



Date: June 25, 2021.

To,

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001,  
Maharashtra, India.

Dear Sir / Madam,

**Sub: Notice of the 35<sup>th</sup> Annual General Meeting (AGM) and Annual Report for the Financial year 2020-21.**

**Scrip Code: 541167**

In accordance with the General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), the 35<sup>th</sup> Annual General Meeting ('AGM') of the Company will be held on Tuesday, July 20, 2021 at 11.00 a.m. (IST) through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Integrated Annual Report of the Company along with the Notice of the AGM and other Statutory Reports for the Financial Year 2020-21, which is also being sent through electronic mode to the Members.

Further, the Annual Report of the Company along with the Notice of the Meeting will also be available on website of the Company at [www.yashoindustries.com](http://www.yashoindustries.com).

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

**For Yasho Industries Limited**

**Komal Bhagat**  
**(Company Secretary and Compliance Officer)**



Encl: As above

**YASHO INDUSTRIES LIMITED**  
**(FORMERLY KNOWN AS YASHO INDUSTRIES PVT. LTD.)**

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E-mail : [info@yashoindustries.com](mailto:info@yashoindustries.com), Website : [www.yashoindustries.com](http://www.yashoindustries.com)

CIN No. L74110MH1985PLC037900

A complex network diagram with numerous nodes of various colors (blue, yellow, green, purple) connected by thin lines, forming a dense web that fills the background of the page.

# **ENSURING CONSISTENT PROGRESS *POWERED BY OUR STRENGTHS***

YASHO INDUSTRIES LIMITED  
ANNUAL REPORT 2020-21

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Amidst the challenging circumstances caused by the COVID-19 pandemic, we, at Yasho Industries have stayed focused on what we could do to not only navigate the crisis but also turn it into an opportunity for driving consistent growth and success.

Over the past years, we have steadily built up our strengths in innovation, customisation, manufacturing, as well as global distribution. Our technical prowess and prudent cost management enable us to provide world-class products to diverse industries. We have constantly thrived with our R&D to create chemistry that adds value to our customers. This process has propelled our growth from a humble manufacturer of aromatic chemicals to rubber chemicals, specialty chemicals, and

lubricant additives. It has also transformed our market into a global one and enabled our transition from low margin to high margin products.

**We are now in the process of strengthening our capabilities, expanding capacities, enhancing efficiencies, and developing newer, innovative products to capture the upcoming opportunities and deliver sustained, higher growth.**










# About Us

Established in 1985 by the esteemed Mr. Vinod Jhaveri, Yasho Industries is amongst the leading manufacturers of specialty chemicals, food antioxidants, aroma chemicals, rubber accelerators, and lubricant additives. The Company's shares are listed on the BSE under the Main Board.

We produce a range of high-quality, globally benchmarked products which find application in diverse industries and suit customer

requirements. We have a presence in over 40 countries across Europe, America, Middle East, and Asia, with overseas sales for about 62% of our revenue.

Since inception, we have grown rapidly and added a huge array of products to our portfolio. We are supported by a dynamic management team with over 30 years of experience, R&D competence, and well-established, automated manufacturing facilities.

PRODUCT PORTFOLIO		
Product Portfolio	Product Portfolio	
<b>Food Antioxidants</b> →	Edible oils, confectioneries, animal feed, vitamin premix and nutraceuticals	
<b>Aroma Chemicals</b> →	Flavours and fragrances, agro chemicals as pheromones, pharma intermediates and several industrial applications	
<b>Specialty Chemicals</b> →	Acrylics, printing inks/coating, unsaturated polyester, resin as polymer inhibitor/stabiliser and Polyol for thermoplastic polyurethane	
<b>Rubber Chemicals</b> →	Tyres, conveyor belts, automobile profile, surgical gloves, condoms, balloons and latex gloves	
<b>Lubricant Additives</b> →	Grease, hydraulic/turbine/engine/gear oils, metal working fluids and coolants	

## MARQUEE CLIENTELE

Our customers include the most renowned and highly acclaimed companies across diverse industries.



**MANUFACTURING PROWESS**

We have three multi-purpose, multi-product manufacturing units situated at Vapi, Gujarat with a combined capacity of 9,200 MTPA. These facilities are strategically located within 200 kms from Nhava Sheva Sea Port, which facilitates easy access of raw materials and export of finished goods. Over the last three years, we have added a total of 3,700 MTPA capacity across our manufacturing plants.

Since the last two decades, we are a recognised supplier in 40+ global countries across Europe, America, Middle East, and Asia.

	Capacity (MTPA)
Unit-1	3,450 MTPA
Unit-2	4,550 MTPA
Unit-3	1,200 MTPA established in FY 2020-21

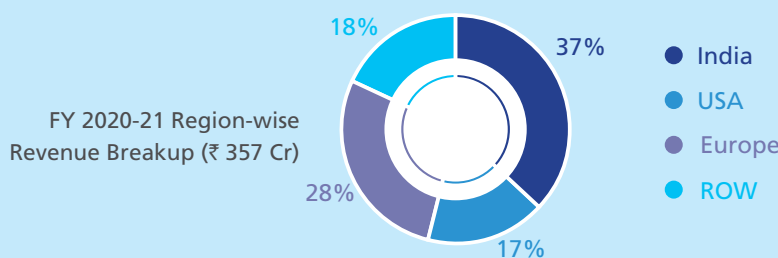
With continuous improvement in process, de-bottlenecking and to achieve sustainability, our capacity stands at 11,000 MT in FY 2021-22.

**GLOBAL PRESENCE**

- Australia • Bangladesh • Belgium • Brazil • Canada • Chile • China • Colombia • Costa Rica • Czech Republic • Denmark • Djibouti • Dubai • Ecuador • Egypt • Ethiopia • France • Germany • Guatemala • Indonesia • Iran • Iraq • Israel • Italy • Japan • Korea • Kuwait • Lebanon • Malaysia • Mexico • Morocco • Netherlands • New Zealand • Oman • Paraguay • Philippines • Puerto Rico • Russia • Saudi Arabia • Singapore • Slovakia • South Africa • South Korea • Spain • Sri Lanka • Sudan • Taiwan • Thailand • Turkey • United Arab Emirates • United Kingdom • United States • Uruguay • Venezuela • Vietnam • Yemen



Map not to scale. For illustrative purposes only.



Our diversified product portfolio caters to varied industries and insulates us from downturns in specific segments. It also gives us more avenues to produce market innovative products and solutions.

### AROMA CHEMICALS

We are the market leaders for clove oil and its derivatives. Chemicals like fatty esters and natural essential/ aroma oils cater to a gamut of personal care products such as cosmetics and toiletries. They are also used for flavours and fragrances, and in pharmaceutical segments for pain relief, cold and cough formulations. It is also utilised in dentifrices and oral care preparations including toothpaste, toothpowder, and mouthwash. It is also used as an insect repellent.



13

No. of products

### FOOD ANTIOXIDANTS

Fatty oils and oil-based foods are prone to auto-oxidation that results in a rancid taste and unpleasant odour. Our antioxidants help inhibit the negative effects of oxidation. The YANTQ brand of synthetic antioxidants has superior anti-oxidative power and finds application in foodstuff. It helps enhance the food nutrient content, keeps it fresh, and makes it more appetising. This is also used in animal feed, vitamin pre-mixes, and in nutraceuticals.



5

No. of products

### RUBBER CHEMICALS

Our range of rubber chemicals is used to manufacture rubber products like tyres, automotive components like hoses, seals, conveyor belts, and others. They are also used in the manufacture of surgical gloves, condoms, balloons, and latex gloves.



87

No. of products

**LUBRICANT ADDITIVES**

Our Lubricant additives improve the performance of lubricants by providing critical performance parameters. They improve boundary lubricity, extreme pressure properties, inhibit corrosion, and improve oxidation resistance. These products are marketed under the "YALUB". It finds application in hydraulic, turbine, engine and gear oils, metal working fluids, and greases.



**22**

No. of products

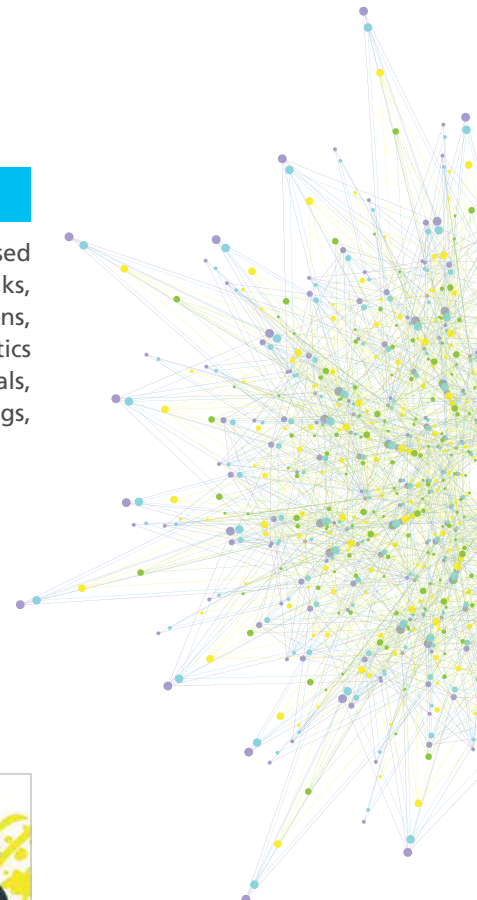
**SPECIALTY CHEMICALS**

These value-added chemicals are used as stabilisers for acrylics, printing inks, UPR resins, and fibre composite resins, as cross linkers for thermoplastics urethanes, electroplating chemicals, intermediates for API and bulk drugs, and agrochemicals.



**21**

No. of products







## Managing Director's and CEO's Message



“Our revenue for the year grew by 21% from ₹ 29,706.30 Lakhs to ₹ 35,943.60 Lakhs in FY 2020-21. Turnover volume increased by 21% at 7712 MT from 6388 MT in the previous year. This year, over 62% of our total revenues were contributed by exports, compared with 57% in the previous year.”

### Dear Shareholders,

I write to you during unprecedented times and trust you all are in good health. The COVID-19 pandemic has adversely impacted millions of lives and economies across the world, bringing industries and businesses to a grinding halt. Nonetheless, the economic activity is expected to rebound on the back of favourable policy reforms and successful roll-out of the vaccination drive; however, the intensity and depth of the second wave of infections may derail this rebound.

### OUR PERFORMANCE

At Yasho Industries, we demonstrated strong resilience and registered a robust performance during the year. Continuous product innovation, customer centric approach, and capacity expansion enabled us to deliver on our commitments and sustain growth momentum despite the challenging business environment.

Our revenue for the year grew by 21% from ₹ 29,706.30 Lakhs to ₹ 35,943.60 Lakhs in FY 2020-21. Turnover volume increased marginally by 21% at 7712 MT from 6388 MT in the previous year. This year, over 62% of our total revenues were contributed by exports, compared with 57% in the previous year. EBITDA grew by 38% to ₹ 5908.64 Lakhs from ₹ 4291.47 Lakhs in the previous year. Our improved performance was driven by new product development, better capacity utilisation along with robust demand for our products worldwide.

Net profit grew by 78% to ₹ 2147.74 Lakhs from ₹ 1204.46 Lakhs in the previous year. This was owing to higher demand from overseas markets and upscaling of demand owing to pollution issue in China. Value-added chemicals, particularly Rubber, Lubricants and Specialty segment, contributed a significant amount to our profitability this year. With demand for these chemicals constantly increasing in the international market, we expect specific segments to perform well and contribute to future growth and profitability.

As you would expect, we stringently adopted all COVID-19 appropriate safety protocols across our locations and also implemented additional measures to ensure health and wellbeing of all our people in these testing times.

## ENSURING HIGHEST QUALITY AND CONSISTENCY

Quality and consistency is of paramount importance to us. We understand the criticality of our business for downstream companies and ultimately the end-users. We strive to maintain high standards of quality, while also attracting newer customers and strengthening relations with the existing ones. In recent years, we have spent considerable amount in purchasing state-of-the-art instruments which help us monitor our product quality. Further, though having multipurpose plant, we have automated several plant processes which minimise batch to batch variation and helps us deliver consistent quality products.

Our stringent checks and a quality control team ensures that quality is maintained through every process – right from procurement of raw materials to delivery. We also adhere to all the national and international quality standards. Our manufactured products are first sent to the Quality Department, where quality of the finished products is inspected on a sample basis, putting them through various test parameters and testing methods. Regular quality audits are also undertaken by the in-house quality control team.

## GROWING DEMAND FOR SPECIALTY CHEMICALS

The Indian specialty chemicals market is increasingly gaining importance as the world looks to reduce its dependence on China. Globally, specialty chemicals is estimated to reach USD 953.9 billion by 2027, growing at a CAGR of 5.0%. India's specialty chemicals sector is also expected to grow rapidly, and will be driven by increased application in different products. A unique combination of talented manpower and low-cost production makes India an ideal production hub for global markets.

## BUSINESS OUTLOOK

Our core competencies include a diverse portfolio, long-standing customer relationships, and outstanding technical and manufacturing capabilities that make us globally competitive. We are well qualified with respect to experience, certifications, and possess an in-house R&D team to develop and deliver products indigenously. We continue to see improving performance across end user industries on the back of robust demand. We are also witnessing a shift in international trade patterns and believe this is an opportune time for Indian chemical players like us.

In the wake of the COVID-19 pandemic, many companies across the globe are scouting for new alternate vendors and we are happy to qualify and become their long-term business partner. Therefore, we are working on increasing our exports to fill capacities, especially for the industrial and specialty chemicals segment.

**Our stringent checks and a quality control team ensures that quality is maintained through every process – right from procurement of raw materials to delivery. We also adhere to all the national and international quality standards.**

Further, government's powerful 'Atmanirbhar Bharat Abhiyan' will be fundamental in promoting domestic manufacturing and increasing India's self-reliance, thus presenting enormous opportunities. We are also focused on enhancing capacities and improving product mix to encapsulate the upcoming opportunities presented by our customer industries spread across the globe. Our primary goal is to ramp up our existing capacity to an optimum level. As we lay the foundations for a strong and future-ready business, our newly expanded capacity of Rubber, Lubricant, and Specialty chemicals will fructify in the coming months.

As part of our Corporate Social Responsibility, we strive to promote livelihoods and ensure holistic development of our communities. During the year, we contributed a sum of ₹ 10 Lakhs towards CM relief fund in Gujarat and ₹ 5 Lakhs towards PM relief fund to help the government combat the COVID-19 pandemic. We are also assisting in rebuilding of a primary school in Kocharva Village, Vapi and equip it with the latest technology such as classroom projectors, computer laboratory, etc.

## CONCLUSION

I would like to take this opportunity to thank our esteemed stakeholders, our shareholders, our customers, our suppliers, our business partners, and our family of dedicated employees for their unstinted trust and support in these difficult times.

We remain satisfied with the progress we are making, yet we believe that we still have a way to go. We believe that the combination of our inherent capabilities, expert management, innovation strength, and culture of customer-centricity will support us in our journey of driving consistent growth and success.

Warm Regards,

**Parag Jhaveri**  
Managing Director & CEO



# Capturing Our Milestones

1985

- Incorporated under Companies Act, 1956 as Vasu Preservatives Private Limited

1993

- Commenced exclusive operations for Aromatic and Specialty Chemicals

1996

- Changed name from Vasu Preservatives Pvt. Ltd to Yasho Industries Pvt. Ltd

2000

- Commenced manufacturing of various Rubber Chemicals developed by in-house R&D

2001

- Received ISO 9001:2008 certification for high quality standards

2010

- Commenced manufacturing of Lubricant additives developed by in-house R&D

2013

- Recognised as Star Export House certified by Ministry of Commerce and Industry Directorate General of Foreign Trade

2016

- Upgraded to ISO 9001:2015 quality standards

2017

- Completed REACH registration to take full advantage of the market potential. Major product exported to Europe

2018

- Expansion at Unit-2, realigned the products produced at both the units Listed on the BSE SME

2019

- Commenced production in Unit-2 post expansion in July 2019 Received D&B (Dun Bradstreet) Awards for excellence in the chemicals sector (mid-corporate) for FY 2018-19

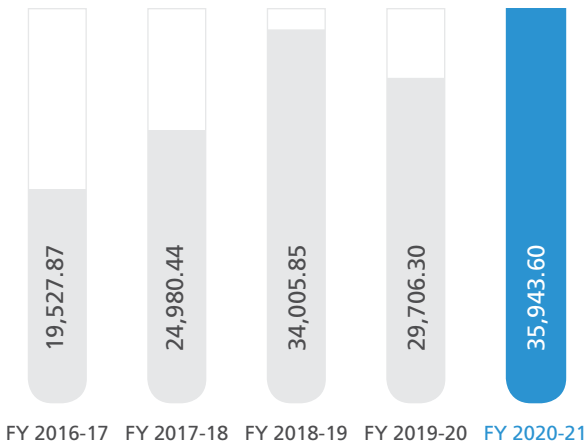
2020

- Set up Unit-3 in March 2020
- Migrated to main board on BSE

# Our Financial Scorecard

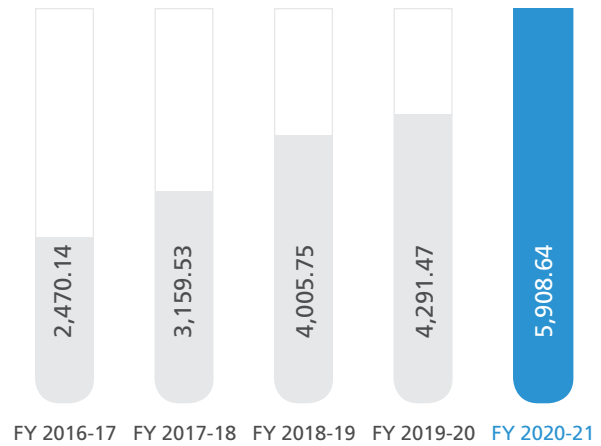
## REVENUE FROM OPERATIONS

(₹ in Lakhs)



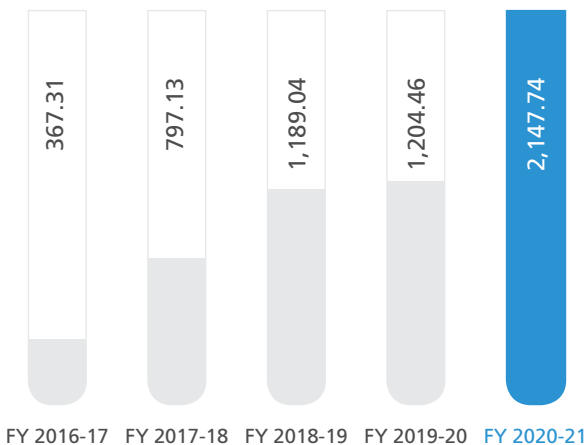
## EBITDA

(₹ in Lakhs)



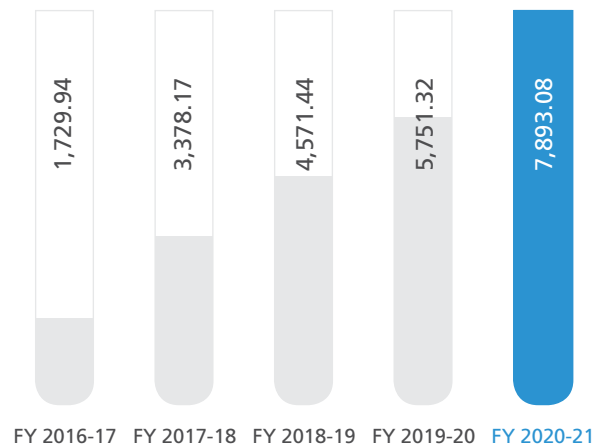
## PAT

(₹ in Lakhs)



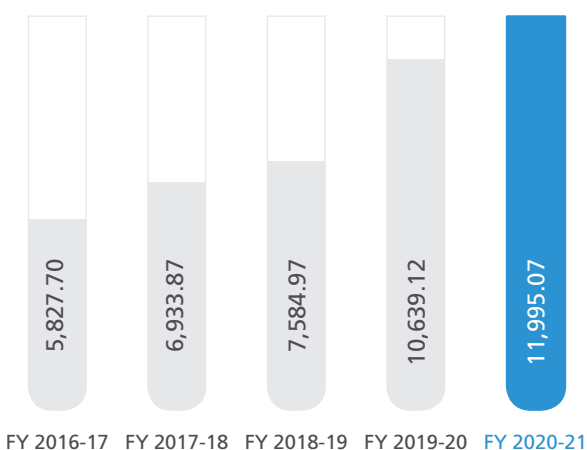
## NET WORTH

(₹ in Lakhs)



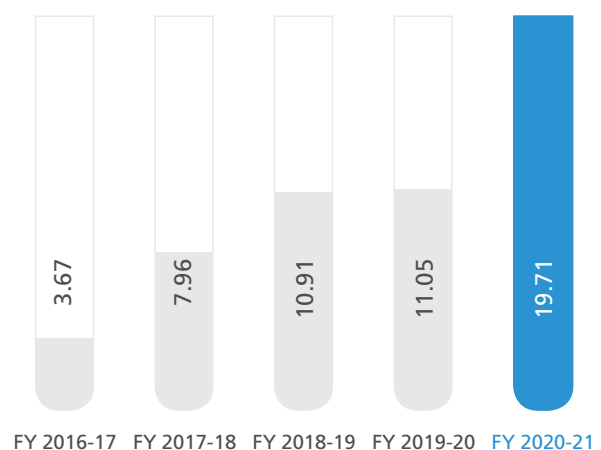
## NET FIXED ASSETS

(₹ in Lakhs)



## EARNINGS PER SHARE

(₹)



Ensuring Progress by

## Strengthening Capabilities

Our core competencies and customer-centricity are the key contributors to our success. Understanding the evolving industry norms and customer requirements leads to the development of innovative products and solutions. We are further augmenting our capabilities to deliver products of the highest quality and achieve market share gains.

### LEVERAGING R&D COMPETENCE

Being a specialty chemicals company, our R&D team is the backbone and primary contributor to our company's growth and success. Over the years, we have significantly increased our R&D spends to deliver the highest quality products to our customers. Our research primarily focuses on the development and optimisation of new products and upgrading existing ones by leveraging green chemistry. Our R&D team works in collaboration with our production engineers to help us enhance our production processes by making them more efficient and environmentally sound.

Our R&D facility is DSIR certified, thus having official recognition by the government. The state-of-the-art laboratory uses modern quality control methods and sophisticated instrumentation and equipment. Further, our technical capabilities help us identify process bottlenecks and undertake specific initiatives to enhance efficiencies and optimise costs. We continue to leverage our R&D strengths to develop new products and processes for varied applications.



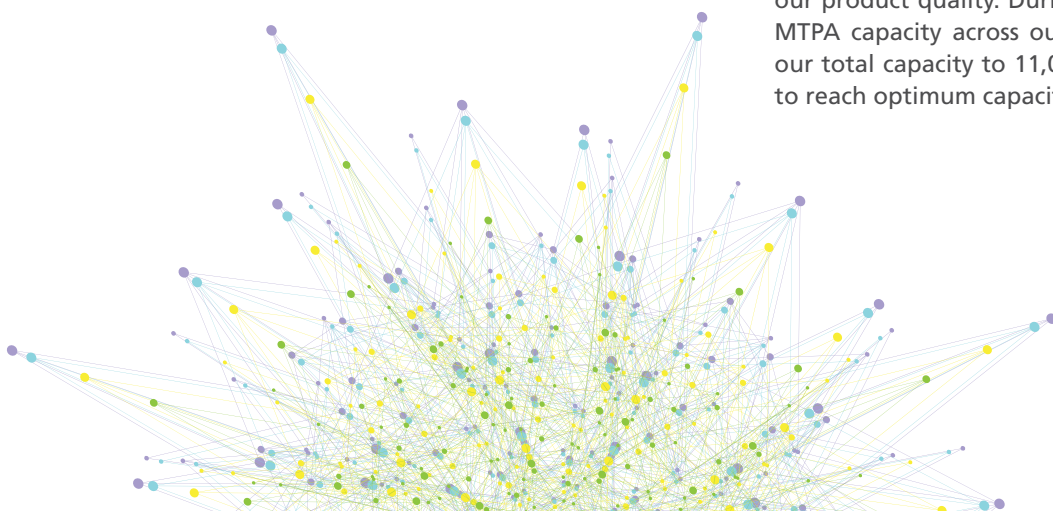


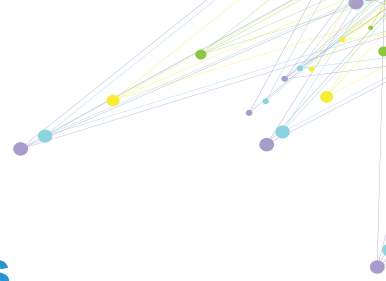
### DIVERSIFYING PRODUCT PORTFOLIO

Our vast expertise, global certifications, and dedicated R&D efforts enable us to develop and deliver products indigenously. Our distributed portfolio catering to multiple industries insulates us from downturns in specific segments. By way of continuous innovation and product expansion, we aim to create differentiated products to fulfil emerging customer requirements. Going forwards, our aim is to improve our product mix to high-margin lubricant and specialty products in view of increasing demand for these chemicals.

### EXPANDING CAPACITIES

Over the past few years, we have been consistently investing in manufacturing capabilities. Commercial opportunities are continually evaluated, and for products wherever economies are favourable, we continue to invest in expanding capacities and accelerate production of such chemicals to fulfil the growing demand. Our multi-purpose facilities give us the advantage of manufacturing several products with the same machinery and equipment. Despite having multipurpose facilities, we have automated several of our plant processes. This has resulted in better throughput and consistency of our product quality. During FY 2021-22, we added 1,800 MTPA capacity across our manufacturing plants, taking our total capacity to 11,000 MT from 9,200 MT. We plan to reach optimum capacity utilisation by 2023.





Ensuring Progress by

## Embedding Sustainability in Business

As a responsible corporate, we strive to promote environmental sustainability and social welfare, while also ensuring adherence to the highest quality standards. Our sustained investments in our manufacturing and R&D capabilities help us not only enhance operating efficiencies but make our operations sustainable.

### QUALITY CONSCIOUSNESS

We understand that quality is paramount in performance chemicals. Our testing laboratory is equipped with modern and sophisticated instruments and equipment, thereby ensuring product quality. This also provides us with a distinct edge to fulfil customers' specific

requirements and quality standards. All our batches comply with the prescribed specifications for quality control. Our conformity to global best practices has led us to achieve global certifications which act as an entry barrier, especially in exports market.





## GLOBAL CERTIFICATIONS

- ISO 9001:2015 – Quality standards
- FSSC 22000 – Food safety standards
- FAMI-QS – Feed Safety Management System including Good Manufacturing Practice (GMP) in compliance with FAMI-QS code
- STAR-K KOSHER – certifies various products as KOSHER certified
- HALAL – certifies various products processed as registered with Jamiat Ulama Halal Foundation (JUHF)
- FSSAI – certifies items of food products
- Export Inspection Agency Certification – certifies food antioxidants and flavouring compound for export to all countries excluding EU
- REACH – To take full advantage of the market potential. Major products exported to Europe add South Korea, Turkey & UK

## RESPONSIBLE OPERATIONS

An R&D focussed approach facilitates in making our operations sustainable. We have undertaken several process changes by leveraging our R&D capabilities, which has helped us reduce waste generated at the facilities. Further, the use of environment-friendly catalysts in the units facilitates elimination of toxic metal waste generation. We improved several processes to reduce water consumption by more than 50%. Further, we have developed more sustainable processes for our existing products, which have reduced wastewater effluents and helped us achieve a sustainable product portfolio. We also continued our efforts towards new product development in the emerging fields of electric vehicles and Euro-VI fuels.

## SOCIAL INITIATIVES

As part of our social welfare activities, we endeavour to foster holistic development of the communities and society in which we operate. In the month of April 2020, we contributed a sum of ₹ 10 Lakhs towards CM relief fund in Gujarat and ₹ 5 Lakhs towards PM relief fund to help the government combat the COVID-19 pandemic. In addition, we have initiated a project to build a primary school in Kocharva Village, Vapi and equip it with latest technology such as classroom projectors, computer laboratory, etc.





# Empowering Human Resources

Our human capital is the driving force of the organisation’s consistent success. We strive to foster a safe, open, and inclusive work environment and provide a culture of continuous learning and development to boost employee capabilities.

For us, building the skills and capabilities of our employees is very important. We train the quality assurance team on certification programmes in the industries we operate in, while training and safety programmes are also organised for the plant workers. In addition, we identify

chemists with a passion to learn and grow, and provide them specialised training in advanced instruments. As a growing organisation, we need to continuous upskill our employees to keep up their morale and attract the best industry talent.



## LEARNING AND DEVELOPMENT

We transform people into performers, and turn performers into champions. We promote, groom, and mentor young talent to advance their careers and take on leadership roles. By following a regular pattern of attracting young talent, we groom our employees by providing regular training, exposure, and experience.

## ENSURING HEALTH AND SAFETY

In the light of the COVID-19 pandemic, we have been rigorously implementing all the safety and sanitisation protocols directed by the State Government across our offices and factories. Temperature screening, wearing of masks and gloves, and regular sanitisation have been made mandatory at the premises. We have also extended lunch timings for employees so that they can work in shifts to ensure social distancing. Besides this, we regularly organise medical checkups for our employees in the factory.



## Board of Directors



**MR. PARAG JHAVERI**

**Managing Director and CEO**

Mr. Parag Jhaveri has a Master of Science degree in Chemistry from Mumbai University. He has over three decades of experience in the chemical industry. He played a key role in ensuring the robust growth of the organisation with oversight over the functions of sales, finance, R&D, and marketing along with our founder promoter. Under his visionary leadership, the Company has built a model for a sustainable future.



**MR. VINOD JHAVERI**

**Chairman and Executive Director**

Mr. Vinod Jhaveri is one of the founding promoters of the Company. He is a Commerce graduate from Gujarat University. He remains the main guiding force behind the growth and business strategy of the Company. He currently plays a crucial role for the overall management affairs of the Company. He played a key role in ensuring the consistent growth of the Company and has helped build a robust framework for excellence in implementation.



**MR. YAYESH JHAVERI**

**Whole Time Director  
& Chief Financial Officer**

Mr. Yayesh Jhaveri is a commerce graduate from Mumbai University. With experience of more than 26 years in the chemical industry, he has played an eminent role in the growth of the Company by handling the purchase, logistics, supply chain and production planning. He also played an integral part in setting up Unit-II and Unit-III. He currently plays a crucial role in the accounts and finance function. His consistent perseverance and hard work has immensely contributed to the evolution of the Company over the years.

**MRS. MILA DESAI**

**Non-Executive Independent Director**

Mrs. Mila Desai is a commerce graduate and has completed her master's degree from Calcutta University. She has to her credit various diplomas in fields such as Foundation and Advanced Course in Learning Disabilities and Diploma in Early Childhood Teacher Education. As an Independent Director, she provides her expertise and inputs to ensure the growth of the Company.

**MR. ASHOK MALAVIYA**

**Non-Executive Independent Director**

Mr. Ashok Malaviya is a commerce graduate from Mumbai University. He has over 21 years of experience in handling exports, worldwide parcel service, bulk cargo handling and trading of special hazardous chemicals. Currently, he works as an analyst and investor in share market. As an Independent Director, he provides his expertise and inputs to ensure that the Board adheres to the required corporate governance requirements.

**DR. PRAKASH BHATE**

**Non-Executive Independent Director**

Dr. Prakash Bhatte has done his Ph.D. in Organic Chemistry from the Ohio State University, Columbus. He has over 38 years of experience in the chemical industry. As a professor at the Institute of Chemical Technology in Mumbai, he has taught organic chemistry and technology to students and guided several doctoral and master's students. He has been elected as the Fellow of Society of Dyers and Colourists (UK) in 2011-12, and is a member of the American Chemical Society. After retiring in 2018, he continues to be a visiting professor at the Institute of Chemical Technology, Mumbai.



# Management Discussion & Analysis

## GLOBAL SCENARIO

Global growth is projected at 6% in 2021, moderating to 4.4% in 2022. The projections for 2021 and 2022 are stronger than in the October 2020 WEO. The upward revision reflects additional fiscal support in a few large economies, the anticipated vaccine-powered recovery in the second half of 2021, and continued adaptation of economic activity to subdued mobility. High uncertainty surrounds this outlook, related to the path of the pandemic, the effectiveness of policy support to provide a bridge to vaccine-powered normalization, and the evolution of financial conditions.

(Source: <https://www.imf.org/en/publications/weo?page=1>)

Extraordinary policy measures have eased financial conditions and supported the economy, helping to contain financial stability risks. Chapter 1 warns that there is a pressing need to act to avoid a legacy of vulnerabilities while avoiding a broad tightening of financial conditions. Actions taken during the pandemic may have unintended consequences such as stretched valuations and rising financial vulnerabilities. The recovery is also expected to be asynchronous and divergent between advanced and emerging market economies. Given large external financing needs, several emerging markets face challenges, especially if a persistent rise in US rates brings about a repricing of risk and tighter financial conditions.

The corporate sector in many countries is emerging from the pandemic overindebted, with notable differences depending on firm size and sector. Concerns about the credit quality of hard-hit borrowers and profitability are likely to weigh on the risk appetite of banks. Chapter 2 studies leverage in the non financial private sector before and during the COVID-19 crisis, pointing out that policymakers face a trade-off between boosting growth in the short term by facilitating an easing of financial conditions and containing future downside risks. This trade-off may be amplified by the existing high and rapidly building leverage, increasing downside risks to future growth. The appropriate timing for deployment of macroprudential tools should be country-specific, depending on the pace of recovery, vulnerabilities, and policy tools available. Chapter 3 turns to the impact of the COVID-19 crisis on the commercial real estate sector. While there is little evidence of large price misalignments at the onset of the pandemic, signs of overvaluation have now emerged in some economies. Misalignments in commercial real estate prices, especially if they interact with other vulnerabilities, increase downside risks to future growth due to the possibility of sharp price corrections.

(Source: <https://www.imf.org/en/publications/gfsr>)

## INDIAN ECONOMY OVERVIEW

The Indian economy was negatively impacted by an unprecedented health crisis in 2020-21 with the highly contagious corona virus (Covid-19) spreading across the country. In response to the pandemic, Government has taken several proactive preventive and mitigating measures starting with progressive tightening of international travel, issue of advisories for the members of the public, setting up quarantine facilities, contact tracing of persons infected by the virus and various social distancing measures. Government imposed a strict 21 days nationwide lockdown from 25th March, 2020, under the Disaster Management Act, 2005, with subsequent extensions and relaxations, to contain the spread of Covid-19 while ramping up the health infrastructure in the country. The lockdown measures, imposed to contain the spread of Covid-19 pandemic in India, ubiquitously affected employment, business, trade, manufacturing, and services activities. The real Gross Domestic Product (GDP) growth is projected to contract by 7.7 percent in 2020-21 as compared to a growth of 4.2 percent in 2019-20. GDP growth, however, is expected to rebound strongly in 2021-22 owing to the reform measures undertaken by the Government.

The Government announced a special economic and comprehensive package under Atmanirbhar Bharat of ₹ 20 lakh crore - equivalent to 10 percent of India's GDP – to fight the Covid-19 pandemic in India. Several structural reforms announced as part of the package, inter alia, include deregulation of the agricultural sector, change in definition of MSMEs, new PSU policy, commercialization of coal mining, higher FDI limits in defence and space sector, development of Industrial Land/Land Bank and Industrial Information System, Production Linked Incentive Schemes, revamp of Viability Gap Funding scheme for social infrastructure, new power tariff policy and incentivizing States to undertake sector reforms. Apart from this, various steps were taken to boost consumption which, inter alia, includes cash payment in lieu of the Leave Travel Concessions (LTC) scheme, One-time special Festival advance of ₹ 10,000 (interest-free) for central Government employees. Other steps such as Interest-free 50- year loan to states, additional capital expenditure budget for the central Government, launch of Emergency Credit Line Guarantee Scheme (ECLGS) 2.0, 1.46 lakh crore boost for manufacturing through Production-linked incentives for ten Champion Sectors, 18,000 crores additional outlay for PM Awaas Yojana (PMAY) –Urban, Equity infusion in National Investment and Infrastructure Fund (NIIF) Debt Platform, Demand booster for Residential Real Estate Income Tax relief for Developers & Home Buyers, Boost for Project Exports, Capital and Industrial Stimulus has been initiated to support economic growth.

As per the first Advance Estimates of annual national income released by the National Statistical Office (NSO), Real GDP is estimated to contract by 7.7 percent in 2020-21, as compared to a growth of 4.2 percent in 2019-20. This contraction in GDP growth is mainly attributed to the contraction in industry and services sector. The growth of Gross Value Added (GVA) at constant (2011-12) basic prices is estimated to contract by 7.2 percent in 2020-21, as compared to a growth of 3.9 percent achieved in 2019-20. Positive growth in real GVA in agriculture & allied sectors at 3.4 percent in 2020-21 against 4.0 percent in PE of 2019-20 indicates resilience of rural economic activity to the Covid-19 pandemic. From the demand side, private consumption expenditure is estimated to contract at 9.5 percent in 2020-21 as against a growth of 5.3 percent in 2019-20 and fixed investment is estimated to decline by 14.5 percent in 2020-21 as against 2.8 percent in 2019-20. Government consumption final expenditure is estimated to grow at 5.8 percent in 2020-21 as against 11.8 percent in 2019-20. Exports and imports of goods and services are estimated to contract at 8.3 percent and 20.5 percent (at constant prices) respectively in 2020-21.

(Source: <https://www.indiabudget.gov.in/doc/frbm1.pdf>)

## OVERVIEW OF INDIAN SPECIALTY CHEMICALS INDUSTRY

The market size of Chemicals & Petrochemicals sector in India is around \$178 bn; expected to grow to \$300 bn by 2025.

The production of Total Major Chemicals and Petrochemicals in 2020-21 (upto September 2020) was 12,502 thousand MT. CAGR in production of Total Chemicals and Petrochemicals during the period 2015-16 to 2019-20 is 5.74%. Alkali Chemicals accounts for around 71% of the total production of Major Chemicals for the year 2019-20 (upto September 2019).

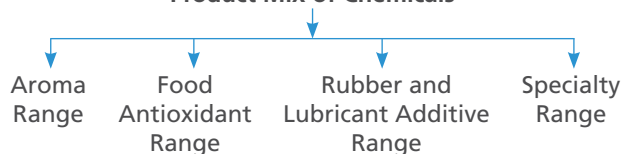
- The petrochemical demand is expected to grow at 7.5% CAGR from FY 2019-23, with polymer demand growing at 8%
- The agrochemicals market in India is expected to grow at 8% CAGR reaching \$3.7 bn by FY22 and \$4.7 bn by FY25.
- The specialty chemicals constitute 18% of total chemicals and petrochemicals market in India. As of FY19, the total market size is around \$32 bn. The demand for speciality chemicals is expected to grow at 12% CAGR from FY19-22.

(Source: <https://www.investindia.gov.in/sector/chemicals>)

## COMPANY PROFILE AND PERFORMANCE

Our Company is engaged in manufacturing of varied re-engineered chemicals since 2 (two) decades.

### Product Mix of Chemicals



**AromaRangeChemicals**-We manufacture various chemicals like fatty esters and Natural Essential/ aroma oils which caters to gamut of Personal Care, Cosmetics & Toiletries, Flavors & Fragrances and Pharmaceutical segments.

**Food Antioxidant Range Chemicals** - Our Company manufactures TBHQ Tertiary-butyl hydroquinone), BHA (Butylated Hydroxy Anisole), AP (Ascorbyl Palmitate) and various complementary antioxidants which are used in various food products containing oils & fats.

**Lube Range and Rubber Range Chemicals** - Our Company manufactures additives which include Aminic Antioxidants, Molybdenum based Extreme Pressure & Antiwear Additives and Corrosion inhibitors which are required by the Petroleum and Synthetic Lubricants industry. Our Company also caters to leading processors of rubber in the Auto Ancillary, Tyre Industry, Construction, Industrial Machinery and White Goods sector.

**Speciality Range Chemicals** - Our Company manufactures various Specialty Chemicals used in different segment of industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs, UPR Resins/ Fibre Composites Resins, Thermoplastics Urethanes (Polyurethanes), Printing Inks & Agrochemicals etc.

We market, sell and distribute our wide range of products to our diverse customers based in India and abroad. Over the years we have established our sales network both in domestic and international markets. Our products are exported to various countries i.e. USA, South America, Europe, Iran, Australia, South Africa, Singapore, Germany, Asia. etc. The following diagram depicts the breakup of revenue, percentage-wise for period ending 31<sup>st</sup> March, 2021 on the basis of Domestic Sales and Export Sales.

## REVENUE MODEL ON THE BASIS OF DOMESTIC AND EXPORT SALES

- Domestic Sales (38%)
- Export Sales (62%)

We are focused on consistently upgrading the technology used in our products as well as the processes used in manufacturing varied products through our research and development ("R&D") efforts. We have a dedicated R&D centre located at our manufacturing facilities. Our state-of-the-art laboratory uses modern quality control methods and sophisticated instrumentation such as AAS (Atomic Absorption Spectrophotometer), Digital Polarimeter, DSC (Differential Scanning Calorimetry), FTIR (Fourier-Transform Infrared Spectroscopy), GC (Gas Chromatography), HPLC (High-performance liquid chromatography), Refractometer UV Spectrophotometer. R&D centre is equipped with latest technology to be future ready.

Our Company has 3 manufacturing units located in GIDC, Vapi, Gujarat. We are certified by ISO 9001:2015,



which is assessed and certified by Bureau Veritas Certification Holding SAS- UK Branch which confirms to the requirements of the management standard for manufacturing of various chemicals. Our Company has registered certain products under REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, wherein the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company. Our Company exports its products to European countries and hence we have registered those products under REACH Regulation. We have received various certifications confirming our products to be in line with National and International Standards i.e. HALAL Certifications, STAR KOSHER Certifications, NSF Certifications, FAMIQS Certification, FSSC Certification. AGQM Certification, RSPO Certification, FSSAI Certification.

**OUTLOOK, OPPORTUNITIES AND CHALLENGES**

**Outlook & Opportunities**

- The Indian specialty chemicals market is growing at almost twice the global average. Further, India’s large population base with lower per-capital consumption of chemicals and relatively strong GDP growth outlook (7-8% over the next few years) suggests a vast untapped potential. Being an established supplier of specialty chemicals to leading players from various industries, we are well positioned to take advantage of this growth.
- The Governments’ ‘Make in India’ initiative will facilitate the industry with common infrastructure and a consequent rapid flow of FDI into the sector which will accelerate growth.
- As an environmentally conscious company, we stand to benefit from stricter environment norms.
- The Indian specialty chemicals industry continues to enjoy advantages in terms of labour costs.
- The Company enjoys additional advantages of product development capabilities, branding and distribution, in addition to having a strong research and development centre, which can be applied in domestic products as well.
- With the introduction of the Goods and Services Tax (GST), double taxation has been pre-empted as all state and central taxes are rationalized and made consistent across the country. Consequently Future production facilities will be based more on logistical considerations and supply to consuming industries will be market driven.

**CHALLENGES**

- Fragmentation and lack of scale- Only a few Indian companies have the ability to compete with global giants on product development and innovation. It is advantageous situation as we are the larger specialty chemical companies in India. We also benefit from research inputs from our inhouse Research and Development Laboratory, enabling us to achieve more robust, sustainable growth.
- Commoditization – Only niche products enable companies to protect their margins. Focusing more on this segment would be of greater benefit.
- Regulations – The cost of compliance could make operations increasingly economically unviable for small players. Ability to scale up, offering differentiated products through innovations, implementing an effective sales and marketing strategy and maintaining high levels of regulatory standards will clearly separate winners from the crowds in this space.

**FINANCIAL AND OPERATIONAL PERFORMANCE REVIEW**

The major items of the financial statement are shown below:

	(₹ in Lakhs)	
Particulars	2020-21	2019-20
Net Sales & Other Income	35,943.60	29,706.30
Profit before Interest & Depreciation	5,908.64	4,291.23
Interest	1,639.87	1,559.33
Depreciation	1,199.46	1,038.11
Profit/(Loss) before exceptional item and tax	3,069.31	1,693.79
Less : Exceptional Item		
Less: Provision for Tax (Net)	921.56	489.33
Profit After Tax	2,147.74	1,204.46
Balance available for Appropriation	6,019.99	3,878.23

The Companies total income stood at 36,952.05 lacs in F.Y.2020-21 as compared to 30,028.15 lacs in F.Y. 2019-20, registering 23.06% growth despite of challenging global and domestic environment. The Company witnessed healthy demand and improved performance in terms of order enquiries and leads from customers and distributors.

Given below is the analysis of major items of the financial statements:

	2020-21	2019-20	Change %
<b>Debt Equity Ratio</b>	2.03	2.92	30.32%
Company has repaid substantial long term loans and which has resulted in reduced debt on the Company			
<b>Operating &amp; Net Profit Margin (%)</b>	5.98%	4.06%	47.34%
Owing to the increased sales volume (by 23%) and synergies and efficiencies in production, the Company was able to maximise its profits			
<b>Return on Net Worth (%)</b>	38.89%	29.45%	32.02%
Due to increased net operating profit (47.34%) the Company was able to generate more value for its shareholders			

## RISKS AND CONCERNS

The Company follows Enterprise Risk Management (ERM) tools to define, identify and assess, report and drive the mitigation of risk throughout the group. The tool is designed to provide risk score measures for each of the potential risks as well as its financial, reputational and operational impact. It also provides risk improvement plans, critical success factors and target dates to control risks.

The Company has aligned its policy on risk assessment to that of the global approach and risk assessment reports are reviewed at regular intervals. The Company has also adopted a focused approach towards risk management in the form of a corporate insurance program. The goal of this program is to optimize the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to the business operations of the Company at its various locations.

As part of the global policy, the relevant parameters for all manufacturing sites are analyzed to minimize the risk associated with protection of environment, safety of operations and health of people at work. These are then monitored regularly with reference to statutory regulations prescribed by government authorities and guidelines defined by Company. The Company fulfils its legal requirements concerning emission, waste water and waste disposal. Improving work place safety continues to be top priority at all manufacturing sites.

The Company continues its focus on compliance in all areas of its business operations by rationalizing and strengthening controls. This is also an important component of Companies code of conduct. The Company has set in place the requisite mechanism for meeting with the compliance requirements and periodic monitoring to avoid any deviation. Company aims to set exemplary and sustainable standards, not only through products, services and performance, but also through integrity and behaviour. As part of continuing

efforts to ensure that we maintain such exemplary standards and to provide employees with a good understanding of the demands of antibribery and corruption laws, Company has launched intranet based policies on the topic of Preventing Bribery and Corruption.

The business operations of the Company are exposed to a variety of financial risks such as market risk (foreign exchange risk, interest rate risk and price risk), credit risk, liquidity risk, etc. The risk management program focuses on unpredictability of financial markets and seeks to reduce potential adverse effects on the financial performance. The Company's business critical software is operated on a server with regular maintenance and back-up of data and is connected to a centralized computer center which is operated by the Company. The system's parallel architecture overcomes failures and breakdowns. The global communication network is managed centrally and is equipped to deal with failures and breakdowns.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control procedures commensurate with its size and nature of business in India. The Company has clearly laid down policies, guidelines and procedures that form a part of the internal control systems. The adequacy of Internal Control Systems, which encompasses the Company's business processes and financial reporting systems, is examined by the management as well as by its internal auditors at regular intervals.

The internal auditors carry out audits at regular intervals in order to identify weaknesses and suggest improvements for better functioning. The observations and recommendations of the Internal Auditors are discussed by the Audit Committee, to ensure effective corrective action.

## HUMAN RESOURCES

The Company acknowledges that its committed and talented workforce is the key factor driving sustainable performance and growth. As one of the most critical assets of the Company, its people are responsible for its competitive advantage. In line with its business imperatives, emphasis continues to be on recruiting and retaining the most relevant talent. These resources are then nurtured, developed, motivated and empowered so that their performance is optimized.

It continuously seeks to inculcate within its employees, a strong sense of business ethics and social responsibility. Relations with the employees at all levels remained cordial during the year. The Company has 467 permanent employees as on 31st March 2021.

For & On behalf of the Board

**Mr. Vinod Jhaveri**  
(Chairman & ED)  
(DIN: 01655692)

**Mr. Parag Jhaveri**  
(Managing Director & CEO)  
(DIN: 01257685)

Place: Mumbai  
Date: 12/05/2021



# Director's Report

To

## The Members

### Yasho Industries Limited

Your Directors have the pleasure in presenting the Thirty – Fifth Annual Report of the Company on the business and operations of the Company, together with the **Audited Financial Statements** for the year ended **March 31, 2021**.

## 1. FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY:

Particulars	(` in Lakhs)	
	Year Ended 31 <sup>st</sup> March, 2021	Year Ended 31 <sup>st</sup> March, 2020
Total Income	36,952.05	30,028.15
Profit before Tax	3,069.31	1,693.79
Less: Tax	921.56	489.33
Profit after tax	2,147.74	1,204.46
Add: Balance brought forward	3,892.85	2,688.15
Net Profit available for appropriation	6,028.11	3,892.85

## 2. STATE OF COMPANY'S AFFAIRS

- The Company has reported total income of ₹ 36,952.05 Lacs for the current year as compared to ₹ 30,028.15 Lacs in the previous year. Total Comprehensive Income for the year under review amounted to ₹ 2154.24 Lacs in the current year as compared to ₹ 1,196.54 Lacs in the previous year.
- Pursuant to provisions of Regulation 277 of SEBI ICDR Regulations, 2019, The Board of Directors of the Company in its meeting held on May 1, 2020 decided to migrate from BSE SME Exchange to BSE Main Board which was approved by the members of the Company by way of Special Resolution vide Postal Ballot concluded on June 14, 2020. The Company received in-principle approval from BSE Limited on September 23, 2020. Subsequently, the Company made the Listing application to the BSE Limited and the same was approved. Thereafter, the Company got listed its Equity shares on Main Board of BSE Limited w.e.f. October 29, 2020.

## 3. TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserve. However, the Company has retained the current year profit in the accumulated Profit and Loss account.

## 4. DIVIDEND

The Board of Directors has recommended a payment of dividend at a rate of ₹ 0.50 per equity share for the year ended March 31, 2021 subject to the approval of the Members at the 35<sup>th</sup> Annual General Meeting ('AGM').

## 5. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2021 was ₹ 1089.92 Lacs divided into 1,08,99,200 equity shares of ₹ 10/- each. During the year under review, the Company has not issued any equity shares with or without differential voting rights.

## 6. LISTING FEES

Your Company has paid requisite annual listing fees to BSE Limited (BSE) where its securities are listed.

## 7. DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR.

There have been no other material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

## 8. PROVISION OF FINANCIAL ASSISTANCE TO THE EMPLOYEES OF THE COMPANY FOR THE PURCHASE OF ITS OWN SHARES.

The company has not provided any financial assistance to its employees as per section 67 of the Companies Act, 2013. Further employees of the company do not exercise any voting right in the company directly or indirectly.

## 9. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## 10. SUBSIDIARY COMPANY:

As on March 31, 2021, the Company does not have any subsidiary.

## 11. STATUTORY AUDITOR & AUDIT REPORT:

M/s V J Shah & Co Chartered Accountants, having firm registration number 109823W was re-appointed as a Statutory Auditors at the Annual General Meeting of the Company held on July 29, 2020 to

hold office for their second term of 5 (Five) year from the conclusion 34<sup>th</sup> Annual General Meeting till the conclusion of Annual General Meeting to be held in calendar year 2025.. The auditors have confirmed that, their appointment would be in accordance with the provisions of Section 139 of the Act, and the rules made thereunder and that they are not disqualified in terms of Section 141 of the Act.

The Auditors' Report neither contain any qualification, reservation or adverse remark nor any fraud u/s 143(12) was reported by the Auditor.

## 12. COST AUDITOR:

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained.

The Board of Directors, on the recommendations of the Audit Committee, has approved the re-appointment of M/s. Kishore Bhatia and Associates, Cost Accountant (FRN: 00294), as Cost Auditor of the Company for the financial year ending March 31, 2021, under section 148 of the Companies Act, 2013, and recommends ratification of his remuneration by the shareholders at the forthcoming Annual General Meeting of the Company.

## 13. CHANGE IN THE NATURE OF BUSINESS :

There is no change in the nature of the business of the company

## 14. DETAILS OF CHANGE IN COMPOSITION OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Act, Mr. Vinod Jhaveri (DIN: 01655692), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting. Brief profile of Mr. Vinod Jhaveri has been given in the Notice convening the Annual General Meeting.

Mr. Hiren Goradia (DIN: 08067076), Director of the Company resigned from the position of independent Director of the Company with effect from May 2, 2020. The Board of Directors places on record its appreciation towards Mr. Goradia's contributions during his tenure as Director of the Company. Further, on the recommendations of the Nomination and Remuneration Committee, Dr. Prakash Bhate (DIN: 08739162) was appointed as an Independent Director of the Company with effect from May 19, 2020 who is entitled to hold office up to the date of the

ensuing annual general meeting. The Board decided to recommend the appointment of Dr. Prakash Bhate as an Independent Director of the Company at the ensuing Annual General Meeting.

Further, there was change in the composition of key managerial personnel of the Company whereas Mr. Vinod Harilal Jhaveri (DIN: 01655692) has resigned from the position of Chief Financial officer (CFO) and Whole Time Director of the Company on January 6, 2021 and Mr. Yayesh Vinod Jhaveri was appointed as a Chief Financial officer (CFO) of the Company on January 6, 2021.

Mr. Parag Vinod Jhaveri (DIN: 01257685) Managing Director of the Company was appointed as an Chief Executive Officer (CEO) of the Company.

Ms. Nekata Jain (Company Secretary) resigned from the Company as a Company Secretary on July 31, 2020 and Mrs. Komal Bhagat (Company secretary) was appointed as a Company Secretary and Compliance officer of the Company w.e.f. August 1, 2020.

## 15. DEPOSITS:

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2021. There were no unclaimed or unpaid deposits as on March 31, 2021.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure - A".

## 17. ANNUAL RETURN

As required under Section 92 & 134 of the Act, the Annual Return for the financial year 2020-21, will be available on Company's website and can be accessed at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/annual\\_return\\_2020-21.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/annual_return_2020-21.pdf)

## 18. RELATED PARTY TRANSACTIONS

All Related Party Transactions entered by the Company during the financial year were in the ordinary course of business and at arm's length basis given in the notes to the Financial Statements. There is no material related party transaction and therefore no disclosures are required to be made in Form AOC-2. The Form AOC-2 is annexed herewith as "Annexure - B" to this report.

## 19. CORPORATE SOCIAL RESPONSIBILITY:

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has focused





in the areas of education, preventive health care and Rural Development. These projects are in accordance with Schedule VII of the Act and the Company's CSR policy. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as "Annexure - C" and forms an integral part of this Report.

The Policy has been uploaded on the Company's website at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/csr\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/csr_policy.pdf)

## **20. SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Company has appointed M/s. Dhrumil M Shah & Co., a Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as "Annexure - D" and forms an integral part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **21. PARTICULARS OF EMPLOYEE:**

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is given in an "Annexure - E" and forms part of this Report.

## **22. NUMBER OF MEETING OF THE BOARD:**

The Board of Directors met 7 times during the financial year under review as per details stated in the report on Corporate Governance

## **23. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under section 134(3) (C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2021 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the

provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **24. DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors have furnished declarations in accordance with the provisions of Section 149(7) of the Companies Act, 2013 regarding meeting the criteria of Independence as provided under Section 149 (6).

## **25. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178;**

Pursuant to provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee carried out evaluation of every Director's performance and the Board has carried out formal annual evaluation of its own performance and that of its Committees and individual Directors has been made. Further, the evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated.

The Directors were satisfied with the evaluation results, which reflect the overall engagement of the Board and its Committees and on the basis of the Report of the said evaluation, the present term of appointment of Independent Directors shall be continued with the Company.

The Policy has been uploaded on the Company's website at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho\\_-\\_nomination\\_and\\_remuneration\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho_-_nomination_and_remuneration_policy.pdf)

## **26. AUDIT COMMITTEE**

The Company has constituted Audit Committee under Section 177(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

## 27. ESTABLISHMENT OF VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy for Director's and Employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. During the year, no reporting under Vigil Mechanism was made by any employee or Director of the Company.

The Whistle Blower Policy has been posted on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil\\_mechanism\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil_mechanism_policy.pdf)

## 28. DISCLOSURE WITH RESPECT TO DIRECTORS' AND KEY MANAGERIAL PERSONNEL'S REMUNERATION.

The company has complied with the provisions of section 197(12), 197(14) and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014..

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## 30. INTERNAL CONTROL SYSTEMS, THEIR ADEQUACY AND INTERNAL AUDITOR.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

The Company continues to engage M/s Varma & Associates, Chartered Accountants as its Internal Auditor.

## 31. RISK MANAGEMENT FRAMEWORK

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

## 32. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place a policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment and exploitation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and the Company. During the year under review, there was no complaint of any sexual harassment at work place.

## 33. SECRETARIAL STANDARDS

The Company has followed applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

## 34. REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS:

In terms of the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report.

## 35. LIST OF CREDIT RATINGS OBTAINED:

The following ratings have been reaffirmed / assigned to the Company for its Bank facilities:

Instrument Type	Maturity Date	Size of Issue (million)	Rating/ Outlook	Rating Action
Term Loan	March 2026	INR 423.54 (outstanding as of March 2021)	IND BBB/ Stable	Assigned
Fund-Based Limits	-	INR 1100	IND BBB/ Stable/ IND A2	Assigned
Non-Fund Based Limits	-	INR 405	IND A2	Assigned

## 36. TRANSFER OF UNPAID DIVIDEND AND CORRESPONDING EQUITY SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF; established by the Government of India, after completion of seven years. Since the Company does not have any unclaimed dividend, there was no requirement to transfer the same to IEPF Fund.

The nodal officer for the purpose of IEPF is Ms.KomalBhagat(CompanySecretaryandCompliance officer) of the Company. The details of the same are mentioned on the website of the Company. The web



link is [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details\\_of\\_iepf\\_nodal\\_officer.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details_of_iepf_nodal_officer.pdf)

### 37. REPORT ON CORPORATE GOVERNANCE:

As per Regulation 34 read with Schedule V (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Report on Corporate Governance practices followed by the Company, together with a certificate received from the Company's Secretarial Auditor confirming compliance is attached.

### 38. CAUTIONARY STATEMENT

Statements in the Director's Report and the Management Discussion and Analysis describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include: global and domestic demand and supply conditions and other business policies, changes in government

regulations and tax laws, overall economic growth rate etc., economic developments within India and the countries within which the Company conducts business etc.

### 39. ACKNOWLEDGMENTS:

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to the Government of India, Government of Maharashtra and Gujarat, and the Bankers to the Company for their valuable support and look forward to their continued co-operation in the years to come.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day-to-day management.

For and on behalf of the Board of Directors

**Vinod Harilal Jhaveri**

Chairman and ED

DIN: 01655692

Place: Mumbai

Date: May 12, 2021

## ANNEXURE A

Information under Section 134(3)(m) of the Companies Act,2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors.

## (A) CONSERVATION OF ENERGY-

1. the steps taken or impact on conservation of energy;	The Company has regularly conducted the seminars to educate the employees of the Company to conserve the energy.
2. the steps taken by the company for utilizing alternate sources of energy;	The Company is evaluating necessary steps for utilizing alternate sources of energy
3. the capital investment on energy conservation equipments;	NIL

## (B) TECHNOLOGY ABSORPTION-

1. the efforts made towards technology absorption;	Through continues Research in the filed of Technology, the efforts are made to bring the innovative Technology to increase the productivities.
2. the benefits derived like product improvement, cost reduction, product development or import substitution;	NIL
3. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year);	NIL
4. the expenditure incurred on Research and Development;	NIL

## (C) FOREIGN EXCHANGE EARNINGS AND OUTGO -

Particulars	(₹ in Lakhs)	
	2020-21	2019-20
Export of goods calculated on F.O.B. basis		
<b>Total Foreign Exchange Received</b>	<b>21,389.44</b>	<b>16,229.88</b>
Expenditure		
i) C.I.F value of Goods Imported	18,706.49	14,680.87
ii) Commission	29.73	23.21
iii) Reach Law Costs	327.67	123.22
iv) Foreign Travel Expenses	7.39	36.03
v) Certificate Expenses	2.85	2.87
vi) Membership & Subscription	1.56	2.13
<b>Total Foreign Exchange used</b>	<b>19,075.69</b>	<b>14,868.33</b>



**ANNEXURE B**

**FORM NO. AOC 2**

**Pursuant to Clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

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

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

**2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
NOT APPLICABLE					

**[ANNEXURE-C]  
ANNUAL REPORT ON CSR ACTIVITIES**

**1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY.**

**2. COMPOSITION OF 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
		<b>Designation</b>	<b>Nature of Directorship</b>	
1	Mr. Parag Jhaveri	Chairman	Managing Director	2
2	Mr. Vinod Jhaveri	Member	Executive Director	2
3	Mr. Yayesh Jhaveri	Member	Whole Time Director	2
4	Mr. Prakash Bhate	Member	Non- executive Independent Director	2

**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.**

[https://www.yashoindustries.com/uploads/7/9/4/9/7949862/csr\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/csr_policy.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

**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.**

(₹ in Lakhs)

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2017-18	1019.99	
2	2018-19	1679.14	
3	2019-20	1,686.17	
	<b>TOTAL</b>	<b>4,385.3</b>	

**6. AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5) IS - ₹ 1461.77 LAKHS**

- Two percent of average net profit of the company as per section 135(5) – ₹ 29.24 Lakhs
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – Not Applicable
- Amount required to be set off for the financial year, if any - ₹ 0/-
- Total CSR obligation for the financial year is - ₹ 29.24 Lakhs  
(7a+7b- 7c)

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

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
₹ 30.27 Lakhs	NA	NA	NA	NA	NA

**b) Details of CSR amount spent against ongoing projects for the financial year:**

1	2	3	4	5	6	7	8	9	10	11		
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	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation- Direct (Yes/No).	Mode of Implementation - Through Implementing Agency		
				State	District					Name	CSR Registration number	
1	KOCHARVA PATEL F. SHALA	Promoting Education	Yes	Gujarat	Valsad	3 years (Estimated)	1500 Lakhs	12.89lakhs	NA	Yes	KOCHARVA PATEL F. SHALA	CSR00006413
NA												

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

(₹ in Lakhs)

1	2	3	4	5	6	7	8		
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 ₹).	Mode of implementation- Direct (Yes/No).	Mode of implementation - Through implementing agency.		
				State	District			Name.	CSR registration number.
1	Donation to PM cares fund	Covid-19	NA	NA	NA	5.00	Yes	Direct	NA
2	Donation to Chief Minister's relief fund	Covid-19	NA	Gujarat	NA	10.00	Yes	Direct	NA
3	Environmental	Rotary Charitable Trust	Yes	Gujarat	Vapi	1.00	No	Through implementing agency- Rotary Charitable Trust	NA
4	Health	Rotary Public Charitable Trust of Bombay Airport	Yes	Maharashtra	Mumbai	0.50	No	Through implementing agency- Rotary Public Charitable Trust	NA
5.	Environmental	Grass Cutting, Tree Plantation, Fertilising	Yes	Gujarat	Vapi	0.87	No	Direct	NA
<b>TOTAL</b>						<b>17.37</b>			

**d) Amount spent in Administrative Overheads: NA****e) Amount spent on Impact Assessment, if applicable: NA****f) Total amount spent for the Financial Year (8b+8c+8d+8e): 30.27 Lakhs****g) Excess amount for set off, if any: 1.04 Lakhs**

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	NA
(ii)	Total amount spent for the Financial Year	NA
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

## 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.	2017-18	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
2.	2018-19	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
3.	2019-20	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
TOTAL		Nil	N.A.	N.A.	N.A.	N.A.	N.A.

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
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
Not Applicable								

## 10. IN CASE OF CREATION OR ACQUISITION OF CAPITAL ASSET, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR (ASSET-WISE DETAILS): NA

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

## 11. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SECTION 135(5).

Date: May 12, 2021  
Place: Mumbai

**Mr. Parag Jhaveri**  
(Managing Director,  
CEO and Chairman of CSR Committee)

<sup>1</sup>Inserted by the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, w.e.f. 22-1-2021.





**ANNEXURE - D**  
**FORM NO MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

**The Members**

**Yasho Industries Limited**

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

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company, (records were verified in electronic form due to situation of "COVID-19") and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2021** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **March 31, 2021** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made thereunder to the extent of Foreign Direct Investment and overseas Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not applicable to the company for the financial year ended March 31, 2021;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable to the company for the financial year ended March 31, 2021;**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable to the company for the financial year ended March 31, 2021;**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable to the company for the financial year ended March 31, 2021;**

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable to the company for the financial year ended March 31, 2021;** and
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi. The Company has informed that there are no laws which are specifically applicable to the Company.

I have also examined compliance of Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Independent Directors and Woman 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.

All the decisions of the Board and Committees thereof were carried out with requisite majority.

I further report that there are 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.

The following event has occurred during the year which has a major bearing on the company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above.

Pursuant to provisions of Regulation 277 of SEBI ICDR Regulations, 2019, The Board of Directors of the Company in its meeting held on May 1, 2020 decided to migrate from BSE SME Exchange to BSE Main Board which was approved by the members of the Company by way of Special Resolution vide Postal Ballot concluded on June 14, 2020. The Company has received in-principle approval from BSE Limited on September 23, 2020. Subsequently, the Company has made the Listing application to the BSE Limited and the same was approved. Thereafter, the Company got listed its Equity shares on Main Board of BSE Limited w.e.f. October 29, 2020.

For **Dhruvil M Shah & Co.**  
UDIN: F008021C000283021

**Dhruvil M Shah**  
Practising Company Secretary  
CP 8978; FCS 8021  
PR No. 995/2020

Place: Mumbai  
Date: May 12, 2021

This Report is to be read with my letter of even date which is annexed as Annexure- I and forms an integral part of this report.



**ANNEXURE I**

(To the Secretarial Audit Report)

To

**The Members**

**Yasho Industries Limited**

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

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Dhruvil M Shah & Co.**  
UDIN: F008021C000283021

**Dhruvil M Shah**  
Practising Company Secretary  
CP 8978; FCS 8021  
PR No. 995/2020

Place: Mumbai  
Date: May 12, 2021

**ANNEXURE E**  
**STATEMENT OF DISCLOSURE OF REMUNERATION**

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year.	<b>Name of the Director</b>
		<b>Ratio (in x times)</b>
		Mr. Vinod Jhaveri
		Mr. Parag Jhaveri
		Mr. Yayesh Jhaveri
		Mr. Ashok Malaviya
		Mrs. Mila Desai
Mr. Hiren Goradia		
		The median remuneration of all the employees of the Company was ₹ 3.13 Lakh. For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration. Figures have been rounded off wherever necessary.
2	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year.	<b>Name of the Director</b>
		<b>% increase in Remuneration</b>
		Mr. Vinod Jhaveri- Chairman & Executive Director
		Mr. Parag Jhaveri- MD & CEO
		Mr. Yayesh Jhaveri – WTD and CFO
		Mr. Ashok Malaviya
		Mrs. Mila Desai
Dr. Prakash Bhate		
Ms. Komal Bhagat – CS		
3	The percentage increase/decrease in the median remuneration of employees in the financial year.	During FY 2021, the percentage Increase in the median remuneration of employees as compared to previous year was approximately 32.07%
4	The number of permanent employees on the rolls of Company.	There were 467 employees as on 31 <sup>st</sup> March, 2021
5	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration is Nil for Employees other than Managerial Personnel and 36.13% for Managerial Personnel <sup>1</sup> .
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, it is confirmed.

Disclosure pursuant to sub rule 2 of Rule 5 of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 is not applicable to the Company.



# Corporate Governance

The Directors present the Company's Report on Corporate Governance for the financial year ended March 31, 2021.

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's policy on Corporate Governance is based on the principles of full disclosure, fairness, equity, transparency, and accountability in the various aspects of its functioning, leading to the protection of the stakeholders' interest and an enduring relationship with stakeholders. The Management's commitment to these principles is reinforced through the adherence of all Corporate Governance practices which forms part of the Regulation Nos. 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ['Listing Regulations']. The Company has also adopted the Code of Conduct for the Directors and senior management personnel.

The Company has in place a Code for Fair Disclosure and Conduct as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015 which has been amended from time to time. The Company adheres to good corporate governance practices and is constantly striving to adopt emerging best practices. It is the Company's on-going endeavour to achieve the highest levels of governance as a part of its responsibility towards its stakeholders and the Company is strongly committed to these principles.

## 2. BOARD OF DIRECTORS

### 2.1 COMPOSITION AND CATEGORY OF THE BOARD

The Company has an optimum combination of Executive and Non-Executive Directors. The Board is headed by Mr. Vinod Harilal Jhaveri as the Executive Chairman and consists of personalities with expertise and experience in diversified fields of specialization.

Category	Name of the Directors	Designation	No. of shares held as on March 31, 2021
Executive Director, Chairperson related to Promoter	Mr. Vinod Harilal Jhaveri	Executive Director	33,45,300
Executive Director, CEO-MD	Mr. Parag Vinod Jhaveri	Managing Director and CEO	9,60,000
Executive Director	Mr. Yayesh Vinod Jhaveri	Whole Time Director and CFO	10,50,000
Independent Directors	Mrs. Mila Prashant Desai	Non-Executive Director	Nil
	Mr. Ashok Sudhadhar Malaviya	Non-Executive Director	Nil
	Mr. Prakash Manohar Bhate	Non-Executive Director	Nil

## DIRECTORS' PROFILE

### Mr. Vinod Jhaveri

#### (Chairman and Executive Director)

Mr. Vinod Jhaveri is one of the founding promoters of the Company. He is a Commerce graduate from Gujarat University. He remains the main guiding force behind the growth and business strategy of our Company. He currently plays a crucial role for the overall management affairs of the Company. He played a key role in ensuring the consistent growth of the Company and has helped build a robust framework for excellence in implementation.

### Mr. Parag Jhaveri

#### (Managing Director and CEO)

Mr. Parag Jhaveri has a Master of Science degree in Chemistry from Mumbai University. He has over three decades of experience in the chemical industry. He played a key role in ensuring the robust growth of the organisation with oversight over the functions of sales, finance, R&D and marketing along with our founder

promoter. Under his visionary leadership, the Company has built a model for a sustainable future.

### Mr. Yayesh Jhaveri

#### (Whole Time Director and CFO)

Mr. Yayesh Jhaveri is a Commerce graduate from Mumbai University. With experience of more than 26 years in the chemical industry, he has played an eminent role in the growth of the Company by handling the purchase, logistics, supply chain and production planning. He also played an integral part in setting up Unit-II and Unit-III. He currently plays a crucial role in the accounts and finance function. His consistent perseverance and hard work has immensely contributed to the evolution of the Company over the years.

### Mrs. Mila Desai

#### (Non – Executive Independent Director)

Mrs. Mila Desai is a Commerce graduate and has completed her Master's Degree from Calcutta University. She has to her credit various diplomas in fields such as Foundation and Advanced Course in Learning Disabilities

and Diploma in Early Childhood Teacher Education. As an Independent Director, she provides her expertise and inputs, to ensure the growth of the Company.

#### Mr. Ashok Malaviya

##### (Non-Executive Independent Director)

Mr. Ashok Malaviya is a Commerce graduate from Mumbai University. He has over 21 years of experience in handling exports, worldwide parcel service, bulk cargo handling and trading of special hazardous chemicals. Currently, he works as an analyst and investor in share market. As an Independent Director, he provides his expertise and inputs, to ensure that the Board adheres to the required corporate governance requirements.

#### Dr. Prakash Bhat

##### (Non-Executive Independent Director)

Dr. Prakash Bhat has done his Ph.D. in Organic Chemistry from the Ohio State University, Columbus. He has over 38 years of experience in the chemical industry.

As a professor at the Institute of Chemical Technology in Mumbai, he has taught organic chemistry and technology to students and guided several doctoral and master's students. He has been elected as the Fellow of Society of Dyers and Colourists (UK) in 2011-12, and is a member of the American Chemical Society. After retiring in 2018, he continues to be a visiting professor at the Institute of Chemical Technology, Mumbai.

## 2.2 ATTENDANCE AT BOARD MEETINGS AND LAST ANNUAL GENERAL MEETING, RELATIONSHIP BETWEEN DIRECTORS INTER-SE, NUMBER OF DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS/ CHAIRMANSHIPS.

Details of attendance of each Director at the Board Meetings and last Annual General Meeting ("AGM") and the number of Companies and Committees where he/she is a Director/Member/Chairman/Chairperson as on 31<sup>st</sup> March, 2021 are given below:

Name	Category	Relationship with other Directors	Attendance at the Board Meetings	Attendance at AGM held on July 29, 2020	*No of other Directorships	Committee position in India	
						Chairman	Member
Mr. Vinod Harilal Jhaveri	Executive Director, Chairperson related to Promoter		5 out of 7	Yes	Nil	0	0
Mr. Parag Vinod Jhaveri	Executive Director, CEO-MD		7 out of 7	Yes	Nil	0	1
Mr. Yayesh Vinod Jhaveri	Executive Director		7 out of 7	Yes	Nil	0	1
Mrs. Mila Prashant Desai	Non-Executive Independent Director	None	7 out of 7	Yes	6	1	1
Mr. Ashok Sudhadhar Malaviya	Non-Executive Independent Director	None	7 out of 7	Yes	Nil	1	1
**Mr. Prakash Manohar Bhat	Non-Executive Independent Director	None	6 out of 7	Yes	Nil	0	4

\*Aforesaid directorships do not include directorship held in foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

\*\*Appointed as the Independent Director of the Company w.e.f. May 19, 2020.

Mr. Hiren Goradia (DIN: 08067076), Director of the Company resigned from the position of Independent Director of the Company with effect from May 2, 2020. None of the Directors is a Director in more than 20 companies or more than 10 public limited companies or acts as an independent director in more than 7 listed companies. Further, none of the directors is a member of

more than 10 committees or is a Chairperson/ Chairman of more than 5 committees. Only Audit Committee and Stakeholders' Relationship Committee were considered for reckoning the limit of membership/ chairmanship of the committees. For this purpose, Directorship/ Chairmanship/Membership held in the Company has also been considered.

**Names of listed entities (other than Yasho Industries Limited) where the person is a director and category of directorship:**

Sr. No.	Name of the Director	Name of the Company	Category of directorship
1	Mr. Vinod Harilal Jhaveri	NA	NA
2	Mr. Parag Vinod Jhaveri	NA	NA
3	Mr. Yayesh Vinod Jhaveri	NA	NA
4	Mrs. Mila Prashant Desai	NA	NA
5	Mr. Ashok Sudhadhar Malaviya	NA	NA
6	Mr. Prakash Manohar Bhate	NA	NA

**2.3 MEETINGS OF THE BOARD OF DIRECTORS**

7 (Seven) Board Meetings were held in the financial year 2020-21 on May 1, 2020, June 22, 2020, July 29, 2020, August 14, 2020, November 11, 2020, January 6, 2021 and February 9, 2021 and the gap between any two consecutive board meetings did not exceed one hundred and twenty days.

**2.4 DETAILS OF DIRECTORS BEING APPOINTED/ RE-APPOINTED/ RESIGNED**

- a. Pursuant to Section 168 of the Companies Act, 2013 Mr. Hiren Goradia resigned from the position of Independent Director of the Company on May 2, 2020 and the Company has accepted the resignation on the same day i.e., as on May 2, 2020.
- b. Pursuant to Sections 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment & Qualification of Directors) Rules, 2014. And the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015 Dr. Prakash Manohar Bhate has been appointed as an Additional Director (in the Category of Non-Executive Independent Director) of the Company who is not liable to retire by rotation in circular resolution passed by Board of Directors as on May 19, 2020. Thereafter, he was appointed as Director (in the Category of Non-Executive Independent Director) in the AGM dated July 29, 2020.
- c. Pursuant to Section 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 Mr. Parag Vinod Jhaveri (DIN: 01257685) was re-appointed as a Managing Director and CEO of the Company for a period of 5 (five) years with effect from February 20, 2021 and has fixed the remuneration for the period of 3 years in the board meeting held on February 9, 2021.

- d. Pursuant to Section 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 Mr. Yayesh Vinod Jhaveri (DIN: 01257668) was re-appointed as a Whole Time Director and CFO of the Company for a period of 5 (five) years with effect from February 20, 2021 and has fixed the remuneration for the period of 3 years in the board meeting held on February 9, 2021.

- e. Pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment & Qualification of Directors) Rules, 2014, Schedule V of the Act and all other applicable provisions of the Companies Act, 2013 Mr. Vinod Harilal Jhaveri (DIN: 01655692) was re-appointed as an Executive Director of the Company for a period of 5 (five) years with effect from February 20, 2021 and has fixed the remuneration for the period of 3 years in the board meeting held on February 9, 2021.

Further, all the Independent Directors have given the declaration of their Independence under Section 149 and Regulation 16 of the Listing Regulations. The Board hereby confirms that in the opinion of the Board, all the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management of the Company.

**2.5 FAMILIARIZATION PROGRAM**

As required under the Listing Regulations and the Act, the Board of Directors has framed the Familiarization Programme where the Independent Directors met with the functional heads of the units, heads of the HR department, IT department to help them understand the services and production process, operations & products of the company, markets, finance, human resources, technology, quality, facilities, budget & control process, risk management and other relevant areas related to the Company.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the duties and responsibilities of Independent Directors and the Company's business segments were

made at the separate meetings of the Independent Directors held during the year.

As required under the Listing Regulations and the Act, the Board of Directors has The familiarization program imparted to Independent Directors is available on the Company's website viz. [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details\\_of\\_familiarization\\_programme\\_impacted\\_to\\_independent\\_directors.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/details_of_familiarization_programme_impacted_to_independent_directors.pdf)

## 2.6 A CHART OR A MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS SPECIFYING THE FOLLOWING

Skills/Expertise/Competence	Name of the Directors
Knowledge of the sector and the related value chains	Mrs. Mila Desai
Knowledge of finance, accounting, financial reporting.	Mr. Yayesh Jhaveri
Specialist knowledge and experience in law, corporate governance & compliance.	Mr. Parag Jhaveri
Knowledge and experience in Marketing.	Mr. Vinod Jhaveri
Expertise in technical management	Mr. Ashok Malaviya and Mr. Prakash Bhate

## 2.7 PERFORMANCE EVALUATION

Regulation 17 of Listing Regulations read with Schedule IV and other applicable provisions of the Act, mandates a formal evaluation to be done by the Board of its own performance and that of its Committees and individual Directors. Independent Directors shall also evaluate the performance of non-independent Directors and the Chairperson of the Board.

The evaluation of all the directors including independent directors was carried out by the entire Board, except for the director being evaluated. Performance evaluation of the Board, Chairman and the non-independent directors was carried out by the independent directors in their meeting held on February 9, 2021. The directors were satisfied with the outcome of the evaluations of the Board, its Committees and the individual directors and on the basis of the evaluation reports, the present term of appointment of independent directors shall be continued.

### Criteria for performance evaluation of Directors

The Board of Directors has approved the criteria for performance evaluation of non-executive directors (including Independent Directors) as recommended by the Nomination and Remuneration Committee. The said criteria inter alia includes following:

- Attendance at the Board meetings.
- Active participation in the meetings.

- Understanding the critical issues affecting the Company.
- Prompt Board discussion on strategic issues.
- Brings relevant experience to the Board and uses it effectively.
- Understands and evaluates the risk environment of the organization.
- Conducts himself/ herself in a manner that is ethical and consistent with the laws of the land.
- Maintain confidentiality wherever required.
- Communicates in an open and constructive manner.
- Seeks satisfaction and accomplishment through serving on the Board.

## 2.8 SEPARATE MEETING OF INDEPENDENT DIRECTORS

A separate meeting of the Independent Directors of the Company was held on 09<sup>th</sup> February 2021 as per Schedule IV of the Act and Regulation 25 of the Listing Regulations, to review the performance of all Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Company taking into account the views of other executive and non-executive directors. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees towards effective and reasonable performance and discharge of their duties. All the Independent Directors have participated in the Meeting.





### 3. AUDIT COMMITTEE (“AUDIT COMMITTEE”)

The Audit Committee of the Company is constituted under Regulation 18 of the Listing Regulations and Section 177 of the Act. The Company Secretary acts as the secretary to the committee. The Audit Committee acts as a link between the statutory auditors, internal auditors and the Board of Directors. Its purpose, amongst others, is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company’s established systems and processes for internal financial controls, governance and reviewing the Company’s statutory, internal audit activities and related party transactions.

#### 3.1 COMPOSITION, MEETINGS AND ATTENDANCE

The Audit Committee comprises of Mr. Mila Desai (Chairperson), Mr. Hiren Goradia (ceased to be member w.e.f. May 2, 2020) and Dr. Prakash Bhate (appointed as member w.e.f. June 22, 2020) Mr. Vinod Jhaveri (ceased to be member w.e.f. February 9, 2021) and Mr. Yayesh Jhaveri (appointed as member w.e.f. February 9, 2021) as members. Mrs. Mila Desai, was present at the Annual General Meeting, held on July 29, 2020, being the Chairperson of the Audit Committee as on date of AGM. The Managing Director, CFO and Company Secretary are permanent invitees to the meetings.

During the financial year 2020-21, the Audit Committee met 4 (four) times on June 22, 2020, August 14, 2020, November 11, 2020 and February 9, 2021. The gap between two consecutive meetings did not exceed 120 (one hundred and twenty) days.

The attendance details are given below:

Name of the Directors	Designation	No. of meetings attended
Mrs. Mila Desai	Chairman	4 out of 4
Dr. Prakash Bhate	Member	4 out of 4
Mr. *Vinod Jhaveri	Member	4 out of 4
Mr. ** Yayesh Jhaveri	Member	-

\*Mr. Vinod Jhaveri resigned as the CFO w.e.f. February 9, 2021.

\*\* Mr. Yayesh Jhaveri has appointed as the member of Audit Committee on 09<sup>th</sup> February, 2021 by the Board of Directors of the Company.

#### 3.2 TERMS OF REFERENCE

The terms of reference of the Committee are wide enough to cover the matters specified for Audit Committee under Part C of Schedule II with reference to Regulation 18 of the Listing Regulations as well as under Section 177 of the Companies Act, 2013.

### 4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Act and Regulation 19 of Listing Regulations, the Board has constituted the Nomination and Remuneration Committee.

#### 4.1 COMPOSITION, MEETING AND ATTENDANCE

The Nomination and Remuneration Committee comprises of Mrs. Mila Desai (Chairperson), Mr. Ashok Malaviya, Mr. Hiren Goradia (ceased to be member w.e.f. May 2, 2020) and Dr. Prakash Bhate (appointed as member w.e.f. June 22, 2020) as members. Mrs. Mila Desai, who was authorised by the chairman of the Committee, attended the AGM and addressed the queries of the shareholders on his behalf.

The Committee met thrice during the year on July 29, 2020, January 6, 2021 and February 9, 2021 and the details of attendance areas under:

Name of the Directors	Designation	No. of meetings attended
Mrs. Mila Desai	Chairman	3 out of 3
**Dr. Prakash Bhate	Member	3 out of 3
Mr. Ashok Malaviya	Member	3 out of 3
*Mr. Hiren Goradia	Member	-

\*Mr. Hiren Goradia resigned w.e.f. May 2, 2020.

\*\* Mr. Prakash Bhate was appointed as the member of Nomination and Remuneration Committee on June 22, 2020 by the Board of Directors of the Company.

#### 4.2 TERMS OF REFERENCE OF THE COMMITTEE AND THE REMUNERATION POLICY

The terms of reference of the Committee are wide enough to cover the matters specified for NRC under Part D of Schedule II with reference to Regulation 19 of the Listing Regulations as well as under Section 178 of the Act.

#### 4.3 REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013, the Company has formulated a Policy on the appointment of person as director and evaluation of Directors & Senior Management Personnel (SMP). The detailed policy on the appointment of person as director and evaluation of directors & senior management personnel of the Company is hosted on the website of the Company [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho\\_-\\_nomination\\_and\\_remuneration\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/yasho_-_nomination_and_remuneration_policy.pdf)

Details of remuneration for Directors in FY 2020-'21 are provided in table below:

## a) Non-Executive Directors

Name	Fixed Salary (in ₹)				Commission (in ₹)	Sitting Fees (in ₹)	Total Compensation (in ₹)
	(₹ in Lakhs)						
	Basic	Perquisites	Total				
Non-Executive (Non-Independent) Directors							
Not Applicable	-	-	-	-	-	-	-
Independent Directors							
Mr. Ashok Malaviya	-	-	-	-	0.70	0.70	0.70
Mr. Prakash Bhate *	-	-	-	-	0.75	0.75	0.75
Mrs. Mila Desai	-	-	-	-	0.75	0.75	0.75
Mr. Hiren Goradia **	-	-	-	-	0.05	0.05	0.05

\*Dr. Prakash Bhate (DIN: 08739162) was appointed as an Independent Director of the Company with effect from May 19, 2020.

\*\* Mr. Hiren Goradia (DIN: 08067076), Director of the Company resigned from the position of independent Director of the Company with effect from May 2, 2020.

## b) Executive Director

Particulars	Mr. Parag Jhaveri			Mr. Vinod Jhaveri			Mr. Yayesh Jhaveri		
	(₹ in Lakhs)			(₹ in Lakhs)			(₹ in Lakhs)		
Salary and Allowances	₹ 300.00 p.a.			₹ 300.00 p.a.			₹ 300.00 p.a.		
Salary paid during the FY 2020-21	₹ 130.00			₹ 110.50			₹ 130.00		
Commission	None			None			None		
Variable Pay	None			None			None		
Perquisites	20.29			3.54			4.63		
Sitting Fees	None			None			None		
Sitting Fess from Subsidiary Companies	None			None			None		
Minimum Remuneration	Schedule V			Schedule V			Schedule V		
Number of shares held	9,60,000 Equity Shares			33,45,300 Equity Shares			10,50,000 Equity Shares		

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE.

In compliance with the provisions of Section 178 of the Act and Listing Regulations, the Board has constituted the Stakeholders' Relationship Committee. The Stakeholders' Relationship Committee ('SRC') considers and resolves the grievances of our shareholders, and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests and such other grievances as may be raised by the security holders from time to time.

## 5.1 COMPOSITION, MEETING AND ATTENDANCE

The Stakeholders' Relationship Cum Share Transfer Committee comprises of 3 (three) directors of which

2 (two) are Non-Executive Directors i.e. Mr. Ashok Malaviya (Chairman, Independent Director) and Dr. Prakash Bhate (Member, Independent Director appointed as member w.e.f. June 22, 2020) and one Executive Director i.e. Mr. Parag Jhaveri.

During the year under review, the Committee met on February 9, 2021. All the members were present at the said meeting.

## 5.2 TERMS OF REFERENCE

The terms of reference of the Committee are wide enough to cover the matters specified for Stakeholder Relationship Committee under Part D of Schedule II with reference to Regulation 20 of the Listing Regulations as well as under Section 178 of the Act.



### 5.3 COMPLIANCE OFFICER

Name and Designation of the Compliance Officer	Mrs. Komal Prashant Bhagat (Company Secretary and Compliance officer)
Address	Office No. 101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058, Maharashtra, India
Telephone Number	+91-22-62510100
Fax Number	91+22+62510199
E-mail ID	info@yashoindustries.com

### 5.4 DETAILS OF SHAREHOLDERS' COMPLAINTS

Details of investor complaints received and resolved during the year ended 31<sup>st</sup> March, 2021 are as follows:

Complaints Pending as on 01/04/2020	Complaints Received during the year	Complaints Resolved during the year	Complaints Pending as on 31/03/2021
Nil	Nil	Nil	Nil

## 6. GENERAL BODY MEETINGS AND POSTAL BALLOT

### 6.1 LOCATION AND TIME, WHERE ANNUAL GENERAL MEETING (AGM) FOR THE LAST 3 YEARS WERE HELD:

Financial Year	AGM	Date	Time	Location
2019-20	34 <sup>th</sup> AGM	July 29, 2020	11:00 a.m.	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2018-19	33 <sup>rd</sup> AGM	August 12, 2019	11:00 a.m.	Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058
2017-18	32 <sup>nd</sup> AGM	August 4, 2018	11:00 a.m.	Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058

### 6.2 SPECIAL RESOLUTION PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS (AGM)

AGM	Date of AGM	Special Resolution
34 <sup>th</sup> AGM	July 29, 2020	<b>Resolution No 5:</b> Appointment of Dr. Prakash Manohar Bhate (DIN: 08739162) as an Independent Director of the Company.
33 <sup>rd</sup> AGM	August 12, 2019	<b>Resolution No 4:</b> Approval of managerial remuneration payable to Mr. Parag V. Jhaveri, Managing Director. <b>Resolution No 5:</b> Approval of managerial remuneration payable to Mr. Yayesh V. Jhaveri, Whole-Time Director. <b>Resolution No 6:</b> Approval of managerial remuneration payable to Mr. Vinod H Jhaveri, Whole-Time Director.
32 <sup>nd</sup> AGM	August 4, 2018	None

The resolutions referred above were passed by requisite majority of members.

### 6.3 POSTAL BALLOT

Pursuant to provisions of Regulation 277 of SEBI ICDR Regulations, 2019, The Board of Directors of the Company in its meeting held on May 1, 2020 decided to migrate from BSE SME Exchange to BSE Main Board which was approved by the members of the Company by way of Special Resolution vide Postal Ballot concluded on June 14, 2020. The Company has received in-principle approval from BSE Limited on September 23, 2020. Subsequently, the Company has made the Listing application to the BSE Limited and the same was approved. Thereafter, the Company got listed its Equity shares on Main Board of BSE Limited w.e.f. October 29, 2020.

## 7. MEANS OF COMMUNICATION

The quarterly and annual results are generally published in English newspapers in Business Standard and in Marathi newspapers in Mumbai Tarun Bharat respectively and are simultaneously posted on the Company's website at [www.yashoindustries.com](http://www.yashoindustries.com) and are also sent to the BSE Limited.

Presentations were made to the institutional investors and to the analyst during the FY 2020-2021 on November 18, 2020, October 20, 2020 and February 11, 2021 respectively.

The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable form.

## 8. GENERAL SHAREHOLDER INFORMATION

### 8.1 35<sup>TH</sup> ANNUAL GENERAL MEETING

Date	Time	Venue
July 20, 2021	11.00 a.m.	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

### 8.2 FINANCIAL YEAR: 2021-22

**8.3 BOOK CLOSURE DATES: THE REGISTER OF MEMBER AND SHARE TRANSFER BOOK SHALL REMAIN CLOSED FROM WEDNESDAY, JULY 14, 2021 TO TUESDAY, JULY 20, 2021 (BOTH DAYS INCLUSIVE).**

### 8.4 LISTING OF EQUITY SHARES ON STOCK EXCHANGES AND STOCK CODES

Name of Stock Exchange	Stock Code/ID
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai Samachar Marg, Mumbai, Maharashtra – 400001	541167
<b>ISIN</b>	INE616Z01012

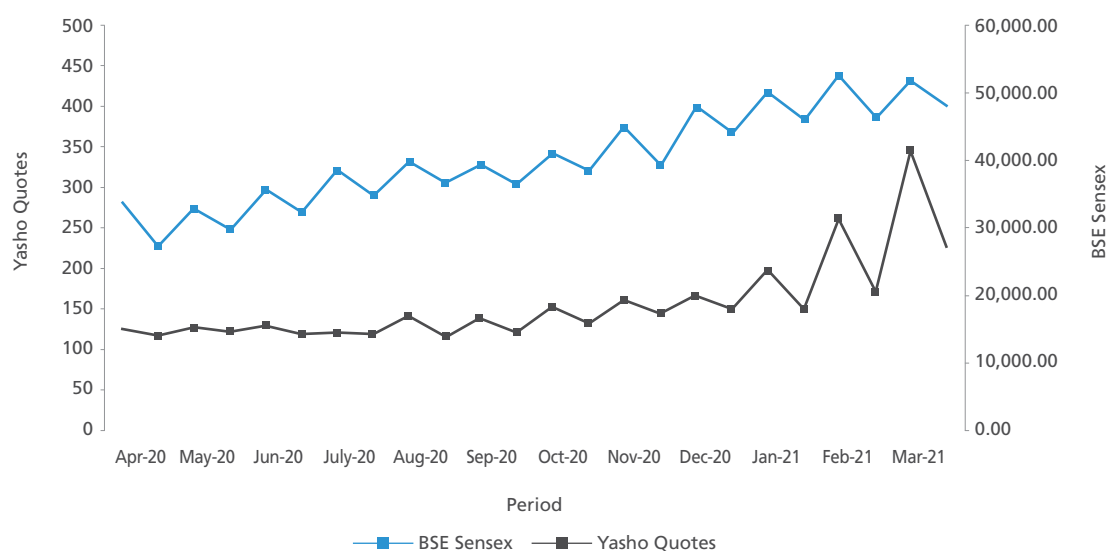
The Company has paid Annual Listing fees to the Stock Exchange for the year 2021-22

### 8.5 STOCK MARKET DATA AND THEIR PERFORMANCE V/S S&P BSE SENSEX

The high/low of the market price of the shares of the Company and the performance thereof with the BSE Sensex are given in the charts below:

Month	BSE		Sensex High	Sensex Low
	High (₹)	Low (₹)		
Apr-20	125	118	33,887.25	27,500.79
May-20	126	121	32,845.48	29,968.45
Jun-20	129	118.80	35,706.55	32,348.10
Jul-20	121	119	38,617.03	34,927.20
Aug-20	141	115	40,010.17	36,911.23
Sep-20	138.75	121	39,359.51	36,495.98
Oct-20	153.50	131.15	41,048.05	38,410.20
Nov-20	161	144	44,825.37	39,334.92
Dec-20	166	150	47,896.97	44,118.10
Jan-21	198.95	150	50,184.01	46,160.46
Feb-21	259.50	171.10	52,516.76	46,433.65
Mar-21	345	226	51,821.84	48,236.35

Source: BSE websites



**8.6 DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2021**

Slab of Shareholding	No of Shareholders	% of Shareholders	Amount (₹)	% of Shares held
1 to 500	796	84.41	40,237	0.36
501 to 1000	19	2.01	15,177	0.13
1001 to 2000	50	5.30	61,990	0.56
2001 to 3000	8	0.84	18,215	0.16
3001 to 4000	3	0.31	11,200	0.10
4001 to 5000	7	0.74	32,626	0.29
5001 to 10000	14	1.48	1,11,712	1.02
10001 & Above	46	4.8	1,06,08,043	97.32
<b>TOTAL</b>	<b>943</b>	<b>100.00</b>	<b>1,08,99,200</b>	<b>100</b>

**8.7 SHAREHOLDING PATTERN AS ON MARCH 31, 2021.**

Category	No. of Shares held	% of Shares held
<b>Promoters Holding [A]</b>		
Indian promoters	80,75,000	74.09
Foreign promoters	-	-
Persons acting in concert	-	-
<b>Sub-total A</b>	<b>80,75,000</b>	<b>74.09</b>
<b>Public Holding [B]</b>		
<b>Institutional Investors B1</b>		
Mutual Funds	-	-
Financial Institutions/ Banks	-	-
Foreign Portfolio Investors	-	-
Insurance Companies	-	-
Central Government/ State Government	-	-
<b>Sub-total B1</b>	<b>-</b>	<b>-</b>
<b>Non-Institutional Investors B2</b>		
Retail Individuals	13,86,711	12.72
Bodies Corporate	12,14,515	11.14
Clearing Members	10,374	0.09
Non-Resident Indians (NRI)	11,586	0.10
Market Maker	1,51,845	1.39
Hindu Undivided Family	49,169	0.45
Overseas Corporate Bodies	-	-
<b>Sub-total B2</b>	<b>28,24,200</b>	<b>25.91</b>
<b>Non-Promoter Non-Public Holding [C]</b>	<b>-</b>	<b>-</b>
<b>Grand total (A+B+C)</b>	<b>1,08,99,200</b>	<b>100</b>

**8.8 SHARE TRANSFER AGENT**

Bigshare Services Private Limited, Share Transfer Agent of the Company has been appointed as one point agency for dealing with shareholders. Shareholders' correspondence should be addressed to the Company's Share Transfer Agent at the address mentioned below:

**Registered Office:**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri East, Mumbai – 400 059  
Tel : 022-62638200  
Fax : 022-62638299  
E-mail : ujata@bigshareonline.com  
Website: www.bigshareonline.com

**8.9 SHARE TRANSFERS SYSTEM (PHYSICAL FORM)**

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's equity shares to a Share Transfer Committee comprising of Mr. Parag Jhaveri, Mr. Yayesh Jhaveri and Mr. Vinod Jhaveri. The share certificates in physical form are generally processed and returned within 15 days from the date of receipt, if the documents are clear in all respects.

For administrative convenience and to facilitate speedy approvals, authority has also been delegated to Senior Executives of the Company to approve share transfers upto specified limits.

A summary of the transfers/ transmissions so approved by the Share Transfer Committee or the authorized Executives, as the case may be, are placed at subsequent meeting of the Board of Directors of the Company. However during the year no request for physical transfer of shares received to the Company.

The Certificate of Compliance obtained from the Company Secretary in practice as required under Regulation 40(9) of the Listing Regulations, confirms the compliance with the share transfer formalities within the timelines prescribed.

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with Securities and Exchange Board of India (SEBI) requirements. M/s. Dhrumil M. Shah & Co., Practicing Company Secretary appointed by the Company to conduct this audit. Reconciliation of Share Capital Audit Reports of M/s. Dhrumil M. Shah & Co., which have been submitted to the Stock Exchanges within the stipulated period, inter alia confirms that the equity shares of the Company held in dematerialized form and in physical form tally with the issued and paid-up equity share capital of the Company.

## 8.10 DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company's Equity Shares are regularly traded on the BSE

Shares in Physical and Demat form as on March 31, 2021	No. of Shares	Percentage
In Physical Form	150100	1.38
In Dematerialized Form	10749100	98.62
<b>Total</b>	<b>10899200</b>	<b>100</b>

Instrument Type	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
Term Loan	March 2026	INR 423.54 (outstanding as of March 2021)	IND BBB/Stable	Assigned
Fund-Based Limits	-	INR 1100	IND BBB/Stable/IND A2	Assigned
Non-Fund-Based Limits	-	INR 405	IND A2	Assigned

## 9. DISCLOSURES

### 9.1 DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT

The Company did not raise any funds through preferential allotment or qualified institutions placement during the Financial Year 2020-21.

### 9.2 TOTAL FEES PAID TO STATUTORY AUDITOR FOR ALL SERVICES RENDERED ON CONSOLIDATED BASIS BY LISTED ENTITY AND ITS SUBSIDIARIES

### 8.11 THERE ARE NO OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS ISSUED BY THE COMPANY.

### 8.12 COMMODITY PRICE RISK, FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES – NOT APPLICABLE

### 8.13 PLANT LOCATION

#### Plant Unit I:

Plot No.2514-2515, Phase IV, GIDC, Vapi - 396 195, Gujarat, INDIA

#### Plant Unit II:

Plot No.1713, Phase III, GIDC, Vapi – 396195, Gujarat, INDIA

#### Plant Unit III:

Survey no. 409/P1/P1/A, Karwad, Vapi, Valsad - 396191, Gujarat, INDIA

### 8.14 INVESTOR CORRESPONDENCE

Shareholders can contact to the Compliance officer of the Company for Secretarial matters of the Company as mentioned below.

Mrs. Komal Bhagat (Company Secretary and compliance officer)

Add: Office No. 101/102, Peninsula Heights, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058.

Email: info@yashoindustries.com

Tel No.: +91-22-62510100

### 8.15 LIST OF ALL CREDIT RATINGS OBTAINED DURING THE FY 2020-21

The following ratings have been reaffirmed / assigned to the Company for its Bank facilities:

Total fees paid to M/s. V J Shah & Co., Statutory Auditors of the Company are as follows:

Particulars	Fees (₹)
Statutory Audit & LR Report	6,25,000/-

### 9.3 DISCLOSURE IN RELATION TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The details as required under this heading are furnished in the Directors' Report.



**9.4 WERE NO INSTANCES WHERE THE RECOMMENDATIONS MADE BY ANY OF THE STATUTORY COMMITTEES WERE NOT ACCEPTED BY THE BOARD.**

**9.5 MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS**

The Company has not entered into any related party transactions during the year under review. As per Regulation 23 of Listing Regulations, the Company has formulated a policy on Related Party Transactions and it is uploaded on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/policy\\_on\\_materiality\\_of\\_related\\_party\\_transactions.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/policy_on_materiality_of_related_party_transactions.pdf)

**9.6 DETAILS OF NON – COMPLIANCE, PENALTIES, STRICTURES IMPOSED BY THE STOCK EXCHANGES OR SEBI DURING LAST 3 YEARS**

There were no any instances of non-compliance by the Company nor have any penalties, strictures been imposed by the Securities and Exchange Board of India or any other statutory authority during the last three years on any matter related to the capital markets

**9.7 VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism. In all cases, Directors and Employees have direct access to the Compliant Committee set up for this purpose and in exceptional circumstances, Chairman of the Audit Committee. Further no personnel have been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on Company’s website at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil\\_mechanism\\_policy.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/vigil_mechanism_policy.pdf)

**9.8 DISCLOSURE OF COMPLIANCE OF CORPORATE GOVERNANCE**

Compliance with all the requirements of the Listing Regulations including the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulations (2) of Regulation 46 are as under:

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes/No/N.A.)
1	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation	Yes
2	Audit Committee	17A	Maximum Number of Directorships	Yes
		18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
3	Nomination and Remuneration Committee	18(3)	Role of the Committee and Review of information by the Committee	Yes
		19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
4	Stakeholders Relationship Committee	19(4)	Role of the Committee	Yes
		20(1),(2)&(3)	Composition of Stakeholders Relationship Committee	Yes
5	Risk Management Committee	20(4)	Role of the Committee	Yes
		21(1),(2), (3) & (4)	Composition, terms of reference.	Not Applicable
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employee	Yes

Sr. No.	Particulars	Regulations	Brief Description of the Regulations	Compliance Status (Yes/No/N.A.)
7	Related Party Transaction	23(1),(5),(6),(7) &(8) 23(2)&(3)	Policy for Related Party Transaction	Yes
			Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions	Not Applicable
		23 (9)	Half yearly disclosure of Related Party Transactions	Yes
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	Not Applicable
		24(2),(3),(4),(5) & (6)	Other corporate governance requirements	Not Applicable
9	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes
10	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non-Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
		27(1) 27(2)	Compliance of Discretionary Requirements Filing of Quarterly Compliance Report on Corporate Governance	Not Applicable Yes
12	Disclosures on Website of the Company	46(2)(a)	Details of Business	Yes
		46(2)(b)	Terms & Conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Not Applicable
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Not Applicable
		46 (2) (i)	Details of familiarization programmes imparted to Independent Directors	Yes
		46 (2) (j)	Email address for grievance redressal and other relevant details	Yes
		46 (2) (k)	Contact Information of designated officials for assisting and handling investor grievances	Yes
		46 (2) (l)	Financial Information	Yes
		46 (2) (m)	Shareholding Pattern	Yes
		46 (2) (n)	Details of Agreements entered with Media Companies and/or their Associates	None
46 (2) (o)	Schedule of Analyst/ Institutional Investors Meet	Yes		
46 (2) (p)	New name and old name for a continuous period of one year	Not Applicable		
46 (2) (q)	Advertisement in Newspaper	Yes		
46 (2) (r)	Credit ratings obtained and any revision thereof	Yes		
46 (2) (s)	Separate Audited Financial Statements of each subsidiary.	Not Applicable		





**9.9 SUBSIDIARY COMPANY**

The Company does not have any subsidiary company.

**9.10 CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS**

Certificate from M/s Dhrumil M. Shah & Co., Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any other statutory authority, is annexed to this Report.

**9.11 CEO AND CFO CERTIFICATION**

The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II of the of the Listing Regulations pertaining to CEO/CFO certification for the financial year ended March 31, 2021, which is annexed hereto.

**9.12 CERTIFICATE ON CORPORATE GOVERNANCE**

As required by Regulation 34(3) and Schedule V Part E of the Listing Regulations, the certificate given by M/s Dhrumil M. Shah & Co., Practicing Company Secretary, is annexed to this report.

**9.13 UNCLAIMED/ UNPAID DIVIDEND**

The Company has not declared any dividend in past years, therefore, the provisions related to transfer of shares to IEPF Authority are not applicable to the Company. Further company has appointed Nodal officer for IEPF pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof) for which details are mentioned below.

Name and Designation of the IEPF Authority	Mrs. Komal Prashant Bhagat (Company Secretary and Compliance officer)
Address	Office No. 101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058, Maharashtra, India
Telephone Number	+91-22-62510100
Fax Number	91+22+62510199
E-mail ID	info@yashoindustries.com

**9.14 INVESTOR HELPDESK**

Share transfers, dividend payments and all other investor related activities are attended to and processed at the office of the Share Transfer Agent M/s Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059. For lodgment of transfer deeds and other documents or for any grievance/ complaints, shareholders/ investors may contact Share Transfer Agent, M/s Bigshare Services Private Limited at the address mentioned above. Any queries relating to share transfers, dividend payments, annual report, etc. may also be emailed at investor@bigshareonline.com

**10. DETAILS OF SHARES IN SUSPENSE ACCOUNT**

Sr.	Particulars	Status
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year as on 1 <sup>st</sup> April, 2021	Nil
2	Number of shareholders who approached issuer for transfer of shares from suspense account during the year 2020-2021	Nil
3	Number of shareholders to whom shares were transferred from suspense account during the year 2020-2021	Nil
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year 31 <sup>st</sup> March, 2021	Nil

For **Yasho Industries Limited**

Date: 12<sup>th</sup> May, 2021  
Place: Mumbai

**Vinod Harilal Jhaveri**  
Chairman & ED

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

[Regulation 17 (8) Of the Listing Regulations]

We, Parag Vinod Jhaveri, Managing Director and Chief Executive Officer and Yayesh Vinod Jhaveri, Chief Financial Officer of Yasho Industries Limited, to the best of our knowledge and belief hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 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 we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that:
- i. there are no significant changes in internal controls over financial reporting during the year;
  - ii. the company has adopted IND-AS during the year; and
  - iii. there are no instances of significant fraud of which we have become aware.

For **Yasho Industries Limited**

**Parag Vinod Jhaveri**  
Managing Director and CEO

**Yayesh Vinod Jhaveri**  
Whole Time Director and CFO

Date: May 12, 2021  
Place: Mumbai



Ref No: 115/2021-22

**CERTIFICATE ON CORPORATE GOVERNANCE**

To

**The Members**

**Yasho Industries Limited**

I have examined all the relevant records of Yasho Industries Limited ('the Company') (records were verified in electronic form due to situation of "COVID-19") for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the year ended 31<sup>st</sup> March, 2021.

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

In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing regulations.

I 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 Dhrumil M Shah & Co.  
UDIN: F008021C000283076

**Dhrumil M Shah**  
Practicing Company Secretary  
CP 8978; FCS 8021  
PR No. 995/2020

Place: Mumbai  
Date: May 12, 2021

**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)

Ref: 116/2021-22

To,  
The Members of  
Yasho Industries Limited,  
Office No.101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai- 400058.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Yasho Industries Limited having CIN L74110MH1985PLC037900 and having registered office at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai- 400058 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Names of Directors	DIN	Date of appointment
1.	Vinod Harilal Jhaveri	01655692	09/08/2007
2.	Parag Vinod Jhaveri	01257685	02/05/1990
3.	Yayesh Vinod Jhaveri	01257668	04/04/1997
4.	Mila Prashant Desai	07462481	20/02/2018
5.	Ashok Sudhadhar Malaviya	08067060	20/02/2018
6.	Hiren T Goradia <sup>1</sup>	08067076	20/02/2018
7.	Prakash Manohar Bhate	08739162	19/05/2020

<sup>1</sup>Ceased to be a Director of the Company upon his resignation w.e.f. 2<sup>nd</sup> May, 2020

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

For **Dhrumil M Shah & Co.**  
UDIN: F008021C000282988

Place: Mumbai  
Date: May 12, 2021

**Dhrumil M Shah**  
Practising Company Secretary  
CP 8978 & FCS 8021  
PR 995/2020



# Independent Auditors' Report

To the Members of YASHO INDUSTRIES LIMITED,

## REPORT ON THE IND AS STANDALONE FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying IND AS standalone financial statements of Yasho Industries Limited ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of Profit and Loss (including Other Comprehensive Income), statement of cash flows, Statement of changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "The IND AS Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IND AS standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

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

Key Audit matter	How our audit addressed the key audit matter:
<p><b>1. Adoption of IND AS:</b></p> <p>As stated in Note No. 2.6 of standalone financial statements, the company has adopted INDAS during the year. The application and transition in IND AS is complex and is an area of focus as the key matter in our audit of the company.</p>	<p>Our audit procedure on adoption of IND AS includes:</p> <ul style="list-style-type: none"> <li>Assessed and tested new process and controls in respect of transition in IND AS</li> <li>Assessed the Company's evaluation in the identification of transition process</li> <li>Evaluated the method of transition and related adjustments</li> <li>Assessed and tested the presentation and disclosures relating to transition in IND AS</li> </ul>
<p><b>2. Capital Expenditure</b></p> <p>The company has incurred capital expenditure towards purchase / construction of tangible fixed assets amounting to ₹ 982.11 Lakh during the financial year.</p> <p>Considering that this amount is substantial and errors in measurement can lead to material impact on carrying amount of tangible fixed assets as well as profit for the year we have considered this as a key audit matter</p>	<ul style="list-style-type: none"> <li>Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around measurement of capital expenditure</li> <li>Assessment of deviations from budgeted expenditure, if any and enquiry into reasons thereof.</li> <li>We undertook substantive audit procedures to test whether any revenue expenditure is classified as capital expenditure or capital expenditure is classified as revenue expenditure.</li> <li>We tested the adherence to Accounting Standard 10 "Property, Plant &amp; Equipment" and Accounting Standard 16 "Borrowing Costs" to verify accuracy of measurement of expenditure and adequacy of disclosures made.</li> </ul>

### Other Matters

Due to COVID-19 pandemic and lockdown & other restrictions imposed by the Government and local authorities, the audit process carried out subsequent to commencement of lockdown was based on the remote access and evidence shared digitally. Our opinion is not modified in respect of these matters.

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these IND AS standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes of equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 IND AS standalone 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 RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the IND AS standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 IND AS standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of IND AS standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude



that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the IND AS standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of business activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

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.

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

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

### As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The 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 IND AS standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS standalone financial statements – Refer Note 39 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For V J SHAH & CO  
Chartered Accountants  
Firm Registration No.: 109823W

CHINTAN V SHAH  
Partner

Place: Mumbai  
Date: 12.05.2021

Membership No.164370  
UDIN: 21164370AAAACZ4870

# Annexure “A” Auditors’ Report

Annexure referred to in Paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of the Independent Auditor’s Report on the Accounts of YASHO INDUSTRIES LIMITED (‘the company’) for the year ended 31st March, 2021.

## I) In respect of Fixed Assets:

- (a) The company has maintained the fixed assets register showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the year at reasonable intervals, which in our opinion, is reasonable having regard to the size of the company and the nature of assets. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of the records of the Company examined by us, the title deeds of immovable properties are held in the name of the Company.

## II) In respect of Inventories:

- (a) As explained to us, the inventory has been physically verified by the management at regular intervals during the year.
- (b) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company has maintained proper records of inventory and there were no material discrepancies noticed on physical verification of inventory as compared to the book records.

III) In respect of loans, secured or unsecured, the company has not granted to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.

The company has not granted any loans therefore sub clause (iii) (a), (b) and (c) are not applicable.

IV) According to the information and explanations given to us, the company has complied with the provisions of section 185 & 186 of The Act in respect of loans, investments, guarantees and securities.

V) The company has not accepted deposits, therefore the clause (v) is not applicable.

VI) We have broadly reviewed the cost records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed cost records have been made and maintained as per the documentary evidence provided by the management. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

## VII) In respect of statutory dues:

- (a) According to the information & explanation given to us, the company was generally regular in depositing dues in respect of Employees Provident Fund, Employees State Insurance Fund, Income Tax (including TDS), GST and other statutory dues with the appropriate authority during the year.
- (b) According to records examined by us and the information and explanation given to us, there are no undisputed amounts due in respect of income tax, sales tax, GST, excise duty, Employees Provident Fund, Employees State Insurance Fund and other statutory dues at the end of the year.

However the following dues have not been deposited by the Company on account of disputes:

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount
The Customs Act, 1962	Custom Duty	CESTAT	FY 2014-15	1,75,36,407/-
The Customs Act, 1962	IGST	Commissioner of Customs	FY 2017-18 & FY 2018-19	8,22,26,562/-

VIII) Based on our audit procedures and on the basis of information and explanations given by the management the company has not defaulted in the repayment of dues to bank, financial institution and Debentures holders during the year.

IX) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of term loans during the year for the purposes for which those were raised.

X) In our opinion and according to the information and explanations given to us no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.





- XI) In our opinion and according to the information and explanations given managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 with Schedule V to the Companies Act, 2013.
- XII) In our opinion the company is not a Chit Fund, Nidhi or Mutual Benefit activity and therefore the provisions of Clause 3(xii) of the said order are not applicable.
- XIII) In our opinion and according to the information and explanations, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and details are disclosed in the IND AS standalone Financial statement as per Accounting Standard 18.
- XIV) The company has not made any preferential allotment to parties and companies covered under register maintained under section 42 of the Companies Act, 2013, during the year, therefore the provisions of Clause 3(xiv) of the said order are not applicable.
- XV) In our opinion according to the information and explanations, company has not entered into any non-cash transaction with directors or persons connected with him as per provision of section 192 of Companies Act, 2013.
- XVI) According to the information and explanations given to us, company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**  
Partner

Place: Mumbai  
Date: 12.05.2021

Membership No.164370  
UDIN: 21164370AAAACZ4870

# Annexure “B” Auditors’ Report

## Report on the Internal Financial Controls 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 Yasho Industries Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the IND AS standalone financial statements of the Company for the year ended on that date.

### MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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
- c) 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **V J SHAH & CO**  
Chartered Accountants  
Firm Registration No.: 109823W

**CHINTAN V SHAH**  
Partner

Place: Mumbai  
Date: 12.05.2021

Membership No.164370  
UDIN: 21164370AAAAACZ4870



# Balance Sheet

as at 31<sup>st</sup> March 2021

Particulars	Note No.	(₹ in Lakhs)		
		As At 31 <sup>st</sup> March, 2021	As At 31 <sup>st</sup> March, 2020	As At 01 <sup>st</sup> April, 2019
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
(a) Property, Plant and Equipment	3	10,310.90	9,131.07	6,119.77
(b) Capital Work in Progress		-	1,156.36	2,266.11
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Intangible Assets	4	1,684.17	1,508.05	1,465.21
(f) Intangible Assets under development		-	-	-
(g) Biological Assets other than bearer plants		-	-	-
(h) Financial Assets				
(i) Investments	5	13.61	13.61	13.61
(ii) Trade Receivables		-	-	-
(iii) Loans		-	-	-
(iv) Others financial assets	6	279.30	250.76	190.42
(i) Deferred tax assets (Net)		-	-	-
(j) Other non current assets	7	550.24	336.66	331.21
<b>SUB-TOTAL</b>		<b>12,838.22</b>	<b>12,396.51</b>	<b>10,386.33</b>
<b>CURRENT ASSETS</b>				
(a) Inventories	8	8,016.58	7,342.60	6,816.86
(b) Financial Assets				
(i) Investments		-	-	-
(ii) Trade Receivables	9	7,150.60	5,991.46	5,799.74
(iii) Cash & Cash Equivalents	10	64.89	52.17	85.46
(iv) Bank balances other than (iii) above	11	1,410.41	784.94	667.92
(v) Loans	12	25.37	28.90	31.04
(vi) Other financial assets		-	-	-
(c) Current Tax Assets (Net)	13	-	62.69	-
(d) Other Current Assets	14	1,010.54	1,116.15	1,421.88
<b>SUB-TOTAL</b>		<b>17,678.41</b>	<b>15,378.92</b>	<b>14,822.90</b>
<b>TOTAL ASSETS</b>		<b>30,516.63</b>	<b>27,775.43</b>	<b>25,209.23</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share capital	15	1,089.92	1,089.92	1,089.92
(b) Other Equity				
Reserves and surplus	16	6,803.16	4,661.40	3,464.62
<b>SUB-TOTAL</b>		<b>7,893.08</b>	<b>5,751.32</b>	<b>4,554.54</b>
<b>LIABILITIES</b>				
<b>NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	17	5,322.92	5,976.12	6,367.46
(ii) Trade Payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)	18	256.62	349.75	222.48
(b) Long Term Provisions	19	108.83	119.74	125.82
(c) Deferred Tax Liabilities (Net)	20	1,083.51	930.77	733.86
(d) Other non-current liabilities		-	-	-
<b>SUB-TOTAL</b>		<b>6,771.87</b>	<b>7,376.38</b>	<b>7,449.62</b>
<b>CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	21	9,783.22	9,466.45	7,593.02
(ii) Trade payables	22			
Trade Payables-Micro and Small Enterprises		304.15	493.03	505.58
Trade Payables- Other than Micro and Small Enterprises		4,280.59	2,803.83	3,568.69
(iii) Other financial liabilities (other than those specified in item (c))	23	1,060.16	1,441.31	1,120.00
(b) Other Current Liabilities	24	104.10	164.84	154.64
(c) Short Term Provision	25	271.65	278.27	236.44
(d) Current Tax Liabilities (Net)	26	47.80	-	26.68
<b>SUB-TOTAL</b>		<b>15,851.67</b>	<b>14,647.73</b>	<b>13,205.06</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>30,516.63</b>	<b>27,775.43</b>	<b>25,209.23</b>
Significant Accounting Policies	2			

The accompanying notes form an integral part of the Standalone IND AS Financial Statements

In terms of our report attached

For and on behalf of the Board

For V J SHAH &amp; CO.

Chartered Accountants  
FRN : 109823WSd/-  
**CHINTAN SHAH**  
Partner  
Membership No. 164370Sd/-  
**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685Sd/-  
**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668Sd/-  
**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692Sd/-  
**KOMAL BHAGAT**  
(COMPANY SECRETARY)Date: 12 May, 2021  
Place: Mumbai

# Statement of Profit and Loss

for the period ended 31<sup>st</sup> March 2021

₹ in Lakhs

Particulars	Note No.	As At 31 <sup>st</sup> March, 2021	As At 31 <sup>st</sup> March, 2020
<b>Continuing Operations</b>			
I Revenue From Operations	27	35,943.60	29,706.30
II Other Income	28	1,008.44	321.85
III <b>Total Revenue (I+II)</b>		<b>36,952.05</b>	<b>30,028.15</b>
<b>IV Expenses</b>			
(a) Cost of Material Consumed	29	22,217.68	19,678.66
(b) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	30	1,148.36	(829.86)
(c) Stock in Trade Employee Benefits Expenses	31	2,326.38	2,074.15
(d) Finance Cost	32	1,639.87	1,559.33
(e) Depreciation and Amortisation Expenses	33	1,199.46	1,038.35
(f) Other Expenses	34	5,350.98	4,813.73
<b>Total Expenses</b>		<b>33,882.74</b>	<b>28,334.36</b>
V <b>Profit Before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>3,069.31</b>	<b>1,693.79</b>
VI Exceptional Income/Expenses			
VII <b>Profit Before Tax (V-VI)</b>		<b>3,069.31</b>	<b>1,693.79</b>
VIII <b>Income Tax Expenses</b>	36	<b>921.56</b>	<b>489.33</b>
IX <b>Profit After Tax (VII-VIII)</b>		<b>2,147.74</b>	<b>1,204.46</b>
<b>X Other Comprehensive Income (OCI)</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement benefit of defined benefit plans	35	9.17	(11.18)
Income tax expense on remeasurement benefit of defined benefit plans	37(C)	2.67	(3.26)
<b>Total of other comprehensive Income</b>		<b>6.50</b>	<b>(7.92)</b>
<b>Total Comprehensive Income for the period</b>		<b>2,154.24</b>	<b>1,196.54</b>
<b>XI Earnings Per Equity Share (Amount in ₹)</b>			
(a) <b>Basic</b>	38	<b>19.71</b>	<b>11.05</b>
(b) <b>Diluted</b>	38	<b>19.71</b>	<b>11.05</b>
Significant Accounting Policies	2		

The accompanying notes form an integral part of the Standalone IND AS Financial Statements

In terms of our report attached

For and on behalf of the Board

For V J SHAH & CO.

Chartered Accountants  
FRN : 109823W

Sd/-  
**CHINTAN SHAH**  
Partner  
Membership No. 164370

Sd/-  
**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

Sd/-  
**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

Date: 12 May, 2021  
Place: Mumbai

Sd/-  
**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

Sd/-  
**KOMAL BHAGAT**  
(COMPANY SECRETARY)



# Cash Flow Statement

for the period ended 31<sup>st</sup> March 2021

(₹ in Lakhs)

Particulars	As At		As At	
	31 <sup>st</sup> March, 2021		31 <sup>st</sup> March, 2020	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before Tax		3,078.48		1,682.61
Adjustment for Non-Cash and Non-operating Items				
Add: Depreciation	1,199.46		1,038.35	
Loss on Sale of Fixed Assets	-		15.33	
Interest Expense	1,639.87	2,839.34	1,559.33	2,613.01
Less: Interest Income	54.41		47.54	
Gain on Sale of Fixed Assets	0.01		-	
Dividend Received	-	54.42	0.04	47.59
Operating profits before working capital changes (a+b-c)		5,863.39		4,248.03
Changes in Working Capital & Operating Assets & liabilities				
Add: Decrease in Assets & Increase in Liabilities				
Current Borrowings				
Trade Payables	1,287.88		-	
Other Current Assets	93.54		309.63	
Other Current Financial Assets	12.08		-	
Other Current Liabilities	-		10.20	
Short Term Provisions	-		35.75	
Other Current Financial Liabilities	-		448.57	
Long Term Provisions	-	1,393.49	-	804.15
Less: Increase in Assets & Decrease in Liabilities				
Inventories	673.98		525.75	
Trade Receivables	1,159.14		191.72	
Other Earmarked Bank Balances	625.47		117.03	
Other Current Financial Liabilities	381.15		-	
Other Current Financial Assets	-		3.90	
Short Term Provisions	6.62		-	
Other Non Current Assets	448.81		-	
Other Current Liabilities	60.74		-	
Trade Payables	-	3,355.92	777.42	1,615.82
Cash generated from operations (d+e-f)		3,900.97		3,436.36
Less: Taxes paid		438.26		383.98
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (g-h)</b>		<b>3,462.71</b>		<b>3,052.38</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Add: Interest Income	54.41		47.54	
Sale of Fixed Assets	0.25		1.69	
Dividend Received	-	54.66	0.04	49.28
Less: Addition to Fixed Assets (Including WIP)	1,399.30		2,999.52	
Decrease in Long term Provision	10.91		-	
Purchase of Investment (Net)	-	1,410.21	-	2,999.52
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (a-b)</b>		<b>(1,355.54)</b>		<b>(2,950.24)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Add: Increase in Long Term Borrowings (Net)	-		1,482.09	
Increase in Short Term Borrowings (Net)	316.77	316.77	-	1,482.09
Less: Repayment of Long Term Borrowings	653.20		-	
Repayment of principal portion of lease liabilities	93.13		-	
Loans Given to Employees	25.01		58.19	
Interest Expense	1,639.87	2,411.22	1,559.33	1,617.52
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (a-b)</b>		<b>(2,094.45)</b>		<b>(135.43)</b>
<b>NET INCREASE / (DECREASE) IN CASH</b>		<b>12.72</b>		<b>(33.29)</b>
Add: Cash & Cash Equivalent at the beginning of the year				
Cash on Hand	3.34		2.23	
Bank Balance	48.83	52.17	83.23	85.46
Less: Cash & Cash Equivalent at the end of the year				
Cash on Hand	3.45		3.34	
Bank Balance	61.44	64.89	48.83	52.17
<b>Reconciliation of Cash and Cash Equivalents with the Balance Sheet</b>				
Cash & Cash Equivalent at the end of the year (as per Note 10 & 11)		1,475.30		837.11
Less: Bank Balances held as margin money against guarantees not considered as Cash and Cash Equivalents		1,410.41		784.94
<b>Cash &amp; Cash Equivalent at the end of the year</b>		<b>64.89</b>		<b>52.17</b>

**Note:**

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS - 7) "Statement of Cash Flow".

In terms of our report attached

For and on behalf of the Board

For V J SHAH &amp; CO.

Chartered Accountants  
FRN. : 109823WSd/-  
**CHINTAN SHAH**  
Partner  
Membership No. 164370Sd/-  
**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685Sd/-  
**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668Sd/-  
**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692Sd/-  
**KOMAL BHAGAT**  
(COMPANY SECRETARY)Date: 12 May, 2021  
Place: Mumbai

# Statement of Changes in Equity

for the period ended 31<sup>st</sup> March 2021

## (A) EQUITY SHARE CAPITAL

		₹ in Lakhs	
Particulars	Refer Note No.		
1 As at 1st April 2019	-		1,089.92
2 Changes in equity share capital during the year	15.1		-
3 As at 31 March 2020	-		1,089.92
4 Changes in equity share capital during the year	15.1		-
5 As at 31 March 2021	-		1,089.92

## (B) OTHER EQUITY

							₹ in Lakhs	
Particulars	Capital Reserve	Securities Premium	General Reserve	Retained Earning	Other Comprehensive Income	Total		
<b>As on 31st March 2020</b>								
1 Balance as at 1st April 2019	8.88	774.29	114.70	2,573.44	(6.69)	3,464.62		
2 Additions to Reserve net of expense and taxes	-	-	-	1,204.70	(7.92)	1,196.78		
3 Dividends	-	-	-	-	-	-		
4 Income tax on dividends	-	-	-	-	-	-		
5 <b>Balance as at 31st March 2020</b>	<b>8.88</b>	<b>774.29</b>	<b>114.70</b>	<b>3,778.15</b>	<b>(14.62)</b>	<b>4,661.40</b>		

							₹ in Lakhs	
Particulars	Capital Reserve	Securities Premium	General Reserve	Retained Earning	Other Comprehensive Income	Total		
<b>As on 31st March 2021</b>								
1 Balance as at 1st April 2020	8.88	774.29	114.70	3,778.15	(14.62)	4,661.40		
2 Additions to Reserve net of expense and taxes	-	-	-	2,135.25	6.50	2,141.75		
3 Dividends	-	-	-	-	-	-		
4 Income tax on dividends	-	-	-	-	-	-		
5 <b>Balance as at 31st March 2021</b>	<b>8.88</b>	<b>774.29</b>	<b>114.70</b>	<b>5,913.40</b>	<b>(8.12)</b>	<b>6,803.16</b>		

Refer Note No 16.1 for nature and purpose of Reserve.

The accompanying notes form an integral part of the Financial Statements.

In terms of our report attached

For and on behalf of the Board

**For V J SHAH & CO.**

Chartered Accountants  
FRN. : 109823W

Sd/-  
**CHINTAN SHAH**  
Partner  
Membership No. 164370

Sd/-  
**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

Sd/-  
**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

Date: 12 May, 2021  
Place: Mumbai

Sd/-  
**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

Sd/-  
**KOMAL BHAGAT**  
(COMPANY SECRETARY)



# Notes to Financial Statements

## 1. COMPANY OVERVIEW

Yasho Industries Limited ("The Company") was incorporated in October 1985 as "Vasu Preservatives Private Limited" under the provisions of Companies Act, 1956. The Company is engaged in manufacturing of Specialty and Fine Chemicals for industrial use. The products manufactured by the company are used by industries as diverse as Rubber & Latex, Food & Flavors, Perfumery, Lubricants and other Specialty applications since 1993. The company has manufacturing facilities in three factories situated in GIDC, Vapi, Gujarat, with its registered Office Located in Mumbai (Maharashtra).

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Statement of compliance

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2021, the Statement of Profit and Loss for the year ended 31 March 2021, the Statement of Cash Flows for the year ended 31 March 2021 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'financial statements').

### 2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The separate financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Plan assets under defined benefit plans – measured at fair value
- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

### 2.2 CURRENT AND NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle.
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current only.

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Standalone Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee, unless otherwise stated.

# Notes to Financial Statements

## 2.3 USE OF ESTIMATES AND JUDGMENTS

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

## 2.4 ESTIMATION OF UNCERTAINTIES RELATING TO THE GLOBAL HEALTH PANDEMIC FROM COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

## 2.5 SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

### (A) Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax

authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress"

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

### Subsequent expenditure and componentisation

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### Depreciation and useful life

Depreciation is provided on a pro-rata basis on the straight-line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the



# Notes to Financial Statements

Companies Act, 2013, except in case of reactors where useful life is considered to be 12 years on a conservative basis.

## Freehold land is not depreciated.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Leasehold improvements are depreciated over the period of the lease agreement.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## Derecognition

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

## (B) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Directly attributable costs that are capitalised as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

## Useful life and amortisation

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses. Intangible assets are amortised on a straight-line basis over the period of estimated useful lives of 10 years. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

## Derecognition

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount

The Company has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

## (C) Capital Work in progress

All expenditure incurred towards tangible assets are accumulated and shown as capital work in progress and not depreciated until such assets are ready and available for commercial use.

## (D) Impairment

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication the asset may be impaired.

# Notes to Financial Statements

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

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

Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

## (E) Inventories

### Raw materials

Raw materials and stores, work in progress, traded stock and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases.

### Work in progress and finished goods

Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of production of finished goods. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

Costs of inventories are valued at lower of cost or net realizable. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### Stores and spares

Inventory of stores and spare parts is valued at cost or net realisable value, whichever is lower. Provisions are made for obsolete and non-moving inventories. Unserviceable and scrap items, when determined, are valued at estimated net realisable value

## (F) Revenue recognition

### Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of other operating revenue.

Revenue from sales is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell/consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

### Sale of services

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

### Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

# Notes to Financial Statements

## Foreign exchange translation

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in profit or loss. Monetary balances arising from the transactions denominated in foreign currency are translated to functional currency using the exchange rate as on the reporting date. Any gains or loss on such translation, are generally recognised in profit or loss.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the year in which they arise.

## (G) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

### Current tax

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

### Deferred tax

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

accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### Minimum Alternate Tax (MAT)

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the set-off of previous years Losses, if any. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with it will fructify.

## (H) Borrowing costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalised as part of such assets. A qualifying asset is one that necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

# Notes to Financial Statements

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

## (I) Leases

### As a Lessee

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

## (J) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions for restructuring are recognised by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence 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.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

## (K) Employee benefits

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

### Short-term employee benefits

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.



# Notes to Financial Statements

## Post-employment benefits Defined contribution plan

Employee Benefit under defined contribution plans comprises of Contributory provident fund etc. is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The same is paid to a fund administered through a separate trust.

## Defined benefit plan

Defined benefit plans comprising of gratuity is recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

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

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

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

## Short term employee benefits

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

## (L) Financial instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

## (M) Financial assets

### Recognition and initial measurement

The Company initially recognises loans and advances, deposits and debt securities purchased on the date on which they originate. Purchases and sale of financial assets are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument.

All financial assets are recognised initially at fair value. In the case of financial assets not recorded at FVTPL, transaction costs that are directly attributable to its acquisition of financial assets are included therein.

### Classification of financial assets and Subsequent Measurement

On initial recognition, a financial asset is classified to be measured at –

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI) – debt investment; or
- Fair Value through Other Comprehensive Income (FVTOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets 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.

# Notes to Financial Statements

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The non-current investment has been recorded at amortised cost.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognised in statement of profit or loss. The net gain or loss recognised in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognised when:

- The Company's right to receive the dividends is established,
- It is probable that the economic benefits associated with the dividends will flow to the entity,
- The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

## Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

## Impairment

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest



# Notes to Financial Statements

rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year, but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables,

the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

## (N) Financial liabilities and equity instruments

### Classification as debt or equity

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

### Equity instruments

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

### Financial liabilities

Financial liabilities are classified as measured at amortised cost or 'FVTPL'.

A Financial Liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- The financial liability forms part of a group of financial assets or financial liabilities or

# Notes to Financial Statements

both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that contract basis; or

- It forms part of a containing one or more embedded derivatives, and IND AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with IND AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

## Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

## Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## (O) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short - term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

## (P) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from equity, net of any tax effects.

## (Q) Segments reporting

The Company's only identifiable reportable segment is Chemicals and hence disclosure of Segment wise information is not applicable under IND-AS 108 "Operating Segments". Details of geographical segments are disclosed.

## (R) Earnings per share

### Basic earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

### Diluted earnings per share

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

## (S) Proposed Dividends

The Company recognises a liability to make distributions to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders.





# Notes to Financial Statements

## 2.6 FIRST TIME ADOPTION OF IND-AS

### (A) Explanation of transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies have been applied consistently in preparing the financial statements for the year ended 31 March 2021, the comparative information presented in these financial statements for the year ended 31 March 2020 and in the preparation of an opening Notes to the Standalone Financial Statements (Contd.) Ind AS balance sheet at 1 April 2019 (the Company's date of transition). An explanation of how the transition from financial statements prepared in accordance with accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) to Ind AS has affected the Company's financial position, financial performance and cash flows is set-out in the following tables and notes:

Refer Note 47 for:

Reconciliation of total equity as at 31 March 2020 and 1 April 2019.

Reconciliation of total comprehensive income for the year ended 31 March 2020.

### (B) Ind AS optional exemptions

#### 1. Deemed cost for property, plant and equipment, investment property and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

### (C) Ind AS mandatory exceptions

#### 1. Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2019 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- a) Investment in equity instruments carried at FVTPL or FVOCI
- b) Impairment of financial assets based on expected credit loss model.

#### 2. Classification and measurement of financial assets and liabilities

Classification of financial asset is required to be made on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Further, if it is impracticable for the Company to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind AS shall be the new gross carrying amount of that financial asset or the new amortised cost of that financial liability at the date of transition to Ind AS.

# Notes to Financial Statements

## 3. PROPERTY, PLANT AND EQUIPMENT<sup>^</sup>

Particulars	Factory Plot	Leasehold Property	Factory Building	Plant and Equipment	Furniture & Fixtures	Air Conditioner	Servers & Computers	Pollution Control Equipment	₹ in Lakhs
Original Cost As On 01-04-19	143.19	402.75	2,103.56	6,385.59	206.10	33.39	109.76	207.40	
Additions	-	216.56	817.70	2,240.34	11.37	3.60	21.04	-	
Deductions	-	-	-	-	-	-	-	-	
Original Cost As On 31-03-20	143.19	619.31	2,921.26	8,625.94	217.47	36.99	130.81	207.40	
Additions	-	41.97	639.44	1,339.41	1.14	2.52	12.14	-	
Deductions	-	-	-	-	-	-	-	-	
Original Cost As On 31-03-21	143.19	661.27	3,560.70	9,965.35	218.61	39.51	142.95	207.40	
Depreciation Fund As On 01-04-2019	-	147.82	628.46	3,052.23	73.09	8.23	83.31	103.22	
Charged During The Year	-	93.51	84.20	497.79	19.49	2.22	12.35	13.11	
Deductions/Transfer	-	-	-	-	-	-	-	-	
Depreciation Fund As On 31-03-2020	-	241.33	712.67	3,550.02	92.58	10.45	95.66	116.33	
Charged During The Year	-	100.97	117.11	574.34	10.12	3.73	16.35	27.11	
Deductions/Transfer	-	-	-	-	-	-	-	-	
Depreciation Fund As On 31-03-2021	-	342.30	829.78	4,124.37	102.70	14.18	112.02	143.44	
Wdv As On 31-03-2021	143.19	318.97	2,730.92	5,840.98	115.91	25.33	30.93	63.96	
Wdv As On 31-03-2020	143.19	377.97	2,208.59	5,075.92	124.89	26.54	35.14	91.07	

Particulars	Factory Plot	Leasehold Property	Factory Building	Plant and Equipment	Furniture & Fixtures	Air Conditioner	Servers & Computers	Pollution Control Equipment	₹ in Lakhs
Original Cost As On 01-04-19	4.05	153.29	629.48	288.28	0.44	18.99	11.25	10,697.52	
Additions	-	21.14	339.23	199.20	0.08	2.14	2.12	3,874.52	
Deductions	-	17.87	-	-	-	-	-	17.87	
Original Cost As On 31-03-20	4.05	156.56	968.71	487.48	0.52	21.13	13.37	14,554.17	
Additions	-	23.63	84.33	28.15	0.05	5.30	2.36	2,180.44	
Deductions	-	4.90	-	-	-	-	-	4.90	
Original Cost As On 31-03-21	4.05	175.29	1,053.05	515.63	0.56	26.42	15.73	16,729.70	
Depreciation Fund As On 01-04-2019	1.94	90.56	284.05	90.77	0.31	9.68	4.08	4,577.75	
Charged During The Year	0.23	14.11	64.03	39.86	0.02	2.74	1.92	845.59	
Deductions/Transfer	-	0.24	-	-	-	-	-	0.24	
Depreciation Fund As On 31-03-2020	2.17	104.44	348.08	130.63	0.33	12.41	6.00	5,423.10	
Charged During The Year	0.37	7.50	82.66	54.78	0.04	2.75	2.52	1,000.36	
Deductions/Transfer	-	4.65	-	-	-	-	-	4.65	
Depreciation Fund As On 31-03-2021	2.54	107.29	430.74	185.40	0.37	15.16	8.52	6,418.80	
Wdv As On 31-03-2021	1.50	68.00	622.31	330.23	0.19	11.26	7.21	10,310.90	
Wdv As On 31-03-2020	1.88	52.12	620.63	356.85	0.18	8.71	7.37	9,131.07	



# Notes to Financial Statements

## Notes:

(a) Property Plant and Equipment relating to approved R&D Facility included above is as under:

Particulars				₹ in Lakhs
	Laboratory Equipment	Plant and Equipment	Computers	Total
Original Cost As at 1st April, 2020	357.45	31.42	0.36	389.23
Additions during the year	26.95	-	-	26.95
Dsiposals/Deletions	-	-	-	-
Balance as at 31st March, 2021	384.41	31.42	0.36	416.18
Depreciation Fund As On 1st April, 2020	48.61	1.49	0.11	50.22
Depreciation for the year	34.65	1.99	0.11	36.75
Dsiposals/Deletions	-	-	-	-
Balance as at 31st March, 2021	83.26	3.48	0.22	86.97
Wdv As On 31-03-2021	301.15	27.93	0.13	329.21
Wdv As On 31-03-2020	308.84	29.92	0.24	339.01

(b) Refer Note 2.6 (B) - First Time adoption for options availed by the company on the transition to IND AS.

(c) ^ Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in Note 17 and Note 21

(d) The borrowing costs capitalised during the year ended 31 March 2021 was ₹NIL (31 March 2020: ₹NIL and 1 April 2019: ₹NIL).

(e) Leasehold property:

The Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2020, except those which are exempted under this standard. Accordingly, comparatives for the year ended March 31, 2020 have been retrospectively adjusted. The Company has elected to measure the leasehold property equal to the lease liability, with the result of net impact on retained earnings and restatement of prior period comparatives.

Leasehold Property and lease liabilities consists of buildings of ₹ 619.31 Lakhs have been recognised as on the transition date i.e. April 1, 2020. In the statement of profit and loss for the current year, operating lease expenses which were recognised as other expenses in previous periods is now recognised as depreciation expense for the leasehold property and finance cost for interest accrued on lease liability.

The weighted average incremental borrowing rate of 10% has been applied to lease liabilities recognised in the Balance Sheet at the date of initial application. Interest on lease liabilities is ₹ 22.47 Lakhs for the year.

## 4. OTHER INTANGIBLE ASSETS

Particulars	₹ in Lakhs	
	Technical Knowhow and Certifications	Total
Original Cost As On 01-04-19	1,684.16	1,684.16
Additions	235.60	235.60
Deductions	-	-
Original Cost As On 31-03-20	1,919.76	1,919.76
Additions	375.22	375.22
Deductions	-	-
Original Cost As On 31-03-21	2,294.98	2,294.98
Depreciation Fund As On 01-04-2019	218.95	218.95
Charged During The Year	192.76	192.76
Deductions/Transfer	-	-
Depreciation Fund As On 31-03-2020	411.71	411.71
Charged During The Year	199.11	199.11
Deductions/Transfer	-	-
Depreciation Fund As On 31-03-2021	610.82	610.82
Wdv As On 31-03-2021	1,684.17	1,684.17
Wdv As On 31-03-2020	1,508.05	1,508.05

## Notes:

(a) Refer Note 2.6 (B) - First Time adoption for options availed by the company on the transition to IND AS.

(b) All intangible assets held by the Company are purchased and not internally generated.

# Notes to Financial Statements

## 5. NON CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021		As at 31 <sup>st</sup> March, 2020		As at 01 <sup>st</sup> April, 2019	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
<b>Investment in Equity Instruments</b>						
<b>Unquoted Investments (at amortised cost)</b>						
Lypanosys (NZ) limited (74,000 Equity Shares of US\$ 4.94/- each)	74,000	10.71	74,000	10.71	74,000	10.71
The Saraswat Co-Op Bank Ltd (2,500 Equity Shares of ₹ 10/- each)	2,500	0.25	2,500	0.25	2,500	0.25
<b>Investment in Preference Securities</b>						
<b>Unquoted Investments (at amortised cost)</b>						
Lypanosys (NZ) limited (4,364 15% Series 'A' Preference Shares of US\$ 1.65/- each)	4,364	2.64	4,364	2.64	4,364	2.64
<b>TOTAL</b>	<b>80,864</b>	<b>13.61</b>	<b>80,864</b>	<b>13.61</b>	<b>80,864</b>	<b>13.61</b>
<b>Aggregate Amount of Unquoted Investments (At Cost)</b>	<b>-</b>	<b>13.61</b>	<b>-</b>	<b>13.61</b>	<b>-</b>	<b>13.61</b>

## 6. NON CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021		As at 31 <sup>st</sup> March, 2020		As at 01 <sup>st</sup> April, 2019	
	<b>Security Deposits (at amortised cost)</b>					
Unsecured, considered good	279.30		250.76		190.42	
<b>TOTAL</b>	<b>279.30</b>		<b>250.76</b>		<b>190.42</b>	

## 7. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021		As at 31 <sup>st</sup> March, 2020		As at 01 <sup>st</sup> April, 2019	
	MAT Credit Entitlement	101.43		336.66		331.21
GST Paid under Protest	319.00		-		-	
GST Refund Receivable	129.81		-		-	
<b>TOTAL</b>	<b>550.24</b>		<b>336.66</b>		<b>331.21</b>	

## 8. INVENTORIES

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021		As at 31 <sup>st</sup> March, 2020		As at 01 <sup>st</sup> April, 2019	
	Raw Materials	3,874.61		2,052.27		2,356.38
Work in Progress	1,541.52		2,007.51		1,776.13	
Finished Goods	2,422.57		3,138.18		2,641.24	
Stores & Spares	177.89		144.65		43.10	
<b>TOTAL</b>	<b>8,016.58</b>		<b>7,342.60</b>		<b>6,816.86</b>	

Valued at Cost or Net Realisable Value whichever is lower



# Notes to Financial Statements

## 9. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
Unsecured, considered good			
From Others	7,187.00	6,021.57	5,828.89
Less: Allowance for Expected Credit Loss	(36.40)	(30.11)	(29.14)
<b>TOTAL</b>	<b>7,150.60</b>	<b>5,991.46</b>	<b>5,799.74</b>

## 10. CURRENT FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
Cash on Hand	3.45	3.34	2.23
Balances With Bank			
In current accounts	61.44	48.83	83.23
<b>TOTAL</b>	<b>64.89</b>	<b>52.17</b>	<b>85.46</b>

## 11. CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
Earmarked Balances with Bank			
Fixed Deposits with Bank held as Margin Money	1,345.42	705.01	587.98
Earmarked balances with customer for performance guarantee	64.99	79.93	79.93
<b>TOTAL</b>	<b>1,410.41</b>	<b>784.94</b>	<b>667.92</b>

## 12. CURRENT FINANCIAL ASSETS - LOANS

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
Current Assets (at amortised cost)			
Unsecured, considered good			
Loans to Employees	25.37	28.90	31.04
<b>TOTAL</b>	<b>25.37</b>	<b>28.90</b>	<b>31.04</b>

## 13. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
Taxes paid (Net of Provision for taxes)	-	62.69	-
<b>TOTAL</b>	<b>-</b>	<b>62.69</b>	<b>-</b>

## 14. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
Prepaid Expenses	39.81	23.50	29.13
Advance to Creditors/Suppliers	373.14	615.59	447.51
Advance with the broker	14.67	26.75	22.85

# Notes to Financial Statements

(₹ in Lakhs)

Particulars	As at		As at	
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
MEIS License	-	86.79	86.79	83.35
GST Input Tax Credit	582.92	142.10	142.10	617.63
Receivable against Insurance claim	-	221.41	221.41	221.41
<b>TOTAL</b>	<b>1,010.54</b>	<b>1,116.15</b>	<b>1,116.15</b>	<b>1,421.88</b>

## 15. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at		As at	
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
<b>(A) Authorised Share Capital</b>				
1 1,50,00,000 Equity Shares of ₹ 10/- each (1,50,00,000 Equity Shares of ₹ 10/- each as at 31.03.2020 & 1,50,00,000 Equity Shares of ₹ 10/- each as at 01.04.2019)	1,500.00	1,500.00	1,500.00	1,500.00
	<b>1,500.00</b>	<b>1,500.00</b>	<b>1,500.00</b>	<b>1,500.00</b>
<b>(B) Issued,Subscribed and Paid-up Share Capital</b>				
1 1,08,99,200 Equity Shares of ₹ 10/- each fully paid - up (1,08,99,200 Equity Shares of ₹ 10/- each fully paid - up as at 31.03.2020 & 1,08,99,200 Equity Shares of ₹ 10/- each fully paid - up as at 01.04.2019)	1,089.92	1,089.92	1,089.92	1,089.92
	<b>1,089.92</b>	<b>1,089.92</b>	<b>1,089.92</b>	<b>1,089.92</b>

### 15.1 RECONCILIATION OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR

(₹ in Lakhs)

Particulars	As at		As at		As at	
	31 <sup>st</sup> March, 2021		31 <sup>st</sup> March, 2020		01 <sup>st</sup> April, 2019	
	Nos.		Nos.		Nos.	
(A) Equity Shares						
1 Shares Outstanding at the beginning of the year	10,899,200	1,089.92	10,899,200	1,089.92	10,899,200	1,089.92
2 Additions during the year						
i) Bonus Shares issued during the year	-	-	-	-	-	-
ii) Fresh Issue during the year	-	-	-	-	-	-
3 Deductions during the year	-	-	-	-	-	-
4 Shares Outstanding at the end of the year	<b>10,899,200</b>	<b>1,089.92</b>	<b>10,899,200</b>	<b>1,089.92</b>	<b>10,899,200</b>	<b>1,089.92</b>

### 15.2 SHARE CAPITAL

- (A) The company has only 1 class of Equity shares.
- (B) Each holder of Equity shares is entitled to one vote per share.
- (C) The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.
- (D) 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 of their shareholding



# Notes to Financial Statements

## 15.3 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021		As at 31 <sup>st</sup> March, 2020		As at 01 <sup>st</sup> April, 2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>(A) Equity Shares</b>						
1 Vinod Jhaveri	3,345,300	30.69	3,345,300	30.69	2,665,300	24.45
2 Parag Jhaveri	960,000	8.81	845,000	7.75	845,000	7.75
3 Niranjana Jhaveri	-	-	-	-	680,000	6.24
4 Yayesh Jhaveri	1,050,000	9.63	935,000	8.58	935,000	8.58
5 Payal Jhaveri	655,000	6.01	655,000	6.01	655,000	6.01
6 Neha Jhaveri	775,000	7.11	775,000	7.11	775,000	7.11

## 15.4 DURING THE PERIOD OF FIVE YEARS IMMEDIATELY PRECEDING THE DATE AS AT WHICH THE BALANCE SHEET IS PREPARED:

- No Class of Shares were allotted as fully paid up pursuant to contract without payment being received in cash
- No Class of Shares were allotted as fully paid up by way of bonus shares for consideration other than cash.
- No Class of Shares were bought back by the company.

- 15.5** (a) There are no calls unpaid  
(b) There are no forfeited shares

## 16. SUMMARY OF OTHER EQUITY BALANCES

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
<b>(I) Capital reserve</b>			
As per last Balance Sheet	8.88	8.88	8.88
(-) Transferred to General Reserve	-	-	-
	<b>8.88</b>	<b>8.88</b>	<b>8.88</b>
The capital reserve relates to the subsidy received by the company from the office of the district industries centre under the state government scheme for selected backward area and growth centres in the district of Gujarat.			
<b>(II) Securities Premium</b>			
As per last Balance Sheet	774.29	774.29	770.06
Add: Additions during the year	-	-	4.23
Less : Utilised for issue of Bonus Shares & Issue expenses	-	-	-
	<b>774.29</b>	<b>774.29</b>	<b>774.29</b>
<b>(III) General Reserve</b>			
As per last Balance Sheet	114.70	114.70	114.70
(+) Subsidies transferred to General Reserve	-	-	-
	<b>114.70</b>	<b>114.70</b>	<b>114.70</b>
<b>(IV) Retained Earnings</b>			
1 Opening Balance	3,778.15	2,573.44	1,377.71
2 Add: Profit for the year	2,147.74	1,204.70	1,195.74

# Notes to Financial Statements

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
3 Profit available for appropriations	5,925.89	3,778.15	2,573.44
Less: Appropriations			
4 Dividend Paid	-	-	-
5 Dividend Distribution Tax	-	-	-
6 Short Provision For Tax of Earlier Years	12.49	-	-
	<b>5,913.40</b>	<b>3,778.15</b>	<b>2,573.44</b>
<b>(V) Other Comprehensive Income</b>			
<b>(I) Remeasurements of Net Defined Benefit Plans</b>			
1 Opening Balance	(14.62)	(6.69)	-
2 Add: Profit for the year	6.50	(7.92)	(6.69)
3 Profit available for appropriations	(8.12)	(14.62)	(6.69)
<b>TOTAL</b>	<b>6,803.16</b>	<b>4,661.40</b>	<b>3,464.62</b>

## 16.1 NATURE & PURPOSE OF EACH RESERVES UNDER OTHER EQUITY

(a) Securities premium reserve : Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013.

(b) General Reserve : Under the erstwhile Indian Companies Act, 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10.00% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable reserves for that year.

Consequent to introduction of Companies Act, 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss to the General reserve.

(c) Retained Earnings : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(d) Items of Other Comprehensive Income

Remeasurements of Net Defined Benefit Plans : Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

(e) Details of dividend proposed: A dividend of ₹ 0.50 per share has been recommended on equity shares for year ended March 31, 2021. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares on record date.

## 17. NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
(A) *Secured Loans :- (At Amortised cost)			
1 From Banks#	3,222.92	4,476.12	3,767.46
Total Secured Borrowings	3,222.92	4,476.12	3,767.46
(B) Unsecured Loan :- (At Amortised Cost)			
1 Loans From Directors	2,100.00	1,500.00	2,600.00
Total Unsecured Borrowings	2,100.00	1,500.00	2,600.00
<b>TOTAL</b>	<b>5,322.92</b>	<b>5,976.12</b>	<b>6,367.46</b>





# Notes to Financial Statements

#Current Obligations of Loans from Bank amounting to ₹ 945.56 at 31st March 21 (₹ 1,344.11 at 31st March 20) is classified under "Other Current Financials Liabilities". Refer to note no 21.

\*Secured Long-term Borrowings is secured by first pari passu charge on stock book debts, movable machinery and other movables both present and future along with personal guarantee of the directors and an equitable mortgage on specified immovable properties.

## 17.1 MATURITY PROFILE

Maturity of Secured & Unsecured Long term loan are as set below :

Maturity Period	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
1 Within 1 year	945.56	1,344.11	1,047.22
2 1-2 years	908.94	945.56	1,344.11
3 2-3 years	904.58	908.94	945.56
4 Beyond 3 year	2,563.85	2,777.52	3,030.58
<b>Total</b>	<b>5,322.92</b>	<b>5,976.12</b>	<b>6,367.46</b>

## 18. NON CURRENT - OTHER FINANCIAL LIABILITIES

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
1 Present Value of Lease Obligations (at amortised cost)	256.62	349.75	222.48
<b>TOTAL</b>	<b>256.62</b>	<b>349.75</b>	<b>222.48</b>

## 19. LONG TERM PROVISIONS

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
1 Provision for Gratuity	108.83	119.74	125.82
<b>TOTAL</b>	<b>108.83</b>	<b>119.74</b>	<b>125.82</b>

## 20. DEFERRED TAX LIABILITIES (NET)

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
1 <b>Deferred Tax Liabilities in relation to</b>			
(i) Property Plant & Equipments and Intangible Assets	1,147.44	1,006.45	807.97
2 <b>Deferred Tax Assets in relation to</b>			
(i) Provision for Employee Benefits	63.93	75.68	74.12
<b>Net Deferred Tax Liabilities</b>	<b>1,083.51</b>	<b>930.77</b>	<b>733.86</b>

## 21. FINANCIAL LIABILITIES - CURRENT BORROWINGS

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
<b>(A) *Secured Borrowings :- (at amortised cost)</b>			
1 Loans Repayable on Demand			
From Bank	9,719.60	8,802.45	6,784.61
<b>(B) Unsecured Borrowings :- (at amortised cost)</b>			
Loan from Directors	63.62	664.00	808.41
<b>TOTAL</b>	<b>9,783.22</b>	<b>9,466.45</b>	<b>7,593.02</b>

\*Secured Long-term Borrowings is secured by first pari passu charge on stock book debts, movable machinery and other movables both present and future along with personal guarantee of the directors and an equitable mortgage on specified immovable properties.

# Notes to Financial Statements

## 22. TRADE PAYABLES

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
<b>(A) Micro and Small Enterprises</b>			
1 Trade Payables for Goods	304.15	493.03	505.58
2 Trade Payables for Expenses	-	-	-
	<b>304.15</b>	<b>493.03</b>	<b>505.58</b>
<b>(B) Others</b>			
1 Trade Payables for Goods	3,216.88	2,459.86	2,646.58
2 Trade Payables for Expenses	1,063.71	343.96	922.12
	<b>4,280.59</b>	<b>2,803.83</b>	<b>3,568.69</b>
<b>TOTAL</b>	<b>4,584.74</b>	<b>3,296.86</b>	<b>4,074.28</b>

### 22.1 MICRO, SMALL AND MEDIUM ENTERPRISES HAVE BEEN IDENTIFIED BY THE COMPANY ON THE BASIS OF THE INFORMATION AVAILABLE.

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
<b>(A) Dues remaining unpaid as at 31st March</b>			
Principal	304.15	493.03	505.58
Interest on the above	-	-	-
<b>(B) Interest paid in terms of Section 16 of the act along with amount of payment made to the supplier beyond the appointed day during the year.</b>			
Principal paid beyond the appointed date	-	-	-
Interest paid in terms of Section 16 of the act	-	-	-
<b>(C) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year</b>			
	-	-	-
<b>(D) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.</b>			
	-	-	-
<b>(E) Amount of interest accrued and remaining unpaid as at 31st March</b>			
	-	-	-

## 23. CURRENT - OTHER FINANCIAL LIABILITIES

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
At amortised cost			
1 Current maturities of long term debt	945.56	1,344.11	1,047.22
2 Current maturities of Present Value of lease obligations	114.61	97.20	72.79
<b>TOTAL</b>	<b>1,060.16</b>	<b>1,441.31</b>	<b>1,120.00</b>

## 24. OTHER CURRENT LIABILITIES

Particulars	(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
1 Advances received from customers	41.61	115.39	95.54
2 Due to Government Authorities			
i Sales tax and GST payable	11.19	-	-
ii TDS payable	39.18	37.12	46.11
iii Profession tax/ Provident Fund/ ESIC payable	12.12	12.33	12.98
<b>TOTAL</b>	<b>104.10</b>	<b>164.84</b>	<b>154.64</b>



# Notes to Financial Statements

## 25. SHORT TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
1 Payable to Employees	250.22	238.14	211.98
2 Others	21.44	40.13	24.45
<b>TOTAL</b>	<b>271.65</b>	<b>278.27</b>	<b>236.44</b>

## 26. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
(A) Provision for Statutory Liabilities			
1 Provision for Tax (Net of Advance Taxes)	47.80	-	26.68
<b>TOTAL</b>	<b>47.80</b>	<b>-</b>	<b>26.68</b>

## 27. REVENUE FROM OPERATION

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
(A) Revenue From Sale of Products*		
1 Local Sales	13,551.28	12,697.64
2 Export Sales	22,197.61	16,642.19
	<b>35,748.89</b>	<b>29,339.83</b>
(B) Revenue From Sale of Services		
1 Job Work Charges	1.42	-
	<b>1.42</b>	<b>-</b>
(C) Other Operating Revenue		
1 Duty Drawback	115.41	36.06
2 MEIS License	77.88	330.41
	<b>193.29</b>	<b>366.47</b>
<b>TOTAL</b>	<b>35,943.60</b>	<b>29,706.30</b>

\* Sales for the year ended March 31,2021 and year ended March 31,2020 is net of Goods and Service Tax (GST)

## 28. OTHER INCOME

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
1 Interest Income	357.38	47.54
2 Dividend	-	0.04
3 Other Non-Operating Income		
i Foreign exchange gain	651.06	271.70
ii Write back	-	2.56
4 Other Gains		
i Realised Gain on Sale of Property, Plant & Equipment	0.01	-
<b>TOTAL</b>	<b>1,008.44</b>	<b>321.85</b>

## 29. COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
(A) Raw Materials		
1 Opening Stock	2,052.27	2,356.38
2 Add : Purchased during the year	24,040.02	19,374.54
3 Less : Closing Stock	3,874.61	2,052.27
<b>TOTAL</b>	<b>22,217.68</b>	<b>19,678.66</b>

# Notes to Financial Statements

## 30. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
<b>(A) Finished Goods</b>		
1 Opening Stock	3,138.18	2,641.24
2 Closing Stock	2,422.57	3,138.18
	<b>1,596.66</b>	<b>(496.93)</b>
<b>(B) Work in Progress</b>		
1 Opening Stock	2,007.51	1,776.13
2 Closing Stock	1,541.52	2,007.51
	<b>(415.05)</b>	<b>(231.38)</b>
<b>(C) SPARES</b>		
1 Opening Stock	144.65	43.10
2 Closing Stock	177.89	144.65
	<b>(33.24)</b>	<b>(101.55)</b>
<b>TOTAL</b>	<b>1,148.36</b>	<b>(829.86)</b>

## 31. EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Salaries and Wages, Leave Salary & Bonus	1,681.92	1,575.40
2 Director's Remuneration	398.96	281.68
3 Contribution to Provident and Other Funds	69.93	75.07
4 Defined Benefit Plan - Gratuity	39.69	26.06
5 Staff Welfare Expenses	135.88	115.93
<b>TOTAL</b>	<b>2,326.38</b>	<b>2,074.15</b>

## 32. FINANCE COST

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Interest on Secured Borrowings	1,210.56	1,103.78
2 Interest on Unsecured Borrowings	306.01	350.59
3 Bank Charges	99.18	76.37
4 Interest on Lease Finance Adjustment	22.47	28.00
5 Other Interest	1.65	0.59
<b>TOTAL</b>	<b>1,639.87</b>	<b>1,559.33</b>
5 Less: Interest Capitalized as per Ind AS-23	-	-
<b>TOTAL</b>	<b>1,639.87</b>	<b>1,559.33</b>

## 33. DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Depreciation on plant, property and equipment	1,000.36	845.59
2 Amortisation on Intangible assets	199.11	192.76
<b>TOTAL</b>	<b>1,199.46</b>	<b>1,038.35</b>



# Notes to Financial Statements

## 34. OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Advertisement Expense	12.49	1.46
2 Audit Fees	6.25	6.25
3 Carriage Inward Expense	130.03	100.42
4 Carriage Outward Expense	701.82	528.45
5 Commission Expense	112.52	111.50
6 Consumable Stores Expense	230.08	229.86
7 CSR Expenditure	17.37	3.12
8 Donation	6.34	4.68
9 E.C.G.C. Expense	12.59	10.84
10 Electric Charges	809.57	805.18
11 Export Expenses	206.47	31.06
12 Foreign Tour Expense	7.39	63.21
13 Freight & Transportation Expense	15.37	22.37
14 Fuel Charges	1,102.92	959.07
15 Import Expenses	238.43	151.12
16 Insurance Expense	146.94	184.58
17 Job Work Charges	7.27	237.70
18 Office Expense	29.55	24.47
19 Other Expense	176.87	278.78
20 Packing Expenses	539.29	438.98
21 Printing & Stationery Expense	33.35	34.31
22 Professional Charges	125.59	103.82
23 Rent	0.91	10.14
24 Repairs and Maintenance	488.42	270.88
25 Research & Development Expense	42.61	59.64
26 Security Exp	60.14	46.68
27 Travelling & Conveyance	42.65	46.51
28 Water Charges	36.02	42.26
29 Write Off	5.43	5.44
30 Provision For Bad Debts	6.29	0.96
<b>TOTAL</b>	<b>5,350.98</b>	<b>4,813.73</b>

## 34.1 PAYMENTS TO AUDITORS

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
(A) As an Auditor		
1 Statutory Audit Fees	6.25	6.25
2 Other Certification Charges	0.12	-
3 Tax Audit Fees	1.50	1.25
4 Reimbursement of expenses	-	-
<b>TOTAL</b>	<b>7.87</b>	<b>7.50</b>

## 34.2 CORPORATE SOCIAL RESPONSIBILITY

The Company has spent ₹ 17.37 lakhs during the financial year (Previous Year: ₹ 3.12 lakhs) as per the provisions of Section 135 of The Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities.

- Gross amount required to be spent during the year ₹ 29.24 lakhs (Previous Year ₹ 21.66 lakhs)
- Amount spent during the year in cash:

# Notes to Financial Statements

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
1) On constuction /acquisition of any asset	-	-
2) On education, Health, Poverty alleviation, others	17.37	3.12

(c) The unspent balance of CSR is expected to be incurred in the next financial year and the management has identified a suitable project for CSR activity.

## 35. OTHER COMPREHENSIVE INCOME – ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT AND LOSS

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
1 Remeasurement of Defined Benefit Plan	9.17	(11.18)
<b>TOTAL</b>	<b>9.17</b>	<b>(11.18)</b>

## 36. INCOME TAX EXPENSES

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
1 Current Tax	536.27	294.61
2 MAT Credit	235.23	(5.45)
3 Deferred Tax	150.06	200.17
<b>Total Tax Expenses</b>	<b>921.56</b>	<b>489.33</b>

## 37. INCOME TAX

### (A) Current Tax Laibilities (Net)

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
1 Opening Balance	(62.69)	26.68	64.33
2 Add : Current Tax Provision for the year	536.27	294.61	362.09
3 Add/Less : Short/(Excess) Provisions of earlier years	12.49	-	-
4 Less : Taxes Paid	(438.27)	(383.98)	(399.73)
5 Closing Balance	47.80	(62.69)	26.68

The closing balance of current tax liability is net of advance tax and tax deducted at source.

### (B) MAT Credit Entitlement - Assets

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
1 Opening Balance	336.66	331.21	421.32
2 Add : Current Tax Provision for the year	-	5.45	-
3 Add/Less : Short/(Excess) Provisions of earlier years	-	-	-
4 Less: MAT Credit Utilised during the year	(235.23)	-	(90.11)
5 Closing Balance	101.43	336.66	331.21



# Notes to Financial Statements

## (C) Deferred Tax Liabilities (Net)

(₹ in Lakhs)

Particulars	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
1 Opening Balance	930.77	733.86	695.96
2 Add/Less : Deferred Tax Charge/(Credit) to Statement of P&L	150.06	200.17	40.65
3 Add/Less : Deferred Tax Charge/(Credit) to Statement of OCI	2.67	(3.26)	(2.75)
4 Closing Balance	1,083.51	930.77	733.86

## (D) Movement in Deferred Tax Assets & Liabilities

(₹ in Lakhs)

Particulars	Charge/(Credit) to Statement of P&L			Charge/(Credit) to OCI		
	As at	As at	As at	As at	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019
1 Property Plant & Equipments and Intangible Assets	140.99	198.47	56.64	-	-	-
2 Provision for Employee Benefits	9.17	1.70	(15.99)	(2.67)	3.26	2.75
<b>Total</b>	<b>150.06</b>	<b>200.17</b>	<b>40.65</b>	<b>(2.67)</b>	<b>3.26</b>	<b>2.75</b>

## 38. EARNING PER EQUITY SHARES (EPS)

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
<b>(A) Face Value per Equity Share</b>	10.00	10.00
<b>(B) Basic Earning Per Share (₹)</b>		
1 Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (₹)	2,147.74	1,204.46
2 Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	108.99	108.99
3 <b>Basic EPS (₹)</b>	<b>19.71</b>	<b>11.05</b>
<b>(B) Diluted Earning Per Share (₹)</b>		
1 Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (₹)	2,147.74	1,204.46
2 Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	108.99	108.99
3 <b>Diluted EPS (₹)</b>	<b>19.71</b>	<b>11.05</b>

## 39. CONTINGENT LIABILITIES & COMMITMENTS

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
<b>(A) Contingent Liabilities</b>		
1 Letter of Credit / Bills Under Letter of Credit	2,837.03	213.47
2 Bank guarantees	107.92	92.62
3 GST dispute	19.00	-
4 Custom duty dispute	1,297.63	997.63

# Notes to Financial Statements

## 40. DETAILED OF EXPENDITURE AND INCOME ON INHOUSE APPROVED RESEARCH AND DEVELOPMENT FACILITY (R&D)

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
<b>(A) Capital Expenditure</b>		
(a) Capital Equipments	26.95	230.93
<b>(B) Revenue Expenditure</b>		
(a) Salary/Wages	31.14	44.97
(b) Materials / Consumables	8.04	3.08
(c) Instruments/ Utilities	1.53	
(d) Repairs and Maintenance	0.42	
Total R&D Expenditure	41.13	48.05
<b>(C) Amount received from R&amp;D facilities</b>	-	-
<b>Net amount of R&amp;D Expenditure</b>	<b>68.08</b>	<b>278.98</b>

## 41. DEFINED BENEFIT PLANS

The Company participates in a number of 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 major defined contribution plans operated by the Company 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. 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.

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
(A) Employers contribution to Provident Fund	53.39	55.75

### (b) Gratuity

The Company has an obligation towards gratuity, an funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service, without any payment ceiling. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. The most recent actuarial valuation of the present value of the defined benefit obligation was carried out at March 31, 2021 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.





# Notes to Financial Statements

## (A) Reconciliation of Opening and Closing balances of Defined Benefit Obligation (DBO)

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Defined Benefit obligation at beginning of year	160.98	137.40
2 Current Service Cost	22.93	21.79
3 Past Service Cost	-	(4.74)
4 Interest Cost	10.63	10.17
5 Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(1.63)	4.27
6 Actuarial (Gains)/Losses on Obligations - Due to Experience	(9.00)	5.63
7 Benefits paid	(5.91)	(13.54)
8 Defined Benefit obligation at year end	178.00	160.98

## (B) Reconciliation of Fair Value of Plan Assets

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Fair Value of Plan Assets at start of the year	41.24	-
2 Contributions by Employer	41.43	54.90
3 Benefits Paid	(5.91)	(13.54)
4 Interest Income on Plan Assets	3.04	1.16
Re-measurements:		
5 Return on plan assets excluding amount included in net interest on the net defined benefit liability/ (asset)	(1.46)	(1.28)
6 Fair Value of Plan Assets at end of the year	78.34	41.24
7 Actual Return on Plan Assets	1.58	(0.12)
8 Expected Employer Contributions for the coming year	100.00	100.00

## (C) Amount recognized in Balance Sheet

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Present Value of DBO	178.00	160.98
2 Fair value of Plan assets	78.34	41.24
3 Liability/ (Asset) recognised in the Balance Sheet	99.66	119.74
4 Funded Status [Surplus/ (Deficit)]	(99.66)	(119.74)
5 Of which, Short term Liability	-	-
6 Experience Adjustment on Plan Liabilities: (Gain)/ Loss	(9.00)	5.63

## (D) Expenses recognised during the year

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Current Service Cost	22.93	21.79
2 Past Service Cost	-	(4.74)
3 Net Interest Cost	7.59	9.01
4 Expenses recognised in P & L	30.52	26.06

# Notes to Financial Statements

## (E) Expenses recognised in Other Comprehensive Income (OCI)

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Balance at start of year (Loss)/ Gain	-	-
2 Actuarial (Loss)/ Gain from changes in financial assumptions	1.63	(4.27)
3 Actuarial (Loss)/ Gain from experience over the past year	9.00	(5.63)
4 Re-measurements on Plan Assets		
Return on Plan assets, excluding amount included in net interest on the net defined benefit liability/ (asset)	(1.46)	(1.28)
5 Balance at end of year (Loss)/ Gain	9.17	(11.18)

## (F) Actuarial Assumptions

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Salary Growth Rate	5% p.a.	5% p.a.
2 Discount Rate	6.7% p.a.	6.6% p.a.
3 Net Interest Rate on Net DBO/ (Assets)	6.6% p.a.	7.4% p.a.
4 Withdrawal Rate	5% p.a.	5% p.a.
5 Mortality	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)
6 Expected weighted average remaining working life	10 years	10 years

## (G) Percentage Break-down of Total Plan Assets

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Investment Funds with Insurance Company		
Of which, Unit Linked	0.0%	0.0%
Of which, Traditional/ Non-Unit Linked	99.9%	99.9%
2 Cash and cash equivalents	0.1%	0.1%
3 Total	100%	100%

Note: None of the assets carry a quoted market price in an active market or represent the entity's own transferable financial instruments or are property occupied by the entity.

## (H) Movement in Surplus/ (Deficit)

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
1 Surplus/ (Deficit) at start of year	(119.74)	(137.40)
2 Current Service Cost	(22.93)	(21.79)
3 Past Service Cost	-	4.74
4 Net Interest on net DBO	(7.59)	(9.01)
5 Re-measurements gain/ (loss)	9.17	(11.18)
6 Contributions	41.43	54.90
7 Surplus/ (Deficit) at end of year	(99.66)	(119.74)



# Notes to Financial Statements

## 42. RELATED PARTY TRANSACTIONS

### (A) List Of Related Parties Where Control Exists And Relationships:

Particulars	Relationship
1 Vinod H. Jhaveri	Promoter & Director
2 Parag V. Jhaveri	Promoter & Director
3 Dishit P. Jhaveri	Director's Son
4 Yayesh V. Jhaveri	Promoter & Director
5 Komal Bhagat	Company Secretary & Compliance Officer
6 Chemstar Global Products LLP	Partner is Director's Son

### (B) Transactions with related parties

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
<b>(i) With Key Managerial Personnel</b>		
<b>VINOD H JHAVERI</b>		
1 Directors Remuneration	110.50	86.13
2 Interest on loan	115.63	57.07
3 Rent Paid	0.90	1.80
4 Loan Received	735.03	895.54
5 Repayment of loan	438.38	1,028.36
<b>PARAG V JHAVERI</b>		
1 Directors Remuneration	130.00	91.00
2 Interest on loan	130.82	214.80
4 Loan Received	288.67	386.95
5 Repayment of loan	822.35	1,541.22
<b>YAYESH V JHAVERI</b>		
1 Directors Remuneration	130.00	91.00
2 Interest on loan	59.57	78.71
3 Loan Received	111.90	22.29
4 Repayment of loan	220.48	600.12
Company Secretary & Compliance Officer		
1 Salary & Bonus	4.15	2.51
<b>Total Transactions with KMP</b>	<b>3,298.36</b>	<b>5,097.50</b>
<b>(ii) With Relatives of Key Managerial Personnel</b>		
<b>Expenses</b>		
<b>DISHIT P JHAVERI</b>		
1 Salary & Bonus	13.23	13.22
<b>CHEMSTAR GLOBAL PRODUCTS LLP</b>		
1 Commission	2.28	1.00
2 Purchase	0.53	117.36
3 Sales	24.49	-
<b>Total Transactions with Relative of KMP</b>	<b>40.52</b>	<b>131.59</b>

Note: 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.

# Notes to Financial Statements

## (C) Balance at the end of year

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
<b>(i) Payable to Key Managerial Personnel</b>		
1 Loans taken from KMP		
Vinod H. Jhaveri	1,083.83	702.83
Parag V. Jhaveri	717.25	1,043.69
Yayesh V. Jhaveri	362.53	417.48
<b>(ii) Receivable from Relatives of Key Managerial Personnel</b>		
1 Trade Receivables		
Chemstar Global Products LLP	1.52	-

## 43. FINANCIAL INSTRUMENTS

### Fair values

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. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, Level 2 or Level 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 management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

# Notes to Financial Statements

- The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- The fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

## 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES:

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks providing an assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

### (A) Financial risk management

The management of the company is responsible to oversee the Risk Management Framework for developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

### (B) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

# Notes to Financial Statements

## (C) Foreign currency risk management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company has a policy to hedge cash flows up to a specific tenure using forward exchange contracts and options. In respect of imports and other payables, the Company hedges its payables as when the exposure arises. Short term exposures are hedged progressively based on their maturity.

All hedging activities are carried out in accordance with the Company's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Company operates. The company has entered into currency swap transaction during the year.

The carrying amounts of the Company's monetary assets and monetary liabilities at the end of the reporting period are disclosed in Note 46

## (D) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents and financial guarantees.

### Trade receivables

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputed nationalised and private sector banks. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Company has also taken insurance cover of trade receivable exposure to mitigate credit risk.

The ageing analysis of trade receivables as of the reporting date is as follows:

Ageing of trade receivables	As at 31 <sup>st</sup> March 2021	As at 31 <sup>st</sup> March 2020
Within the credit period	7106.57	5,897.12
0 - 180 days past due	36.48	87.40
More than 180 days past due	7.55	6.94
<b>Total Trade Receivables</b>	<b>7,150.60</b>	<b>5,991.46</b>



# Notes to Financial Statements

Reconciliation of loss allowance provision for Trade Receivables:

Particulars	As at 31 <sup>st</sup> March 2021	As at 31 <sup>st</sup> March 2020
Balance as at the beginning of the year	30.11	29.15
Impairment losses recognised in the year based on lifetime expected credit losses	6.29	0.96
Amounts written off during the year as uncollectible	-	-
Amounts written back during the year	-	-
Amounts recovered during the year	-	-
<b>Balance at the end of the year</b>	<b>36.40</b>	<b>30.11</b>

## Cash and cash equivalents

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Company's maximum exposure in this respect is the maximum amount of the Company would have to pay if the guarantee is called upon.

## (E) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long- term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate 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.

## Collateral

The Company has pledged part of its trade receivables, short term investments, cash and cash equivalents and all current assets to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered.

## Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 30% and 75%. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents, excluding discontinued operations.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. Company's gearing ratio at the end of the reporting period is as follows:

# Notes to Financial Statements

₹ in Lakhs

Particulars	As at	
	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
Long Term Borrowings	5,322.92	5,976.12
Current maturities of long-term debt	945.56	1,344.11
Short Term Borrowings	9,783.22	9,466.45
Less: Cash and Cash Equivalent	(64.89)	(52.17)
Less: Bank balances other than cash and cash equivalent	(1,410.41)	(784.94)
Net Debt	14,576.39	15,949.56
Total Equity	7,893.08	5,751.32
Gearing Ratio	0.65	0.73

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2021 and 31 March 2020.

## Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

## 45. FINANCIAL INSTRUMENTS

### (A) Accounting Classification and Fair Value

(₹ in Lakhs)

Financial Assets / Financial Liabilities	Refer Note No	As at		As at	
		31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020
		Non Current	Current	Non Current	Current
<b>(i) Financial assets measured at amortised cost</b>					
1 Non Current Investments in unquoted equity and preference shares	5	13.61	-	13.61	-
2 Trade Receivables	9	-	7,150.60	-	5,991.46
3 Cash & Cash Equivalents	10	-	64.89	-	52.17
4 Bank balances other than (2) above	11	-	1,410.41	-	784.94
5 Loans	12	-	25.37	-	28.90
6 Other financial assets	6	279.30	-	250.76	-
<b>(ii) Financial liabilities measured at amortised cost</b>					
1 Borrowings	17 & 21	5,322.92	9,783.22	5,976.12	9,466.45
2 Trade Payable	22	-	4,584.74	-	3,296.86
3 Other Financial Liability	18 & 23	256.62	1,060.16	349.75	1,441.31





## Notes to Financial Statements

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

### (B) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2021		As at 31 <sup>st</sup> March, 2020	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>(i) Financial assets measured at amortised cost</b>				
1 Non Current Investments in unquoted equity and preference shares	13.61	13.61	13.61	13.61
2 Trade Receivables	7,150.60	7,150.60	5,991.46	5,991.46
3 Cash & Cash Equivalents	64.89	64.89	52.17	52.17
4 Bank balances other than (2) above	1,410.41	1,410.41	784.94	784.94
5 Loans	25.37	25.37	28.90	28.90
6 Other financial assets	279.30	279.30	250.76	250.76
<b>(ii) Financial liabilities measured at amortised cost</b>				
1 Borrowings*	16,051.69	16,051.69	16,786.67	16,786.67
2 Trade Payable	4,584.74	4,584.74	3,296.86	3,296.86
3 Other Financial Liability	1,316.78	1,316.78	1,791.06	1,791.06

\* Includes current obligation of borrowings classified under 'other current financial liabilities'

### 46. FOREIGN CURRENCY EXPOSURE

Particulars	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020	As at 01 <sup>st</sup> April, 2019
<b>(A) USD Currency:</b>			
1 <b>Financial Liabilities</b>			
In USD Million	3.37	3.67	4.90
Equivalent In ₹ lakhs	2,462.61	2,767.56	3,390.39
2 <b>Financial Assets</b>			
In USD Million	4.50	3.11	4.13
Equivalent In ₹ lakhs	3,287.68	2,348.85	2,858.83
<b>(B) EURO Currency</b>			
1 <b>Financial Liabilities</b>			
In EURO Million	5.40	1.33	-
Equivalent In ₹ lakhs	4,627.61	1,107.56	-
2 <b>Financial Assets</b>			
In EURO Million	1.41	0.92	0.81
Equivalent In ₹ lakhs	1,205.21	762.67	625.21

### 47. RECONCILIATION OF TOTAL EQUITY AS AT 31 MARCH 2020 AND 1 APRIL 2019

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2020			As at 01 <sup>st</sup> April, 2019		
	Previous GAAP	Effect of transition to Ind AS	IND-AS	Previous GAAP	Effect of transition to Ind AS	IND-AS
<b>ASSETS</b>						
<b>NON-CURRENT ASSETS</b>						
(a) Property, Plant and Equipment	8,761.89	369.18	9,131.07	5,864.84	254.93	6,119.77
<b>CURRENT ASSETS</b>						
(a) Financial Assets						
(i) Trade Receivables	6,021.57	(30.11)	5,991.46	5,828.89	(29.14)	5,799.74

# Notes to Financial Statements

Refer note Note 2.6 for explanations on effect of Ind AS transitions.

The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

Particulars	(₹ in Lakhs)					
	As at 31 <sup>st</sup> March, 2020			As at 01 <sup>st</sup> April, 2019		
	Previous GAAP	Effect of transition to Ind AS	IND-AS	Previous GAAP	Effect of transition to Ind AS	IND-AS
<b>EQUITY</b>						
(a) Other Equity						
Reserves and surplus	4,689.53	(28.13)	4,661.40	3,490.40	(25.77)	3,464.62
<b>LIABILITIES</b>						
<b>NON-CURRENT LIABILITIES</b>						
(a) Financial Liabilities						
(i) Borrowings	6,054.90	(78.78)	5,976.12	6,411.17	(43.71)	6,367.46
(ii) Other financial liabilities	-	349.75	349.75	-	222.48	222.48
(b) Deferred tax liabilities (Net)	931.74	(0.97)	930.77	733.86	-	733.86
<b>CURRENT LIABILITIES</b>						
(a) Financial Liabilities						
(ii) Other financial liabilities	1,344.11	97.20	1,441.31	1,047.22	72.79	1,120.00

Refer note Note 2.6 for explanations on effect of Ind AS transitions.

The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

## A. Reconciliation of total comprehensive income for the year ended 31<sup>st</sup> March, 2020:

Particulars	Notes	(₹ in Lakhs)
		For the year ended 31 <sup>st</sup> March, 2020
Net Profit as per Previous GAAP		1,199.14
Impact of financial instruments measured at amortised cost	1	17.23
Depreciation on leasehold land	2	(93.51)
Rental Impact due to Lease Obligations	2	73.93
Allowance for expected credit loss	3	0.96
Tax Impact on above adjustments	4	(0.97)
<b>Total Comprehensive Income under IND AS</b>		<b>1,196.78</b>

Note: Total Comprehensive Income was not reported under previous GAAP. Therefore the reconciliation starts with profit under previous GAAP.

## B. Reconciliation of Total Equity as at 31<sup>st</sup> March, 2020 and 1<sup>st</sup> April, 2019:

Particulars	Notes	(₹ in Lakhs)	
		For the year ended 31 <sup>st</sup> March, 2020	For the year ended 31 <sup>st</sup> March, 2019
Equity reported as per previous GAAP		5,779.45	4,580.32
Impact of financial instruments measured at amortised cost	1	60.94	43.71
Depreciation on leasehold land	2	54.31	147.82
Depreciation on intangible assets reversed	2	(114.23)	(188.16)
Allowance for expected credit loss	3	(28.18)	(29.14)
Tax Impact on above adjustments	4	(0.97)	-
<b>Total Equity under IND AS</b>		<b>5,751.32</b>	<b>4,554.55</b>

## C. There are no material adjustments to the Statement of Cash Flows presented under IND AS and the previous GAAP.

The following explanatory notes describe:

### Note 1 -Impact of financial instruments measured at amortised cost

Ind AS 109 requires transaction costs incurred towards origination of borrowings to be deducted from the carrying amount of borrowings on initial recognition. These costs are recognized in the statement of profit and loss over



## Notes to Financial Statements

the tenure of the borrowing as part of the finance cost by applying the effective interest method. Under previous GAAP, these transaction costs were charged to statement of profit and loss in the year of borrowing.

Under previous GAAP, financial liabilities were initially recognized at transaction price. Subsequently, any finance costs were recognized based on contractual terms. Under Ind AS, such financial instruments are initially recognized at fair value and subsequently carried at amortised cost determined using the effective interest rate. Any difference between transaction price and fair value affects profit and loss unless it qualifies for recognition as some other type of liability

### Note 2- Impact of Lease Obligations

Under Ind AS 116, a lessee measures right-of-use assets and lease liabilities. As a consequence, a lessee recognizes depreciation of the right-of-use asset and interest on the lease liability.

### Note 3 - Expected credit loss on financial assets

Under previous GAAP, provision for financial asset is recognized on specific identification method based on management assessment of recoverability of assets. Under Ind AS 109, the Company is required to apply expected credit loss model for recognizing the allowance for assets.

### Note 4 -Tax impact on adjustments

Retained earnings and statement of profit and loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

48. The Company is primarily engaged in the business of manufacture of rubber chemicals which in the context of Indian Accounting Standard (Ind AS) 108 on Operating Segments constitutes a single reportable segment. The relevant information regarding secondary segment reporting (by geographical segment) is presented as follows:

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2021	As at 31 <sup>st</sup> March, 2020
Local Sales	13,551.28	12,697.64
Export Sales	22,197.61	16,642.19
	<b>35,748.89</b>	<b>29,339.83</b>

### 49. EVENTS AFTER THE REPORTING PERIOD

A dividend of ₹ 0.50 per share has been recommended on equity shares for year ended March 31, 2021. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares on record date.

### 50. THE FIGURES FOR THE COMPARATIVE PERIODS HAVE BEEN REGROUPED WHEREVER NECESSARY, TO CONFORM TO THE CURRENT YEAR'S CLASSIFICATION.

The accompanying notes form an integral part of the Standalone IND AS Financial Statements

In terms of our report attached

For and on behalf of the Board

For V J SHAH & CO.

Chartered Accountants  
FRN. : 109823W

Sd/-  
**CHINTAN SHAH**  
Partner  
Membership No. 164370

Sd/-  
**PARAG JHAVERI**  
(MD & CEO)  
DIN: 01257685

Sd/-  
**YAYESH JHAVERI**  
(WTD & CFO)  
DIN: 01257668

Date: 12 May, 2021  
Place: Mumbai

Sd/-  
**VINOD JHAVERI**  
(CHAIRMAN & ED)  
DIN: 01655692

Sd/-  
**KOMAL BHAGAT**  
(COMPANY SECRETARY)

# Notice of Annual General Meeting

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Yasho Industries Limited will be held on Tuesday, July 20, 2021 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider, approve and declare a final dividend of ₹ 0.50/- per Equity share for the year ended March 31, 2021.
3. To appoint a Director in place of Mr. Vinod Jhaveri (DIN: 01655692), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

4. Ratification of remuneration of Cost Auditor.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder (the "Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountant (FRN: 00294), who was appointed by the Board of Directors of the Company as an Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2022, amounting to ₹ 2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes, travel and Out of Pocket Expenses incurred in connection with the cost audit as approved by the Board of Directors on the recommendation of the Audit Committee be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or, Company Secretary be and are hereby severally authorized to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

5. To consider and approve re-appointment and Fixation of remuneration of Mr. Parag Jhaveri, as a Managing Director & CEO of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Parag Vinod Jhaveri (DIN 01257685), as a Managing Director and CEO of the Company for a period of 5 (five) years and fixation of remuneration for the period of 3 (three) years with effect from February 20, 2021 on terms and conditions as mentioned below:

Salary & Perquisites	: Not Exceeding ₹ 2.50 Crores per annum
Commission	: 0.25% of net sales or ₹ 50 Lacs whichever is lower

(with the authority to the Board of Directors (which terms shall be deemed to include any "committee" thereof) to alter, amend, vary and modify the terms and conditions of the said revision of Remuneration payable from time to time, as it deems fit, subject to the approval of members)

**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits in any financial year(s), during the period of 3 (three) years commencing from February 20, 2021, Mr. Parag Vinod Jhaveri be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms/ returns with the Ministry of Corporate Affairs, Stock Exchanges, or such other statutory authorities and to comply with compliance requirements in this regard"

6. To consider and approve re-appointment and fixation of remuneration of Mr. Yayesh Jhaveri as a Whole-time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:



**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Mr. Yayesh Vinod Jhaveri (DIN 01257668) as a Whole-time Director of the Company for a period of 5 (five) years and fixation of remuneration for the period of 3 (three) years with effect from February 20, 2021 on terms and conditions as mentioned below:

Salary & Perquisites	: Not Exceeding ₹ 2.50 Crores per annum
Commission	: 0.25% of net sales or ₹ 50 Lacs whichever is lower

(with the authority to the Board of Directors (which terms shall be deemed to include any “committee” thereof) to alter, amend, vary and modify the terms and conditions of the said revision of Remuneration payable from time to time, as it deems fit, subject to the approval of members)

**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits in any financial year(s), during the period of 3 (three) years commencing from February 20, 2021, Mr. Yayesh Vinod Jhaveri, be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms/returns with the Ministry of Corporate Affairs, Stock Exchanges, or such other statutory authorities and to comply with compliance requirements in this regard”

**7. To consider and approve re-appointment and fixation of remuneration of Mr. Vinod Jhaveri, as an Executive Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment &

Qualification of Directors) Rules, 2014, Schedule V of the Act and all other applicable provisions, if any, consent of the members be and is hereby accorded for the re-appointment of Mr. Vinod Jhaveri (DIN 01655692) as an Executive Director of the Company for a period of 5 (five) years and fixation of remuneration for the period of 3 (three) years with effect from February 20, 2021 on terms and conditions as mentioned below:

Salary & Perquisites	: Not Exceeding ₹ 2.50 Crores per annum
Commission	: 0.25% of net sales or ₹ 50 Lacs whichever is lower

(with the authority to the Board of Directors (which terms shall be deemed to include any “committee” thereof) to alter, amend, vary and modify the terms and conditions of the said revision of Remuneration payable from time to time, as it deems fit, subject to the approval of members).

**RESOLVED FURTHER THAT** even in the event of loss or inadequacy of profits in any financial year(s), during the period of 3 (three) years commencing from February 20, 2021, Mr. Vinod Jhaveri be paid his remuneration by way of salary, allowances and perquisites subject to compliance with the applicable provisions of schedule V of the Act and to the extent necessary.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms/returns with the Ministry of Corporate Affairs, Stock Exchanges, or such other statutory authorities and to comply with compliance requirements in this regard”.

By Order of the Board,  
**Parag Vinod Jhaveri**  
 Managing Director and CEO  
 DIN: 01257685

**Registered Office:**  
 Office No.101/102 Peninsula Heights,  
 CD Barfiwala Marg, Juhu Lane,  
 Andheri (West), Mumbai - 400058  
 Email – info@yashoindustries.com

Date: May 12, 2021  
 Place: Mumbai

## Notes:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [https://www.yashoindustries.com/uploads/7/9/4/9/7949862/notice\\_of\\_35th\\_agm.pdf](https://www.yashoindustries.com/uploads/7/9/4/9/7949862/notice_of_35th_agm.pdf). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- Members whose e-mail addresses are not registered with Registrar & Share Transfer Agent (RTA) and the Depositories, are required to provide their email IDs and other necessary details as per below format to the Company or RTA, on or before 5:00 p.m. on July 13, 2020 pursuant to which, any Member may receive on the e-mail ID provided by the Member this Notice and the procedure for remote e-voting:
 

Name of First Shareholder
Name of Second Shareholder (In case joint shareholder)
Permanent Account No. (PAN)
Beneficiary Id/Client Id
No. Share held
Email Id
Mobile No
Address

Note: Kindly provide aforesaid details through email at [cs@yashoindustries.com](mailto:cs@yashoindustries.com) / [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

- An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to Special Business set out under Item Nos. 4, 5, 6 & 7, of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking re-appointment as set out at Item Nos. 3, 5, 6 & 7 of the Notice dated May 12, 2021 is annexed herewith as required under Regulation



36 of the Listing Regulations, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

10. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 14, 2021 to Tuesday, July 20, 2021, both days inclusive.
11. The results declared along with the scrutiniser's report will be placed on the website of the Company i.e. [www.yashoindustries.com](http://www.yashoindustries.com) under Investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges

## 12. DIVIDEND RELATED INFORMATION

1. Final Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2021, if approved at the AGM, will be payable, to those Members of the Company who hold shares:
  - i. In dematerialised ('demat') mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Wednesday, March 31, 2021.
  - ii. In physical mode, if their names appear in the Company's Register of Members or its Registrar and Transfer Agents on Tuesday, July 13, 2021.
2. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Members are requested to register / update their complete bank details:

- i. with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s); and
- ii. with the Company by emailing at [cs@yashoindustries.com](mailto:cs@yashoindustries.com) if shares are held in physical mode, by submitting:
  - a) scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
  - b) self-attested copy of the PAN card, and
  - c) cancelled cheque leaf

3. Tax Deductible at Source / Withholding tax:
  - a) As per the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the applicable rates at the time of making the payment of the Dividend, if declared at the AGM.

Form 15G/15H/10F are available on the website of our RTA, Bigshare Services Private Limited. The same can be downloaded from Bigshare Services Private Limited's website <https://www.bigshareonline.com>. The above-mentioned documents (duly completed and signed) are required to be uploaded at <https://www.bigshareonline.com>. The Company has shared links of this forms as well as link for uploading the documents/forms via SMS with those Shareholders holding shares of the Company as on Monday, May 31, 2021 and having their Mobile Number registered with the Company. Shareholders can also send their duly signed tax declarations or communications/queries to company's RTA at their email id [tds@bigshareonline.com](mailto:tds@bigshareonline.com)

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **July 16, 2021 at 09:00 A.M.** and ends on **July 19, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **July 13, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **July 13, 2021**

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under <b>"IDeAS"</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.





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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

##### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

##### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [Dhrumil.Shah@nsdl.co.in](mailto:Dhrumil.Shah@nsdl.co.in) or [dmsah.in](mailto:dmsah.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Sarita Mote) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@yashoindustries.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@yashoindustries.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email id. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting by mentioning their name, demat account number/folio number, email id, mobile number at Company Secretary email Id . These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. July 13, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for

remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 13, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system.

By Order of the Board,  
**Parag Vinod Jhaveri**  
Managing Director and CEO  
DIN: 01257685

**Registered Office:**

Office No.101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai - 400058  
Email – [info@yashoindustries.com](mailto:info@yashoindustries.com)

Date: May 12, 2021

Place: Mumbai



Additional Information of Directors being appointed/re-appointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice

**Particulars of the Directors seeking re-appointment in the Annual General Meeting:**

<b>Name of Director</b>	<b>Mr. Parag Vinod Jhaveri</b>
Type	Managing Director and CEO
Date of Birth	16 <sup>th</sup> September, 1966
Date of Appointment	2 <sup>nd</sup> May, 1990
Brief Resume	Mr. Parag Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Parag Jhaveri's experience will be of immense use to the Company to achieve growth in future..
No. of Equity Shares held in the Company	960000
Expertise in Specific Functional area	He shall be responsible for the overall management affairs of the Company
Directorships held in other Companies (as on 31-03-2020)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> <li>• Mr. Vinod Jhaveri is Father of Mr. Parag Jhaveri.</li> <li>• Mr. Yayesh Jhaveri is Brother of Mr. Parag Jhaveri</li> </ul>

<b>Name of Director</b>	<b>Mr. Yayesh Vinod Jhaveri</b>
Type	Whole Time Director & CFO
Date of Birth	13 <sup>th</sup> April, 1971
Date of Appointment	04 <sup>th</sup> April, 1997
Brief Resume	Mr. Yayesh Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Yayesh Jhaveri's experience will be of immense use to the Company to achieve growth in future.
No. of Equity Shares held in the Company	1050000
Expertise in Specific Functional area	He currently plays a crucial role in the accounts and finance function.
Directorships held in other Companies (as on 31-03-2020)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> <li>• Mr. Parag Jhaveri is Brother of Mr. Yayesh Jhaveri</li> <li>• Mr. Vinod Jhaveri is Father of Mr. Yayesh Jhaveri</li> </ul>

<b>Name of Director</b>	<b>Mr. Vinod Harilal Jhaveri</b>
Type	Chairman & Executive Director
Date of Birth	27 <sup>th</sup> February, 1939
Date of Appointment	09 <sup>th</sup> August, 2007
Brief Resume	Commerce Graduate from Gujarat University. He remains the main guiding force behind the growth and business strategy of our Company.
No. of Equity Shares held in the Company	33,45,300
Expertise in Specific Functional area	He shall be responsible for the overall management affairs of the Company.
Directorships held in other Companies (as on 31-03-2020)	Nil
Particulars of Committee Chairmanship / Membership held in other Companies	Nil
Relationship with other directors/KMPs	<ul style="list-style-type: none"> <li>• Mr. Parag Jhaveri is son of Mr. Vinod Jhaveri</li> <li>• Mr. Yayesh Jhaveri is son of Mr. Vinod Jhaveri</li> </ul>

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No. 4: Ordinary Resolution**

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2021-22 at a remuneration of 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes, travel and Out of Pocket Expenses. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Board recommends the resolution set out at Item No. 4 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**Item No 5, 6 and 7: Special Resolution****5. To approve revision of remuneration of Mr. Parag Jhaveri.**

Mr. Parag Jhaveri, was re- appointed and designated as Managing Director & CEO of the Company by the Board at its Meeting held on February 9, 2021 for a period of 5 (Five) years i.e. from February 20, 2021.

Further, considering the contribution of Mr. Parag Jhaveri and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 9, 2021 approved the revision in the remuneration of Mr. Parag Jhaveri for a period of 3 (Three) years effective from February 20, 2021 on terms and conditions enumerated in the Resolutions

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the reappointment and fixation of remuneration of Mr. Parag Jhaveri as decided by the Board is required to be approved by the Members at their meeting.

**6. To approve revision of remuneration of Mr. Yayesh Jhaveri**

Mr. Yayesh Jhaveri, was re- appointed and designated as Whole Time Director & CFO of the Company by the Board at its Meeting held on February 9, 2021 for a period of 5 (Five) years i.e. from February 20, 2021.

Further, considering the contribution of Mr. Yayesh Jhaveri and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 9, 2021 approved the revision in the remuneration of Mr. Yayesh Jhaveri for a period of 3 (Three) years effective from February 20, 2021 on terms and conditions enumerated in the Resolutions.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the re-appointment and fixation of remuneration of Mr. Yayesh Jhaveri as decided by the Board is required to be approved by the Members at their meeting.

**7. To approve re-appointment Mr. Vinod Jhaveri**

Mr. Vinod Jhaveri, was re- appointed and designated as Executive Director of the Company by the Board at its Meeting held on February 9, 2021 for a period of 5 (Five) years i.e. from February 20, 2021.

Further, considering the contribution of Mr. Vinod Jhaveri and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on February 9, 2021 approved the revision in the remuneration of Mr. Vinod Jhaveri for a period of 3 (Three) years effective from February 20, 2021 on terms and conditions enumerated in the Resolutions.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the reappointment and fixation of remuneration of Mr. Vinod Jhaveri as decided by the Board is required to be approved by the Members at their meeting.

**I. GENERAL INFORMATION:**

Sr. No	Particular	Disclosures		
1	Nature of Industry	Chemical Industry		
2	Date of commencement of commercial Production	In the year of 1985		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
4	Financial performance based on given Indicators (Amt in Lakhs.)	<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>
		Sales	35,943.60	29,706.30
		Profit /(Loss) after tax	2,147.74	1,204.46
		Equity capital	1,089.92	1,089.92
		Reserves and surplus	6,803.16	4661.40
5	Foreign investments or collaborators, if any	N.A.		

**Information about the appointee:**

<b>4 Mr. Parag Jhaveri</b>	
1 Background Details	Mr. Parag Jhaveri, aged 55 years is Master of Science in Chemistry from Mumbai University. The Company is lead by him & under his guidance the Company is growing significantly. Mr. Parag Jhaveri has over 3 decades of vast experience in chemical industry and on the backdrop of working with Company he has been able to maintain robust growth and lead a various group of Sales, Finance, R & D and marketing.
2 Past Remuneration	Amount paid ₹ 130 lacs (approved Remuneration – ₹ 3 Crores)
3 Recognition or awards	N.A.
4 Job profile and his suitability	Mr. Parag Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Parag Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company.
5 Proposed Remuneration	As per the details provided in the Special Resolution
6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company appointed Mr. Parag Jhaveri as Managing Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
7 Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Parag Jhaveri is son of Mr. Vinod H. Jhaveri and Brother of Mr. Yayesh V. Jhaveri and Promoter shareholder of the Company except stated herein Mr. Parag V. Jhaveri has no other relationship with the Company.

<b>5 Mr. Yayesh Jhaveri</b>	
1 Background Details	Mr. Yayesh Jhaveri, aged 50 years, is Bachelor of Commerce from Mumbai University. He has been playing a key role in production since 1997 and also stated Unit 2 under his supervision. He has also overseen growth of Company in the area of Sales, Purchase & Logistics. On the backdrop of working with Company he has been able to maintain robust growth considerably and lead a various teams of Production, Purchase & Sales.
2 Past Remuneration	Amount paid ₹ 130 lacs (approved Remuneration ₹ 3 Crores)
3 Recognition or awards	N.A.
4 Job profile and his suitability	Mr. Yayesh Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Yayesh Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company.
5 Proposed Remuneration	As per the details provided in the Special Resolution
6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company appointed Mr. Yayesh Jhaveri as whole time Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
7 Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Yayesh Jhaveri is son of Mr. Vinod H. Jhaveri and Brother of Mr. Parag V. Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Yayesh V. Jhaveri has no other relationship with the Company.
<b>6 Mr. Vinod Jhaveri</b>	
1 Background Details	Mr. Vinod Jhaveri, aged 82 years, is one of the founding promoters of the company. He has completed his graduation in B. Com. from Gujarat University in the year 1959. He has been the main guiding force behind the growth and business strategy of the Company. He currently plays a crucial role in the Accounts & Finance. Since incorporation he has been instrumental in the consistent growth of Company's performance and implement a robust overall framework for the organization as a whole.
2 Past Remuneration	Amount Paid ₹ 110.50 lacs (Approved Remuneration ₹ 3 Crores )
3 Recognition or awards	N.A.
4 Job profile and his suitability	Mr. Vinod Jhaveri is the Co-founder & Promoter of the Company has a vast experience in the Chemical business. The Board of Directors is of the opinion that Mr. Vinod Jhaveri's experience will be of immense use to the Company to achieve growth in future. He shall be responsible for the overall management affairs of the Company.
5 Proposed Remuneration	As per the details provided in the Special Resolution
6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company appointed Mr. Vinod Jhaveri as whole time Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
7 Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Vinod Jhaveri is father of Mr. Parag V. Jhaveri and Mr. Yayesh V. Jhaveri and Promoter Shareholder of the Company except stated herein Mr. Vinod Jhaveri has no other relationship with the Company.





Pursuant to the applicable provision of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than mentioned above is in any way concerned or interested, financial or otherwise, in the said Resolutions.

The Board of Directors recommends the Special Resolution set out at Item No. 5, 6 and 7 of the Notice for approval by the Members

By Order of the Board,  
**Parag Vinod Jhaveri**  
Managing Director and CEO  
DIN: 01257685

**Registered Office:**

Office No.101/102 Peninsula Heights,  
CD Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai - 400058  
Email – info@yashoindustries.com

Date: May 12, 2021

Place: Mumbai





## Safe Harbour Clause

This Annual Report contains 'forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. Certain statements in this release concerning our future prospects are forward-looking statements. Forward-looking statements by their nature involve a number of risks and uncertainties that could cause actual results to differ materially from market expectations. Forward-looking statements generally relate to future events or our future financial or operating performance and are based on our current expectations, assumptions, estimates and projections about the Company, our industry, economic conditions in the markets in which we operate, and certain other matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'project', 'seek', 'should' and similar expressions. Those statements include, among other things, risks and uncertainties regarding COVID-19 and the effects of government and other measures seeking to contain its spread, the discussions of our business strategy, including the localisation of our workforce and investments to re-skill our employees and expectations concerning our market position, future operations, margins, profitability, liquidity, capital resources, wage increases in India,

change in the Indian regulations. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, those discussed in the "Outlook, opportunities and challenges" section in this Annual Report. In the light of these and other uncertainties, you should not conclude that the results or outcomes referred to in any of the forward-looking statements will be achieved. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. All forward-looking statements included in this Annual Report are based on information and estimates available to us on the date hereof, and we do not undertake any obligation to update these forward-looking statements unless required to do so by law.





## **Yasho Industries Limited**

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C. D. Barfiwala Marg, Andheri (West),  
Mumbai - 400 058, INDIA.

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