on Dividend on Equity Shares	-	-
Profit Carried Forward	26229.42	21012.84

DIVIDEND:

Your Directors are pleased to recommend a Dividend of ₹ 30/- (Rupees Thirty only) per fully paid-up equity share of Face Value of ₹ 10/- (Rupees Ten Only) each, i.e., @ 300%, which includes ₹ 10/- per fully paid-up equity share (100%) on occasion of Company's 75th Annual Report, for the Financial Year 2021-2022, subject to approval of the Members at the ensuing 75th Annual General Meeting (AGM).

The total cash out flow on account of payment of Dividend for the year (if approved) will involve a sum of ₹ 1695.47 Lakhs.

The Dividend on equity shares, as recommended by the Board of Directors, if declared at the 75th AGM, will be paid to the Shareholders whose names appear in the Register of Members of the Company as on cut-off date i.e., September 21, 2022, upon close of business hours and in respect of shares held in dematerialized form, it will be paid to Shareholders whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the beneficial owners as on that date.

In view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders and accordingly payment will be made after deduction of tax at source, if applicable.

SHARE CAPITAL:

The paid-up share capital of the Company as on March 31, 2022 was ₹ 5,65,15,600/-. There is no change in the capital structure since the previous year.

DIVIDEND DISTRIBUTION POLICY:

The Company forms part of the List of Top 1000 listed entities based on Market Capitalisation as on March 31, 2022. In view thereof, pursuant to the provisions of Regulation 43A of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (*including amendments*) ("the Listing Regulations"), Board of Directors at its Meeting held on August 4, 2021, have approved and adopted Dividend Distribution Policy. The same is available on the Company's website, the weblink of which is https://www.bharatbijlee.com/media/20440/bbl_div-dist-policy_04082021.pdf.

OPERATIONS:

Income from Sales and Services for the Company at ₹ 126573.97 lakhs (compared to ₹ 73104.86 lakhs in the previous year) was higher by 73% as the Company achieved pre-pandemic levels of operations. The profit before tax was higher, from ₹ 3665.54 lakhs in the previous year, at ₹ 7455.79 lakhs.

FINANCE:

The finance cost for the year increased by 24% to ₹ 2102.21 lakhs compared to ₹ 1697.87 lakhs in the previous year due to increased working capital required to support the 73% growth in sales. The free reserves of the Company as on March 31, 2022 increased by ₹ 5216.58 lakhs to ₹ 50700.79 lakhs. The credit rating for the bank facilities enjoyed by the Company continues to be at ICRA A+ (Stable) (Long Term) and ICRA A1+ (Short Term).

During the year under review, Unclaimed Fixed Deposit and Unclaimed Fixed Deposit Interest amounting to ₹ 5,40,532/- (Rupees Five Lakhs Forty Thousand Five hundred Thirty Two only) was transferred to the Investor Education and Protection Fund.

HUMAN RESOURCES AND EMPLOYEE RELATIONS:

There is an ongoing emphasis on building a progressive Human Resources culture within the Organisation. Structured initiatives to nurture talent and create a working

environment that fosters motivation, teamwork and result orientation continue to be addressed. Productivity level continued to be subject to continuous monitoring. Industrial Relations continued to be harmonious, a long term wage agreement was signed with Union.

Employee strength as on March 31, 2022 was 1,415 as compared to 1,720 in the previous year.

SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANIES:

The Company has no Subsidiary / Joint Venture / Associate Companies during the financial year ending March 31, 2022. Accordingly, a Statement under the provisions of Section 129(3) of the Act, containing salient features of the financial statements of the Company's subsidiary(ies) in Form AOC-1 is not enclosed.

DEPOSITS:

The Company has not accepted / renewed any fixed deposits from the public or the Members, within the meaning of Section 73 read with Chapter V of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014, during the financial year 2021-2022, and as such, no amount of principal or interest on deposits from public or the Members, was outstanding as of the Balance Sheet date.

DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls framework as designed and implemented by the Company is adequate and commensurate with the size, scale and complexity of its operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information, complying with applicable laws, safeguarding of assets, transactional controls and ensuring compliance with the Company's policies & procedures. The internal controls are tested for adequacy, efficiency and effectiveness through audits by the in-house internal audit department and the observations, corrective and preventive actions are reviewed by the management and Audit Committee of the Board of Directors. During the financial year under review, no material weakness in the design or effectiveness was observed.

The framework on Internal Financial Controls over Financial Reporting has been reviewed by the internal and the external auditors and concluded to be adequate & effective as at March 31, 2022.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the Company during the financial year 2021-2022, with related parties, as defined under Section 188 of the Act and the Rules made there under and as per the applicable provisions of the Listing Regulations, were in the ordinary course of business and on arm's length basis.

Further the Company has not entered into material related party transactions as defined under Section 2(76) of the Act and Regulation 2(zb) of the Listing Regulations, during the financial year under review. Accordingly, disclosure of related party transactions as required under Section 134(3)(h) of the Act read with the Companies (Accounts) Rules, 2014, in Form AOC -2, has not been provided.

As per the Related Party Transactions Policy, the Company has entered into Related Party Transactions based upon the omnibus approval granted by the Audit Committee, during the year under review. The Audit Committee reviewed such transactions on quarterly basis for which omnibus approval was given. The Related Party Transactions for the financial year are insignificant commensurate with the turnover of the Company.

SEBI has vide notification Nos. SEBI /LADNRO/GN/2021/55 dated November 09, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, made amendments to the Listing Regulations, with regard to Related Party Transactions (RPTs). Most of the amendments are effective from April 01, 2022 whereas some are effective from April 01, 2023. The Company is in compliance with the said amended Regulations. However, the current Related Party transactions (RPT) policy was amended/modified suitably to reflect the amended Regulations by the Board at its Meeting held on July 28, 2022 and uploaded on the Company's website. The weblink of the Policy is https://www.bharatbijlee.com/media/21035/bbl_related-party-transactions-policy.pdf

The details of transactions with related parties are provided under Note No. 34 of the Financial Statements.

PARTICULARS OF LOANS, GUARANTEE, INVESTMENTS AND SECURITIES:

Particulars of loans, guarantees, investments and securities provided during the financial year under review, covered under the provisions of Section 186 of the Act, have been provided in the Financial Statements which forms part of this Annual Report. (Please refer Note No. 5 and 9 to the Financial Statements).

PARTICULARS OF LOANS / ADVANCES / INVESTMENTS AS REQUIRED UNDER THE LISTING REGULATIONS:

The details of related party disclosures with respect to loans/ advances / investments at the year end and maximum outstanding amount thereof during the year, as required under {Part A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company. (Please refer Note No. 9 to the Financial Statements).

BOARD OF DIRECTORS:**Retire by Rotation:**

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Shome N. Danani (DIN 00217787), Whole-time Director of the Company, being longest in the office, shall retire by rotation at the ensuing 75th Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment.

Details relating to Mr. Danani, who is seeking re-appointment, as required under Regulation 36 of the Listing Regulations / SS-2, is disclosed as part of the Notice dated July 28, 2022, of the ensuing 75th Annual General Meeting.

Appointment / Cessation of Directors / KMP during the financial year 2021-2022:

Except as explained hereinabove, there were no changes in Directorship of the Company as well as in Key Managerial Personnel category during the period under review. As on March 31, 2022, your Company has Nine (9) Directors consisting of Five (5) Independent Directors, including one (1) Woman Director, Three (3) Executive Directors and One (1) Non-Executive Director.

Declarations by Independent Directors:

The Company has received the necessary declarations from each of the Independent Directors of the Company under Section 149 of the Act and Regulation 25 of the Listing Regulations, that they fulfil the requirements as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations along with Rules framed thereunder.

Further as required under Section 149(7) of the Act, read with SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, the Independent Directors have placed the necessary declarations of their independence in terms of the conditions laid down under Section 149(6) of the Act, as amended, at the Board Meeting held on May 19, 2022.

There had been no change in the circumstances affecting their status as Independent Directors of the Company to qualify themselves to be appointed as Independent Directors under the provisions of the Act and the relevant regulations.

The Independent Directors have given the declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming compliance with Rule 6(1) and (2) of the said Rules that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs ("IICA").

Also, all the Independent Directors of the Company have served for more than three (3) years on board of listed entities and hence they are exempt from the requirement to undertake and pass the online proficiency self-assessment test as per the proviso to Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014.

Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5) (iii) of the Companies (Accounts) Rules, 2014.

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Listing Regulations, the Company has obtained a Certificate from a Company Secretary in Practice dated July 28, 2022, certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority.

Further, during the period under review, no Non-Executive Director of the Company had any pecuniary relationship or transactions with the Company.

KEY MANAGERIAL PERSONNEL:

As on the date of this Boards' Report, the following personnel have been designated as the Key Managerial Personnel of the Company, in terms of provisions of Section 203 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name	Designation
Mr. Nikhil J. Danani (DIN: 00056514)	Vice Chairman and Managing Director
Mr. Nakul P. Mehta (DIN: 00056561)	Vice Chairman and Managing Director
Mr. Shome N. Danani (DIN: 00217787)	Whole-time Director
Mr. Durgesh N. Nagarkar	Company Secretary
Mr. Yogendra S. Agarwal	Chief Financial Officer

MEETINGS OF THE BOARD:

The Meetings of the Board and its Committees are held at regular intervals to discuss, deliberate and decide on various business policies, strategies, governance, financial matters and other businesses. A tentative calendar of Board and Committee Meetings to be held during the financial year is circulated to the Directors in advance to facilitate them to plan their schedule for ensuring attendance and effective participation in the meetings. Additional Meetings of the Board are held, when deemed necessary by the Board.

Agenda of the Meetings and the supporting documents and information are circulated to the Directors through a secure IT platform, to ensure integrity and confidentiality of data.

As required by Secretarial Standards issued by Institute of Company Secretaries of India (ICSI), certain Unpublished Price Sensitive Information (UPSI) such as Unaudited / Audited Financial Results with Presentation thereon is being circulated to the Board Members at a shorter Notice as per the general consent given by the Board of Directors at the first Board Meeting held at each financial year.

During the year under review, the information as required under Regulation 17(7) of the Listing Regulations was made available on a quarterly basis to the Board.

In view of the Covid -19 pandemic, the Ministry of Corporate Affairs (MCA) vide its notifications dated March 19, 2020, June 23, 2020, September 28, 2020 and December 30, 2020 had amended the Companies (Meeting of Board and its Powers) Fourth Amendment Rules, 2020 permitting the Company to hold the Committee and the Board meetings through video conferencing/other audiovisual means. As a consequence and taking into consideration safety and health of the Board Members and other Invitees, all the Board and Committee meetings during the Financial Year 2021-2022 were held by Video Conferencing, details of which are appended herein under:

Sr. No.	Date on which Board Meetings were held	Total strength of the Board	No. of Directors Present
1	May 27, 2021	9	9
2	August 04, 2021	9	9
3	September 08, 2021	9	9
4	October 29, 2021	9	7
5	February 09, 2022	9	9

Detailed information on the Board Meetings with regard to dates and attendance of each of the Directors thereat have been included in the Corporate Governance Report, which forms part of this Board's Report.

Further, pursuant to the requirements of Schedule IV of the Act and Regulation 25(3) and 25(4) of the Listing Regulations, a separate Meeting of the Independent Directors of the Company was also held on February 09, 2022, without the presence of Non-Independent Directors and members of the management, to review the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairperson of the Company, taking into account the views of Executive Directors, Non-Executive Non-Independent Directors and also to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

AUDIT COMMITTEE:

As of March 31, 2022, the Audit Committee of the Board of Directors of the Company, which consists entirely of the Independent Directors, comprised of 3 (three) Members namely :

Sr. No.	Name of Member	DIN	Designation	Category
1	Mr. Sanjiv N. Shah	00007211	Chairman	Independent Director
2	Mr. Prakash V. Mehta	00001366	Member	Independent Director
3	Mr. Jairaj C. Thacker	00108552	Member	Independent Director

Mr. Sanjiv Shah, Chairman of the Committee has adequate financial and accounting knowledge. The permanent invitees to the meetings are Chief Financial Officer, Internal Auditor and the Statutory Auditors of the Company. It is a practice of the Committee to extend an invitation to the Managing Directors, Whole-time Director and Cost Auditor to attend the Committee Meeting as and when required. Mr. Durgesh N. Nagarkar, Company Secretary, acts as Secretary of the Audit Committee.

The Audit Committee oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the findings of investigation into cases of material nature and the actions taken in respect thereof.

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board of Directors.

The terms of reference of Audit Committee and other details including number of Meetings held, are provided in the Corporate Governance Report, which forms part of this Board's Report.

NOMINATION AND REMUNERATION COMMITTEE:

The Company complies with the provisions related to Nomination and Remuneration Committee in terms of Section 178(1) of the Act and Regulation 19 read with Part D(A) of Schedule II of the Listing Regulations. The terms of reference of the Committee and other details including number of Meetings held, are set out in the Corporate Governance Report, which forms a part of this Boards' Report.

As of March 31, 2022, the Nomination and Remuneration Committee of the Board of Directors of the Company, which consists entirely of the Independent Directors, comprised of 3 (three) Members namely:

Sr. No.	Name of Member	DIN	Designation	Category
1	Mr. Sanjiv N. Shah	00007211	Chairman	Independent Director
2	Mr. Prakash V. Mehta	00001366	Member	Independent Director
3	Mr. Jairaj C. Thacker	00108552	Member	Independent Director

The Nomination and Remuneration Committee is entrusted with the responsibility of screening and selection process of new Directors and KMPs. The Committee develop strategies on people agenda, Talent Management Initiatives and criteria for appointment of Independent Directors, Non-Executive Directors and Executive Directors in compliance with the Act and the Listing Regulations.

The Company follows a Nomination and Remuneration policy in accordance with the provisions of the Act and the Listing Regulations to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company. The said "Nominations and Remuneration Policy" is available on the Company's website at, https://www.bharatbijlee.com/media/1208/bbl_nomination-and-remuneration-policy_27052021.pdf.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company has constituted a Stakeholders' Relationship Committee with an objective to monitor and resolve the grievances of the security holders of the Company. As on March 31, 2022, the Committee comprised of 4 (four) Members namely:

Sr. No.	Name of Member	DIN	Designation	Category
1	Mr. Prakash V. Mehta	00001366	Chairman	Independent Director
2	Mr. Sanjiv N Shah	00007211	Member	Independent Director
3	Mr. Nikhil J. Danani	00056514	Member	Executive Director
4	Mr. Nakul P. Mehta	00056561	Member	Executive Director

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers/transmissions, non-receipts of annual reports, issuance of duplicate shares, exchange of new share certificates, recording dematerialization/rematerialization of shares and related matters.

The Committee also reviews the various measures taken for reducing the quantum of unclaimed dividends and ensures timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company. The Committee reviews the measures taken for effective exercise of voting rights by shareholders and adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent

There are no complaints pending to be resolved at the end of the year under review. The Company has a dedicated e-mail address: investorcare@bharatbijlee.com for shareholders to communicate their grievances. Dividend reconciliation requests were duly acted upon by the Company.

The detailed terms of reference of the Committee and other details including number of Meetings held, has been provided in the Corporate Governance Report.

Shareholders Complaints are redressed through SEBI Complaints Redress System (SCORES).

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Your Company believes that CSR activities are not mere charity or donations, they reflect the manner in which the business is conducted by directly focusing on the needs of the Society at large and evolves its relationships with stakeholders for the common good, and demonstrates its commitment in this regard.

The Company has constituted a Corporate Social Responsibility (CSR) Committee in line with Section 135 of the Act 2013 read with the Companies (Corporate Social

Responsibility Policy) Rules, 2014, to review and monitor the CSR policy and the CSR activities undertaken by the Company. The Committee recommends the CSR projects to be undertaken by the Company and also monitors its implementation status.

As on March 31, 2022, the Committee comprised of 4 (four) Members namely:

Sr. No.	Name of Member	DIN	Designation	Category
1	Mr. Nakul P. Mehta	00056514	Chairman	Executive Director
2	Mr. Shome N. Danani	00217787	Member	Executive Director
3	Mr. Jairaj C. Thacker	00108552	Member	Independent Director
4	Mrs. Mahnaz A. Curmally	06907271	Member	Independent Director

During the year under review :

- i. the Company has spent ₹ 25,00,000/- on an On-going CSR Project - Magic Bus Adolescent Education Program, Airoli, Navi Mumbai;
- ii. the Company has spent ₹ 1,04,13,480/-, for carrying out a CSR Programme - the "COVID-19 Vaccination Programme", as against ₹ 1,00,04,700, being the CSR obligation to be spent in the F.Y. 2021-2022.

The Annual Report on CSR activities that includes details about brief outline on CSR Policy developed and implemented by your Company, Composition of CSR Committee and CSR initiatives taken during the financial year 2021-2022 in accordance with Section 135 of the Act and other details required to be disclosed as per the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, is set out at **Annexure I**, forming part of this Board's Report.

RISK MANAGEMENT COMMITTEE:

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established a Risk Management Committee in line with the provisions of Regulation 21 read with Part D of Schedule II of the Listing Regulations,

As on March 31, 2022, the Risk Management Committee of the Board comprised of five (5) Members, the details of which are mentioned herein under:

Sr. No.	Name of Member	DIN	Designation	Category
1	Mr. Sanjiv N. Shah	00007211	Chairman	Independent Director
2	Mr. Nikhil J. Danani	00056514	Member	Executive Director
3	Mr. Nakul P. Mehta	00056561	Member	Executive Director
4	Mr. Shome N. Danani	00217787	Member	Executive Director
5	Mr. Yogendra S. Agarwal	—	Member	CFO

The detailed terms of reference of the Committee and other details including number of Meetings held, has been provided in the Corporate Governance Report.

The “Risk Management Policy” is hosted on Company’s Website at https://www.bharatbijlee.com/media/1206/bbl_risk-management-policy_04082021.pdf.

EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

Pursuant to the provisions of Section 178(2) the Act, Regulation 17(10) of the Listing Regulations and the Guidance Note issued by SEBI, the Board of Directors of the Company, at its Meeting held on February 09, 2022 through video conferencing, evaluated the annual performance of Individual Directors, Board as a whole and all the Committees of the Board viz., Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Banking Committee on the basis of performance evaluation criteria approved by the Nomination and Remuneration Committee of the Company.

Further, In accordance with the provisions of Schedule IV of the Act and Regulation 25(3) of the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on February 09, 2022, through video conferencing, where the Independent Directors of the Company assessed the annual performance of Non-Independent Directors, Board and Chairman of the Company, on the basis of performance evaluation criteria approved by the Nomination and Remuneration Committee of the Company.

Responses of the Directors were sought by way of a structured questionnaire covering various aspects of the Board’s and Committee’s functioning such as adequacy, effectiveness, diversity etc of the Board and on the structure, composition

of Committees, attendance, participation, fulfillment of the functions etc. The observation / outcome of the evaluation was discussed and presented to the Chairman of the Board at the Meeting held on February 09, 2022.

Broadly, the Directors expressed their satisfaction with the evaluation process and the outcome. Further, based on the evaluation, Company expects the Board of Directors to continue to play a constructive and meaningful role in creating value for all the stakeholders in the ensuing years.

BOARD DIVERSITY POLICY:

The Company has in place a Board Diversity Policy, which is hosted on the website of the Company, <https://www.bharatbijlee.com/>. The criteria for determining qualification, positive attributes, and independence of Directors are as per the Board Diversity Policy, Listing Regulations, and the Act.

VIGIL MECHANISM POLICY:

The Company has a “Whistle Blower Policy”, in line with the provisions of Section 178(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of the Listing Regulations, for the highest degree of transparency, integrity and accountability.

As a part of the said Policy, appropriate avenues are provided to the Directors and employees of the Company, to report their genuine concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behavior, actual or suspected fraud, or violation of the Company’s code of conduct etc.

Details of “Vigil Mechanism Policy” are available on the internal employee portal as well as the website of the Company, i.e., https://www.bharatbijlee.com/media/15062/bbl_whistle-blower-policy.pdf. The Policy provides that the Company investigates such reported matters in an impartial manner and takes appropriate action to ensure that requisite standards of confidentiality, professional and ethical conduct are always upheld.

The Policy also provides for direct access to the Chairperson of the Audit Committee. During the financial year under review, no employee has been denied access to the Chairman of the Audit Committee. Also, Whistle blower complaints, if any and their redressal are discussed at the meeting of Audit Committee of the Board. During the financial year under review, no such complaints were received.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

Your Company gives prime importance to the dignity and respect of its employees irrespective of their gender or hierarchy and expects responsible conduct and behaviour on the part of employees at all levels.

To foster a positive workplace environment, free from harassment of any nature, your Company has institutionalized the 'Policy for Prevention and Redressal of Sexual Harassment' in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (hereinafter referred as "the said Act") and Rules made there under, through which we address complaints of sexual harassment at the all workplaces of the Company. The said policy has been uploaded on the internal portal of the Company for information of all employees.

As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee ('ICC') at the Registered Office, Works and at all the Regional Offices of the Company to deal with the complaints received by the Company pertaining to gender discrimination and sexual harassment at workplace.

The ICC has been constituted covering the offices at Mumbai / Navi Mumbai, consisting of the following Members:

Sr. No.	Name of Officer	Designation	Position in Committee
1.	Ms. Aarti Madhankar	General Manager, Human Resources	Presiding Officer
2.	Mr. Durgesh N. Nagarkar	Company Secretary & Senior General Manager	Member
3.	Mr. Nitin R. Rathod	General Manager, Employee Relations	Member
4.	Ms. Kirti Kelkar	Business Controller - Motors	Member
5.	Ms. Renu Rao	General Manager - Business Solutions (Information Technology)	Member

Also, each branch of the Company, has its own ICC consisting of officers from Serial no. 1, 3 and 4, as mentioned herein above, along with two more members employed at the branches, one of them consisting of a woman employed in those respective branches.

Further, as per the provisions of Section 21 & 22 of the said Act, the Report on the details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No.	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end on the financial year under review
1.	Nil	Nil	Nil

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(3)(c) read with Section 134(5) of the Act, the Board of Directors hereby confirms that:

- a. in the preparation of the Annual Financial Statements for the Year ended March 31, 2022, the Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013, as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI) have been followed along with proper explanations relating to material departures, if any;
- b. such accounting policies have been selected and applied consistently and the Directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the Profit 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 this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

TRANSFER OF UNCLAIMED EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) SUSPENSE ACCOUNT:

Pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), the dividend which remains unclaimed / unpaid for a period of seven (7) years from the date of transfer to the

unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') established by the Central Government. Also, according to the IEPF Rules, the shares in respect of which dividend has not been paid / claimed by the Shareholders for seven (7) consecutive years or more, shall also be transferred to demat account created by the IEPF Authority.

However, the Shareholders are entitled to claim their shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF, i.e., on www.iepf.gov.in.

Please note, during the year under review, there was no amount or share(s) which was required to be transferred to the Investors Education and Protection Fund as per the provisions of Section 125(2) of the Act, as the Company did not declare a dividend for the F.Y. ended on March 31, 2014.

The details of Nodal Officer of the Company, in line with the provisions of IEPF Regulations are available on the Company website and can be accessed through the link :

<https://www.bharatbijlee.com/company/investor-relations/investor-contact/>

PARTICULARS OF EMPLOYEES AND REMUNERATION:

Information as required under the provisions of Section 197(12) of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) / amendment(s) / re-enactment thereof, for the time being in force), is set out in **Annexure II** hereto, which forms part of this Board's Report.

CORPORATE GOVERNANCE:

Your Company upholds the standards of governance and is compliant with the Corporate Governance provisions as stipulated under SEBI Listing Regulations. A separate Report on Corporate Governance is annexed as **Annexure IV**, and forms integral part of this Board's Report along with the requisite Compliance Certificate as required under Part E of Schedule V of the Listing Regulations, issued by Messrs N. L. Bhatia and Associates, Practicing Company

Secretaries, Mumbai, Secretarial Auditors of the Company, pertaining to the compliance of conditions of Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS (MDA) REPORT:

Pursuant to Regulation 34(2)(f) read with Schedule V of the Listing Regulations, a separate Report on Management Discussion and Analysis ('MDA') forms part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT:

In line with Regulation 34(2)(f) of the Listing Regulations, a Business Responsibility Report (BRR) forms an integral part of this Boards' Report, as **Annexure VI**.

STATUTORY AUDITOR AND THEIR REPORT:

Messrs Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number : 117366W/W-100018), Mumbai, on the recommendation of the Audit Committee and as approved by the Board, were appointed as Statutory Auditors of the Company, at the 70th Annual General Meeting (AGM) of the Company, held on Friday, June 30, 2017, for a period of five (5) consecutive years, commencing from the conclusion of the 70th AGM till the conclusion of the 75th AGM of the Company, subject to ratification by the Members of the Company in each of the subsequent years during the said term of their appointment.

However, Ministry of Corporate Affairs (MCA), vide its Notification dated May 07, 2018, has omitted the requirement under the first proviso to Section 139 of the Act and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, pertaining to ratification of appointment of Statutory Auditors, by Members at every subsequent AGM.

Consequently, Messrs Deloitte Haskins & Sells LLP, Chartered Accountants, will complete their first (1st) Term of five (5) consecutive years, as the Statutory Auditors of the Company at the conclusion of the 75th AGM of the Company.

In terms of section 139 (2) (b) of the Act, an Audit firm is entitled to be appointed or re-appointed as the Statutory Auditor of the Company for a maximum of two terms of five (5) consecutive years.

Messrs Deloitte Haskins & Sells, Mumbai has been converted to a Limited Liability Partnership (LLP), with the name Deloitte Haskins & Sells LLP ("DHS LLP" or "Firm"), w.e.f. November 20, 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has

around 4000 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

Messrs Deloitte Haskins & Sells LLP, has capability to serve a large organization with a Manufacturing Unit and various Branches, like Bharat Bijlee, with the Products catering from Transformers to Electric Motors, Drives & Automation Systems and Magnet Technology Machines; Audit Experience, the Audit Team and Market Standing; technical knowledge etc.

The Board of Directors at its Meeting held on May 19, 2022, (based on the recommendations of the Audit Committee meeting held on the same date) and subject to approval of Members / Shareholders at the ensuing 75th AGM, re-appointed Messrs Deloitte Haskins & Sells LLP Chartered Accountants (ICAI Firm Registration Number : 117366W/W-100018), Mumbai, as Statutory Auditors of the Company, for a second (2nd) Term of five (5) consecutive years, commencing from the conclusion of the ensuing 75th AGM till the conclusion of the 80th AGM of the Company, for conducting Statutory Audit for the Financial Year 2022-2023 to 2026-2027, at such remuneration plus applicable tax and reimbursement of out-of pocket expenses incurred by them during the course of audit, as Board of Directors / Audit Committee may fix in this behalf.

The proposed auditors, Messrs Deloitte Haskins & Sells LLP, Chartered Accountants have confirmed that their appointment, if made, shall be in accordance with the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time).

OBSERVATIONS OF STATUTORY AUDITORS ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022:

The Auditor's report given by Messrs Deloitte Haskins & Sells, LLP, Statutory Auditors, on the Financial Statements of the Company, for the year ended March 31, 2022, forms part of the Annual Report. There has been no qualification, reservation or adverse remark or any Disclaimer in their Report.

REPORTING OF FRAUDS:

There have been no frauds reported by the Auditors, under sub section (12) of Section 143 of the Act (including amendments), during the financial year under review, to the Audit Committee or the Board of Directors and hence, as such there is nothing to report by the Board under Section 134 (3)(ca) of the Act.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING:

Pursuant to Clause 9 of the Revised Secretarial Standard – 1 (SS-1), your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, during the Financial Year under review.

SECRETARIAL AUDITORS AND THEIR REPORT:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Mumbai (Firm Registration No.: P1996MH055800), as its Secretarial Auditor to undertake the secretarial audit of the Company for the financial year 2021-2022.

The Report on Secretarial Audit for the financial year 2021-2022, in Form MR-3, as **Annexure V**, forms integral part of this Board's Report. There has been no qualification, reservation or adverse remark or any Disclaimer in their Report.

In terms of Section 204 of the Act, on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on May 19, 2022, appointed Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Mumbai, (Firm Registration No.: P1996MH055800), as the Secretarial Auditors of the Company for the financial year 2022-2023. The Company has received their consent for the said appointment.

ANNUAL SECRETARIAL COMPLIANCE REPORT

Pursuant to the Regulation 24A of the Listing Regulations, read with SEBI Circular No CIR/CFD/CMD1/27/2019, dated February 08, 2019, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries carried out the audit for the financial year 2021-2022, for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. There has been no qualification, reservation or adverse remark or any Disclaimer in their Report.

The said Annual Secretarial Compliance Report for the financial year 2021-2022, was filed with Stock Exchange(s), i.e. on BSE Limited and on National Stock Exchange of India Limited, within 60 days from the financial year ended March 31, 2022.

COST AUDITORS AND THEIR REPORT:

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 (including any amendment(s), modification(s), variation or re-enactment thereof for the time being in force), and as per the recommendation of the Audit Committee, the Board of Directors at its Meeting dated May 19, 2022, have appointed Messrs P. M. Nanabhoy & Co., Cost Accountants (Firm Registration No.: 000012), as the Cost Auditors of the Company, for the financial year 2022-2023, to audit the cost records of Electric Motors, Power Transformers, Drives and Magnet Technology Machines, at a remuneration as mentioned in the Notice of the 75th AGM.

A Certificate from Messrs P. M. Nanabhoy & Co., has been received to the effect that their appointment as Cost Auditors of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and the Rules framed there under.

A resolution seeking Member's approval for the remuneration payable to Cost Auditors forms part of the Notice convening 75th AGM of the Company and the same is recommended for approval of Members.

The Cost Audit Report for the financial year ended March 31, 2021, issued by Messrs P. M. Nanabhoy & Co., Cost Auditors, in respect of the various products prescribed under Cost Audit Rules does not contain any qualification(s), reservation(s) or adverse remark(s) and the same was filed with the Ministry of Corporate Affairs on August 28, 2021. The Cost Audit Report for the financial year ended March 31, 2022 will be filed with the Ministry of Corporate Affairs within stipulated time.

DISCLOSURE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the financial year under review, no Corporate Insolvency Resolution Process (CIRP) was Initiated against your Company, under the "Insolvency and Bankruptcy Code, 2016" (IBC) (as amended).

EXTRACT OF ANNUAL RETURN:

Pursuant to amendment of Rule 12 of Companies (Management and Administration) Rules, 2014 by MCA, wherein, instead of attaching an extract of annual return to the Directors' Report, the Company can host a copy of Annual Return on the website of the Company and a web link of the same to be given in the Directors' Report.

Accordingly, a copy of Annual Return for the financial year ended March 31, 2022, is available on the website of the Company at the below link: <https://www.bharatbijlee.com/company/investor-relations/disclosures/annual-return/>

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

The particulars as required under the provisions of Section 134(3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure III** which forms part of this Board's Report.

MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT:

Except as disclosed elsewhere in this Board's Report, no material changes and commitments which could affect the Company's financial position have occurred since the close of the financial year, i.e., March 31, 2022, till the date of this Board's Report. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

For the year under review and till the date of this Board's Report, there are no significant and / or material orders passed by the Regulator(s) or Court(s) or Tribunal(s) impacting the going concern status of the Company and its business operations in future.

GENERAL:

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

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. Issue of Shares (including sweat Equity shares) to employees of the Company under any Scheme save and except ESOS referred to in this Report;
3. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3) (c) of the Act).

APPRECIATION:

Your Directors take this opportunity to gratefully acknowledge the co-operation and support received from the shareholders, suppliers, vendors, customers, bankers, business partners / associates, channel partners, financial

institutions, Regulatory / Government authorities to the Company.

Your Directors place on record their deep appreciation to all its stakeholders including employees at all levels for their hard work, dedication and commitment, in particular during this unprecedented year. The enthusiasm and unstinting efforts of all the employees and workers have enabled the Company to maintain its position.

Directors look forward to your continuing support.

For and on behalf of the Board of Directors

Prakash V. Mehta

DIN 00001366

Chairman

Place: Mumbai

Date: July 28, 2022

ANNEXURE I
ANNUAL REPORT ON CSR ACTIVITIES
1. A brief outline of the CSR policy of the Company:

In line with the prescribed provisions of the Companies Act, 2013 and Rules made thereunder, your Company has a well framed Corporate Social Responsibility (CSR) Policy in place.

The said CSR Policy naturally flows from our stated Corporate Vision “To be the most trusted Indian electrical engineering company through our passion for technology and customer centricity”. The aim is to play a catalytic role in the sustainable socio-economic development in the regions where the Company is located or where its interests lie, attempting to create an enabling working environment for the Company as well as sustained regional development.

The framework of our CSR policy rests on principles of:

— Empowerment:

Bharat Bijlee will strive to empower the members of the community to lead a better life by providing them ways and means to improve their education levels and vocational skills. We will also encourage entrepreneurship and self-employability;

— Employee Participation:

Our employees are our hearts, minds and hands when it comes to fulfilling our social responsibility. The initiatives run by Bharat Bijlee will be conducted through employee volunteering, be it education, vocational training or any other activity. The ownership, accountability and achievement of milestones in our social endeavors are best achieved by the motivation and drive of the individual members of the Bharat Bijlee *parivar*.

— Environment:

As an organization in the electrical engineering sector we are aware of our responsibility to the environment. As our contribution towards environmental sustainability we will strive to ensure the highest levels of energy efficiency in our products and production processes. We will also encourage practices of recycling and afforestation.

2. The composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Nakul P. Mehta	Chairman – Managing Director	3	3
2.	Mr. Shome N. Danani	Member – Whole-time Director	3	3
3.	Mr. Jairaj C. Thacker	Member – Non-Executive Independent Director	3	3
4.	Ms. Mahnaz A. Curmally	Member – Non-Executive Independent Director	3	3

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

The weblink for CSR committee composition, CSR Policy and CSR Projects are as under:

CSR committee composition	https://www.bharatbijlee.com/company/investor-relations/board-board-committees/
CSR Policy	https://www.bharatbijlee.com/media/19986/bbl_csr-policy_11032021.pdf
CSR Project (2021-2022)	https://www.bharatbijlee.com/media/21025/bbl_list-of-csr-projects-2021-2022.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable as the total CSR Expenditure is below ₹ 10 crores.

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
1.	–	–	–

6. Average Net Profit of the Company as per Section 135 (5): ₹ 50,02,36,143/-

7. (a) Two percent of average net profit of the Company as per section 135(5):
₹ 1,00,04,700/-

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 1,00,04,700/-

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Sec 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
1,29,13,480/-	–	–	NA	NIL	NA

- (b) **Details of CSR amount spent against Ongoing Projects for the financial year:**

Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project (State / District)	Project Duration (in Years) #	Amount Allocated for the Project (in ₹)	Amount Spent in the Current Financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name/ CSR Registration No.
1.	Magic Bus Adolescent Education Program, Airoli, Navi Mumbai	Promoting Education	Yes	Maharashtra Airoli, Navi Mumbai	4	96,98,500/-	25,00,000/-	51,98,500/-	No	Magic Bus India Foundation / CSR00001330

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

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/No)	Location of the Project	Amount spent for the Project (₹ In Lakhs)	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
1.	COVID-19 Vaccination Programme	Item No. (i) Item No. (xii) Promoting Healthcare including preventive Healthcare and Disaster Management	Yes	Rabale, Airoli, Turbhe, Kopar Khairane, Ghansoli and Nerul (under Navi Mumbai Municipal Corporation)	1,04,13,480/-	Yes	-

(d) Amount spent in Administrative Overheads: NIL

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 1,29,13,480/-

(g) Excess amount for Set off, if any: Not Applicable

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount Spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of Transfer	
1.	2020-2021	76,98,500/-	25,00,000/-	N.A.	NIL	N.A.	51,98,500/-
2.	2019-2020	N.A.	20,00,000/-	N.A.	NIL	N.A.	76,98,500/-
3.	2018-2019	N.A.	NIL	N.A.	NIL	N.A.	23,29,900/-

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

Sl. No.	Project ID	Name of the Project	Financial Year in which the Project was commenced	Project duration	Total amount allocated for the Project (in ₹)	Amount spent on the Project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the Project – Completed/ Ongoing
1.	-	Magic Bus Adolescent Education Program, Airoli, Navi Mumbai	2020-2021	4 Years	96,98,500/-	25,00,000/-	45,00,000/-	Ongoing

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

Not Applicable

- (a) Date of creation or acquisition of the capital asset(s): Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital Asset: Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset: Not Applicable

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

Based on one of our CSR principles, the Company shall strive to empower the members of the community to lead a better life by providing them ways and means to improve their education levels and vocational skills. We will also encourage entrepreneurship and self-employability.

Accordingly, having examined and evaluated the proposals of multiple NGOs who could actively support and channelize the projects which would have substantial social impact and will benefit the underprivileged to improve the quality of life, the Board on the recommendation of CSR Committee, unanimously opted for 'Magic Bus India Foundation' as the CSR Implementation Partner through which CSR activities in line with Schedule VII of the Companies Act, 2013 and the CSR Policy shall be undertaken on behalf of the Company.

As stated under serial number 9(b) herein above, it is to be noted that the project "Magic Bus Adolescent Education Program, Airoli, Navi Mumbai", is to be completed over a period of four years. Accordingly, an amount of ₹ 96,98,500/-, shall be spent in a phased manner depending upon the project's requirement. As reported hereinabove, ₹ 45,00,000/ has already been spent as on March 31, 2022 and the remaining amount of ₹ 51,98,500/- has been transferred to the Unspent CSR Account, opened with HDFC Bank Ltd., which shall be spent during the financial years 2022-2023 and 2023-2024.

12. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company:

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy has been carried out with all reasonable care and diligence and the same is in compliance with the CSR objectives and the policy of the Company.

Sd/-

NIKHIL J. DANANI

DIN: 00056514

Vice Chairman and Managing Director

Date : July 28, 2022

Place : Mumbai

Sd/-

NAKUL P. MEHTA

DIN: 00056561

Vice Chairman and Managing Director

(Chairman of CSR Committee)

ANNEXURE II
1. Disclosure in Board's Report 2021-2022 as per the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)

Sr. No.	Disclosure Requirement	Disclosure Details		
		Name of the Directors	Category	Ratio
1.	The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2021-2022	Mr. Nikhil J. Danani	Vice Chairman & Managing Director	96.49
		Mr. Nakul P. Mehta	Vice Chairman & Managing Director	96.49
		Mr. Shome N. Danani	Executive Director	63.70
2.	The percentage increase in remuneration of each Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2021-2022	Mr. Nikhil J. Danani	Vice Chairman & Managing Director	* 127.73
		Mr. Nakul P. Mehta	Vice Chairman & Managing Director	* 127.73
		Mr. Shome N. Danani	Executive Director	* 119.44
		Mr. Durgesh N. Nagarkar	Company Secretary	* 29.35
		Mr. Yogendra S. Agarwal	Chief Financial Officer	* 43.79
3.	The percentage increase in the median remuneration of employees in the financial year 2021-2022	The median remuneration of the employees of the Company in the financial year 2021-2022 is ₹ 4,99,852/- p.a. The median remuneration of the employees for the year under review increased by 3.47% compared to previous financial year.		
4.	The number of permanent employees on the rolls of Company	There were 955 permanent employees of Bharat Bijlee Limited as on March 31, 2022.		
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	For the employees other than managerial personnel who were in employment the whole of FY 2020-2021 and FY 2021-2022, the average increase is 16.07%. Average increase for Key Managerial Personnel is 36.39%		
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes		

* The years 2020-2021 and 2021-2022 are not comparable due to salary cuts accepted by all employees / MDs/ WTD during the Covid lockdown in the year 2020-2021.

2. Statement Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014 (as amended)

Name of employee	Designation of employee / Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	Age of such employee	Last employment held by such employee before joining the Company	% of equity shares held by the employee in the Company	Remuneration (Amount In ₹)
Nikhil J. Danani	Vice Chairman & Managing Director	B.E. (Mech.) M.B.A. (Rutgers University, USA)	02.05.1975	73	I.B.M. New Jersey; Research Assistant 6 months	6.01	4,82,30,300/-
Nakul P. Mehta	Vice Chairman & Managing Director	B.Sc. B.S. Mech. Engg.; M. S. Engg., Mechanical	30.04.1984	64	NIL	3.31	4,82,30,300/-
Shome N. Danani	Whole-time Director	Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan, USA; Masters Degree in Business Administration from INSEAD, France	01.01.2009	44	NIL	0.05	3,18,38,600/-

Mr. Nikhil J. Danani and Mr. Shome N. Danani are related to each other.

ANNEXURE III

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	<p>Transformer Division: Conventional tube lights, Hi-bay metal halide lamps & office PL lamps were replaced by suitable energy efficient LED light fittings, resulted in energy saving of 34770 Units during FY 2021-22</p> <p>Motors Division: 1) Installed more energy efficient lights in place of less energy efficient/conventional lights resulted in saving of ₹ 4.83 Lakhs/Annum details are as below:</p> <ul style="list-style-type: none"> * Installed 80W LED lights (5 Nos.) in place of 96W Dom-lite (5 Nos.) * Installed 30W LED fitting (33 Nos.) in planning, CTTF, transit camp in place of 56W (31 Nos.) * HVLS Fan 1100W installed at Machine shop/p2 assembly/pressure testing /Vertical line packing / N line assembly & packing (7 Nos.) in place of wall mounting fan 350W (57 Nos.) * Installed 18 watt LED (35 Nos.) on Painting booth in place of 40W (35 Nos.) conventional fitting * Installed Coolie make hoist (1.25Kw) in place of Swift make hoist (2.5Kw). <p>MTM Division</p> <ul style="list-style-type: none"> • HVLS fans installed in Phase II expansion project • LED Light fittings indoor and outdoor
Steps taken by the company for utilizing alternate sources of energy	<p>None</p>
Capital investment on energy conservation equipments	<p>Transformer Division</p> <ul style="list-style-type: none"> • Approx. ₹ 4.10 Lakh for installation of energy efficient LED light fittings. <p>Motor Division</p> <ul style="list-style-type: none"> • 80 W LED lamps (5 Nos.) - 0.27 Lakh • 30 W LED lamps (33 Nos.) - 0.66 Lakh • HVLS fan (7 Nos.) - 10.18 Lakh • 18 W LED lamps (35 Nos.) - 0.12 Lakh • Coolie make hoist (1.25Kw) - 1.66 Lakh <p>MTM Division</p> <ul style="list-style-type: none"> • HVLS Fans – ₹ 2.5 Lakh • LED lights – ₹ 1.4 Lakh • Battery operated Tools – ₹ 0.4 Lakh

(B) Technology absorption:

Efforts made towards technology absorption	<p>Motors Division</p> <p>Following machine/Tooling installed:</p> <ul style="list-style-type: none"> • Co-ordinate measurement machine (CMM) 12X30X10 machine global lite in Quality inspection • 10T EOT crane installation for LME 3 line. • Balancing machine for traction rotors. • 2 nos. LMW CNC machine installed for rotor turning • Separate 4KG Air Supply provision for energy conservation and minimize wastage of paint. • Provision of Festoon assembly kit for testing plug & resistance meter cable. <p>MTM Division</p> <p>Following equipment installed and commissioned in Phase IIA expansion project:</p> <ul style="list-style-type: none"> • Plant expansion – 750 M² area added • Crane 5T – 1 no. • EOT Crane 2T – 2 nos. • Spenics Coil Winding machine • Hydraulic press 20T – 1 no. • Rotor balancing Machine 50 Kg – 1 no. • NH32 Center lathe – 1 no. • Paint Booth – 1 no. • Conveyors – 15 meters • Back EMF test setup – 1 no. • No load test setup – 3 nos. • KARDEX Vertical carousel – 1 no. • Vertical storage racks for RM & FG - • Articulated Forklift – 1 no. • Scissor lift for container stuffing – 1 no. • Battery operated pallet trucks – 2 nos. • Aerial Work Platform (AWP) – 1 no. • QC workstations – 2 nos. • Magnet pasting workstations – 2 nos.
Benefits derived like product improvement, cost reduction, product development or import substitution	<p>Motors Division</p> <ul style="list-style-type: none"> • More Precise measurements. • Reduction in production lead time & increased Flexibility. • Quality improvement. • Maintenance cost saved after replacement of LED light fitting and also illumination levels improved. <p>MTM Division</p> <ul style="list-style-type: none"> • Production capacity added (up to 1325 nos. per month) • Servo Motors manufacturing in India is an import substitute

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• Details of technology imported	None
• Year of import	N.A.
• Whether the technology has been fully absorbed	N.A.
• If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
• Expenditure incurred on Research and Development	N.A.

(C) Foreign exchange earnings and Outgo:

	1st April, 2021 to 31st March, 2022 (Current F. Y.)	1st April, 2020 to 31st March, 2021 (Previous F. Y.)
	Amount (₹ in Lakhs)	Amount (₹ in Lakhs)
Actual Foreign Exchange earnings	1822.64	1661.63
Actual Foreign Exchange outgo	4136.71	2531.11

ANNEXURE IV**CORPORATE GOVERNANCE REPORT****1) Company's Philosophy on Corporate Governance:**

We are a value-driven organisation with a strong track record in corporate governance and ethics. We are committed to the adoption of highest standards of corporate governance and its adherence in all our activities and processes. Our business operations are conducted on principles of transparency, fairness, integrity, accountability and empowerment while maintaining high legal and ethical standards. Good corporate governance is the basis for all decision making in the Company, and comprises responsible value-based management with a focus on creating long-term prosperity for all its stakeholders.

The Company is in compliance with all the requirements relating to Corporate Governance in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

2) Board of Directors & Board Meetings:**a. Composition:**

Company's Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Board of Directors as at the end of March 31, 2022, comprised of nine (09) Directors, out of which five (05) are Independent, one (01) is Non-Executive Director, and three (03) are Executive Directors, which is in conformity with the requirement of Regulation 17 of the Listing Regulations. The Chairman of the Board is Non-Executive Independent Director. He is not a promoter nor related to promoters or to persons occupying management positions at Board level or at one level below the Board. The Non-Executive Directors account for 66.67% of the Board's strength against the minimum requirement of 50%. Independent Directors constitute 55.56% of the total strength of the Board as against one third (33.33%) required when the Chairman is a Non-Executive Director. The Non-Executive Directors and Independent Directors are all eminent professionals with experience in overall management, finance and law and have a wide range of skills and experience. The day to day operations of the Company are overseen by three Executive Directors, Mr. Nikhil J. Danani, Mr. Nakul P. Mehta (both Managing Directors), and Mr. Shome N. Danani (Whole-time Director, designated as Executive Director).

Mr. Shome N. Danani and Mr. Nikhil J. Danani are related to each other. None of the other Directors are related to any other Director.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Shome N. Danani (DIN 00217787), Whole-time Director of the Company, being longest in the office, shall retire by rotation at the ensuing 75th Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment.

b. Board Meetings:

Minimum four (04) prescheduled Board meetings are held every year (one meeting in every calendar quarter). Additional meetings are held to address specific needs of the Company. In case of any exigency / emergency, resolutions are also passed by circulation.

On account of pandemic of COVID-19, consequent lockdown and taking into consideration safety and health of the Board Members and other Invitees, all five (05) Board Meetings during the financial year 2021-2022 were held through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), in compliance with the provisions of Section 173 of the Companies Act, 2013 read with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014. The details of which are as under:

1. May 27, 2021
2. August 04, 2021
3. September 08, 2021
4. October 29, 2021 and
5. February 09, 2022.

In the path of digitization and with a view to ensure its commitment to Go-Green initiative of the Government, the Company circulates to its Directors, notes for Board / Committee Meetings through an electronic platform thereby ensuring high standards of security and confidentiality of Board / Committee Meeting Papers.

c. The composition of the Board, Directorships / Membership of Committee of other Companies as on March 31, 2022, No. of meetings held and attended during the financial year are under :

Necessary quorum was present in all the Board meetings. Further, as mandated by Regulation 26 of the Listing Regulations, None of the Directors on the Board is a member of more than ten (10) Committees or Chairman of five (05) Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all the Indian Public Companies in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Director.

None of the Directors hold office in more than ten (10) Public Companies. None of the Independent Directors of the Company serve as an Independent Director in more than seven (07) listed companies.

The names and categories of Directors, their attendance at the Board Meetings held during the year 2021-2022 and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in public limited Companies are given below:

Sr. No.	Name of the Director	Category of Directorship	No. of Board Mtgs. Attended	Attendance at last AGM held on 24 Sept. 2021	No. of Directorships of other Companies	Membership of Committees of other Companies		Sitting Fees for Board/ Committee meetings ₹	No. of Equity Shares held as on March 31, 2022
						As Member	As Chairman		
1.	Mr. Prakash V. Mehta Chairman (DIN 00001366)	Independent Non-Executive	5/5	YES	6*	7* [@]	6 [@]	4,80,000	325
2.	Mr. Nikhil J. Danani – Managing Director (DIN 00056514)	Executive Promoter	5/5	YES	–*	–	–	–	3,39,519
3.	Mr. Nakul P. Mehta- Managing Director (DIN 00056561)	Executive Promoter	5/5	NO	–*	–	–	–	1,86,830
4.	Mr. Shome N. Danani (DIN 00217787)	Executive	4/5	YES	–*	–	–	–	2,898
5.	Mr. Sanjiv N. Shah (DIN 00007211)	Independent Non-Executive	5/5	YES	–*	–	–	5,80,000	4,560
6.	Mr. Jairaj C. Thacker (DIN 00108552)	Independent Non Executive	4/5	YES	–*	–	–	3,90,000	–
7.	Ms. Mahnaz A. Curmally (DIN 06907271)	Independent Non Executive	5/5	YES	–	–	–	2,80,000	–
8.	Mr. Rajeshwar D. Bajaaj (DIN 00087845)	Independent Non Executive	5/5	YES	–*	–	–	2,50,000	–
9.	Mr. Ravi Chaudhry# (DIN 06728841)	Non-Executive	5/5	YES	–	–	–	2,50,000 ⁺	–
							Total	22,30,000	–

[@] includes membership in Nomination & Remuneration committee in 1 company and Chairman in 2 Companies.

* Excludes Directorship / Chairmanship in Pvt. Ltd. Companies.

Representative of LIC of India, an equity owner

d. Appointment / Re-appointment of Directors:

Pursuant to the provisions of Section 152 read with Section 149(13) of the Companies Act, 2013 and Regulation 36(3) of the Listing Regulations, Mr. Shome N. Danani (DIN 00217787), Whole-time Director of the Company, being longest in the office, shall retire by rotation at the ensuing 75th Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment.

e. Code of Conduct:

Company has adopted a Code of Conduct for its Board Members and Senior Management and has posted the Code on the website of the Company in terms of Regulation 17(5) of the Listing Regulations.

All Board Members and Senior Management Personnel in line with Regulation 26(3) of the Listing Regulations, have affirmed compliance with the applicable Code of Conduct, for the financial year ended March 31, 2022. A declaration to this effect, signed by the Managing Director, Mr. Nikhil J. Danani, forms part of this Report.

f. Board Independence:

Based on the confirmation / disclosures received from Directors, 5 Non-Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

There are no material pecuniary relationships or transactions between the independent Directors and the Company, except for sitting fees drawn by them for attending the Meetings of the Board and Committees thereof.

g. Directors' Induction & Familiarization:

Familiarization Programme details for the financial year 2021-2022 has been hosted on https://www.bharatbijlee.com/media/21029/bbl_familiarisation-prog_2021-2022.pdf

h. Board Evaluation:

Pursuant to the provisions of Section 178(2) of the Companies Act, 2013, Regulation 17(10) of the Listing Regulations and in accordance with the Guidance Note on Board Evaluation issued by SEBI in January 2017, the Annual Performance Evaluation of Board as a whole, various Committees of the Board, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Banking Committee and all the Directors was undertaken in the Board Meeting held on February 9, 2022. Directors expressed their satisfaction with the evaluation process.

Also, the Non-Independent Directors, Board and Chairman of the Company was evaluated by the Independent Directors of the Company in a separate meeting of Independent Directors held on February 9, 2022. Independent Directors expressed their satisfaction with the evaluation process.

i. A Chart or a Matrix setting out the skills / expertise / competence of the Board of Directors.

Sr. No.	Skills / Expertise / Competence / Experience	Particulars	Board of Directors
1	Business Strategy Planning and Risk minimization	Ability to strategise and plan in achieving effectiveness, perceiving and utilizing opportunities, mobilization of resources, meeting of challenges and threats, directing efforts and behavior and to formulate a comprehensive plan to enhance the Company's performance by minimizing risks and costs.	Mr. Prakash V. Mehta Mr. Nikhil J. Danani Mr. Nakul P. Mehta Mr. Shome N. Danani
2	Finance, Accounting, Legal and Commercial	Comprehensive knowledge and understanding of banking, finance and financial reports, treasury functions, management accounting, Accounting Standards, analyzing of financial statements, controls and budgets, effective procurement, understanding of legal acts/rules/laws and its applicability /compliance in business, managing of supply chain.	Mr. Sanjiv N. Shah Mr. Prakash V. Mehta Mr. Jairaj C. Thacker Mr. Rajeshwar D. Bajaj
3	Sales / Marketing / Brand Building	Comprehensive understanding of the product vis-à-vis the serviced markets, developing of strategies to increase market share of the products and customer base, brand building by overarching the image that represents the Company.	Mr. Nikhil J. Danani Mr. Nakul P. Mehta Mr. Shome N. Danani Ms. Mahnaz A. Curmally Mr. Ravi Chaudhry
4	Production Planning and Control	Understanding the business of the organization and planning of the manufacturing process, procurement of materials, routine & scheduling, quality control, testing, material control, inspection, machine tooling, logistic planning & dispatch.	Mr. Nikhil J. Danani Mr. Nakul P. Mehta Mr. Shome Danani

3) Audit Committee:

The Audit committee comprised of:

1. Mr. Sanjiv N. Shah Chairman & Independent Director
2. Mr. Prakash V. Mehta Independent Director
3. Mr. Jairaj C. Thacker Independent Director

All members of the Audit Committee are financially literate and Mr. Sanjiv N. Shah, a Chartered Accountant has the relevant accounting and related financial management expertise.

Mr. Durgesh N. Nagarkar, Company Secretary, acts as the Secretary of the Committee.

The Managing Directors, The CFO & Vice President: Finance, General Manager: Internal Audit, General Manager – Cost and Management Accounting attend the Audit Committee meetings by invitation. Statutory Auditors and Cost Auditors are also invited to attend the meetings.

a. Meetings & Attendance:

The Audit Committee had four (4) meetings during the Financial year 2021-2022 and were held on the following dates:

1. May 27, 2021
2. August 04, 2021
3. October 29, 2021 and
4. February 09, 2022

Mr. Prakash V. Mehta and Mr. Sanjiv N. Shah attended all four (04) meetings, and Mr. Jairaj C. Thacker attended three (03) meetings.

- b.** The terms of reference of the Audit Committee are in line with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

The terms of reference of Audit Committee are briefly described as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I 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. Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of fees paid to the Statutory Auditor and all entities in the network firm / network entity of which the Statutory Auditor is a part is presented below:

₹ in lakhs

Particulars	31 st March, 2022	31 st March, 2021
Audit Fees	24.00	24.00
Tax Audit Fees	4.00	4.00
Others	14.50	26.89
Reimbursement of Out of Pocket Expenses	-	0.52

4) Nomination and Remuneration Committee (NRC):

Remuneration committee comprised of:

- 1) Mr. Sanjiv N. Shah Chairman & Independent Director
- 2) Mr. Prakash V. Mehta Independent Director
- 3) Mr. Jairaj C. Thacker Independent Director

Mr. Durgesh N. Nagarkar, Company Secretary, acts as the Secretary of the Committee.

The Nomination and Remuneration Committee Meeting during the financial year 2021-2022 was held on May 27, 2021 and was attended by all 3 members.

The terms of reference and role of the Nomination & Remuneration Committee are under as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations):

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

- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- v. 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.

a. Remuneration of Executive Directors:

The total remuneration payable to the Managing Directors/ Executive Director for the financial year 2021-2022 is as under:

Name	Salary	Perquisites	Commission Payable for the FY 2021-2022	Total
Mr. Nikhil J. Danani	84,00,000	1,05,00,000	2,93,30,300	4,82,30,300
Mr. Nakul P. Mehta	84,00,000	1,05,00,000	2,93,30,300	4,82,30,300
Mr. Shome N. Danani	54,60,000	68,25,000	1,95,53,600	3,18,38,600

The Managing Directors and Executive Director are paid remuneration as approved and recommended by Nomination and Remuneration Committee and Board of Directors and by Shareholders of the Company.

There is no pecuniary relationship or transactions of the Non-executive Directors vis-a-vis the Company and as per the present criteria, only sitting fees is paid to the Non-Executive Directors for attending the Meetings.

b. Performance Evaluation criteria for Independent Directors:

Pursuant to Section 149 of the Companies Act, 2013 read with Schedule IV, annual performance evaluation of Independent Directors was carried out by the entire Board of Directors excluding the Directors being evaluated. Evaluation forms were circulated to the respective Directors with a request to send the completed forms addressed to the Chairman of the Board of Directors.

The Board thereafter reviewed the evaluation of each Independent Director and expressed that the performance of each Independent Director was good and that the established process of evaluation was also satisfactory.

c. Nomination & Remuneration Policy

The Company has a Nomination and Remuneration Policy and the same has been displayed on the website of the Company i.e. <https://www.bharatbijlee.com/>.

5) Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee comprised of

1. Mr. Prakash V. Mehta Chairman & Independent Director
2. Mr. Sanjiv N. Shah Independent Director
3. Mr. Nikhil J. Danani Executive Director
4. Mr. Nakul P. Mehta Executive Director

Mr. Durgesh N. Nagarkar, Company Secretary, acts as the Secretary of the Committee.

The Committee has met once, on February 09, 2022, wherein all Members were present. The total number of grievances received and resolved by the Committee to the satisfaction of the shareholders was 5, related to non-receipt of dividend and Annual Report. There were no requests for share transfer / transmission / deletions of names etc. pending as on March 31, 2022 and all such requests were processed and delivered within thirty days (30 days) of lodgment with the Company.

Mr. D. N. Nagarkar, Company Secretary has been designated as the Compliance Officer of the Company as per the requirement of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

a. Terms of Reference:

- Resolve 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.;
- To review of measures taken for effective exercise of Voting Rights by Shareholders;
- To review of adherence to the Service Standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- 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.

The Board of Directors has also delegated the power of approving transfer/transmission / issue of duplicate share certificates to a Share Transfer Committee.

6) Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility Committee comprised of

1. Mr. Nakul P. Mehta Chairman, Managing Director
2. Mr. Shome N. Danani Executive Director
3. Mr. Jairaj C. Thacker Independent Director
4. Ms. Mahnaz A. Curmally Independent Director

Mr. Durgesh N. Nagarkar, Company Secretary, acts as the Secretary of the Committee.

Terms of Reference:

- i. Formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII and the prescribed Rules under Sections 135 of the Companies Act, 2013.
- ii. Recommend the amount of expenditure to be incurred on the activities referred under Schedule VII of the Companies Act, 2013.
- iii. Monitor the CSR Policy of the Company from time to time.
- iv. Ensure disclosure of the CSR Policy in the Board Report and on the website of the Company.
- v. Ensure activities as included in CSR Policy are undertaken and are monitored regularly.
- vi. Ensure the CSR spend is made in terms of Section 135 (5), i.e. at least 2% of the average net profits of the Company made during the 3 annually preceding financial years.

The CSR Committee Meetings during the financial year 2021-2022 were held on the following dates:

1. May 27, 2021
2. August 04, 2021 and
3. September 08, 2021

During the year under review:

- i. the Company has spent ₹ 25,00,000/- on an On-going CSR Project - Magic Bus Adolescent Education Program, Airoli, Navi Mumbai;
- ii. the Company has spent ₹ 1,04,13,480/-, for carrying out a CSR Programme - the "COVID-19 Vaccination Programme", as against ₹ 1,00,04,700, being the CSR obligation to be spent in the F.Y. 2021-2022.

The Annual Report on CSR activities that includes details about brief outline on CSR Policy developed and implemented by your Company, Composition of CSR Committee and CSR initiatives taken during the financial year 2021-2022 in accordance with Section 135 of the Act and other details required to be disclosed as per the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, is set out at **Annexure I**, forming part of this Board Report.

7) Risk Management Committee:

The Board has established a Risk Management Committee in line with the provisions of Regulation 21 read with Part D of Schedule II of the Listing Regulations,

Risk Management Committee of the Board comprised of five (5) Members,

- 1) Mr. Sanjiv N. Shah Chairman & Independent Director
- 2) Mr. Nikhil J. Danani Managing Director
- 3) Mr. Nakul P. Mehta Managing Director
- 4) Mr. Shome N. Danani Executive Director
- 5) Mr. Yogendra S. Agarwal CFO

Mr. Durgesh N. Nagarkar, Company Secretary, acts as the Secretary of the Committee.

The Risk Management Committee Meetings were held on the following dates:

1. August 04, 2021 and
2. February 09, 2022

All members of the Committee attended both the meetings.

The terms of reference and role of the Risk Management Committee are under as per the Provisions of Regulation 21 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

- (i) To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectorial, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
- (ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (vi) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee

The "Risk Management Policy" is hosted on Company's Website at https://www.bharatbijlee.com/media/1206/bbl_risk-management-policy_04082021.pdf.

8) Separate Meeting of Independent Directors:

During the financial year under review, in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) and 25(4) of the Listing Regulations, a separate meeting of Independent Directors was convened, on February 09, 2022. All the independent Directors, Mr. Prakash V. Mehta, Mr. Sanjiv N. Shah and Mr. Jairaj C. Thacker, Mr. Rajeshwar R. Bajaj and Mrs. Mahnaz Curmally attended the meeting without the attendance of non-independent Directors and members of management, inter alia to:

1. Review the performance of Non-independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company taking into account the views of the Executive Director and the Non-Executive Director;
3. Assess the quality, quantity and functions of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

9) Annual General Meetings:

The last three Annual General Meetings were held as under:

Financial Year	Date, Time & Venue	No. of Special Resolutions passed	Special Resolutions passed
2020-2021	24.09.2021 at 11.00 a.m. through Video conferencing (VC) Other Audio Visual Means (OAVM)	—	No Special Resolution was passed
2019-2020	29.09.2020 at 11.00 a.m. through Video conferencing (VC) Other Audio Visual Means (OAVM)	—	No Special Resolution was passed
2018-2019	09.09.2019 at 3.00 p.m. at Walchand Hirachand Hall, 4 th Floor, Indian Merchants Chamber Bldg., Churchgate, Mumbai 400 020	5	<ol style="list-style-type: none"> 1) Reappointment of Mr. Prakash V. Mehta (DIN: 00001366), Chairman, as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September, 9, 2019 to September 8, 2024 and continuation of his directorship (already attained the age of above 75 years) during the said term. 2) Reappointment of Mr. Sanjiv N. Shah (DIN: 00007211), as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September, 9, 2019 to September 8, 2024. 3) Reappointment of Mr. Jairaj C. Thacker (DIN: 00108552), as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September, 9, 2019 to September 8, 2024. 4) Reappointment of Mr. Rajeshwar D. Bajaaj (DIN: 00087845), as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September, 9, 2019 to September 8, 2024 and continuation of his directorship (already attained the age of above 75 years) during the said term. 5) Appointment of Mrs. Mahnaz A. Curmally (DIN: 06907271), as an Independent Director of the Company, for a term of 5 (five) consecutive years from September, 9, 2019 to September 8, 2024 and continuation of her directorship, on or after August 4, 2021 till the expiry of her term i.e. upto September 8, 2024

10) Postal Ballot:

During the financial year under review, no Resolution was passed through postal ballot under the provisions of the Companies Act, 2013.

11) Vigil Mechanism / Whistle Blower Policy:

The Company has in place a Vigil Mechanism / Whistle Blower Policy, in terms of provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, which was approved by the Board of Directors on November 11, 2014. The Company's personnel have direct access to the Chairman of the Audit Committee to report concerns about unethical behavior (actual or suspected), frauds and other grievances. No employee of the Company has been denied access to the Audit Committee. Adequate safeguards are provided against victimization of whistle blowers availing of such mechanism. It is hosted on the website of the Company, i.e., <https://www.bharatbijlee.com/>.

There are no complaints received during the financial year 2021-2022.

12) Disclosure Relating to Demat Suspense Account / Unclaimed Suspense Account:

The requisite disclosures under Schedule V of the Listing Regulations, 2015, in respect of the unclaimed shares, pursuant to Regulation 39 read with Schedule VI of the Listing Regulations, 2015, are provided herein under:

Particulars	Number of shareholders	Number of Equity Shares
Aggregate number of shareholders and outstanding shares in the suspense account at the beginning of the Financial Year 2021-2022	12	1430
Number of shareholders who approached the Company for transfer of shares and shares transferred from Suspense Account during the Financial Year 2021-2022	–	–
Transferred to IEPF Demat Account during the year 2021-22	–	–
Aggregate number of shareholders and outstanding shares in the suspense account at the end of the Financial Year 2021-2022	12	1430

The voting rights in respect of the above 1,430 equity shares are frozen until the rightful owner claims the equity shares.

All corporate benefits on such shares in the nature of Bonus Shares, split of shares, Rights etc., shall be credited to 'Unclaimed Suspense Account', as applicable for a period of 7 years and thereafter be transferred in line with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124(5) and Section 124(6) of the Companies Act, 2013.

13) Disclosures:

- i. At the Board Meeting, the Directors disclose the names of the Companies / Parties in which they are interested, and accordingly the Register of Contracts under Section 184, 188 & 189 of the Companies Act, 2013 is tabled and signed. Related party transactions as per Note No. 39.2 appearing in Financial Statements of the financial year are approved by the Audit Committee and recommended to the Board of Directors for their approval. During the financial year there were no transactions of material nature with the Directors or the Management or relatives that had potential conflict with the interests of the Company. The Policy on Related party Transactions is hosted on the website of the Company, i.e. <https://www.bharatbijlee.com/>.
- ii. Quarterly Disclosures – Results and notes thereon.
- iii. Risk Management activities are driven by a stated Risk Management Policy and a process that is overseen by the Company's internal Risk Management Committee. The status of risk management is reviewed with the Risk Management Committee at the Board periodically.
- iv. There were no instances of non-compliance on any matter related to the Capital Markets, nor were any penalties or strictures imposed on the company by SEBI or any Stock Exchanges or any statutory authority for non-compliance on any matter related to the Capital Markets during the last 3 years.
- v. No member of the Senior Management has a potential conflict with the interest of the Company at large relating to any material financial and commercial transaction.
- vi. The Company affirms that no employee has been denied access to the Audit Committee.
- vii. The Company has complied with all mandatory requirements as stipulated in Schedule V (C) of the Listing Regulations. The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 of the Listing Regulations, have been made in this Corporate Governance report. All the details required under clauses (b) to (i) (except clause (h), since not applicable) of sub-regulation (2) of Regulation 46 of the said Regulations are displayed on the website of the Company at <https://www.bharatbijlee.com/>.
- viii Compliance

The Company has complied with the mandatory requirements as required under Listing Regulations.

Compliance Report on Non-Mandatory requirements as stipulated in Part E of Schedule II of the Listing Regulations.

- a. The Board - The Chairman of the Company is a Non-Executive Director. The Company has adequate facilities at its registered office to maintain an office for the Chairman but presently no such entitlement is explicitly given.
 - b. Shareholder Rights - The quarterly and year to date financial statements are disseminated through Stock Exchanges, published in newspaper and also uploaded on Company's website.
 - c. Modified opinion(s) in audit report – The Statutory Auditors of the Company have issued an unqualified Audit Report on the financial statements of the Company for the financial year ended March 31, 2022.
 - d. Separate posts of Chairman and CEO - The Company has maintained separate posts of a Non-Executive Independent Chairman and Managing Director.
 - e. Reporting of Internal Auditor – The Internal auditor reports directly to the CFO and is present in most Audit Committee Meetings. He has direct access to the Audit Committee.
- ix The shares held by the promoters have not been pledged with any Banks, Financial Institutions or with any third party.

14) Communication to Shareholders:

- i. Quarterly/half yearly/annual results and information relating to convening of Board meetings/Annual General Meetings are published in Free Press Journal and Navshakti and are also notified to the Stock Exchanges. Half yearly report is not sent to each shareholder in view of its publication in newspapers. All such financial results are also posted on Company's website www.bharatbijlee.com. The Stock Exchanges are also informed of all materially significant events which have taken place during the financial year under review. No official releases of any disclosures have been made during the financial year which does not form part of this report.
- ii. The Company has not made any presentation to Institutional Investors / Analysts during the financial year.
- iii. Management Discussion and Analysis is covered as part of this Annual Report.
- iv. Further, Company has in place the (Prohibition of Insider Trading) Regulations, 2015 which came into force from May 15, 2015. Accordingly the Directors have approved and adopted the 'Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders' in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code"). Mr. Durgesh N. Nagarkar, Company Secretary and Senior General Manager, Legal, is the Compliance officer for the purpose of this Code.
- v. The Company has its own website, <https://www.bharatbijlee.com/>.

15) General Shareholders Information:
i. Annual General Meeting:

Date, Time and Venue of the AGM: The ensuing 75th AGM of the Company will be held on Wednesday, September 28, 2022 at 11.00 a.m. through video conferencing or other audio visual means. Notice of the ensuing AGM is provided alongwith the Annual Report.

- ii. **Financial Year:** The Company follows April-March as its financial year. The results for every quarter are declared in the month following the quarter except for the quarter January-March, for which the Audited results are declared in May as permitted by the Listing Regulations.

iii. Dates of Book Closure:

Wednesday September 21, 2022 to Wednesday September 28, 2022 (both days inclusive).

- iv. **Dividend Payment Date:** From Monday October 10, 2022

v. Listing of Equity Shares on Stock Exchanges:

Name of Stock Exchange	Stock Code
Bombay Stock Exchange (BSE)	503960
BSE Limited (BSE)	
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	
Tel. Nos.: +91 22-2272 1233/34 Fax Nos.: +91 22-2272 1919	
E-mail: is@bseindia.com Website: www.bseindia.com	

National Stock exchange of India Limited (NSE)
 National Stock Exchange of India Limited (NSE)
 Exchange Plaza, Plot No. C/1, G. Block, Bandra-Kurla Complex,
 Bandra (E), Mumbai 400 051
 Tel. Nos. : +91 22-2659 8100-114 Fax Nos. : +91 22-2659 8120
 E-mail: nseiscmmum@nse.co.in • Website: www.nseindia.com

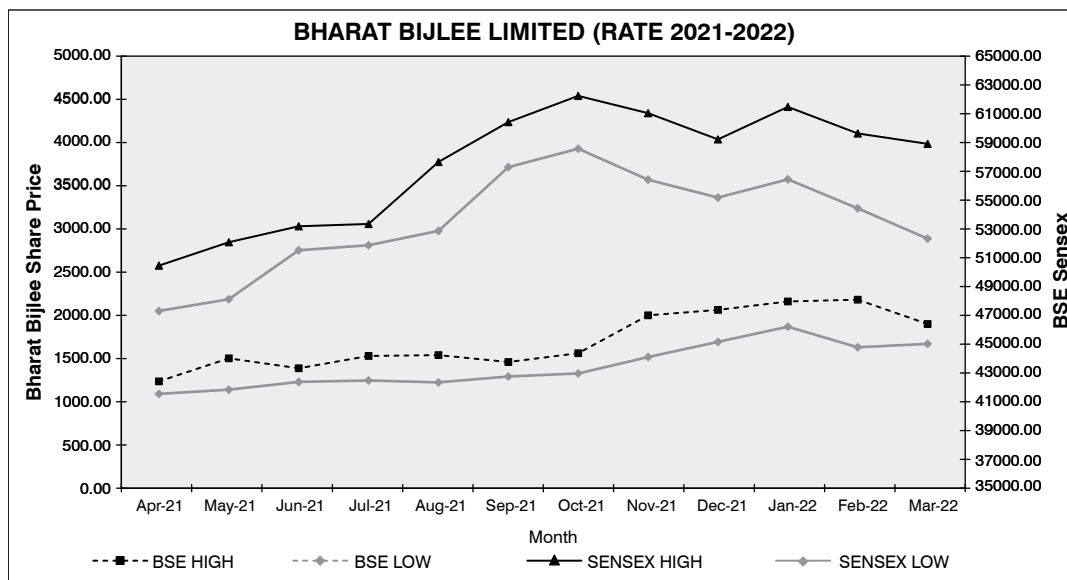
BBL

The Listing fees for the financial year 2022-2023 have been paid to both BSE & NSE.

Demat international security Identification No. : INE 464A01028 NSDL & CDSL

vi. Stock Price data at the Stock Exchanges:

Month	BSE	BSE	NSE	NSE
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2021	1,217.00	1,068.00	1,229.95	1,065.00
May, 2021	1,485.45	1,117.10	1,485.00	1,123.60
June, 2021	1,369.45	1,207.60	1,369.70	1,205.00
July, 2021	1,513.05	1,224.05	1,514.00	1,220.05
August, 2021	1,522.90	1,202.00	1,524.00	1,230.45
September, 2021	1,442.65	1,270.60	1,444.40	1,269.15
October, 2021	1,545.00	1,306.00	1,549.00	1,315.80
November, 2021	1,986.60	1,497.05	1,985.60	1,489.25
December, 2021	2,050.00	1,674.00	2,052.00	1,665.60
January, 2022	2,148.00	1,851.00	2,150.00	1,850.00
February, 2022	2,169.00	1,611.00	2,169.95	1,614.95
March, 2022	1,885.35	1,651.15	1,890.00	1,636.05



vii. Registrar and Transfer Agents:

Link Intime India Pvt. Ltd
 C-101, 1st Floor, 247 Park,
 Lal Bahadur Shastri Marg, Vikhroli (West),
 Mumbai 400 083, India
 Telephone: +91 22 49186270 Fax: +91 22 49186060
 E-mail id: rnt.helpdesk@linkintime.co.in • Website www.linkintime.co.in

viii. Share Transfer System:

The Board has constituted a Share Transfer Committee and has delegated the requisite power to the Committee to attend to share transfer matters. All share transfer and share related issues are approved by a share transfer committee comprising 4 Directors and Approvals are obtained at intervals not exceeding 30 days.

ix. Distribution of Shareholding as on 31-03-2022:

Sr. No.	No. of Equity Shares held	No. of shareholders	No. of shares	% of shareholders	% of shareholding
1.	1-500	22,606	9,54,041	96.70	16.88
2.	501-1,000	401	2,97,698	1.71	5.27
3.	1,001-2,000	197	2,83,886	0.84	5.02
4.	2,001-3,000	60	1,48,637	0.25	2.63
5.	3,001-4,000	20	71,677	0.09	1.27
6.	4,001-5,000	16	73,609	0.07	1.30
7.	5,001-10,000	25	1,78,429	0.11	3.16
8.	10,001- above	53	36,43,583	0.23	64.47
	Total	23,378	56,51,560	100.00	100.00

Share Holding Pattern as on 31-03-2022

Sr. No.	Category	No. of shares	% to total shareholding
1	Promoters & Promoter Group	18,90,459	33.45
2	Financial Institutions/Banks	5,57,430	9.87
3	Mutual Funds/ UTI	20,052	0.35
4	NRIs/OCBs	83,540	1.48
5	Corporate Bodies	3,49,497	6.18
6	Indian Public	27,50,582	48.67
	Total	56,51,560	100.00

x. Dematerialization of shares and liquidity:

Your Company's shares are traded compulsorily in electronic form and the Company has established connectivity with both the depositories i.e. on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2022, 99.04% of shares have been held in dematerialized form and the rest are in physical form. All promoters' shareholding are in dematerialized form (100%).

xi. The Company has no outstanding GDR's/ADR's/Warrants or any convertible instruments, since not issued.

xii. Commodity price risk or foreign exchange risk and hedging activities:

The Company is exposed to price risk on account of procurement of following commodities to be used in its manufacturing activities.

Commodity Name	Exposure in INR (Lakhs) towards the particular commodity	Exposure in Quantity terms (MT) towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Copper	18783.00	2862.00	-	-	-	-	-
Total	18783.00	2862.00	-	-	-	-	-

The business related financial risk involving commodity prices, by and large, is managed contractually through either price variation clause or inventory or back-to-back contracts with vendors.

xiii. Plant Location:

No.2, M.I.D.C., Thane-Belapur Road, Airoli, Navi Mumbai 400 708, Maharashtra

xiv. Address for correspondence:

The Corporate Secretarial Department is located at the Company's Registered Office situated at Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Telephone No. 24306237, Fax No. 24370624.

Shareholders may correspond on all matters relating to Shares at the addresses mentioned below:

- Link Intime India Pvt. Ltd.
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400 083.
Tel : +91 22 49186270
Fax : +91 22 49186060
- Bharat Bijlee Limited,
Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025.
Tel : 022 24306237
Fax : 022 24370624
- As per the requirement of the Company has created a dedicated email ID (investorcare@bharatbijlee.com) exclusively for the purpose of registering complaints of Investors and this is prominently displayed on the Company's website: <http://www.bharatbijlee.com>

xv. List of Credit Rating:

The credit rating for the bank facilities enjoyed by the Company is at ICRA A+ (Long Term) and ICRA A1+ (Short Term).

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

As required under Schedule V (D) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Members of the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the financial year ended March 31, 2022.

For Bharat Bijlee Limited

Nikhil J. Danani

DIN 00056514

Vice Chairman & Managing Director

Place : Mumbai

Date : July 21, 2022

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF BHARAT BIJLEE LIMITED

We have examined all the relevant records of Bharat Bijlee Limited ("the Company") for the purpose of certifying compliance of the conditions of the Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from April 1, 2021 to March 31, 2022. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the said Listing Regulations.

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

**For M/s N. L. Bhatia & Associates
Practising Company Secretaries**

UIN: P1996MH055800

UDIN: F008663D000666639

**Bhaskar Upadhyay
Partner**

FCS: 8663

CP. No. 9625

Peer Review No.: 700/2020

Place : Mumbai

Date : July 21, 2022

MD CFO CERTIFICATION 2021-2022

The Board of Directors / Audit Committee Members

Bharat Bijlee Limited

Dear Sirs,

We, the Vice Chairman & Managing Director, Mr. Nikhil J. Danani and the CFO & Vice President Finance, Mr. Yogendra S. Agarwal, hereby certify in terms of Regulation 17 (8) read with Part B of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
1. these Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 2. 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 they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. 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 over financial reporting.

Nikhil J. Danani
Vice Chairman & Managing Director

Yogendra S. Agarwal
CFO & Vice President: Finance

Date : May 10, 2022
Place : Mumbai

ANNEXURE V

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bharat Bijlee Limited.

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 ("FEMA") and the Rules and Regulation made there under to the extent applicable;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable to the Company during the Financial Year**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company during the Financial Year**
 - f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable to the Company during the Financial Year**
 - g) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 **Not applicable to the Company during the Financial Year**
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable to the Company during the Financial Year**
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the Company during the Financial Year**
6. Other applicable Laws as provided under **Annexure - I** of this report.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

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

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 decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. **All the decisions were passed unanimously in the Board Meetings and with requisite majority in the General Meetings.**

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

During the year under review,

1. As per Regulation 21 (3C) of Securities and Exchange Board of India (LODR) Regulations, 2015 the meetings of the Risk Management Committee shall be conducted in such a manner that the gap between two Risk Management Committee shall not be more than 180 days. However the Company has delayed the holding of Risk Management Committee meeting by 9 days, reason for which is conveyed by the Company to the Stock Exchange.

**For M/s. N L Bhatia & Associates
Practicing Company Secretaries**

UIN: P1996MH055800

UDIN: F008663D000288351

Date: May 9, 2022

Place: Mumbai

**Bhaskar Upadhyay
Partner**

FCS No.: 8663

CP No.: 9625

Annexure - I

List of Other applicable laws:

- (1) Factories Act, 1948 and Rules made thereunder
- (2) Industrial Employment (Standing Orders) Act, 1946 & Rules 1957
- (3) Payment of Bonus Act 1965, & Rules, 1965
- (4) Maternity Benefit Act 1961 & Rules
- (5) Employees Compensation Act, 1923 & Rules.
- (6) Minimum Wages Act, 1948, M.W(C) Rules, 1950
- (7) Child Labour (P&R) Act 1986 & Rules.
- (8) Air (Prevention and Control of Pollution) Act 1981
- (9) Water (Prevention and Control of Pollution) Act 1974
- (10) The Noise (Regulation and Control) Rules 2000
- (11) The Environment (Protection) Act, 1986
- (12) Payment of Wages Act 1936
- (13) Employees State Insurance Act 1948
- (14) Employees PF & Miscellaneous Provisions Act 1952
- (15) Contract Labour (Regulation & Abolition) Act 1970
- (16) Payment of Gratuity Act, 1972
- (17) Industrial Disputes Act, 1947
- (18) Indian Contract Act, 1872
- (19) The States Shops and Establishment Acts
- (20) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- (21) Tax Laws
- (22) Food and Drug Administration Act, 1906
- (23) The Food Safety and Standard Act, 2011

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Bharat Bijlee Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bharat Bijlee Limited (CIN: L31300MH1946PLC005017) and having its registered office at Electric Mansion, 6th Floor Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Director Identification Number (DIN) status on the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that for the Financial Year ended 31st March, 2022, none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1.	Mr. Prakash Vasantlal Mehta	00001366	07/08/1990
2.	Mr. Sanjiv Nemish Shah	00007211	14/08/2002
3.	Mr. Nikhil Jaisingh Danani	00056514	20/06/1988
4.	Mr. Nakul Prahlad Mehta	00056561	20/06/1988
5.	Mr. Rajeshwar Devraj Bajaaaj	00087845	11/09/2014
6.	Mr. Jairaj Chatrabhuj Thacker	00108552	14/08/2002
7.	Mr. Shome Nikhil Danani	00217787	28/01/2009
8.	Mr. Ravi Chaudhary	06728841	30/06/2020
9.	Mrs. Mahnaz Amir Ebrahim Curmally	06907271	25/07/2014

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
UDIN: F008663D000708131

Date: July 28th, 2022
Place: Mumbai

Bhaskar Upadhyay
Partner
FCS No.: 8663
CP No.: 9625
P/R No. 700/2020

ANNEXURE VI
BUSINESS RESPONSIBILITY REPORT
[Regulation 34(2)(f)]
SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. No.	Heading	Particulars		
1	Corporate Identity Number (CIN) of the Company	L31300MH1946PLC005017		
2	Name of the Company	Bharat Bijlee Limited		
3	Registered Address	Electric Mansion, 6 th Floor, Appasaheb Marathe Marg, Prabahdevi, Mumbai 400025.		
4	Website	https://www.bharatbijlee.com/		
5	E-mail id	bbllcorporate@bharatbijlee.com		
6	Financial Year reported	2021-2022		
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Sr. No.	Name of Main Product / Services	NIC of Product / Services
		1)	Electric Motors	27900
		2)	Transformers	27900
8	List three key products / services that the Company manufactures/provides (as in Balance Sheet)	1) Electric Motors 2) Transformers 3) Magnet Technology Machines		
9	Total number of locations where business activity is undertaken by the Company	1 Registered Office, 1 Manufacturing Facility; and 13 Branch Offices		
	(a) Number of International Locations (Provide details of major 5)	Nil		
	(b) Number of National Locations	15 1) Factory at Airoli, Navi Mumbai; 2) Registered Office at Mumbai; 3) Branch Offices at : – Northern Region - New Delhi, Indore, Ludhiana, Raipur, Jaipur; – Southern Region - Bangalore, Chennai, Secunderabad, Coimbatore; – Eastern Region - Kolkata; – Western Region - Mumbai, Pune, Ahmedabad		
10	Markets served by the Company – Local / State / National/International	National & International		

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR)** : ₹565.16 lakhs
2. **Total Turnover (INR)** : ₹126573.97 lakhs
3. **Total profit after taxes (INR)** : ₹5557.89 lakhs
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)**
2%.
5. **List of activities in which expenditure in 4 above has been incurred:-**
Please refer the CSR report attached to the Directors' Report.

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies?**
No.
2. **Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)**
Not applicable.
3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**
No.

SECTION D: BR INFORMATION
1. Details of Director/Directors responsible for BR
(a) Details of the Director responsible for implementation of the BR policies

Name	Mr. Nikhil J. Danani
Designation	Vice Chairman and Managing Director
DIN	00056514
Telephone No.	+91 22 2430 6237
Email Id	bblcorporate@bharatbijlee.com

(b) Details of the BR head

Name	Mr. Yogendra S. Agarwal
Designation	Vice President: Finance and Chief Financial Officer
DIN (if applicable)	Not Applicable
Telephone No.	+91 22 2763 7200
Email Id	bblcorporate@bharatbijlee.com

2. Principle-wise (as per NVGs) BR Policy/policies
(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	Yes								
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes								
3	Does the policy conform to any national / international standards? If yes, specify?	Yes								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Many of the policies have been approved by the Board. The policies pertaining to local legislations and systems are approved by relevant senior management personnel.								
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Company has a committee each for CSR, Sexual Harassment of Women at the Workplace. For the other policies, the Company has adequate internal control on their review and implementation.								
6	Indicate the link for the policy to be viewed online?	https://www.bharatbijlee.com/Company/about-us/vision-values/ https://www.bharatbijlee.com/media/19986/bbl_csr-policy_11032021.pdf https://www.bharatbijlee.com/Company/investor-relations/policies/eohs-policy/ https://www.bharatbijlee.com/media/15062/bbl_whistle-blower-policy.pdf https://www.bharatbijlee.com/media/13550/bbl_code_of_conduct_for_board_members_final_11112014.pdf https://www.bharatbijlee.com/media/13459/bll_code-of-conduct_pit-regulations-2015_revised_feb-2021_final.pdf https://www.bharatbijlee.com/media/13460/bll_principles-of-fair-disclosure-of-upsi_01042019.pdf https://www.bharatbijlee.com/electric-motors/quality-assurance/ https://www.bharatbijlee.com/transformers/quality-assurance/ https://www.bharatbijlee.com/drives-automation/certificates/ https://www.bharatbijlee.com/magnet-technology-machines/certificates/ All other policies are available on the Company's internal network.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes								
8	Does the Company have in-house structure to implement the policy / policies.	Yes								
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Yes								
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Yes								

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

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

3. Governance related to BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The BR performance is reviewed annually by the CEO.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Business Responsibility Report is published annually and the same is annexed to the Annual Report for the year. The Annual Reports can be accessed @ <https://www.bharatbijlee.com/Company/investor-relations/annual-reports/>

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

- 1 Does the policy relating to ethics, bribery and corruption cover only the Company?

Yes.

- 2 Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

Bharat Bijlee Limited does not have any Group Company / Joint Venture. The Policy extends to Suppliers / Contractors / Others as well.

- 3 How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

SN	Category	No of Complaints filed during the past financial year	Percentage of complaints satisfactorily resolved
NIL			

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

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities:

- Premium Efficiency IE3 series Electric Motor
- SynchroVERT® Super Premium Efficiency IE4 Electric Motor
- Gearless Permanent Magnet Machines for Elevator Application
- Transformer with natural/ synthetic ester oil

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- **Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

Not Available

- **Reduction during usage by consumers (energy, water) has been achieved since the previous year?**
- **Premium Efficiency IE3 series Electric Motor and SynchroVERT® Super Premium Efficiency IE4 Electric Motor**
We have many installations in industry where customers have achieved energy saving using our product and solution.

- **Gearless Machines for Elevator Applications**

Gearless Machines for elevator applications has helped our customers improve efficiency of the lifting system by eliminating gearbox and thereby solving problems like oil spillage.

- **Transformer with natural/synthetic Ester Oil**

Transformers with natural/ synthetic ester-based insulating fluid have helped customers to protect the environment, as this oil is readily bio-degradable, non-toxic, and has lower flammability.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?**

The Company ensures sustainability throughout the supply chain, through an effective Vendor Evaluation and Selection Process consisting of vendor assessment by cross functional teams including compliance to the Company's Code of Conduct and an efficient Vendor Monitoring system including vendor audits and a system of periodic vendor rating.

A sustainability focus is ensured for vendors through strict implementation of the Code of Conduct and Process, with a thrust on compliance with legal, anti-corruption, and OHSAS regulations.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Bharat Bijlee Limited purchases nearly 95% of material inputs from local vendors within India. A large number of our vendors is from MSME sector and relies on the Company for its business. The Company continuously focuses on local sourcing through vendor development initiatives and supports local and small vendors for a sustainable business model.

5. **Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10 %, > 10%). Also, provide details thereof, in about 50 words or so.**

Bharat Bijlee Limited is committed to an efficient waste management system through the ISO 14001 certification for its Airoli plant. Waste Management is one of the main organizational EOHS objectives, and this is achieved through the systematic approach of "Reduce, Reuse and Recycle". Waste is segregated into hazardous and non-hazardous waste. Non-hazardous waste is further segregated into recyclable and bio-degradable waste through a robust waste management system.

- Emphasis has been given to reduction of hazardous waste generation through engineering controls, increasing process efficiencies, and use of new technologies.
- Hazardous waste is sent to registered recyclers or to CPCB Authorised CHWTSDF (Common Hazardous Waste transportation, storage and disposal facilities) for disposal.
- E-waste is sent to registered recyclers.
- Non-hazardous waste such as paper, wood, metal scrap, plastic etc. is sent to MPCB authorised Recyclers through authorised vendors.
- Sewage effluents are treated in the sewage treatment plant. The treated water is used for irrigation of the green belt.

Principle 3: Businesses should promote the wellbeing of all employees
1. Please indicate the Total number of employees.

Bharat Bijlee Limited has 1,415 employees as of 31st March 2022.

2. Please indicate the Total number of employees hired on temporary/ contractual/ casual basis.

Bharat Bijlee Limited has 460 employees on temporary/ contractual/casual as of 31st March 2022. This does not include third party work force.

3. Please indicate the Number of permanent women employees.

Bharat Bijlee Limited has 74 permanent women employees as of 31st March 2022.

4. Please indicate the Number of permanent employees with disabilities

Bharat Bijlee Limited has 3 permanent employees with disabilities as of 31st March 2022.

5. Do you have an employee association that is recognized by management?

Yes

6. What percentage of your permanent employees are members of this recognized employee association?

100% of Staff and Workmen

7. Please indicate the Number of complaints relating to child labor, forced labor, involuntary labor and sexual harassment in the last financial year and pending, as on the end of the financial year.

Bharat Bijlee Limited has adopted a social accountability policy which prohibits any form of child labour, forced labour, discrimination or harassment of any nature, and respects freedom of association of its workmen. The Employee Code of Conduct Policy guides employees in ensuring honest and ethical conduct, maintaining a corporate climate in which the integrity and dignity of each individual is valued and promoted, and ensuring compliance with laws, rules and regulations that govern the Organization's business activities.

There is an Internal Complaints Committee chaired by a senior level woman employee to address complaints regarding sexual harassment. The Committee includes both central (factory and corporate) as well as regional representation to look into sexual harassment cases with sensitivity and confidentiality.

SN	Category	No of complaints filed during the financial year	No of complaints pending (as on 31 st March 2022)
1.	Child labor / forced labor / involuntary labour	—	—
2.	Sexual harassment	—	—
3.	Discriminatory employment	—	—

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- Permanent Employees
- Permanent Women Employees
- Casual/Temporary/Contractual Employees
- Employees with Disabilities

SN	Category	Trainings for skill up gradation (employee numbers)	Trainings for safety (employee numbers)
1.	Permanent Employees	228	141
2.	Permanent Female Employees	29	—
3.	Casual/Temporary/Contractual	2	171
4.	Employee with disabilities	1	—

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

1. Has the Company mapped its internal and external stakeholders?

Yes

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company has formulated its CSR Policy with emphasis on activities in the areas of health, education, livelihood/ income generation, and environment.

Principle 5: Businesses should respect and promote human rights

1 Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Policy covers the Company only. Bharat Bijlee Limited does not have any Group Company / Joint Venture.

2 How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has received three (3) stakeholders' complaints (investor complaints) during the year which have been resolved satisfactorily by the Management.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The policy related to Principle 6 covers the Company and extends to Suppliers/ Contractors/others as well. Bharat Bijlee Limited does not have any Group Company / Joint Venture.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

Yes. Bharat Bijlee Limited has environmental initiatives in the areas of reduction in greenhouse gases and Energy Efficiency program. There are several ways to reach this goal, such as

- Development of energy efficient products - https://www.bharatbijlee.com/media/14228/synchrovert_catalogue.pdf
- Gearless PMSM products for elevator application - <https://www.bharatbijlee.com/magnet-technology-machines/product-range/>
- Green Building certification at Airoli - https://www.bharatbijlee.com/media/15344/84_mtm-certificates-oct-2018.png
- Regular plantation of trees

3. Does the Company identify and assess potential environmental risks?

Yes

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

No

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Yes.

Our SynchroVERT® IE5 Ultra Premium Energy Efficiency class IE5 motors have been selected for Technology Demonstration in the '2020 Innovation Challenge' held under the Facility for Low Carbon Technology Deployment (FLCTD) Programme in the category "Pumps, Pumping Systems and Motors".

FLCTD is jointly implemented by the Bureau of Energy Efficiency (BEE) and the United Nations Industrial Development Organization (UNIDO), and is supported by the Global Environment Facility (GEF). This 5-year project aims to promote innovation in low-carbon technologies and their deployment in industrial and related sectors of Indian economy.

<https://www.bharatbijlee.com/Company/news-events/our-synchrovert-ie5-motors-selected-at-2020-innovation-challenge-under-flctd/>

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

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

1. Is your Company a member of any trade and chamber or association?

Yes

Name only those major ones that your business deals with:

- (a) Confederation of Indian Industry
- (b) Indian Electrical & Electronics Manufacturers' Association (IEEMA)
- (c) Indian Merchants' Chamber
- (d) Bombay Chamber of Commerce and Industry
- (e) Indo German Chamber of Commerce
- (f) Thane-Belapur Industries' Association
- (g) Institute of Electrical and Electronics Engineers
- (h) Elevator and Escalator Components Manufacturer of India (EECMAI)

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good?

Yes.

- Issues relating the industry
- Energy Efficiency standards

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes. The Company has formulated a Corporate Social Responsibility (CSR) Policy. Please refer the CSR report attached to the Directors' Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

Please refer the CSR report attached to the Directors' Report.

3. Have you done any impact assessment of your initiative?

The same will be carried out when the mandated threshold is reached.

4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

Please refer the CSR report attached to the Directors' Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Please refer the CSR report attached to the Directors' Report.

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

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

There were no consumer cases in district consumer forum.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./ Remarks (additional information).

Bharat Bijlee Limited adheres to all applicable laws and regulations on product labeling.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anticompetitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

No cases were filed by any of the stakeholders against Bharat Bijlee Limited related to irresponsible advertising, unfair trade practices, and/or anti-competitive behaviour during the last five years.

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Yes. Bharat Bijlee Limited carries out consumer surveys at regular interval and monitors customer satisfaction trends. Customer feedback is also collected through customer interactions, during execution and service. The Company evaluates these inputs to facilitate continuous improvements in customer satisfaction.

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS, OPPORTUNITIES AND THREATS

After a muted year 2020-21, in which the global COVID-19 pandemic affected nations and economies across the world, India was faced with the second and the third waves of the pandemic during the financial year 2021-22. The year also witnessed a significant spike in commodity prices, and delays in buying and investment decisions.

Systematic and accelerated vaccination efforts helped tame the impact of these fresh waves in India. The favourable monetary policy measures by the Reserve Bank of India, together with Central and State Government actions - a supportive fiscal policy, support to vulnerable groups, and increased infrastructure spend - helped the Indian economy emerge out of the shadows of the pandemic.

However, several global factors including the uncertain geopolitical situation has caused unprecedented ballooning of commodity prices and unpredictable availability of certain components. Inevitably there has been a cost-push and supply-side inflationary impulse. The duration of the global uncertainties is also likely to keep costs and supplies both volatile and unpredictable for some time. The spike in crude prices has taken a toll not only on the Government's finances but also on private consumption.

The Indian Transformer industry has long been witnessed overcapacity and fierce competition amongst market players. The industry's growth has been stagnant over the past several years due to the slowdown in private investment in the manufacturing sector.

Your Company's initiatives to broaden its market reach have shown results. Energy-efficient motors, Infrastructure, Railways, Water Management and Paper are sectors driving demand.

OPERATIONAL AND FINANCIAL PERFORMANCE OF SEGMENTS

The Company operates in two business segments, viz. Power Systems and Industrial Systems.

Power Systems:

This segment comprises of the design, commissioning and marketing of power transformers; EPC projects for electrical substations including delivery, rectification, commissioning and servicing of transformers; and marketing of maintenance products.

The sector continues to suffer from over-capacity and almost stagnant demand, making it a buyers' market. Such an intensely competitive market has kept prices depressed and margins abysmally low. The public sector electricity undertakings have been delaying finalization of orders due to increase in tendered prices in the wake of the hyper-inflation in commodity prices.

During the year, we supplied 200 MVA 220/132/33 kV Auto Transformers to a private utility company. This is the highest rating of Auto Transformers we have supplied to any private utility.

We continue our cautious approach in the Projects business, targeting orders from customers of repute to ensure timely completion of projects and payments, with reasonable profitability.

The revenue of the Power Systems segment increased by 107% compared to the previous year overcoming the disruptions caused by the pandemic in the previous year. Correspondingly, the segmental profit improved to Rs. 3021.19 lakhs from a segmental loss of Rs. 241.14 lakhs in the previous year.

Industrial Systems:

This segment comprises of the development, marketing and manufacture of a wide range of standard and customized electric motors, magnet technology machines and the engineering and supply of Drives and Automation systems

The Motors business, despite only moderate GDP growth against the backdrop of a very low base, as the economy contracted in the previous fiscal due to the impact of strict anti-COVID pandemic restrictions and measures, continued its growth by enlarging product offerings, focusing on value propositions, and deepening geographical reach.

Our SynchroVERT® Ultra Premium Efficiency Class IE5 motor was selected for Technology Demonstration in the '2020 Innovation Challenge' held under the Facility for Low Carbon Technology Deployment (FLCTD) Programme. The product was exhibited during the year at an exhibition organized by the United Nations Industrial Development Organization (UNIDO) titled "National Innovation Conclave on Low-Carbon Technologies".

During the year, we supplied our first 11 kV motors to a leading manufacturer of pumps and pumping systems for the GIDC water desalination plant in Dahej, Gujarat, the largest of its kind in India. The Sewage Water Reverse Osmosis plant will supply water to petroleum and chemical industries.

The Drives & Automation business continues to develop new applications and solutions with an eye on widening its sectoral reach.

During the year, to augment our range of servo solutions, we launched a compact new package for the Plastic's industry that combines KEB's Sensorless Closed Loop (SCL) technology and our SynchroTorq® servo motors. This new solution fulfils the twin objectives of torque control and dynamic response.

The Magnet Technology Machines business continues to hold a strong position in the domestic market for gearless elevator machines, with ongoing inroads in export markets through our technology partner in Spain.

The revenue of the Industrial Systems segment increased by 50% compared to the previous year. Correspondingly, the segmental profit improved to Rs. 9556.92 lakhs from Rs. 6942.34 lakhs in the previous year.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Key Financial Ratio	FY 2021-22	FY 2020-21	Change (%)	Reason
Debtors Turnover Ratio ¹	4.35	2.74	58.52%	Faster collections from customers.
Inventory Turnover Ratio ²	5.33	3.22	65.49%	The Company achieved pre-Covid levels of operations with control over inventory.
Interest Coverage Ratio ³	4.72	3.42	37.81%	The Company achieved pre-Covid levels of operations coupled with lower interest rates.
Current Ratio	1.38	1.68	-17.75%	
Debt Equity Ratio	0.54	0.52	5.22%	
Return on Net Worth ⁴	11.42%	5.83%	96.00%	The Company achieved pre-Covid levels of operations with control over operating expenses.
Operating Profit Margin ⁵	5.89%	5.01%	17.57%	
Net Profit Margin ⁶	4.39%	3.56%	23.23%	

1 Turnover (net) / Average Trade Receivables

2 Turnover (net) / Average Inventory

3 (Profit before Tax + Finance Cost + Depreciation + Loss on sale of Fixed Assets (net)) / (Finance Cost + Lease payments)

4 Profit After Tax / Average of (Equity Capital + Other Equity - Other Comprehensive Income)

5 (Profit before Tax - Exceptional Income) / Turnover

6 Profit after Tax / Turnover

RISKS AND CONCERNS

The unprecedented inflation in commodity prices, and the global tightening of money supply and rising interest rates remain a threat to public and private capital expenditure plans. This, coupled with uncertainties about new variants of the COVID-19 virus, together with geopolitical tensions remain the key risks.

INTERNAL CONTROLS AND RISK MANAGEMENT

Most internal controls of the Company have been automated through the SAP ERP system. System-driven controls ensure consistency, continuous monitoring and compliance. Internal controls have been designed to mitigate financial and operational risks and to ensure that transactions are made within the authority delegated by top management, properly recorded, and correctly reported.

Internal controls across the Company are periodically reviewed and tested to assess their adequacy and effectiveness both by the Company's Internal Audit team and the Statutory Auditors. The Management and Audit Committee are apprised of the outcome of such reviews. Internal controls are further reinforced based on such reviews as required.

The Company has defined a framework for Risk Management that is reviewed regularly and updated for all businesses of the Company.

OUTLOOK

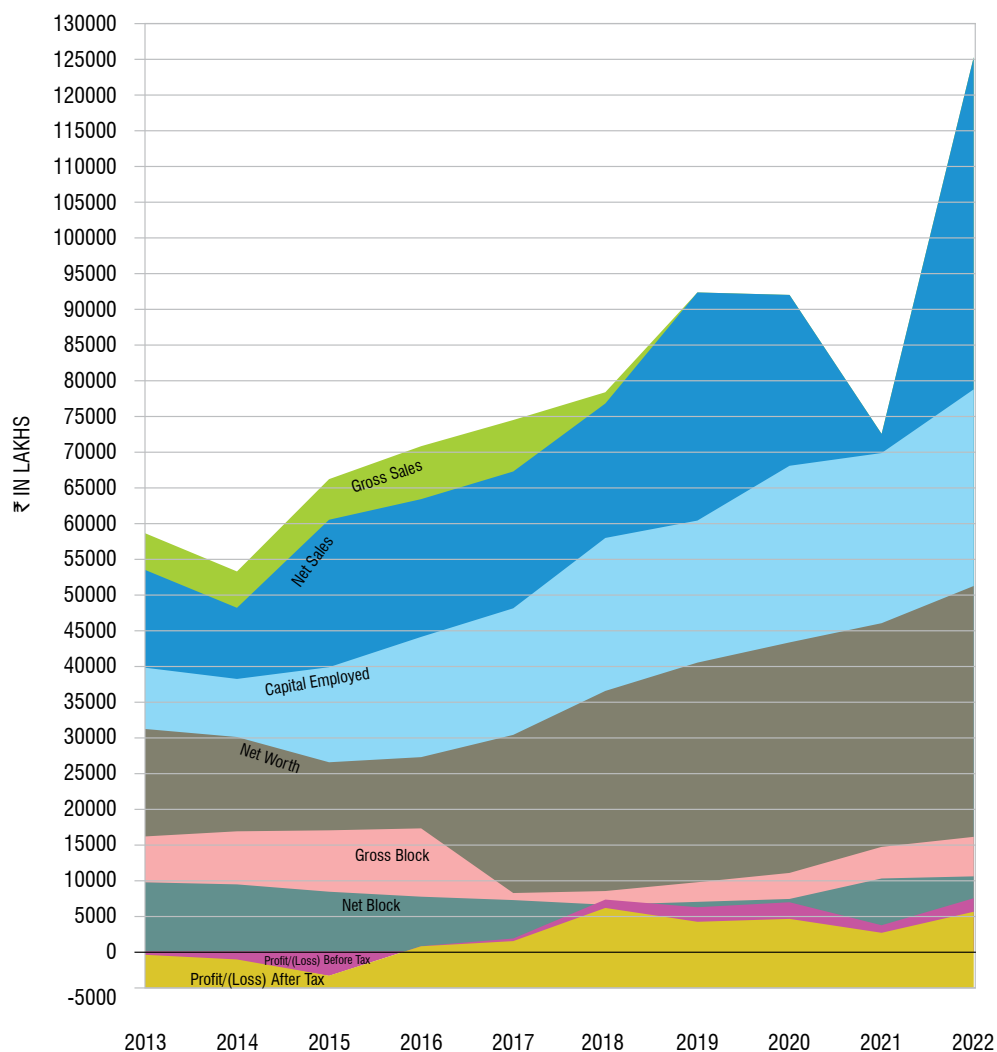
Industrial manufacturing activities are facing headwinds due to elevated commodity prices. Geo-political tensions are causing increased freight costs and supply disruptions; lockdowns in China to contain spread of the pandemic are causing shortages of critical inputs, and central banks globally are raising interest rates with a tightening of money supply.

A normal monsoon together with Government led CAPEX would help the Indian manufacturing sector.

Your Company has been continuously investing to upgrade and expand its production capabilities and enrich its product offerings. It has the right capital structure to seize opportunities arising from increased public and private capital expenditure under "Atmanirbhar Bharat" initiatives such as the PLI Scheme, spend on infrastructure, Smart Cities, and Power for All.

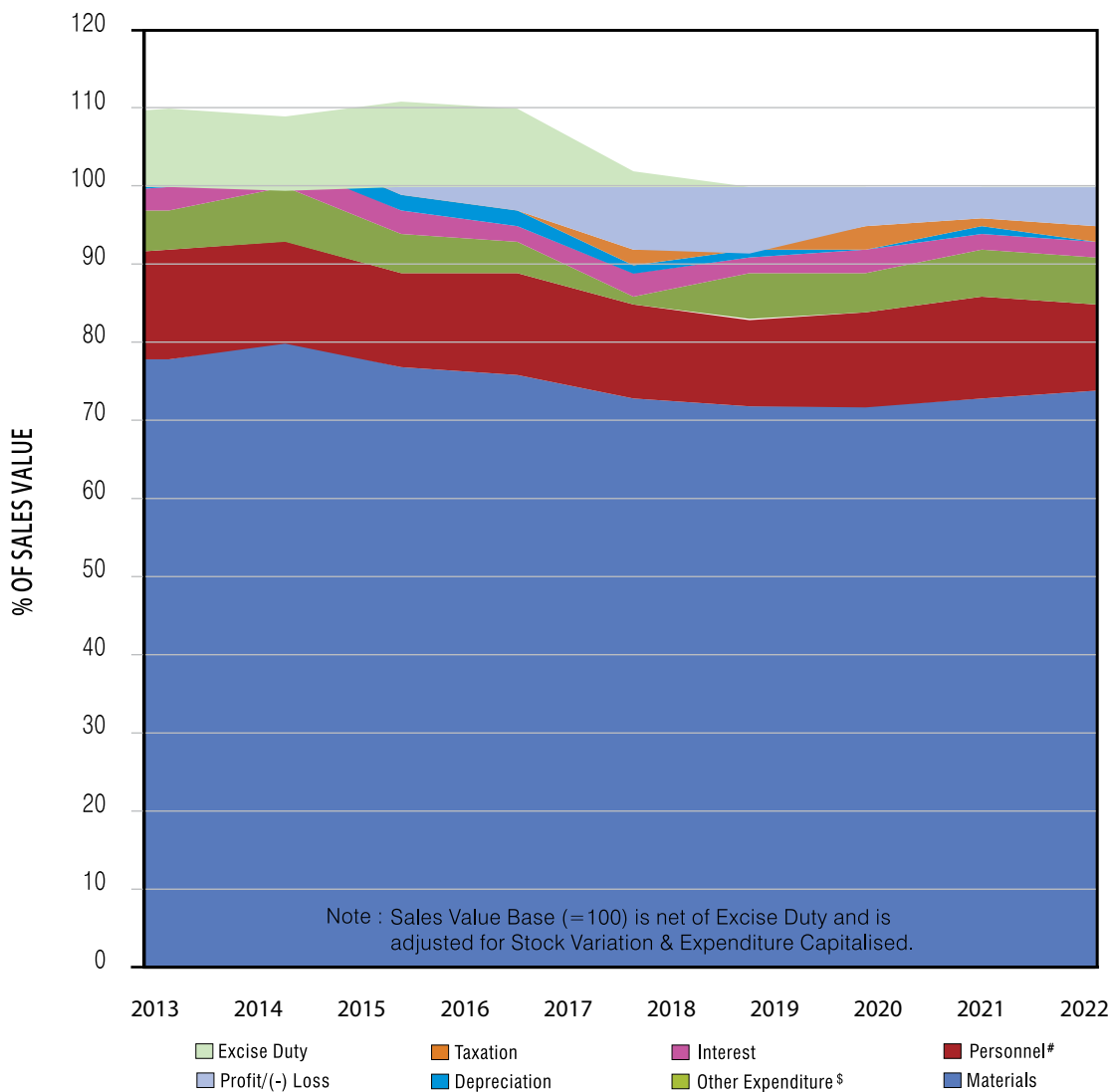
For Bharat Bijlee Limited

Nikhil J. Danani
Vice Chairman & Managing Director

BUSINESS TRENDS


Particulars	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
Gross Sales	58683	53306	66262	70883	74557	78456	92457	92111	72610	125467
Net Sales	53534	48205	60562	63453	67334	76874	92457	92111	72610	125467
Cptl. Empld. ¹	39807	38224	39875	44127	48136	58008	60448	68135	69925	78861
Net Worth ¹	31208	30078	26535	27254	30378	36544	40518	43350	46049	51266
Gross Block	16127	16845	16986	17258	8184	8466	9705	11010	14664	16071
Net Block	9688	9400	8370	7672	7197	6547	6948	7357	10228	10526
Profit/(Loss) Before Tax	(819)	(1342)	(3443)	735	1806	7268	6193	6892	3666	7456
Profit/(Loss) After Tax	(478)	(1130)	(3405)	719	1442	6097	4153	4562	2605	5558

¹ Excluding Equity Instruments through other Comprehensive Income

COST TRENDS


Particulars	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
Excise Duty	9.6	10.1	9.8	11.4	10.7	2.1	—	—	—	—
Profit/(Loss)	(0.9)	(2.2)	(5.9)	1.1	2.9	8.0	8.2	4.8	3.3	4.6
Taxation	(0.6)	(0.4)	(0.1)	—	0.1	1.5	—	2.4	1.4	1.6
Depreciation	2.0	2.2	2.1	1.6	1.5	1.2	0.9	0.9	1.2	1.0
Interest	2.3	2.6	3.4	3.2	2.4	2.5	2.0	2.1	2.2	1.7
Other Exp. ^{\$}	6.0	5.6	7.0	4.8	3.9	1.3	5.5	5.7	5.7	5.4
Personnel [#]	12.6	14.2	12.9	12.6	12.7	12.0	10.9	12.1	13.2	11.1
Materials	78.6	78.0	80.5	76.7	76.6	73.4	72.5	72.0	73.0	74.6

^{\$} Other Expense total as reduced by Other Income, Scrap Sales and Exceptional item

[#] Personnel cost is adjusted for Expenditure on Provision for Gratuity, Cost of Material consumed and Purchase of Stock in Trade

TEN YEARS FINANCIAL DATA

(₹ in lakhs)

Period ended	March 2022	March 2021	March 2020	March 2019	March 2018	March 2017	March 2016	March 2015	March 2014	March 2013
SALES & EARNINGS										
Sales	126573.97	73104.86	92872.67	92457.43	78455.85	74557.09	70882.85	66262.36	53305.60	58682.72
Profit/(Loss) Before Taxes	7455.79	3665.54	6891.63	6193.00	7267.82	1805.68	735.37	(3443.14)	(1342.12)	(819.33)
Profit/(Loss) After Taxes Net of Adjustments	5557.89	2604.99	4562.00	4153.06	6096.76	1441.82	719.19	(3404.95)	(1197.92)	(489.50)
Dividends	1695.47	282.58	706.45	706.45	141.29	—	—	—	—	141.29
Earnings Per Share (₹)	98.34	46.09	80.69	73.49	107.88	25.51	12.73	(60.25)	(19.98)	(8.61)
Equity Dividend Rate (₹ Per Share)	30.00	5.00	12.50	12.50	2.50	—	—	—	—	2.50
Net Worth Per Share (₹)	907.11	814.81	767.09	716.93	646.61	537.52	510.25	469.52	532.21	552.20
Debt Equity Ratios+	—	—	—	—	—	—	—	0.01:1	0.04:1	0.05:1

+ Debt = Loan Funds less cash credit & Short-Term Loans from Banks; Equity = Shareholders' Funds

INDEPENDENT AUDITOR'S REPORT
To The Members of Bharat Bijlee Limited
Report on the Audit of the Financial Statements
Opinion

We have audited the accompanying financial statements of Bharat Bijlee Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the 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 financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the 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 financial statements of the current period. These matters were addressed in the context of our audit of the 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.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Revenue recognition: (Refer Note 2.03 and 21 to financial statements)</p> <p>The Company has two operating segments, namely, Power and Industrial Segment. The type of customers varies across these segments, ranging from Large Government companies to Original Equipment Manufacturers and Industrial Customers etc.</p> <p>The Company's revenue is mainly from sale of goods which is recognized at a point in time based on the terms of the contract with customers, which may vary from case to case.</p> <p>The accuracy of amounts recorded as revenue contains an inherent risk relating to price variation claims and liquidated damages on account of extended delivery schedules or delays if any.</p>	<p>Principal audit procedures performed:</p> <p>We have performed the following principal audit procedures in relation to revenue recognised:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the Company's revenue recognition accounting policies, in line with Ind AS 115 ("Revenue from Contracts with Customers"). We understood the Company's revenue processes, including design and implementation of controls which vary based on product segment and customer, and tested the operating effectiveness of such controls in relation to revenue recognition. On a sample basis, we tested contracts with customers, purchase orders issued by customers, and sales invoices raised by the Company to determine the pricing terms including termination rights, terms relating to penalties for delay and breach of contract as well as liquidated damages.

Sr. No.	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> • For samples selected, we tested calculations of amounts billed to customers (including price variation claims) and recorded as revenue, in line with underlying contracts / agreements. We also tested relevant underlying supporting documentation for recording of revenue at a point in time. • We tested on samples basis provisions made in respect of contracts, where the costs of executing the contract i.e. costs of manufacture have exceeded the price agreed for the product, on account of significant increase in raw materials involved. • Compared revenue with historical trends and where appropriate, conducted further enquiries and testing.

Information Other than the Financial Statements and Auditor's Report Thereon

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

- Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon
- In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and

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

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a

reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the IndAS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, 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.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to accounts (Refer Note 41 to the financial statements), no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities.
(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts (Refer Note 41 to the financial statements), no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.
- As stated in note 38 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Pallavi Sharma
Partner

Place: Mumbai
Date: 19 May 2022

Membership No. 113861
UDIN: 22113861AJFMNI1585

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the members of Bharat Bijlee Limited on the financial statements of the Company for the year ended 31 March 2022).

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”).

We have audited the internal financial controls over financial reporting of Bharat Bijlee Limited (“the Company”) as of 31 March 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was

established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the criteria for internal financial control over financial reporting established by the

respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Pallavi Sharma
Partner

Place: Mumbai
Date: 19 May 2022

Membership No. 113861
UDIN: 22113861AJFMNI1585

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date of Bharat Bijlee Limited on the financial statements of the Company for the year ended 31 March 2022)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and capital work-in-progress.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of verification of property, plant and equipment and capital work-in-progress so to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings disclosed in the financial statements included in property, plant and equipment and capital work in progress are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans are held in the name of the Company based on the confirmations directly received by us from lenders.
 - (d) The Company has not revalued any of its Property, Plant and Equipment including right of use assets and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories except for goods-in-transit and stocks held with third parties, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained and in respect of goods in-transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories/ alternate procedures performed as applicable, when compared with the books of account.
 - (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements and other stipulated financial information) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.
 - (iii) (a) The Company has not provided any guarantee or security and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
(b) The investments made during the year are, in our opinion, *prima facie*, not prejudicial to the Company’s interest.
(c) The Company has not provided any loans or advances in the nature of loans, and hence reporting under clause (iii)(c), (d), (e), and (f) of the Order is not applicable.
 - (iv) According to information and explanation given to us, the Company has not granted any loans to parties covered under section 185 of the Companies Act. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of making investments.

- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of custom, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year. We have been informed that the provisions of duty of excise, sales tax, service tax and value added tax are not applicable to the Company.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2022 on account of disputes are given below:

Name of Statute	Nature of Dues	Amount unpaid (Rs. in Lakhs)	Period to which the Amount Relates	Forum where Dispute is Pending
Custom Act	Duty of Customs	180.83 ^	1996-1999	Supreme Court
Central Excise Act	Duty of Excise and Service tax	142.79	1986-1995	Supreme Court
Central Excise Act	Duty of Excise and Service tax	72.51	1998-2004 and 2007-2011	High Court
Central Excise Act	Duty of Excise and Service tax	21.78	2011-2015	Central Excise and Service Tax Appellate Tribunal
Central Excise Act	Duty of Excise and Service tax	129.60 #	2014-2017	Central Excise and Service Tax Appellate Tribunal

Name of Statute	Nature of Dues	Amount unpaid (Rs. in Lakhs)	Period to which the Amount Relates	Forum where Dispute is Pending
Central Excise Act	Duty of Excise and Service tax	14.29*	2017-2018	Central Excise and Service Tax Appellate Tribunal
Local Sales Tax	Local Sales Tax (including Value Added Tax, Works Contract Tax etc.	4.82	2009-2012	Commissioner- Appeals
Local Sales Tax	Works Contract Tax	45.49@	2002-2004	High Court
Income Tax	Order under section 154 of Income Tax	70.01	2018-2019	Commissioner of Income Tax
Goods and Service Tax – Karnataka	Input Tax Credit disallowed	24.29!	2017-2018	Deputy Commissioner of Commercial Taxes

^ Net of Rs. 60.00 lakhs paid under protest

Net of Rs. 6.82 lakhs paid under protest

* Net of Rs. 1.43 lakhs paid under protest

@ Net of Rs. 8.75 lakhs paid under protest

! Net of Rs. 2.70 lakhs paid under protest

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.

(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.

(f) The Company has not raised any loans during the year and hence reporting on clause (ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports issued to the Company after the balance sheet date covering the period April 2021 to March 2022 for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or to a special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Pallavi Sharma
Partner

Place: Mumbai
Date: 19 May 2022

Membership No. 113861
UDIN: 22113861AJFMNI1585

BALANCE SHEET AS AT 31ST MARCH, 2022

	Note	As at 31st March, 2022	As at 31st March, 2021
ASSETS:			
NON-CURRENT ASSETS:			
a) Property, Plant and Equipment	3	9723.04	9442.85
b) Right of use asset	3	773.14	756.37
c) Capital Work-in-Progress	3 (i)	156.77	293.76
d) Intangible assets	4	29.92	28.38
e) Intangible assets under development	4 (i)	148.69	—
f) Financial Assets			
(i) Investments	5 (i)	64389.02	53203.78
(ii) Corporate Deposits	5 (ii)	18141.96	—
(iii) Other financial assets	5 (iii)	3730.16	3501.56
g) Non-Current Tax Assets (Net)	6	153.44	152.47
h) Other non-current assets	7	513.79	539.95
		97759.93	67919.12
CURRENT ASSETS:			
a) Inventories	8	21732.93	25718.58
b) Financial Assets	9		
(i) Investments	9 (i)	2957.68	2848.16
(ii) Trade receivables	9 (ii)	34167.34	24094.47
(iii) Cash and Cash equivalents	9 (iii)	475.43	1027.62
(iv) Bank balances other than (iii) above	9 (iv)	698.29	523.57
(v) Corporate Deposits	9 (v)	6358.75	23412.42
(vi) Other financial assets	9 (vi)	632.36	614.43
c) Current Tax Assets (Net)	10	82.73	51.92
d) Other current assets	11	1100.59	1385.77
		68206.10	79676.94
	Total Assets	165966.03	147596.06
EQUITY AND LIABILITIES:			
EQUITY:			
a) Equity Share Capital	12	565.16	565.16
b) Other Equity	13	111770.37	96661.87
		112335.53	97227.03
LIABILITIES:			
NON-CURRENT LIABILITIES:			
a) Financial Liabilities			
Lease Liability	14	718.28	695.96
b) Provisions	15	114.70	114.70
c) Deferred Tax Liability (Net)	16	3319.70	2020.37
		4152.68	2831.03
CURRENT LIABILITIES:			
a) Financial Liabilities			
(i) Borrowings	17 (i)	27866.58	23790.16
(ii) Lease Liability	17 (ii)	120.26	84.77
(iii) Trade Payables	17 (iii)		
– Total outstanding dues of Micro Enterprises and Small Enterprises		3101.04	3990.89
– Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		10708.66	13975.80
(iv) Other financial liabilities	17 (iv)	294.77	295.96
b) Other current liabilities	18	5648.59	4263.64
c) Provisions	19	1622.32	1131.18
d) Current Tax Liabilities (Net)	20	115.60	5.60
		49477.82	47538.00
	Total Equity and Liabilities	165966.03	147596.06

General Information
 Significant Accounting Policies
 The Notes are an integral part of these financial statements

As per our report of even date.
 For Deloitte Haskins & Sells LLP
 Chartered Accountants,
 Firm Registration No. 117366W/W-100018

Nikhil J. Danani }
 Nakul P. Mehta } Vice Chairmen &
 Managing Directors

Pallavi Sharma
 Partner
 Membership No. 113861

D. N. Nagarkar
 Company Secretary & Senior General Manager : Legal

Shome N. Danani } Director

Y. S. Agarwal
 Chief Financial Officer & Vice President : Finance

Mumbai, 19th May, 2022

Mumbai, 19th May, 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

	Note	Year ended 31st March, 2022	Year ended 31st March, 2021
INCOME:			
Revenue From Operations	21	126573.97	73104.86
Other Income	22	2401.51	2679.55
TOTAL INCOME		128975.48	75784.41
EXPENSES:			
Cost of materials consumed	23	88842.40	56035.71
Purchases of Stock-in-Trade	24	1337.65	899.69
Change in inventories of finished goods, stock-in-trade and work-in-progress	25	4601.76	(5359.77)
Employee benefits expense	26	13452.43	10265.58
Finance costs	27	2102.21	1697.87
Depreciation and amortisation expense	3 & 4	1205.33	969.24
Other expenses	28	9977.91	7610.55
TOTAL EXPENSES		121519.69	72118.87
PROFIT BEFORE TAX		7455.79	3665.54
TAX EXPENSE			
Current Tax	38(a)	1872.14	747.83
Deferred Tax Charge/(Credit)	38(a)	25.76	354.13
(Excess) Provision of tax for earlier year	38(a)	—	(41.41)
		1897.90	1060.55
PROFIT FOR THE YEAR		5557.89	2604.99
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurement of Defined Benefit Plan		(78.49)	126.22
(ii) Fair Value of Equity Instruments through Other Comprehensive Income		11185.24	20600.41
Income tax relating to above items			
(i) Remeasurement of Defined Benefit Plan		19.75	(31.77)
(ii) Fair Value of Equity Instruments through Other Comprehensive Income		(1293.32)	(1624.79)
TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR		9833.18	19070.07
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		15391.07	21675.06
Earnings per equity share (Basic and Diluted) (₹) [nominal value ₹ 10 per share]	36	98.34	46.09

The Notes are an integral part of these financial statements

As per our report of even date.
For Deloitte Haskins & Sells LLP
Chartered Accountants,
Firm Registration No. 117366W/W-100018

Pallavi Sharma
Partner
Membership No. 113861

D. N. Nagarkar
Company Secretary & Senior General Manager : Legal

Y. S. Agarwal
Chief Financial Officer & Vice President : Finance

Nikhil J. Danani }
Nakul P. Mehta } Vice Chairmen &
Managing Directors

Shome N. Danani } Director

Mumbai, 19th May, 2022

Mumbai, 19th May, 2022

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022
(A) EQUITY SHARE CAPITAL

Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31st March, 2022
565.16	—	565.16	—	565.16

Balance as at 1st April, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31st March, 2021
565.16	—	565.16	—	565.16

(B) OTHER EQUITY

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	
Balance as at 1st April, 2021	24471.37	21012.84	51177.66	96661.87
Total Other Comprehensive Income for the year 2021-22	—	(58.74)	9891.92	9833.18
Dividend on Equity Shares for FY 2020-21	—	(282.57)	—	(282.57)
Profit for the year	—	5557.89	—	5557.89
Balance as at 31st March, 2022	24471.37	26229.42	61069.58	111770.37

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	
Balance as at 1st April, 2020	24471.37	18313.40	32202.04	74986.81
Total Other Comprehensive Income for the year 2020-21	—	94.45	18975.62	19070.07
Profit for the year	—	2604.99	—	2604.99
Balance as at 31st March, 2021	24471.37	21012.84	51177.66	96661.87

The Notes are an integral part of these financial statements

As per our report of even date.
 For Deloitte Haskins & Sells LLP
 Chartered Accountants,
 Firm Registration No. 117366W/W-100018

Pallavi Sharma
 Partner
 Membership No. 113861

D. N. Nagarkar
 Company Secretary & Senior General Manager : Legal

Y. S. Agarwal
 Chief Financial Officer & Vice President : Finance

Nikhil J. Danani }
 Nakul P. Mehta } Vice Chairmen & Managing Directors

Shome N. Danani } Director

Mumbai, 19th May, 2022

Mumbai, 19th May, 2022

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

	Year ended 31st March, 2022	Year ended 31st March, 2021
A: CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Taxation	7455.79	3665.54
Adjustments for:		
Depreciation and amortisation	1205.33	969.24
Loss on sale of Property, Plant & Equipment (net)	7.57	21.52
Gain on Fair valuation of current investments	(109.52)	(150.30)
Finance Cost	2102.21	1697.87
Interest Income	(1465.58)	(1793.41)
Dividend Income	(291.56)	(257.80)
Unrealised exchange (gain)/loss (net)	(4.21)	3.58
	<u>1444.24</u>	<u>490.70</u>
Operating Profit/(Loss) Before Working Capital changes	8900.03	4156.24
Changes in Working Capital:		
Increase/(Decrease) in trade payable	(4051.80)	1375.50
Increase/(Decrease) in provisions	412.65	124.95
Increase/(Decrease) in current financial and other liabilities	1390.03	(1172.17)
(Increase)/Decrease in trade receivables	(10071.92)	5146.55
(Increase)/Decrease in inventories	3985.65	(6083.48)
(Increase)/Decrease in loans	—	1.85
(Increase)/Decrease in current financial and other assets	280.22	832.81
(Increase)/Decrease in non-current financial and other assets	16.90	101.38
	<u>(8038.27)</u>	<u>327.39</u>
Cash generated from Operations	861.76	4483.63
Direct Taxes (paid)	(1793.92)	(600.13)
Net Cash flow (used in)/from Operating Activities (A)	(932.16)	3883.50
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment and Capital Work-in-Progress	(1646.13)	(1731.82)
Proceeds from Sale of Property, Plant & Equipment	0.56	0.07
Inter Corporate Deposits given	(24500.71)	(23412.42)
Inter Corporate Deposits redeemed	23412.42	21983.08
(Increase)/Decrease in other bank balance (net)	(180.27)	(6.82)
Fixed Deposit with Banks placed	(859.27)	—
Fixed Deposit with Banks matured	509.50	0.08
Interest received	1603.58	1649.22
Dividend received	291.56	257.80
Net Cash flow (used in) Investing Activities (B)	(1368.76)	(1260.81)
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) of Short Term Loans from Banks (net)	4076.42	(939.03)
Renewal of Lease Liabilities	57.81	713.17
Interest paid	(2104.52)	(1785.85)
Unclaimed/Dividend including Dividend Distribution Tax paid	(280.98)	6.71
Net Cash flow from/(used in) Financing Activities (C)	1748.73	(2005.00)
(A+B+C)	(552.19)	617.69
Net Increase/(Decrease) in Cash and Cash equivalents	(552.19)	617.69
Cash and Cash equivalents at the beginning of the period	1027.62	409.93
Cash and Cash equivalents at the end of the period [Refer Note No. 9 (iii)]	475.43	1027.62

Disclosure pursuant to Indian Accounting Standard (Ind AS) - 7: Statement of Cash Flows

Non-cash charges in current year - Nil (Previous year - ₹ Nil)

The Notes are an integral part of these financial statements

As per our report of even date.

For Deloitte Haskins & Sells LLP

Chartered Accountants,

Firm Registration No. 117366W/W-100018

Pallavi Sharma

Partner

Membership No. 113861

D. N. Nagarkar

Company Secretary & Senior General Manager : Legal

Y. S. Agarwal

Chief Financial Officer & Vice President : Finance

Nikhil J. Danani

Nakul P. Mehta

 Vice Chairmen &
Managing Directors

Shome N. Danani

Director

Mumbai, 19th May, 2022

Mumbai, 19th May, 2022

NOTES TO THE FINANCIAL STATEMENTS

Notes

1. GENERAL INFORMATION

Bharat Bijlee Limited is one of the leaders in the electrical engineering industry in India. A multi-product, multi-divisional organisation, its main products are transformers, electric motors, magnet technology machines and drives & automation system. The Company also undertakes turnkey projects (switchyards). The Company has a well established all-India marketing network that ensures responsive pre and after sales service.

The address of its registered office is Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

2A SIGNIFICANT ACCOUNTING POLICIES

2.01 Statement of Compliance:

These financial statements of the Company are prepared in accordance with Indian Accounting Standards ("Ind AS") notified under section 133 of Companies Act, 2013 (the Act) read alongwith Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

2.02 Basis of Preparation and Presentation:

The Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements are presented in Indian currency (INR) which is the Company's functional and presentation currency.

All values are rounded off to the nearest lakhs.

The financial statements were approved for issue by the Board of Directors on 19th May, 2022.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III (Division II) to the Companies Act, 2013. 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-non current classification of assets and liabilities.

The Company earns revenue primarily from sale of its main products transformers, electric motors, magnet technology machines and drives & automation system. The Company also earns revenue by undertaking turnkey projects (switchyards).

2.03 Revenue Recognition:

Revenue is recognised on satisfaction of performance obligation upon transfer of control of the promised goods or services to a customer at an amount, being the transaction price that reflects the consideration which the Company expects to receive in exchange for those goods or services. The performance obligation in case of sale of goods is satisfied at a point in time which is generally at the time of despatch / delivery as may be specified in the contract. In case of contracts, where the control of the goods is transferred on despatch, the Company has determined that freight is a separate performance obligation. A portion of the revenue earned under these contracts, representing the obligation to perform the freight service, is deferred and recognised upon delivery.

The performance obligation in case of sale of services is satisfied when the service is performed and there are no unfulfilled obligations.

Revenue is measured based on the transaction price, which is net of variable consideration adjusted for discounts, rebates, refunds, credits, price concessions, etc., if any, as specified in the contract with the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. Revenue also excludes taxes collected from customers.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

The amount of consideration does not contain a significant financing component as payment terms are less than one year.

Generally contracts with customers include warranty periods following sale of products. These obligations are not deemed to be separate performance obligations and therefore estimated and included in the total costs of the products. Where required, amounts are recognised accordingly in line with Ind AS 37: Provisions, Contingent Liabilities and Contingent Assets.

Revenue from construction contracts is recognised over time using the input method to measure progress of delivery. As work is performed on the assets being constructed they are controlled by the customer and have no alternative use to the Company, and it also has a right to payment for performance to date. When the outcome of individual contracts can be estimated reliably, contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion at the reporting date. Costs are recognised as incurred and revenue is recognised on the basis of the proportion of total costs at the reporting date to the estimated total costs of the contract. No margin is recognised until the outcome of the contract can be estimated with reasonable certainty. Provision is made for all known or expected losses on individual contracts once such losses are foreseen.

Revenues in excess of invoicing are classified as contract assets (which we refer as Gross amounts due from customers of Construction Contracts) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as Project amount due to customers).

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by nature of products and services.

2.04 Other Income:

- a) Dividend income from investments is recognised when the shareholder's right to receive payment has been established.
- b) Interest income is recognised on the time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.
- c) Insurance and other claims are accounted as and when unconditionally admitted by the appropriate authorities.

2.05 Property, Plant and Equipment:

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or Losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Capital work-in-progress / intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013. Depreciation is provided on pro-rata basis on the straight line method over the useful life of assets. The useful life, residual value and the depreciation method are reviewed atleast at each financial year end and adjusted prospectively.

Leasehold land is stated at historical cost less amounts amortised proportionate to expired lease period.

Spares in the nature of capital spares/ insurance spares are added to the cost of the assets. The total cost of such spares is depreciated over a period not exceeding the useful life of the asset to which they relate.

2.06 Intangible Assets:

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and amortisation 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 amortisation period is changed accordingly.

Expenditure on application software is amortised over a period of three years.

2.07 Impairment of assets:

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

When an impairment loss subsequently reverses, the carrying amount of the asset or a cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) earlier.

2.08 Financial instruments:**1. Initial recognition and measurement**

Financial assets and/or financial liabilities are recognised when the Company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2. Financial assets:**Classification and subsequent measurement of financial assets:****a) Classification of financial assets:**

- (i) 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.
- (ii) The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.
- (iii) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (iv) The Company reclassifies debt investments when and only when its business model for managing those assets changes.

b) Subsequent Measurement**(i) Debt instruments:**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

(1) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(2) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

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

Financial assets are subsequently measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

(ii) Equity instruments:

The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:

Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)**Investments in equity instruments at 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. This election is not permitted if the equity investment 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 and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

c) Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

d) Derecognition of financial assets:

A financial asset is primarily derecognised when:

1. the right to receive cash flows from the asset has expired, or
2. the Company has transferred its rights to receive cash flows from the asset; and
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognised in the Statement of Profit and Loss.

3. Financial liabilities and equity instruments**Classification as debt or equity**

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

Equity instruments

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

Repurchase of the Company's own equity instrument is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial Liabilities

Classification and subsequent measurement

The Company's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of financial liabilities depends on their classification as fair value through Profit and loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Statement of Profit and Loss. Amortised cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortised cost using the Effective Interest Rate method.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in profit and loss when the liabilities are derecognized.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognised amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)**Derivative financial instruments**

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured 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.

2.09 Inventories:

Inventories are stated at the lower of cost and net realisable value.

Cost of inventories comprise all costs of purchase (net of input credits), costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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

Cost of raw materials and components, packing materials, stores, spare parts other than specific spares for machinery and traded finished goods are determined on the basis of weighted average method.

Cost of Materials in transit and materials in bonded warehouse are determined at cost-to-date.

Cost of Work-in-progress and manufactured finished goods comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Custom duty is included in the materials lying in bonded warehouse.

2.10 Foreign currencies:

Items included in the financial statements of the Company are recorded using the currency of the primary economic environment (INR) in which the Company operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and from translation of monetary assets and liabilities at the reporting date are recognised in the Statement of Profit and Loss.

2.11 Employee Benefits:**Retirement benefit costs and termination benefits:****Defined Contribution Plans**

Payment to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Contributions to Provident and Family Pension Fund and Superannuation scheme, which are defined contribution plans, are made as required by the statute and expensed in the Statement of profit and loss.

Defined Benefit Plans

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement comprising actuarial gains and losses and the effect of the changes to the return of plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in the other comprehensive income is reflected immediately in retained earnings and is not reclassified to Statement of Profit and Loss. Past service cost is recognised in Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item "Employee benefits expense". Curtailment gains and losses are accounted for as past service cost.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for the termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)**Short-term and other long-term employee benefits:**

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange of related service.

Liabilities recognized in respect of other long-term employee benefits are measured at present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employee upto the reporting date.

2.12 Borrowing Costs:

- (a) Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.
- (b) All other borrowing costs are recognised as expense in the period in which they are incurred.

2.13 Taxation:

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

Current Tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year.

Deferred Tax

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

Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets including Minimum Alternate Tax (MAT) are generally recognised for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised. 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 assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

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 Tax Assets and Current Tax Liabilities are offset when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle the asset and liability on a net basis. Deferred Tax Assets and Deferred Tax Liability are offset when they relate to the same governing taxation laws.

Current and Deferred tax is recognised in Statement of Profit and Loss, except when it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.14 Leases:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)**2.15 Provisions, Contingent Liabilities and Contingent Assets:**

Provisions: Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured using the cash flows estimated to settle the present obligation at the Balance sheet date.

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 assets are disclosed, where an inflow of economic benefits is probable.

2.16 Segment Reporting:

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".

2.17 Cash and cash equivalents:

Cash and Cash equivalents include cash, cheques on hand, cash at bank and short term deposits with banks having original maturity of three months or less, which are subject to insignificant risk of changes in value.

2.18 Statement of Cash Flows:

Cash flows are reported using the indirect method whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.19 Dividend to equity shareholders:

Dividend to equity shareholders is recognised as a liability and deducted from shareholders' equity, in the period in which the dividends are approved by the equity shareholders in the general meeting.

2.20 Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.21 Government Grants:

Government grants including export incentives are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received. The Company accounts for its entitlement in the Statement of Profit and Loss on accrual basis in the period in which the matching costs are incurred.

2.22 Recent Accounting Pronouncements:

On 23rd March, 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2022. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from 1st April, 2022.

Ind AS 101 – First time adoption of Ind AS

Ind AS 109 – Financial Instrument

Ind AS 16 – Property, Plant and Equipment

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

Application of above standards are not expected to have any significant impact on the company's financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)**2B Critical accounting judgements and key sources of estimation uncertainty:**

The preparation of financial statements in conformity with Ind AS requires that the management of the Company makes judgements, estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to significant accounting estimates include useful lives and impairment of property, plant and equipment, allowance for doubtful debts/advances, deferred tax assets, future obligations in respect of retirement benefit plans, expected cost of completion of contracts, allowances for inventories, etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

(i) Useful lives and Impairment of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This re-assessment may result in change in depreciation expense in future periods.

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount. 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. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset.

(ii) Allowance for doubtful debts/advances

When determining the lifetime expected credit losses for trade receivables, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and credit assessment and including forward-looking information. Refer Note 9 (ii).

(iii) Employee Benefit Obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iv) Expected Cost of Completion of Contracts

The Company's revenue recognition policy, set out in Note 2.03, explains how the Company values the work it has carried out in each financial year.

Estimates are also required with respect to the below mentioned aspects of the contract.

- 1) Determination of stage of completion;
- 2) Estimation of project completion date; and
- 3) Estimated total revenues and estimated total costs to completion, including claims and variations.

(v) Allowance for Inventories

An inventory provision is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated taking into account various factors, including prevailing sales prices of inventory item and losses associated with obsolete / non-moving inventory items.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
3. Property, Plant and Equipment and Right of use Assets

	OWN ASSETS							RIGHT OF USE ASSETS				TOTAL (C) = (A) + (B)
	Leasehold Land	Buildings Incl. Roads (Refer Note)	Plant and Machinery	Furniture and Fittings	Office Equipments	Motor Vehicles	Total (A)	Office Premises	Godown	Motor Vehicles	Total (B)	
Gross carrying amount:												
As at 01-04-2021	4.81	4669.31	8017.37	297.12	254.15	143.15	13385.91	1013.13	—	5.16	1018.29	14404.20
Additions	—	358.62	807.09	108.68	56.68	6.57	1337.64	5.07	150.46	—	155.53	1493.17
Deductions	—	5.42	58.40	2.66	31.11	—	97.59	—	—	—	—	97.59
As at 31-03-2022	4.81	5022.51	8766.06	403.14	279.72	149.72	14625.96	1018.20	150.46	5.16	1173.82	15799.78
Accumulated depreciation:												
As at 01-04-2021	0.57	572.95	2969.50	151.85	160.95	87.24	3943.06	259.77	—	2.15	261.92	4204.98
Depreciation charge for the year	0.11	156.00	790.09	45.45	39.41	18.26	1049.32	120.20	17.27	1.29	138.76	1188.08
Depreciation on Retirement	—	2.14	55.22	2.56	29.54	—	89.46	—	—	—	—	89.46
As at 31-03-2022	0.68	726.81	3704.37	194.74	170.82	105.50	4902.92	379.97	17.27	3.44	400.68	5303.60
Net carrying amount												
As at 01-04-2021	4.24	4096.36	5047.87	145.27	93.20	55.91	9442.85	753.36	—	3.01	756.37	10199.22
As at 31-03-2022	4.13	4295.70	5061.69	208.40	108.90	44.22	9723.04	638.23	133.19	1.72	773.14	10496.18

	OWN ASSETS							RIGHT OF USE ASSETS				TOTAL (C) = (A) + (B)
	Leasehold Land	Buildings Incl. Roads (Refer Note)	Plant and Machinery	Furniture and Fittings	Office Equipments	Motor Vehicles	Total (A)	Office Premises	Godown	Motor Vehicles	Total (B)	
Gross carrying amount:												
As at 01-04-2020	4.81	3326.33	6625.38	255.48	213.33	143.15	10568.48	195.55	—	5.16	200.71	10769.19
Additions	—	1342.98	1594.87	42.11	45.12	—	3025.08	817.58	—	—	817.58	3842.66
Deductions	—	—	202.88	0.47	4.30	—	207.65	—	—	—	—	207.65
As at 31-03-2021	4.81	4669.31	8017.37	297.12	254.15	143.15	13385.91	1013.13	—	5.16	1018.29	14404.20
Accumulated depreciation:												
As at 01-04-2020	0.46	447.83	2521.89	127.72	131.81	69.39	3299.10	135.11	—	0.86	135.97	3435.07
Depreciation charge for the year	0.11	125.12	629.12	24.60	33.22	17.85	830.02	124.66	—	1.29	125.95	955.97
Depreciation on Retirement	—	—	181.51	0.47	4.08	—	186.06	—	—	—	—	186.06
As at 31-03-2021	0.57	572.95	2969.50	151.85	160.95	87.24	3943.06	259.77	—	2.15	261.92	4204.98
Net carrying amount												
As at 01-04-2020	4.35	2878.50	4103.49	127.76	81.52	73.76	7269.38	60.44	—	4.30	64.74	7334.12
As at 31-03-2021	4.24	4096.36	5047.87	145.27	93.20	55.91	9442.85	753.36	—	3.01	756.37	10199.22

Note:

Buildings includes ₹ 6350 (Previous Year - ₹ 6350) being the value of 326 shares (Previous Year - 326 shares) in Co-operative Societies for owned premises.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
3. Property, Plant and Equipment and Right of use Assets (Contd.)
3(i) Capital Work-in-Progress Ageing Schedule

CWIP as on 31st March, 2022	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in Progress	70.97	1.54	79.55	4.71	156.77
Projects temporarily suspended	—	—	—	—	—

3(ii) Capital Work-in-Progress Ageing Schedule

CWIP as on 31st March, 2021	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in Progress	2.68	262.01	—	29.07	293.76
Projects temporarily suspended	—	—	—	—	—

4. Intangible Assets

	Application Software
Cost:	
As at 01-04-2021	260.01
Additions	18.79
Deductions	7.55
As at 31-03-2022	271.25
Accumulated depreciation:	
As at 01-04-2021	231.63
Depreciation charge for the year	17.25
Depreciation on Retirement	7.55
As at 31-03-2022	241.33
Net book value	
As at 01-04-2021	28.38
As at 31-03-2022	29.92
Cost:	
As at 01-04-2020	240.91
Additions	19.10
Deductions	—
As at 31-03-2021	260.01
Accumulated depreciation:	
As at 01-04-2020	218.36
Depreciation charge for the year	13.27
Depreciation on Retirement	—
As at 31-03-2021	231.63
Net book value	
As at 01-04-2020	22.55
As at 31-03-2021	28.38

4(i) Intangible Assets Under Development Schedule

Intangible Assets Under Development as on 31st March, 2022	Amount in Intangible Assets Under Development for a period of			
	Less than 1 year	1-2 year	2-3 year	More than 3 years
Projects in Progress	148.69	—	—	—
Projects temporarily suspended	—	—	—	—

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
5. Financial Assets
(i) Investments

	Nominal Value (in ₹)	Quantity	As at 31st March, 2022	Quantity	As at 31st March, 2021
Non-current					
Quoted equity instruments					
(All fully paid up)					
Investments carried at fair value through other comprehensive income (FVTOCI)					
Siemens India Ltd.	2	2138160	50645.53	2138160	39429.81
Housing Development Finance Corporation Ltd.	2	514900	12299.16	514900	12867.09
ICICI Bank Ltd	2	87015	635.43	87015	505.77
Hindustan Oil Exploration Co. Ltd	10	333333	732.83	333333	322.67
HDFC Bank Ltd	1	5000	73.50	5000	74.68
Bank of India	10	5400	2.47	5400	3.66
Total aggregate quoted investments (at Fair Value)		A	64388.92	A	53203.68
Aggregate Market Value of quoted investments			64388.92		53203.68
Unquoted equity instruments					
(All fully paid up)					
Saraswat Co-operative Bank Ltd	10	1000	0.10	1000	0.10
Total aggregate unquoted investments		B	0.10	B	0.10
Total non-current investments		(A+B)	64389.02	(A+B)	53203.78

As at	As at
31st March, 2022	31st March, 2021

(ii) Corporate Deposits

Corporate Deposit (considered good - unsecured) *	18141.96	—
	<u>18141.96</u>	<u>—</u>

* - Corporate Deposit placed with Housing Finance Company for original term of two years

As at	As at
31st March, 2022	31st March, 2021

(iii) Other financial assets

Security Deposits	232.72	204.97
Other Advances		
Employee Advances (considered good- unsecured)	5.73	3.68
Deposits with Banks with maturity period more than 12 months *	2974.06	2624.29
Interest accrued on Deposits	517.65	668.62
	<u>3730.16</u>	<u>3501.56</u>

* - Includes ₹ 141.57 lakhs (Previous Year ₹ 151.59 lakhs) kept as Fixed Deposits against Bank Guarantees

As at	As at
31st March, 2022	31st March, 2021

6. Non-Current Tax Assets (Net)

Advance payments of tax (net of provision)	153.44	152.47
	<u>153.44</u>	<u>152.47</u>

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	As at 31st March, 2022	As at 31st March, 2021
7. Other non-current assets		
Capital Advances	83.55	63.01
Other Loans and Advances		
Advances to Vendors	5.16	5.16
Balances with Statutory / Government Authorities	342.11	343.21
Prepaid Expenses	8.71	13.07
Other Deposits	74.26	66.01
Prepaid Gratuity (Refer Note No. 32)	—	49.49
	513.79	539.95
8. Inventories		
Raw Materials and Components (In transit ₹ 707.62 lakhs - Previous year ₹ 419.37 lakhs)	6348.67	5731.32
Work-in-Progress	7178.69	11825.35
Finished Goods	7707.61	7742.91
Stock in Trade	391.07	310.87
Stores, Spare Parts and Fuel	39.40	31.19
Consumable Tools	17.46	19.72
Packing Materials	50.03	57.22
	21732.93	25718.58

Notes:

- The cost of inventories recognised as an expense during the year was ₹ 95069.56 lakhs (for the year ended 31st March, 2021: ₹ 51779.42 lakhs).
- The cost of inventories recognised as an expense includes ₹ 414.57 lakhs (during 2020-2021: ₹ 285.00 lakhs) in respect of write-downs of inventory to net realisable value, and has been reduced by ₹ 351.71 lakhs (during 2020-2021: ₹ 219.62 lakhs) in respect of the reversal of such write-downs. Previous write-downs have been reversed as a result of increased sales prices in certain markets.
- The mode of valuation of inventories has been stated in note 2.09 on Accounting policy for inventories.
- Inventories are hypothecated against loans repayable on demand from banks. Refer Note 17(i) on Borrowings.

9. Financial Assets
(i) Investments

	Number of Units	As at 31st March, 2022	Number of Units	As at 31st March, 2021
Current				
Unquoted Mutual Funds				
Investments carried at fair value through profit or loss (FVTPL)				
ICICI Prudential Money Market Fund - Growth	578852.54	1761.07	578852.54	1696.45
UTI Money Market - IP - Growth	48497.22	1196.61	48497.22	1151.71
Total aggregate unquoted investments		2957.68		2848.16
Aggregate market value of unquoted investments		2957.68		2848.16

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
9. Financial Assets (Contd.)

	As at 31st March, 2022	As at 31st March, 2021
(ii) Trade receivables		
Trade Receivables considered good - Secured	90.77	97.79
Trade Receivables considered good - Unsecured	34076.37	23996.68
Trade Receivables which have significant increase in Credit Risk	—	—
Trade Receivables - credit impaired	642.01	725.57
	34809.35	24820.04
Less: Allowance for doubtful debts	642.01	725.57
	34167.34	24094.47

Trade Receivables Ageing Schedule

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment as on 31st March, 2022					Total
			Less than 6 months	6 months-1 year	1-2 year	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	3378.60	19735.81	9897.22	1026.20	61.19	68.32	—	34167.34
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables - credit impaired	—	—	17.57	1.60	18.86	34.55	—	72.58
(iv) Disputed Trade Receivables - considered good	—	—	—	—	—	—	—	—
(v) Disputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—	—
(vi) Disputed Trade Receivables - credit impaired	—	—	—	—	—	25.28	544.15	569.43
Gross Total	3378.60	19735.81	9914.79	1027.80	80.05	128.15	544.15	34809.35
Less: Allowance for doubtful debts								642.01
Net Total								34167.34

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment as on 31st March, 2021					Total
			Less than 6 months	6 months-1 year	1-2 year	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	(277.82)	20254.59	3292.02	456.56	312.76	56.36	—	24094.47
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables - credit impaired	—	1.87	0.62	1.77	114.29	27.77	—	146.32
(iv) Disputed Trade Receivables - considered good	—	—	—	—	—	—	—	—
(v) Disputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—	—
(vi) Disputed Trade Receivables - credit impaired	—	—	—	—	15.10	48.79	515.36	579.25
Gross Total	(277.82)	20256.46	3292.64	458.33	442.15	132.92	515.36	24820.04
Less: Allowance for doubtful debts								725.57
Net Total								24094.47

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
9. Financial Assets (Contd.)

	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
(iii) Cash and Cash equivalents		
Bank balances		
In Cash credit Accounts	323.70	885.26
In Current Accounts	140.59	131.62
Cheques on hand	3.58	—
Cash on hand	3.48	6.38
Remittances in transit	4.08	4.36
	<u>475.43</u>	<u>1027.62</u>

	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
(iv) Bank balances other than (iii) above		
Earmarked balances with banks		
In Current Accounts (refer note below)	71.06	23.04
In Fixed Deposits*	127.23	0.53
Other		
Deposits with Banks - others	500.00	500.00
	<u>698.29</u>	<u>523.57</u>
	<u>1173.72</u>	<u>1551.19</u>

Note:

Balances in current accounts are earmarked towards unclaimed dividend, repayment of public deposits including interest and Corporate Social Responsibility.

- * a) - ₹ 0.56 lakhs (Previous Year ₹ 0.53 lakhs) kept as Fixed Deposits towards security with Sales Tax Dept.
 b) - ₹ 126.67 lakhs (Previous Year Nil) kept as Fixed Deposits against Bank Guarantees.

	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
(v) Corporate Deposits		
(Unsecured considered good)		
Corporate Deposit (considered good - unsecured)*	6358.75	23412.42
	<u>6358.75</u>	<u>23412.42</u>

- * - Corporate Deposit placed with Housing Finance Company for original term of one year

	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
(vi) Other financial assets		
Employee Advances (considered good- unsecured)	18.03	16.11
Interest accrued on Deposits	607.52	594.55
Derivative Asset on Forward Contracts	0.67	—
Other Receivables	6.14	3.77
	<u>632.36</u>	<u>614.43</u>

10. Current Tax Assets (Net)

	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
Advance payments of tax (net of provision)	82.73	51.92
	<u>82.73</u>	<u>51.92</u>

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

		<u>As at</u> <u>31st March, 2022</u>	<u>As at</u> <u>31st March, 2021</u>
11. Other current assets			
Advances to Vendors		164.95	138.46
Balances with Statutory / Government Authorities		255.58	716.40
Prepaid Expenses		526.16	476.13
Prepaid Gratuity (Refer Note No. 32)		134.29	37.34
Others		19.61	17.44
		<u>1100.59</u>	<u>1385.77</u>
12. Equity Share Capital			
Authorised:			
2,00,000 (Previous Year - 2,00,000)	12% Non-Convertible Redeemable Cumulative Preference Shares of ₹ 100 each	200.00	200.00
80,00,000 (Previous Year - 80,00,000)	Equity Shares of ₹ 10 each	800.00	800.00
		<u>1000.00</u>	<u>1000.00</u>
Issued and Subscribed and fully paid up shares			
56,51,560 (Previous Year - 56,51,560)	Equity Shares of ₹ 10 each	565.16	565.16
		<u>565.16</u>	<u>565.16</u>

(a) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	No of Shares (% of holding)	No of Shares (% of holding)
1. Life Insurance Corporation of India	277296 (4.91)	352291 (6.23)
2. Danmet Chemicals Pvt. Ltd.	459777 (8.14)	459777 (8.14)
3. Gayatri Education Medical & Research Foundation Pvt. Ltd.	450165 (7.97)	450165 (7.97)
4. Nikhil J. Danani	339519 (6.00)	339519 (6.00)

(c) Details of shares held by Promoters

S. No	Promoter name	Shares held by promoters as at 31st March, 2022		Shares held by promoters as at 31st March, 2021		% Change during the year
		No. of Equity Shares	% of total Shares	No. of Equity Shares	% of total Shares	
1	Nikhil J. Danani	339519	6.01	339519	6.01	NIL
2	Nakul P. Mehta	186830	3.31	186830	3.31	NIL
Total		526349	9.32	526349	9.32	

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	Note	As at 31st March, 2022	As at 31st March, 2021
13. Other Equity			
General Reserve	I(A)	24471.37	24471.37
Retained Earnings	I(B)	26229.42	21012.84
Other Comprehensive Income		61069.58	51177.66
		<u>111770.37</u>	<u>96661.87</u>
Notes:			
I. Nature and Purpose of Reserve			
(A) General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the statement of profit and loss. The Company can use this reserve for payment of dividends and issue of fully paid-up shares. As General Reserve is created by transfer of one component of equity to another and is not an item of other comprehensive income, items included in General Reserve will not be reclassified to statement of profit and loss.			
(B) Retained Earnings are the profits that the Company has earned till date, less any transfers to General Reserve and payment of Dividend.			
II. Dividend on Equity Shares (Refer Note No. 38)			
Proposed Dividend for the year ended 31st March, 2022 : ₹ 30 per equity share which includes ₹ 10 per equity share on occasion of the Company's 75th Annual Report (Dividend - 31st March, 2021 : ₹ 5 per equity share)			
		—	282.57
		—	282.57
		<u>—</u>	<u>282.57</u>
14. Financial Liabilities			
Lease Liability		718.28	695.96
		<u>718.28</u>	<u>695.96</u>
15. Provisions			
Others (Refer Note No. 37)		114.70	114.70
		<u>114.70</u>	<u>114.70</u>
16. Deferred Tax Liability (Net)			
Deferred Tax Liability			
Property, Plant and Equipment		729.42	745.83
Fair value of Mutual Fund and Equity shares		3056.10	1737.27
		<u>3785.52</u>	2483.10
Deferred Tax Asset			
Provision for doubtful debts and advances		(161.58)	(182.61)
Expenses that are allowed on payment basis		(253.80)	(273.36)
Provision for Contracts		(33.96)	(0.51)
Other Temporary Differences		(16.48)	(6.25)
		<u>(465.82)</u>	<u>(462.73)</u>
		<u>3319.70</u>	<u>2020.37</u>

Deferred Tax Assets and Deferred Tax Liability have been offset as they relate to the same governing taxation laws.
 (Refer Note No. 39 for deferred tax movement and related disclosures)

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	As at 31st March, 2022	As at 31st March, 2021
17. Financial Liabilities		
(i) Borrowings		
Secured:		
Working Capital Facilities from Banks repayable on demand	3000.00	3749.99
	3000.00	3749.99
Secured by hypothecation of all tangible moveable assets including stock of Raw Materials and Components, Stores, Spares, Fuel, Work-in-Progress, Finished Goods, Stock-in-trade and Book Debts and negative lien on the fixed assets. The oral equitable mortgage, ranking second and subservient to mortgages created, on immovable properties excluding vacant land at Company's Airoli factory is in the process of being satisfied as the same has been waived by the banks.		
The weighted average effective interest rate on the Working Capital Facilities is 6.8% p.a. (for 31st March, 2021: 8.6% p.a.)		
Bank Overdraft (Secured against Fixed Deposit) (Interest rate on bank overdraft is linked to Fixed Deposit interest rate)	391.58	790.17
	391.58	790.17
Unsecured:		
Short Term Loans from Banks	24475.00	19250.00
(The present interest rate on the bank loans is 6.7% p.a. (for 31st March, 2021: 6.9% p.a.)		
	24475.00	19250.00
	27866.58	23790.16

Note: There is no amount of loan or advance in the nature of loan outstanding from Promoters, Directors, KMPs and Related Parties.

	As at 31st March, 2022	As at 31st March, 2021
(ii) Lease Liability	120.26	84.77
	120.26	84.77
	As at 31st March, 2022	As at 31st March, 2021
(iii) Trade Payables		
Due to Micro Enterprises and Small Enterprises [see notes (a) and (b) below]	3101.04	3990.89
	3101.04	3990.89
Due to creditors other than Micro Enterprises and Small Enterprises		
(i) Acceptances	2178.93	1422.58
(ii) Others	8529.73	12553.22
	10708.66	13975.80

(a) Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006

There are no Micro and Small Enterprises to whom the Company owes dues which are outstanding for more than 45 days as at 31st March, 2022 except as mentioned in point (b) below. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
17. Financial Liabilities: (Contd.)

	As at 31st March, 2022	As at 31st March, 2021
(b) Disclosure in accordance with Section 22 of the MSME Act read with Notification No. GSR 679(E) dated 4th September 2015 issued by the Ministry of Corporate Affairs:		
Principal amount remaining unpaid and interest due thereon	3.50	10.35
Interest paid in terms of Section 16	—	—
Interest paid, other than under Section 16	—	—
Interest due and payable for the period of delay in payment	—	—
Interest accrued and remaining unpaid	—	—
Further Interest remaining due and payable for earlier years	—	—
(c) Trade payables generally have payment terms of 0 to 180 days		

Trade Payables Ageing Schedule

Particulars	Unbilled dues	Not Due	Outstanding for following periods from due date of payment as on 31st March, 2022				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	—	3097.54	3.50	—	—	—	3101.04
(ii) Others	—	7414.24	3171.43	37.43	3.47	77.87	10704.44
(iii) Disputed dues - MSME	—	—	—	—	—	—	—
(iv) Disputed dues - Others	—	4.22	—	—	—	—	4.22

Particulars	Unbilled dues	Not Due	Outstanding for following periods from due date of payment as on 31st March, 2021				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	—	3980.54	10.35	—	—	—	3990.89
(ii) Others	—	8668.37	5164.14	35.19	48.79	59.31	13975.80
(iii) Disputed dues - MSME	—	—	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—	—	—

	As at 31st March, 2022	As at 31st March, 2021
(iv) Other financial liabilities		
Interest accrued but not due on borrowings	33.27	35.58
Unclaimed dividends*	15.88	14.29
Unclaimed matured deposits and interest accrued thereon*	3.17	8.72
Deposits from Vendors, Dealers etc.	239.90	233.44
Derivative liability on Forward Contracts	1.38	0.46
Others	1.17	3.47
	294.77	295.96

* As at the year end, there is no amount due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
18. Other current liabilities		
Advances from Customers	1980.02	2256.37
Employee Benefits Payable	2834.63	1591.80
Contract Liability	49.70	168.65
Statutory dues	784.24	246.82
	<u>5648.59</u>	<u>4263.64</u>
	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
19. Provisions		
Employee Benefits:		
Provision for Compensated Absences	944.34	836.46
Others		
Provision for Warranty Costs (Refer Note No 37)	543.05	292.68
Provision for Contracts	134.93	2.04
	<u>1622.32</u>	<u>1131.18</u>
	<u>As at 31st March, 2022</u>	<u>As at 31st March, 2021</u>
20. Current Tax Liabilities (Net)		
Provision for Tax (net of advance tax)	115.60	5.60
	<u>115.60</u>	<u>5.60</u>

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	<u>Year ended</u> <u>31st March, 2022</u>	<u>Year ended</u> <u>31st March, 2021</u>
21. Revenue From Operations		
Sale of products		
Manufactured goods	120637.62	69031.96
Traded goods	1649.96	952.48
	122287.58	69984.44
Sale of Services	2406.91	1410.29
Project Revenue	772.84	1215.43
	125467.33	72610.16
Other Operating Revenue		
Scrap Sales	1106.64	494.70
	126573.97	73104.86
Disaggregation of Revenue based on major products:		
Manufactured goods		
Electric Motors	56976.95	36892.90
Transformers	57490.94	26855.90
Magnet Technology Machines	4125.28	3641.89
Drive Systems	2044.45	1641.27
	120637.62	69031.96
Traded goods		
Drives	976.86	755.60
Others	673.10	196.88
	1649.96	952.48
	122287.58	69984.44
Disaggregation of Revenue based on geographical areas is disclosed in Note No.33		
Changes in contract assets are as follows:		
Balance at the beginning of the year	—	—
Revenue recognised during the year	772.84	1215.43
Invoices raised during the year	(772.84)	(1215.43)
Balance at the end of the year	—	—
Changes in contract liabilities are as follows:		
Balance at the beginning of the year	168.65	313.08
Revenue recognised that was included in the contract liabilities at the beginning of the year	(129.53)	(166.16)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	10.58	21.73
Balance at the end of the year (Refer Note No.18)	49.70	168.65
Reconciliation of Revenue from operations with Contracted price		
Contracted price	115866.37	73098.10
Increase/(Decrease) towards variable consideration components	10707.60	6.76
Revenue recognised	126573.97	73104.86

The Increase/(Decrease) towards variable consideration comprises of discounts, rebates, credits etc.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	Year ended 31st March, 2022	Year ended 31st March, 2021
22. Other Income		
Interest Income	1465.58	1793.41
{including interest on Corporate deposits ₹ 1164.20 lakhs (previous year ₹ 1478.14 lakhs)}		
Dividend Income from Equity Instruments measured at FVTOCI	291.56	257.80
Fair valuation of Current Investments	109.52	150.30
Profit on sale of Fixed Assets	0.46	—
Net gain on foreign currency transaction and translation	36.32	31.55
Credit Balances appropriated	31.03	53.24
Provision no longer required (net)	83.56	—
Miscellaneous Income	383.48	393.25
	<u>2401.51</u>	<u>2679.55</u>
	Year ended 31st March, 2022	Year ended 31st March, 2021
23. Cost of materials consumed		
Raw Materials and Components Consumed	86551.79	53866.23
(Including Processing charges and Subcontracting charges)		
Packing Materials Consumed	1916.73	1465.44
Project Materials Consumed	373.88	704.04
	<u>88842.40</u>	<u>56035.71</u>
	Year ended 31st March, 2022	Year ended 31st March, 2021
24. Purchases of Stock-in-Trade		
Purchases	1337.65	899.69
	<u>1337.65</u>	<u>899.69</u>
	Year ended 31st March, 2022	Year ended 31st March, 2021
25. Change in inventories of finished goods, stock-in-trade and work-in-progress		
Stock at the beginning of the year		
Work-in-Progress	11825.35	6254.40
Finished Goods	7742.91	8061.76
Stock in trade	310.87	203.20
	<u>19879.13</u>	<u>14519.36</u>
Stock at the end of the year		
Work-in-Progress	7178.69	11825.35
Finished Goods	7707.61	7742.91
Stock in trade	391.07	310.87
	<u>15277.37</u>	<u>19879.13</u>
	<u>4601.76</u>	<u>(5359.77)</u>

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	Year ended 31st March, 2022	Year ended 31st March, 2021
26. Employee benefits expense		
Salaries and Wages	10924.74	8190.50
Workmen and Staff Welfare Expenses	1942.39	1560.66
Contribution to Provident and Other Funds	585.30	514.42
	<u>13452.43</u>	<u>10265.58</u>
	Year ended 31st March, 2022	Year ended 31st March, 2021
27. Finance costs		
Interest expense	2096.26	1688.82
Discounting Charges	5.95	9.05
	<u>2102.21</u>	<u>1697.87</u>
	Year ended 31st March, 2022	Year ended 31st March, 2021
28. Other expenses		
Power and Fuel	781.00	628.28
Stores, Spare Parts and Tools consumed	287.75	203.80
Fuel consumed (excluding for own power generation)	203.10	97.62
Repairs to Buildings	192.04	121.57
Repairs to Machinery	310.90	230.40
Other Repairs	66.67	69.95
Insurance	190.18	150.87
Rent	17.21	17.11
Rates and Taxes	185.62	263.14
Royalty	111.59	89.17
Post and Telecommunication Charges	131.18	112.76
Travelling, Conveyance and Motor Vehicle Expenses	399.52	220.28
Freight and Forwarding Charges	3689.43	2397.46
Product Advertisement and Publicity	17.85	15.25
Printing and Stationery	98.47	86.64
Data Processing Charges	185.20	210.13
Professional Charges	534.35	476.39
Commission	354.03	319.79
Corporate Social Responsibility Expenses	100.05	73.69
Bank Charges	329.54	215.60
Directors' Sitting Fees	22.30	19.60
Loss on Fixed Assets sold, discarded, and scrapped	8.03	21.52
Allowance for doubtful debts (net)	—	100.67
Bad Debts/Sundry Debit Balances written off	45.40	25.66
Others	1716.50	1443.20
	<u>9977.91</u>	<u>7610.55</u>

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)

	As at 31st March, 2022	As at 31st March, 2021
29. Contingent Liabilities:		
Disputed Sales Tax Demands	59.06	73.92
Disputed Excise Duty Demands	389.24	237.09
Disputed Custom Duty Demand	126.12	126.12
Disputed GST Demand	26.99	—
Disputed Income Tax Demands	94.77	27.77
It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.		
30. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	465.38	685.61

	Year ended 31st March, 2022	Year ended 31st March, 2021
31. Professional Charges include:		
(a) To Auditors: (net of GST)		
Audit Fees	24.00	24.00
Tax Audit Fees	4.00	4.00
Others	14.50	26.89
Reimbursement of Out of Pocket Expenses	—	0.52
	42.50	55.41
(b) To Cost Auditors (net of GST)	1.13	0.98

32. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 19: Employee Benefits
1) Defined contribution plans:

The Company participates in defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

The defined contribution plans are as below:

a) Provident fund

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India (GOI). The Company has no further obligations under the fund managed by the GOI beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company.

b) Superannuation fund

The Company holds a policy with an Insurance company, to which it contributes a fixed amount relating to superannuation and the pension annuity is met by the Insurer as required, taking into consideration the contributions made. The Company has no further obligations under the Scheme beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period they are incurred.

Contribution to Defined Contribution Plans, recognised in the Statement of Profit and Loss for the year under employee benefits expense, are as under:

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
i) Employer's Contribution to Provident Fund	350.99	297.40
ii) Employer's Contribution to Superannuation Fund	55.26	43.34
Total	406.25	340.74

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
32. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 19 : Employee Benefits (Contd.)
2) Defined Benefit Plans:

The Defined Benefit Plan is as below:

Gratuity (Funded)

The Company has an obligation towards gratuity, a funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, on death while in employment or on termination of the employment in terms of the provisions of the Payment of Gratuity Act, 1972 or as per the Company's Scheme, as applicable. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity fund established with the insurance company. The Company accounts for the liability for gratuity benefits payable based on an actuarial valuation. The plan typically exposes 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

If the Discount Rate i.e the yield on the Government Bonds decrease in future, the Actuarial Liability will increase and vice versa. The quantum of increase in valuation liability corresponding to specific decrease in the Discount Rate and vice versa, has been shown in the annexure containing the sensitivity Analysis of Key Actuarial Assumption.

Longevity risk

If the Mortality rate experienced by the staff of a particular company is higher than what is assumed in mortality Table used in the valuation, the valuation liability will increase. However, it will be very cumbersome to measure the quantum of increase for assumed reduction of Mortality rates as can be done in case of changes in salary Growth Rate and Interest Rate.

Salary risk

If the salary Growth Rate over the future years of services is increased, the Actuarial Liability will increase and vice versa. The quantum of increase in the valuation liability corresponding to specific increase in the salary growth rate and vice versa has been shown in the annexure containing Sensitivity Analysis of key Actuarial Assumption.

The most recent actuarial valuation of the present value of the defined benefit obligation was carried out at 31st March, 2022 by an independent actuary. The present value of the defined benefit obligation, the related current service cost and past service cost were measured using the projected unit credit method.

A. Principal actuarial assumptions used:

The principal assumptions used for the purposes of the actuarial valuations are as follows.

Particulars	As at 31st March, 2022	As at 31st March, 2021
1. Discount rate	7.00%	6.75%
2. Salary escalation	6.50%	6.50%
3. Rate of Employee Turnover	upto age 34 = 3% age 35-45 = 2% age 46 & above = 1%	upto age 34 = 3% age 35-44 = 2% age 45 & above = 1%
4. Mortality rate	Indian Assured Lives Mortality (2012-14) Ultimate (IALM 2012-14)	Indian Assured Lives Mortality (2012-14) Ultimate (IALM 2012-14)

B. Expenses recognised in Statement of Profit and Loss

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Service cost:		
Current service cost	184.91	174.64
Past service cost	—	—
Net Interest cost	(5.86)	(0.96)
Components of defined benefit costs recognised in the 'Employee benefits expenses' in the Statement of Profit and Loss	179.05	173.68

Net Interest Cost recognised in Statement of Profit and Loss:

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Interest Cost	167.96	161.30
(Interest Income)	(173.82)	(162.26)
Net interest cost recognised in Statement of Profit and Loss	(5.86)	(0.96)

NOTES TO THE FINANCIAL STATEMENTS

Notes (Contd.)

32. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 19 : Employee Benefits (Contd.)
C. Expenses Recognized in Other Comprehensive Income (OCI)

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in demographic assumptions	—	—
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in financial assumptions	(51.05)	(12.07)
Actuarial (Gains)/Losses on Obligation For the Period - Due to experience adjustment	90.76	(76.46)
Return on Plan Assets excluding Interest Income	38.78	(37.69)
Net (Income)/Expense recognised in OCI	78.49	(126.22)

D. Amount recognised in the Balance Sheet

Particulars	As at 31st March, 2022	As at 31st March, 2021
Present Value of Defined Benefit Obligation as at the end of the year	2748.24	2488.35
Fair Value of plan assets	(2882.53)	(2575.18)
Net (asset) /liability recognised in the Balance Sheet	(134.29)	(86.83)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Recognised under:		
Long term (asset) / provision (Refer note no. 7)	—	(49.49)
Short term (asset) / provision (Refer note no. 11)	(134.29)	(37.34)
Total	(134.29)	(86.83)

E. Movements in the present value of defined benefit obligation are as follows:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Opening defined benefit obligation	2488.35	2389.57
Current Service Cost	184.91	174.64
Interest cost	167.96	161.30
Past Service Cost	—	—
Remeasurement (gains)/losses	39.71	(76.46)
Benefits Paid (From the Fund)	(132.69)	(160.70)
Closing defined benefit obligation	2748.24	2488.35

F. Movements in the fair value of the plan assets are as follows:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Opening fair value of the plan assets	2575.18	2403.86
Contributions by the Employer	305.00	120.00
Remeasurement gains/(losses)	—	12.07
Interest income	173.82	162.26
Expected return on plan assets not included in the interest income	(38.78)	37.69
Benefits paid	(132.69)	(160.70)
Closing fair value of plan assets	2882.53	2575.18

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
32. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 19 : Employee Benefits (Contd.)
G. Maturity profile of defined benefit obligation:

Projected Benefits Payable in Future Years From the Date of Reporting	Estimated for the year ended	
	31st March, 2022	31st March, 2021
1st Following Year	865.74	887.81
2nd Following Year	127.30	287.06
3rd Following Year	85.15	125.69
4th Following Year	130.26	161.63
5th Following Year	209.65	400.96
Sum of Years 6 to 10	913.70	751.07
Sum of years 11 - above	3167.45	15657.97
Total expected payments	5499.25	18272.19

H. Sensitivity Analysis

The Sensitivity Analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

Projected Benefits Payable in Future Years From the Date of Reporting	As at 31st March, 2022	As at 31st March, 2021
Projected Benefit Obligation on Current Assumptions		
Impact of +0.5% Change in Rate of Discounting	(96.16)	(78.68)
Impact of -0.5% Change in Rate of Discounting	104.22	85.50
Impact of +0.5% Change in Rate of Salary Increase	110.44	85.30
Impact of -0.5% Change in Rate of Salary Increase	(100.42)	(79.21)
Impact of +0.5% Change in Rate of Employee Turnover	0.91	0.93
Impact of -0.5% Change in Rate of Employee Turnover	0.50	(0.84)

I. Other Disclosures

- The weighted average duration of the obligations as at 31st March, 2022 is 11.54 years (31st March, 2021: 24 years).
- The Company expects to contribute ₹ 14.15 lakhs to the plan during financial year 2022-23.

3) Other Long term employee benefits:
Annual Leave and Sick Leave assumptions

The liability towards non-funded compensated absences (annual leave and sick leave) for the year ended 31st March, 2022 based on actuarial valuation carried out by using Projected Accrued Benefit Method resulted in increase in liability by ₹ 107.88 lakhs. (Previous Year- increased by ₹ 62.91 lakhs)

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
33. Disclosure pursuant to Ind AS - 108 : OPERATING SEGMENTS
BUSINESS SEGMENTS

Particulars	Power Systems		Industrial Systems		Total	
	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Segment Revenue						
External Revenue	60856.00	29355.47	65717.97	43749.39	126573.97	73104.86
Inter-segment Revenue	—	—	—	—	—	—
Total Revenue	60856.00	29355.47	65717.97	43749.39	126573.97	73104.86
Segment Result	3021.19	(241.14)	9556.92	6942.34	12578.11	6701.20
Unallocated Income/(Expense) (Net)					(3086.20)	(1374.99)
Finance Costs					(2036.12)	(1660.67)
Tax Expense (Debit)/Credit					(1897.90)	(1060.55)
Profit /(Loss) after Taxation					5557.89	2604.99

Particulars	Power Systems		Industrial Systems		Total	
	2021-2022	2020-2021	2021-2022	2020-2021	2021-2022	2020-2021
Segment Assets	35981.87	33968.65	30204.96	26448.96	66186.83	60417.61
Unallocated Assets					99779.20	87178.45
Total assets					165966.03	147596.06
Segment Liabilities	9928.65	12187.57	10326.05	11429.63	20254.70	23617.20
Unallocated Liabilities					33375.80	26751.83
Total liabilities					53630.50	50369.03
Capital Expenditure						
Segment Capital Expenditure	101.14	607.82	978.38	930.61	1079.52	1538.43
Unallocated Capital Expenditure					566.61	193.39
Total Capital Expenditure					1646.13	1731.82
Depreciation and Amortisation						
Segment Depreciation and Amortisation	506.05	409.03	550.78	413.28	1056.83	822.31
Unallocated Depreciation and Amortisation					148.50	146.93
Total Depreciation and Amortisation					1205.33	969.24
Significant Non Cash Expenditure						
Segment Significant Non Cash Expenditure					—	—
Unallocated Non Cash Expenditure					80.00	—
Total Significant Non Cash Expenditure					80.00	—

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
33. Disclosure pursuant to Ind AS - 108 : OPERATING SEGMENTS (Contd.)
GEOGRAPHICAL INFORMATION

Particulars	Revenue from External Customers	
	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Within India	124739.66	71469.97
Outside India	1834.31	1634.89
	126573.97	73104.86

All Non-current assets are located in India.

Two customers in Power Systems segment contributed to more than 10% each, to the Company's revenue for the year ended 31st March, 2022 (Previous year <10%). There is no trend in such composition revenue by customer and considering the nature of the Company's business, the customer composition may change year on year.

OTHER DISCLOSURES:

- i Segments have been identified in line with Ind AS 108 on the basis of production and distribution process and regulatory environment.
- ii The Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and profit from operations as the performance indicator for all of the operating segments.
- iii While presenting the segment results, common expenses, common assets and liabilities to the extent not directly identifiable with any one segment have been grouped as unallocable.
- iv Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a group basis.
- v Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed for the Company as a whole.
- vi Capital expenditure consists of additions of property, plant and equipment and intangible assets.

SEGMENT INFORMATION:

- (i) Composition of Business Segments:
 - a. Power Systems
This segment comprises of the design, commissioning and marketing of power transformers; EPC projects for electrical substations including delivery, rectification, commissioning and servicing of transformers and marketing of maintenance products.
 - b. Industrial Systems
This segment comprises of the development, marketing and manufacture of a wide range of standard and customized electric motors; magnet technology machines and the engineering and supply of Drives and Automation systems.
- (ii) Segment Revenue, Result, Assets and Liabilities include respective amounts directly attributable to each segment and other relevant amounts allocated on reasonable basis.

34. Disclosure pursuant to Ind AS - 24 : RELATED PARTY DISCLOSURES:
34.1 RELATED PARTIES
A. Key Management Personnel:

- A1. Mr. Nikhil J. Danani, Vice Chairman & Managing Director
- A2. Mr. Nakul P. Mehta, Vice Chairman & Managing Director
- A3. Mr. Shome N. Danani, Executive Director (son of Mr. Nikhil J. Danani)
- A4. Mr. Yogendra S. Agarwal, Chief Financial Officer
- A5. Mr. Durgesh N. Nagarkar, Company Secretary

B. Enterprise over which (A1) can exercise control or significant influence:

- B1. Danmet Chemicals Pvt. Ltd.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
34. Disclosure pursuant to Ind AS - 24 : RELATED PARTY DISCLOSURES: (Contd.)
34.2 TRANSACTIONS WITH RELATED PARTIES

Nature of transaction	Related Parties		
	Referred in (A) and (B) above		
	With	Closing Balance	
		As at 31st March, 2022	As at 31st March, 2021
Short-term Employee Benefits Payable	A1	301.20	77.03
	A2	302.31	78.90
	A3	202.16	49.00
	A4	2.05	2.01
	A5	1.74	1.42
Trade Payable	B1	5.65	5.26
Receivable	B1	0.56	1.63

Nature of transaction	With	Year ended	Year ended
		31st March, 2022	31st March, 2021
Short-term Employee Benefits Paid	A1	482.30	211.79
	A2	482.30	211.79
	A3	318.39	145.08
	A4	55.53	38.80
	A5	52.59	41.05
Purchases	B1	218.36	215.69
Rent Received	B1	6.25	5.59

Notes:

- No amount has been written off or written back during the year ended 31st March, 2022. (Previous Year Nil).
- Remuneration does not include the provisions made for Gratuity as they are determined on an Actuarial basis for the Company as a whole.
- The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

35. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 116 : Leases

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Depreciation charge	138.76	125.95
Interest expense on lease liabilities	73.58	42.73
Expense relating to short-term lease	9.53	9.22
Expense relating to low value assets	7.68	7.89
Cash inflow / (outflow) for lease	57.81	713.17
Additions to right-of-use assets	155.53	817.58
Carrying amount of right-of-use assets	773.14	756.37

Nature of lessee's leasing activities: Leasing of office premises and vehicle
Maturity analysis of Lease Liability :

The future Lease Liability are as under :	As at 31st March, 2022	As at 31st March, 2021
Due not later than one year	120.26	84.77
Due later than one year but not later than three years	216.20	175.94
Due later than three years	502.08	520.02

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
36. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 33: Earnings Per Share

		Year ended 31st March, 2022	Year ended 31st March, 2021
Profit after Tax	A	5557.89	2604.99
Weighted Average number of Equity Shares	B	5651560	5651560
Nominal Value Per Share (₹)	C	10.00	10.00
Earnings per equity share (Basic and Diluted) (₹)	D = A/B	98.34	46.09

37. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 37: Provisions, Contingent Liabilities and Contingent Assets

Provisions	Carrying amount as at 1st April, 2021	Provision made during the year	Amount used during the year	Carrying amount as at 31st March, 2022
Others#	114.70	—	—	114.70
	(114.70)	—	—	(114.70)
Warranty*	292.68	477.19	226.82	543.05
	358.15	87.61	153.08	292.68

Figures in the bracket are for the previous year.

Others represent liability in respect of statutory dues which is sub-judice and payment thereon will depend upon the outcome of the case.

* Provision for Warranty Costs in connection with repairs and free replacement of parts during warranty period is determined based on past experience and estimates and are accrued in the year of sale.

38. Proposed Dividend

The Board of Directors at its meeting held on 19th May, 2022 has recommended a dividend of ₹ 30 per equity share of ₹ 10/- each which includes ₹ 10 per equity share on occasion of the Company's 75th Annual Report (total dividend ₹ 1695.47 lakhs) for the year ended 31st March, 2022, subject to approval of shareholders at the ensuing Annual General Meeting of the Company.

39. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 12 : Income Taxes
(a) Major component of tax expense / (income):

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Current Tax:		
Current Tax	1872.14	747.83
Tax Refund/(reversal) pertaining to earlier years	—	—
	1872.14	747.83
Deferred Tax:		
Deferred Tax (credit)/charge	25.76	(97.51)
MAT Credit utilisation	—	451.64
	25.76	354.13
Tax Refund/(reversal) pertaining to earlier years	—	(41.41)
	25.76	312.72
Total Tax expenses	1897.90	1060.55

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
39. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 12 : Income Taxes (Contd.)
(b) Income Tax recognised in Other comprehensive income

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Deferred Tax (credit)/charge on:		
Remeasurement of defined benefit plan	(19.75)	31.77
Fair Value of Equity Instruments through Other Comprehensive Income	1293.32	1624.79
	1273.57	1656.56

(c) Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate applicable in India:

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Profit before Tax (i)	7455.79	3665.54
Corporate tax rate as per Income Tax Act, 1961 (ii)	25.168%	34.944%
Tax on Accounting profit (iii) = (i) * (ii)	1876.47	1280.89
Tax difference on account of:		
(A) Income not chargeable to tax	(73.38)	(166.20)
(B) Tax rate differential	(2.04)	25.98
(C) Expenses not allowable under the Income Tax Act	25.18	(41.41)
(D) Tax refund/(reversal) pertaining to earlier years	—	(6.94)
(E) Other timing differences	51.92	—
Total effect of tax adjustments	1.68	(188.57)
Tax expense recognised during the year	1878.15	1092.32
– Income tax reported in Statement of Profit and Loss	1897.90	1060.55
– Income tax expense on Remeasurement of Defined Benefit Plan through Other Comprehensive Income	(19.75)	31.77

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
39. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 12 : Income Taxes (Contd.)
(d) Movement in Deferred tax balances:

Particulars	As at 1st April, 2021	Recognised in Profit and Loss	Recognised in OCI	As at 31st March, 2022
<u>Tax effect of items constituting deferred tax assets/(liabilities)</u>				
Property, Plant and Equipment	745.83	(16.41)	—	729.42
Fair value of Mutual Fund and Equity shares	1737.27	25.51	(1293.32)	3056.10
Remeasurement of defined benefit plan	—	19.75	19.75	—
Provision for doubtful debts and advances	(182.61)	21.03	—	(161.58)
Expenses that are allowed on payment basis	(273.36)	19.56	—	(253.80)
Provision for Contracts	(0.51)	(33.45)	—	(33.96)
Other Temporary Differences	(6.25)	(10.23)	—	(16.48)
Net Tax Liabilities	2020.37	25.76	(1273.57)	3319.70

Particulars	As at 1st April, 2020	Recognised in Profit and Loss	Recognised in OCI	As at 31st March, 2021
<u>Tax effect of items constituting deferred tax assets/(liabilities)</u>				
Property, Plant and Equipment	908.35	(162.52)	—	745.83
Fair value of Mutual Fund and Equity shares	116.20	(3.72)	(1624.79)	1737.27
Remeasurement of defined benefit plan	—	(31.77)	(31.77)	—
Provision for doubtful debts and advances	(218.37)	35.76	—	(182.61)
Expenses that are allowed on payment basis	(338.32)	64.96	—	(273.36)
Provision for Contracts	(7.64)	7.13	—	(0.51)
Other Temporary Differences	0.11	(6.36)	—	(6.25)
MAT Credit	(409.24)	409.24	—	—
Net Tax Liabilities	51.09	312.72	(1656.56)	2020.37

40. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 107 : Financial Instruments: Disclosures
Financial instruments and Risk management
40.1 Capital management

The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's management reviews its capital structure considering the cost of capital, the risks associated with each class of capital and the need to maintain adequate liquidity to meet its financial obligations when they become due. Accordingly the management and the Board of Directors periodically review and set prudent limit on overall borrowing limits of the Company.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
40. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 107 : Financial Instruments: Disclosures (Contd.)
40.2 Categories of financial instruments

The following table provides categorisation of all financial instruments at carrying value.

Particulars	As at 31st March, 2022	As at 31st March, 2021
Financial assets (Current and Non-current)		
(a) Mandatorily measured at fair value through profit or loss (FVTPL)		
(i) Mutual Fund Investments	2957.68	2848.16
(ii) Derivative Assets	0.67	—
(b) Measured at amortised cost		
(i) Cash and cash equivalent	475.43	1027.62
(ii) Bank balance other than (i) above	698.29	523.57
(iii) Trade receivables	34167.34	24094.47
(iv) Corporate Deposits	24500.71	23412.42
(v) Other financial assets	4361.85	4115.99
(c) Measured at fair value through other comprehensive income (FVTOCI)		
(i) Investments in equity instruments	64389.02	53203.78
Total Financial Assets	131550.99	109226.01
Financial Liabilities (Current and Non-Current)		
(a) Mandatorily measured at fair value through profit or loss (FVTPL)		
(i) Derivative Liabilities	1.38	0.46
(b) Measured at amortised cost		
(i) Borrowings	27866.58	23790.16
(ii) Lease Liability	838.54	780.73
(iii) Trade payables	13809.70	17966.69
(iv) Other financial liabilities	293.39	295.50
Total Financial Liabilities	42809.59	42833.54

40.3 Financial risk management

The financial risks emanating from the Company's operating business include market risk, credit risk and liquidity risk. These risks are managed by the Company using appropriate financial instruments. The Company has laid down written policies to manage these risks.

40.3.1 Market risk management

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of Currency risk, Interest rate risk and other price risk.

A. Foreign currency risk management

The Company is exposed to foreign currency risk arising mainly on import (of raw materials and capital items) and export (of finished goods). Foreign currency exposures are managed within approved policy parameters utilising forward contracts.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
40. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 107 : Financial Instruments: Disclosures (Contd.)

The carrying amounts of the Company's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

Nature of Transaction	Currency	As at 31st March, 2022		As at 31st March, 2021	
		Hedged	Unhedged	Hedged	Unhedged
Trade Payable	EUR*	4592	19726	44029	174110
	INR	3.91	16.81	37.96	150.12
Trade Payable	USD*	—	23209	34290	6001
	INR	—	17.66	25.02	4.38
Trade Payable	CNY*	2427830	3460	49947	3460
	INR	297.89	0.42	5.76	0.40
Trade Payable	GBP*	—	3452	—	—
	INR	—	3.45	—	—
Trade Receivable	USD*	78926	5074	8830	16308
	INR	59.44	3.82	6.38	11.78
Trade Receivable	EUR*	106579	43774	—	12249
	INR	89.24	36.65	—	10.37

* - Denotes amounts in full figures.

A.1 Foreign currency sensitivity analysis

The Company's exposure to Foreign Currency changes for all currencies is not material.

A.2 Derivative Financial Instruments

The Company has entered into foreign currency forward contracts to manage its exposure to fluctuations in foreign exchange rates on foreign currency receivables and payables. Fair value of derivative financial instruments are determined using valuation techniques based on information derived from observable market data.

The following table details the significant derivative financial instruments outstanding at the end of the reporting period:

Financial assets/ (Financial liabilities)	Particulars	As at 31st March, 2022	As at 31st March, 2021
Derivative Assets/(Liabilities) measured at FVTPL:			
(i) Forward contracts	Notional value * (to buy)	EUR - 4592	EUR - 44029
		CNY - 2427830	USD - 34290
			CNY - 49947
	Notional value * (to sell)	USD - 78926	USD - 8830
		EUR - 106579	
	Fair value (₹ lakhs)	(1.38)	(0.46)

* - Denotes amounts in full figures.

B. Interest rate risk management

The Company does not have interest rate risk exposure on its outstanding loans as at the year end as these loans are short-term loans on fixed interest rate basis.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
40. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 107 : Financial Instruments: Disclosures (Contd.)
C. Other price risks

The Company is exposed to price risks arising from its investments in mutual funds and equity.

Equity price risk is related to change in market reference price of investments in equity shares held by the Company. The fair value of quoted investments held by the Company exposes it to equity price risks. In general, these investments are not held for trading purposes.

The Company manages the surplus funds also through investments in debt based mutual fund schemes. The price of investment in these mutual fund Net Asset Value (NAV) is declared by the Asset Management Company on daily basis. The Company is exposed to price risk on such investment schemes by the movement in the NAV of invested schemes.

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments.

C.1 Equity price sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the reporting period.

If equity prices had been 5% higher/lower, the other comprehensive income for the year ended 31st March, 2022 would have increased/decreased by ₹ +/- 3219.44 lakhs (2020-2021: increase/decrease by ₹ +/- 2660.18 lakhs) as a result of the changes in fair value of equity investments measured at FVTOCI.

C.2 Mutual fund price sensitivity analysis

The sensitivity analysis below has been determined based on Mutual Fund Investment at the end of the reporting period. If NAV had been 1% higher / lower, the profit for year ended 31st March, 2022 would have increased/decreased by ₹ +/- 29.58 lakhs (2020-2021: increase/decrease by ₹ +/- 28.48 lakhs) as a result of the changes in fair value of mutual funds.

40.3.2 Credit risk management

Credit risk arises from the possibility that a counter party's inability to settle its obligations as agreed in full and in time. The maximum exposure to credit risk in respect of the financial assets at the reporting date is the carrying value of such assets recorded in the financial statements net of any allowance for losses.

A. Trade Receivables

The Company's trade receivables consists of a large and diverse base of customers including State owned Companies, Large Private Corporates and Public sector enterprises. Hence, the Company is not exposed to concentration and credit risk.

The ageing analysis of trade receivables as of the reporting date is as follows:

Ageing of trade receivables (Gross)	As at 31st March, 2022	As at 31st March, 2021
0 - 6 months past due	31324.72	23271.28
More than 6 months past due	3484.63	1548.76
Total Trade receivables	34809.35	24820.04

Reconciliation of allowance for doubtful debts on Trade Receivables

Particulars	31st March, 2022	31st March, 2021
Balance as at beginning of the year	725.57	624.90
Increase/(Decrease) in allowance for doubtful debts based on Expected Credit Loss (ECL)	(83.56)	100.67
Balance as at end of the year	642.01	725.57

B. Other Financial Assets

The Company maintains exposure in cash and cash equivalents, time deposits with banks and NBFCs, investments in debt mutual funds. Investment of surplus funds are made only with approved counter parties. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
40. Disclosure pursuant to Indian Accounting Standard (Ind AS) - 107 : Financial Instruments: Disclosures (Contd.)
40.3.3 Liquidity risk management

The objective of liquidity risk management is to maintain sufficient liquidity to meet financial obligations of the Company as they become due. The Treasury Risk Management Policy includes an appropriate liquidity risk management framework for the management of the short-term, medium-term and long term funding and cash management requirements. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

The Company has access to various fund / non-fund based bank financing facilities. The amount of unused borrowing facilities (fund and non-fund based) available for future operating activities and to settle commitments as at 31st March, 2022 is ₹ 18130 lakhs (as at 31st March, 2021: ₹ 25663 lakhs).

40.3.3.1 Liquidity risk table

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes principal cash flows along with interest.

	Weighted average effective interest rate (%)	Upto 1 year	1-5 years	5+years	Total
As at 31st March, 2022					
Borrowings (Unsecured)	6.80%	24693.97	—	—	24693.97
Lease Liability	—	120.26	443.31	274.97	838.54
Trade Payables	—	13809.70	—	—	13809.70
Other Financial Liabilities	—	294.77	—	—	294.77
Total		38918.70	443.31	274.97	39636.98
As at 31st March, 2021					
Borrowings (Unsecured)	6.90%	19427.73	—	—	19427.73
Lease Liability	—	84.77	420.99	274.97	780.73
Trade Payables	—	17966.69	—	—	17966.69
Other Financial Liabilities	—	295.96	—	—	295.96
Total		37775.15	420.99	274.97	38471.11

The derivative financial liability of ₹ 1.38 lakhs will get settled within one year.

40.4 Fair value measurements

The Company's certain financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about the valuation technique(s), inputs used and the fair value hierarchy used in determining such fair values.

Financial assets/ (Financial liabilities)	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	31st March, 2022	31st March, 2021		
1) Foreign currency Forwards: Derivative Liability Derivative Assets	1.38 0.67	0.46 —	Level 2	<u>Discounted cash flow.</u> Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.
2) Investments in Mutual funds at FVTPL	2957.68	2848.16	Level 1	Fair value of investments in Mutual Funds is based on Net asset value (NAV) declared by mutual fund houses at the reporting date.
3) Investments in equity instruments at FVTOCI (quoted) (refer note below)	64389.02	53203.78	Level 1	Quoted bid prices in an active market

Note: These investments in equity instruments are not held for trading. Instead, they are held for long-term strategic purpose. Upon the application of Ind AS 109, the Company has chosen to designate these investments in equity instruments as at FVTOCI as the management believe that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in profit or loss.

There were no transfers between Level 1 and 2 in the period.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
41. Other Statutory Information

- (i) The disclosure of balance outstanding on account of transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act 1956 is not applicable since there are no transactions with struck off Companies during the year.
- (ii) The Company does not have any Capital-work-in progress or intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.
- (iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

42. Ratios

Sr. No.	Particulars	Numerator	Denominator	As at / For the year ended 31st March, 2022	As at / For the year ended 31st March, 2021	% Variance	Reason for Variance greater than 25%
i	Current Ratio	Current assets	Current Liabilities	1.38	1.68	-17.75%	N. A
ii	Debt-Equity Ratio	Total Debt	Shareholder's Equity (excluding Other Comprehensive Income)	0.54	0.52	5.22%	N. A
iii	Debt Service Coverage ratio	Earning available for debt service	Debt Service	4.72	3.42	37.81%	The Company achieved pre-Covid level of operations coupled with lower interest rates.
iv	Return on Equity Ratio	Profit After Tax	Average Total Equity (excluding Other Comprehensive Income)	11.42%	5.83%	96.00%	The Company achieved pre-Covid level of operations with control over operating expenses.
v	Inventory Turnover Ratio	Turnover (Net)	Average Inventory	5.33	3.22	65.49%	The Company achieved pre-Covid level of operations with control over inventory.
vi	Trade Receivables Turnover Ratio	Turnover (Net)	Average Trade Receivables	4.35	2.74	58.52%	Faster collections from customers.
vii	Trade Payable Turnover Ratio	Total purchase	Average Trade Payables	5.57	3.22	73.19%	Faster payments to Vendors due to legal framework & better terms.

NOTES TO THE FINANCIAL STATEMENTS
Notes (Contd.)
42. Ratios (Contd.)

Sr. No.	Particulars	Numerator	Denominator	As at / For the year ended 31st March, 2022	As at / For the year ended 31st March, 2021	% Variance	Reason for Variance greater than 25%
viii	Net Capital Turnover Ratio	Turnover (Net)	Working Capital	6.76	2.27	197.12%	The Company achieved pre-Covid level of operations with control over working capital.
ix	Net Profit Ratio	Profit After Tax	Turnover (Net)	4.39%	3.56%	23.23%	N. A
x	Return on Capital Employed	Earning before interest and taxes	Capital Employed	11.62%	7.47%	55.59%	The Company achieved pre-Covid level of operations with control over operating expenses.
xi	Return on Investment	Income from Investments	Investments	15.21%	36.61%	-58.46%	Lower interest rates and equity market dynamics.

43. Previous year's figures have been regrouped / recast / reclassified, wherever necessary.

As per our report of even date.
For Deloitte Haskins & Sells LLP
Chartered Accountants,
Firm Registration No. 117366W/W-100018

Pallavi Sharma
Partner
Membership No. 113861

Mumbai, 19th May, 2022

D. N. Nagarkar
Company Secretary & Senior General Manager : Legal

Y. S. Agarwal
Chief Financial Officer & Vice President : Finance

Nikhil J. Danani }
Nakul P. Mehta } Vice Chairmen & Managing Directors

Shome N. Danani } Director

Mumbai, 19th May, 2022



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