



Date: 9 September 2021

To  
Secretary  
Listing Department  
**BSE Limited**  
Department of Corporate Services Phiroze  
Jeejeebhoy Towers Dalal Street, Mumbai – 400  
001  
Scrip Code : 540902  
ISIN : INE371P01015

To  
Secretary  
Listing Department  
**National Stock Exchange of India  
Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Mumbai – 400 050  
Scrip Code : AMBER  
ISIN : INE371P01015

Dear Sir/Ma'am,

**Sub: Submission of brief proceedings of 31<sup>st</sup> Annual General Meeting (“AGM”) held on Thursday, 9<sup>th</sup> September 2021 pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended (“Listing Regulations”)**

This information is submitted to you pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“Listing Regulations”).

In continuation to our letter dated 17 August 2021, we wish to bring to your kind notice that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Company concluded on 9 September 2021 through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility and the business items (from nos. 1 to 3) mentioned in the Notice dated 17 August 2021 of the said AGM were transacted and passed with requisite majority.

The Company provided remote e-voting facility to the members on resolutions proposed to be considered at the AGM from 6 September 2021 (9:00 am) to 8 September 2021 (5:00 pm) on the e-voting portal of KFin Technologies Private Limited (KFin). Further, those members, who participated through VC/OAVM facility, were provided facility to e-vote on KFin portal.

In this regard, please find enclosed the following:

- i. Brief proceedings of Annual General Meeting (containing voting results as required under Regulation 44 of the Listing Regulations) held on Thursday, 9 September 2021, as required under Regulation, 30, Part – A of Schedule III of Listing Regulations, annexed as **Annexure I**;
- ii. Report of the Scrutinizer dated 9 September 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014, annexed as **Annexure – II**;
- iii. Copy of the Annual Report for the financial year 2020-21, annexed as **Annexure – III**.

**Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)**

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- iv. Business responsibility report as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations forms part of the Annual Report enclosed herewith, annexed as **Annexure – III**.

This is for your kind information and records.

Thanking You,

For **Amber Enterprises India Limited**

  
(Konica Yadav)  
Company Secretary and Compliance officer  
Membership No. : A30322



Encl: as above

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**PROCEEDINGS OF THE 31ST (THIRTIETH) ANNUAL GENERAL MEETING ('AGM') OF AMBER ENTERPRISES INDIA LIMITED HELD ON THURSDAY, 9TH SEPTEMBER, 2021 FROM 12:00 NOON TO 12:50 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS ('VC / OAVM') FACILITY AT THE REGISTERED OFFICE C-1, PHASE II, FOCAL POINT, RAJPURA TOWN – 140 401, PUNJAB (DEEMED VENUE OF THE MEETING)**

**Directors and Key Managerial Personnel's present through VC / OAVM facility**

Mr. Jasbir Singh	- Chairman and Chief Executive Officer ("CEO")
Mr. Daljit Singh	- Managing Director
Dr. Girish Kumar Ahuja	- Independent Non-Executive Director
Ms. Sudha Pillai	- Independent Non-Executive Director
Mr. Satwinder Singh	- Independent Non-Executive Director
Mr. Manoj Kumar Sehrawat	- Non-Executive Nominee Director
Mr. Sudhir Goyal	- Chief Financial Officer
Ms. Konica Yadav	- Company Secretary and Compliance officer
Mr. Sanjay Arora	- CEO – Electronics Division
Mr. Udaiveer Singh	- CEO – Mobility Application Division
Mr. Sachin Gupta	- CEO - RAC and CAC Division

**Moderators for the AGM present through VC / OAVM facility**

Mr. Siddarth (KFIN Technologies Private Limited), From Hyderabad	- Moderator for Announcements and coordination with Pre-registered Member Speakers.
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**Confirmation to Company Secretary before start of the virtual AGM**

Mr. Rajkumar Kale, Senior Manager, KFin Technologies Private Limited ("KFin"), confirmed to the Company Secretary that sufficient members to constitute quorum had logged in as participants and that the Statutory Auditors, Secretarial Auditors and scrutinizers had also logged in for the meeting.

**Announcement before the start of the Virtual AGM**

Mr. Siddarth, the Moderator for the AGM, welcomed the Members for attending the 31st Annual General Meeting ("AGM") of the Company through VC / OAVM facility and apprised them that for the smooth conduct of the meeting, all Members would be in mute mode and Members who had pre - registered themselves as speaker at the AGM would be unmuted on the request of the Chairman. Further, he stated that the proceedings of the meeting would be recorded and available on the Company's website. After the announcement, he handed over to Ms. Konica Yadav, Company Secretary and Compliance Officer of the Company.

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### **Company Secretary**

Ms. Konica Yadav Company Secretary and Compliance Officer of the Company, thanked Mr. Siddarth and welcomed participants to the 31<sup>st</sup> AGM of the Company being held electronically through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

### **Members Attendance and Quorum**

Details of the Shareholders holding equity shares of the Company who participated in the AGM through VC/ OAVM facility :

<b>Name of the Shareholder</b>	<b>Equity Shareholding</b>
Mr. Daljit Singh	60,74,205
Mr. Jasbir Singh	70,59,165
Mr. Kartar Singh	4,33,667
Mr. Sachin Gupta	329
Mr. Deep Mathpal	396
Mr. Ishupreet Singh	1
Others	300,810
<b>Total</b>	<b>1,38,68,573</b>

### **Introduction**

On behalf of Amber’s Board of Directors, Company Secretary and Compliance Officer welcomed the members to the 31<sup>st</sup> Annual General Meeting of the Company being held electronically through Video Conferencing mode.

She further stated that in view of the COVID-19 pandemic as well as continuing Government guidelines to maintain social distancing, Ministry of Corporate Affairs (MCA) vide its various Circulars issued from time to time allowed companies to hold their Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') and also has allowed companies to send Annual Reports and the Notice convening the Annual General Meeting electronically.

She further stated that considering the health and safety of all our stakeholders and in particular, the shareholders, the 31<sup>st</sup> Annual General Meeting of the Company is being conducted through Video Conferencing to avoid the physical presence of members at a common venue.

She further stated that the soft copy of the Annual Report was sent to all the Members holding shares in dematerialised mode and whose e-mail addresses were available with the Depository Participant(s) as well as to all the Members holding shares in physical mode whose e-mail addresses were registered with the Company/RTA for communication purposes.

Company Secretary and Compliance Officer declared the meeting as validly opened, since the requirement of the quorum for the AGM, was fulfilled.

**Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)**



Thereafter She stated that, the following documents are required to be placed during the AGM :

**(a) Statutory Registers**

- **The Register of Directors and Key Managerial Personnel and their shareholding.**
- **The Register of Contracts or arrangements in which the Directors are interested.**

**(b) The other documents mentioned in the NOTICE convening this Annual General meeting.**

are duly available on the Company's Website for inspection by the Members, under the TAB – AGM/Annual Report/Results and members seeking to inspect such documents can contact the Company Secretary and Compliance Officer of the Company.

She further stated that, since the meeting is being held electronically, the proxy related procedures have been dispensed with which is in line with the regulatory requirements.

Thereafter, She introduced other Board Members, Auditors and Key Managerial Personnel participating in the AGM through VC / OAVM facility from their respective location.

Drawing attention of the Members she introduced all the Board members as follows:

<b>Name of the Director</b>	<b>Designation</b>	<b>Location</b>
Mr. Jasbir Singh	Chairman and CEO	Attended the AGM through video conferencing from Gurugram
Mr. Daljit Singh	Managing Director	Attended the AGM through video conferencing from Gurugram
Mr. Satwinder Singh	Non - Executive Independent Director  Chairman of Nomination and Remuneration Committee and Stakeholder Relationship Committee	Attended the AGM through video conferencing from Greater Noida
Dr. Girish Kumar Ahuja	Non - Executive Independent Director  Chairman of Audit Committee	Attended the AGM through video conferencing from New Delhi
Ms. Sudha Pillai	Non - Executive Independent Director  Chairperson of CSR Committee	Attended the AGM through video conferencing from New Delhi
Mr. Manoj Kumar Sehrawat	Non – Executive Nominee Director  Member of Nomination and Remuneration Committee, Stakeholder Relationship Committee and CSR Committee.	Attended the AGM through video conferencing from Singapore

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She further introduced the Key Managerial Personnel as follows :

Name of the Director	Designation	Location
Mr. Sanjay Arora	CEO – Electronics Division	Attended the AGM through video conferencing from Gurugram
Mr. Udaiveer Singh	CEO – Mobility Division	Attended the AGM through video conferencing from Dehradun
Mr. Sachin Gupta	CEO – RAC and CAC Division	Attended the AGM through video conferencing from Gurugram
Mr. Sudhir Goyal	Chief Financial Officer	Attended the AGM through video conferencing from Gurugram

Thereafter, She acknowledged participation of the partners and authorized representatives as follows :

- Mr. Sandeep Mehta and Mr. Naresh Anand, represented the Statutory Auditors, M/s. Walker Chandiook & Co. LLP, Chartered Accountants; - They joined through video conferencing from Chandigarh, Tricity.
- Mr. Amit Chaturvedi, represented the Secretarial Auditor, M/s. Amit Chaturvedi & Associates., Company Secretaries; - He joined through video conferencing from Noida.
- Mr. Vikram Jhawar, represented the Scrutinisers, M/s. V Jhawar & Co., Practising Company Secretaries. - He joined through video conferencing from New Delhi.

**She further explained the following to the shareholders:**

1. The Company, by virtue of being a listed company, is required to provide E-voting facility to its shareholders and voting by show of hands is no longer permitted.
2. The Company has engaged the services of KFin to provide the facility of remote e-voting to all its members to cast their votes on all businesses mentioned in the Notice. Voting shall be in proportion to the shares held by the members as on the cut-off date, this being 3 September, 2021 in our case.
3. In line with the regulatory requirements, remote E-voting facility on KFin's e-voting platform had been provided to the members of the Company for three days starting from 6 September 2021 till 8 September 2021. This module was disabled for voting by KFin thereafter.
4. As mentioned in the Notice convening the meeting, for those members who did not or could not avail the remote E-voting facility, the Company has provided the facility to cast their votes electronically during the AGM on all the proposed resolutions through KFin Instapoll mechanism.
5. The Instapoll facility shall be activated at the end of the meeting and the members can avail this facility and cast their votes on the resolutions proposed in the Notice.

She reiterated that, this facility is available only to those members who have not cast their votes through the remote E-voting facility provided earlier by the Company. In case any member who has already voted in the remote E-voting, he/she will not be able to cast his/her vote again through Instapoll.

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She further informed the members that the Board appointed Mr. Vikram Jhawar of M/s. V Jhawar & Co, Practicing Company Secretaries for scrutinising the E-voting process in a fair and transparent manner and after casting of the votes by all the shareholders, the votes shall be counted by Mr. Vikram Jhawar, the Scrutiniser. He shall then unblock the results of the remote E-voting which shall then be consolidated with the results of the voting done today during the meeting.

She further informed the members that, the Voting Results along with Scrutinizer's report shall be communicated to the Stock Exchanges within two working days and the same shall be placed on the website of the Company and on e-voting platform of KFin.

### **Chairman's Speech**

Thereafter, the Chairman delivered his speech, highlights of which are recorded hereafter.

The Chairman firstly stated that, the Annual Report for the financial year 2020-21 had been sent to the members on 17 August 2021 and I trusts that everybody had a chance to go through the same and it would have given the members an overview of the performance of the Company.

The Chairman further started by sharing his views on the impact of COVID-19 crisis on the people and community. He elaborated that, after a difficult year, you and I should be now confident that we shall surely see the light of the day.

To me and I am sure for several others, the year was more of a schooling, where lessons were learnt and solutions were found. The year taught us how to transform and overcome the challenges that the Covid-19 pandemic had to offer. When we arrived at solutions that were in favour of our stakeholders even in the peak of Covid-19, there was a renewed trust in the brand among our customers.

However, the Covid-19 pandemic was not just a flu. It was intense and damaging for businesses like the ones we are in. Soon after the first cases of the virus were reported and the nationwide lockdown was brought into force, the months that followed tested our mettle.

Elaborating further, the Chairman apprised the Members that the consumer durable industry is in the middle of a positive thrust, as consumers have identified the need to make their living space comfortable. They have understood that even if the situation returns to normal, they will have to spend more time at home. People are, thus, opting for value-added products that help them multitask and make their lives simpler.

Elaborating further on each area, the Chairman apprised the Members as follows:-

### **Financial highlights**

During the year, revenue from operations were recorded at Rs. 3,03,052/- Lakh as against Rs. 3,96,279/- Lakh last year, a 24 % drop.

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For the year, RAC contributed 55% of the total revenue, while components and mobility application contributed 45% of the revenues. Operating EBITDA was seen at Rs. 22,858/- Lakh as against Rs. 32,617/- Lakh last year, a 30% drop, as various cost rationalisation programmes aimed at curtailing fixed and semi-variable expenses helped us off-setting the downside risk.

### **Operational highlights**

For us, the year began with a sharp drop in sale of air conditioners owing to the nationwide lockdown that halted economic activities during peak summer. However, with the easing of lockdown, demand shot up in Tier-II and Tier-III cities. Sales gradually started picking up in the 2nd and 3rd quarters of the financial year. Further, the take-off in online purchases gave us the confidence that people are now seeing air conditioners no longer as a luxury product but a necessity.

### **Sidwal's business**

we are observing a good traction in the Railways and Metro segments as Government focuses more on comfortable travel. Despite Covid-19 challenges, we acquired new orders and strengthened our order book despite weak economic scenario. We have also strengthened our product portfolio for Railways, Metros and Bus Air Conditioning in Sidwal with surge in demand for air-conditioned coaches and multiple upcoming Metro projects across the country. Going forward, we are optimistic of advancing this segment as well.

### **Effect of AATMANIRBHAR Bharat**

The Indian Government took a very positive step – Aatmanirbhar Bharat – in making the nation self-reliant. To reduce India's import dependency, the Government selected 12 champion sectors to make them the global manufacturing hub and the AC industry was one of them. A Rs. 6,238 Crore worth of incentives were provided for white goods Industry (Air Conditioner and LED) as a part of the PLI scheme. Ban on Import of Air Conditioners with Refrigerant is positive for our Country. This solidified our position in the market.

### **Environment Social and Governance (ESG) and sustainability**

In Amber's journey forward, the words Environment Social and Governance (ESG) has a very deep connect with climate change, good labour practices, consumer security, good corporate and social governance, business and social ethics. Our sustainability structure and integrated business model developed over the years have allowed us to constantly create value and benefit from the opportunities emerging from this transition, while limiting the related risks.

The sustainability agenda comprises aspects related to resource conservation, energy efficiency, environment protection, enrichment and development of local communities in and around its area of operations (Refer page 14). We have aligned all our business strategies on the foundation of ethical and transparent business operations and continue to follow the highest standards of corporate governance and consider it more of an ethical requisite than a regulatory necessity. It is

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a matter of great pride that our success over the years has come without ever compromising on integrity or environment and social obligations.

### **Occupational health and safety at the workplace**

Another key priority for the Company is occupational health and safety at the workplace. We have accepted it as a responsibility to maintain a safe working environment for all. We give utmost importance to our employees and associates and inculcate safety awareness among them.

### **Closing note**

In our forward stride, we aim to leverage our potential and grow on the opportunities, which will arise from the Government's push for green energy and stringent environmental norms. With the growth opportunities we foresee on the domestic and export front, along with Government support, we believe we are well positioned to capitalise on what is coming. Our focus would remain on customer-centric design development, cost reduction and resource optimisation.

We shall keep technological innovations at the forefront to meet our sole purpose of stakeholder satisfaction and expectation of business. Our constant endeavour would be to increase penetration and increase our wallet share in the existing customers, continuously add new customers, create a foothold in the exports market and enhance our products with new technologies with focus on R&D.

Finally, I would take this opportunity to thank our employees and associates, who remained devoted to their responsibility amid a pandemic. They are the ones who ensured light prevails over darkness.

Thereafter, he requested Ms. Konica Yadav, Company Secretary & Compliance Officer to begin with the Formal Proceedings of the AGM.

### **Business Items**

The Company Secretary & Compliance Officer then took up the formal proceedings of the AGM. The Notice of the 31st Annual General Meeting ('AGM') together with the Financial Statements and Board's Report, which was sent to the Members by email and public notice published in the Newspapers, were taken as read.

She informed that the Auditors' Report on the financial statements of the Company for the financial year ended 31 March 2021 did not have qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. She also informed that there are no qualifications, observations or comments in the Secretarial Auditor's report too. In view of the same, there was no need to read the Reports.

She stated that as per the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Company had provided remote e-voting facility to the Members entitled to cast their vote on the AGM agenda items from 6 September 2021 (9:00 a.m. IST) to 8 September 2021 (5:00 p.m. IST).

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***She drew attention of the Members that at the end of discussion on the resolutions, Members present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote using e-voting platform of KFin, which would be closed along with closure of the Meeting.***

The Company Secretary & Compliance Officer thereafter proceeded with the Agenda, summarizing that the AGM Notice contains 3 (Three) business items.

**2 (Two) ordinary business related to:**

- 1) Adoption of the audited (standalone and consolidated) financial statements of the Company for the financial year ended 31 March 2021 together with the reports of the Auditor's thereon and Board of Directors;
- 2) Re-appointment of Mr. Daljit Singh (DIN: 02023964) as a Director, liable to retire by rotation;

**& 1 (One) special business related to:**

- 3) Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company.

She drew attention of the Board that, the resolutions and the explanatory statement in respect of the above proposals wherever applicable have been provided in the Notice.

Before starting the question and answer session, the Company Secretary & Compliance Officer explained to the Members that considering the participation of Members in the AGM through VC/ OAVM Facility, three options were available to the Members to ask questions/ give their comments during their participation in the AGM :

1. Pre-Registration as Speaker - atleast 48 hours in advance of the meeting at the designated E-MAIL Address of the Company at [infoamber@ambergroupindia.com](mailto:infoamber@ambergroupindia.com) and [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).
2. Submission of questions – 48 hours in advance of the meeting at the designated investor E-MAIL Address of the Company at [infoamber@ambergroupindia.com](mailto:infoamber@ambergroupindia.com) and [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com)
3. Posting questions in the communication Box during the meeting as available on the screen to each member participating in the meeting.

She also requested the members that, in the interest of time and with a view to give adequate opportunity to all and be judicious in time.

She further informed the members that all the queries would be heard first and then Mr. Jasbir Singh, Chairman and CEO will respond to the queries in consolidation or have them answered by KMP of the Company.

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It was informed that four shareholders had registered themselves as Speaker for raising queries/questions at the meeting. The details of the said shareholders are given herein below :-

Sr. No.	Name	Folio No.	Location
1	Ikshit Naredi	IN30198310398639	Bhilwara
2	Manjit Singh	IN30020610907641	Delhi
3	Ramesh Shanker Golla	1204470013801215	Hyderabad
4	Sarvjeet Singh	1201910102090517	Delhi

The moderator informed the Company Secretary & Compliance Officer that out of the four registered speakers only 2 (Two) Mr. Ramesh Shanker and Mr. Sarvjeet Singh were available for raising their queries/questions.

Thereafter the available speaker shareholders started speaking in order of their registration. They appreciated the Company's journey since inception, its growth and operations and raised queries/questions related to the following operative and financial areas:-

1. Roadmap of the Company for the forthcoming 3 (Three) years and operational Capacity of the Company;
2. CSR Activities;
3. Budgeted Capex and its utilization;
4. Status of order Book amongst the units of the Company;
5. Import of Components;
6. Any proposal for de-merger.

The Chairman thanked the shareholder for their kind words and interest in the operations of the Company and further addressed their questions and queries.

He stated that the Operational capacity of the Company is 4.8 million, as despite of the Covid – 19 pandemic the Company was focused towards its “Four Pillar growth strategy” and has established two greenfield facilities.

Further as far as contribution towards CSR activities is concerned, the locations mapped by the Company are majorly remote village areas near plants of the Company wherein the Company has contributed towards Skill development, Women health and safety and education. The shareholders can however see the complete details of the CSR activities in the Annual Report of the Company.

He further stated that, pertaining to the order book it is different in different units of the Company however we are determined in levelling to the status of financial year 2019-20 i.e. pre pandemic time.

The Company Secretary and Compliance Officer thanked the Members for their confidence, suggestions, comments and support to the Company and the Board of Directors of the Company.

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She further stated that as per knowledge and understanding the questions/queries raised/posted by the shareholders are duly answered and requested the Members that for any other questions/queries or any clarification the Member can write an email to the Company at [infoamber@ambergroupindia.com](mailto:infoamber@ambergroupindia.com) or [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).

Thereafter the Company Secretary & Compliance Officer stated that the business part of the meeting has been concluded and She instructed the Members following points related to the e-voting on the businesses by using Instapoll :

1. The Instapoll facility shall be activated now to enable members who have not cast their votes earlier through remote e-voting. This facility available on the left-hand corner of the Video Conferencing screen in the form of a 'Thumb' sign. Members can click on the same to take them to the 'Instapoll' page and vote.
2. Mr. Vikram Jhawar, Scrutiniser shall submit a report to the Company after consolidating the remote e-voting and voting at the AGM.
3. The voting results on all the resolutions as placed at the AGM alongwith the reports of the scrutinizer shall be uploaded on the website of the Company and that of the stock exchanges and shall be also available at the registered office of the Company.

She further informed the members that the e-voting platform provided by Kfin shall remain open for about 15 minutes and requested them to cast their votes within the time limit as stipulated.

Thereafter, Mr. Siddarth, Moderator, announced to the Members that the Scrutinizers had advised that the time for e-voting has elapsed and they were of the opinion that all Members who participated in the AGM were given adequate time and opportunity to vote at the AGM and that the voting process of AGM had concluded. Thereafter, he invited the Company Secretary and Compliance Officer to close the proceedings.

Ms. Konica Yadav, Company Secretary and Compliance Officer of the Company appeared on the screen. She thanked all the shareholders for connecting at the AGM, wished them to stay safe, well & healthy and closed the meeting formally.

**RESULT OF THE REMOTE E- VOTING BETWEEN 6 SEPTEMBER, 2021 (9:00 A.M. IST) TO 8 SEPTEMBER, 2021 (5:00 P.M. IST). AND E-VOTING DURING THE ANNUAL GENERAL MEETING HELD ON THURSDAY, 9<sup>TH</sup> SEPTEMBER 2021 ON THE ORDINARY AND SPECIAL BUSINESSES**

On the basis of the Scrutinizer's Report for the electronic voting by Members who participated in the AGM through VC/ OAVM facility on 9 September 2021 and voting by Members through Remote e-Voting between 6 September, 2021 (9:00 a.m. IST) to 8 September, 2021 (5:00 p.m. IST), the Results were declared on 9 September 2021, the summary of which is recorded hereunder.

All the Resolutions for the Ordinary and Special business as set out in Agenda Item Nos. 1 to 3 of the AGM Notice were duly passed by the requisite majority.

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**Item No. 1 : Adoption of financial statements and reports thereon: a) the audited standalone financial statements of the Company for the financial year ended 31 March 2021 and the Reports of the Auditor's thereon and Board of Directors; and b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2021 and the report of Auditor's thereon.**

Resolution No.	1							
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2021 together with the reports of the Auditor's thereon and Board of Directors and (b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2021 together with the reports of the Auditor's thereon.							
<b>promoter/ promoter group are interested in the agenda/resolution?</b>	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,35,67,237	60,74,205	44.7711	60,74,205	0	100.0000	0.0000
	Poll		74,93,032	55.2289	74,93,032	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1,35,67,237	100.0000	1,35,67,237	0	100.0000	0.0000
Public- Institutions	E-Voting	1,23,11,187	94,72,320	76.9408	94,72,320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		94,72,320	76.9408	94,72,320	0	100.0000	0.0000
Public- Non Institutions	E-Voting	78,15,307	34,01,948	43.5293	34,01,924	24	99.9992	0.0007
	Poll		2,01,271	2.5753	2,01,271	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		36,03,219	46.1046	36,03,195	24	99.9993	0.0007
<b>Total</b>		3,36,93,731	2,66,42,776	79.0734	2,66,42,752	24	99.9999	0.0001

**Item No. 2: Re-appointment of Mr. Daljit Singh (DIN: 02023964), Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution No.	2							
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - To appoint a Director in place of Mr. Daljit Singh, (DIN 02023964) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,35,67,237	60,74,205	44.7711	60,74,205	0	100.0000	0.0000
	Poll		74,93,032	55.2289	74,93,032	0	100.0000	0.0000

**Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)**

**Corp. Address:**  
Universal Trade Tower, 1st Floor, Sector 49, Gurgaon-1 22018  
Tel.: +91 124 3923000 | Fax: +91 124 3923016,17

**Regd. Office:**  
C-1, Phase II, Focal Point, RajpuraTown-140401, Punjab  
Tel.: +91 1762 232126, 232646 | Fax: +91 1762 232127



	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1,35,67,237	100.0000	1,35,67,237	0	100.0000	0.0000
Public- Institutions	E-Voting	1,23,11,187	90,96,526	73.8883	88,32,988	2,63,538	97.1028	2.8971
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		90,96,526	73.8883	88,32,988	2,63,538	97.1029	2.8971
Public- Institutions Non	E-Voting	78,15,307	34,21,331	43.7773	34,21,246	85	99.9975	0.0024
	Poll		2,01,271	2.5753	2,01,271	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		36,22,602	46.3526	36,22,517	85	99.9977	0.0023
	<b>Total</b>	3,36,93,731	2,62,86,365	78.0156	2,60,22,742	2,63,623	98.9971	1.0029

**Item No. 3 : Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company.**

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Remuneration to be paid to M/s. K.G. Goyal Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,35,67,237	60,74,205	44.7711	60,74,205	0	100.0000	0.0000
	Poll		74,93,032	55.2289	74,93,032	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1,35,67,237	100.0000	1,35,67,237	0	100.0000	0.0000
Public- Institutions	E-Voting	1,23,11,187	94,72,322	76.9408	94,72,322	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000

**Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)**



	applicab le)							
	<b>Total</b>		94,72,32 2	76.9408	94,72,322	0	100.0000	0.0000
<b>Public- Non Institutions</b>	<b>E-Voting</b>	78,15,307	34,21,319	43.7772	34,21,150	169	99.9950	0.0049
	<b>Poll</b>		2,01,271	2.5753	2,01,271	0	100.0000	0.0000
	<b>Postal Ballot (if applicab le)</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		36,22,59 0	46.3525	36,22,421	169	99.9953	0.0047
	<b>Total</b>	3,36,93,7 31	2,66,62,1 49	79.1309	2,66,61,9 80	169	99.9994	0.0006

The Resolutions for the Ordinary and Special businesses as set out in Agenda Item Nos. 1 to 3 in the Notice of the 31st Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of 31st Annual General Meeting of the Members held on 9 September 2021.

**A. ORDINARY BUSINESS :**

1. **Ordinary Resolution to consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2021 together with the reports of the Auditor's thereon and Board of Directors; and (b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2021 together with the reports of the Auditor's thereon.**

- (a) **“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31 March 2021 and the reports of the Auditor's thereon and Board of Directors laid before this meeting, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31 March 2021 and the report of Auditor's thereon laid before this meeting, be and are hereby considered and adopted.”

2. **Ordinary Resolution to appoint a Director in place of Mr. Daljit Singh, Managing Director (DIN : 02023964) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.**

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Daljit Singh (DIN: 02023964) as a Director of the Company, who shall continue as Managing Director of the Company, to the extent that he is required to retire by rotation.”

**Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)**



**B. SPECIAL BUSINESS:**

**3. Ordinary Resolution for Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of the Cost Auditor, M/s. K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024) appointed by the Board of Directors at their meeting held on 22 May 2021, to conduct the audit of the cost records of the Company for the financial year 2021 - 22, of Rs. 45,000/- (Rupees Forty Five Thousand only) per annum excluding the applicable taxes and out of pocket expenses, if any, as incurred in the course of above said audit, be and is hereby ratified and confirmed by the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise thereof aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Yours faithfully

For **Amber Enterprises India Limited**

  
(Konica Yadav)

Company Secretary and Compliance Officer



**Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)**

**Corp. Address:**  
Universal Trade Tower, 1st Floor, Sector 49, Gurgaon-1 22018  
Tel.: +91 124 3923000 | Fax: +91 124 3923016,17

**Regd. Office:**  
C-1, Phase II, Focal Point, RajpuraTown-140401, Punjab  
Tel.: +91 1762 232126, 232646 | Fax: +91 1762 232127





**FORM NO MGT-13**  
**Combined Scrutinizer Report**

**Date:** 09<sup>th</sup> September 2021

**Sub - Scrutinizer's Report**

**[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]**

To the Chairman  
Amber Enterprises India Limited  
(CIN-L28910PB1990PLC010265)  
C 1 PHASE IIFOCAL POINT RAJPURA TOWN  
PUNJAB-140401

Dear Sir,

1. I, Vikram Jhavar, Company Secretary in Practice and Proprietor of **V JHAWAR & CO, Company Secretaries** have been appointed as Scrutinizer by the Board of Directors of Amber Enterprises India Limited (the Company) for the purpose of scrutinizing the postal ballot process of voting through electronic means ("e-voting") on the resolutions contained in the Notice dated 22nd May, 2021 ("**Notice**") issued in accordance with General Circular No. 14/ 2020, 17 / 2020, 20/2020 and 2/2021 dated 8 April 2020, 13 April 2020, 5 May 2020 and 13 January 2021 respectively issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Thirty First Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through VC / OAVM. The AGM was convened on Thursday, 09th September 2021 at 12:00 noon. 1ST through VC / OAVM.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize:
  - (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote**



- e-voting"); and  
(ii) Process of e-voting at the AGM through electronic voting system ("**Insta Poll**")

**3. Management Responsibility:-**

The Management of the Company is responsible to ensure the compliance of requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the MCA Circulars and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"). The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**4. Scrutinizer's Responsibility:-**

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the evoting system provided by KFin Technologies Private Limited ("**KFinTech**"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically by the Company and/ or KFinTech for my verification.

**5. Cut-off date**

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, 3<sup>rd</sup> September, 2021 were entitled to vote on the resolutions {item nos. 1 to 3 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

**6. Insta Poll process at the AGM:**

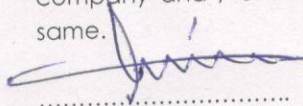
- (i) In keeping with the Regulations 44 of the SEBI (Listing Obligation and disclosures Requirement) Regulations 2015 and as prescribe under Rule 20 of the Companies (Management and Administration) Amendment Rule 2015, for the purpose of ensuring that members who have cast their votes through remote e- voting do not vote again at the Annual General Meeting, the scrutinizer shall have access after closure of period of remote e voting and before the start of Annual General Meeting to only such details relating to members who have cast their votes through remote e-voting.
- (ii) The Company provided Insta e-voting facility to members attending the AGM who had not cast their votes through remote e-voting to cast their votes.
- (iii) After the time fixed for closing of the Insta e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.



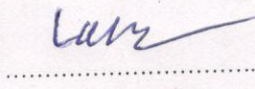
- (iv) The e-voting instructions were scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / KFin and the authorization lodged with the Company / KFin on test check basis.
- (v) The e-votes cast were unblocked on Thursday, 09<sup>th</sup> September 2021, after the conclusion of the AGM.

#### 7. Remote e-voting process

- i. The remote e-voting period remained open from Monday, 6<sup>th</sup> September 2021 (9:00 a.m. 1ST) to Wednesday, 8<sup>th</sup> September, 2021 (5:00 p.m. 1ST).
- ii. The votes cast were unblocked on due time was witnessed by two witnesses Mr. Sanjay Suri and Mr. Asif who are not in the employment of the company and / or KFin. They have signed below in confirmation of the same.



Sanjay Suri



Layakram

- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from thee-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:-  
**As per Annexure A**

For V.JHAWAR & CO  
Company Secretaries



CP No. 11204

Date: .09.09.2021

Place: New Delhi

UDIN-F010300C000927810

CONSOLIDATED RESULTS

Item No. 1 : Adoption of financial statements and reports thereon: a) the audited standalone financial statements of the Company for the financial year ended 31 March 2021 and the Reports of the Auditor's thereon and Board of Directors; and b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2021 and the report of Auditor's thereon.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	448	18948449	18	7694303	466	26642752	99.9999
Dissent	4	24	0	0	4	24	0.0001
Abstain	11	144412	0	0	11	144412	
<b>Total</b>	<b>461</b>	<b>19092885</b>	<b>18</b>	<b>7694303</b>	<b>479</b>	<b>26787188</b>	<b>100%</b>

Based on the aforesaid results, we report that the ordinary resolution as set out in Item No. 1 of the Notice of the AGM dated 22<sup>nd</sup> May 2021 has been passed with requisite majority.

Item No. 2 : Re-appointment of Mr. Daljit Singh, (DIN 02023964), Director, who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	438	18328439	18	7694303	456	26022742	98.9971%
Dissent	17	263623	0	0	17	263623	1.0029%
Abstain	8	500823	0	0	8	500823	
<b>Total</b>	<b>461</b>	<b>19092885</b>	<b>18</b>	<b>7694303</b>	<b>479</b>	<b>26787188</b>	<b>100%</b>

Based on the aforesaid results, we report that the ordinary resolution as set out in Item No. 2 of the Notice of the AGM dated 22<sup>nd</sup> May 2021 has been passed with requisite majority.



**Item No. 3 : Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company.**

Particulars	Remote e-voting		Insta E-voting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	440	18967677	18	7694303	458	26661980	99.9991%
<b>Dissent</b>	18	169	0	0	18	169	0.0009%
<b>Abstain</b>	7	125039	0	0	7	125039	
<b>Total</b>	461	19092885	18	7694303	479	26787188	100%

Based on the aforesaid results, we report that the ordinary resolution as set out in Item No. 3 of the Notice of the AGM dated 22<sup>nd</sup> May 2021 has been passed with requisite majority.

**For V.JHAWAR & CO  
Company Secretaries**

  
 Vikram Jhawar  
 Prop.  
 M.No-10300  
 CP No. 11204

Date: .09.09.2021  
 Place: New Delhi  
 UDIN-F010300C000927810



Amber Enterprises India Limited

Annual Report

20<sup>20</sup>/<sub>21</sub>



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For more investor-related information please visit  
[www.ambergrouppindia.com/agm-annual-reports-results/](http://www.ambergrouppindia.com/agm-annual-reports-results/)

### Disclaimer

This document contains statements about expected future events and financials of Amber Enterprises India Limited, which are forward looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.

### Investor information

Market Capitalisation as at 31st March, 2021	: ₹ 11,172 Cr
BSE Code	: 540902
NSE Symbol	: AMBER
Bloomberg Code	: AMBER:IN
AGM Date	: 09 September 2021
AGM Mode	: Video Conference

**Our purpose and passion have always been  
to take your comfort higher**

What motivates us to pursue more?  
It's always the customers whom we  
serve. As the world looks forward to  
a transformed surrounding, we at  
Amber ensure you improved product  
offerings to make this world a  
comfortable place for one and all.

₹ **3,03,052** Lakh

Revenues in 2020-21

₹ **22,858** Lakh

Operating EBITDA\* in 2020-21

₹ **8,328** Lakh

PAT\*\* in 2020-21



\*Operating EBITDA is calculated as net profit / loss for the year / period plus total tax expense, exceptional item, finance costs, depreciation and amortisation expenses, loss on sale of fixed Assets, Impairment of fixed Assets, foreign exchange loss and mark to market loss on forward contracts minus other income for the relevant fiscal year / period  
\*\*PAT: Profit after Tax





## About Us

We are the leading one-stop solution provider for India's HVAC Industry ensuring comfortable and smarter living

Incorporated in 1990, Amber is a market leader in Indian (RAC) and Air Conditioning (AC) industry for Mobility Application such as Railways, Metros, Buses and Defence among others. Amber also offers solutions under commercial air conditioners (CAC) for higher tonnage ACs. Amber is one of the most backward-integrated manufacturer of ACs for static and mobility applications. With a well-diversified revenue base, the Company has curated a portfolio which includes RACs, Components for RAC, CAC, other consumer durables and automobile segment like sheet metal components, injection molding components, heat exchangers, system tubing, motors, printed circuit board assemblies and metal ceilings for metal ceiling industry and Air Conditioning solutions for Railways, Metros, Defence, Bus and Telecom. The Company has 15 manufacturing facilities across five locations in India, strategically located close to customers, enabling faster turnaround.

**15** Manufacturing Plants

Across five Indian States

**4**

R&D Facilities

**Top 10** RAC Brands

Served

**2+** Decades

of Rich Experience

**4**

Acquisitions



### Mission

- » To be the first choice of the customer
- » To add value to their businesses
- » To ensure discipline and implement strong management principles



### Vision

- » To be the No.1 OEM/ODM and parts manufacturing company
- » Provide excellent services to our customers
- » Create growth for all associated with our organisation



### Philosophy

- » Smart working
- » Keep innovating
- » Happiness for all

# One-Stop HVAC Solution Provider for Static and Mobility Applications

## ROOM AIR CONDITIONERS (Inverter and Fixed Speed)

(2 star to 5 star Energy Ratings)

<b>Indoor Units</b>	1 Ton	1.5 Ton	2 Ton
<b>Outdoor Units</b>	1 Ton	1.5 Ton	2 Ton
<b>Window ACs</b>	1 Ton	1.5 Ton	2 Ton

### Room Air Conditioner Components

- >> Heat Exchangers
- >> Copper System Tubing
- >> Multi-Flow Condensers
- >> Printed Circuit Board Assemblies
- >> Sheet Metal Components
- >> Injection Moulding
- >> AC Motors

### Non-Air Conditioner Components

- >> Vacuum formed components
- >> Plastic Extruded Sheets
- >> Washing Machine Tubs
- >> Non-Air Conditioner Motors
- >> Printed Circuit Board Assemblies
- >> Sheet Metal Components
- >> Injection Moulding Components



## COMMERCIAL AIR CONDITIONERS

<b>Cassette (Outdoor Unit)</b>	1 Ton to 4 Ton		
<b>Ductable (Indoor Unit)</b>	3 Ton	5.5 Ton	8.5 Ton
<b>Ductable (Outdoor Unit)</b>	3 Ton	5.5 Ton	8.5 Ton

## ROOF MOUNTED AC FOR MAINLINE COACHES

- >> Standard RMPU
- >> LHB
- >> Double Decker
- >> Meter Gauge



## ELECTRONICS AND REFRIGERATION SOLUTIONS TO RAILWAYS

- >> Cold Unit for Pantry
- >> Hot Case for Pantry
- >> Electronic Control Panel (Switchboard Cabinet)



## ROOF MOUNTED LOCO DRIVERS' CAB AIR CONDITIONERS



## DEFENCE HVAC PRODUCTS

- >> Defence Shelter Air Conditioners
- >> Vertical Slip on Air Conditioners



# Our Manufacturing Footprints



15

Facilities

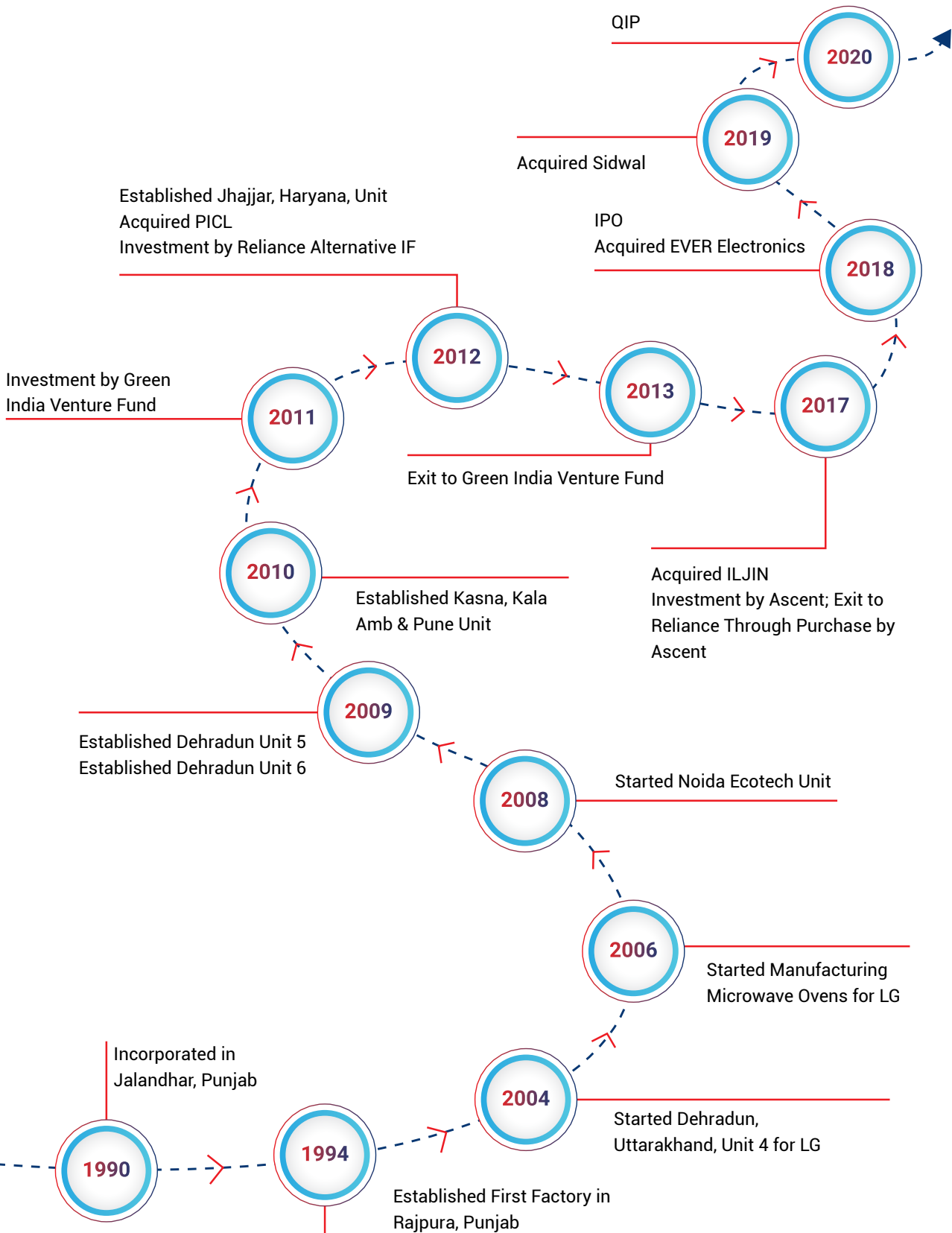


5

States Across India

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind in connection to its accuracy or completeness.

# Our Two+ Decade Journey Towards Comfort



## Value Creation Through Synergies

### PICL

#### Overview

- » Leading induction motor manufacturer for HVAC industry in India
- » 200+ models and serving marquee customer base
- » Market: Serves domestic and export market

#### Products

- » Nema frame
- » RAC ODU/IDU
- » BLDC Motor

#### Customers

- » Amber
- » Blue Star
- » Carrier
- » Daikin
- » East West (US)
- » Hitachi
- » Panasonic
- » Samco (KSA)
- » Voltas
- » Whirlpool

### ILJIN & EVER

- » Iljin & Ever are market leader in PCB Assemblies
- » Two decades of experience in providing solutions in the home appliances and automobile industry
- » Strong R&D capabilities, resulting in one-stop solution

- » PCB assemblies for Inverter and fixed speed Air conditioners, refrigerators, washing machines, microwave ovens, automobiles, TVs etc.

- » Bajaj
- » Blue Star
- » Hitachi
- » IFB
- » LG
- » LS Automotive
- » Panasonic

### SIDWAL

- » Wide product offerings in mobility applications
- » First company to provide indigenised solutions for roof-mounted package units (RMPU) for Indian Railways and Metros
- » Market: Indian Railways, Metro, Defence, Bus and telecom

- » Precision AC for telecom
- » Roof mounted packaged ACs
- » Pantry for railways
- » Specialised Air conditioning solutions for Defence
- » MIL grade AC
- » Saloon HVAC

- » Alstom
- » BEML
- » CAF
- » Delhi Metro Rail Corporation
- » Hyundai-Rotem
- » Indian Railways
- » Siemens

## Developing on Insights, Creating Niche

Through technology and innovation we remain committed towards product development. By consistently upgrading our products and process technology, our R&D capabilities enable us to roll out customer-centric designs, which are environment friendly and sustainable at the same time.

Our R&D department consists of qualified engineers and have best-in-class infrastructure, including performance test labs, reliability testing facilities, 3D modeling, unigraphics, quality and product testing, psychometric labs and anechoic sound chambers. The National Accreditation Board for Testing and Calibration Laboratories ("NABL") has accredited it.

In addition to our wide range of room ACs with multiple SKUs across all star rating and tonnage, including inverter ACs, we have successfully launched our wide range of offerings in the commercial air conditioner segment too. We are continuously investing in R&D for new product developments and to introduce more energy-efficient products. We are also expanding our product portfolio in the commercial air conditioning space to leverage and increase our wallet share among our existing customers as well as new clients.



We have the ability to manufacture most of our products from the concept and design stage till the final delivery, thereby covering the entire manufacturing value chain

The Company has its R&D support based on:



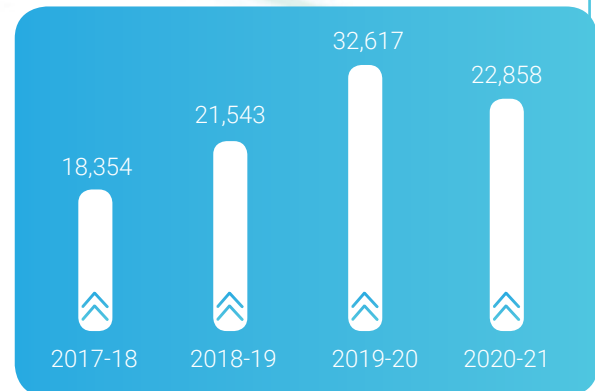
## Comfortable Numbers

(On consolidated basis\*)

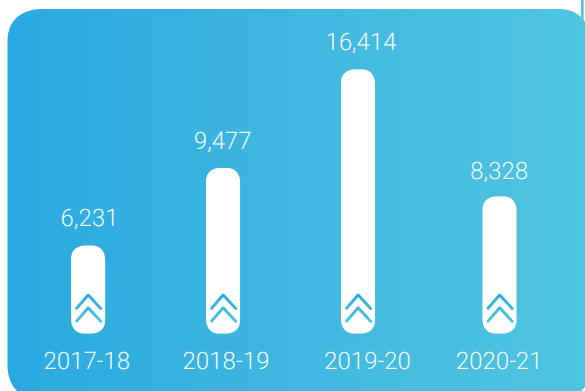
### Revenue from Operations (₹ in Lakh)



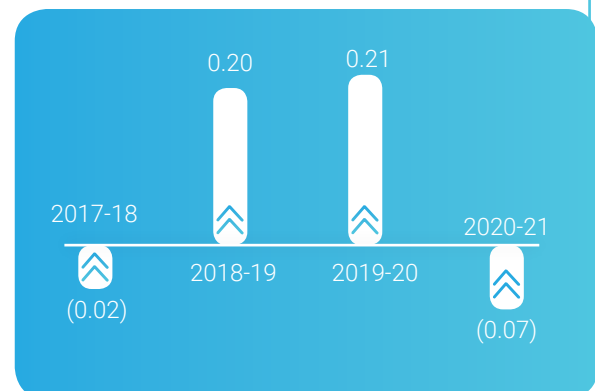
### Operating EBITDA# (₹ in Lakh)



### PAT (₹ in Lakh)



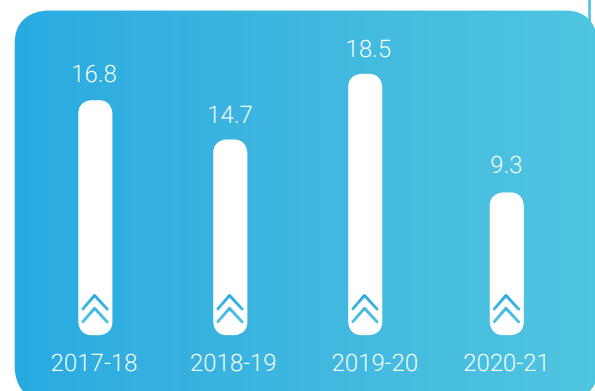
### Net Debt Equity Ratio



### ROE (%)



### ROCE (%)



#Operating EBITDA is calculated as net profit / loss for the year / period plus total tax expense, exceptional item, finance costs, depreciation and amortisation expenses, loss on sale of fixed Assets, Impairment of fixed Assets, foreign exchange loss and mark to market loss on forward contracts minus other

PAT: Profit after Tax  
ROCE: Return on Capital Employed  
ROE: Return on Equity

\* Figures for previous years have been recalculated wherever required to make them comparable with the FY 20-21 numbers.



## Chairman's Message



Hope you are doing well. After a difficult year, you and I should be now confident that we shall surely see the light of the day.

To me and I am sure for several others, the year was more of a schooling, where lessons were learnt and solutions were found. The year taught us how to transform and overcome the challenges that the Covid-19 pandemic had to offer. When we arrived at solutions that were in favour of our stakeholders even in the peak of Covid-19, there was a renewed trust in the brand among our customers.

Personally, I would never derive negativity out of the pandemic. Rather, it enlightened us with newer ways of handling problems while embracing change. It helped us overlook the adversities of change, while seizing the emerging opportunities to improve and try new things. Last but surely not the least, the pandemic enabled us to achieve a healthy mind about anything that came our way.

However, the Covid-19 pandemic was not just a flu. It was intense and damaging for businesses like the ones we are in. Soon after the first cases of the virus were reported and the nationwide lockdown was brought into force, the months that followed tested our mettle. During the year, revenue from operations were recorded at ₹ 3,03,052 Lakh as against ₹ 3,96,279 Lakh last year, a 24 % drop. For the year, RAC contributed 55% of the total revenue, while components and mobility application contributed 45% of the revenues. Operating EBITDA was seen at ₹ 22,858 Lakh as against ₹ 32,617 Lakh last year, a 30% drop, as various cost rationalisation programmes aimed at curtailing fixed and semi-variable expenses helped us off-setting the downside risk.

The consumer durable industry is in the middle of a positive thrust, as consumers have identified the need to make their living space comfortable. They have understood that even if the situation returns to normal, they will have to spend more time at home. People are, thus, opting for value-added products that help them multitask and make their lives simpler.

## At Amber, we are at the cusp of capitalising on this structural shift with our foray into Room ACs as well as other consumer durable items on the components side.

For us, the year began with a sharp drop in sale of air conditioners owing to the nationwide lockdown that halted economic activities during peak summer. However, with the easing of lockdown, demand shot up in Tier-II and Tier-III cities. Sales gradually started picking up in the 2nd and 3rd quarters of the financial year. Further, the take-off in online purchases gave us the confidence that people are now seeing air conditioners no longer as a luxury product but a necessity. The 3rd quarter demand was also aided by strong festive season sales, retailers adopting the omni-channel strategy to cater to consumers across channels, affordable finance schemes offered by retailers, extended warranties and same-day installation services helped attract first-time consumers.

In our Sidwal business, we are observing a good traction in the Railways and Metro segments as Government focuses more on comfortable travel. Despite Covid-19 challenges, we acquired new orders and strengthened our order book despite weak economic scenario. We have also strengthened our product portfolio for Railways, Metros and Bus Air Conditioning in Sidwal with surge in demand for air-conditioned coaches and multiple upcoming Metro projects across the country.

Going forward, we are optimistic of advancing this segment as well.

Further, the Indian Government took a very positive step – *Aatmanirbhar Bharat* – in making the nation self-reliant. To reduce India's import dependency, the Government selected 12 champion sectors to make them the global manufacturing hub and the AC industry was one of them. A ₹ 5,000 Cr worth of incentives were provided to the AC and its component manufacturing industry as a part of the PLI scheme. This solidified our position in the market.

In Amber's journey forward, the words Environment Social and Governance (ESG) has a very deep connect with climate change, good labour practices, consumer security, good corporate and social governance, business and social ethics. Our sustainability structure and integrated business model developed over the years have allowed us to constantly create value and benefit from the opportunities emerging from this transition, while limiting the related risks.

The sustainability agenda comprises aspects related to resource conservation, energy efficiency, environment protection, enrichment and development of local communities in and around its area of operations (Refer page 14). We have aligned all our business strategies on the foundation of ethical and transparent business operations and continue to follow the highest standards of corporate governance and consider it more of an ethical requisite than a regulatory necessity. It is a matter of great pride that our success over the years has come without ever compromising on

integrity or environment and social obligations.

Another key priority for the Company is occupational health and safety at the workplace. We have accepted it as a responsibility to maintain a safe working environment for all. We give utmost importance to our employees and associates and inculcate safety awareness among them.

In our forward stride, we aim to leverage our potential and grow on the opportunities, which will arise from the Government's push for green energy and stringent environmental norms. With the growth opportunities we foresee on the domestic and export front, along with Government support, we believe we are well positioned to capitalise on what is coming. Our focus would remain on customer-centric design development, cost reduction and resource optimisation. We shall keep technological innovations at the forefront to meet our sole purpose of stakeholder satisfaction and expectation of business. Our constant endeavour would be to increase penetration and increase our wallet share in the existing customers, continuously add new customers, create a foothold in the exports market and enhance our products with new technologies with focus on R&D.

Finally, I would take this opportunity to thank our employees and associates, who remained devoted to their responsibility amid a pandemic. They are the ones who ensured light prevails over darkness.

Best Regards,

**Jasbir Singh**  
Chairman & Chief Executive Officer

A decorative horizontal line with two red and blue arrows pointing to the right.

### Harnessing Innovation for Environmental Outcomes:

Amber has a long-standing commitment to drive environmental progress. We have leveraged our people, capital and ideas to expand innovative clean energy solutions for our clients, helping them transition to a low-carbon future.



### Investing in Our People:

We are committed to recruiting and retaining the best talent. This requires sourcing our people from a diverse talent pool and investing in them at every step of their career. From first-year analysts to senior partners, we focus on training, engaging and providing the right environment to our people to achieve their maximum potential. This helps us create value for our clients, shareholders and communities.



## Ensuring Effective Oversight Through Sound Governance:

We remain committed to upholding sound governance practices to protect the long-term interests of our shareholders and create enduring value for our firm and all stakeholders.



# Environment

We are embedding environmental sustainability throughout our products, services, operations, and culture to drive efficiencies and responsible resource use, while creating comfortable, safe, and healthy workplaces for our stakeholders. We are focused on reducing our energy consumption and greenhouse gas emissions, increasing our operational efficiency, and advancing clean technology and innovative solutions. We believe that climate change continues to be one of the most urgent environmental and social issues of our time, and we are working across our value chain to help accelerate the transition to a low-carbon economy. This and further to reduce the impacts of climate change on our business, communities, employees, and customers.

## Steps taken by the Company to reduce energy consumption:

The Company is consistently enhancing its renewable portfolio through solar power plants. In pursuit of continued improvement in energy conservation, the Company took the following steps:

### Energy

Installed AC Variable frequency drive VFD at air compressor, cooling tower, grinders for energy saving up to 47100Kw

Installed section-wise energy meter and monitor it on daily basis for analysis to control the consumption

Changed Ceramic Insulated heater for increased efficiency and reduce cycle time with energy savings of 104000Kw

Installed AIRTRON AC SAVER controller and reduced electricity consumption from 11 to 7 KWH

Implemented biofuel additive to increase the efficiency and reduce diesel consumption in paint-shops and gensets

Increased parts in ETP basket (paint shop) to reduce LPG consumptions

Shifted from water chiller to high pressure pump in vacuum forming

Installed motion sensor in office and sensors at stencil jigs

Installed timers on air conditioners, lights and street lights

Programmes aimed at improving energy efficiency:

Use of natural lighting and natural ventilation

Encouraging go-green initiative in the manufacturing units

Installing solar plants at various manufacturing units

Transparent sheets installed for electricity saving in daytime

Programmes aimed at saving water:

By harvesting rainwater, reducing usage and recycling water

By installing heat exchanger in sheet line

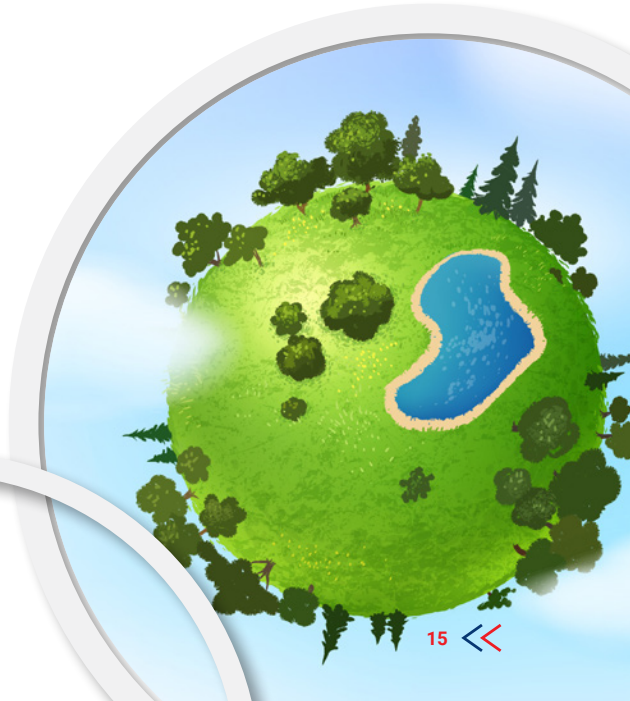
By using STP water in gardening, along with sprinklers, to reduce water consumption

By laying thrust on zero waste to land fill and circular economy

Reuse RO wastewater for floor cleaning and urinals

Adopted a pond and maintain it too at Greater Noida

Reuse DM water via regeneration plant to make DM water again



## Social

At Amber, we aim to work every day with the highest standards of integrity and operational excellence to deliver what's expected of us by our stakeholders. Being our best takes all of us working together with a shared understanding of what we do and how we do it. Our past provides perspective and guidance, but we are moving with urgency and optimism towards our future. Approaching our work in newer ways and challenging past perspectives helps us make the most of the meaningful opportunities that exist across all of our businesses. We are changing the way we run the Company and redefining parts of our culture in order to be more effective.

### Employees

At Amber, people are our key differentiators. We believe in the philosophy of continuously training our workforce to make them future ready. It is their determination, dedication and dependability that gives us a competitive advantage. We focus on bringing talented people on-board, sharpen their skills through training and motivate them to collaborate and innovate with experts to upgrade their skills.

A comprehensive training structure is laid down for all employees. In addition to the induction training, regular training on job-related modules is also provided to help employees improve continually in the performance of their duties. Such initiatives help attract and retain the best talents across the industry. Safety training is also a part of our overall training module and it's mandatory for all employees to undergo the same.

### Environment Health Safety

The Company has a structured health and safety policy. Ensuring a secured workplace has always been one of the highest priorities for Amber. We believe all three parameters are crucial for a sound work environment. The Safety Management System of the Company is designed to reduce the risk of incidences and injuries. This system includes safety rules, safety procedures, safety training, hazard identification, correction, incident reporting and investigation, capturing near-miss accidents, safety communications and safety suggestions.

During Covid-19, we ensured that all our employees reporting for work follow the Government protocols regarding the pandemic. All employees in the plants were made aware through small training sessions and visual displays on the Dos & Don'ts. Employees who showed slightest of symptoms were provided medical support and guidance through the Company nominated doctors and consultations with various health agencies.

### During FY 2020-21, the Company undertook the following initiatives to improve EHS parameters:

- » Monitored even minor incidents. Taking suitable measures have reduced the minor accidents in the FY significantly
- » Standardised plant safety rounds and gap analysis. Presence of plant heads have been made mandatory to improve the effectiveness of safety rounds
- » Conducted mock drills every quarter at all the locations and reviewed learnings
- » Made safety trainings a part of the employee induction and training calendars

### Communities

#### Key CSR areas in which the Company contributes are:

- » Promoting education
- » Promoting vocational skill development
- » Promoting healthcare, sanitation and making safe drinking water available
- » Promoting gender equality, empowering women
- » Setting up homes and hostels for women and orphans
- » Setting up old age homes, day care centres and other such facilities for senior citizens
- » Conserving natural resources and maintaining quality of soil, air and water
- » Contributing to the PM Cares Fund



### Govt School Projects (Work in Progress)



### Hospital Projects



### Promoting Education and Woman Empowerment Programs



### Promoting Healthcare Including Preventive Healthcare



### Government Girls School Shahabad





## Governance

Our Board is committed to provide sound corporate governance and oversee the Company's efforts to set and reinforce its culture. We expect our management team and employees to share a common understanding of expectations to create a more consistent culture – doing what's right, acting with integrity, and holding ourselves accountable.

### Board of Directors

Our Board of Directors has enhanced its composition, oversight, governance practices and continues to focus on succession planning and effective oversight of the business. Over the last few years, the Board has undergone significant refreshment to enhance the financial services, regulatory, financial reporting, business operations, corporate governance skills and experiences represented on the Board.



The Company believes in promoting a fair, transparent, ethical and professional work environment by upholding the highest standards of ethics, professionalism, honesty and integrity. It is committed to developing a culture where it is safe for all employees to raise concerns about any unacceptable practice or any event of misconduct. The organisation provides a platform for directors and employees to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrong doing within the Company without fear of reprisal or victimisation. Further, assurance is also provided to directors and employees that prompt action will be taken to investigate the complaints made in good faith.

To ensure that investors do not suffer due to sudden or unplanned gaps in leadership, the Company has formulated a policy on succession planning for the Board and senior management. The Company recognises the importance of the process to Succession Planning to provide for continuity in the smooth functioning of the organisation. There are certain positions in the Company that are key to its current and future growth. It is, therefore, important that these positions are assigned to duly skilled and best possible incumbents. It is critical to fill up such positions well in time to avoid any leadership gap.

## Board of Directors

### Mr. Jasbir Singh

Chairman and Chief Executive  
Officer  
DOA: 25 August 2017

A C R

### Mr. Daljit Singh

Managing Director  
DOA: 25 August 2017

S C R

### Mr. Manoj Kumar Sehrawat

Nominee Director  
DOA: 12 January 2017

N S C

### Dr. Girish Kumar Ahuja

Independent Director  
DOA: 20 September 2017

A N

### Ms. Sudha Pillai

Independent Director  
DOA: 20 September 2017

A C

### Mr. Satwinder Singh

Independent Director  
DOA: 20 September 2017

A N S



- A AUDIT COMMITTEE
- N NOMINATION AND REMUNERATION COMMITTEE
- S STAKEHOLDER RELATIONSHIP COMMITTEE
- C CORPORATE SOCIAL RESPONSIBILITIES COMMITTEE:
- R RISK MANAGEMENT COMMITTEE

- Chairman – Independent Director
- Member – Independent Director
- Member – Director
- Member – Nominee Director



## Corporate Information

### Mr. Kartar Singh

Chairman Emeritus

### Mr. Jasbir Singh

Chairman & Chief Executive Officer

### Mr. Daljit Singh

Managing Director

### Mr. Manoj Kumar Sehrawat

Nominee Director

### Dr. Girish Kumar Ahuja

Independent Director

### Mr. Satwinder Singh

Independent Director

### Ms. Sudha Pillai

Independent Director

## Key Managerial Personnel

### Mr. Jasbir Singh

Chairman & Chief Executive Officer

### Mr. Daljit Singh

Managing Director

### Mr. Sanjay Arora

Chief Executive Officer - Electronics Division

### Mr. Udaiveer Singh

Chief Executive Officer - Mobility Application Division

### Mr. Sachin Gupta

Chief Executive Officer - RAC and CAC Division

### Mr. Sudhir Goyal

Chief Financial Officer

### Ms. Konica Yadav

Company Secretary & Compliance Officer

## Registered Office

C-1, Phase II, Focal Point, Rajpura Town - 140401, Punjab

## Statutory Auditors

M/s Walker Chandio & Co. LLP

Chartered Accountant

7th Floor, Plot No. 19A, Sector 16A, Noida - 201301, Uttar Pradesh

## Registrar & Share Transfer Agent

KFin Technologies Private Limited having its Registered Office: Karvy Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi, Telangana - 500032

Tel: 040 - 67161527

Fax No.: 040 - 23420814

Email: einward.ris@karvy.com

Website: www.kfintech.com

## Corporate Office

1st Floor, Universal Trade Tower, Sector-49, Sohna Road, Gurgaon - 122018, Haryana

## Key Bankers/Lenders to our Company

Bajaj Finance Limited

Citi Bank N.A.

DBS Bank Limited

Federal Bank

HDFC Bank Limited

ICICI Bank Limited

IDFC First Bank Limited

IndusInd Bank Limited

Kotak Mahindra Bank Limited

RBL Bank Limited

Shinhan Bank

Siemens Financial Services Private Limited

Standard Chartered Bank

Tata Capital Financial Services Limited

Yes Bank Limited

# MANAGEMENT DISCUSSION & ANALYSIS

## INDIAN ECONOMY

The outbreak of Covid-19 impacted India's growth recovery severely. As the financial year 2020-21 started, the whole country was soon under one of the strictest lockdowns anywhere in the world. The first quarter of 2020-21 was wiped out, with a huge contraction. Moreover, restrictions to people's movement not only severely affected incomes and consumption, but they also proved largely unsuccessful in containing the spread of the virus. As a result, the fall in economic activity proved to be larger than we had envisaged in mid-2020. However, the government took various measures to revive economy through structural reforms and initiatives. There were several attempts made by the Government which increased its impetus on making India a self reliant nation. The initiative Atmanirbhar Bharat, priorities to MEMEs, financial support, liquidity and welfare, agriculture, power distribution, mining, health, rural employment, and housing sector reforms. And it focused on import substitution, reviving demand, and export oriented industrialisation.

After a harrowing two consecutive quarter in view of Covid-19, the Indian economy started to gain momentum. The concerted efforts by the Government helped India see the light at the end of the tunnel in its third quarter with a growth of 0.4%. Going further, India is projected to grow at an impressive rate of 12.5% in 2021-22, growing at a much faster pace to make up for the unprecedented contraction of 8% in 2020-21 that it clocked during the COVID-19 pandemic in 2020.

## OUTLOOK

India's economy, estimated to contract by 8% in 2020 due to the coronavirus pandemic, is forecast to record a stronger recovery in 2021 and grow by 12%. It is estimated

that India's current fiscal year budget points to make a shift towards demand-side stimulus, with an uptick in public investment. In the financial year India's economic growth is projected at 12.6% by Organization for Economic Co-operation and Development (OECD) which would enable India to retain its earlier tag of the fastest growing large economy in the world. The discretionary fiscal measures announced in India during the budget will add to the overall support. However, the V shaped spike in Covid cases is expected to impact the 'V' shaped recovery projected for the Indian economy.

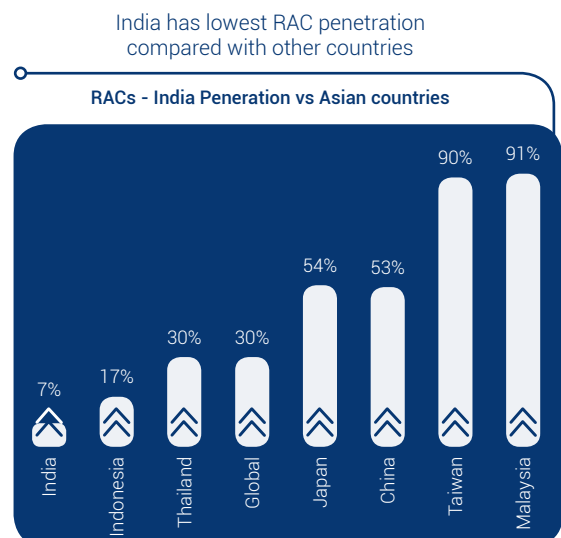
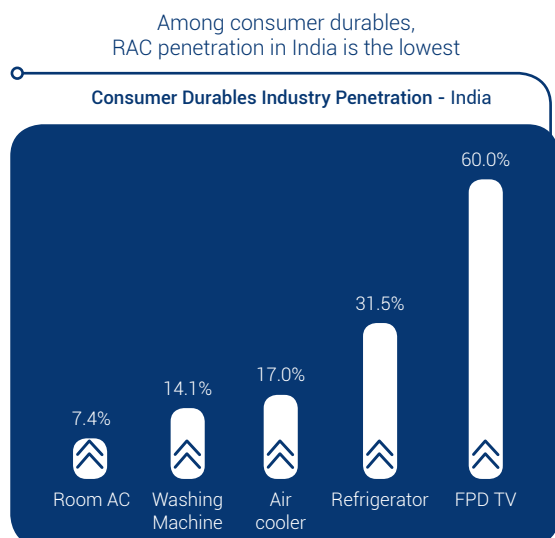
## INDUSTRY OVERVIEW

### Room Air Conditioners (RACs)

The India Room Air Conditioner Market is projected to grow at a CAGR of 14% to 15% between 2020-2026. Split air conditioners dominate the market with an estimated 88% share and the trend is expected to continue. There is a continual shift toward inverter ACs, a key contributory factor being the merger of energy ratings for fixed and inverter compressors, and the decreasing price differential between fixed and inverter ACs.

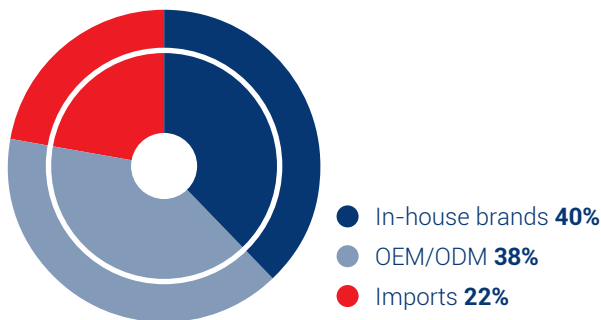
India room air conditioner market would register healthy growth in the coming years on account of strengthening residential sector, growing retail & hospitality sectors, rising construction activities across new housing societies along with establishment of SMEs & commercial hubs. Additionally, growth in number of construction projects across all metro & tier-2 cities along with increasing government spending towards public infrastructures would further increase the demand for room air conditioners in the country in the coming years. With pandemic forcing the working class to work from home, this shift is expected to fuel growth of RAC, along with replacement cycle.

(Source: tvj.co.in)



## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

### Break-down of RAC sourcing (%)



### BUSINESS OVERVIEW

#### About Amber

Amber, incorporated in 1990 has now evolved into a complete RAC solution provider with products ranging from CBU units to basket of components for RACs and HVAC industry. The company has 15 state-of-the-art manufacturing units across 5 states in India, equipped with latest and advanced technologies and 4 R&D facilities. It caters to all the top-10 AC brands in the country. Amber has increased its backward integrated capabilities over the last decade and has successfully acquired PICL, an electric motors company in 2012, followed by IL JIN in 2017 and Ever Electronics in 2018, which manufacture PCBAs in India.

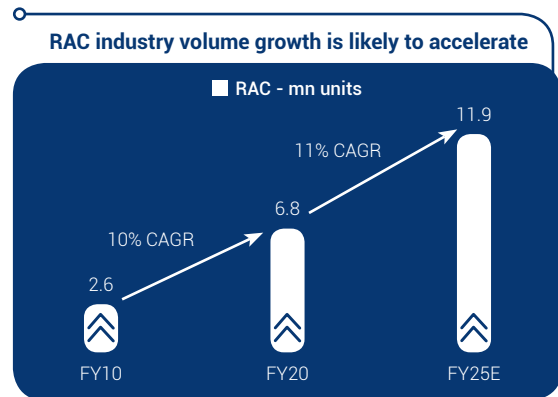
Further in 2019, it acquired Sidwal, giving Amber access to the mobility-HVAC industry such as railways, defence, buses, metros, telecom and commercial ACs. It is headquartered in Delhi NCR with the capability to undertake the entire HVAC manufacturing process for mobility applications in-house. This has helped the Company enhance its presence in existing markets while entering new ones.

#### Room Air Conditioners

Contributing 55% to revenue, Amber's RAC segment includes manufacturing complete range of RACs including window air conditioners (WACs), indoor units (IDUs), and outdoor units (ODUs), of split air conditioners (SACs). The specifications of these RACs range from 0.75 ton to 2 ton, across energy ratings and types of refrigerants. The Company also manufactures Inverter RACs ranging from 1 ton to 2 ton. Amber also manufactures functional components of RACs like heat exchangers, motors & multi-flow condensers, and inverter PCBAs. It also manufactures other RAC components like sheet metal components, copper tubing, and injection moulding components.

#### Components

Amber manufactures components for other consumer durables and automobile application like case liners for refrigerators, plastic extrusion, sheet metal components. Amber is also a comprehensive manufacturer of printed



circuit board assemblies. These PCBAs find applications across air conditioners, washing machines, refrigerator, microwave, TVs and automobile industry.

#### Mobility Applications Air Conditioners

Business of Mobility Applications Air Conditioners caters diverse clients ranging from the Indian railways to metro rail, Bus, Defence and Telecom. Pioneering the all-indigenous development of Roof Mounted Modular Compact Air Conditioner for Rail Coaches in 1991, the Company has successfully developed and delivered 16,000 AC Units duly tested and approved by Research Design & Standards Organization (RDSO), Ministry of Railways, Government of India. These AC units were for higher speed trains like Shatabdi Express, Rajdhani Express for Indian Railways as well as Gatimaan Express & Tejas Express Trains and new Vande Bharat express which is also known as Train -18

### STRENGTHS

#### Established market position and diversified clientele

Amber's key customers include leading RAC brands such as Bluestar, Daikin, Godrej, Hitachi, LG, Panasonic, Samsung, Voltas, and Whirlpool, who cumulatively control more than 75-80% of the RAC market in India. The product approval cycle, especially for leading brands, can be as long as 3-4 years for certain critical components and Amber has been supplying to all the major brands since over 5 years. Amber has been able to increase its client base due to its capability of customising and improving its product portfolio as per client requirements, providing end-to-end product solutions and shorter delivery times due to proximity of its units from client's plant locations.

**Portfolio of components:** Our wide range of offerings include Air conditioners and Non-Air conditioners components. With our product development expertise and capabilities in the manufacturing of RACs and components, we are a one-stop solutions provider for the RAC industry. In addition to designing and manufacturing complete WAC, IDUs and ODUs, we offer solutions for critical components like heat exchangers, multiflow condensers, PCBAs & motors for Air Conditioners, case liners for refrigerators, PCBAs for refrigerators, microwave,

## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

washing machine, automobile, TV etc. We are not just witnessing impetus in our core business but also from our component segments.

Besides, we have successfully built our product portfolio after going through the longer approval cycle. The long validation cycle of functional components proves to be a key differentiator for us over our competitors. Today, we have gained confidence of our customers as we complete more than 8 eight years of average relationship with them.

### Portfolio of mobility applications

Along with RAC and RAC components, its latest acquisition of Sidwal has expanded Amber's product portfolio. Sidwal is the market leader in railway/metro/bus/defence & telecom HVAC solutions with a dominant market share; it has a track record of supplying over 16,000 HVAC units for mainline coaches and over 2,000 HVAC units for metro coaches. This acquisition gives Amber entry into high entry barrier and long approval cycle industries such as Railways, Defence, Buses and Commercial ACs. It also enhances the addressable market size for Amber.

### R&D and Innovation

Customers' demand for higher performance and top quality products is growing rapidly in the RAC industry. Amber believes high value added and technology-driven components will provide opportunities to capture shifts in customer preferences as well as evolving regulatory requirements, such as heightened energy efficiency requirement. Our high value added and innovative products, has helped us to become a preferred supplier to customers, thus taking the opportunity to consolidate our position with customers and increase the share of its supply need. To enhance the R&D capabilities we are undertaking a number of short-term and long term R&D initiatives. In addition, we intend to implement improvements to R&D processes through virtual validation and computer aided engineering analyses, rapid prototyping, accelerated testing and improved problem solving efficiency.

### Backward integration

Amber currently manufactures 60% of the components for WAC; for split ACs, it manufactures 80% of the indoor unit and 65% in the outdoor unit. Barring compressors, packaging and C class items, Amber manufactures the entire range of components needed for RAC manufacturing. Amber excels in product development and manufacturing solutions with inhouse designing, tooling, and validating to final assembling and testing capabilities. Most of the operations are backward-integrated and the processes are carried out in-house.

### Geographical Spread

Amber's has a total of 15 manufacturing facilities which are spread across India. The strategically located plants of the Company near to the customer clusters allow just in time and cost-effective delivery to the customers. Our multiple manufacturing locations also allow us optimally utilise facilities thereby enabling us to effectively distribute manufacturing across them. This helps in handling simultaneous demand schedules of multiple customers on just in time basis.

### OPPORTUNITIES AND THREATS

#### Room Air Conditioner

- Increases in per capita income over time: India's current per capita income equals China's per capita income of 2007. We expect India's per capita income to increase at a CAGR of 7% (on the basis of average GDP growth of 6-7% and population growth of 1% - based on GSe), vs China's last decade CAGR of 9.5%, and expect India to reach China's current per-capita income in the next 10-12 years.
- Improved availability of electricity: India's electricity penetration has increased from 65% in 2010 to 99% in 2019 through the launch of schemes such as DDUGJY (Deen Dayal Upadhyaya Gram Jyoti Yojana) & Saubhagya. We expect the expansion of the power grid coupled with a better power supply to further support AC penetration in the country.
- Gradual recovery in real estate: India's real estate market has softened over the past few years with a sharp decrease in the number of new launches due to multiple reforms like the Real Estate Regulatory Act (RERA) and demonetization. However, with unsold inventory declining (peaked in CY Q4 2016) we see a pick up in real estate activity over the medium term as the supply overhang declines.
- Rising temperatures: India has seen a sharp rise in temperatures over the past decade. The Indian Meteorological Department forecasts warmer than normal temperatures with Northwest and Central India likely to be above normal by more than 1 degree Celsius in the next few years. The National Academy of Sciences in the US estimates India to have one of the highest potential for ACs based on its higher annual CDDs — a cooling degree day (CDD) is a measurement designed to quantify the demand for energy needed to cool a building. It is the number of degrees that a day's average temperature is above 18 degrees Celsius.
- Changing perception among Indian consumers who now see ACs as a utility product over luxury product alongwith shortening of replacement cycle.
- Work from home culture has also contributed in the growth of the RAC industry.

## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

### Government impetus on curbing imports opens a large opportunity

- Governments focus on Self Reliant (Atma Nirbhar) India has led to special focus on the RAC Industry. The total import of RACs in India stands at INR 40bn, 30% of the industry. Apart from this, RAC component imports stand at INR 70bn, thus taking the total RAC and component imports to INR 110bn. Of this, 70% flows in from China and Thailand.
- Also, in the month of Oct-2020, the Government banned import of refrigerant filled RACs.
- This opens up a significant immediate opportunity for the outsourcing industry. Imports of CBUs are estimated at 2 million units (INR 40bn), representing 30% of industry volumes of 7 million units (INR 140bn). Of this, 75-80% comprises CBUs pre filled with refrigerants, forming a near term opportunity of INR 30bn- 32bn.
- While all import business may not immediately shift to local players, the move is well thought out. Some AC manufacturers have increased in-house manufacturing capacity, but many importing companies do not have local manufacturing facilities. Outsourced players like us will offer them solution of an assembling line to meet their near term demand, as they progress to shift for local production over 18-24 months. We believe this would increase the share of outsourcing of ACs from 40% to 50-53%.
- The PMP (Phased Manufacturing Programme), which was successfully implemented in the mobile phone category, is set to be implemented for ACs. Under PMP, the government plans to restrict imports of components/equipment in the 1st phase by raising duties and introducing import restrictions on motors, compressors, PCBAs, etc. over a 5 year period. Under Phase 2, raw materials such as copper and aluminium will be indigenised. The government aims to create wide scale manufacturing infrastructure for RAC components in India, which would help curb imports and provide export opportunities. The same was implemented for compressors, for which the industry is witnessing a growth in consumption of domestically manufactured compressors..
- The Government recently extended the Product Linked Incentives (PLI) scheme to ACs, thus making it one of the 12 champion sectors identified to make India a global manufacturing hub. The scheme is targeted at substituting imports of components, which currently stand at ₹ 110bn by reducing the disability factor by 5%. The incentive amount proposed for RACs under the PLI scheme stands at ₹ 50bn. The incentive rate is 4-6%, the planned output over the financial year 23-28 (5 years) could be almost ₹ 1.25tn. At the end of 10 years, industry bodies such as CEAMA

and RAMA expect annual sales to reach ₹ 1tn vs. ₹ 198bn currently. The scheme is expected to increase domestic value addition from 25% to 75%. This is also likely to open up opportunities for exports from India, which are currently negligible.

### HVAC & Mobility Segment

- Rising number of offices and other commercial buildings, and hospitality sector's expansion will drive the HVAC segment's demand
- Increased Government investments towards metro stations and airports have increased the adoption of HVAC systems
- The current under progress of 1700 km long metro rail network in 27 cities in India will bolster demand for mobile ACs
- The Indian railway's plan to upgrade all its trains capable of running at a maximum speed of 120 kmph and beyond with special air conditioned coaches is expected to demand for more HVAC systems

### THREATS

Seasonality and general slowdown: Amber's sales are directly co-related to the performance of the RAC industry. Any slowdown in the industry because of general economic conditions, seasonal trends, evolving regulatory requirements, government initiatives, trade agreements and other factors can impact top line for Amber.

Setting up of local facilities by large Chinese manufacturers: Large oversea manufacturers from China and others can set-up large plants for various components which can increase competition for Amber. Foreign companies can setup large plants with high level of automation, thus achieving economies of scale that can reduce price points of components, thereby reducing industry attractiveness.

### Subsequent Waves of COVID-19/Pandemic:

With the second wave of COVID-19, the Government again imposed lockdowns and related restrictions to curb the spread of virus. This has resulted in disruptions to the business activities in certain states. This poses a threat to the sustenance of growth momentum and has a potential to adversely impact our operational performance. Going forward, the new strain of the virus, is expected and can cause disruptions which may impact our value creation process, thereby negatively impacting Company's progress.

### FINANCIAL PERFORMANCE

On a consolidated basis, total revenue stood at ₹ 303,052 Lakh in financial year 2020-21 as compared to ₹ 396,279 Lakh in financial year 2019-20. Further, the Company achieved Operating EBIDTA of ₹ 22,858 Lakh in financial year 2020-21 as compared to ₹ 32,617 Lakh in financial year 2019-20. Net profit stood at ₹ 8,328 Lakh for financial year 2020-21.

## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

Particulars	FY 2020-21	FY 2019-20
Debtors turnover	2.83	4.64
Interest coverage ratio*	3.93	5.56
Current ratio	1.31	1.20
Net debt equity ratio	(0.07)	0.21
Operating EBITDA margin (%)	7.54	8.23
Net profit margin (%)	2.75	4.14

\* Interest Coverage Ratio = EBIT / Finance Cost

### Risks and Concern

Management recognizes the following principal risks that may influence decisions made by investors given their significant impact on business conditions as stated in the securities report, and among matters pertaining to accounting status, consolidated companies' financial status and business performance, as well as cash flows. Our risk management system addresses the increasingly complex risks that we face in our day-to-day operations. The risk management system conducts risk analysis of economic and social changes and implements preventive measures that are best suit for the Company. The following risks are attributable to our business.

#### Risks related to changes in the market environment

The Company develops and manufactures products in each of its business domains, chiefly air conditioning, as it grows its business nationally and globally. The Company strives to raise market share by strengthening its sales network, offer competitive products and services, and to cut fixed costs in order to expand its business and enhance profitability. Nonetheless, in the event of rising instability in the political situation, economic contraction, inclement weather, sweeping pandemic or other cause of deteriorating market conditions, there is a possibility that demand will decline, or also for its products, and that business expansion and increase in profitability will not progress as planned. As a result, there is a possibility of an impact on the Company's financial situation and management performance.

**Pricing pressure from customers, commodity, and currency fluctuations:** Clients often pursue price reduction negotiations with suppliers as their volumes increase. Hence, continuous market share gains and widespread client base is essential to improve profitability. Also, sharp fluctuations in commodity prices and currency can impact gross margins for Amber.

In addition, because the Company engages in foreign currency-denominated transactions in raw materials and parts procurement and in the sale of goods and services, there is a possibility that fluctuations in currency exchange rates could impact manufacturing costs and

sales performance. To avoid such currency exchange rate-related risks, the Company undertakes short-term risk hedging via forward exchange contracts and similar instruments. Amber also undertakes medium to long term measures to continuously adjust procurement and manufacturing operations and optimize them for changing currency exchange rate trends, and to balance imports and exports in each currency. Through this, the Company works to realize a business structure that is not greatly impacted by fluctuations in currency exchange rates.

#### Risks related to technology, products, and services:

The Company aims to generate customer value and social value, and makes concerted efforts to develop the technology, products, and services that will consistently lead to customer satisfaction. However, the emergence of new technology, products or services that differ from those anticipated by the Company, or abrupt changes to the market such as rapidly escalating competition, including from new market entrants, may lead to the necessity to amend or transform technology or product strategy. In that event, delays in bringing about new products or services, or launching new businesses, will cause the Company to lose its advantageous position against competitors or new market entrants. As a result, this may impact the Company's financial situation and management performance.

**In-house sourcing by large brands:** If RAC brands discontinue outsourcing of manufacturing of their products or reduce the number of components outsourced by them or if customers decide to perform these functions internally, then Amber's future growth will be limited thereby impacting sales and profitability.

**Risks related to procurement:** In the event management conditions at suppliers deteriorates, or if natural disasters or accidents occur, the Company makes efforts to ensure that raw materials, parts, and other items are supplied in a stable and timely manner, and at reasonable prices. This can be achieved by diversifying its suppliers and dispersing sourcing geographically, as well as by creating parts commonalities and standardization, among other efforts. However, in the short term, it may be difficult to take the measures described above, and in the event of an unforeseen situation, the Company could experience shortages of raw materials and parts, delays in delivery, and other problems. In this case, there is a possibility that this may have an impact on the Company's business. In addition, the Company and its suppliers set prices of raw materials and parts in accordance with a contract. Amber strives to enable procurement at stable prices through long-term contracts and other means, although abrupt changes in the supply and demand environment or fluctuations in exchange rates may make sharp rises in procurement



## MANAGEMENT DISCUSSION & ANALYSIS (Contd.)

prices unavoidable. In such an event, there is a possibility that there will be an impact on the Company's financial situation and management performance.

### **Risks related to climate change and other environmental issues:**

Amber develops and spreads energy conserving, high efficiency air conditioners with lower global warming potential and generates solutions for the efficient use of energy throughout entire buildings. In this way it is taking aggressive action to curb greenhouse gas emissions, and to protect the global environment. However, given deepening global environmental problems, in the event that regulations covering use and emissions of greenhouse effect causing refrigerant gas and regulations pertaining to energy conservation become more stringent, there is a possibility of increased costs necessary to adhere to such regulations. In addition, in the event that taking a sufficient response to these regulations is difficult and delays occur, product sales may be hindered, and there may be an impact on smooth business operations. In addition, Amber takes every possible measure to prevent environmental pollution from its business activities, including not only compliance with regulations but also the establishment of even stricter voluntary standards. The emergence of such risks entails a possibility of an impact on the Company's financial situation and management performance.

### **HUMAN RESOURCE**

Amber, as an organisation, has always strived for embedding the right culture, promote Company values and sustain strong employee identification with those values. Amber implements a Human Resources strategy that reconciles economic performance, human progress and societal contributions. Along with its actions to promote diversity, the HR policy also aims to prepare the Company for changes in its environment. It thrives upon anticipating, developing, and evolving skills that are adapted to a changing market which are aligned to its varied business lines.

For many years, the Company has invested in the development of a proactive culture of occupational health, safety, and security, in addition to the traditional reactive approach. This proactive culture reinforces the factors that contribute positively to safety.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate internal control framework in place. It is designed to provide a reasonable assurance with regard to maintenance of proper accounting records for ensuring reliable financial reporting, monitoring operations and compliance with applicable laws and regulations. The Company has documented policies and procedures covering all financial and operating functions. The Audit Committee regularly reviews significant internal audit findings and closure of all agreed actions and progress of the audit plan. The Committee monitors the adequacy and reliability of financial reporting, internal control and risk management systems.

Internal audit also carries out independent testing of operating effectiveness of internal controls. Based on the assessment carried out and evaluations of the results, the Board of Directors is of the opinion that the Company had an adequate Internal Financial Controls system that operated effectively as of 31 March 2021.

### **CAUTIONARY STATEMENT**

The Statement in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations, or predictions may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include demand-supply conditions, changes in Government and international regulations, tax regimes, economic developments within and outside India and other factors such as litigation and labour relations.

# DIRECTOR'S REPORT 2020 - 21

## Dear Members,

Your Directors are pleased to present the **31st ANNUAL REPORT** on the Business and Operations of the Company along with the audited financial statements (standalone and consolidated) for the financial year ended 31 March 2021.

## 1. FINANCIAL RESULTS – STANDALONE AND CONSOLIDATED

The standalone and consolidated financial highlights of your Company are as follows:

Particulars	(Amt in Lakh)			
	Standalone		Consolidated	
	For the financial year ended		For the financial year ended	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Revenue from operations	2,29,590.56	3,00,273.51	3,03,052.01	3,96,279.33
Other Income	2,992.20	586.63	3,309.99	815.81
<b>Total Income from operations</b>	<b>2,32,582.76</b>	<b>300,860.14</b>	<b>3,06,362.00</b>	<b>3,97,095.14</b>
<b>Total Expenses</b>	<b>2,24,831.24</b>	<b>2,87,969.25</b>	<b>2,94,348.76</b>	<b>3,78,020.81</b>
<b>Profit Before Tax (PBT)</b>	<b>7,751.52</b>	<b>12,890.89</b>	<b>12,013.24</b>	<b>19,074.33</b>
<b>Tax Expense</b>				
Current Tax	1,714.48	2,881.48	3,164.57	4,326.06
Deferred Tax	881.35	(1,784.59)	520.75	(1,666.22)
<b>Profit After Tax (PAT)</b>	<b>5,155.69</b>	<b>11,794.00</b>	<b>8,327.92</b>	<b>16,414.49</b>
Earnings Per Equity Share (₹)				
Basic	15.77	37.50	24.96	50.37
Diluted	15.77	37.50	24.96	50.37

## 2. FINANCIAL HIGHLIGHTS

- Total consolidated revenue from operations in financial year 2020-21 was ₹ 3,03,052.01 Lakh as compared to ₹ 3,96,279.33 Lakh in financial year 2019-20.
- Consolidated Profit before tax for financial year 2020-21 was ₹ 12,013.24 Lakh as compared to ₹ 19,074.33 Lakh in financial year 2019-20.
- Consolidated Profit after tax for financial year 2020-21 was ₹ 8,327.92 Lakh as compared to ₹ 16,414.49 Lakh in financial year 2019-20.
- Standalone revenue from operations in financial year 2020-21 was ₹ 2,29,590.56 Lakh as compared to ₹ 3,00,273.51 Lakh in financial year 2019-20.
- Standalone Profit before tax for financial year 2020-21 was ₹ 7,751.52 Lakh as compared to ₹ 12,890.89 Lakh in financial year 2019-20.
- Profit after tax for financial year 2020-21 was ₹ 5,155.69 Lakh as compared to ₹ 11,794.00 Lakh in financial year 2019-20.
- On consolidated and standalone basis the capital expenditure on tangible assets was made of ₹ 12,696.04 Lakh and ₹ 9,216.22 Lakh respectively and;
- No material changes or commitments have occurred between the end of the financial year

and the date of this Report which affect the financial statements of the Company in respect of the reporting year.

## 3. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for the financial year 2020 - 21, are prepared in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), Indian Accounting Standards ("Ind AS") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ["SEBI (LODR) Regulations"] which shall be placed before the members in their forthcoming Annual General Meeting ("AGM"). To comply with Section 129 (3) of the Act, a statement containing the salient features of the financial statements of subsidiary/ associate/ joint venture companies is provided as **Annexure in Form AOC – 1** to the consolidated financial statements of the Company and therefore not repeated hereby to avoid duplication.

## 4. CAPACITY EXPANSION, NEW PROJECTS & STRATEGIC ALLIANCES

Two Green field facilities one in Supa region and other one in South India have been planned for expanding Room Air Conditioners & Components capacities alongwith geographical reach.

## DIRECTOR'S REPORT 2020 - 21 (Contd.)

### 5. DEPOSITS

Your Company has not accepted any deposits during the financial year under review, falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

### 6. TRANSFER TO GENERAL RESERVE

The provisions of the Act do not mandate any transfer of profits to any reserve. Your Company has neither transferred nor proposes to transfer any amount to any reserves.

### 7. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the financial year 2020 – 21 under review, there was no change in the nature of business of the Company or any of its subsidiaries or associates.

### 8. DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

The Board of Directors didn't recommend any Dividend for the financial year 2020 - 2021, due to impact of COVID -19 pandemic on the financial position of the Company.

Further, the Company has planned expansion in two Green field facilities one in Supa region and other one in South India for expanding Room Air Conditioners & Components capacities.

The Board of Directors of the Company in their meeting held on 8 February 2019 approved and adopted a Policy on Distribution of Dividend to comply with Regulation 43A of SEBI (LODR) Regulations and the same is uploaded on the website of the Company at the following link: <http://www.ambergrouppindia.com/dividend-distribution-policy/> and is also provided as "Annexure – A".

### 9. ACQUISITIONS

#### Sidwal Refrigeration Industries Private Limited ("Sidwal")

In the financial year 2020 - 21, your Company acquired balance 20% stake of equity share capital of Sidwal Refrigeration Industries Private Limited ("Sidwal") on 18 September 2020, Hence, Sidwal became Wholly Owned Subsidiary of your Company.

### 10. CREDIT RATING

During the financial year, CRISIL has revised its outlook on the long-term bank facilities of your Company (Amber Enterprises India Limited ("Amber")); part of the Amber group) from 'Stable' to 'Positive' while reaffirming rating at 'CRISIL A+'. The short term rating has been reaffirmed at CRISIL A1'. The details of rating action are mentioned below :

#### Rating Action

Total bank loan facilities rated	₹ 935 Crore (enhanced from ₹ 650 Crore)
Long-term rating	CRISIL A+/Positive (Outlook revised from 'Stable' and rating reaffirmed)
Short-term rating	CRISIL A1 (Rating reaffirmed)

1 Crore = 10 Million

#### SHARE CAPITAL

The Authorised Share Capital of the Company is ₹ 45,00,00,000/- (Rupees Forty Five Crore only) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of ₹ 10/- (Rupees Ten) each.

During the financial year under review, there was no change in the Authorised Share Capital of the Company.

During financial year 2020 - 21 under review, the Company has issued and allotted 22,47,191 equity shares at a price of ₹ 1,780 per equity shares (including a premium of ₹ 1,770 per equity share) constituting a discount of 1.04% i.e. ₹ 18.72 per equity shares which is not more than 5% to the floor price of ₹ 1,798.72 per equity shares in the qualified institutions placement (the "QIP") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Section 42 and Section 62, along with other applicable provisions, of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

The issued and paid-up share capital of the Company as on 31 March 2021 was ₹ 33,69,37,310 divided into 3,36,93,731 equity shares of ₹ 10 each.

The Company has only one class of equity shares with face value of ₹ 10 each, ranking pari passu.

**DIRECTOR'S REPORT 2020 - 21 (Contd.)****11. FINANCIAL LIQUIDITY**

On Standalone basis cash and cash equivalent as at 31 March 2021 was ₹ 47,643 Lakh (previous year ₹ 9,171 Lakh). The Company's working capital management is robust and involves a well-organised process which facilitates continuous monitoring and control over receivables, inventories and other parameters. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

**Note :** Cash and cash equivalents mentioned above includes other bank balances, bank deposits with more than 12 months maturity and investment in bonds.

**12. EMPLOYEE STOCK OPTION SCHEMES**

The Company had introduced an employee stock option plan namely "Amber Enterprises India Limited - Employee Stock Option Plan 2017" ("ESOP 2017"/ "Plan") to attract, retain, incentivise and motivate the Company's and its Subsidiaries' eligible employees vide its members' special resolution dated 26 September 2017 prior to its initial public offer ("IPO") of shares.

In the meantime, IPO was made with listing of shares done on 30 January 2018 on the recognised stock exchanges. The Company has not granted any employee stock options ("Option") under the Pre-IPO Plan so far. In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), any fresh grant of Options can be made under ESOP 2017 in case such ESOP 2017 is in compliance with the SEBI SBEB Regulations and is ratified by the members

of the Company by way of special resolution post listing.

The ESOP 2017 as originally introduced was already in conformity with the SEBI SBEB Regulations; however, it was aligned by reflecting few cosmetic changes as per prevailing regulations.

Further a total of 5,18,300 (Five Lakh Eighteen Thousand Three Hundred) Options/ shares were originally reserved under ESOP 2017 out of which no Option has been granted so far. It is appreciated that the Company would need more quantum of Options in view of its ever-increasing human resources particularly with a view to attract, retain, and motivate its critical resources and growth drivers, existing and joining in future, for contribution towards sustained corporate growth and profitability and reward them in line with value created and wherever required with appropriate performance vesting conditions.

In this background, ESOP 2017 has been amended by increasing the Options reserve by an additional quantum of 4,92,500 (Four Lakh Ninety Two Thousand Five Hundred) Options. The source of corresponding number of additional shares shall be from fresh issue of shares. With this, the total Options reserve under ESOP 2017 shall be 10,10,800 (Ten Lakh Ten Thousand Eight Hundred) Options. This amendment is not detrimental to any employee and benefit of such amendment shall be for such employees who shall be eligible for grant under the ESOP 2017.

The Nomination and Remuneration Committee ("Committee") and the Board of Directors of your Company had approved the aforesaid proposals of ratification and amendment vide their respective resolutions dated 7 November 2020.

Consent of the members has been sought by way of a special resolution pursuant to the SEBI SBEB Regulations via postal ballot after which the Company would be able to grant Options under ESOP 2017 to the Company's and its Subsidiaries' eligible employees.

The brief details of the Employees Stock Option Scheme are detailed as below:

Total Options granted till 31 March 2021	Nil
Total Options granted till the date of report	2,20,000 (Two Lakh Twenty Thousand) Options
Options vested;	N.A.
Options exercised;	N.A.
The total number of shares arising as a result of exercise of option;	N.A.
Options lapsed	None
The exercise price;	₹ 2,400

**DIRECTOR'S REPORT 2020 - 21 (Contd.)**

Variation of terms of options;	Nil
Money realised by exercise of options;	N.A.
Total number of options in force;	10,10,800 (Ten Lakh Ten Thousand Eight Hundred) Options.
Employee wise details of options granted to : Key Managerial Personnel :	
1. Mr. Udaiveer Singh	70,000 Options
2. Mr. Sanjay Arora	50,000 Options
3. Mr. Sachin Gupta	50,000 Options
4. Mr. Sudhir Goyal	50,000 Options
ii) Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year.	Nil
(iii) Identified employee who was granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Nil

After the closure of financial year 2020 – 21, the Nomination and Remuneration Committee in its meeting held on 19 April 2021 has granted 2,20,000 options to certain identified eligible employees of the Company and its subsidiaries.

Your Company has received a certificate from M/s Walker Chandiook & Co. LLP, Statutory Auditors that the ESOP 2017 for grant of stock options has been implemented in accordance with the SEBI Regulations and the resolution passed by the members in their general meeting and via postal ballot. The certificate would be placed/available at the ensuing Annual General Meeting for inspection by the members.

**13. RELATED PARTY TRANSACTIONS**

To comply with the provisions of Section 188 of the Act and Rules made thereunder read with Regulation 23 of SEBI (LODR) Regulations, your Company took necessary prior approval of the Audit Committee before entering into Related Party Transactions. The Audit Committee has approved transactions through the omnibus mode in accordance with the provisions of the Act and SEBI (LODR) Regulations. Related Party Transactions were disclosed to the Board on regular basis as per Ind AS-24. All contracts / arrangements / transactions entered into by the Company with related parties, as defined under the Act and SEBI (LODR) Regulations during financial year 2020 - 21, were in the ordinary course of business and on arm's length basis.

During the year under review, your Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company for Related Party Transactions.

None of the transactions with any of the related parties were in conflict with the interest of the Company rather, these were synchronised and synergised with the Company's operations.

Attention of Members is drawn to the disclosure of transactions with the related parties set out in **Note no. 46** of the standalone financial statements, forming part of the Annual Report. Your Company has framed a Policy on Related Party Transactions in accordance with SEBI (LODR) Regulations and as per the amended provisions of the Act. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

The policy is uploaded on the website of the Company at the Web-link: <http://www.ambergrouppindia.com/policy-materiality-dealing-related-party-transactions>.

In accordance with Section 134(h) of the Act read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with the related parties referred to in Section 188(1) of the Act, have been provided in **Form AOC-2** and attached the same as **"Annexure - B"**.

**14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Details of loans, guarantees, securities and investments covered under the provisions of Section 186 of the Act are given in the notes to the standalone financial statements.

**DIRECTOR'S REPORT 2020 - 21 (Contd.)****15. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

Your Company has following wholly owned subsidiaries and subsidiaries :

**WHOLLY OWNED SUBSIDIARIES**

1. PICL (India) Private Limited;
2. Appserve Appliance Private Limited
3. Sidwal Refrigeration Industries Private Limited

**SUBSIDIARIES**

1. IL JIN Electronics (India) Private Limited;
2. EVER Electronics Private Limited.

The Company shall make available the financial statements of the subsidiary companies to any member of the Company who may be interested in obtaining the same. Further, the financial statements of the subsidiaries are also available on the website of the Company viz. [www.ambergrouppindia.com](http://www.ambergrouppindia.com). To comply with the provisions of Section 129 of the Act, a separate statement containing salient features of financial statements of subsidiaries, associates and joint ventures of your Company forms part of consolidated financial statements.

**Wholly Owned Subsidiaries****PICL (India) Private Limited ("PICL")**

PICL, a wholly owned subsidiary of your Company was incorporated as a Private Limited Company on 13 September 1994 under the provisions of Companies Act, 1956 having its Registered Office in New Delhi with the business of manufacturing various kinds of fractional horse power motors for WACs, SACs, commercial air conditioner and other applications. During financial year 2020 - 21, PICL has reported total income of ₹ 13,129.12 Lakh and a net loss of ₹ (693.18) Lakh.

**Appserve Appliance Private Limited ("Appserve")**

Appserve, a wholly owned subsidiary of your Company was incorporated as a Private Limited Company on 4 December 2017 under the provision of the Act having its Registered Office in Rajpura, Punjab with the object of carrying out the business of manufacture, repair, maintenance, installation, assembly and routine servicing activities of all kinds of white goods i.e. RACs, washing machines, refrigerators, consumer durables and other similar equipment and components and to establish repair shops for the same along with other related activities.

During financial year 2020 - 21, Appserve has reported ₹ 0.43 Lakh income and booked a net loss of ₹ (5.79) Lakh.

**IL JIN Electronics (India) Private Limited ("IL JIN")**

IL JIN, a subsidiary of your Company was incorporated as a Private Limited Company on 11 September 2001 under the provisions of Companies Act, 1956 having its Registered Office in New Delhi. Your Company holds 70% stake in the equity share capital of IL JIN.

IL JIN is engaged in the business of manufacturing, assembling, dealing, importing and exporting of electronic assembled printed circuit boards for Air conditioners and other consumer durables, electronics and automobiles.

During financial year 2020 - 21, IL JIN has reported total income of ₹ 30,820.47 Lakh and Net profit of ₹ 657.89 Lakh.

**Ever Electronics Private Limited ("EVER")**

EVER, a subsidiary of your Company was incorporated as a Private Limited Company on 2 August 2004 under the provisions of Companies Act, 1956 having its Registered Office in Pune, Maharashtra and is engaged in the business of assembly of electronics printed circuit boards for Air conditioners & other consumer durables, electronics and automobiles. Your Company acquired additional 51% stake in the equity share capital of Ever on 17 October 2019 and at present holds 70% stake in the equity share capital of EVER.

During financial year 2020 - 21, EVER has reported total income of ₹ 15,440.55 Lakh and Net profit of ₹ 89.74 Lakh.

**Sidwal Refrigeration Industries Private Limited ("Sidwal")**

Sidwal, a wholly owned subsidiary of your Company was incorporated as a Private Limited Company on 16 August 1965 under the provisions of Companies Act, 1956 having its Registered Office in New Delhi and is engaged in the business of manufacturing and sale of Heating, Ventilation and Air Conditioning equipment for railways, metros, defence, bus, telecom, commercial refrigeration and related components for private and government customers. Your Company acquired balance 20% stake of equity share capital of Sidwal on 18 September 2020, Hence, Sidwal became Wholly Owned Subsidiary of your Company.

During financial year 2020 - 21, Sidwal has reported total income of ₹ 20,357.21 Lakh and Net profit of ₹ 3,564.18 Lakh.

A statement containing highlights of performance of each subsidiary company, salient features of their financial statements for the financial year ended

## DIRECTOR'S REPORT 2020 - 21 (Contd.)

31 March 2021 and their contribution to the overall performance of the Company is provided in Form **AOC - 1** as "**Annexure - C**" and forms part of this Annual Report and the consolidated financial statements of the Company for the reference of the members. The same is not being repeated here for the sake of brevity.

There are no companies which have ceased to be its subsidiaries, joint ventures or associates companies during the financial year.

### 15.1 MATERIAL SUBSIDIARIES

To comply with the provisions of Regulation 16(c) of SEBI (LODR) Regulations, the Board of Directors of the Company have approved and adopted a Policy for determining material subsidiary and as on 31 March 2021, IL JIN and Sidwal are the material subsidiaries of the Company in terms of the said policy. The policy on material subsidiary has been uploaded on the website of the Company at the Web-link: <http://www.ambergrouppindia.com/policy-determination-material-subsi-dary-governance-subsi-dary>.

### 16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Independent Directors hold office for a fixed period of five years from the date of their re-appointment and are not liable to retire by rotation. Out of the remaining 2 Executive/ Non-Independent Directors, in accordance with Section 152 of the Act and the Articles of Association of the Company, Mr. Daljit Singh being longest in office retire by rotation and being eligible, offer his candidature for re-appointment as Director.

As per the provisions of Section 149 of the Act, the members of the Company at AGM held on 23 August 2019 re-appointed Dr. Girish Kumar Ahuja (DIN 00446339), Ms. Sudha Pillai (DIN: 02263950) and Mr. Satwinder Singh (DIN: 00164903), for the period of 5 years with effect from 20 September 2019.

#### Declaration from Independent Directors

Your Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act and SEBI (LODR) Regulations.

In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made thereunder and SEBI (LODR) Regulations and are independent of the management.

#### Key Managerial Personnel ("KMP")

In accordance with the provisions of Section 2(51)

and 203 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following continued to be the Key Managerial Personnel's of your Company :

- (a) Mr. Jasbir Singh – Chairman & Chief Executive Officer
- (b) Mr. Daljit Singh – Managing Director
- (c) Mr. Sanjay Arora – Chief Executive Officer (Electronics Division)
- (d) Mr. Udaiveer Singh – Chief Executive Officer (Mobility Application Division)
- (e) Mr. Sachin Gupta – Chief Executive Officer (RAC and CAC Division)
- (f) Mr. Sudhir Goyal – Chief Financial Officer
- (g) Ms. Konica Yadav – Company Secretary and Compliance Officer

### 17. BOARD MEETINGS

During the financial year, four meetings of the Board of Directors were held on: 30 May 2020, 7 August 2020, 7 November 2020, and 30 January 2021. The intervening gap between these meetings was within the period prescribed under the Act and SEBI (LODR) Regulations. The details of the meetings and attendance of the Directors are provided in the Corporate Governance Report.

The 30th Annual General Meeting of the Company was held on 4 September 2020.

### 18. BOARD COMMITTEES

The Company has duly constituted Board level Committees namely Audit and Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee as mandated by the applicable laws and as per the business requirements.

The Board has an additional Committee of the Board named Executive Committee, which is headed by Mr. Jasbir Singh, Chairman and Chief Executive Officer of the Company which undertakes matters related to availing of credit facilities, opening and closing of Bank account, providing loan or securities or guarantees on behalf of its subsidiaries and other routine matters those are related to day to day operations of the Company.

The details with respect to Board Committees are provided in the **Corporate Governance Report** of the Company which forms part of this report.

## DIRECTOR'S REPORT 2020 - 21 (Contd.)

### 19. MEETINGS OF INDEPENDENT DIRECTORS

As per Schedule IV of the Act, Secretarial Standards-1 ('SS-1') read with the Guidance Note on SS-1 and SEBI (LODR) Regulations, the meeting of the Independent Directors was held on 18 December 2020.

### 20. ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant provisions of Section 134 (3)(p) of the Act read with the rules made thereunder, and Regulation 17(10) of SEBI (LODR) Regulations, a formal annual evaluation of the performance of the Board, its Committees, the Chairman as well as performance of the Directors individually has been performed. Evaluation was sought by way of a structured individual questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, preparation & contribution at Board meetings, leadership etc. and the evaluation was carried out based on responses received from the Director.

As part of the evaluation process, the Independent Directors in their separate meeting held on 18 December 2020 have reviewed the performance of non-independent directors, Chairman and Board as a whole along with review of quality, quantity and timeliness of flow of information between Board and management and expressed their satisfaction over the same.

The performance evaluation of the respective Committees and that of Independent and Non-Independent Directors was done by the Board excluding the Director being evaluated. Further, the Committees were evaluated in terms of receipt of appropriate material for agenda topics in advance with right information and insights to enable them to perform their duties effectively, review of committee charter, updation to the Board on key developments, major recommendations & action plans, stakeholder engagement, devoting sufficient time & attention on its key focus areas with open, impartial & meaningful participation and adequate deliberations before approving important transactions & decisions.

The actions emerging from the Board evaluation process were collated and presented before the Nomination and Remuneration Committee as well as the Board. Suggestions/feedback concerning strategic,

governance and operational matters are actioned upon by the team.

The details of programs for familiarisation of the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, number of programs and number of hours spent by each Independent Director in terms of the requirements of SEBI (LODR) Regulations are available on the Company's website and can be accessed at the weblink: <http://www.ambergrouppindia.com/code-and-policies>.

### 21. REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Act read with Rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, the Nomination and Remuneration Committee ("**NRC**") of your Board has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees of your Company. The NRC has also developed the criteria for determining the qualifications, positive attributes and independence of Directors and for making payments to Executive and Non-Executive Directors of the Company.

The NRC takes into consideration the best remuneration practices in the industry while fixing appropriate remuneration packages and for administering the long-term incentive plans, such as ESOPs, ESOSs etc.

Further, the compensation package of the Directors, Key Managerial Personnel, Senior Management and other employees is designed based on the set of principles enumerated in the said policy.

Your Directors affirm that the remuneration paid to the Directors, Key Managerial Personnel, Senior Management and other employees is as per the Remuneration Policy of your Company.

The Remuneration details of the Directors, Chief Financial Officer and Company Secretary, along with details of ratio of remuneration of each Director to the median remuneration of employees of the Company for the financial year under review are provided as "**Annexure – D**".

The Remuneration Policy of your Company can be viewed at the following link: <http://www.ambergrouppindia.com/nomination-remuneration-policy>.



## DIRECTOR'S REPORT 2020 - 21 (Contd.)

### 22. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

#### 22.1 PERSONNEL

As on 31 March 2021, total number of permanent employees on the records of your Company were **1397** as against **1095** in the previous financial year.

Your Directors places on record their appreciation for the significant contribution made by all employees, who through their competence, dedication, hard work, co-operation and support have enabled the Company to cross new milestones on a continual basis.

#### 22.2 PARTICULARS OF EMPLOYEES

The information in respect of employees of the Company required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 will be provided upon request. In terms of Section 136 of the Act, the report and financial statements are being sent to the Members and others entitled thereto, excluding the aforesaid disclosure. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

### 23. AUDITORS

#### 23.1 STATUTORY AUDITORS AND AUDITORS' REPORT

M/s Walker Chandio & Co. LLP, were initially appointed as the statutory auditors of the Company, for financial year 2012-13 and financial year 2013-14, according to Section 224(1) of the Companies Act, 1956.

Thereafter the Company, in compliance with the "Transitional Period" appointed the M/s Walker Chandio & Co. LLP as per erstwhile Companies Act, 1956 for financial year 2014-15 and opted for one-year transition period of financial year 2014-15.

The Company further appointed M/s Walker Chandio & Co. LLP for one term of five consecutive financial years 2015-16 to 2019-20. M/s Walker Chandio & Co. LLP have completed only 8 years of continuous appointment as the statutory auditors of the Company.

Thereafter, the Company appoint M/s Walker Chandio & Co. LLP for a second term of two years for financial year 2020-21 and financial year 2021-22 from the conclusion of the 30th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in calendar year 2022.

Pursuant to the notification issued by the Ministry of Corporate Affairs on 7 May 2018 amending Section 139 of the Act and the Rules framed thereunder, the requirement to place the matter relating to the appointment of Auditors for ratification by members at every AGM has been done away with vide notification dated 7 May 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed for a term of two years from the conclusion of the 30th AGM held on 4 September 2020.

They have audited the financial statements of the Company for the financial year under review. The observations of statutory auditor in their Report read with relevant Notes to financial statements are self-explanatory and therefore, do not require further explanation.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remarks.

Further, there were no frauds reported by the statutory auditor to the Audit Committee or the Board under Section 143(12) of the Act.

#### 23.2 SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Amit Chaturvedi & Associates, a practicing Company Secretary (Certificate of Practice Number: 14332) to conduct the Secretarial Audit of your Company for financial year 2020 - 21.

The Company has annexed to this Board Report as "**Annexure - E**", a Secretarial Audit Report given by the Secretarial Auditor.

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

#### 23.3 INTERNAL AUDITOR

During the financial year under review, Company has appointed M/s Deepak Gulati & Associates, Chartered Accountants as Internal Auditor of the Company for financial year 2020 - 21.

Findings and reports by Internal Auditor are reviewed by the Audit Committee about compliance with internal controls, the efficiency and effectiveness of operations as well as key process risks. The Audit Committee periodically reviews internal audit plans, significant audit findings and adequacy of internal controls.

## DIRECTOR'S REPORT 2020 - 21 (Contd.)

### 23.4 COST AUDITOR

Pursuant to the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactments thereof) and all other applicable rules, regulations and guidelines framed thereunder as may be applicable from time to time, the Board of Directors had on the recommendation of the Audit Committee appointed M/s. K.G. Goyal & Associates, a firm of Cost Accountants (Firm Registration No.000024), having its office at 4A, Pocket 2, Mix Housing Scheme, New Kondli, Mayur Vihar – III, New Delhi – 110 096 as Cost Auditor of the Company for financial year 2021 - 22.

The partners of the firm are holding a valid certificate of practice under sub-section (1) of Section 6 of Cost and Works Accountants Act, 1959.

The Company has received the certificate from M/s. K.G. Goyal & Associates, Cost Accountants, certifying they are independent firm of Cost Accountants and having arm's length relationship with your Company.

Cost Audit Report for the financial year 2020 – 21 is required to be filed by the Company with the Ministry of Corporate Affairs and Company will do the related compliance accordingly.

Further, the remuneration of ₹ 45,000/- excluding applicable taxes and out of pocket expenses, if any payable to the Cost Auditor needs to be approved by the members at ensuing General Meeting of the Company. The Resolution seeking members' ratification on this item is included in the Notice convening the 31st Annual General Meeting.

### 23.5 INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has established an internal control system, commensurate with the size, scale and complexity of its operations. Your Company has a robust and well embedded system of internal controls. This ensures that all assets are safeguarded and protected against loss from unauthorised use or disposition and all financial transactions are authorised, recorded and reported correctly.

An extensive risk based Programme of internal audits and management reviews provides assurance to the Board regarding the adequacy and efficacy of internal controls. The internal audit

plan is also aligned to the business objectives of the Company. Comprehensive policies, guidelines and procedures are laid down for all business processes. The internal control system has been designed to ensure that financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets.

Significant features of the Company's internal control system are:

- A well-established, independent, Internal Audit team operates in line with best-in-class governance practices. It reviews and reports to the Audit Committee about compliance with internal controls, the efficiency and effectiveness of operations as well as key process risks.
- The Audit Committee periodically reviews internal audit plans, significant audit findings and adequacy of internal controls.
- Systematic self-certification of adherence to key internal controls, as part of control self-assurance by process owners, monitors and reviewers.
- Adherence with a comprehensive information security policy and continuous upgrades of the Company's IT systems for strengthening automated controls.
- During the financial year, the internal controls were tested and found effective, as a part of the Management's control testing initiative.

The report on the Internal Financial Controls issued by M/s. Walker Chandok & Co. LLP, Chartered Accountant, the Statutory Auditors of the Company is annexed to the Audit Report on the financial statements of the Company and does not contain any reportable weakness of the Company.

Accordingly, the Board, with the concurrence of the Audit and Risk Management Committee and the Auditors is of the opinion that the Company's Internal Financial Controls were adequate and operating effectively for the financial year ended 31 March 2021.

### 24. RISK MANAGEMENT POLICY / FRAMEWORK

Pursuant to the provisions of Regulation 21(5) of SEBI (LODR) Regulations, as amended, the top 1000 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous

## DIRECTOR'S REPORT 2020 - 21 (Contd.)

financial year shall constitute a Risk Management Committee.

Accordingly, the Board of Directors in their meeting held on 8 February 2019 has constituted its Risk Management Committee to assist the Board in fulfilling its responsibilities relating to evaluation and mitigating various risks exposures that potentially impact the Company. Thereafter, as per the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 notification dated 05.05.2021, the Board in its meeting held on 22 May 2021 has merged the Risk Management Committee and Audit Committee by changing the nomenclature of "Audit Committee" to "Audit and Risk Management Committee" of the Board.

At present the Audit and Risk Management Committee comprises Dr. Girish Kumar Ahuja, Mr. Satwinder Singh, Ms. Sudha Pillai and Mr. Jasbir Singh. Dr. Girish Kumar Ahuja is the Chairman of this Audit and Risk Management Committee.

The Company has in place a Risk Management Policy. The primary objectives of the Risk Management Policy include identification and categorisation of potential risks, their assessment and mitigation. The Risk Management Committee identifies, evaluates and assesses the risks, understands the exposure of risks and accordingly prepares and oversees execution of appropriate risk mitigation plan. It has identified Risk Management Units within the Company, the risk profiles of which are constantly monitored and the severity of risk is tracked, based on a systematic risk rating methodology.

The Risk Management Committee and the Board have identified some elements of risks, which, according to them are crucial to the Company. Details of these elements of risks have been covered in the Management Discussion and Analysis, which form part of this Annual Report and in Note 53 of the standalone financial statements.

The Risk Management Committee maintains comprehensive risk management systems to ensure that the effectiveness of the mitigation action plan gets assessed independently. The effectiveness of system assessed and reviewed by the Risk Management Committee on need basis and annually.

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Note 53 of the standalone financial statements explains the sources of risk which the entity is exposed to and how

the entity manages the risk and the related impact in the financial statements.

The details of the Risk Management Committee as at 31 March 2021 along with its charter are set out in the Corporate Governance Report, forming part of this report.

### 25. CORPORATE SOCIAL RESPONSIBILITY AND RELATED MATTERS

Your Company has constituted a Corporate Social Responsibility ("**CSR**") Committee which functions under direct supervision of Ms. Sudha Pillai, Independent Director, who is the Chairperson of the CSR Committee. Other members of the Committee are Mr. Jasbir Singh, Mr. Daljit Singh and Mr. Manoj Kumar Sehrawat.

Your Company has implemented the CSR policy, duly formulated and recommended by the CSR Committee to the Board. The CSR policy lays down CSR projects/activities to be undertaken by your Company. The CSR projects/activities undertaken by your Company are based on the approved CSR policy, which is available on the Company's website through Web-link: <http://www.ambergrouppindia.com/corporate-social-responsibility>.

As per the Company's CSR policy, it continues to focus its CSR efforts on the following focus areas :

- 1. PROMOTING AND PREVENTING HEALTH CARE, SANITATION AND MAKING AVAILABLE SAFE DRINKING WATER:** Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water and spending on COVID -19;
- 2. PROMOTING EDUCATION:** Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- 3. PROMOTING GENDER EQUALITY AND WOMEN EMPOWERMENT:** Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- 4. PROMOTING SPORTS:** Construction of Sports Stadium, Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;

**DIRECTOR'S REPORT 2020 - 21 (Contd.)****5. CONTRIBUTION TO PRIME MINISTER'S NATIONAL RELIEF FUND:**

Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

**6. PROMOTING RURAL DEVELOPMENT PROJECTS:**

Strengthening rural areas by improving accessibility, housing, drinking water, Sanitation, power and livelihoods, thereby creating sustainable villages.

Your Company has an ongoing vibrant CSR program, of which some of the notable ongoing investments in preventing and promoting health care, woman empowerment programs, promoting and providing education and skill development for livelihood of youths of our country, which supports the underprivileged, socially and economically disadvantaged communities, promoting preventive health care.

During the financial year 2020 - 21 the CSR Committee met twice on 30 May 2020 and 30 January 2021.

During financial year 2020 - 21, on recommendation of CSR Committee Members, the Board approved the CSR Budget amounting of ₹ 232.91 Lakh which amounts to 2% of the average net profits of previous three financial years and against the above approved budget ₹ 158.11 Lakh was spent on CSR projects/activities in financial year 2020 -21.

Further, a detail about the CSR policy is available at our website. The annual report on our CSR projects/activities is annexed as "Annexure - F" forming part of this report.

**26. DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors make the following statement in terms of Section 134(3)(c) of the Act, which is to the best of their knowledge and belief and according to the information and explanations obtained by them :

- (a) in the preparation of the annual accounts for the financial year 31 March 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 at the end of the financial year and of the profit and loss of the

Company for the financial year 31 March 2021;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operative effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operative effectively.

**27. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

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

All employees, whether permanent, contractual, temporary and trainees are covered under this Policy. The Company aims at providing a workplace that enables employees to work without gender bias and sexual harassment. To achieve this objective, the Company regularly organises awareness sessions at all locations to sensitise the employees and conduct themselves in a professional manner.

As per the said Policy, an Internal Committee is also in place to redress complaints received regarding sexual harassment. During the financial year under review, no case was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**28. VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

Pursuant to the provision of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (LODR) Regulations, the Company has formulated Whistle Blower Policy and established Vigil Mechanism for the Directors and Employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's

## DIRECTOR'S REPORT 2020 - 21 (Contd.)

code of conduct or ethics policy. It also provides adequate safeguards against victimisation of persons, who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee. The main objective of this policy is to provide a platform to Directors and Employees to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company which have a negative bearing on the organisation either financially or otherwise.

During financial year 2020 – 21, no personnel of the Company have been denied access to the Audit Committee for reporting concerns, if any.

The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board is available on the Company's website and can be accessed at the Web-link: <http://www.ambergrouppindia.com/whistle-blower-policy/>

The Company has also adopted a Code of Conduct for Directors and Senior Managerial Personnel which is available on the website of the Company under the weblink: <http://www.ambergrouppindia.com/code-conduct-directors-senior-management-personnel>.

This policy provides an additional channel to the normal management hierarchy for employees to raise concerns about any breach of the Company's Values or instances of violations of the Company's Code of Conduct. Therefore, it's in line with the Company's commitment to open communication and to highlight any such matters which may not be getting addressed in a proper manner. During the financial year under review, no complaint under the Whistle Blower Policy was received.

### 29. INSIDER TRADING CODE

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,

2015 ('the PIT Regulations') on prevention of insider trading, your Company has revised its Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons in line with the recent amendments brought by SEBI in the PIT Regulations.

The said Code lays down guidelines, which advise Designated Persons on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances.

Your Company also has a Code of practices and procedures of fair disclosures of unpublished price sensitive information including a policy for determination of legitimate purposes along with the Institutional Mechanism for prevention of insider trading and Policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

Further, your Company has put in place adequate and effective system of internal controls and standard processes have been set to ensure compliance with the requirements given in these regulations to prevent insider trading.

To increase awareness on the prevention of insider trading in the organisation and to help the Designated Persons to identify and fulfill their obligations, a comprehensive campaign was run at all locations of Amber. This included display of relevant and useful content by way of posters on the notice boards and other strategic locations, placement of standees at common areas, key messaging through desktop wallpapers and screensavers, orientation sessions as part of regular employee induction, conducting Company-wide workshops for all Designated Persons by a subject matter expert, sending mails for closure of trading window and submission of periodic disclosures, etc.

### 30. DISCLOSURE WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT:

The following are the details that are required to be provided under Schedule V (F) of the SEBI (LODR) Regulations:

Number of Shareholders and outstanding shares in the suspense account in the beginning of the year (1 April 2020)	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year (31 March 2021)	The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares
None	None	None	None	None

**DIRECTOR'S REPORT 2020 - 21 (Contd.)****31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report forms an integral part of this report and gives details of the overall industry structure, economic developments, financial and operational performance and state of affairs of your Company's business and other material developments during the financial year under review.

**32. BUSINESS RESPONSIBILITY REPORT**

As stipulated under the SEBI (LODR) Regulations, the Business Responsibility Report ("**BRR**") has been prepared and forms part of the Annual Report as "**Annexure - G**". The Report provides a detailed overview of initiatives taken by your Company from environmental, social and governance perspectives.

**33. CORPORATE GOVERNANCE**

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. The report on Corporate Governance as stipulated under Schedule V(c) of the SEBI (LODR) Regulations, forms an integral part of this Report and the same is attached with this report as "**Annexure - H**".

The certificate on compliance with Corporate Governance norms is also attached thereto. The certificate from M/s. Amit Chaturvedi & Associates, a firm of Company Secretaries, confirming the compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of the SEBI (LODR) Regulations is annexed as "**Annexure - I**".

**34. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report i.e. between 1 April 2021 to 22 May 2021, except those included in this report. However, in view of the ongoing Covid-19 pandemic, your Company carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. Your Company did not foresee any significant incremental risk to the recoverability of its assets or in meeting its financial obligations over

the foreseeable future, given early and required steps taken to contain, protect and mitigate the exposure.

**36. LISTING**

The equity shares of the Company are listed on the trading terminals of the National Stock Exchange of India Limited and BSE Limited.

**37. GREEN INITIATIVE**

Electronic copies of Annual Report 2020 – 21 and the Notice of 31st Annual General Meeting are sent to all members whose email addresses are registered with the Company/ depository participant(s). For members who have not registered their email addresses, physical copies are sent in the permitted mode.

**38. HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS**

As of 31 March 2021, Your Company employed 1,397 fulltime employees. Your Company believes that its employees are its core strength and accordingly development of people and providing a 'best-in-class' work environment is a key priority for the Organisation to drive business objectives and goals. Robust HR policies are in place which enables building a stronger performance culture and at the same time developing current and future leader.

**38.1 CREATING A NEW PERFORMANCE CULTURE**

Performance for the Company is the sum total of value creation within the Organisation. The leadership focus is such that performance is measured on a continuous basis and performance culture is driven to make every month a successful month. The significant overall improvement in the performance of the Company during the last two years is a testimony to the leadership and management focus on this performance driven culture which has resulted in highly engaged and motivated teams.

**38.2 TAKING EMPLOYEE ENGAGEMENT TO NEXT LEVEL**

Your Company has a rich legacy of nurturing and promoting talent from within the Organisation thereby creating a healthy and vibrant work culture across the Company. "Leadership through Innovation" is one such engagement forum which engages employees at a national level competition across all locations to showcase their innovative ideas and skills. This platform challenges employees to question status-quo at

## DIRECTOR'S REPORT 2020 - 21 (Contd.)

the work place and to take a leap of faith towards our journey of innovation.

Several cultural and social programmes are organised within the Company to recognise and promote talent which goes a long way in fostering camaraderie among employees and promotes a sense of belonging in the Organisation.

The human resources development function of the Company is guided by a strong set of values and policies. Your Company strives to provide the best work environment with ample opportunities to grow and explore. Your Company maintains a work environment that is free from physical, verbal and sexual harassment.

The management believes that the competent and committed human resources are vitally important to attain success in the organisation. In line with this philosophy, utmost care is being exercised to attract quality resources and suitable training is imparted on various skill-sets and behavior. Annual sports and games were conducted across the organisation to enhance the competitive spirit and encourage bonding teamwork among the employees.

The Company maintained healthy, cordial and harmonious industrial relations at all levels during the year under review.

### 38.3 INDUSTRIAL RELATIONS

The Company enjoyed harmonious industrial relations during the financial year. The robust employee relation practices, a collaborative approach to working and vibrant work culture has created a win-win situation for both employees and the Organisation. This caring spirit has gone a long way in maintaining a harmonious environment across all units.

### 39. INVESTOR RELATIONS

Your Company continuously strives for excellence in its Investor Relations ("IR") engagement with International and domestic investors through structured conference-calls and periodic investor/analyst interactions like individual meetings, participation in investor conferences, quarterly earnings calls and annual analyst meet with the Chairman & Chief Executive Officer, Managing Director, Executive Director and Business Heads. Your Company interacted with various Indian and overseas investors and analysts (excluding quarterly earnings calls and specific event related calls) after listing. Your Company always believes in

leading from the front with emerging best practices in IR and building a relationship of mutual understanding with investor/analysts.

Your Company ensures that critical information about the Company is available to all the investors by uploading all such information at the Company's website.

### 40. EXTRACT OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Act read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT - 9 is given in the "Annexure - J" and forms part of this Report.

### 41. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is fully compliant with the applicable Secretarial Standards ("SS") viz. SS-1 & SS-2 on meetings of the Board of Directors and General meetings respectively.

### 42. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO

The information required under Section 134 (3) (m) of the Act read with Rule 8(3) of Companies (Accounts) Rules, 2014, is appended hereto as "Annexure - K" and forms part of this Report.

### 43. STATUTORY DISCLOSURE

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

1. Deposits from the public falling within the ambit of Section 73 of the Act read with Companies (Acceptance of Deposits) Rules, 2014.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save or ESOS.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. Voting rights which are not directly exercised by the Employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant

**DIRECTOR'S REPORT 2020 - 21 (Contd.)**

to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act).

6. Buy Back of Shares.

**44. AWARDS AND ACCOLADES**

During the financial year under review your Company received the following awards and accolades :

- 1) "Excellence in Consumer Durables & Electronics Manufacturing" under category of Outstanding Contribution to Design Led Electronics Manufacturing from ELCINA;
- 2) Special appreciation award by Swaraj M&M Tractors for supplying 13 new developed parts with all efforts to help them to achieve record No. 14600+ Tractor Production.

**45. CAUTIONARY STATEMENT**

The Board's Report and Management Discussion & Analysis may contain certain statements describing the Company's objectives, expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein.

The Company is not obliged to update any such forward-looking statements. Some important factors that could influence the Company's operations comprise economic developments, pricing and demand and supply conditions in global and domestic markets, changes in government regulations, tax laws, litigation and industrial relations.

**46. ACKNOWLEDGEMENT**

Your Company's organisational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilisation of the Company's resources for sustainable and profitable growth.

The Directors place on record, their sincere appreciation for the assistance, guidance and co-operation provided by various government authorities, the banks/financial institutions, business associates, stock exchanges and other stakeholders such as members, customers, suppliers and others. The employees of the Company are instrumental in the Company scaling new heights year after year, and their commitment and contribution is deeply acknowledged. Shareholders' involvements are greatly valued. The Directors look forward to your continuing support.

For and on behalf of Board of Directors  
**Amber Enterprises India Limited**

**(Jasbir Singh)**

Chairman & CEO and Director  
DIN:- 00259632

248 - I, Vasant Vihar,  
Dehradun – 248006, Uttarakhand

**(Daljit Singh)**

Managing Director  
DIN:- 02023964

G - 45, Silver Oak Avenue, DLF City, Phase - I,  
Gurugram – 122002, Haryana

Place : Gurugram  
Date : 22 May 2021



# ANNEXURE - A

## DIVIDEND DISTRIBUTION POLICY

### 1. PREAMBLE

Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 (the **"Regulations"**) mandated top five hundred listed companies (based on market capitalisation of every financial year) to formulate a Dividend Distribution Policy, which shall be disclosed in its Annual Report and on its website.

The policy, in the interest of providing transparency to the shareholders, sets out the circumstances and different factors for consideration by the Board at the time of deciding on distribution or of retention of profits. In view of the said requirement, the Board of Directors of the Company recognises the need to lay down a broad framework with regard to the distribution of dividend to its shareholders and utilisation of the retained earnings. The Policy reflects the intent of the Company to reward its shareholders by distributing a portion of its profits after retaining sufficient funds for the business needs and growth of the Company.

The Company would ensure to strike the right balance between the quantum of the dividend paid and amount of profits retained in the business for various purposes. The Board of Directors will have regards to this policy while declaring/recommending dividends on the behalf of the Company. Through this policy, the Company would strive to maintain a consistent approach to dividend pay-out plans.

The Board of Directors (the **"Board"**) of Amber Enterprises India Limited (the **"Company"**) at its meeting held on 8 February 2019 has adopted this Dividend Distribution Policy (the **"Policy"**), pursuant to the terms of Regulation 43A of the SEBI (LODR) Regulations, 2015 read with SEBI (LODR) (Second Amendment), 2016. The policy shall become effective from the date of its approval by the Board i.e. 8 February 2019.

### 2. DEFINITIONS

- 2.1 **"Board"** shall mean Board of Directors of the Company;
- 2.2 **"Companies Act"** shall mean the Companies Act, 2013 and Rules thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended;

- 2.3 **"Dividend"** includes any interim dividend;
- 2.4 **"Listed Entity / Company"** shall mean Amber Enterprises India Limited;
- 2.5 **"Policy"** means Dividend Distribution Policy;
- 2.6 **"Stock Exchange"** shall mean a recognised Stock Exchange as defined under clause (f) of Section 2 of the Securities Contracts (regulation) Act, 1956.

### 3. POLICY

#### A. PARAMETERS AND FACTORS FOR DECLARATION OF DIVIDEND

The dividend pay-out decision of the Board depends upon the following financial parameters, internal and external factors :

##### Financial parameters and Internal Factors:

- Operating cash flow of the Company;
- Profit earned during the year;
- Profit available for distribution;
- Earnings Per Share ("EPS");
- Working capital requirements;
- Capital expenditure requirements;
- Business expansion and growth;
- Likelihood of crystallisation of contingent liabilities, if any;
- Additional investment in subsidiaries and associates of the Company;
- Up gradation of technology and physical infrastructure;
- Creation of contingency fund;
- Acquisition of brands and business;
- Cost of Borrowings;
- Need for conservation of cash due to economic downturn;
- Past dividend payout ratio / trends;

##### External Factors:

- Economic environment;
- Government regulations;
- Capital markets;
- Global conditions;
- Statutory provisions and guidelines;
- Dividend payout ratio of competitors;

## ANNEXURE - A (Contd.)

### B. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS OF THE COMPANY MAY OR MAY NOT EXPECT DIVIDEND

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders of the Company and the amount of profit to be retained in business. The decision seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth. The shareholders of the Company may not expect dividend in the following circumstances, subject to discretion of the Board:

- Proposed expansion plans requiring higher capital allocation;
- Decision to undertake any acquisitions, amalgamation, merger, joint ventures, new product launches etc. which requires significant capital outflow;
- Requirement of higher working capital for the purpose of business of the Company;
- Proposal for buy-back of securities;
- In the event of loss or inadequacy of profit;

### C. UTILIZATION OF THE RETAINED EARNING

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilisation of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan;
- Product expansion plan;
- Increase in production capacity;
- Modernisation plan;
- Diversification of business;
- Long term strategic plans;
- Replacement of capital assets;
- Where the cost of debt is expensive;
- Dividend payment ;
- Such other criteria's as the Board may deem fit from time to time.

### D. Rate/ Quantum of Dividend:

It has always been the Company's endeavour to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal

and appropriate level of the profits earned by it in its business, to the shareholders, in the form of dividend. The Company would maintain a dividend pay-out as may be determined by the Board from time to time, considering the general business factors and other significant parameters specified in this policy.

### E. MANNER OF DIVIDEND PAYOUT

#### In case of final dividend:

- i. Recommendation, if any, shall be done by the Board, usually in the Board meeting that considers and approves the annual financial statements, subject to approval of the shareholders of the Company.
- ii. The dividend as recommended by the Board shall be approved/declared at the Annual General Meeting of the Company.
- iii. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration, to those shareholders who are entitled to receive the dividend on the record date/book closure period, as per the applicable law.

#### In case of interim dividend:

- i. Interim dividend, if any, shall be declared by the Board.
- ii. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.
- iii. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration to the shareholders entitled to receive the dividend on the record date, as per the applicable laws.
- iv. In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the Annual General Meeting.

### F. PARAMETERS TO BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined,

**ANNEXURE - A (Contd.)**

if and when the Company decides to issue any other classes of shares.

**4. THE POLICY SHALL NOT APPLY TO :**

- Determination and declaration of dividend on preference shares, as and when issued by the Company, as the same will be as per the terms of issue approved by the shareholders;
- Distribution of dividend in kind, for instance- by issue of fully or partly paid bonus shares or other securities, subject to applicable law;

**5. CONFLICT IN POLICY**

In the event of any conflict between this Policy and the provisions contained in the regulations, the regulations shall prevail.

**6. DISCLOSURES**

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company i.e. [www.ambergrouppindia.com](http://www.ambergrouppindia.com)

**7. POLICY REVIEW AND AMENDMENTS**

This Policy would be subject to modification in accordance with the guidelines / clarifications as may be issued from time to time by relevant statutory and regulatory authority. The Board may modify, add, delete or amend any of the provisions of this Policy. Any exceptions to the Dividend Distribution Policy must be consistent with the Regulations and must be approved in the manner as may be decided by the Board.

# 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)

### Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Act including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis : Nil  
There were no contracts or arrangements or transactions entered into during the year ended 31 March 2021, which were not at arm's length basis.
2. Details of contracts or arrangements or transactions at arm's length basis :  
The details are set out in the standalone financial statements forming part of this Annual Report. The same may be referred for this purpose.

During the financial year under review, no material transactions, contracts or arrangements which were above the threshold limits mentioned under Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014, were entered with the related parties by the Company. For more details on related party transactions, members may refer to the note 46 of the standalone financial statements.

Appropriate approvals have been taken for related party transactions from Audit Committee and Board.

For and on behalf of Board of Directors  
**Amber Enterprises India Limited**

**(Jasbir Singh)**

Chairman & CEO and Director  
DIN:- 00259632

248 - I, Vasant Vihar,

Dehradun – 248006, Uttarakhand

**(Daljit Singh)**

Managing Director  
DIN:- 02023964

G - 45, Silver Oak Avenue, DLF City, Phase - I,  
Gurugram – 122002, Haryana

Place : Gurugram

Date : 22 May 2021

# ANNEXURE - C

## FORM AOC - I

(Pursuant to first proviso to Sub - Section (3) of Section 129 of the Act read with Rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures

#### Part "A": Subsidiary

(Amt in Lakh)

S. No.	Particulars	Details of Subsidiaries				
		PICL (India) Private Limited ("PICL")	Appserve Appliance Private Limited ("Appserve")	IL JIN Electronics (India) Private Limited ("IL JIN")	Ever Electronics Private Limited ("EVER")	Sidwal Refrigeration's Industries Private Limited ("Sidwal")*
1.	Name of the subsidiary					
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	1 April 2020 to 31 March 2021	1 April 2020 to 31 March 2021	1 April 2020 to 31 March 2021	1 April 2020 to 31 March 2021	1 April 2020 to 31 March 2021
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees
4.	Share capital	Authorised Share Capital: ₹ 500.00 Paid Up Share Capital: ₹ 364.21	Authorised Share Capital: ₹ 200.00 Paid Up Share Capital: ₹ 200.00	Authorised Share Capital: ₹ 400.00 Paid Up Share Capital: ₹ 188.66	Authorised Share Capital: ₹ 550.00 Paid Up Share Capital: ₹ 547.45	Authorised Share Capital: ₹ 600.00 Paid Up Share Capital: ₹ 450.00
5.	Reserves & Surplus	₹ 1,520.22	₹ (175.36)	₹ 4,294.41	₹ 1,928.05	₹ 15,045.17
6.	Total Assets	₹ 13,407.91	₹ 25.42	₹ 14,885.92	₹ 6,024.18	₹ 21,218.89
7.	Total Liabilities	₹ 11,523.48	₹ 0.78	₹ 10,402.85	₹ 3,548.68	₹ 5,723.72
8.	Investments	Nil	Nil	Nil	Nil	Nil
9.	Turnover	₹ 13,062.39	₹ 0.00	₹ 30,683.06	₹ 15,406.57	₹ 20,056.22
10.	Profit/(Loss) before taxation	₹ (838.74)	₹ (5.79)	₹ 893.41	₹ 123.70	₹ 4767.33
11.	Provision for taxation	₹ (145.56)	Nil	₹ 235.52	₹ 33.96	₹ 1,203.15
12.	Profit/(Loss) after taxation	₹ (693.18)	₹ (5.79)	₹ 657.89	₹ 89.74	₹ 3,564.18
13.	Proposed Dividend	Nil	Nil	Nil	Nil	Nil
14.	% of shareholding	100%	100%	70%	70%	100%

\*On 18 September 2020, Sidwal became the Wholly Owned Subsidiary of Amber by virtue of acquiring balance 20% stake of equity share capital of the Sidwal and controlling the composition of the Board of Sidwal.

## ANNEXURE - C (Contd.)

### Notes :

1. There is no subsidiary which is yet to commence operations.
2. There is no subsidiary which has been liquidated or sold during the year.

For and on behalf of Board of Directors  
**Amber Enterprises India Limited**

**(Jasbir Singh)**

Chairman & CEO and Director  
DIN:- 00259632  
248 - I, Vasant Vihar,  
Dehradun – 248006, Uttarakhand

**(Daljit Singh)**

Managing Director  
DIN:- 02023964  
G - 45, Silver Oak Avenue, DLF City, Phase - I,  
Gurugram – 122002, Haryana

Place : Gurugram  
Date : 22 May 2021

## ANNEXURE - D

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

1. The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sl. No.	Name & Designation	Ratio
1.	Mr. Jasbir Singh, Chairman and Chief Executive Officer	67.5
2.	Mr. Daljit Singh, Managing Director	60
3.	Mr. Manoj Kumar Sehrawat, Nominee Director of Ascent Investment Holdings Pte. Limited	Not Applicable
4.	Dr. Girish Kumar Ahuja, Independent Director	3
5.	Mr. Satwinder Singh, Independent Director	3
6.	Ms. Sudha Pillai, Independent Director	3.4

2. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Sl. No.	Name & Designation	Increase in percentage
1.	Mr. Jasbir Singh, Chairman and Chief Executive Officer	Nil
2.	Mr. Daljit Singh, Managing Director	Nil
3.	Mr. Manoj Kumar Sehrawat, Nominee Director of Ascent Investment Holdings Pte. Limited	Not Applicable
4.	Dr. Girish Kumar Ahuja, Independent Director	Not Applicable
5.	Mr. Satwinder Singh, Independent Director	Not Applicable
6.	Ms. Sudha Pillai, Independent Director	Not Applicable
7.	Mr. Sudhir Goyal, Chief Financial Officer	1.1%
8.	Ms. Konica Yadav, Company Secretary and Compliance Officer	0%

3. Dr. Girish Kumar Ahuja, Mr. Satwinder Singh and Ms. Sudha Pillai were paid only sitting fees.
4. The percentage increase in the median remuneration of employees in the financial year: 3%
5. The number of permanent employees on the rolls of the Company as on 31 March 2021: 1397
6. The increment given to each individual employee is based on the employee's potential, experience as also their performance and contribution to the Company's progress over a period of time. Average percentage increment of employees other than the key managerial personnel in last financial year i.e. 2020-21 was : 0.5%

The compensation for the Key Managerial Personnel, Senior Management and Employees (Staff) of the Company is guided by the external competitiveness and internal parity through annual benchmarking surveys.

Internally, performance ratings of all employees (Staff) are always spread across a normal distribution curve.

The rating obtained by an employee is used as an input to determine his variable and merit pay increases. Variable and merit pay increases are calculated using a combination of individual performance and Company performance.

There are no exceptional circumstances for increase in managerial remuneration. Compensation is determined based on identified skill sets critical to success of the Company. It is determined as per management's review of market demand and supply.

Workmen wages were paid in line with the best industry practices and applicable law.

## ANNEXURE - D (Contd.)

### Affirmation

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

Further, the statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required to be furnished pursuant to Section 197 (12) read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Annual Report. However, as per the provisions of Section 136 (1) of the Act, the reports and financial statements are being sent to all the Members of your Company excluding the statement of particulars of employees. In terms of Section 136 of the Act, the said statement is open for inspection at the website of the Company i.e. [www.ambergrouppindia.com](http://www.ambergrouppindia.com). Any shareholders interested in obtaining a copy of the same may write to the Company Secretary at [infoamber@ambergrouppindia.com](mailto:infoamber@ambergrouppindia.com) or [cs\\_corp@ambergrouppindia.com](mailto:cs_corp@ambergrouppindia.com).



# ANNEXURE - E

**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 No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To  
The Members

**AMBER ENTERPRISES INDIA LIMITED**

CIN L28910PB1990PLC010265

Registered Office: C 1 PHASE II, FOCAL POINT, RAJPURA  
TOWN PUNJAB - 140 401

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

Based on our verification of the **AMBER ENTERPRISES INDIA LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **AMBER ENTERPRISES INDIA LIMITED** for the financial year ended on March 31, 2021, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company with BSE Limited and National Stock Exchange Limited of India also the Secretarial Standard I and Secretarial Standard II issued by the Institute of Company Secretaries of India (ICSI) were applicable to the Company for the period under review.

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

We further report that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and

**ANNEXURE - E (Contd.)**

for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations

of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, as explained and represented by the management, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., having a major bearing on the Company's affairs.

For **Amit Chaturvedi & Associates**  
Company Secretaries

Sd/-

**CS AMIT CHATURVEDI**

Practicing Company Secretary  
(M. No. F10342)  
(C.P. No. 14332)

Place: New Delhi

Dated: 22 May 2021

UDIN F010342C000361770

Encl. Annexure – 'A' to Secretarial Audit Report dated 22 May 2021

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**ANNEXURE – 'A' TO SECRETARIAL AUDIT REPORT DATED 22 MAY 2021**

To

The Members of

AMBER ENTERPRISES INDIA LIMITED

CIN L28910PB1990PLC010265

Registered Office C 1, PHASE II, FOCAL POINT, RAJPURA TOWN PUNJAB - 140401

Corporate Office : 1st Floor, Universal Trade Tower, Sector 49, Sohna Road, Gurgaon Haryana – 122 018

Our Secretarial Audit Report dated May 22, 2021 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. Based on current scenario of COVID – 19 and lockdown to prevent spread of COVID, it was not possible for us to physically verify the documents and records of the Company, though we have taken use of electronic media and audio visual means to satisfy financial year ourselves regarding evidences and documents for audit.

For **Amit Chaturvedi & Associates**  
Company Secretaries

Sd/-

**CS AMIT CHATURVEDI**

Practicing Company Secretary  
(M. No. F10342)  
(C.P. No. 14332)

Place: New Delhi

Dated: 22 May 2021

# ANNEXURE - F

## ANNUAL REPORT ON CSR PROJECTS/ACTIVITIES

1.	Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken	<p><b>Brief Outline of the Company's CSR policy</b></p> <p>Your Company has a value system of giving back to society and improving life of the people and the surrounding environment. Since its inception your Company has been a socially responsible corporate making investment in the community which goes beyond any mandatory legal and statutory requirements.</p> <p>Your Company believes in corporate excellence and social welfare. The Company's CSR initiatives are inspired by the opportunity to contribute to a more secure and sustainable future. Your Company believes that the corporate strategy which embraces social developments as an integral part of the business activities ensure long term sustainability of business enterprises. With this belief, the Company is committed to make substantial improvements in the social framework of the nearby community. Looking at the social problems which the country faces today, we believe that every such contribution shall bring a big change in our society.</p> <p><b>Overview of CSR projects or programs proposed to be undertaken</b></p> <p>During the financial year under review, the Company has undertaken many initiatives beyond business with the aim for inclusive development. These included contributions towards development of sanitation facilities, making available clean drinking water facilities, improving availability of health care facilities, development of Hospitals, promoting/ sponsoring education in economically and educationally backward areas of various parts of country, sponsoring Skill Development Initiatives, woman empowerment program, renovation and development of government schools and setting up of manual lab for Air Conditioning cycle balancing ("Lab"), in ITI Rajpura alongwith supporting organisations engaged in promotion of rural sports and contribution to COVID -19.</p> <p>During the financial year, your Company has spent ₹ 158.11 Lakh on CSR projects/ activities.</p>																									
2.	The Composition of the CSR Committee	<p>The CSR Committee of the Board comprises of following Members :</p> <table border="1" data-bbox="598 1243 1444 1556"> <thead> <tr> <th>Sl. No.</th> <th>Name of the Director</th> <th>Designation/ Nature of Directorship</th> <th>Number of meetings of CSR Committee held during the year</th> <th>Number of meetings of CSR Committee attended during the year</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Ms. Sudha Pillai</td> <td>Chairperson</td> <td>2</td> <td>2</td> </tr> <tr> <td>2</td> <td>Mr. Jasbir Singh</td> <td>Member</td> <td>2</td> <td>2</td> </tr> <tr> <td>3</td> <td>Mr. Daljit Singh</td> <td>Member</td> <td>2</td> <td>2</td> </tr> <tr> <td>4</td> <td>Mr. Manoj Kumar Sehwat</td> <td>Member</td> <td>2</td> <td>2</td> </tr> </tbody> </table>	Sl. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	1	Ms. Sudha Pillai	Chairperson	2	2	2	Mr. Jasbir Singh	Member	2	2	3	Mr. Daljit Singh	Member	2	2	4	Mr. Manoj Kumar Sehwat	Member	2	2
Sl. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year																							
1	Ms. Sudha Pillai	Chairperson	2	2																							
2	Mr. Jasbir Singh	Member	2	2																							
3	Mr. Daljit Singh	Member	2	2																							
4	Mr. Manoj Kumar Sehwat	Member	2	2																							
3.	Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company	<p><b>Web - Link</b></p> <p>The CSR policy including overview of projects or program proposed to be undertaken is available on the Company's website through the Web-link: <a href="http://www.ambergrouppindia.com/corporate-social-responsibility">http://www.ambergrouppindia.com/corporate-social-responsibility</a>.</p>																									
4.	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	Not Applicable																									

## ANNEXURE - F (Contd.)

5.	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.	:	<b>Sl. No.</b>	<b>Financial Year</b>	<b>Amount available for set – off from preceding financial years (Amount in Lakh)</b>	<b>Amount required to be set – off for the financial year (Amount in Lakh)</b>
			1.	2019-20	Nil	Nil
			2.	2020-21	Nil	Nil
6.	Average net profit of the Company as per section 135(5).	:	₹ 11,645.68 Lakh			
7.	(a) 2% of average net profit of the Company as per section 135(5)	:	₹ 232.91 Lakh, approved by the Board of Directors on recommendation of CSR Committee Members.			
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	:	Nil			
	(c) Amount required to be set off for the financial year,	:	Nil			
	(d) Total CSR obligation for the financial year (7a+7b7c).	:	₹ 232.91 Lakh			

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

Total Amount Spent for the Financial Year. (Amount in Lakh)	Amount Unspent (Amount in Lakh)				
	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
₹ 158.11	₹ 74.80	28 April 2021	N.A.	Nil	N.A.

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project. State/ District	Project duration	Amount allocated for the project (Amount in Lakh)	Amount spent in the current financial year (Amount in Lakh)
1.	Breast Cancer Awareness program for women CSR (Organising awareness campaign and free screening camps for the early detection of breast cancer in various parts of India specifically in rural and hilly areas and procurement of breast scanner machine for detection of cancer.)	Preventing and Promoting Health Care, Sanitation and Making Available Safe Drinking Water	Yes	Dehradun, Himachal Pradesh (Specifically hilly areas)	3 Years (Excluding the year of commencement)	₹ 20.00	₹ 12.60
2.	Health Care CSR (To develop, renovate and maintain, a Civil Hospital Namely A.P. Jain Civil Hospital located in Rajpura which caters the health service needs of 170 villages around Rajpura AND other hospitals situated near to Company factories and Offices and other medical amenities.)	Preventing and Promoting Health Care	Yes	Rajpura, Delhi, NCR and Uttarakhand	3 Years (Excluding the year of commencement)	₹ 40.00	₹ 23.82
3.	Promoting Education – Innovative Teaching Skills. (Encouraging and enables government school teachers to learn innovative teaching practices.)	Promoting Education	Yes	Noida	3 Years (Excluding the year of commencement)	₹ 20.00	₹ 12.50

**ANNEXURE - F (Contd.)**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project. State/District	Project duration	Amount allocated for the project (Amount in Lakh)	Amount spent in the current financial Year (Amount in Lakh)
4.	Prevent Natural Resources (Conservation of natural resources and maintaining quality of soil.)	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.	Yes	Punjab, Delhi NCR, Noida, Greater Noida	2 Years (Excluding the year of commencement)	₹ 4.91	₹ 4.54
5.	Woman Empowerment through encouraging Art and Culture	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts	Yes	Punjab, Noida	3 Years (Excluding the year of commencement)	₹ 8.00	₹ 5.50
6.	School Infra Renovation, Development (Development and Renovation of various Government Schools alongwith promoting education in rural areas.)	Promoting education	Yes	Rajpura, Greater Noida, Jhajjar, Sahabad	3 Years (Excluding the year of commencement)	₹ 125.00	₹ 86.19
7.	Awareness about Chronic diseases (Gastroenterology and Liver Forum- Organising awareness program w.r.t various chronic diseases.)	Preventing and Promoting Health Care, Sanitation and Making Available Safe Drinking Water	Yes	Chandigarh	2 Years (Excluding the year of commencement)	₹ 5.00	₹ 2.50

S. No.	(9)	(10)	(11)
	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Amount in Lakh)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name CSR Registration Number
1.	₹ 7.40	Through Implementing Agency	Can I Protect Foundation
2.	₹ 15.71	Direct and Through Implementing Agency as well	Niskam Sewa Society, Agrim Trust and Welfare Society
3.	₹ 7.50	Through Implementing Agency	Foster and Forge Foundation
4.	₹ 0.38	Direct	N.A
5.	₹ 2.50	Through Implementing Agency	Art Scapes
6.	₹ 38.81	Direct and through implementing agency	Niskam Sewa Society, Agrim Trust and Welfare Society
7.	₹ 2.50	Through implementing agency	Gastroenterology and Liver Forum

## ANNEXURE - F (Contd.)

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

(1) S. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project. State/District	(6) Project duration	(7) Amount allocated for the project (Amount in Lakh)	(8) Amount spent in the current financial Year (Amount in Lakh)
1	N.A.	Contribution to the prime minister's national relief fund or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;	N.A.	N.A.	N.A.	None	₹ 10.57

S. No.	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Amount in Lakh)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency
	Name and CSR Registration Number		
	N.A.	N.A.	N.A.

(d) Amount spent in Administrative Overheads: Nil

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 158.11 Lakh

(g) Excess amount for set off, if any

Sl. No.	Particular	(Amount in Lakh)
1	2% of average net profit of the Company as per section 135(5)	₹ 232.91 Lakh
2	Total amount spent for the financial Year	₹ 158.11 Lakh
3	Excess amount spent for the financial year [(ii)-(i)]	Nil
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: None

(1) S. No	(2) Preceding Financial Year	(3) Amount transferred to Unspent CSR Account under section 135 (6)	(4) Amount spent in the reporting Financial Year	(5) Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			(6) Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
	-	-	-	-	-	-	-

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

(1) S. No.	(2) Project ID.	(3) Name of the Project	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount allocated for the project	(7) Amount spent on the project in the reporting Financial Year	(8) Cumulative amount spent at the end of reporting Financial Year	(9) Status of the project - Completed /Ongoing
1.	CSR-BCAP001	Breast Cancer Awareness program for women CSR (Organising awareness campaign and free screening camps for the early detection of breast cancer in various parts of India specifically in rural and hilly areas and procurement of breast scanner machine for detection of cancer.)	2018 - 19	3 Years	₹ 20.00	₹ 12.60	₹ 12.60	Ongoing

**ANNEXURE - F (Contd.)**

(Amount in Lakh)

(1) S. No.	(2) Project ID.	(3) Name of the Project	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount allocated for the project	(7) Amount spent on the project in the reporting Financial Year	(8) Cumulative amount spent at the end of reporting Financial Year	(9) Status of the project - Completed /Ongoing
2.	CSR-HC002	Health Care CSR (To develop, renovate and maintain, a Civil Hospital Namely A.P. Jain Civil Hospital located in Rajpura which caters the health service needs of 170 villages around Rajpura AND other hospitals situated near to Company factories and Offices and other medical amenities.)	2018 - 19	3 Years	₹ 40.00	₹ 23.82	₹ 23.82	Ongoing
3.	CSR-ITK003	Promoting Education – Innovative Teaching Skills. (Encouraging and enables government school teachers to learn innovative teaching practices.)	2018 - 19	3 Years	₹ 20.00	₹ 12.50	₹ 12.50	Ongoing
4.	CSR-PNR004	Prevent Natural Resources (Conservation of natural resources and maintaining quality of soil.)	2018 - 19	2 Years	₹ 4.91	₹ 4.54	₹ 4.54	Completed
5.	CSR-A&C005	Woman Empowerment through encouraging Art and Culture	2018 - 19	3 Years	₹ 8.00	₹ 5.50	₹ 5.50	Ongoing
6.	CSR-SIRD006, SIRD006A, SIRD006B	School Infra Renovation, Development (Development and Renovation of various Government Schools alongwith promoting education in rural areas.)	2019 - 20	3.5 Years	₹ 125.00	₹ 86.19	₹ 86.19	Ongoing

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).

- 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).

No capital asset was created / acquired during financial year 2020-21 through CSR spend.

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):

The Company is committed to focus on inclusive growth and improve lives by contributing towards communities around which it operates. This dedicated commitment towards inclusive growth is manifested through the Company's CSR initiatives undertaken in past years.

Due to Covid-19 pandemic in the country, the Company was not able to undertake its CSR activities fully in the financial year 2020 – 21, hence against the total approved budget of ₹ 232.91 Lakh to be expended in the financial year 2020-21, the Company has spent ₹ 158.11 Lakh on approved CSR projects/activities as on 31 March 2021 and ₹ 74.80 Lakh remained unspent.

**ANNEXURE - F (Contd.)**

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Your Company endeavored to meet the budgeted expenditure by contributing in various eligible CSR activities and has committed to incur expenditure for CSR initiatives in the coming years through structured events or programs and projects. The Company recognises its obligations to act responsibly, ethically and with integrity in its dealings with employees, community, customers and the environment as a whole.

At Amber, we know that corporate responsibility is essential to our current and future success as a business. The Company believes it has the greatest opportunity to drive values through CSR initiatives various area, in compliance with its CSR Policy and objectives thereof.

For and on behalf of Board of Directors  
**Amber Enterprises India Limited**

**(Daljit Singh)**

Managing Director  
DIN:- 02023964

G - 45, Silver Oak Avenue, DLF City, Phase - I,  
Gurugram – 122002, Haryana

**(Sudha Pillai)**

Chairperson of CSR Committee  
DIN:- 02263950

D-241, Sarvodaya Enclave (2nd Floor),  
New Delhi - 110017

Place : Gurugram  
Date : 22 May 2021



# ANNEXURE - G

## BUSINESS RESPONSIBILITY REPORT

Business Responsibility Report ("BRR" or "Report") is a disclosure mandated by the Securities and Exchange Board of India (SEBI) and the National Voluntary guidelines (NVG) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs, India for the top 500 listed companies. Since these companies have funds raised from the public, it implies involvement of an element of public interest. The report is a tool designed to help these companies understand the principles and core elements of responsible business practices.

This BRR is one of the avenues to communicate the Company's obligations and performance to all its stakeholders for financial year 2020 - 21.

### SECTION A - GENERAL INFORMATION ABOUT THE COMPANY

<b>Corporate Identity Number (CIN) of the Company</b>	L28910PB1990PLC010265
<b>Name of the Company</b>	Amber Enterprises India Limited
<b>Registered address</b>	C – 1, Phase – II, Focal Point, Rajpura Town – 140 401, Punjab
<b>Website</b>	www.ambergrouppindia.com
<b>E-mail id</b>	info@ambergrouppindia.com
<b>Financial Year reported</b>	1 April 2020 to 31 March 2021
<b>Sector(s) that the Company is engaged in (industrial activity code-wise)</b>	Group*: 281 Class: 2819 Sub – Class: 28192 Description: Manufacture of air-conditioning machines, including motors for air conditioners <i>*As per classification under National Industrial Classification 2008, Central Statistical Organisation, Ministry of Statistics and Programme Implementation, Government of India, New Delhi.</i>
<b>List three key products/services that the Company manufactures/provides (as in balance sheet)</b>	Air-conditioners – WAC, IDU and ODU Sheet Metal Components Heat Exchanger
<b>Total number of locations where business activity is undertaken by the Company:</b>	
<b>(a) Number of International Locations (Provide details of major 5)</b>	None
<b>(b) Number of National Locations</b>	The Company has its plants/factories in 15 locations in India across 5 states and 1 Corporate Office : Punjab: Rajpura (1 unit) Uttar Pradesh: Ecotech, Kasna (3 units) Haryana: Jhajjar, Faridabad (5 units) Uttarakhand: Dehradun (3 units) Maharashtra: Pune (3 units) Corporate Office at Gurgaon, Haryana <i>(Above includes the details of subsidiaries)</i> Further, details of Company's businesses and operations are spread across the country. Details of locations are also provided in the Corporate Governance Report forming part of this Annual Report.
<b>Markets served by the Company – Local/ State/ National/ International</b>	Pan India across all markets

## ANNEXURE - G (Contd.)

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

Paid up Capital	₹ 3,369.37 Lakh
Total Turnover	₹ 2,29,590.56 Lakh
Total profit after taxes	₹ 5,155.69 Lakh
Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The total spend on CSR for financial year 2020 - 21 is ₹ 158.11 Lakh. For more details Refer <b>"Annexure F"</b> of the Director's Report on Corporate Social Responsibility Annual Report (as per Section 135 of the Act).
List of activities in which expenditure in 4 above has been incurred:-	<ul style="list-style-type: none"> <li>• Promoting education;</li> <li>• Vocational Skill Development;</li> <li>• Preventing and promoting health care, sanitation and making available safe drinking water;</li> <li>• Promoting gender equality, empowering women;</li> <li>• Setting up homes and hostels for women and orphans;</li> <li>• Setting up old age homes, day care centres and such other facilities for senior citizens;</li> <li>• Conservation of natural resources and maintaining quality of soil, air and water.</li> <li>• Spending on COVID – 19 and Disaster Management.</li> </ul> <p>For more details Refer <b>"Annexure F"</b> of the Director's Report on Corporate Social Responsibility Annual Report (As per Section 135 of the Act).</p>

## SECTION C: OTHER DETAILS

Does the Company have any Subsidiary Company/ Companies?	<p>Yes, the Company have 5 Subsidiaries, which includes 3 Wholly Owned Subsidiaries and 2 Subsidiaries.</p> <p><b>Wholly Owned Subsidiaries</b></p> <ol style="list-style-type: none"> <li>1. PICL (India) Private Limited;</li> <li>2. Appserve Appliance Private Limited;</li> <li>3. Sidwal Refrigeration Industries Private Limited;</li> </ol> <p><b>Subsidiaries</b></p> <ol style="list-style-type: none"> <li>1. IL JIN Electronics (India) Private Limited;</li> <li>2. Ever Electronics Private Limited;</li> </ol>
Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)	There is no direct participation. Subsidiaries conduct their own BR initiatives.
Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	<p>No such entities.</p> <p>The Company promotes BR initiatives throughout its value chain, in collaboration with the concerned internal and external stakeholders. At present, more than 60% business associates participate in its BR initiatives. From the start of its association with the suppliers and distributors, the Company urges them to adhere to the various aspects of sustainable business. Further, Company's whistle blower policy applies across its network of business associates, providing them with robust platform to report any unethical business practice without any hesitation or fear.</p>

## ANNEXURE - G (Contd.)

### SECTION D: BUSINESS RESPONSIBILITY ("BR") INFORMATION

#### 1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies	
DIN Number	00259632
Name	Mr. Jasbir Singh
Designation	Chairman and Chief Executive Officer
Telephone number	0124-3923000
e-mail id	infoamber@ambergroupindia.com
(b) Details of the BR head	
DIN Number (if applicable)	02023964
Name	Mr. Daljit Singh
Designation	Managing Director
Telephone number	0124-3923000
e-mail id	infoamber@ambergroupindia.com

#### 2. Principle-wise [(as per National Voluntary Guidelines (NVGs)] BR Policies:

The National Voluntary Guidelines on Social, Environment and Economic Responsibilities of Business (NVGs), released by the Ministry of Corporate Affairs, has adopted nine principles of Business Responsibility, as listed below :

Principle 1:	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. Y
Principle 2:	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle. Y
Principle 3:	Businesses should promote the wellbeing of all employees. Y
Principle 4:	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised. Y
Principle 5:	Businesses should respect and promote human rights. Y
Principle 6:	Business should respect, protect, and make efforts to restore the environment. Y
Principle 7:	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner. Y
Principle 8:	Businesses should support inclusive growth and equitable development. Y
Principle 9:	Businesses should engage with and provide value to their customers and consumers in a responsible manner. Y

**ANNEXURE - G (Contd.)**

(a) Principle –wise (as per NVGs) BR Policy/policies (Reply in Y/N)

S. No.	Questions	Principle 1 Integrity, Ethics, Transparency & Accountability	Principle 2 Safe and Sustainable goods and services	Principle 3 Well– being of Employees	Principle 4 Respect for and responsiveness to all stakeholders	Principle 5 Respect and Promote Human Rights	Principle 6 Respect, and protect and restore the Environment	Principle 7 Responsible and transparent policy advocacy	Principle 8 Promote inclusive growth and equitable development	Principle 9 Provide value to consumer responsibly
1.	Do you have a policy/ policies for these	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)*	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	No, the Company does not have any specified committee of the Board to oversee the policy instead the Board has delegated its powers to Mr. Daljit Singh, Managing Director, to oversee policy implementation.								
6.	Indicate the link for the policy to be viewed online?***	www.ambergrouppindia.com								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, the policy has been formally communicated to internal stakeholders and the same is available at www.ambergrouppindia.com for information of the external stakeholders								
8.	Does the Company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y

## ANNEXURE - G (Contd.)

S. No.	Questions	Principle 1 Integrity, Ethics, Transparency & Accountability	Principle 2 Safe and Sustainable goods and services	Principle 3 Well-being of Employees	Principle 4 Respect for and responsiveness to all stakeholders	Principle 5 Respect and Promote Human Rights	Principle 6 Respect, protect and restore the Environment	Principle 7 Responsible and transparent policy advocacy	Principle 8 Promote inclusive growth and equitable development	Principle 9 Provide value to consumer responsibly
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies? **	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? *	Y	Y	Y	Y	Y	Y	Y	Y	Y

\* The Whistle-Blower Policy, Code of Conduct, Prevention of Sexual Harassment Policy and Corporate Social Responsibility Policy are framed as per the requirements of the respective legislations of India. Environment policy conforms to ISO – 14001 which is an international standard released by International Standards Organisation (ISO).

\*\* The Whistle-Blower Policy and Code of Conduct are overseen by the Audit Committee of the Board of Directors of the Company and Corporate Social Responsibility Policy is overseen by the Corporate Social Responsibility Committee of the Board of Directors of the Company. Prevention of Sexual Harassment Policy is being overseen by Internal Complaints Committee (ICC) constituted under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The grievance, if any, arising out of Whistle-Blower Policy, Code of Conduct and Prevention of Sexual Harassment Policy is being redressed by the respective committees which oversee them.

\*\*\* The policies are mapped to each principle as under:

**ANNEXURE - G (Contd.)**

Principles	Applicable policies	Web link for policies
Principle 1 : Integrity, Ethics, Transparency & Accountability	Vigil Mechanism/ Whistle Blower Policy Code of Conduct	<a href="http://www.ambergroupindia.com/code-and-policies/">http://www.ambergroupindia.com/code-and-policies/</a>
Principle 2 : Safe and Sustainable goods and services	Environment Policy*** Quality Policy***	
Principle 3 : Well– being of Employees	Code of Conduct Safety Policy*** Prevention of Sexual Harassment Policy; Leave Policy ***	<a href="http://www.ambergroupindia.com/code-and-policies/">http://www.ambergroupindia.com/code-and-policies/</a>
Principle 4 : Respect for and responsiveness to all stakeholders	Corporate Social Responsibility Policy	<a href="http://www.ambergroupindia.com/code-and-policies/">http://www.ambergroupindia.com/code-and-policies/</a>
Principle 5 : Respect and Promote Human Rights	Code of Conduct	<a href="http://www.ambergroupindia.com/code-and-policies/">http://www.ambergroupindia.com/code-and-policies/</a>
Principle 6 : Respect, protect and restore the Environment	Environment Policy***	
Principle 7 : Responsible and transparent policy advocacy	Code of Conduct Vigil Mechanism/ Whistle Blower Policy	<a href="http://www.ambergroupindia.com/code-and-policies/">http://www.ambergroupindia.com/code-and-policies/</a>
Principle 8 : Promote inclusive growth and equitable development	Corporate Social Responsibility Policy	<a href="http://www.ambergroupindia.com/code-and-policies/">http://www.ambergroupindia.com/code-and-policies/</a>
Principle 9 : Provide value to consumer responsibly	Quality Policy*** Policy on warranty and service maintenance schedule***	

\*\*\*Available on Company's intranet

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

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

**3. Governance related to BR**

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

The Management reviews the BR initiatives regularly and a complete assessment is done on an annual basis.

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

Yes, the Company publishes the information on BR every year which forms part of Annual report of the Company. The same can be accessed on the website of the Company at [www.ambergroupindia.com](http://www.ambergroupindia.com).

## ANNEXURE - G (Contd.)

### SECTION E: PRINCIPLE-WISE PERFORMANCE

<b>Principle 1</b>		<b>Businesses should conduct and govern themselves with Ethics, Transparency and Accountability</b>
1.	Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?	<p>Our Corporate Governance practices apply across the entire Amber Group. Amber has adopted the Code of Conduct which complies with all the legal requirements of the applicable rules and regulations including anti bribery and corruption &amp; guides its employees and directors to conduct business in an ethical, responsible and transparent manner. It also covers all dealings with suppliers, customers and other business partners and other stakeholders. The Code forms an integral part of the induction of new employees. The Company has zero tolerance approach towards bribery and corruption. The Company ensures compliance of ethical standards by its vendors and contractors through appropriate clauses in its contracts to which they are obligated. The contracts include clauses in relation to anti-corruption law, confidentiality, human rights etc. The code of conduct is further supported by Vigil Mechanism, which is being governed by Whistle Blower Policy. Objective of the Policy is to establish no threat window whereby an individual, who is aware of any Protected Disclosure in the Company, is able to raise it to the appropriate channel as outlined in the policy, to ensure appropriate and timely institutional response and remedial action and offer protection to such individual from victimisation, harassment or disciplinary proceedings. The Policy is directly monitored by the Chairman of the Audit Committee.</p> <p>The Company also has policy for (a) Determining Materiality of Events and Information, to ensure disclosure of any event or information which, pursuant to Listing Regulations is material to determine whether an event or information is material or not and to ensure timely, accurate, uniform and transparent disclosure; and (b) Code of conduct for insider trading and fair disclosure of unpublished price sensitive information. The copies of all the above mentioned policies are available on the website of the Company.</p>
2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	<p>The Company being in Manufacturing industry does receive client's/customer's queries /feedback which are duly attended to and addressed to satisfaction of the Stakeholders. Further, a total of 36 Investor complaints were received during the financial year 2020-21 which have been duly addressed and satisfactorily resolved.</p> <p>Further, there were no cases of violation of the Company's Code of Conduct in financial year 2020-21. No case was reported under the Company's Whistle Blower Policy during the year. The Company has ensured prompt public disclosure of unpublished price sensitive information in order to make such information generally available and is in compliance with the SEBI (Prohibition of Insider Trading) Regulations.</p>
<b>Principle 2</b>		<b>Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle</b>
1.	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	<p>The Company understands its obligations on social and environmental concerns, risks and opportunities. Accordingly, the Company has devised the manufacturing process, in a manner taking care of its obligations. The Company has launched various design and few are listed below:</p> <ul style="list-style-type: none"> <li>• New premium feature addition in Room Air Conditioners Indoor Unit e.g. 4-way swing, PIR sensor etc.;</li> <li>• Increasing efficiency of 1 Tr system to achieve 1.5 Tr without changing compressor/controller;</li> <li>• Refrigerant consumption reduction done by usage of 5 mm heat exchangers in Room Air Conditioners;</li> <li>• VRF controller development project framework initiated (6HP &amp; 10HP category);</li> <li>• Refrigerant consumption reduction and cost reduction done by change from 9.52 mm to 7 mm heat exchanger in selected FCU &amp; Ductable series. ;</li> </ul>

## ANNEXURE - G (Contd.)

2.	<p>For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):</p> <p>(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?</p>	<p>With a diverse portfolio of products, calculating our environmental performance per product poses unique challenges. Being a responsible Company, we continuously track the consumption of the resources and strive to reduce the resource usage.</p> <p>The Company follows number of key environmental indicators to monitor the efficiency and consumption of natural resources in manufacturing such as water consumption and recycling, energy and power consumption, raw materials yield and waste generation.</p> <p>The Company internally track the consumptions patterns of critical nature resources on regular basis.</p>
	<p>(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?</p>	<p>Number of initiative has already been implemented across various units. Some of the key improvements done are like usage of solar energy and optimizing the water requirements at plant level.</p> <p>The optimised designs and technologies resulted in higher energy efficiency, low refrigerant weight, lesser global warming (environment friendly).</p>
3.	<p>Does the Company have procedures in place for sustainable sourcing (including transportation)?</p> <p>(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.</p>	<p>The Company has developed over the last decades supplier intimacy and goodwill which enables the Company to source quality raw materials even when there is scarcity of raw material in market. We engage with local suppliers for sustainable sourcing. The Company endeavours to focus on protection of environment, stakeholders' interest and cost effectiveness while procuring any raw material or goods. The main raw materials are procured from manufacturers / producers/ suppliers who are well reputed keeping in mind the need for quality and consistency. Adequate steps are taken for safety during transportation, which, in turn, help to mitigate the impact on climate.</p> <p>Yes, sustainable sourcing describes a sourcing exercise which goes beyond economic considerations and takes into account environmental, social and ethical factors as well.</p> <p>Regular capacity building and assessments are carried out for key suppliers. However, currently, it is not feasible to measure the same in percentage.</p>
4.	<p>Has the Company taken any steps to procure goods and services from local &amp; small producers, including communities surrounding their place of work?</p> <p>(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?</p>	<p>The Company's criteria for selection of goods and services is reliability, quality and price. Regular assessments are made by the Company for the key suppliers and local vendors.</p> <p>The Company strives to obtain goods and services from the nearby local and nearby vendors. Frequent visits, if required are also arranged by the officials of the Company to the work stations of these local vendors for betterment of processes and quality of products.</p> <p>Moreover, the concerted efforts of the Company over the years have led to the creation of sustainable livelihoods for local people in the vicinity of its business units.</p> <p>Further our Contractors, who are engaged in operation and maintenance of plants, mostly employ workmen from the nearby villages which contribute to employment creation in communities surrounding the workplaces.</p> <p>Localisation is paramount to sourcing strategy and the Company is procuring goods and services from local supply chain partners which includes large, mid-size and small scale industries who meets our quality, delivery, cost and technology expectations.</p>
5.	<p>Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as &lt;5%, 5-10%, &gt;10%). Also, provide details thereof, in about 50 words or so.</p>	<p>The Company is committed towards reduction of environmental footprint of its products, waste and packaging materials.</p> <p>Company has entered into an agreement with authorised recycler for recycling and disposal of E-waste, if any, generated during the manufacturing process.</p> <p>All our non-hazardous waste is segregated at source and managed as under:</p> <ol style="list-style-type: none"> <li>1. Transfer Waste in segregated way by Authorised Waste collector</li> <li>2. Create energy and Compost from organic waste.</li> <li>3. Recycle waste to useful resource.</li> </ol>



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<b>Principle 3 Businesses should promote the wellbeing of all employees</b>										
1.	Please indicate the Total number of employees.	8,580								
2.	Please indicate the Total number of employees hired on temporary/ contractual/ casual basis.	5,830								
3.	Please indicate the Number of permanent women employees.	68								
4.	Please indicate the Number of permanent employees with disabilities	4								
5.	Do you have an employee association that is recognised by management	No								
6.	What percentage of your permanent employees is members of this recognised employee association?	Not Applicable								
7.	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	The Company does not engage in any form of child labour/ forced labour/ involuntary labour and does not adopt any discriminatory employment practices. The Company has a policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination. No complaints were received by the Company under the aforesaid.								
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	<table border="1"> <tr> <td>Permanent Employees</td> <td>89%</td> </tr> <tr> <td>Permanent Women Employees</td> <td>100%</td> </tr> <tr> <td>Casual/ Temporary/ Contractual Employees</td> <td>84%</td> </tr> <tr> <td>Employees with Disabilities</td> <td>100%</td> </tr> </table>	Permanent Employees	89%	Permanent Women Employees	100%	Casual/ Temporary/ Contractual Employees	84%	Employees with Disabilities	100%
Permanent Employees	89%									
Permanent Women Employees	100%									
Casual/ Temporary/ Contractual Employees	84%									
Employees with Disabilities	100%									
<b>Principle 4 Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised</b>										
1.	Has the Company mapped its internal and external stakeholders? Yes/No	Yes, the Company has mapped its internal as well as external stakeholders, including disadvantaged, vulnerable and marginalised stakeholders. These stakeholders include employees, customers, NGOs and communities, dealers, suppliers, investors, media, government, regulators, peers and industry ecosystem.								
2.	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders.	Yes, the Company has further identified the disadvantaged, vulnerable and marginalised stakeholders, namely the communities around its manufacturing sites/plants and its workers/contractual workers. Youth emerged as a separate group and hence are catered through education and skill development program. These are covered under the CSR policy of our Company.								
3.	Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.	Amber is an equal opportunity employer and provide equal opportunities to differently-abled, marginalised and people from economically weaker backgrounds. All employees have equal opportunity on career growth, coaching and mentoring. The Company has under its various CSR initiatives has contributed to support the initiatives taken for under privileged child education and promoting healthcare, development of sanitation facilities, making available clean drinking water facilities, improving availability of health care facilities, development of hospitals, promoting/ sponsoring education in economically and educationally backward areas, sponsoring skill development initiatives, woman empowerment program, disaster management, contribution to Covid -19 and setting up of manual lab for air conditioning cycle balancing ("Lab") in ITI Rajpura.								

## ANNEXURE - G (Contd.)

<b>Principle 5 Businesses should respect and promote human rights</b>		
1.	Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	The Company, on its own initiatives, is committed to comply with all human rights and follow it across all stakeholders associated with the Company. The Company does not employ any forced labour and child labour and is committed to promoting the general equality among the employees. Yes all the policy on human rights covers the entire Amber group and the Company's actions emanating from these policies speak louder than its intentions. Not only is the Company compliant with all the statutory laws and regulations, but it has grievance redressal mechanism in place for violations.
2.	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The Company did not receive any stakeholder complaint in financial year 2020-21 regarding human rights.
<b>Principle 6 Business should respect, protect, and make efforts to restore the environment</b>		
1.	Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures/ Suppliers/ Contractors/ NGOs/ others.	<p>The Company aims to achieve business excellence in environment protection, health management and safety across its businesses.</p> <p>Protection of the environment ranks high among our Corporate goals and as a responsible corporate citizen. The Policy covers all the employees of Amber Group and to all the interested parties and public.</p> <p>Also, the Company's policy on environment, health and safety encourages its employees to be more ecologically aware and to be more cautious in pre-empting potential threats by developing relevant measures to address them.</p> <p>The key measures that the policy of the Company incorporates are as following:</p> <ol style="list-style-type: none"> <li>1) Incorporate environmental management in all our business processes and practices.</li> <li>2) Generate awareness amongst employees for their roles and responsibilities in ensuring good environmental management.</li> <li>3) Conserve natural resources.</li> <li>4) Remain in compliance with all applicable government environmental regulations.</li> </ol>
2.	Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	<p>The Company is vigilant of the emerging challenges like climate change, global warming and investing in measures that convert these challenges into opportunities. The Company believes it is its responsibility to address global long term challenges and ensures the business is run in a socially, ecologically and economically responsible manner. Global environmental issues our addressed as a part of our business context and our moral duty towards the environment. With the production of energy efficient products, conservation measures, reducing dependence on limited resources, the Company not only reducing the burden on the environment, but also on its operational costs.</p> <p>Refer "<b>Annexure – K</b>" to the Directors' Report for details in relation to environment conservation and technology absorption.</p>
3.	Does the Company identify and assess potential environmental risks? Y/N	Yes. The Company has an environmental policy which guides the Company's efforts to manage its environmental impacts and continually improve its environmental performance. The Company firmly believes in sustainable development which is reinforced by environmental management systems practiced across manufacturing units. Hazards are analysed, evaluated and adequate control measures are taken to reduce impact on environment. The Company has also adopted the risk assessment policy which identifies and takes into consideration the potential risks and its implications on the functioning of the Company.
4.	Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	<p>Yes, Company continued to work on technology up gradation and capability development in the critical areas of better star rating which results in higher energy efficiency, lesser global warming to make it environment friendly.</p> <p>Refer "<b>Annexure – K</b>" to the Annual Report for details in relation to environment conservation and technology absorption.</p>

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5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	<p>The Company believes its responsibility to address global long term challenges and ensures the business is run in a socially, ecologically and economically responsible manner. Keeping the aforesaid into consideration, your Company has installed solar roof tops panels to reduce dependency on non-renewable sources at its facility situated at Jhajjar and Pune.</p> <p>Yes, Company have also made significant strides in attaining energy efficiency in our plants and details are covered in <b>"Annexure – K"</b> to the Annual Report for details in relation to environment conservation and technology absorption.</p>
6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?	The Company is in compliance with the applicable environmental laws and regulations. The Company's emissions, effluents and waste are within Central and State Pollution Control Boards permissible limits. Yes, we comply with all applicable environmental legislations in the locations we operate in.
7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.	There were no show cause/ legal notices received from CPCB/ SPCB during the year which are pending as on 31 March 2021.

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

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.	<p>Yes, the Company is a member of following associations are as follows:</p> <ol style="list-style-type: none"> <li>1. Consumer Electronics and Appliances Manufacturers Association (<b>"CEAMA"</b>)</li> <li>2. Confederation of Indian Industries (<b>"CII"</b>)</li> </ol>
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	The Company actively participates in discussions pertaining to policy matters that impact the interests of its stakeholders and also advocates policies which promote socio-economic growth. It collaborates with government and industry associations on matters related to sector growth, serving as a think tank for the decision makers in the industry.

**Principle 8 Businesses should support inclusive growth and equitable development**

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	<p>Yes, the Company has a Corporate Social Responsibility (CSR) Policy which derives its core values and covers all aspects as per requirements of the Act, Rules prescribed thereunder and Schedule VII of the Act. All the flagship CSR programmes and activities have been conceptualised in pursuit of the CSR Policy.</p> <p>The CSR Committee comprising the Board members along with the top management and leadership as well as other stakeholders ensure that the outcomes of all the programmes meet the CSR Policy guidelines and are in sync with international best practices. The larger objective of the CSR programmes is to protect and conserve the environment and bring about positive socio-economic change in the society.</p> <p>The Company undertakes purposeful activities with the goal to maintain and improve the state of environmental resources affected by human activities. The environment management aims towards ensuring that the ecosystem services in areas where we operate are protected and maintained for equitable use by future generations.</p> <p>During the financial year under review, Company spent ₹ 158.11 Lakh on the CSR activities. Details on project wise CSR spending is included in <b>"Annexure – F"</b> of Annual Report.</p>
2. Are the programmes/ projects undertaken through in-house team /own foundation/ external NGO/ government structures/any other organisation?	The CSR programmes are run either directly and through specialised agencies / NGOs partners and government departments.

**ANNEXURE - G (Contd.)**

3.	Have you done any impact assessment of your initiative?	Yes. The Company assesses the impact of the various CSR initiatives through its CSR Committee. The CSR Committee at the end of the year understand the efficacy of the programme in terms of delivery of desired benefits to the community. The Company also try to make the impact assessments to ensure that the intended benefit of the initiative is going to the masses as desired.
4.	What is your Company's direct contribution to community development projects- Amount in ₹ and the details of the projects undertaken.	The CSR projects have been carried out by the Company either directly or through specialised agencies / NGOs partners. Details of CSR projects are available in the Annual Report on Corporate Social Responsibility activities for financial year 2020 -21 which forms " <b>Annexure F</b> " to the Annual Report.
5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Yes. Initiatives conducted under CSR are tracked to determine the outcomes achieved and the benefits to the community. Internal tracking mechanisms are regularly carried out. The Company has engaged Company's senior management to drive and monitor the CSR activities and to obtain informal feedback from the community.

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

1.	What percentage of customer complaints /consumer cases are pending as on the end of financial year.	The Company follows a robust way of tracking its stakeholder's complaints. The consumer cases filed against the Company are not significant in number compared with annual sales volume.
2.	Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks(additional information)	Yes, the Company displays such product information on its packaging as is mandated by law.
3.	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No cases were filed by any stakeholders against the Company regarding unfair trade practices, irresponsible advertising and/ or anti-competitive behaviour during the last five years.
4.	Did your Company carry out any consumer survey/ consumer satisfaction trends?	The Company's Business model is B2B. Customer feedback is gathered at the end of key customer interactions, during delivery of Manufactured product. The Company gathers the required information from the business partners with whom the Company carry out the business operations. The Company is not directly engaged with the end customers. Therefore, the Company does not carry out any consumer survey/consumer satisfaction trends. The Company receives numerous customer awards for contribution to their business such as quality excellence, design development, best performance etc. which represents customer satisfactions. Awards are mentioned in details in "Awards and Recognition" of the Annual Report.

# ANNEXURE - H

## CORPORATE GOVERNANCE REPORT

To comply with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended [**"SEBI (LODR) Regulations"**], the report containing the details of Corporate Governance of Amber Enterprises India Limited (**"the Company" / "Amber"**) is as follows :

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Amber Enterprises India Limited ('Company'/'Amber'), thrust is on ensuring good conduct and governance by following transparency, fairness, integrity, equity and accountability in all dealings with customers, vendors, employees, regulatory bodies, investors and community at large. Our Corporate Governance is a reflection of us – our value system, work culture and thought process.

The key focused attributes to achieve good conduct and governance are as under:

**Transparency:** It includes informing the Company's policies and actions to those towards whom it has responsibility. This also includes disclosure without hampering the interests and privacy of the Company and those of its stakeholders.

**Fairness:** It refers to working towards achieving the goal and enhancing shareholders' value without any conflict of interest or any bias.

**Integrity:** This is to ensure independent verification and correct presentation of the Company's financial position.

**Equity:** It includes treating various stakeholders equally and providing effective mechanism for redressal.

**Accountability:** It refers to the obligation and responsibility to give an explanation or reason for the Company's actions and conduct.

Your Company believes that good corporate governance is essential for achieving long-term corporate goals and enhancing stakeholder value. Amber is committed to conduct its business in compliance with the applicable laws, rules, regulations and statutes. Amber believes in building and retaining the trust of its stakeholders by placing special emphasis on formulation and compliance of principles of corporate governance. The governance principles ingrained in the value system of the entity are based on conscience, openness, fairness and professionalism, which have built strong foundation of trust and confidence in the market.

The Company has constructed its vision and business strategy around these principles in such a way that it would help the organisation to continuously improve its position in a fast-changing world. The Company strives

at doing the "right things" in the "right manner" in the interest of multiple stakeholders, which would attract sound financial status, brand value, sustainability and reliability.

Corporate governance refers to the manner in which a corporation is governed, directed and managed. Corporate governance essentially involves balancing interests of all the stakeholders, such as shareholders, Board of Directors, management team, employees, customers, suppliers, bankers, government and the community. Corporate governance facilitates effective, entrepreneurial and prudent management which can deliver sustainable business results over a long term. Good corporate governance creates a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders' aspirations and societal expectations.

We, at Amber, continuously strive to adopt and implement the best in class governance practices. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company and entire group. The Company's governance framework enjoins the highest standards of ethical and responsible conduct of business to create value for all stakeholders. We firmly believe, that for our continued success, we will need to adhere to the highest standards of corporate behaviour towards every stakeholder and the society at large. Over the years, we have strengthened our governance practices, and it is our endeavour to achieve the best in class governance standards, benchmarked globally.

Corporate Governance has always been intrinsic to the management of the Business and passion for good governance ingrained in the organisation. Amber has deeply ingrained the Corporate Governance in its value system and is reflection of principles entrenched in our values and policies.

We at Amber strive to adopt and implement robust Board governance processes, internal control systems and processes, and strong audit mechanisms. Corporate Governance basically involves Company's Code of Business Conduct, Corporate Governance Guidelines and charters of various subcommittees of the Board and Company's Disclosure Policy.

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The Corporate Governance framework of the Company is based on the following Broad practices :

- a) Engaging a diverse and highly professional, experienced and competent Board of Directors, with versatile expertise in industry, finance, management and law.
- b) Deploying well defined governance structures that establishes checks and balances and delegates decision making to appropriate levels in the organisation.
- c) Adoption and implementation of fair, transparent and robust systems, processes, policies and procedures.
- d) Making high levels of disclosures for dissemination of corporate, financial and operational information to all its stakeholders.
- e) Having strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements and zero tolerance for non-compliance.

Over the years at Amber, we have strengthened our governance practices and it is our endeavor to achieve the best governance practices globally. Some of the best implemented governance norms include the following :

- a) All securities related filings with Stock Exchanges and SEBI are reviewed by the Company's Board.
- b) The Company has following independent Board Committees: Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Risk Management Committee and Executive Committee.
- c) The Company also undergoes secretarial audit conducted by an independent Company Secretaries Firm. The Secretarial Audit Report is placed before the Board and is included in the Annual Report.
- d) Observance and adherence of the Secretarial Standards issued by the Institute of Company Secretaries of India.

### Governance Policies

At Amber we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various

codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are :

- Code of Conduct for Board of Directors and Senior Management Personnel;
- Code of conduct for insider trading and fair disclosure of unpublished price sensitive information;
- Policy on Related Party Transactions;
- Corporate Social Responsibility Policy;
- Policy for Determination of Material Subsidiary and Governance of Subsidiaries;
- Policy for Determination of Materiality of Events / Information;
- Remuneration Policy for Directors, Key Managerial Personnel and Members of Senior Management Personnel;
- Familiarisation Programme for Independent Directors;
- Vigil Mechanism/Whistle Blower Policy;
- Policy for Preservation of Documents;
- Policy on Diversity of the Board of Directors;
- Dividend Distribution Policy;
- Business Responsibility Policy;
- Archival Policy; and

In this report, Your Company confirms compliance to the Corporate Governance principles as enshrined in the SEBI (LODR) Regulations, details whereof for the financial year ended 31 March 2021 are set out hereunder.

## II. BOARD OF DIRECTORS

Amber is a professionally managed Company functioning under the overall supervision of the Board. Its Board comprises of the required blend of Independent and Non-Independent Directors, including an Independent woman Director in line with the provisions of the Companies Act, 2013 (**"the Act"**) and the SEBI (LODR) Regulations as amended from time to time.

The Board is made up of eminent and qualified persons who ensure that the long standing culture of maintaining high standards of Corporate Governance is further nurtured. The Board sets out the overall corporate objectives and provides direction and independence to the Management to achieve these objectives for value creation through sustainable profitable growth. The Board seeks accountability of the Management in creating long term sustainable growth for ensuring

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fulfilment of stakeholders' aspirations. It also sets out standards of corporate behaviour and ensures compliance with laws and regulations impacting the Company's business.

The Board has an optimum combination of Executive and Non - Executive Directors. As on 31 March 2021, the Board comprises of 6 Directors, of which, 2 Directors are Executive, 1 is Non-Executive Nominee Director and 3 are Non-Executive Independent Directors including one woman Director.

Mr. Jasbir Singh is the Executive Chairman of your Company, though a Professional Director in his individual capacity, is a Promoter and the number of Non-Executive and Independent Directors are more than one half of the total number of Directors.

Mr. Jasbir Singh, Chairman and Chief Executive Officer and Mr. Daljit Singh, Managing Director are the Promoter Directors of your Company. The remaining Non-Executive Directors, comprising of three Independent Directors including a Woman Director and one Nominee Director as at 31 March 2021 are highly renowned professionals drawn from diverse fields, possess the requisite qualifications and experience which enable them to contribute to the Company's growth and enhance the quality of Board's decision making process.

The maximum tenure of Independent Directors are in compliance with the Act and SEBI (LODR) Regulations. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1)(b) of the SEBI (LODR) Regulations and Section 149(6) of the Act.

Apart from reimbursement of expenses incurred in the discharge of their duties, the remuneration that these Directors were entitled to under the Act as Non-Executive Directors and the remuneration that a Non-Executive Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of these Directors have any other pecuniary relationships with your Company, its Subsidiaries or Associates or their Promoters or Directors, during the two immediately preceding financial years or during the current financial year.

Professional fees for the year under review to M/s. Vaish Associates & Advocates, in which Mr. Satwinder Singh, Non-Executive and Independent Director is a partner, amounted to ₹ 0.33 Lakh (including out of pocket expenses) which is less than threshold limit.

The Senior Management of your Company have made disclosures to the Board confirming that there are no material financial and commercial transactions

between them and the Company which could have potential conflict of interest with the Company at large.

### A. Composition of the Board

The Company has a balanced and diverse Board. The Company's Board has an optimum mix of Executive and Non-Executive Directors, to maintain independence and separate the functions of governance and management. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 (the 'Act').

The Board of your Company comprises of six Directors as on 31 March 2021. The name and categories of Directors, DIN, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-Time Director in any listed Company (as specified in Regulation 25 of the SEBI (LODR) Regulations).

Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the SEBI (LODR) Regulations), across all the Indian public limited companies in which he/she is a Director. Furthermore, no Independent Director of the Company who is a Whole-Time Director in another listed Company is serving as an Independent Director in more than 3 listed companies.

Mr. Jasbir Singh, Chairman of the Company presides over the meetings of the Board and of the shareholders of the Company. He leads the Board and ensures effective communication among the Directors. He is responsible for administering all matters relating to corporate governance. He ensures effectiveness of the Board and its Committees and evaluates the performance of individual directors in fulfilling their roles and responsibilities.

The Executive Directors assume overall responsibility for strategic management of business and corporate functions including oversight of governance processes and ensuring Top Management effectiveness. They act as a link between the Board and the Management of the Company and are responsible in managing and reviewing the roles and responsibilities of other executive officials including the Group Chief Financial Officer, Company Secretary and Heads of various business segments.

**ANNEXURE - H (Contd.)**

The Non-Executive Directors/Independent Directors play a critical role in providing balance to the Board processes with their independent judgment on issues involving strategy, performance, resources, and overall governance, besides providing the Board with valuable inputs based on their professional expertise.

The Company's Board comprises eminent professionals having sound knowledge and relevant expertise in the areas of finance, legal, technology,

human resources and general business management. The Company has established systems and procedures to ensure that the Board of Directors are well informed and well equipped to fulfil their overall responsibilities and to provide management with strategic direction needed to create long term shareholder value.

The composition of the Board of Directors and the number of directorships and committee positions held by them as on 31 March 2021 are as under:

Directors	Category	DIN	Total Number of Directorships, Committee Chairmanships and Memberships of public limited companies* as on 31 March 2021		
			Directorship\$	Committee Chairmanships+	Committee Memberships+
<b>EXECUTIVE</b>					
Mr. Jasbir Singh – Chairman and Chief Executive Officer	Promoter	00259632	1	-	1
Mr. Daljit Singh, Managing Director	Promoter	02023964	1	-	1
<b>NON-EXECUTIVE</b>					
Mr. Manoj Kumar Sehrawat	Nominee Director	02224299	2	-	1
Dr. Girish Kumar Ahuja	Independent	00446339	3	4	4
Ms. Sudha Pillai	Independent	02263950	5	1	4
Mr. Satwinder Singh	Independent	00164903	1	1	2

\* Excludes unlisted public limited and private limited companies, foreign companies and companies registered under Section 8 of the Act and Government Bodies.

\$ Includes Directorship in your Company.

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

Mr. Jasbir Singh and Mr. Daljit Singh are promoter Directors and are brothers. Apart from this, there is no inter-se relationship among other Directors.

**Memberships in other Boards**

Executive Directors may, with the prior consent of the Chairman of the Board, serve on the Board of two other listed companies, provided that such listed companies are not in direct competition with our operations and the appointment shall be subject to the restrictions laid down under the SEBI (LODR) Regulations.

Independent directors are not expected to serve on the Boards of competing companies. There are no other limitations except those imposed by law and good Corporate Governance practices.

The details of Directorships held in listed companies alongwith category of Directorship, as on 31 March 2021 are as follows :

Name of Director	Age	Name of the Company	Category of Directorship
Mr. Jasbir Singh	46	Amber Enterprises India Limited	Executive Director
Mr. Daljit Singh	43	Amber Enterprises India Limited	Managing Director
Mr. Manoj Kumar Sehrawat	49	Amber Enterprises India Limited	Nominee Director
		UGRO Capital Limited	Nominee Director
Dr. Girish Kumar Ahuja	75	Amber Enterprises India Limited	Independent Director
		Ruchi Soya Industries Limited	Independent Director
		Unitech Limited	Independent Director



## ANNEXURE - H (Contd.)

Name of Director	Age	Name of the Company	Category of Directorship
Ms. Sudha Pillai	71	Jubilant Pharmova Limited	Independent Director
		Amber Enterprises India Limited	Independent Director
		Dalmia Bharat Limited	Independent Director
		Jubilant Ingrevia Limited	Independent Director
		Indian Energy Exchange Limited	Independent Director
Mr. Satwinder Singh	57	Amber Enterprises India Limited	Independent Director

**Notes : There are no inter-se relationships between our Board Members. The Company doesn't have any pecuniary relationship with any of the non-executive directors.**

### B. Independent Directors

The Independent Directors of the Company are individuals of eminence & repute in their respective fields and help in bringing an independent judgment to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments, Corporate Governance and standards of conduct. In accordance with the criteria set for selection of Independent Directors and for determining their independence, the Board, inter-alia, considers the qualifications, positive attributes, area(s) of expertise and Directorships / Committee memberships held by these individuals in other companies. The Board takes appropriate decisions in appointment of the Independent Directors.

A statement, in connection with fulfilling the criteria of Independence and directorships as per the requirement of the provisions of the Act and Regulation 25 of SEBI (LODR) Regulations received from each of Independent Directors, is disclosed in the Board's Report. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Act. Terms and Conditions for appointment of Independent Directors are available on the website of the Company at [www.ambergroupindia.com](http://www.ambergroupindia.com).

Dr. Girish Kumar Ahuja (DIN 00446339), Ms. Sudha Pillai (DIN: 02263950) and Mr. Satwinder Singh (DIN: 00164903), were re-appointed as Independent Directors of the Company for second term for a period of five years with effect from 20 September 2019 to 19 September 2024 by members of the Company at

Annual General Meeting held on 23 August 2019.

Your Company has also received declarations from Dr. Girish Kumar Ahuja, Ms. Sudha Pillai and Mr. Satwinder Singh that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations. They have further affirmed that they are not debarred from holding the office of an Independent Director by virtue of any SEBI order or any other such authority. Your Company has received necessary declarations from Dr. Girish Kumar Ahuja, Ms. Sudha Pillai and Mr. Satwinder Singh that they fulfill the conditions specified in the Act and rules made thereunder and are independent of the management.

### C. Key Board qualifications, expertise and attributes

Amber Board comprises qualified Members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

The Company inducts distinguished individuals with expertise in diverse fields, as Directors on the Board. Members with high level of integrity, appropriate qualification, skills and expertise, and with the ability to contribute to the growth of the Company are brought on Board. The Board Members are committed to ensuring that the Amber Board is in compliance with the highest standards of Corporate Governance.

The table below summarises the key qualifications, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board.

#### Definitions of Director qualifications

Strategy & Business Planning	Comprehend the socio-economic, political, legal, regulatory and competitive environment in which the Company is operating and provide insights to identify opportunities and threats for the Company's businesses.
Financial, Income Tax and GST	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.

**ANNEXURE - H (Contd.)**

<b>Definitions of Director qualifications</b>	
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments and other stakeholders worldwide.
Global business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks and a broad perspective on global market opportunities.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organisations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models.
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyse the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.
Board service and Governance	Service on a public Company Board to develop insights about maintaining Board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.
Human Capital	Support management to develop policies and identity and retain the best talent; to develop people at all levels and make them future-ready; and to institutionalise succession planning for critical positions.
Governance	Monitor and guide statutory and regulatory compliance and contribute towards setting and upholding the highest standards of ethics, integrity and organisational conduct. Understand the key risks impacting the Company's businesses and contribute towards development of systems and controls for risk mitigation.
Stakeholder Value Creation	Enable shareholder value creation while ensuring interventions that create a positive and sustainable impact on society.

*All these skills are available with the Board.*

In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Director	Key Board Qualifications							
	Area of expertise							
	Financial, Income Tax and GST	Gender, ethnic, national, or other diversity	Global business	Leadership	Technology	Mergers and acquisitions	Board service and governance	Sales and marketing
Mr. Jasbir Singh	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Daljit Singh	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Manoj Kumar Sehrawat	✓	✓	✓	✓	-	✓	✓	-
Dr. Girish Kumar Ahuja	✓	✓	✓	✓	-	✓	✓	-
Ms. Sudha Pillai	✓	✓	✓	✓	-	-	✓	-
Mr. Satwinder Singh	✓	✓	✓	✓	-	✓	✓	-

## ANNEXURE - H (Contd.)

### Selection of new directors

The Board is responsible for the selection of new Directors.

The Board delegates the screening and selection process to the Nomination and Remuneration Committee, which consists of Independent Directors and Non-Executive Directors. The Committee, based on defined criteria, makes recommendations.

### D. Role of the Board of Directors, Board Procedure and Information Flow to the Board Members

The primary role of the Board is that of trusteeship to protect and enhance shareholders' value through strategic direction to the Company. The Board critically evaluates Company's strategic direction, management policies and their effectiveness. Agenda for the Board includes strategic review from each of the Board Committees, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets.

### Frequency of meetings and information supplied

A well-defined system of convening at least 4 pre-scheduled Board meetings annually is currently in place in the Company. However, additional Board meetings are convened, from time to time, as per specific requirements by giving appropriate notice. Wherever it is not possible to convene a Board meeting, resolutions are passed by circulation in order to meet the business exigencies.

The Board is given presentations covering various aspects of business, major Subsidiaries, global and domestic business environment, safety and environment related matters, strategy and risk management practices.

In addition to regular business items, the following information is regularly placed before the Board :

- Annual operating plans and budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company and its operating divisions or business segments;
- Minutes of meetings of Audit Committee and other Committees of the Board of Directors;
- Minutes of Board meetings of subsidiaries;
- Action Taken reports on suggestion made by various Committees and Auditors (Including cost auditor, secretarial auditor, internal auditor);
- Information on recruitment and remuneration of senior officers just below the Board level, including

appointment or removal of Chief Financial Officer and the Company Secretary;

- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;
- Details of any joint venture or collaboration agreements;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions. Any significant development in human resources/ industrial relations front, like signing of wage agreement, implementation of voluntary retirement scheme etc.;
- Sale of investments, Subsidiaries, assets which are material in nature and not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders' services such as non-payment of dividend, delay in share transfer etc.
- Reports (including consolidated reports) of Trading by designated persons and other details as per SEBI (Prohibition of Insider Trading) Regulations, 2015, along with trading plan as submitted by Designated Persons.

### Information supplied for Board/Committee meetings

The agenda and corresponding notes to agenda for all Board and Committee meetings are circulated to Directors in advance in a defined format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to attach

**ANNEXURE - H (Contd.)**

any document to the agenda, it is tabled before the meeting. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirements stipulated under the Act, Secretarial Standards on meetings of the Board of Directors issued by The Institute of Company Secretaries of India and the SEBI (LODR) Regulations.

**Minutes of Board/Committee meetings**

Minutes of proceedings of each Board and Committee meetings are recorded and draft minutes are circulated to Board/Committee Members for their confirmation within 15 days from the date of meeting. The inputs, if any, of the Board and Committee Members are duly incorporated in the minutes after which these are entered in the minute book within 30 days from the date of meeting.

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual Strategic and Operating Plans of our business to the Board for their review, inputs and approval. Likewise, our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval by Chief Financial Officer (CFO).

In addition, specific cases of acquisitions, important managerial decisions, material positive/negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of such Committees to the Board for its approval.

A detailed agenda, setting out the business to be transacted at the meeting(s), supported by detailed notes and presentations, if any, is sent to each Director at least seven days before the date of the Board meeting(s) and of the Committee meeting(s). The Directors are also provided the facility of video conferencing to enable them to participate effectively in the meeting(s), as and when required. Inputs and

feedback of Board Members are taken and considered while preparation of agenda and documents for the Board meeting.

To enable the Board to discharge its responsibilities effectively and to take informed decisions, the Executive Chairman apprises the Board at every meeting of the overall performance of your Company. A detailed functional Report is also presented at the Board meeting(s).

**E. Number of Board meetings, Attendance of the Directors at meetings of the Board and at the Annual General Meeting**

We decide about the Board meeting dates in consultation with the Members of Board, Audit, Stakeholder Relationship, Nomination and Remuneration Committee and all our Directors, based on the practices of earlier years. Once approved by the Board, Audit, Stakeholder Relationship, Nomination and Remuneration Committee, the schedule of the Board meeting and Board Committee meetings are communicated in advance to the Directors to enable them to attend the meetings. In addition, every financial year, Independent Directors meet amongst themselves exclusively.

During the financial year i.e. 1 April 2020 to 31 March 2021, Four Board meetings were held on the following dates – 30 May 2020, 7 August 2020, 7 November 2020, and 30 January 2021.

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

The necessary quorum was present for all the meetings.

The 30th AGM of your Company was held on 4 September 2020.

Details of attendance of Directors at the Board meetings during the year 2020 - 21 are provided below :

Name	Designation	Number of Board meetings attended	Attendance at the previous AGM
<b>Executive Directors</b>			
Mr. Jasbir Singh	Chairman and Chief Executive Director	4	Yes
Mr. Daljit Singh	Managing Director	4	Yes
<b>Non- Executive Nominee Director</b>			
Mr. Manoj Kumar Sehrawat	Nominee Director	4	Yes

## ANNEXURE - H (Contd.)

Name	Designation	Number of Board meetings attended	Attendance at the previous AGM
<b>Independent Directors</b>			
Dr. Girish Kumar Ahuja	Independent Director	4	Yes
Ms. Sudha Pillai	Independent Director	4	Yes
Mr. Satwinder Singh	Independent Director	4	Yes

None of the Non-Executive (including Independent) Directors hold any shares (as own or on behalf of any other person on beneficial basis) in the Company as on 31 March 2021.

### F. Meetings of Independent Directors

The Independent Directors of your Company meet without the presence of the Executive Chairman, Managing Director, other Non-Independent Director(s) or any other Management Personnel.

Meeting was conducted in an informal and flexible manner to enable the Independent Directors to, inter alia, discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Meeting of Independent Director was held on 18 December 2020 and the meeting was well attended by the Independent Directors.

### G. Director(s) seeking Appointment/Re-appointment

Pursuant to the provisions of the Act and Articles of Association of the Company, two-third Directors on the Board of the Company (other than Independent Directors) shall retire from office at the completion of the AGM.

Accordingly, Mr. Daljit Singh is liable to retire by rotation at the ensuing AGM and being eligible for re-appointment, offers himself for re-appointment.

Dr. Girish Kumar Ahuja (DIN 00446339), Ms. Sudha Pillai (DIN: 02263950) and Mr. Satwinder Singh (DIN: 00164903), were re-appointed as Independent Directors of the Company for a second term for the period of five years with effect from 20 September 2019 to 19 September 2024.

Your Company has also received declarations from Dr. Girish Kumar Ahuja, Ms. Sudha Pillai and Mr. Satwinder Singh that they meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations. They have further affirmed that they are not debarred from holding the office of an Independent Director by virtue of any SEBI order or any other such Authority. Your Company has received necessary declarations from Dr. Girish Kumar Ahuja, Ms. Sudha Pillai and

Mr. Satwinder Singh that they fulfill the conditions specified in the Act and rules made thereunder and are independent of the management.

A certificate from M/s. Amit Chaturvedi & Associates, a practicing Company Secretary has been procured that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority and forms part of this report.

### H. Codes of Conduct

The Company has laid down a comprehensive Code of Conduct ('Code') for the Board and senior management personnel of the Company.

The Company has received affirmations from Board Members as well as senior management confirming their compliance with the said Code for financial year 2020 - 21. An annual declaration signed by the Chairman and Chief Executive Officer to this effect forms part of this Report.

The Code is available on the website of the Company at the following link: <http://www.ambergrouppindia.com/code-and-policies>.

### I. CEO/CFO Certification

The Chairman and CEO, Managing Director and the Chief Financial Officer ("CFO") of the Company furnishes a certificate on quarterly and annual basis on financial statements of the Company in terms of Regulation 33(2)(a) and Regulation 17(8) respectively of the SEBI (LODR) Regulations.

In terms of Regulation 17(8) of the SEBI (LODR) Regulations, the certificate duly signed by the Chairman and CEO and the CFO of the Company was placed before the Board at its meeting held on 22 May 2021 and is annexed to this report.

### J. Board Evaluation

During the financial year under review and based on the recommendation of Nomination and Remuneration Committee ("**NRC**"), the process of seeking responses from Board, Committees, Executive and Non-Executive Directors as well as questionnaires were further strengthened in alignment with the Guidance Note on Board Evaluation issued by Securities and Exchange

## ANNEXURE - H (Contd.)

Board of India, vide its Circular dated 5 January 2017.

Pursuant to the provisions of the Act and the SEBI (LODR) Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of all the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, Execution and Performance of Specific Duties, Obligations and Governance and the evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the NRC of the Board to self-evaluate the performance of NRC.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Executive Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Independent Directors also carried out performance evaluation of the Chairman and Chief Executive Officer and Managing Director of the Company.

The Directors expressed their satisfaction with the evaluation process.

### K. Familiarisation Programme for Independent Directors

The Company regularly provides orientation and business overview to its Directors by way of detailed presentations by the various business & functional heads at Board meetings and through other interactive programs. Such meetings/programs include briefings on the culture, values, business model, domestic and global business of the Company, the roles and responsibilities of Directors and senior executives. Besides these, the Directors are regularly updated about Company's new projects, R&D initiatives, changes in regulatory environment and strategic direction.

The Board Members are also provided relevant documents, reports and internal policies to facilitate familiarisation with the Company's procedures and practices, from time to time. The details of Company's familiarisation programs for Directors are posted on the Company's website, [www.ambergrouppindia.com](http://www.ambergrouppindia.com) and can be viewed at the following link: <http://www.ambergrouppindia.com/code-and-policies>.

### L. Board support and role of Company Secretary in governance process

The Company Secretary plays a pivotal role in ensuring that the Board procedures are followed and regularly reviewed, investors' queries are handled promptly

and reports to the Board about compliance with the applicable statutory requirements and laws.

The process for the Board and Committee meetings provides an effective post meeting follow-up, review and reporting of decisions taken by the Board and Committee Members at their respective meetings. Important decisions taken at Board and Committee meetings are communicated promptly to the concerned departments/HoDs. Action taken reports ("**ATRs**") on decisions taken or recommendations made by the Board/ Committee Members at the previous meeting(s) are circulated at the next meeting. Ms. Konica Yadav is the Company Secretary and Compliance Officer of the Company.

## II. REMUNERATION TO DIRECTORS

The remuneration of the Directors is decided by the Board on the recommendation of Nomination and Remuneration Committee which takes into account the Company's size, global presence, its economic and financial position, compensation paid by peer companies, the qualification of the appointee(s), his/ their experience, past performance and other relevant factors.

As required by the provisions of Regulation 46 of the SEBI (LODR) Regulations, the criteria for payment to Independent Directors/Non-Independent Directors is made available on the investor page of the Company's website, [www.ambergrouppindia.com](http://www.ambergrouppindia.com).

### Details of Remuneration to Executive Directors as at 31 March 2021:

The Board at its meeting held on 25 August 2017, designated and appointed Mr. Jasbir Singh, who was holding the position of Managing Director, as Chairman and Chief Executive Officer of the Company and appointed Mr. Daljit Singh who was holding the position of Executive Director, as Managing Director of the Company for a period of five years with effect from 25 August 2017.

The detail of remuneration paid to the Executive Directors for the year 31 March 2021 is as follows:

(Amount in Lakh)

Name of Director	Designation	Salary
Mr. Jasbir Singh	Chairman and Chief Executive Officer	₹ 144.63*
Mr. Daljit Singh	Managing Director	₹ 128.39 <sup>§</sup>

\* ₹ 6.75 Lakh per month deducted from remuneration of Mr. Jasbir Singh for 3 months, due to Covid – 19 Pandemic. The actual remuneration is ₹ 162.00 Lakh per annum (₹ 13.50 Lakh per month).

§ ₹ 6.00 Lakh per month deducted from remuneration of Mr. Daljit Singh for 3 months, due to Covid – 19 Pandemic. The actual remuneration is ₹ 144.00 Lakh per annum (₹ 12.00 Lakh per month).

## ANNEXURE - H (Contd.)

The elements of remuneration package of Executive Directors includes salary, lifetime medical benefits, allowed perquisites in terms of the Company's policy which shall include but not limited to, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income –tax act, 1961; gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure, etc.

Further, Mr. Jasbir Singh and Mr. Daljit Singh also drawing remunerations from its Wholly Owned Subsidiary i.e. PICL (India) Private Limited. The details are given herein below:

(Amount in Lakh)

Name of Director	Designation	Salary
Mr. Daljit Singh	Managing Director	₹ 40.20
Mr. Jasbir Singh	Director	₹ 30.00

Further, the Board in its meeting held on 19 April 2021 on the recommendation of Nomination and Remuneration Committee, increased the remuneration of Executive Directors i.e. Mr. Jasbir Singh (DIN : 00259632), Chairman and Chief Executive Officer of the Company and Mr. Daljit Singh (DIN : 02023964), Managing Director of the Company. The details are given herein below :

The remuneration of Mr. Jasbir Singh (DIN : 00259632), Chairman and Chief Executive Officer of the Company increased from ₹ 162.00 Lakh per annum to ₹ 226.80 Lakh per annum plus commission, subject to the condition that overall remuneration (including commission) shall not exceed ₹ 500.00 Lakh or 5% of net profit of the Company, whichever is less, payable for the financial year in which adequate profit is earned, with effect from 01.04.2021

The remuneration of Mr. Daljit Singh (DIN : 02023964), Managing Director of the Company increased from ₹ 144.00 Lakh per annum to ₹ 201.60 Lakh per annum plus commission, subject to the condition that overall remuneration (including commission) shall not exceed ₹ 500.00 Lakh or 5% of net profit of the Company, whichever is less, payable for the financial year in which adequate profit is earned, with effect from 01.04.2021.

### Details of Remuneration to Non-Executive Independent Directors as at 31 March 2021:

All Independent Directors comply with the criteria of Independence as given in the Act and the SEBI (LODR) Regulations and give a certificate on the meeting of the Independence Criteria as mentioned in the SEBI Legislations.

At present, Independent Directors are paid sitting fees of ₹ 0.75 Lakh for each Board meeting and ₹ 0.50 Lakh for each Committee meetings. During the year, there was no pecuniary relationship or transactions between the Company and any of its Independent Directors apart from sitting fees & reimbursement of expenses, otherwise stated in this Annual Report.

### III. RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process in our multi-business, multi-site operations, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

With the aim of enhancing shareholders' value and providing an optimum risk-reward tradeoff, the Management has put in place adequate & effective system and man power for the purposes of risk management.

The risk management approach is based on a clear understanding of the variety of risks that the organisation faces, disciplined risk monitoring, risk measurement, continuous risk assessment and mitigation measures.

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defence cover of the Company's risk management. The Company has a robust Organisational structure for managing and reporting on risks. Risk management process has been established across the Company and is designed to identify, assess and frame a response to threats that affect the achievement of its objectives.

Further, it is embedded across all the major functions and revolves around the goals and objectives of the organisation.

## ANNEXURE - H (Contd.)

### IV. COMMITTEES OF THE BOARD

Your Company has duly constituted various committees for smooth and efficient operation of the activities and is responsible for constituting, assigning, co-opting and fixing the terms of reference for the Committees in line with the laws of land. The Chairman, quorum and the terms of reference of each Committee have been approved by the Board.

#### A. Audit Committee

Audit Committee was duly constituted which comprises of 3 Independent Directors and 1 Executive Director viz. Dr. Girish Kumar Ahuja (Chairman of the Committee), Ms. Sudha Pillai, Mr. Satwinder Singh and Mr. Jasbir Singh. The Chairman of the Audit Committee is an Independent Director.

The Company Secretary and Compliance Officer of the Company is the Secretary to the Audit Committee.

All the Members of the Audit Committee have accounting, economic and financial management expertise. The composition of the Audit Committee is in compliance with the provisions of Section 177 of the Act and the SEBI (LODR) Regulations.

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the Act and Part C of Schedule II of the SEBI (LODR) Regulations.

The Audit Committee has the following terms of reference :

- a. Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Reviewing and recommending for approval to the Board :
  - Proposals on borrowings and proposals on non-fund based facilities from banks;
  - Business plan;
  - Corporate annual budget and revised estimates;
- c. Recommending to the Board, the appointment, re-appointment, and replacement, remuneration, and terms of appointment of the internal auditor, cost auditor and statutory auditor and the fixation of audit fee;
- d. Review and monitor the auditor's independence and performance and the effectiveness of audit process;

- e. Approval of payments to the statutory, internal and cost auditors for any other services rendered by statutory auditors;
- f. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i) Matters required to be stated in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Act
  - ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv) Significant adjustments made in the financial statements arising out of audit findings;
  - v) Compliance with listing and other legal requirements relating to financial statements;
  - vi) Disclosure of any related party transactions;
  - vii) Qualifications and modified opinions in the draft audit report;
  - viii) Compliance with accounting standards;
  - ix) Contingent liabilities;
  - x) Claims against the Company and their effect on the financial statements; the term "financial statement" shall have the meaning ascribed to such term under Section 2(40) of the Act;
- g. Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- h. Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of our Company, wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;



## ANNEXURE - H (Contd.)

- l. Approval or any subsequent modification of transactions of our Company with related parties, provided that the audit committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- m. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- n. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- o. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
- p. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- q. Discussion with internal auditors on any significant findings and follow up thereon;
- r. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- s. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- t. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- u. Approval of appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- v. Reviewing the functioning of the whistle blower mechanism, in case the same is existing;
- w. Monitoring of a vigil mechanism for enabling adequate safeguards and protection of interest of

the director(s) or employees or any other person who may avail the mechanism and to provide for direct access to the chairperson of the Audit Committee in exceptional cases where deemed necessary;

- x. Discretion to invite the finance director or head of the finance functions, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee: Provided that occasionally the audit committee may meet without the presence of any executives of the listed entity.
- y. Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws; and
- z. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time."

The powers of the Audit Committee will include the following:

- a. To investigate activity within its terms of reference;
- b. To seek information from any employees;
- c. To obtain outside legal or other professional advice;
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
- e. To have full access to the information contained in the records of the Company.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and result of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c. Details of all material transactions with related parties to be disclosed every quarter along with the compliance report on Corporate Governance;
- d. On a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval given;
- e. Whether the policy dealing with related party transactions is placed on the website of the Company;
- f. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- g. Internal audit reports relating to internal control weaknesses;

**ANNEXURE - H (Contd.)**

- h. The appointment, removal and terms of remuneration of the chief internal auditor; and
- i. Statement of deviations :
- i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
  - ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

Upon invitation, the meetings of the Audit Committee are also attended by the Managing Director, Director Operations, CFO, Statutory Auditor, Internal Auditor and the Company Secretary.

The Audit Committee met four times during the year under review. The Audit Committee meetings were held on 30 May 2020, 7 August 2020, 7 November 2020 and 30 January 2021. The gap between two meetings did not exceed one hundred and twenty days.

Details of attendance of Members at the Audit Committee meetings during the financial year 2020 - 21 are provided herein below :

Name	Position of the Audit Committee	No. of meetings held during the year	No. of meetings attended
Dr. Girish Kumar Ahuja	Chairman	4	4
Ms. Sudha Pillai	Member	4	4
Mr. Satwinder Singh	Member	4	4
Mr. Jasbir Singh	Member	4	4

**Reporting of Internal Auditor**

The Internal Auditor of the Company attends meetings of Audit Committee on a regular basis and findings of internal audits are reported directly to the Audit Committee.

**B. Nomination and Remuneration Committee**

The Company has duly constituted Nomination and Remuneration Committee ("NRC") which inter alia, recommend nominations for Board Membership, develop and recommend policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experience, track

record, integrity, establish Director retirement policies and appropriate succession plans and determine overall compensation policies of the Company.

NRC has formulated Employee Stock Option Schemes named as "Amber Employees' Stock Option Scheme - 2017".

The terms of reference of this NRC are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of the SEBI (LODR) Regulations. The NRC has the following terms of reference:

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of independent directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. Our Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- e. Analysing, monitoring and reviewing various human resource and compensation matters;
- f. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- g. Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- h. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- j. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

**ANNEXURE - H (Contd.)**

- i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
  - ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
  - k. Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  - l. Evaluating the current composition, organisation and governance of the Board and its committees as well as determining future requirements and making recommendations to the Board for approval;
  - m. Determining on an annual basis, desired qualifications along with the expertise, characteristics and conduct searches for potential Board Members with corresponding attributes. Thereafter, evaluation and proposal of nominees for election to the Board. In performing these tasks, the committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates;
  - n. Evaluation and recommendation of termination of membership of individual directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
  - o. Making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel at such level(s);
  - p. Reviewing, amending, modify and approving all other human resources related policies of our Company from time to time;
  - q. Reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;
  - r. Reviewing and recommending to the Board, matters relating to revision of compensation/ salary and long term wage settlements;
  - s. Consideration and approval of employee stock option schemes and to administer and supervise the same;
  - t. Decision on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies etc;
  - u. Periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;
  - v. Authorisation to obtain advice, reports or opinions from internal or external counsel and expert advisors;
  - w. Ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Act;
  - x. Developing a succession plan for our Board and senior management and regularly reviewing the plan;
  - y. Consideration and determination of the nomination and remuneration policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate Members of the Board and such other factors as the Committee shall deem appropriate;
  - z. Ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company; and
  - aa. Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee;
  - bb. Recommend to the Board, all remuneration, in whatever form, payable to senior management. (Senior management to include members of core management team including all person one level below CEO/MD + Company Secretary + CFO)
- NRC has also formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.
- NRC also carries out a separate exercise to self - evaluate the performance of NRC Committee, however, recommended to the Board to evaluate performance of individual directors, Board as its whole and its committee.
- Feedback is sought by way of structured questionnaires covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and

## ANNEXURE - H (Contd.)

performance of specific duties, obligations and governance and performance evaluation is carried out based on the responses received from the Directors. The questionnaires were established in alignment with the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India, vide its Circular dated 5 January 2017.

The performance evaluation of Independent Directors was based on the criteria viz. attendance at Board and Committee meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

The NRC is also empowered to opine, in respect of the services rendered by a Director in professional capacity, whether such Director possesses requisite qualification for the practice of the profession.

Majority of NRC Members are Independent Directors including the Chairman.

As on 31 March 2021, the NRC comprises of following Non-Executive Directors:

Mr. Satwinder Singh, Independent Director - Chairman  
Dr. Girish Kumar Ahuja, Independent Director - Member  
Mr. Manoj Kumar Sehrawat, Non-Executive Director - Member

The Company Secretary and Compliance Officer of the Company is the Secretary to the NRC.

The NRC met twice during the year under review.

The NRC meetings were held on 30 May 2020 and 7 November 2020. The attendance at the meeting was as under :

Name	Position of the NRC	No. of meetings held during the year	No. of meetings attended
Mr. Satwinder Singh	Chairman	2	2
Dr. Girish Kumar Ahuja	Member	2	2
Mr. Manoj Kumar Sehrawat	Member	2	2

### Nomination and Remuneration Policy

The Company's Remuneration Policy represents the overarching approach of the Company to the remuneration of Directors and senior management.

The compensation of Directors, Key Managerial Personnel, senior management and other employees is based on the following principles:

- Aligning key executive and Board remuneration with the longer term interests of the Company and its shareholders;
- Minimising complexity and ensuring transparency;
- Link to long term strategy as well as annual business performance of the Company;
- Promoting a culture of meritocracy and linked to key performance and business drivers; and

The policy can be viewed at the following link: <http://www.ambergrouppindia.com/code-and-policies>.

### C. Stakeholders Relationship Committee

As on 31 March 2021, the Stakeholders' Relationship Committee ("SRC") comprises of following Members :

Mr. Satwinder Singh, Independent Director - Chairman  
Mr. Daljit Singh - Member  
Mr. Manoj Kumar Sehrawat - Member

The Company Secretary and Compliance Officer of the Company is the Secretary to the SRC.

The SRC meets, as and when required, to inter alia, deal with matters relating to Rematerialisation of shares and monitor redressal of the grievances of the security holders of the Company etc.

The role and terms of reference of the SRC covers the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act, as applicable, besides the other terms as referred by the Board of Directors. The SRC has the following terms of reference:

- a. Redressal of grievances of shareholders, debenture holders and other security holders, including complaints related to the transfer of shares;
- b. Collecting and analyzing reports received periodically from the Registrar and the Share Transfer Agent ("RTA") on the following:
  - Complaints regarding non-receipt of the shares, debentures, deposit receipt, declared dividend or interest;
  - Complaints of investors routed by the SEBI or Stock Exchanges and others;
  - Transfer, sub-division, consolidation, split, exchange, endorsement, transmission of share certificates and transposition of share certificates;
  - Issue of share certificates, debenture certificates, duplicate share or debenture certificates in lieu of lost/ torn/ mutilated/ defaced certificates;

## ANNEXURE - H (Contd.)

- Requests relating to de-materialisation and re-materialisation of shares;
  - Requests relating to modes of paying the dividend i.e. through electronic clearing service, RTGS and issue of dividend warrant for dividend payment/ interest etc.; and
  - Complaints related to allotment of shares, transfer or transmission of shares, debentures or any other securities, non-receipt of annual report and non-receipt of declared dividends or any other document or information to be sent by our Company to its shareholders.
- c. Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- d. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- e. Non-receipt of declared dividends, balance sheets of our Company, annual report or any other documents or information to be sent by our Company to its shareholders; and
- f. Carrying out any other function as prescribed under the SEBI Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law;
- g. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc;
- h. Review of measures taken for effective exercise of voting rights by shareholders;
- i. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- j. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

During financial year 2020 - 21, 36 complaints were received from the investors, all of which have been attended/ resolved to the satisfaction of the investors. As of date, there are no complaints/pending share transfers pertaining to the year under review.

The SRC met once during financial year 2020 – 21 i.e. on 30 May 2020. The attendance at the meetings is as under :

Name	Position of the SRC	No. of meetings held during the year	No. of meetings attended
Mr. Satwinder Singh	Chairman	1	1
Mr. Daljit Singh	Member	1	1
Mr. Manoj Kumar Sehwat	Member	1	1

### D. Corporate Social Responsibility ("CSR") Committee

Initially, the Company has duly constituted its CSR Committee on 17 July 2014 and thereafter reconstituted on 20 September 2017 and CSR Committee is responsible for formulation and recommendation of the CSR Policy of the Company. It also recommends the amount of expenses to be incurred on CSR projects/ activities and effectively monitors the implementation of the Policy.

As at 31 March 2021, CSR Committee comprises of following Members :

1. Ms. Sudha Pillai - Chairperson
2. Mr. Jasbir Singh - Member
3. Mr. Daljit Singh - Member
4. Mr. Manoj Kumar Sehwat - Member

The terms of reference of the CSR Committee, inter-alia, include the following:

- a. Formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013 and the rules made thereunder;
- b. Ensuring that the corporate social responsibility policy shall include/ indicate the activities to be undertaken by the companies as specified in Schedule VII of the Companies Act, 2013 and the rules made there under, from time to time excluding the activities undertaken in pursuance of its normal course of business;
- c. Identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- d. Recommending the amount of corporate social responsibility policy expenditure for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

**ANNEXURE - H (Contd.)**

- e. Identify and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required;
- f. Delegating responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- g. Assistance to our Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013 and/ or rules made thereunder;
- h. Reviewing and monitoring the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- i. Providing explanation to the Board if our Company fails to spend the prescribed amount within the financial year;
- j. Providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;
- k. Regulation of its own proceedings subject to the terms of reference;
- l. Reviewing and recommending the corporate social responsibility plan for the ensuing Fiscal to our Board;
- m. Approval of any project that may come during the year and which is not covered in the corporate social responsibility plan up to such amount as may be prescribed by our Board from time to time; and
- n. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company."

The CSR Policy can be accessed at the Company's website at <http://www.ambergrouppindia.com>.

The CSR committee met twice during the financial year

2020 – 21 i.e. on 30 May 2020 and 30 January 2021. The attendance at the meetings is as under :

Name	Position of the CSR Committee	No. of meetings held during the year	No. of meetings attended
Ms. Sudha Pillai	Chairperson	2	2
Mr. Jasbir Singh	Member	2	2
Mr. Daljit Singh	Member	2	2
Mr. Manoj Kumar Sehrawat	Member	2	2

**E. RISK MANAGEMENT COMMITTEE ("RMC")**

The Board at its meeting held on 8 February 2019, constituted a Risk Management Committee to assist the Board in its oversight of the Company's management of key risks, as well as the guidelines, policies and procedures, monitoring and integrating such risks within overall business risk management framework.

As at 31 March 2021, RMC comprises of following Members:

1. Mr. Jasbir Singh - Chairman
2. Mr. Daljit Singh – Member
3. Mr. Sanjay Arora – Member

The terms of reference of the RMC, inter-alia, include the following:

- Framing of Risk Management Plan and Policy;
- Overseeing implementation of Risk Management Plan and Policy;
- Monitoring of Risk Management Plan and Policy;
- Validating the process of risk management;
- Validating the procedure for Risk minimisation;
- Overseeing Company's recent developments and periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes;
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed;
- Reviewing the adequacy of the Company's resources periodically to perform its risk management responsibilities and achieve objectives;
- Performing such other functions as may be necessary or appropriate or assigned by the Board for the performance of its oversight function;

## ANNEXURE - H (Contd.)

- Review the Hedging Plan/Policy of the Company and monitor the hedging activity and take appropriate action(s) to mitigate the Hedging risk;
- Reviewing and undertake all other tasks and responsibilities prescribed in the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 (as amended from time to time), the Companies Act, 2013 and its amendments thereto.

During the financial year under review, RMC met on 25 January 2021.

The attendance at the meeting was as under :

Name	Position of the NRC	No. of meetings held during the year	No. of meetings attended
Mr. Jasbir Singh	Chairman	1	1
Mr. Daljit Singh	Member	1	1
Mr. Sanjay Arora	Member	1	1

As per the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 notification dated 05 May 2021 the requisite amendments have been made in Regulation 21, which contains the following changes :

- The Risk Management Committee shall have minimum three members with majority of them being members of the Board of Directors, including at least one independent director and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Risk Management Committee shall comprise independent directors.
- The Risk Management Committee shall meet at least twice in a year.
- The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the Board of Directors in attendance.
- The meetings of the Risk Management Committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.
- The role and responsibilities of the Risk Management Committee shall mandatorily include the performance of functions as specified in Part D of Schedule II.
- The Risk Management Committee shall have powers to seek information from any employee,

obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

In context of above changes, subsequent to closure of financial year 2020 – 21, the Board in its meeting held on 22 May 2021 dissolved the existing Risk Management Committee and changed the nomenclature of "Audit Committee" and merged the Risk Management Committee and Audit Committee, named as "Audit and Risk Management Committee".

### F. EXECUTIVE COMMITTEE

The Board constituted its Executive Committee on 25 May 2018 which comprises of Mr. Jasbir Singh, Chairman and Chief Executive Officer as Chairman, Mr. Daljit Singh, Managing Director and Mr. Sudhir Goyal, Chief Financial Officer as Members of the Committee.

The meetings of the Committees are convened on a need basis. During the financial year 2020 -21 under review, 37 meetings of the Executive Committee of Board were held i.e. on 19.05.2020, 22.05.2020, 28.05.2020, 03.06.2020, 09.06.2020, 16.06.2020, 27.06.2020, 13.07.2020, 21.07.2020, 25.07.2020, 06.08.2020, 18.08.2020, 07.09.2020, 11.09.2020, 20.10.2020, 17.11.2020, 18.11.2020, 07.12.2020, 12.12.2020, 14.12.2020, 16.12.2020, 23.12.2020, 24.12.2020, 06.01.2021, 09.01.2021, 11.01.2021, 12.01.2021, 19.01.2021, 22.01.2021, 04.02.2021, 23.02.2021, 03.03.2021, 06.03.2021, 17.03.2021, 20.03.2021, 23.03.2021 and 25.03.2021. The attendance at the meetings is as under:

Name	Position of the Committee	No. of meetings held during the year	No. of meetings attended
Mr. Jasbir Singh	Chairman	37	37
Mr. Daljit Singh	Member	37	37
Mr. Sudhir Goyal	Member	37	37

Minutes of the proceedings of the Executive Committee meetings are placed before the next Audit Committee and the subsequent Board meeting of the Company for noting the same.

### V. SUBSIDIARY COMPANIES

Regulation 16 of the SEBI (LODR) Regulations defines a "material subsidiary" to mean a Subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

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The Company has two material subsidiaries i.e. IL JIN Electronics (India) Private Limited ("IL JIN") and Sidwal refrigeration Industries Private Limited ("Sidwal") as per clause (c) of sub-regulation 1 of Regulation 16 of SEBI (LODR) Regulations.

As on 31 March 2021, Your Company has three Wholly Owned Subsidiaries i.e. PICL (India) Private Limited ("PICL"), Appserve Appliance Private Limited ("Appserve") and Sidwal Refrigeration (Industries) Private Limited ("SIDWAL") and two Subsidiaries i.e. IL JIN Electronics (India) Private Limited ("IL JIN") and Ever Electronics Private Limited ("EVER"), except IL JIN

and SIDWAL all the above mentioned subsidiaries are out of the scope of the definition of Material Subsidiary.

The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. For more effective governance, the minutes of Board meetings of Subsidiaries of the Company are placed before the Board of Directors of the Company for their review at every quarterly meeting.

The other requirement of Regulation 24 of the SEBI (LODR) Regulations with regard to Corporate Governance requirements for Subsidiary companies have been complied with.

<b>PICL (India) Private Limited</b> CIN : U74899DL1994PTC061471 Address : Second Floor, Khasra No. 367, 100 Foote Road, Village Ghitorni, South West, New Delhi - 110030	<b>IL JIN Electronics (India) Private Limited</b> CIN : U31909DL2001PTC112387 Address : F. No.5, 109/2A Buddha Appartments C C Colony New Delhi 110007
<b>Appserve Appliance Private Limited</b> CIN : U29308PB2017PTC047239 Address : C- 2, Phase II Focal Point Rajpura Patiala 140401, Punjab	<b>EVER Electronics Private Limited</b> CIN : U32109PN2004PTC136895 Address : Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal. Shirur, Pune MH 412216
<b>Sidwal Refrigeration Industries Private Limited</b> CIN : U74899DL1965PTC008575 Address : 108-A, Madangir, Behind Pushp Vihar, DDA Local Shopping Complex, New Delhi – 110 062	

**VI. DISCLOSURES****A. Policy for determining 'material' subsidiaries**

Your Company has formulated a Policy for determining 'Material' Subsidiaries as defined in Regulation 16 of the SEBI (LODR) Regulations. This Policy has also been posted on the website of the Company and can be accessed through the web link: <http://www.ambergrouppindia.com/policy-determination-material-subsidiarygovernance-Subsidiary>.

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

Your Company has formulated a policy on materiality of and dealing with Related Party Transactions which specify the manner of entering into Related Party Transactions.

This policy has been posted on the website of the Company and can be accessed through the weblink:<http://www.ambergrouppindia.com/policy-materiality-dealing-related-party-transactions>.

**C. Disclosure of Transactions with Related Parties**

During financial year 2020 - 21, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or

their Relatives or the Management, Subsidiaries, etc. which may have potential conflict with the interests of the Company at large. Further, details of Related Party Transactions are presented in Note No. 46 to financial statements in the Annual Report.

There was no material Related Party Transaction, pecuniary transaction or relationship between the Company and its Directors, promoters or the management that may have potential conflict with the interests of the Company at large. The details of Related Party Transactions are detailed in the notes to the financial statements disclosed as per applicable Accounting Standards.

- i) All details relating to financial and commercial transactions, where Directors may have a potential interest are considered, recommended and approved by the Board. The interested Directors are not present in the meeting at the time of discussion on such agenda items and do not participate in the discussion or decision on such matters.
- ii) Policy on Materiality of and dealing with Related Party Transactions has been duly adopted by the Company and the same is uploaded on the official website of the Company. The same



## ANNEXURE - H (Contd.)

can be accessed on the following link: <http://www.ambergrouppindia.com/policy-materiality-dealing-related-party-transactions>.

All the Related Party Transactions entered into by the Company during financial year 2020 – 21 were carried out with prior approval of the Audit Committee (Omnibus approval was accorded by Audit Committee). Further, on the recommendation of Board Members, all the transactions irrespective of whether the transaction was on arm's length basis and in ordinary course of business was approved by the Board.

### **D. Accounting Treatment in preparation of Financial Statements**

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 while preparing financial statements.

### **E. Code for Prevention of Insider Trading Practices**

The Company has formulated and adopted the 'Code of conduct for insider trading and fair disclosure of unpublished price sensitive information' ("Code of Conduct") in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the PIT Regulations").

Company's Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional role in the Company towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. Code of Conduct lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

### **F. Vigil Mechanism/ Whistleblower Policy**

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly in order to comply with the provisions of Section 177 of the Act and Regulation 22 of SEBI (LODR) Regulations, the Company has adopted a Vigil Mechanism / Whistle Blower Policy for Directors and employees of the Company which provides a robust framework for dealing with genuine concerns & grievances.

The main objective of this policy is to provide a platform to Directors and employees to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company which have a negative bearing on the organisation either financially or otherwise.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee. There was no complaint received through the said mechanism during the financial year 2020 - 21.

The Whistleblower Policy of the Company is available on the website of the Company and can be accessed at the web link: <http://www.ambergrouppindia.com/whistle-blower-policy>.

Further, disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has given below :

- a. Number of complaints filed during the financial year - Nil
- b. Number of complaints disposed of during the financial year - Nil
- c. Number of complaints pending as on end of the financial year – Nil
- d. Number of workshops or awareness programme against sexual harassment carried out – 4 (Four)
- e. Nature of action taken by the employer or district officer – Nil

### **G. Compliances by the Company**

No penalties have been imposed or strictures passed against the Company by the stock exchanges, the Securities and Exchange Board of India or any statutory authority on any matter related to capital markets during the last three years.

Securities of the Company have not been suspended for trading at any point of time during the year and the Company has duly complied with Corporate Governance requirements as specified under Regulations 17 to 27 and clause (b) to (i) of Regulation 46 (2) of the SEBI (LODR) Regulations.

Quarterly reports on compliance with Corporate Governance as per Regulation 27 of the SEBI (LODR) Regulations, were duly filed with the stock exchanges within the stipulated time and same are also available on website of the Company at <http://www.ambergrouppindia.com/compliances/>.

### **H. Commodity price risk or Foreign Exchange Risk and Hedging Activities in terms of Regulation 34(3) read with clause 9(n) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

1. Risk management policy of the Company with respect to commodities including through hedging

## ANNEXURE - H (Contd.)

Amber Enterprises Limited has an approved risk management policy. The key objectives of the policy are

- Identification and categorisation of potential risks
- Assessment and mitigation of risks
- To monitor and assure continuous growth and to sustain market leadership in the HVAC industry, domestically and globally.

Commodity price risk is the financial risk on an entity's financial performance/profitability upon fluctuations in the prices of commodities. As a resource intensive manufacturing operations, the Company is exposed to a variety of market risks, including the effects of changes in commodity prices and exchange rates.

The Company procures components from its vendors for most of its business requirements, who in turn buy necessary commodities and process the same.

Hence, direct purchase of commodity by Company is marginal, but the changes in prices of commodities impact procurement cost of components and parts

The key commodities which are used in the manufacture of Air Conditioners are base metals (steel, aluminum), resin, electronic components and copper. Sharp fluctuations in commodity prices can create business challenges that can affect production costs, product pricing and earnings.

The risk management policy is designed to manage the impact of commodity price fluctuations across its value chain to effectively manage its financial performance and profitability. Multiple levels are deployed to mitigate these risks and the selection of a lever depends on the cost-benefit analysis and the extent of exposure including its assessment of ability to pass adverse fluctuation to the customer by way of price increases. The Company works on an ongoing basis on cost optimisation, weight reduction and process improvement exercises.

The Company also considers localisation of imports/global sourcing to ensure lowest cost option in sourcing of parts/raw material.

2. Exposure of the Company to commodity and commodity risks faced by the Company throughout the year: a) Total exposure of the Company to commodities in INR; and b) Exposure of the Company to various commodities.

Based on the assessment by the Company and after factoring the ability to optimise costs and pass on prices to customers, no individual commodity is likely to adversely impact the financial performance/profitability beyond its materiality threshold approved by the Board.

Hence, commodity level information is not being provided hereunder:

Commodity Name	Exposure in towards the particular commodity	Exposure in quantity terms towards the particular commodity % of such exposure hedged through commodity derivatives	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	

As of the reporting date i.e. 31 March 2021 the Company did not have any open contracts/derivative and consequential gains or losses arising therefrom.

The Company follows prudent risk management framework. A detailed note on commodity price risk & foreign exchange risks alongwith their mitigation plan is duly given in Management Discussion and Analysis forming part of this Annual Report. Further, details of the hedged and unhedged positions are available in the notes to standalone financial statements in the Annual Report.

### I. Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

During financial year 2020 - 21 under review, the Company has issued and allotted 22,47,191 equity

shares at a price of ₹ 1,780 per equity share (including a premium of ₹ 1,770 per equity share) constituting a discount of 1.04% i.e. ₹ 18.72 per equity share which is not more than 5% to the floor price of ₹ 1,798.72 per equity share in the qualified institutions placement (the "QIP") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Section 42 and Section 62, along with other applicable provisions, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

The issued and paid-up share capital of the Company as on 31 March 2021 was ₹ 33,69,37,310 divided into 3,36,93,731 equity shares of ₹ 10 each.

## ANNEXURE - H (Contd.)

The funds raised through or qualified institutions placement utilised by the Company for funding its capital expenditures required for the long term growth of its businesses; loans to and investments in its subsidiaries for their long term & short term business purposes and pre-payment and/or repayment of Company and/or its subsidiaries debts; financing other long term and working capital requirements of the Company and/or its subsidiaries; making strategic acquisitions or joint ventures and general corporate purposes, as may be permissible under applicable law and approved by the Board of Directors of the Company.

### J. Any recommendation of any committee of the Board which is not accepted by the Board

The Board has accepted all the recommendations made by respective Committees of the Board.

### K. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part, are as follows :

(Amount in Lakh)

Type of Service	Financial year 2020 - 21	Financial year 2019 - 20
Audit fees*	₹ 90.20 <sup>#</sup>	₹ 84.45
Others expenses	₹ 2.63	₹ 7.70
<b>Total</b>	<b>₹ 92.83</b>	<b>₹ 92.15</b>

\* Includes limited review fees.

<sup>#</sup> Excludes fees paid to statutory auditor of ₹ 32 Lakh for QIP related services.

## VII. MEANS OF COMMUNICATION

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the stock exchanges, press releases, the Annual Report and uploading relevant information on its website.

### Company Website

Pursuant to Regulation 46 of the SEBI (LODR) Regulations, the Company's website, [www.ambergrouppindia.com](http://www.ambergrouppindia.com) contains a dedicated functional segment, named 'INVESTORS RELATION' where all the information meant for the shareholders is available, including information on Directors, shareholding pattern, quarterly reports, financial results, annual reports, press releases, details of unpaid/unclaimed dividends and various policies of the Company.

### NSE Electronic Application Processing System ('NEAPS')

NEAPS is a web-based application designed by the National Stock Exchange of India Limited ("NSE") for corporate filings. All periodical compliance related filings like shareholding pattern, Corporate Governance report, media releases, statement of investor complaints, among others and corporate actions are filed electronically on NEAPS.

### BSE Corporate Compliance & Listing Centre ('LISTING CENTRE')

The Listing Centre of BSE Limited ("BSE") is a web-based application designed for corporate filings. All periodical compliance filings like shareholding pattern, Corporate Governance report, media releases, statement of investor complaints, among others are filed electronically on the Listing Centre.

### Financial Results

Pursuant to Regulation 33 of SEBI (LODR) Regulations, the Company has regularly furnished within the prescribed timeline the quarterly unaudited as well as annual audited financial results to both the stock exchanges i.e. NSE & BSE.

Quarterly and annual financial results are also published in English and Hindi language national daily newspaper (like Business Standard) circulating in the whole of India and in daily newspaper published in the vernacular language (like Chardhikala) in state where registered office of the Company is situated.

### News Releases and Presentations

Official news and media releases are sent to stock exchanges on which the shares of the Company are listed and are also uploaded on the Company's website at [www.ambergrouppindia.com](http://www.ambergrouppindia.com).

## ANNEXURE - H (Contd.)

### Annual Report

The Annual Report containing, inter-alia, the audited financial statements (standalone & consolidated), Board's Report, Auditors' Report, Management Discussion and Analysis (MDA) report and other important information is circulated to shareholders and other stakeholders and is also available on the Company's website at [www.ambergroupindia.com](http://www.ambergroupindia.com).

### SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports ("ATRs") by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

### Reminder to Investors

Reminders to the shareholders are sent for claiming returned undelivered shares certificates, unclaimed dividend investor complaints etc.

### Green Initiative

Information is uploaded on Company's website for registering email ids of shareholders so that Annual Report and other information may be sent to them in electronic form to save paper.

Functionality has been provided on Company's website for shareholders'/ investors to raise their queries, questions, if any, directly with the shareholders'/ investor relations' teams.

## VIII. GENERAL SHAREHOLDER INFORMATION

### a). 31st Annual General Meeting

Date : 9 September 2021

Time : 12:00 Noon

Deemed Venue : C-1, Phase II, Focal Point, Rajura Town – 140 401, Punjab

Mode : Video Conference

### b). Financial Year of the Company

The financial year covers the period from 1 April to 31 March.

### c). Date of Book Closure and Dividend Payment Date

Book closure for AGM will be from Saturday, 4 September 2021 to Thursday, 9 September 2021, both days inclusive.

### d). Listing on Stock Exchanges

The securities of the Company are listed on the following exchanges :

1. BSE Limited ("BSE")  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001;
2. National Stock Exchange of India Limited ("NSE")  
Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051

### e). Stock Codes

The Company's stock codes on the above stock exchanges are:

	Scrip Code
BSE	540902
NSE	AMBER

The ISIN of the Company is **INE371P01015**.

### f). Annual Listing Fees

Annual listing fees for financial year 2021 - 22 has been paid to BSE and NSE within the stipulated time.

### g). Corporate Identity Number: L28910PB1990PLC010265

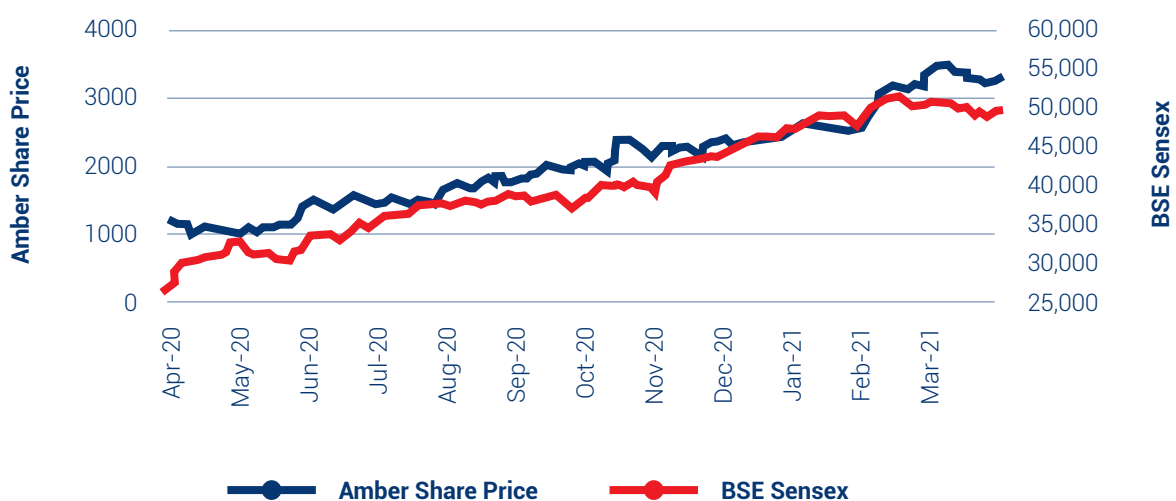
### h). Registered Office Address: C-1, Phase II, Focal Point, Rajpura Town -140 401, Punjab

**ANNEXURE - H (Contd.)**
**i). Stock Market Data:**

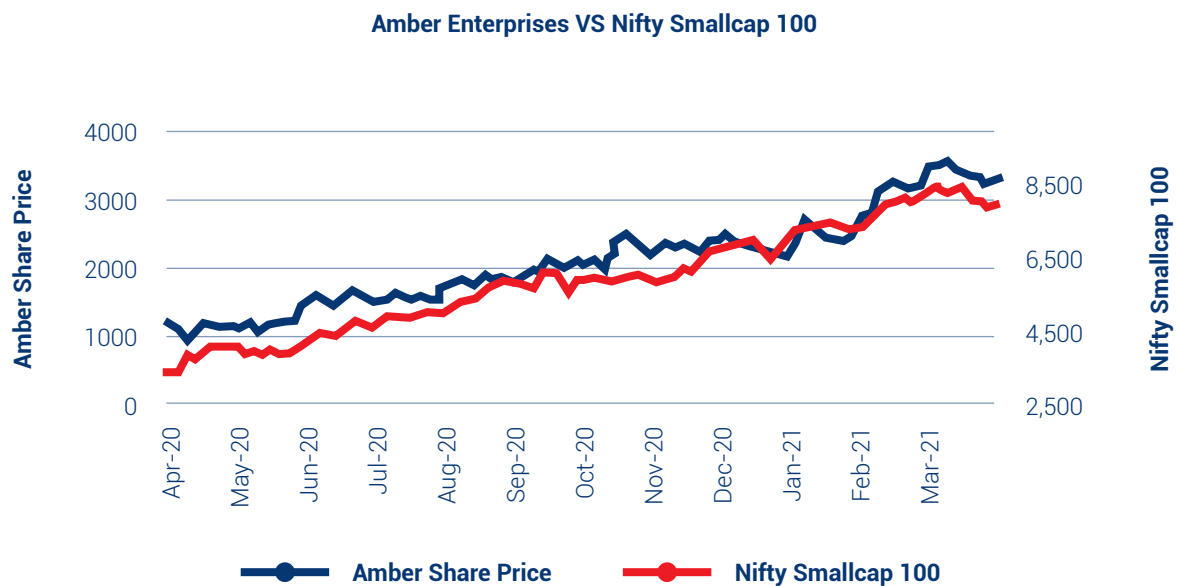
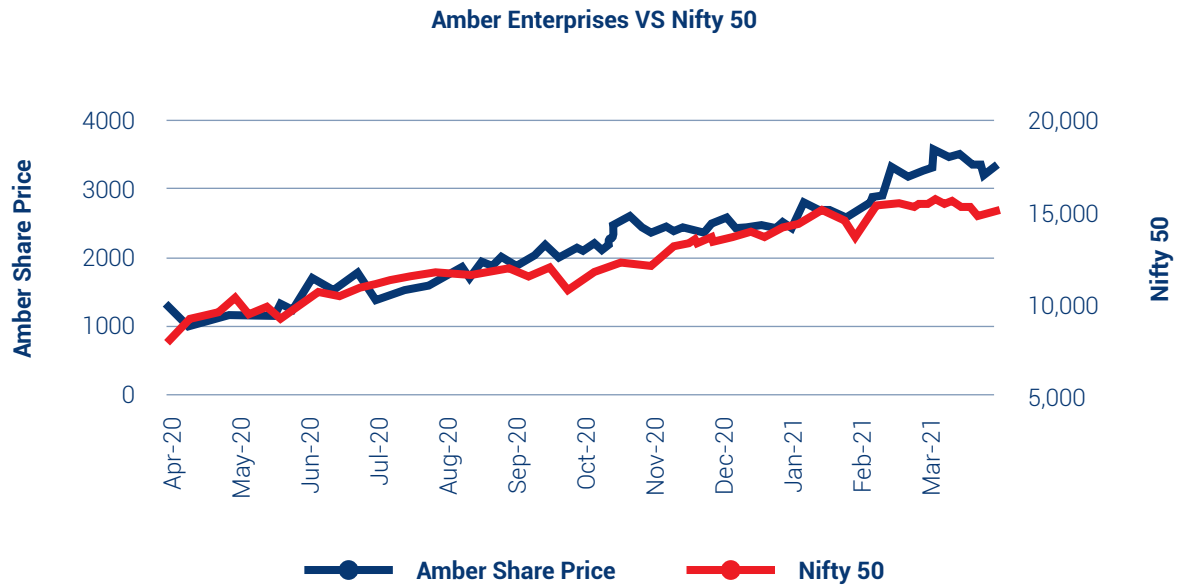
The monthly high and low quotations, as well as the volume of shares traded at the BSE, the NSE for the financial year 2020 - 21 are provided as follows :

2020-2021	BSE				NSE				Total Volumes
Months	Avg. High Price	Avg. Low Price	Avg. Close Price	Total Volume	Avg. High Price	Avg. Low Price	Avg. Close Price	Total Volume	(BSE+NSE)
April	1,159	1,083	1,109	198,064	1,159	1,083	1,108	2,273,718	2,471,782
May	1,171	1,115	1,141	43,646	1,170	1,114	1,141	1,459,268	1,502,914
June	1,512	1,430	1,472	65,564	1,513	1,429	1,472	1,878,507	1,944,071
July	1,524	1,471	1,490	58,692	1,522	1,470	1,490	1,277,852	1,336,544
August	1,803	1,722	1,760	235,270	1,805	1,722	1,761	3,452,422	3,687,692
September	1,992	1,880	1,936	625,421	1,991	1,881	1,935	13,673,203	14,298,624
October	2,206	2,087	2,141	305,208	2,203	2,086	2,142	7,266,729	7,571,937
November	2,291	2,193	2,239	228,571	2,292	2,192	2,239	4,455,403	4,683,974
December	2,391	2,313	2,342	143,733	2,392	2,315	2,342	2,917,531	3,061,264
January	2,604	2,496	2,544	320,207	2,602	2,501	2,544	4,357,568	4,677,775
February	3,074	2,947	3,010	264,395	3,075	2,946	3,011	3,497,957	3,762,352
March'	3,406	3,250	3,325	388,840	3,408	3,248	3,324	2,463,934	2,852,774

**Note : Share prices have been rounded off to the nearest whole number**

**Performance - comparison with NSE NIFTY, BSE Sensex and NSE Small cap 100**
**Amber Enterprises VS Bse Sensex**


## ANNEXURE - H (Contd.)

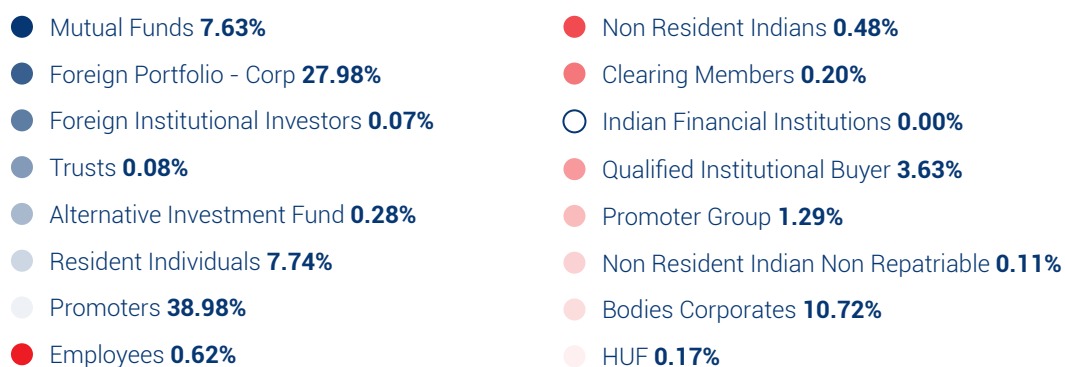
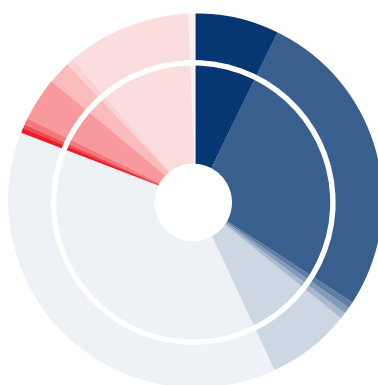


## Distribution schedule of Shareholding as on 31 March 2021

Category (Shares)	Number of Holders	% To Holders	No. of Shares	% To Equity
1 - 5000	81043	99.75	2150078	6.38
5001 - 10000	56	0.07	398495	1.18
10001 - 20000	31	0.04	430457	1.28
20001 - 30000	20	0.02	515116	1.53
30001 - 40000	20	0.02	716602	2.13
40001 - 50000	16	0.02	717686	2.13
50001 - 100000	22	0.03	1723749	5.12
100001 and above	41	0.05	27041548	80.26
<b>Total:</b>	<b>81249</b>	<b>100.00</b>	<b>33693731</b>	<b>100.00</b>

**ANNEXURE - H (Contd.)**
**Shareholding Pattern as on 31 March 2021**

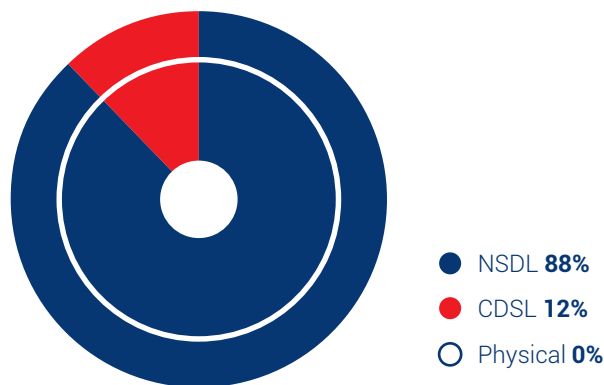
<b>Amber Enterprises India Limited</b>				
Shareholding Pattern as on 31 March 2021 (Total)				
Sl. No.	Description	No. of Cases	Total Shares	% Equity
1	MUTUAL FUNDS	61	2569286	7.63
2	FOREIGN PORTFOLIO - CORP	159	9428522	27.98
3	FOREIGN INSTITUTIONAL INVESTORS	1	24779	0.07
4	TRUSTS	11	27115	0.08
5	ALTERNATIVE INVESTMENT FUND	4	96016	0.28
6	RESIDENT INDIVIDUALS	77458	2608826	7.74
7	PROMOTERS	2	13133370	38.98
8	EMPLOYEES	47	209669	0.62
9	NON RESIDENT INDIANS	959	162508	0.48
10	CLEARING MEMBERS	252	66348	0.20
11	INDIAN FINANCIAL INSTITUTIONS	1	102	0.00
12	Qualified Institutional Buyer	16	1223614	3.63
13	PROMOTER GROUP	3	433867	1.29
14	NON RESIDENT INDIAN NON REPATRIABLE	435	38211	0.11
15	BODIES CORPORATES	308	3613463	10.72
16	H U F	1532	58035	0.17
<b>Total:</b>		<b>81249</b>	<b>33693731</b>	<b>100.00</b>



**ANNEXURE - H (Contd.)****Dematerialisation of Shares and Liquidity**

As on 31 March 2021, 100% of the paid-up Equity Share Capital of your Company is held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited.

Particulars	Number of shares	% of total capital issued
Held in Dematerialised form in NSDL	29497662	87.55
Held in Dematerialised form in CDSL	4196064	12.45
Physical Share Certificate	5	0.00

**Category of Shareholding as on 31 March 2021**

Shareholders are requested to convert their physical holdings into electronic holdings which will negate risks associated with physical certificates.

Shareholders holding shares in dematerialised form are requested to intimate all changes viz. pertaining to change of address, change in e-mail id, bank details etc. to their Depository Participants whilst those holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.

**j). Registrar and Transfer Agents:**

All work related to share registry, both in physical form and electronic form, is handled by the Company's RTA, KFin Technologies Private Limited. The communication address of the RTA is given hereunder :

KFin Technologies Private Limited  
 Karvy Selenium Tower B, Plot No. 31-32,  
 Gachibowli, Financial District,  
 Nanakramguda, Hyderabad,  
 Telangana - 500 032, India.  
 Tel. No. : +91 40 6716 2222  
 Fax No. : + 91 40-23431551  
 E-mail : einward.ris@kfintechcom  
 Website : www.karvyfintech.com

For all matters relating to transfer/ dematerialisation of shares, payment of dividend and any other query relating to equity shares of your Company.

The Registrar and Transfer Agents also have an Office at:  
 KFin Technologies Private Limited

Address : Karvy Selenium Tower B, Plot Number 31 and 32 Financial District, Nanakramguda, Gachibowli, Hyderabad, 500 032, Telangana, India Tel No. : +91 40-67162222 Fax No : +91 40-23420814 Email ID : support@kfintech.com.

Your Company has also designated amber.ipo@kfintech.com as an exclusive e-mail ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website.

Security holders would have to correspond with the respective Depository Participants for Securities held in dematerialised form for transfer/transmission of Shares, change of address, change in Bank details, etc.

For all investor related matters, the Company Secretary and Compliance Officer can also be contacted at :



**ANNEXURE - H (Contd.)****Konica Yadav**

Company Secretary and Compliance Officer;

Universal Trade Tower, 1st Floor,

Sector 49, Sohna Road

Gurgaon – 122 018, Haryana

Tel: +91 124 392 3000

Fax: +91 124 392 3016, 17

E-mail: cs\_corp@ambergrouppindia.com

Your Company can also be visited at its website:  
www.ambergrouppindia.com.

**k). Share Transfer System :****Alternate**

All share transfers and other communications regarding share certificates, change of address, dividends, etc. should be addressed to Registrar & Share Transfer Agent. Stakeholder Relationship Committee is authorised to approve transfer and transmission of shares in the physical segment. Such transfers generally take place on fortnightly basis. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects.

However, pursuant to the proviso of Regulation 40(1) of the Listing Regulations, effective 31 March 2019, the requests for effecting transfer of securities in physical mode shall not be processed by the Company unless the securities are held in the dematerialised form with a depository, except in case of transmission or transposition of securities. The Company obtains from a Company Secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the stock exchanges.

Trading in equity shares of the Company through recognised Stock Exchanges is permitted only in dematerialised form.

All share transfers, physical as well as electronic, are handled by KFin Technologies Private Limited.

Shares sent for transfer in physical form are registered and returned within a period of fifteen days from

the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expedite the process of share transfers, Company Secretary and Compliance Officer of the Company and KFin Technologies Private Limited (KFinTech), the Registrar and Share Transfer Agent of the Company have been severally authorised to approve the Transfer/Transmission/ Transposition of Physical Share Certificate, Rematerialization/ Dematerialisation Request and Split/Consolidation of Share Certificate upto 1000 Shares in the Company. The Stakeholders Relationship Committee meets as and when required to, inter alia, consider the other transfer proposals, requests for issue of duplicate share certificates, attend to Shareholders' grievances, etc.

The Company obtains from a Practicing Company Secretary, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (LODR) Regulations and files a copy of the same with the Stock Exchanges.

SEBI, effective from 1 April 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form.

**l). Reconciliation of Share Capital Audit**

As stipulated by Securities and Exchange Board of India ("SEBI"), a Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). This audit is carried out every quarter and the reports for the same were submitted to BSE and NSE. The audit confirms that the total issued / paid-up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

Compliance with Secretarial Standards the Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on meetings of the Board of Directors and General meetings. The Company has complied with all the applicable provisions of the Secretarial Standards.

**ANNEXURE - H (Contd.)****m). Plant locations of Amber Group**

The manufacturing facilities are located at the following locations:

Serial No.	Name/Location	Property (Leased or Owned)	Key Products Manufactured
1.	Rajpura Unit: C-1, Phase-II, Focal Point, Rajpura, Punjab	Owned	Sheet metal components and AC assembly
2.	Dehradun Unit I: A-1/1 and A-1/1A, Industrial Area, Selaqui, Dehradun, Uttarakhand	Leased	AC assembly, heat exchangers and injection moulding components
3.	Dehradun Unit II: D-36, 37 and 38, Industrial Area, Selaqui, Dehradun, Uttarakhand	Leased	Sheet metal components and heat exchangers
4.	Dehradun Unit III: H-23, Industrial Estate, Selaqui, Dehradun, Uttarakhand	Leased	AC assembly and system tubing
5.	UP Unit I: 38-C, Sector Ecotech II, Udyog Vihar, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh	Leased	Inner case liners and plastic sheets
6.	UP Unit II: Industrial Plot No. C-3, UPSIDC, SITE IV, Greater Noida, Gautam Buddha Nagar, Kasna, Uttar Pradesh	Leased	Sheet metal components
7.	Pune Unit I: Plot No. D-93, Ranjangaon Industrial Area, Ranjangaon, Pune, Maharashtra	Leased	Sheet metal components
8.	Pune Unit II: Plot No. D-163, D-165 and D-167, Ranjangaon Industrial Area, Ranjangaon, Pune, Maharashtra AND B1200 Plot No. 1/1/2 Indospace Industrial Park Ranjangaon MIDC Vill- Ranjangaon Ganpati Taluka- Shirur Dist-Pune 41 2220	Leased	AC assembly and gas charging
9.	Jhajjar Unit I: 15 KM Mile Stone, Village Dadri TOE, Jhajjar, Haryana	Owned	AC assembly, heat exchangers, and injection moulding components
10.	Jhajjar Unit II: Plot No. P 14, Street No. 1, Sector 3, Model Economic Township, Toe and Bid Dadri, Jhajjar, Haryana	Leased	AC assembly, heat exchangers, sheet metal components and system tubing
11.	EVER Pune Unit I: GAT No. 161, Hissa No. 2, Koregaon Bhima, Shirur, Pune, Maharashtra	Owned	PCBAs
12.	PICL Faridabad Unit I: Plots No. 92 and 99, Urban Estates, Sector 6, Faridabad, Haryana	Leased	Electrical motors and/or its components
13.	PICL Faridabad Unit II: Plot No. 79, Sector 6, Faridabad, Haryana	Leased	Electrical motors and/or its components
14.	SIDWAL Faridabad Unit I: Plot No. 23, Sector 6, Faridabad, Haryana	Owned	HVAC solutions for mobility applications such as railways, metro, defence, telecom and bus segments
15.	ILJIN UP Unit I: Plot No. 27 and 28, Udyog Kendra Ecotech - III, Greater Noida, Industrial Development Area, Gautam Buddha Nagar, Uttar Pradesh	Leased	PCBAs

## ANNEXURE - H (Contd.)

**n). Disclosures with respect to demat suspense account/ unclaimed suspense account.**

Details are given in Board Report forms part of this Annual Report.

**o). Management Discussion and Analysis Report**

Management Discussion and Analysis Report forms part of this Annual Report.

**p). Dividend Payment Date :** Not Applicable.

**q) Financial Results disclosure Calendar: financial year: 1 April 2020 to 31 March 2021**

<b>For the financial year 2020 - 21</b>	<b>Results were announced on</b>
For the quarter ended 30 June 2020	7 August 2020
For the quarter and half year ended 30 September 2020	7 November 2020
For the quarter and nine months ended 31 December 2020	30 January 2021
For the quarter and year ended 31 March 2021	22 May 2021

<b>For financial year 2021 – 22</b>	<b>Results are likely to be announced by (tentative and subject to change)</b>
For the quarter ended 30 June 2021	August 2021 (1st Week)
For the quarter and half year ended 30 September 2021	November 2021 (1st week)
For the quarter and nine months ended 31 December 2021	February 2022 (1st week)
For the quarter and year ended 31 March 2022	May 2022 (2nd Week)

**r) Payment of Depository Fee:**

Annual Custody/Issuer fee for the financial year 2021 - 22 has been paid to Central Depository Services (India) Limited and National Securities Depository Limited within the stipulated time.

**s) Unclaimed Dividend**

Due to COVID -19 pandemic, the Company has not declared interim/final dividend in the financial year 2020– 21. The Company has sent/will send reminder for interim/final dividend declared in the financial year 2019 - 20 from time to time to the members to claim their dividends in order to avoid transfer of dividends/shares to Investor Education and Protection Fund (IEPF) Authority. Once the dividends/shares are transferred to the IEPF Authority, Members will not be able to claim the same from the Company. However, pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Members can claim their dividends/shares transferred to IEPF, by making an application to the IEPF Authority through Form IEPF-5 available on the website of the Authority [www.iepf.gov.in](http://www.iepf.gov.in).

**t) Nomination**

Shareholders can file their nominations against shares held under physical mode as well as electronic mode. The facility of nomination is not available to non-individual shareholders such as societies, trusts, bodies corporate, karta of Hindu Undivided families and holders of Powers of Attorney. The shareholders, who are holding shares in physical form and wish to avail this facility, may send prescribed Nomination Form SH-13 duly filled and signed to RTA i.e. KFin Technologies Private Limited or email [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or sent by post at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

The shareholders, who are holding shares in electronic form are requested to submit their details to their respective DP.

**u) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date & likely impact on equity**

Not Applicable

**v) Cut off Date for e-voting**

3 September 2021 has been fixed as the cut off date to record entitlement of the shareholder to cast their vote electronically in the forthcoming AGM.

**ANNEXURE - H (Contd.)****IX. GENERAL BODY MEETINGS:****a). Annual General Body Meetings of the Company**

Annual General Meetings ("AGM") held during the past 3 years:

AGM	Year	Date	Time	Special Resolution passed
28th*	2017 - 18	17 September 2018	11.00 A.M	Following Special Resolution(s) was passed : 1. To consider the right of Ascent Investment Holdings Pte. Limited to appoint Nominee Director and Alteration of Articles of Association; 2. Authorisation to Board under Section 180(1)(c) & 180 (1) (a) of the Companies Act, 2013;
29th@	2018 -19	23 August 2019	11:00 A.M.	Following Special Resolution(s) was passed : 1. Re-appointment of Dr. Girish Kumar Ahuja (DIN: 00446339) as an Independent Director of the Company; 2. Re-appointment of Ms. Sudha Pillai (DIN: 02263950) as an Independent Director of the Company; 3. Re-appointment of Mr. Satwinder Singh (DIN: 00164903) as an Independent Director of the Company; 4. Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition; 5. Approval under Section 185 of Companies Act, 2013.
30th#	2019 - 20	4 September 2020	12:00 Noon	Following Special Resolution was passed : 1. Raising of funds upto ₹ 500 Crore through issue of securities

Note : \*Meeting was held at C-1, Phase – II, Focal Point, Rajpura Town- 140 401, Punjab.

@ Meeting was held at Eagle Motel, Grand Trunk Road, Rajpura, Punjab 140401

# Meeting was held through Video Conference

No Extraordinary General Meeting were held during the financial year 2020 – 21.

**c) Postal Ballot:** Following special resolution(s) were passed through postal ballot during the financial year 2020 – 21:

1. Ratification of "Amber Enterprises India Limited - Employee Stock Option Plan 2017";
2. Approval for increasing total number of employee stock options reserved under "Amber Enterprises India Limited - Employee Stock Option Plan 2017";
3. Grant of stock options to the employees of Subsidiary Companies ("Subsidiaries") under "Amber Enterprises India Limited - Employee Stock Option Plan 2017"

Further, no special resolution is proposed to be conducted through Postal ballot, as on date of this Report.

our policies are:

- i) Combined Code of Corporate Governance and Conduct;
- ii) Code of conduct for insider trading and fair disclosure of unpublished price sensitive information;
- iii) Corporate Social Responsibility Policy;
- iv) Policy on Materiality of and dealing with Related Party Transactions;
- v) Vigil Mechanism & Whistle Blower Policy;
- vi) Nomination & Remuneration Policy;
- vii) Preservation of Documents Policy;
- viii) Website Content Archival Policy;
- ix) Policy for Determining Material Subsidiary;
- x) Materiality of Events policy;
- xii) Familiarisation Program for Independent Directors;
- xiii) Policy on Board Diversity and Succession Planning;

The Company has also placed the policies on its website as per the statutory provisions.

**X. OTHER DISCLOSURES****Corporate Ethics**

As a responsible corporate citizen, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies, which act as guiding principles for carrying business in ethical way. Some of

## ANNEXURE - H (Contd.)

### COMPLIANCE STATUS WITH MANDATORY AND DISCRETIONARY REQUIREMENTS OF PROVISIONS OF LISTING REGULATIONS

#### Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of Corporate Governance as per SEBI (LODR) Regulations and is in the process of implementing the non-mandatory requirements.

#### Non-compliance of any requirements of Corporate Governance report of sub-paras (2) to (10) of Schedule V :

The Company has complied with the requirement of Corporate Governance report of sub-paras (2) to (10) of Schedule V of the SEBI (LODR) Regulations.

#### The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, are as follows :

Regulations	Particulars of Regulations	Compliance Status Yes/No
17(1)	Board composition	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
17(5)	Code of Conduct	Yes
17(6)	Fees/compensation	Yes
17(7)	Minimum Information	Yes
17(8)	Compliance Certificate	Yes
17(9)	Risk Assessment & Management	Yes
17(10), (11)	Performance Evaluation of Independent Directors	Yes
17A (1), (2)	Maximum number of Directorships	Yes
18(1)	Composition of Audit Committee	Yes
18(2)	Meeting of Audit Committee	Yes
18(3)	Role of the Audit Committee and the Information to be reviewed by the Audit Committee	Yes
19(1), (2), (3) & (4)	Nomination and Remuneration Committee	Yes
20(1), (2), (2A), (3), (3A) & (4)	Stakeholder Relationship Committee	Yes
21(1),(2),(3), (3A) (4)	Composition and role of risk management committee	Yes
22(1) & (2)	Vigil Mechanism Policy	Yes
23(1), (1A) (5),(6),(7),(8),(9)	Related party transaction	Yes
23(2), (3)	Prior or Omnibus approval of Audit Committee for all related party transactions	Yes
23(4)	Approval for material related party transactions	Yes
24(1)	Composition of Board of Directors of unlisted material subsidiary	Yes
24 (1), (2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to subsidiary of listed entity	Yes
24(A)	Secretarial Audit	Yes
25(1) & (2)	Maximum Directorship & Tenure	Yes

**ANNEXURE - H (Contd.)**

Regulations	Particulars of Regulations	Compliance Status Yes/No
25(3) & (4)	Meeting of Independent Directors	Yes
25(7)	Familiarisation of independent directors	Yes
25(8)	Submission of Declaration of Independence by Independent Directors	Yes
26(1)	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(2) & 26(5)	Policy with respect to obligations of directors and senior management	Yes
27(1) & (2)	Other Corporate Governance Requirements	Yes
46(2) (a) to (s)	Disclosure on the website of the Company	Yes

**Certificate on Corporate Governance**

As required by Schedule V of the SEBI (LODR) Regulation, the Certificate on Corporate Governance issued by Practicing Company Secretary is annexed to the Board's report.

**Discretionary requirements**

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations, with Stock Exchanges is provided below :

- a) The Chairperson/Chief Executive Officer and Managing Director of the Company are entitled to seek any advice and consultancy in relation to the performance of his duties and is also entitled to claim reimbursement of the expenses incurred in this regard and other office facilities.

- b) As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
- c) No modified opinion has been expressed on the financial statements for the year ended 31 March 2021 by the Statutory Auditors of the Company.
- d) The Company has appointed separate persons on the posts of Chairperson and Managing Director.
- e) The Internal Auditor of the Company attends the meeting of the Audit Committee on regular basis and provides its report directly to the Audit Committee.

**Declaration by Chairman and Chief Executive Officer (Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is uploaded on the Company's website viz. [www.ambergrouppindia.com](http://www.ambergrouppindia.com).

It is further confirmed that all the Directors and the Senior Management Personnel have affirmed compliance with the Code for the financial year ended 31 March 2021.

For and on behalf of the Board of Directors  
**For Amber Enterprises India Limited**

**Jasbir Singh**

Chairman & CEO and Director  
DIN : 00259632

Place : Gurugram  
Date : 22 May 2021

**Retail Shareholder Correspondence may be addressed to:**

Ms. Konica Yadav

Company Secretary and Compliance Officer

Universal Trade Tower, 1st Floor, Sector 49, Sohna Road

Gurugram – 122 018, Haryana

E-mail: [infoamber@ambergroupindia.com](mailto:infoamber@ambergroupindia.com)

Or

KFin Technologies Private Limited

Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli,

Financial District, Nanakramguda,

Serilingampally, Hyderabad – 500 032

Tel. : 040-2342 0818, 6716 2222

Fax: 040-2342 0814, 2300 1153; Toll Free No: 1-800-309-4001

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Website: [www.kfintech.com](http://www.kfintech.com)

**Contact person**

Mr. G Vasanth Rao Chowdari

Manager - Corporate Registry Tel : +91 040 67161527

Email : [vasanth.g@kfintech.com](mailto:vasanth.g@kfintech.com)

**Queries relating to the financial statements of the Company may be addressed to:**

Mr. Sudhir Goyal

Chief Financial Officer

Universal Trade Tower, 1st Floor, Sector 49, Sohna Road

Gurugram – 122 018, Haryana

E-mail: [sudhirgoyal@ambergroupindia.com](mailto:sudhirgoyal@ambergroupindia.com)

**Depository for equity shares****National Securities Depository Limited**

Trade World, 'A' Wing, 4th Floor

Kamala Mills Compound Senapati Bapat Marg,

Lower Parel, Mumbai 400 013, India

Tel : 91 22 2499 4200 Fax : 91 22 2497 6351

**Central Depository Services (India) Limited**

Phiroze Jeejeebhoy Towers, 17th Floor

Dalal Street, Fort, Mumbai 400 001, India

Tel : 91 22 2302 3333 Fax : 91 22 2272 3199

**Addresses of stock exchanges****BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street, Kala Ghoda, Mumbai 400 001, India

Tel : 91 22 2272 1233 Fax : 91 22 2272 1919

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C / 1, G Block

Bandra Kurla Complex

Bandra (East), Mumbai 400 051, India

Tel : 91 22 2659 8100 Fax : 91 22 2659 8120

## CEO AND CFO CERTIFICATION

To

The Board of Directors

**Amber Enterprises India Limited**

### **Sub : Compliance Certificate in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

We the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Amber Enterprises India Limited ("the Company") to the best of our knowledge and belief certify that :

- A. We have reviewed financial statements and the cash flow statement of Amber Enterprises India Limited (standalone and consolidated) for the financial year ended 31 March 2021 and that to the best of our knowledge and belief we state that :
- (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. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during financial year ended 31 March 2021 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 have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and 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 which we have taken or proposed to take to rectify these deficiencies.
- D. We have indicated, based in our most recent evaluation, wherever applicable, to the auditors and the Audit committee:
- (1) Significant changes, if any, in internal control over financial reporting during the year ended 31 March, 2021;
  - (2) Significant changes, if any, in the accounting policies during the year ended 31 March 2021 and that the same have been disclosed in the notes to the financial statements; and
  - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For Amber Enterprises India Limited**

Place: Gurugram  
Date: 22 May 2021

**(Jasbir Singh)**  
Chairman & CEO and Director

**(Sudhir Goyal)**  
Chief Financial Officer



To

The Members

**Amber Enterprises India Limited**

**Compliance Certificate from Practicing Company Secretary Regarding Compliance of Conditions of Corporate Governance under SEBI Listing Regulations**

We have examined the compliance of conditions of Corporate Governance by Amber Enterprises India Limited ("the Company"), for the financial year ended 31 March 2021 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has substantially complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (LODR) Regulations, the compliances of which needs to be further strengthened.

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

**Sd/-**

**(Amit Chaturvedi)**

**Amit Chaturvedi & Associates**

Company Secretaries in whole time practice

Memb. No. F10342

COP No.14332

Date – 22 May 2021

Place – Delhi

## CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

### CERTIFICATE

(Pursuant to clause 10 of Part C of Schedule V of LODR)

To

The Members

**Amber Enterprises India Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Amber Enterprises India Limited (CIN: L28910P81990PLC010265) and having registered office at C-1, Phase II, Focal Point, Rajpura Town – 140 401, Punjab (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ended 31 March 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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.

Sd/-

**Amit Chaturvedi**

**Amit Chaturvedi & Associates**

Company Secretaries

Membership No. A28556

COP- 14332

Place : New Delhi

Date : 22 May 2021

## ANNEXURE - J

### FORM NO. MGT- 9

#### EXTRACT OF ANNUAL RETURN as on the financial year ended on 31 March 2021

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS :

i)	CIN	: L28910PB1990PLC010265
ii)	Registration Date	: 2 April 1990
iii)	Name of the Company	: Amber Enterprises India Limited
iv)	Category/Sub Category of Company	: Company Limited by Shares
v)	Address of the Registered Office and Contacts Details	: C – 1, Phase – II, Focal Point, Rajpura Town – 140 401, Punjab Tel : 01762 - 232126 Fax : 01762 - 232127 Email: <a href="mailto:info@ambergroupindia.com">info@ambergroupindia.com</a> Website:- <a href="http://www.ambergroupindia.com">www.ambergroupindia.com</a>
vi)	Whether Listed Company	: Yes / No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	: KFin Technologies Private Limited Registered Office : Karvy Selenium, Tower B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddi, Telangana - <b>500032</b> Contact Details : <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> T : 040 - 67161527 Fax No. : 040 - 23420814

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
i)	Air Conditioners and Its Components	28192	88%*

\* Standalone basis

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
i)	PICL (India) Private Limited <b>Registered Office:</b> Second Floor, Khasra No. 367 Village Ghitorni, South West, Delhi – 110 030	U74899DL1994PTC061471	Wholly Owned Subsidiary	100%	Section 2(87)
ii)	Appserve Appliance Private Limited <b>Registered Office:</b> C- 2, Phase II Focal Point Rajpura Patiala 140401, Punjab	U29308PB2017PTC047239	Wholly Owned Subsidiary	100%	Section 2(87)
iii)	IL JIN Electronics (India) Private Limited <b>Registered Office :</b> F. No. 5, 109/2A Buddha Appartments C C Colony, New Delhi 110007	U31909DL2001PTC112387	Subsidiary	70%	Section 2(87)

## ANNEXURE - J (Contd.)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
iv)	Ever Electronics Private Limited <b>Registered Office:</b> Gat No. 161/2, Pimple Jagtap Road, Village - Koregoan Bhima, Tal-Shirur, Dist - Pune 412 216, Maharashtra	U32109PN2004PTC136895	Subsidiary	70%	Section 2(87)
v)	Sidwal Refrigeration Industries Private Limited <b>Registered Office:</b> 108-A, Madangir, Behind Pushp Vihar, DDA Local Shopping Complex, New Delhi - 110062	U74899DL1965PTC008575	Wholly Owned Subsidiary	100%	Section 2(87)

## IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

## i) Category – Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2020)				No. of Shares held at the end of the year (As on 31.03.2021)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	1,31,33,370	-	1,31,33,370	41.77%	1,31,33,370	-	1,31,33,370	38.98%	-2.79%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub – Total (A) (1):</b>	<b>1,31,33,370</b>	<b>-</b>	<b>1,31,33,370</b>	<b>41.77%</b>	<b>1,31,33,370</b>	<b>-</b>	<b>1,31,33,370</b>	<b>38.98%</b>	<b>-2.79%</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub – Total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>1,31,33,370</b>	<b>-</b>	<b>1,31,33,370</b>	<b>41.77%</b>	<b>1,31,33,370</b>	<b>-</b>	<b>1,31,33,370</b>	<b>38.98%</b>	<b>-2.79%</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	22,71,017	-	22,71,017	7.22%	25,69,286	-	25,69,286	7.63%	+0.41%
b) Banks/ FI	6,458	-	6,458	0.02%	102	-	102	0.00%	- 0.02%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub – Total (B) (1):-</b>	<b>22,77,475</b>	<b>-</b>	<b>22,77,475</b>	<b>7.24%</b>	<b>25,69,388</b>	<b>-</b>	<b>25,69,388</b>	<b>7.63%</b>	<b>+0.39%</b>

**ANNEXURE - J (Contd.)**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2020)				No. of Shares held at the end of the year (As on 31.03.2021)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non - Institutions									
<b>a) Bodies Corp</b>									
i) Indian	6,38,551	-	6,38,551	2.03%	3,24,643	-	3,24,643	0.96%	-1.07%
ii) Overseas	65,77,639	-	65,77,639	20.92%	32,88,820	-	32,88,820	9.76%	-11.16%
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	13,95,268	5	13,95,273	4.44%	1,69,3869	5	16,93,874	5.02%	+0.58%
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	4,99,602	-	4,99,602	1.59%	10,13,915	-	10,13,915	3.01%	+1.42%
iii) Others (specify)	69,24,630	-	69,24,630	22.02%	1,16,69,721	-	1,16,69,721	34.63%	+4.36%
Alternative Investment Fund	11,204	-	11,204	0.04%	96,016	-	96,016	0.28%	+0.24%
Clearing Members	16,061	-	16,061	0.05%	66,348	-	66,348	0.20%	+0.15%
Employees	1,11,423	-	1,11,423	0.35%	1,10,706	-	1,10,706	0.33%	-0.02%
Foreign Portfolio Investors	38,85,769	-	38,85,769	12.36%	94,53,301	-	94,53,301	28.06%	+12.36%
HUF	34,823	-	34,823	0.11%	58,035	-	58,035	0.17%	-0.13%
NBFC	500	-	500	0.00%	-	-	-	-	-0.00%
Non Resident Indians	88,945	-	88,945	0.28%	1,62,508	-	1,62,508	0.48%	+0.20%
NRI Non –Repatriation	25,285	-	25,285	0.08%	38,211	-	38,211	0.11%	+0.03%
Promoter Group	7,08,867	-	7,08,867	2.25%	4,33,867	-	4,33,867	1.29%	-0.96
Trusts	10,83,633	-	10,83,633	3.45%	27,115	-	27,115	0.08%	-3.37%
Qualified Institutional Buyer	9,58,120	-	9,58,120	3.05%	12,23,614	-	12,23,614	3.63%	+0.58%
<b>Sub –Total (B) (2):-</b>	<b>1,60,35,690</b>	<b>5</b>	<b>1,60,35,695</b>	<b>52.56%</b>	<b>1,79,90,968</b>	<b>5</b>	<b>1,79,90,973</b>	<b>53.39%</b>	<b>+0.83</b>
<b>Total Public Shareholding (B)= (B) (1) + (B)(2)</b>	<b>1,83,13,165</b>	<b>5</b>	<b>1,83,13,170</b>	<b>59.83%</b>	<b>2,05,60,356</b>	<b>5</b>	<b>2,05,60,361</b>	<b>61.02%</b>	<b>+1.19</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3,14,46,535</b>	<b>5</b>	<b>3,14,46,540</b>	<b>100.00%</b>	<b>3,36,93,726</b>	<b>5</b>	<b>3,36,93,731</b>	<b>100.00%</b>	<b>-</b>

**(ii) Shareholding of Promoters :**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2020)			*Shareholding at the end of the year (As on 31.03.2021)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Share Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Share Pledged/ encumbered to total shares	
1.	Mr. Jasbir Singh	70,59,165	22.45%	0%	70,59,165	20.95%	0%	-1.50%
2.	Mr. Daljit Singh	60,74,205	19.32%	0%	60,74,205	18.03%	0%	-1.29%
	<b>Total</b>	<b>1,31,33,370</b>	<b>41.77%</b>	<b>0%</b>	<b>1,31,33,370</b>	<b>38.98%</b>	<b>0%</b>	<b>-2.79%</b>

## ANNEXURE - J (Contd.)

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

## Mr. Jasbir Singh

Sl. No.		Shareholding at the beginning of the year (As on 01.04.2020)		Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year (As on 01.04.2020)	70,59,165	22.45%	70,59,165	20.95%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	During the financial year 2020 - 21 under review, the Company has issued and allotted 2,247,191 equity shares at a price of ₹ 1,780 per equity share (including a premium of ₹ 1,770 per equity share) constituting a discount of 1.04% i.e. ₹ 18.72 per equity share which is not more than 5% to the floor price of ₹ 1,798.72 per equity share in the qualified institutions placement (the "QIP") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Section 42 and Section 62, along with other applicable provisions, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Hence, due to increase in paid up share capital of the Company, the shareholding % reduced from 22.45% to 20.95%.			
	At the end of the year (As on 31.03.2021)	70,59,165	22.45%	70,59,165	20.95%

## Mr. Daljit Singh

Sl. No.		Shareholding at the beginning of the year (As on 01.04.2020)		Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2	At the beginning of the year (As on 01.04.2020)	60,74,205	19.32%	60,74,205	18.03%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	During the financial year 2020 - 21 under review, the Company has issued and allotted 2,247,191 equity shares at a price of ₹ 1,780 per equity share (including a premium of ₹ 1,770 per equity share) constituting a discount of 1.04% i.e. ₹ 18.72 per equity share which is not more than 5% to the floor price of ₹ 1,798.72 per equity share in the qualified institutions placement (the "QIP") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Section 42 and Section 62, along with other applicable provisions, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Hence, due to increase in paid up share capital of the Company, the shareholding % reduced from 19.32% to 18.03%.			
	At the End of the year (As on 31.03.2021)	60,74,205	19.32%	60,74,205	18.03%

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

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1	<b>ASCENT INVESTMENT HOLDINGS PTE LTD.</b>						
	At the beginning of the year	01.04.2020	65,77,639	20.92%	-	65,77,639	20.92%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	11.09.2020	65,77,639	20.92%	-32,88,819 (Sold in market)	32,88,820	10.46%
	At the End of the year (or on the date of separation, if separated during the year	31.03.2021	32,88,820	10.46%	-	32,88,820	9.76%

**ANNEXURE - J (Contd.)**

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
<b>2</b>	<b>EDELWEISS ALTERNATIVE INVESTMENT OPPORTUNITIES TRUST - EDELWEISS CROSSOVER OPPORTUNITIES FUND</b>						
	At the beginning of the year	01.04.2020	10,61,419	3.38%		10,61,419	3.38%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc):	05.06.2020	10,61,419	3.38%	- 71,727 (Sold in market)	9,89,692	3.15%
		12.06.2020	9,89,692	3.15%	-11,022 (Sold in market)	9,78,670	3.11%
		19.06.2020	9,78,670	3.11%	-81,500 (Sold in market)	8,97,170	2.85%
		26.06.2020	8,97,170	2.85%	-8,912 (Sold in market)	8,88,258	2.82%
		10.07.2020	8,88,258	2.82%	-5,127 (Sold in market)	8,83,131	2.81%
		17.07.2020	8,83,131	2.81%	-14,535 (Sold in market)	8,68,596	2.76%
		24.07.2020	8,68,596	2.76%	-39,376 (Sold in market)	8,29,220	2.64%
		31.07.2020	8,29,220	2.64%	-52,449 (Sold in market)	7,76,771	2.47%
		07.08.2020	7,76,771	2.47%	-1,39,733 (Sold in market)	6,37,038	2.03%
		14.08.2020	6,37,038	2.03%	-12,500 (Sold in market)	6,24,538	1.99%
		21.08.2020	6,24,538	1.99%	-68,770 (Sold in market)	5,55,768	1.77%
		28.08.2020	5,55,768	1.77%	-21,000 (Sold in market)	5,34,768	1.70%
		04.09.2020	5,34,768	1.70%	-46,024 (Sold in market)	4,88,744	1.55%
		11.09.2020	4,88,744	1.55%	-67,048 (Sold in market)	4,21,696	1.34%
		18.09.2020	4,21,696	1.34%	-24,455 (Sold in market)	3,97,241	1.18%
		25.09.2020	3,97,241	1.18%	-3,695 (Sold in market)	3,93,546	1.17%
		30.09.2020	3,93,546	1.17%	-1,200 (Sold in market)	3,92,346	1.16%
		09.10.2020	3,92,346	1.16%	-11,200 (Sold in market)	3,81,146	1.13%
		16.10.2020	3,81,146	1.13%	-17,114 (Sold in market)	3,64,032	1.08%
		23.10.2020	3,64,032	1.08%	-21,150 (Sold in market)	3,42,882	1.08%
		06.11.2020	3,42,882	1.08%	-12,781 (Sold in market)	3,30,101	0.98%
		13.11.2020	3,30,101	0.98%	-8,000 (Sold in market)	3,22,101	0.96%
		20.11.2020	3,22,101	0.96%	-6,819 (Sold in market)	3,15,282	0.94%
		27.11.2020	3,15,282	0.94%	-58,861 (Sold in market)	2,56,421	0.76%

## ANNEXURE - J (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
		04.12.2020	2,56,421	0.76%	-5,949 (Sold in market)	2,50,472	0.74%
		11.12.2020	2,50,472	0.74%	-1,135 (Sold in market)	2,49,337	0.74%
		18.12.2020	2,49,337	0.74%	-70,674 (Sold in market)	1,78,663	0.53%
		08.01.2021	1,78,663	0.53%	-58,022 (Sold in market)	1,20,641	0.36%
		15.01.2021	1,20,641	0.36%	-11,708 (Sold in market)	1,08,933	0.32%
		22.01.2021	1,08,933	0.32%	-34,919 (Sold in market)	74,014	0.22%
		29.01.2021	74,014	0.22%	-45,000 (Sold in market)	29,014	0.09%
		05.02.2021	29,014	0.09%	-29,014 (Sold in market)	0	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	-	-	-	0	0.00%
<b>3.</b>	<b>GOLDMAN SACHS FUNDS - GOLDMAN SACHS EMERGING MARKETS EQUITY PORTFOLIO</b>						
	At the beginning of the year	01.04.2020	6,83,316	2.17%	-	6,83,316	2.17%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	26.06.2020	6,83,316	2.17%	-2,143 (Sold in Market)	6,81,173	2.17%
		30.06.2020	6,81,173	2.17%	-7,264 (Sold in Market)	6,73,909	2.14%
		03.07.2020	6,73,909	2.14%	78,024 (Sold in Market)	5,95,885	1.89%
		10.07.2020	5,95,885	1.89%	-5,895 (Sold in Market)	5,89,990	1.88%
		18.09.2020	5,89,990	1.88%	+1,55,663 (Purchased from market)	7,45,653	2.21%
		30.10.2020	7,45,653	2.21%	-26,981 (Sold in Market)	7,18,672	2.13%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	7,01,286	2.08%	-	7,01,286	2.08%



**ANNEXURE - J (Contd.)**

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
<b>4.</b>	<b>ABU DHABI INVESTMENT AUTHORITY - BEHAVE</b>						
	At the beginning of the year	01.04.2020	6,70,000	2.13%	-	6,70,000	2.13%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	24.07.2020	6,70,000	2.13%	-23,062 (Sold in Market)	6,46,938	2.06%
		31.07.2020	6,46,938	2.06%	-20,638 (Sold in Market)	6,26,300	1.99%
		18.12.2020	6,26,300	1.99%	-67,000 (Sold in Market)	5,59,300	1.66%
		15.01.2021	5,59,300	1.66%	-9,592 (Sold in Market)	5,49,708	1.63%
		22.01.2021	5,49,708	1.63%	-59,808 (Sold in Market)	4,89,900	1.45%
		29.01.2021	4,89,900	1.45%	-42,200 (Sold in Market)	4,47,700	1.33%
		26.02.2021	4,47,700	1.33%	-19,600 (Sold in Market)	4,28,100	1.27%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	4,28,100	1.27%	-	4,28,100	1.27%
<b>5.</b>	<b>ICICI Prudential Life Insurance Company Limited</b>						
	At the beginning of the year	01.04.2020	6,68,283	2.13%	-	6,68,283	2.13%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	03.04.2020	6,68,283	2.13%	-8,807 (Sold in Market)	6,59,476	2.10%
		17.04.2020	6,59,476	2.10%	+18,986 (Purchased from market)	6,78,462	2.16%
		08.05.2020	6,78,462	2.16%	-551 (Sold in Market)	6,77,911	2.16%
		22.05.2020	6,77,911	2.16%	-2,000 (Sold in Market)	6,75,911	2.15%
		05.06.2020	6,75,911	2.15%	-1,000 (Sold in Market)	6,74,911	2.15%
		19.06.2020	6,74,911	2.15%	-1,000 (Sold in Market)	6,73,911	2.14%
		26.06.2020	6,73,911	2.14%	+946 (Purchased from market)	6,74,857	2.15%
		24.07.2020	6,74,857	2.15%	-4,500 (Sold in Market)	6,70,357	2.13%
		07.08.2020	6,70,357	2.13%	+25,043 (Purchased from market)	6,95,400	2.21%
		14.08.2020	6,95,400	2.21%	-19,330 (Sold in Market)	6,76,070	2.15%

## ANNEXURE - J (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
		21.08.2020	6,76,070	2.15%	-4,323 (Sold in Market)	6,71,747	2.14%
		28.08.2020	6,71,747	2.14%	-38,833 (Sold in Market)	6,32,914	2.01%
		11.09.2020	6,32,914	2.01%	-10,523 (Sold in Market)	6,22,391	1.98%
		18.09.2020	6,22,391	1.98%	+3,49,876 (Purchased from market)	97,22,67	2.89%
		25.09.2020	97,22,67	2.89%	-8,091 (Sold in Market)	964176	2.86%
		30.09.2020	964176	2.86%	-21,820 (Sold in Market)	9,42,356	2.80%
		02.10.2020	9,42,356	2.80%	-120 (Sold in Market)	9,42,236	2.80%
		16.10.2020	9,42,236	2.80%	-38,209 (Sold in Market)	9,04,027	2.68%
		23.10.2020	9,04,027	2.68%	-82,928 (Sold in Market)	8,21,099	2.44%
		06.11.2020	8,21,099	2.44%	-18,855 (Sold in Market)	8,02,244	2.38%
		13.11.2020	8,02,244	2.38%	+22,318 (Purchased from market)	8,24,562	2.45%
		20.11.2020	8,24,562	2.45%	-1,602 (Sold in Market)	8,22,960	2.44%
		27.11.2020	8,22,960	2.44%	+3,854 (Purchased from market)	8,26,814	2.45%
		04.12.2020	8,26,814	2.45%	+17,015 (Purchased from market)	8,43,829	2.50%
		11.12.2020	8,43,829	2.50%	-20,225 (Sold in Market)	8,23,604	2.44%
		18.12.2020	823604	2.44%	-733 (Sold in Market)	8,22,871	2.44%
		25.12.2020	8,22,871	2.44%	-1,826 (Sold in Market)	8,21,045	2.44%
		31.12.2020	8,21,045	2.44%	-16,790 (Sold in Market)	8,04,255	2.39%
		01.01.2021	8,04,255	2.39%	-549 (Sold in Market)	8,03,706	2.39%
		15.01.2021	8,03,706	2.39%	-16,195 (Sold in Market)	7,87,511	2.34%
		29.01.2021	7,87,511	2.34%	-60,947 (Sold in Market)	7,26,564	2.16%
		05.02.2021	7,26,564	2.16%	-33,678 (Sold in Market)	6,92,886	2.06%
		19.02.2021	6,92,886	2.06%	-15,498 (Sold in Market)	6,77,388	2.01%

**ANNEXURE - J (Contd.)**

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
		26.02.2021	677388	2.01%	-39,500 (Sold in Market)	6,37,888	1.89%
		05.03.2021	6,37,888	1.89%	+7,400 (Purchased from market)	6,45,288	1.92%
		12.03.2021	6,45,288	1.92%	-51 (Sold in Market)	6,45,237	1.92%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	6,45,237	1.92%	-	6,45,237	1.92%
<b>6.</b>	<b>ICICI PRUDENTIAL LONG TERM EQUITY FUND TAX SAVINGS</b>						
	At the beginning of the year	01.04.2020	5,22,152	1.66%		5,22,152	1.66%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	03.04.2020	5,22,152	1.66%	-49,150 (Sold in Market)	4,73,002	1.50%
		10.04.2020	4,73,002	1.50%	-1,445 (Sold in Market)	4,71,557	1.50%
		17.04.2020	4,71,557	1.50%	+3 (Purchased from market)	4,71,560	1.50%
		24.04.2020	4,71,560	1.50%	-3,53,721 (Sold in Market)	1,17,839	0.37%
		01.05.2020	1,17,839	0.37%	-7,400 (Sold in Market)	1,10,439	0.35%
		08.05.2020	1,10,439	0.35%	-33,749 (Sold in Market)	76,690	0.24%
		15.05.2020	76,690	0.24%	-30,270 (Sold in Market)	46,420	0.15%
		22.05.2020	46,420	0.15%	-46,334 (Sold in Market)	86	0.00%
		29.05.2020	86	0.00%	+3 (Purchased from market)	89	0.00%
		26.06.2020	89	0.00%	-9 (Sold in Market)	80	0.00%
		10.07.2020	80	0.00%	-9 (Sold in Market)	71	0.00%
		17.07.2020	71	0.00%	-3 (Sold in Market)	68	0.00%
		24.07.2020	68	0.00%	-3 (Sold in Market)	65	0.00%
		07.08.2020	65	0.00%	-9 (Sold in Market)	56	0.00%
		23.10.2020	54	0.00%	-2 (Sold in Market)	54	0.00%
		13.11.2020	52	0.00%	-2 (Sold from market)	52	0.00%
		27.11.2020	52	0.00%	+2 (Purchased from market)	54	0.00%

## ANNEXURE - J (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
		25.12.2020	54	0.00%	+34 (Purchased from market)	88	0.00%
		31.03.2021	88	0.00%	+4 (Purchased from market)	92	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	92	0.00%		92	0.00%
<b>7.</b>	<b>KOTAK FUNDS - INDIA MIDCAP FUND</b>						
	At the beginning of the year	01.04.2020	508598	1.62%		5,08,598	1.62%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	19.06.2020	5,08,598	1.62%	-11,987 (Sold in market)	4,96,611	1.58%
		26.06.2020	4,96,611	1.58%	-37,964 (Sold in market)	4,58,647	1.46%
		10.07.2020	4,58,647	1.46%	-957 (Sold in market)	4,57,690	1.46%
		26.02.2021	4,57,690	1.46%	-9,178 (Sold in market)	4,48,512	1.33%
		12.03.2021	4,48,512	1.33%	-25,000 (Sold in market)	4,23,512	1.26%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	4,23,512	1.26%		4,23,512	1.26%
<b>8.</b>	<b>GOLDMAN SACHS INDIA LIMITED</b>						
	At the beginning of the year	01.04.2020	5,02,778	1.60%	-	5,02,778	1.60%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	03.04.2020	5,02,778	1.60%	-86,032 (Sold in market)	4,16,746	1.33%
		31.07.2020	4,16,746	1.33%	-11,278 (Sold in market)	4,05,468	1.29%
		02.10.2020	4,05,468	1.29%	-22,565 (Sold in market)	3,82,903	1.14%
		23.10.2020	3,82,903	1.14%	-44,773 (Sold in market)	3,38,130	1.00%
		06.11.2020	3,38,130	1.00%	-7,209 (Sold in market)	3,30,921	0.98%
		15.01.2021	3,30,921	0.98%	-26,621 (Sold in market)	304300	0.90%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	304300	0.90%	-	304300	0.90%

**ANNEXURE - J (Contd.)**

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
<b>9.</b>	<b>AKASH BHANSHALI</b>						
	At the beginning of the year	01.04.2020	4,99,602	1.59%	-	4,99,602	1.59%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	04.09.2020	4,99,602	1.59%	-642 (Sold in market)	4,98,960	1.59%
		11.09.2020	498960	1.59%	-5,041 (Sold in market)	4,93,919	1.59%
		25.09.2020	4,93,919	1.59%	+5,683 (Purchased from market)	4,99,602	1.57%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	4,99,602	1.57%	-	4,99,602	1.57%
<b>10.</b>	<b>L&amp;T MUTUAL FUND TRUSTEE LIMITED-L&amp;T EMERGING BUSINESSES FUND</b>						
	At the beginning of the year	01.04.2020	4,59,500	1.46%	-	4,59,500	1.46%
	*Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus/ sweat equity etc.):	10.04.2020	4,59,500	1.46%	+1,525 (Purchased from market)	4,61,025	1.47%
		18.09.2020	4,61,025	1.47%	+27,675 (Purchased from market)	4,88,700	1.45%
		23.10.2020	4,88,700	1.45%	-64,294 (Sold in market)	4,24,406	1.26%
		13.11.2020	4,24,406	1.26%	-23,406 (Sold in market)	4,01,000	1.19%
		22.01.2021	4,01,000	1.19%	-14,208 (Sold in market)	3,86,792	1.15%
		26.02.2021	3,86,792	1.15%	-5,500 (Sold in market)	3,81,292	1.13%
		31.03.2021	3,81,292	1.13%	-11,789 (Sold in market)	3,69,503	1.10%
	At the End of the year (or on the date of separation, if separated during the year)	31.03.2021	3,69,503	1.10%		3,69,503	1.10%

\*Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus / sweat equity etc.) have been stated as per **weekly benpos**.

## ANNEXURE - J (Contd.)

## (v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	For Each of the Directors and KMP	Date of Transaction	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1	<b>Jasbir Singh</b>						
	At the beginning of the year	01.04.2020	70,59,165	22.45%		70,59,165	22.45%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc):	During the financial year 2020 - 21 under review, the Company has issued and allotted 2,247,191 equity shares at a price of ₹ 1,780 per equity share (including a premium of ₹ 1,770 per equity share) constituting a discount of 1.04% i.e. ₹ 18.72 per equity share which is not more than 5% to the floor price of ₹ 1,798.72 per equity share in the qualified institutions placement (the "QIP") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Section 42 and Section 62, along with other applicable provisions, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Hence, due to increase in paid up share capital of the Company, the shareholding % reduced from 22.45% to 20.95%.					
	At the End of the year	31.03.2021	70,59,165	22.45%		70,59,165	20.95%
2	<b>Daljit Singh</b>						
	At the beginning of the year	01.04.2020	60,74,205	19.32%		60,74,205	18.03%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc):	During the financial year 2020 - 21 under review, the Company has issued and allotted 2,247,191 equity shares at a price of ₹ 1,780 per equity share (including a premium of ₹ 1,770 per equity share) constituting a discount of 1.04% i.e. ₹ 18.72 per equity share which is not more than 5% to the floor price of ₹ 1,798.72 per equity share in the qualified institutions placement (the "QIP") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and Section 42 and Section 62, along with other applicable provisions, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Hence, due to increase in paid up share capital of the Company, the shareholding % reduced from 19.32% to 18.03%.					
	At the End of the year	31.03.2021	60,74,205	19.32%		60,74,205	18.03%
3.	<b>Mr. Sanjay Arora</b>						
	At the beginning of the year	01.04.2020	629	0.0020%		629	0.0020%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc):	No Changes					
	At the End of the year	31.03.2021	629	0.0020%		629	0.0020%
4.	<b>Mr. Udaiveer Singh</b>						
	At the beginning of the year	01.04.2020	617	0.0019%		617	0.0019%
	*Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	No Changes					
	At the End of the year	31.03.2021	617	0.0019%		617	0.0019%
5.	<b>Mr. Sachin Gupta</b>						

**ANNEXURE - J (Contd.)**

Sl. No.	For Each of the Directors and KMP	Date of Transaction	Shareholding at the beginning of the year (As on 01.04.2020)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
	At the beginning of the year	01.04.2020	629	0.0020%		629	0.0020%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc):	18.02.2021	629	0.0020%	- 300 (Sold in market)	329	0.0010%
	At the End of the year	31.03.2021	329	0.0010%		329	0.0010%
<b>6.</b>	<b>Mr. Sudhir Goyal</b>						
	At the beginning of the year	01.04.2020	629	0.0020%		629	0.0020%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc):				No Changes		
	At the End of the year	31.03.2021	629	0.0020%		629	0.0020%
<b>7.</b>	<b>Ms. Konica Yadav</b>						
	At the beginning of the year	01.04.2020	0	0.00%		0	0.00%
	*Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc):				No Changes		
	At the End of the year	31.03.2021	0	0.00%		0	0.00%

\*Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer/ bonus / sweat equity etc) have been stated as per **weekly benpos**.

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

(Amount in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (As on 01.04.2020)</b>	<b>28,904.95</b>	<b>1,500.00</b>	-	<b>30,404.95</b>
i) Principal Amount	28,876.18	1,500.00	-	30,376.18
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	28.77	-	-	28.77
<b>Total (i+ii+iii)</b>	<b>28,904.95</b>	<b>1,500.00</b>	-	<b>30,404.95</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	9,451.08	-	-	9,451.08
Reduction	(6,340.30)	(1,500.00)	-	(7,840.30)
<b>Net Change</b>	<b>3,110.78</b>	<b>(1,500.00)</b>	-	<b>1,610.78</b>
<b>Indebtedness at the end of the financial year (As on 31.03.2021)</b>	<b>32,015.72</b>	-	-	<b>32,015.72</b>
i) Principal Amount	31,933.85	-	-	31,933.85
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	81.87	-	-	81.87
<b>Total (i+ii+iii)</b>	<b>32,015.72</b>	-	-	<b>32,015.72</b>

## ANNEXURE - J (Contd.)

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

(Amount in Lakh)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Per Annum)
		Mr. Jasbir Singh Director	Mr. Daljit Singh (MD)	
1.	<b>Gross salary</b>			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	*₹ 141.75	₹ 126.00	₹ 267.75
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5.	Others, please specify	₹ 2.88	₹ 2.39	₹ 5.27
	<b>Total (A)</b>	<b>₹ 144.63</b>	<b>₹ 128.39</b>	<b>₹ 273.02</b>
6.	Ceiling as per the Act	1. ₹ 830.21 (being 11% of the net profits of the Company calculated as per Section 198 of the Act); 2. ₹ 754.74 (being 10% of the net profits of the Company calculated as per Section 198 of the Act); 3. ₹ 377.37 (being 5% of the net profits of the Company calculated as per Section 198 of the Act); 4. ₹ 226.42 (being 3% of the net profits of the Company calculated as per Section 198 of the Act); 5. ₹ 75.47 (being 1% of the net profits of the Company calculated as per Section 198 of the Act);		

\*₹ 6.75 Lakh per month deducted from remuneration of Mr. Jasbir Singh for 3 months, due to Covid – 19 Pandemic. The actual remuneration is ₹ 162.00 Lakh per annum (₹ 13.50 Lakh per month).

& ₹ 6.00 Lakh per month deducted from remuneration of Mr. Daljit Singh for 3 months, due to Covid – 19 Pandemic. The actual remuneration is ₹ 144.00 Lakh per annum (₹ 12.00 Lakh per month).

## B. Remuneration to other directors:

(Amount in Lakh)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount Per Annum
		Dr. Girish Kumar Ahuja	Ms. Sudha Pillai	Mr. Satwinder Singh	
1.	<b>Independent Directors</b>				
	• Fee for attending board / committee meetings	₹ 6.00	₹ 6.00	₹ 6.50	₹ 18.50
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>₹ 6.00</b>	<b>₹ 6.00</b>	<b>₹ 6.50</b>	<b>₹ 18.50</b>



**ANNEXURE - J (Contd.)**

(Amount in Lakh)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount Per Annum
		Dr. Girish Kumar Ahuja	Ms. Sudha Pillai	Mr. Satwinder Singh	
<b>2.</b>	<b>Other Non-Executive Directors</b>	-	-	-	-
	• Fee for attending board / committee meetings				
	• Commission				
	• Others, please specify				
	<b>Total (2)</b>	-	-	-	
	<b>Total (B) = (1+2)</b>	<b>₹ 6.00</b>	<b>₹ 6.00</b>	<b>₹ 6.50</b>	<b>₹ 18.50</b>
	<b>Total Managerial Remuneration (A+B)</b>				<b>₹ 291.52</b>
	Overall Ceiling as per the Act	₹ 830.21 (being 11% of the net profits of the Company calculated as per Section 198 of the Act); ₹ 75.47 (being 1% of the net profits of the Company calculated as per Section 198 of the Act);			

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

(Amount in Lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel							Total (Per Annum)
		Mr. Jasbir Singh (Chairman & CEO)	Mr. Daljit Singh (MD)	Ms. Konica Yadav - CS and Compliance Officer	Mr Sudhir Goyal - CFO	Mr. Sanjay Arora – Director Operations	Mr. Udaiveer Singh (President – RAC Operations)	Mr. Sachin Gupta (VP – RAC Operations)	
<b>1.</b>	<b>Gross salary</b>	₹ 141.75	₹ 126.00	₹ 12.62	₹ 43.76	₹ 64.58	₹ 43.54	₹ 46.23	<b>₹ 478.49</b>
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	EPF ₹ 0.23	EPF ₹ 2.25	-	EPF ₹ 2.24	EPF ₹ 0.23	<b>₹ 4.95</b>
		-	-	Bonus ₹ 0.094	Bonus ₹ 0.094	Bonus ₹ 0.094	Bonus ₹ 3.63	Bonus ₹ 0.094	<b>₹ 3.99</b>
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-	-	-	-	-
2.	Stock Option	-	-	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-	-	-
4.	Commission								
	- As % of profit								
	- Others, specify								
5.	Others, Please specify								
	Gratuity and EL	₹ 2.88	₹ 2.39	₹ 0.33	₹ 1.69	₹ 2.92	₹ 2.82	₹ 1.75	<b>₹ 14.78</b>
	Performance Bonus	-	-	-	₹ 16.04	-	₹ 9.16	₹ 17.12	<b>₹ 42.32</b>
	<b>Total</b>	<b>₹ 144.63</b>	<b>₹ 128.39</b>	<b>₹ 13.27</b>	<b>₹ 63.83</b>	<b>₹ 67.59</b>	<b>₹ 61.39</b>	<b>₹ 65.43</b>	<b>₹ 544.53</b>

**ANNEXURE - J (Contd.)****VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :**

Type	Sections of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposes	Authority [ RD/ NCLT/Court]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>			<b>NIL</b>		
Penalty					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of Board of Directors  
**Amber Enterprises India Limited**

**(Jasbir Singh)**

Chairman & CEO and Director  
DIN:- 00259632  
248 - I, Vasant Vihar,  
Dehradun – 248006, Uttarakhand

**(Daljit Singh)**

Managing Director  
DIN:- 02023964  
G - 45, Silver Oak Avenue, DLF City, Phase - I,  
Gurugram – 122002, Haryana

Place : Gurugram  
Date : 22 May 2021

## ANNEXURE - K

Information as per Section 134(3)(m) of the Act read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, and forming part of the Board Report for the financial year ended 31 March 2021.

(A)	Conservation of Energy	
(i)	Steps taken or impact on conservation of energy:	<p>In the pursuit of continual improvement in energy conservation, many initiatives as listed below have been taken in financial year 2020 – 21 for energy conservation and preservation of natural resources :</p> <ul style="list-style-type: none"> <li>• Installed AC variable frequency drive VFD at air compressor for energy saving 47100Kw.</li> <li>• Machine / Section wise energy meter installation and monitoring on daily basis for analysis to control the consumption.</li> <li>• Electricity saving through VFD Installation at Air Compressors.</li> <li>• Changed ceramic insulated heater for increase efficiency and reduce cycle time with energy saving 104000Kw.</li> <li>• Installed AC variable frequency drive VFD at cooling tower for energy saving.</li> <li>• Installation of AIRTRON AC SAVER controller and reduce electricity consumption from 11 to 7 KWH. It operates AC compressor when temperature increase and off compressor when temperature under spec.</li> <li>• Bio fuel additive implemented to increase the efficiency and reduce diesel consumption in paint-shops and gen sets.</li> </ul> <p>Programs for improving energy efficiency;</p> <ul style="list-style-type: none"> <li>• Thrust on use of renewable energy in manufacturing units;</li> <li>• Use of natural lighting and natural ventilation;</li> <li>• Encouraging go green initiative in the plants;</li> <li>• Rain water harvesting, reduce usage and recycling of water;</li> <li>• Thrust on zero waste to land fill and circular economy;</li> <li>• Section wise energy meter installation and monitoring on daily basis to control the consumption;</li> </ul> <p>Your Company believes in employee's involvement for delivering better results. Towards this goal, your Company has taken multiple initiatives. Select few are listed below :</p> <ul style="list-style-type: none"> <li>• Quarterly audit of energy and water conservation system, projects implementation and actual results.</li> <li>• E-mailers, wall papers, posters and slogans for awareness on energy conservation.</li> <li>• Training, campaigns and poster making competition for awareness of employees for energy and water reduction.</li> <li>• Visual management through posters and instruction display on shop floor and office area.</li> <li>• Suggestion competition for employees on energy efficiency.</li> <li>• National Energy Conservation Week celebration at all Plants.</li> </ul>
(ii)	The steps taken by the Company for utilising Alternate Sources of Energy:	<ul style="list-style-type: none"> <li>• Usage of solar power replacing 15% of conventional power consumption (Jhajjar and Pune Units).</li> <li>• Transparent sheets installed for electricity saving in day time. (Dehradun Unit 6).</li> <li>• Re-usage of RO waste water in task such as floor cleaning &amp; urinals.</li> <li>• Adoption of pond and its maintenance at Greater Noida.</li> <li>• Re-usage of used DM water via regeneration plant to make DM water again.</li> </ul>
(iii)	Capital investment on energy conservation equipment	Negligible investments have been made.

**ANNEXURE - K (Contd.)**

<b>(B)</b>	<b>Technology Absorption</b>	
(i)	Efforts made towards technology absorption:	<p>Your Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organisation.</p> <p>During the financial year under review, your Company continued to work on technology up gradation and capability development in the critical areas of better star rating (energy efficiency), low power consumption and lesser global warming (environment friendly).</p> <p>The efforts made are given below :</p> <ul style="list-style-type: none"> <li>• Commercial AC category launched with Cassette AC, Tower AC, FCU and Ductable AC models, up to 11.0 Ton capacity.</li> <li>• VRF Development completed of 6 HP capacity with R410a refrigerant and Development initiated for 10 HP capacity VRF;</li> <li>• Commercial AC new model lineup development as per compliance with BIS (Bureau of Indian Standards): QCO (Quality Control Order) norms.</li> <li>• Design and development for in house new Indoor Unit for Cassette AC for 1.5 Tr to 4 Tr models.</li> <li>• Design and development initiated for in house new Indoor Unit for Ductable AC for 17 Tr Twin Circuit model;</li> <li>• Initiated Benchmarking and development for new series of "Package Type AC."</li> <li>• Design and development of High energy efficient ODU for BEE 5 Star models.</li> <li>• i4 IDU + A28 ODU development for middle east export market as per high tropical conditions;</li> </ul> <p>Such efforts would help in ensuring that the Company's products retain their competitive edge in the market for years to come.</p>
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution:	<p>The efforts taken by your Company towards technology development and absorption help deliver competitive advantage to your Company through the launch of new products and variants, introduction of new features and improvement of product performance. Some examples of results delivered in financial year 2020 - 21 are :</p> <ul style="list-style-type: none"> <li>• New premium feature addition in Room Air Conditioners Indoor unit e.g. 4-way swing, PIR sensor etc.;</li> <li>• Increasing efficiency of 1 Tr system to achieve 1.5 Tr without changing compressor/controller;</li> <li>• Refrigerant consumption reduction done by usage of 5 mm heat exchangers in Room Air Conditioners;</li> <li>• VRF controller development project framework initiated (6HP &amp; 10HP category);</li> <li>• Refrigerant consumption reduction and cost reduction done by change from 9.52 mm to 7 mm heat exchanger in selected FCU &amp; Ductable series.</li> </ul>
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	No technology has been imported during the last 3 years by the Company.
(iv)	the expenditure incurred on Research and Development	Expenses incurred on research and developments are booked under respective general accounting heads.

**ANNEXURE - K (Contd.)**

(C)	Foreign exchange earnings and Outgo:	(Amount in Lakh)	
		Financial year 2020-21	Financial year 2019-20
	Particulars		
	Foreign Exchange earned in terms of actual inflows during the year	₹ 588.21	₹ 400.05
	Foreign Exchange outgo during the year in terms of actual outflows	₹ 66,344.58	₹ 79,611.45

For and on behalf of Board of Directors  
**Amber Enterprises India Limited**

**(Jasbir Singh)**

Chairman & CEO and Director  
DIN:- 00259632

Place : Gurugram      248 - I, Vasant Vihar, Dehradun – 248006, Uttarakhand  
Date : 22 May 2021

**(Daljit Singh)**

Managing Director  
DIN:- 02023964

G - 45, Silver Oak Avenue,  
DLF City, Phase - I, Gurugram – 122002, Haryana

# **FINANCIAL STATEMENTS**

**STANDALONE: 128-201**

**CONSOLIDATED: 202-285**

# INDEPENDENT AUDITOR'S REPORT

## To the Members of Amber Enterprises India Limited

### REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### Opinion

1. We have audited the accompanying standalone financial statements of Amber Enterprises India Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities

for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules 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.

#### Emphasis of Matter – COVID-19

4. We draw attention to Note 53(ii)(D) to the accompanying standalone financial statements, which describes the effects of uncertainties relating to the outbreak of COVID - 19 pandemic and management's evaluation of the impact on the Company's operations and the accompanying financial statements of the Company as at the balance sheet date, the extent of which is significantly dependent on future developments.  
Our opinion is not modified in respect of this matter.

#### Key Audit Matters

5. 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.

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Impairment assessment of investments in subsidiary companies</b></p> <p>As described in Note 2 and 9 to the standalone financial statements, as at 31 March 2021, the Company has investments aggregating ₹ 34,015.87 lakhs in its subsidiary companies. In view of the above, the management of the Company, during the year ended 31 March 2021, has carried out an impairment test for such investments, whereby the carrying amount of the investments were compared with their fair values for which the management has prepared detailed cash flow projections, based on business plans of the subsidiary companies, expected growth rates in the business and other market related factors including the discount rates, etc.</p> <p>While the above impairment test resulted in an impairment provision to the extent of the net carrying value of the investment in Appserve Appliance Private Limited aggregating ₹ 170 Lakh had already been recognised in the previous years. Considering the materiality of the amounts involved, significant degree of judgement and subjectivity involved in the estimates and key assumptions used in determining the cash flows used in the impairment evaluation, we have determined impairment of such non-current investments as a key audit matter.</p>	<p>Our audit procedures included, but were not limited to the following:</p> <p>a) We obtained an understanding of the management process for identification of possible impairment indicators and process performed by the management for impairment tests;</p> <p>b) We understood, evaluated and tested the controls around management's assessment of the impairment indicators and the impairment tests performed;</p> <p>c) We reconciled the cash flow projections to the business plans approved by the Company's Board of Directors;</p> <p>d) We challenged the management on the underlying assumptions used for the cash flow projections including the expected growth rates, considering evidence available to support these assumptions and our understanding of the business;</p> <p>e) We assessed the reasonableness of the assumptions used and appropriateness of the valuation methodology applied. Tested the discount rates and long-term growth rates used in the forecast vis-a-vis industry forecasts and the recent changes in economic environment, where deemed appropriate;</p> <p>f) We involved auditor's experts to assess the appropriateness of the valuation model used by the management and the assumptions used relating to discount rates, risk premium, industry growth rates, etc., to assess their reasonability;</p> <p>g) We evaluated the sensitivity analysis performed by management in respect of the key assumptions such as discount and growth rates to ensure that there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the calculation;</p> <p>h) We assessed the appropriateness and adequacy of the disclosures made by the management for the impairment losses recognised in accordance with applicable Indian Accounting Standards.</p>



**INDEPENDENT AUDITOR'S REPORT (Contd.)**

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Product development - Intangible assets</b></p> <p>As disclosed in note 2, 7 and 8 to the standalone financial statements, the Company develops various product models and performs trial runs for enhancing their performance and increasing their efficiency. The Company has a research and development department, which oversees such development process and conducts trial runs. The Company has capitalised ₹ 2,709.19 lakh during the year ended 31 March 2021 under intangible assets and intangible assets under development, which comprises of raw material cost (net of scrap sales) and certain attributable overheads. The Company capitalises the product models when they are ready for sale in the active market.</p> <p>Such developmental activities represent a significant part of the business and the Company uses judgement to determine classification of expenditure into research and development phase wherein, as per the applicable accounting guidance, expenditure incurred on research activities is required to be recognised in the statement of profit and loss and development costs may be capitalised, subject to specific conditions. Such assessment includes assessing whether the product being developed is commercially feasible, whether the Company has adequate technical, financial and other required resources to complete the development and whether the costs will be fully recovered through future sale of the product.</p> <p>Considering the materiality of the amounts, significant judgement involved in determining the appropriate quantum of development expenses to be capitalised, including those incurred on trial runs, this matter has been considered as a key audit matter for the current year audit.</p>	<p>Our audit work included, but was not restricted to performing the following procedures:</p> <ol style="list-style-type: none"> <li>a) We obtained an understanding of management's process for assessing costs forming part of research and development activities and whether such costs meet recognition criteria in terms with Indian Accounting Standard 38, Intangible Assets;</li> <li>b) We assessed the design and implementation of controls in respect of expenses incurred for trial runs, in addition to testing the effectiveness of key controls operating across the business;</li> <li>c) We obtained a schedule of all the costs capitalised by the company and on test-check basis, verified that the cost of only those raw materials, that have been used for the purpose of development activities and trial runs, were capitalised, as applicable;</li> <li>d) We also assessed the reasonableness of overheads allocated along with consumption of raw material;</li> <li>e) We further evaluated the commercial viability of the product by considering other information obtained during the audit, including products being developed in previous years, the stage of related sales prospects and, where appropriate, the level of sales generated to determine whether the status and performance of developed products corroborated management's assertions over the technical feasibility and the ability to generate 'probable' future economic benefits;</li> <li>f) We also ensured that the carrying value of these intangible assets under development will be fully recovered by the Company and there are no impairment indicators for these assets. For this assessment, we obtained the product assessment which are being currently developed by the Company and discussed the same with the management, including research and development personnel. Also, we reviewed the product assessment in reference to developed products, which were capitalised in the earlier years and being currently sold by the Company;</li> <li>g) We have evaluated the adequacy of disclosures made by the Company in the financial statements in view of the requirements as specified in the Indian Accounting Standards.</li> </ol>

## INDEPENDENT AUDITOR'S REPORT (Contd.)

### Information other than the Financial Statements and Auditor's Report thereon

7. 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 standalone financial statements and our auditor's report thereon.

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

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

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

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

8. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the IndAS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. 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.

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

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

11. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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.
12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

17. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.

18. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

- a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the standalone financial statements dealt with by this report are in agreement with the books of accounts;
- d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;
- f) we have also audited the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2021, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date, and our report dated 22 May 2021 as per Annexure II expressed unmodified opinion; and
- 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- i. the Company, as detailed in note 45 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2021;
- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021; and
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021.

**Place:** Chandigarh

**Date:** 22 May 2021

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

per **Sandeep Mehta**  
Partner

Membership No.: 099410  
UDIN: 21099410AAAACK6242

## ANNEXURE I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has granted an unsecured loan to a company covered in the register maintained under Section 189 of the Act; and with respect to the same:
  - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest.
  - (b) the schedule of repayment of principal and payment of interest has been stipulated and the receipts of the principal amount and the interest are regular;
- (c) there is no overdue amount in respect of the loan granted to such company.
- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of accounts 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 Act in respect of Company's products/services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) The dues outstanding in respect of income-tax, sales-tax, goods and service tax, Octroi, duty of excise and value added tax on account of any dispute, are as follows:

### Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in lakh)	Amount paid under Protest (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income-Tax Act, 1961	Income Tax	37.81	Nil	AY 2010-11 AY 2011-12 AY 2012-13	Income Tax Appellate Tribunal, Chandigarh	
Punjab Municipal Act, 1911	Octroi	15.58	Nil	FY 2006-07	Hon'ble High Court of Punjab and Haryana.	
Central Excise Act, 1944	Excise duty	24.39	2.79	FY 2013-14 FY 2014-15	Assistant Commissioner, Central Excise, Noida	

**ANNEXURE I (Contd.)**

Name of the statute	Nature of dues	Amount (₹ in lakh)	Amount paid under Protest (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
UP VAT Act, 2008	Sales Tax	11.29	Nil	FY 2008-09	Additional Commissioner (Appeal) Noida.	
Goods and Service Tax Act, 2017	Goods and Service Tax	30.63	30.63	FY 2019-20	Joint Commissioner (Appeal) – Dehradun Joint Commissioner (Appeal) – Agra	
Himachal Value Added tax Act, 1968	Sales Tax	15.04	2.00	FY 2009-10	Additional Commissioner (Appeal)	
Uttarakhand Value Added Tax Act, 2005	Sales Tax	15.39	3.35	FY 2011-12 FY 2014-15	Joint Commissioner (Appeal) – Dehradun	
Central Sales Tax Act, 1956 & Maharashtra Value Added Tax Act, 2002	Sales Tax	68.49	0.25	FY 2015-16 FY 2016-17	Joint commissioner Appeal of State Tax & Deputy Commissioner of Sales Tax	

- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution during the year. The Company did not have any outstanding loan or borrowings to government and debentures during the year.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained, though idle/surplus funds which were not required for immediate utilization have been invested in liquid investments, payable on demand.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid and provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has made private placement of shares. In respect of the same, in our opinion, the Company has complied with the requirement of Section 42 of the Act and the Rules framed thereunder. Further, in our opinion, the amounts so raised have been used for the purposes for which the funds were raised.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

per **Sandeep Mehta**  
Partner

Membership No.: 099410  
UDIN: 21099410AAAACK6242

**Place:** Chandigarh  
**Date:** 22 May 2021

## ANNEXURE II

### Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Amber Enterprises India Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to the standalone financial statements of the Company as at that date.

#### Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls 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 ('the Guidance Note') 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 the Company's business, including adherence to the 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.

#### Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements

and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

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

#### Meaning of Internal Financial Controls with Reference to Financial Statements

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

#### Inherent Limitations of Internal Financial Controls with Reference to the Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to the standalone financial statements, including the possibility of collusion or improper management override of controls, material

## ANNEXURE II (Contd.)

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2021, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**Place:** Chandigarh  
**Date:** 22 May 2021

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

per **Sandeep Mehta**  
Partner  
Membership No.: 099410  
UDIN: 21099410AAAACK6242



# STANDALONE BALANCE SHEET

## AS AT 31 MARCH 2021

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Notes	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	59,324.34	56,486.23
Capital work-in-progress	5	1,905.26	213.22
Investment property	6	-	432.31
Intangible assets	7	9,256.05	8,825.47
Intangible assets under development	8	553.61	-
Financial assets			
Investments	9	39,358.54	33,845.87
Loans	10	3,195.32	869.28
Other financial assets	11	10,246.82	64.63
Non-current tax assets (net)	12	-	227.48
Other non-current assets	13	1,795.25	1,515.50
<b>Total non-current assets</b>		<b>1,25,635.19</b>	<b>1,02,479.99</b>
<b>Current assets</b>			
Inventories	14	61,107.92	56,040.08
Financial assets			
Investments	9	5,294.47	-
Trade receivables	15	92,074.35	77,636.02
Cash and cash equivalents	16	16,216.32	4,910.33
Other bank balances	17	10,602.71	4,256.86
Loans	18	1,794.38	1,195.29
Other financial assets	19	145.15	2,972.72
Other current assets	20	2,806.82	2,203.51
<b>Total current assets</b>		<b>1,90,042.12</b>	<b>1,49,214.81</b>
Assets held for sale	21	-	200.00
<b>Total assets</b>		<b>3,15,677.31</b>	<b>2,51,894.80</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	22	3,369.37	3,144.65
Other equity	23	1,49,227.97	1,04,930.53
<b>Total equity</b>		<b>1,52,597.34</b>	<b>1,08,075.18</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	24	12,082.79	11,260.65
Lease liabilities	25	867.71	963.30
Other financial liabilities	26	-	5,877.97
Provisions	27	401.72	367.13
Deferred tax liabilities (net)	28	3,267.93	2,062.83
Other non-current liabilities	29	178.14	205.68
<b>Total non-current liabilities</b>		<b>16,798.29</b>	<b>20,737.56</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	30	16,447.89	16,030.65
Trade payables	31		
(a) Total outstanding dues of micro enterprises and small enterprises		519.39	240.56
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,17,616.26	97,527.48
Lease liabilities	25	212.47	206.56
Other financial liabilities	32	5,280.38	5,557.90
Other current liabilities	33	5,285.78	3,415.96
Provisions	34	110.41	102.95
Current tax liabilities (net)	35	809.10	-
<b>Total current liabilities</b>		<b>1,46,281.68</b>	<b>1,23,082.06</b>
<b>Total liabilities</b>		<b>1,63,079.97</b>	<b>1,43,819.62</b>
<b>Total equity and liabilities</b>		<b>3,15,677.31</b>	<b>2,51,894.80</b>
<b>Summary of Significant accounting policies</b>	2		

The accompanying notes form an integral part of the standalone financial statements.

This is the Balance Sheet referred to in our report of even date.

For **Walker Chandio & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

# STANDALONE STATEMENT OF PROFIT AND LOSS

## FOR THE YEAR ENDED 31 MARCH 2021

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>INCOME</b>			
Revenue from operations	36	2,29,590.56	3,00,273.51
Other income	37	2,992.20	586.63
<b>Total income</b>		<b>2,32,582.76</b>	<b>3,00,860.14</b>
<b>EXPENSES</b>			
Cost of materials consumed	38	1,98,595.29	2,59,354.48
Changes in inventories of intermediate products (including manufactured components) and finished goods	39	(1,535.13)	(2,863.19)
Employee benefits expense	40	4,815.82	5,177.32
Finance costs	41	3,334.72	2,939.30
Depreciation and amortisation expense	42	6,750.89	6,106.54
Other expenses	43	12,869.65	17,254.80
<b>Total expenses</b>		<b>2,24,831.24</b>	<b>2,87,969.25</b>
<b>Profit before tax</b>		<b>7,751.52</b>	<b>12,890.89</b>
<b>Tax expense</b>			
Current tax		1,714.48	2,881.48
Deferred tax		881.35	(1,784.59)
<b>Net profit for the year</b>		<b>5,155.69</b>	<b>11,794.00</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit and loss			
Re-measurement gain/(loss) on defined benefit obligations		11.65	(45.16)
Income tax relating to these items		(2.93)	15.78
<b>Other comprehensive income/(loss) for the year</b>		<b>8.72</b>	<b>(29.38)</b>
<b>Total comprehensive income for the year</b>		<b>5,164.41</b>	<b>11,764.62</b>
<b>Earning per equity share (Nominal value of equity share ₹ 10 each)</b>	49		
Basic		15.77	37.50
Diluted		15.77	37.50
<b>Summary of Significant accounting policies</b>	2		

The accompanying notes form an integral part of the standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

# STANDALONE CASH FLOW STATEMENT

## FOR THE YEAR ENDED 31 MARCH 2021

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	7,751.52	12,890.89
Adjustment for:		
Depreciation and amortisation expense	6,750.89	6,106.54
Advances and other balances written off	10.12	42.45
Bad debts	-	9.88
Government grant income	(27.55)	(27.62)
Interest income	(1,269.98)	(78.67)
Loss/(gain) on sale of property, plant and equipment (net)	15.14	(42.87)
Mark to market (gain)/loss on forward contracts	(63.27)	0.46
Unrealised foreign exchange (gain)/loss (net)	(578.58)	1,476.29
Impairment of trade receivables	12.26	1.47
Impairment loss on property, plant and equipment	173.28	-
Gain on fair valuation and sale of investments	-	(0.69)
Gain on settlement/fair valuation of deferred consideration	(554.82)	(164.01)
Loss on fair valuation of assets held for sale	-	25.60
Amortisation of corporate guarantee	(31.61)	(7.04)
Finance costs	3,334.72	2,939.30
<b>Operating profit before working capital changes</b>	<b>15,522.12</b>	<b>23,171.98</b>
Adjusted for movement in:		
Trade receivables	(14,450.59)	(4,437.96)
Inventories	(5,067.84)	(7,671.20)
Financial and non-financial assets	2,227.94	1,481.11
Trade payables	20,946.19	14,176.44
Provisions	53.71	(9.62)
Financial and non-financial liabilities	612.66	784.08
<b>Cash generated from operations</b>	<b>19,844.18</b>	<b>27,494.83</b>
Income tax paid (net)	(357.08)	(3,135.48)
<b>Net cash generated from operating activities</b>	<b>A 19,487.10</b>	<b>24,359.35</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and intangible assets [refer note (d) below]	(13,428.21)	(11,852.72)
Proceeds from sale of property, plant and equipment	1,257.70	138.37
Proceeds from sale of investments (net)	-	0.69
Loans to related parties	(2,500.00)	-
Investments made in perpetual debt instruments	(10,807.13)	-
Investments made in subsidiaries	-	(16,719.04)
Payment of deferred consideration for acquisition of remaining stake in subsidiary	(4,873.74)	-
Movement in bank deposits	(16,180.53)	(3,821.71)
Movement in security deposits	(283.03)	297.01
Interest received on bank deposits and loans	999.74	44.84
<b>Net cash used in from investing activities</b>	<b>B (45,815.20)</b>	<b>(31,912.56)</b>

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>C CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issue of equity shares on Qualified Institutional Placement	40,000.00	-
Share issue costs	(642.26)	-
Proceeds from short term borrowings (net)	484.91	10,630.54
Proceeds from long term borrowings	8,874.00	5,000.00
Repayment of long term borrowings	(7,721.84)	(2,410.85)
Dividend paid (including tax)	-	(1,213.14)
Payment of principal portion of lease liabilities	(89.69)	(395.06)
Payment of interest portion of lease liabilities	(114.55)	(147.94)
Finance costs paid	(3,156.48)	(2,772.10)
<b>Net cash generated from financing activities</b>	<b>C 37,634.09</b>	<b>8,691.45</b>
<b>D NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>11,305.99</b>	<b>1,138.24</b>
<b>E</b> Cash and cash equivalents at the beginning of the year	4,910.33	3,772.09
<b>Cash and cash equivalents at the end of the year (D+E) {refer note 16}</b>	<b>16,216.32</b>	<b>4,910.33</b>

### Notes to cash flow statement

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>A. Cash and cash equivalents include:</b>		
Balances with banks:		
- in current and cash credit accounts	1,213.06	4,468.62
- deposits with original maturity less than three months	14,996.33	128.35
Cheques in hand	-	305.00
Cash in hand	6.93	8.36
<b>Cash and bank balances</b>	<b>16,216.32</b>	<b>4,910.33</b>

- b. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS-7) on "Statements of Cash Flows".
- c. Negative figures have been shown in brackets.
- d. Additions to property, plant and equipment and intangible assets include movements of capital work-in-progress, intangible assets under development, capital advances and creditors for capital goods.

### The accompanying notes form an integral part of the standalone financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

# STANDALONE STATEMENT OF CHANGES IN EQUITY

## FOR THE YEAR ENDED 31 MARCH 2021

### A EQUITY SHARE CAPITAL

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
<b>Balance as at 01 April 2019</b>	<b>3,144.65</b>
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2020</b>	<b>3,144.65</b>
Changes in equity share capital during the year	224.72
<b>Balance as at 31 March 2021</b>	<b>3,369.37</b>

### B OTHER EQUITY

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Reserves and surplus			Total
	General reserve	Securities premium	Retained earnings	
<b>Balance as at 01 April 2019</b>	<b>337.32</b>	<b>63,431.41</b>	<b>30,610.32</b>	<b>94,379.05</b>
Profit for the year	-	-	11,794.00	<b>11,794.00</b>
Equity dividend	-	-	(1,006.29)	<b>(1,006.29)</b>
Tax on equity dividend	-	-	(206.85)	<b>(206.85)</b>
Remeasurement of defined benefit obligations (net of tax)	-	-	(29.38)	<b>(29.38)</b>
<b>Balance as at 31 March 2020</b>	<b>337.32</b>	<b>63,431.41</b>	<b>41,161.80</b>	<b>1,04,930.53</b>
Profit for the year	-	-	5,155.69	<b>5,155.69</b>
Equity share capital issued on Qualified Institutions Placement during the year (refer note 23)	-	39,775.28	-	<b>39,775.28</b>
Share issue costs	-	(642.26)	-	<b>(642.26)</b>
Remeasurement of defined benefit obligations (net of tax)	-	-	8.72	<b>8.72</b>
<b>Balance as at 31 March 2021</b>	<b>337.32</b>	<b>1,02,564.43</b>	<b>46,326.21</b>	<b>1,49,227.97</b>

The accompanying notes form an integral part of the standalone financial statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiook & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021

### 1. CORPORATE INFORMATION AND STATEMENT OF COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND AS)

Amber Enterprises India Limited (the "Company"), having its registered office situated at C-1, Phase II, Focal Point, Rajpura Town, Punjab - 140401, India, incorporated in 1990, under the Companies Act, is engaged in the business of manufacturing of consumer durable products. Currently, the Company has ten manufacturing facilities in India.

These standalone financial statements ('financial statements') of the Company have been prepared to comply in all material respects with accounting principles generally accepted in India, including Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of the Companies Act, 2013 (the "Act"), as amended and other relevant provisions of the Act.

The financial statements for the year ended 31 March 2021 were authorised and approved for issue by the Board of Directors on 22 May 2021. The revisions to the financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of preparation

The financial statements have been prepared on accrual and going concern basis under historical cost convention except for certain financial instruments and plan assets, which are measured at fair values. The accounting policies are applied consistently to all the periods presented in the financial statements.

The significant accounting policies and measurement bases have been summarised below.

#### *Current versus non-current classification*

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and as per terms of agreements wherever applicable. The Company has considered a normal operating cycle of 12 months. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

#### b. Revenue recognition

##### Sale of goods

Revenue arises mainly from the sale of goods. To determine whether to recognise revenue, the Company follows a 5-step process:

- (i) Identifying the contract with a customer
- (ii) Identifying the performance obligations

- (iii) Determining the transaction price
- (iv) Allocating the transaction price to the performance obligations
- (v) Recognizing revenue when (or as) performance obligation(s) are satisfied.

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods to a customer, excluding amounts collected on behalf of third parties (for example, indirect taxes). The consideration promised in a contract with a customer may include fixed consideration, variable consideration (if reversal is less likely in future), or both. Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates.

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers. A receivable is recognised when the goods are delivered as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required.

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

#### Revenue from tool development and job charges

Revenue in respect of tool development and job charges is recognised as per the terms of the contract with the customers.

#### Interest income

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

include all other transaction costs paid or received, premiums or discounts if any, etc.

### Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

### c. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Finished goods and intermediate products (including manufactured components): cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on first in, first out basis.
- Stores and spares, consumables and packing materials cost includes direct expenses and is determined on the basis of first in first out method.

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

### d. Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused

tax loss or credit. 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 the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

### e. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### f. Foreign currency transactions

The financial statements are presented in Indian Rupee (₹) which is also the functional currency of the Company.

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

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income/expenses, as the case maybe.

### g. Financial instruments

#### *Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Non-derivative financial assets

#### Subsequent measurement

- i. **Financial assets carried at amortised cost** – A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- ii. **Investments in equity instruments** – The Company subsequently measures all equity investments (other than subsidiaries) at fair value (either through profit or loss or through other comprehensive income). Dividends from such investments are recognised in the statement of profit or loss as other income when the Company's right to receive payments is established.

- iii. **Financial assets carried at fair value through other comprehensive income (FVTOCI)** – A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling the financial asset. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to the statement of profit and loss.

#### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of 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, discounted at the original effective interest rate, with the respective risks

of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**Trade receivables:** In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

**Other financial assets:** In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset 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. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

#### De-recognition of financial assets

A financial asset is primarily de-recognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

### Non-derivative financial liabilities

#### Subsequent measurement at amortised cost

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.



## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### *Subsequent measurement at fair value*

The Company has classified contingent consideration under business combination as financial liability. Such financial liability is subsequently measured at fair value with changes in fair value recognised in the statement of profit and loss.

### *De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **Derivative financial instruments**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **h. Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **i. Investments in subsidiaries**

The Company has measured for its investment in subsidiaries at cost in its financial statements in accordance with Ind AS 27, Separate Financial Statements. Profit/loss on sale of investments is

recognised on the date of sale and is computed with reference to the original cost of the investment sold.

### **j. Property, plant and equipment ('PPE')**

#### *Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

#### *Subsequent measurement (depreciation and useful lives)*

Depreciation on property, plant and equipment is provided on straight line method based on life prescribed as per Schedule II of the Companies Act, 2013.

<b>Block of asset</b>	<b>Useful life as per Companies Act, 2013 (in years)</b>
Building	30
Plant and machinery	15
Computer	3
Furniture and fixture	10
Office equipment	5
Vehicles	8 – 10
Leasehold improvements	Lease term

#### *De-recognition*

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### k. Intangible assets

*Recognition, initial measurement and subsequent measurement*

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

#### Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

#### *Amortisation methods and periods*

The Company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Block of asset	Useful life (in years)
Computer softwares	6
Development costs	7

### l. Capital work-in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Company for the projects are shown as capital work-in-progress until capitalisation.

### m. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

### n. Right of use assets and lease liabilities

For all existing and new contract on or after 01 April 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

#### The Company as a lessee

##### *Classification of leases*

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

##### *Recognition and initial measurement*

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

### *Subsequent measurement*

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

### **The Company as a lessor**

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

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

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

### **o. Borrowing costs**

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption.

### **p. Provisions, contingent liabilities and contingent assets**

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### q. Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

### r. Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19- Employee Benefits.

#### Defined benefit plans (gratuity)

The Company operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognised in full in the period in which they occur in other comprehensive income.

#### Other long term benefits

Accumulated leave expected to be carried forward beyond twelve months, is treated as long term employee benefit. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit.

Liability under continuity linked key resource and deferred salary schemes is provided for on actuarial valuation basis, which is done as per the projected unit credit method at the end of each financial period.

#### Defined contribution plans

##### Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or

payable is recognised as an expense in the period in which services are rendered by the employee.

#### Short-term employee benefits

Expense in respect of other short-term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

### s. Non-current assets held for sale

An entity shall classify a non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and its sale is highly probable. Management must be committed to sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are presented separately and measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. However, some held for sale assets such as financial assets, assets arising from employee benefits and deferred tax assets, continue to be measured in accordance with the Company's relevant accounting policy for those assets. Once classified as held for sale, the assets are not subject to depreciation or amortisation.

### t. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

### u. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The Company operates in a single operating segment and geographical segment.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 3. RECENT ACCOUNTING PRONOUNCEMENT

On 24 March 2021, the Ministry of Corporate Affairs (MCA), notified amendments in Schedule III to the Companies Act, 2013 effective from 01 April 2021. Following are key amended provisions which may have impact on the presentation of the standalone financial statements of the Company:

#### Balance sheet:

- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible assets under development.
- If a Company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Reconciliation of quarterly statement of current assets submitted to bank/financial institution for secured borrowings with books of accounts and disclosure of material discrepancy, if any.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of Company, loans and advances to promoters, promoters' shareholding, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

#### Statement of profit and loss:

- Additional disclosures relating to undisclosed income, Corporate Social Responsibility (CSR) and crypto or virtual currency specified under the head 'additional information' in the notes to the standalone financial statements.
- Disclosure of specified financial ratios such as current ratio, debt equity ratio, DSCR, ROE, Turnover ratios, Net profit ratio, ROCE, ROI etc.

The Company is currently evaluating the impact of these amendments on its standalone financial statements.

#### Significant accounting judgments, estimates and assumptions

When preparing the financial statements management undertakes a number of judgments, estimates and

assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

*Significant judgements:*

#### (i) Evaluation of indicators for impairment of non-financial assets

The evaluation of applicability of indicators of impairment of non-financial assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

#### (ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised. The recognition of deferred tax assets and reversal thereof is based on estimates of future taxable profits.

#### (iii) Contingent liabilities

The Company is the subject of certain legal proceedings which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

*Sources of estimation uncertainty:*

#### (i) Provisions

At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding guarantees. However, the actual future outcome may be different from management's estimates.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (ii) Fair valuation of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

### (iii) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

**4. PROPERTY, PLANT AND EQUIPMENT**

(All amounts in ₹ in lakh unless otherwise stated)

Description	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment (Owned)	Plant and equipment (Leasehold)	Furniture and fixtures	Vehicles	Office equipment	Computers	Right of Use-Plant and equipment	Right of Use-Land	Total
<b>Gross Block</b>													
As at 01 April 2019	1,567.67	1,919.80	10,453.03	56.52	51,672.18	2,707.04	402.09	405.05	507.55	418.69	-	-	70,109.62
Adjustment on transition to Ind AS 116	-	-	-	-	-	-	-	-	-	-	-	1,327.45	1,327.45
Reclassified on account of adoption of Ind AS 116	-	(1,919.80)	-	-	-	(481.16)	-	-	-	-	481.16	1,919.80	-
Additions	-	-	1,870.38	44.85	7,129.42	-	99.25	51.02	186.92	112.86	-	-	9,494.70
Disposals/adjustments	-	-	(0.29)	-	2,063.50	(2,225.88)	(0.10)	(1.20)	(1.38)	-	-	-	(165.35)
Classified as held for sale	(135.19)	-	(112.30)	-	-	-	-	-	-	-	-	-	(247.49)
<b>As at 31 March 2020</b>	<b>1,432.48</b>	<b>-</b>	<b>12,210.82</b>	<b>101.37</b>	<b>60,865.10</b>	<b>-</b>	<b>501.24</b>	<b>454.87</b>	<b>693.09</b>	<b>531.55</b>	<b>481.16</b>	<b>3,247.25</b>	<b>80,518.93</b>
Additions	927.70	-	544.28	3.76	6,417.45	-	37.42	45.72	75.26	93.45	-	-	8,145.04
Disposals/adjustments	-	-	(3.89)	-	(835.86)	-	(1.04)	(60.75)	(1.84)	(1.62)	-	-	(905.00)
<b>As at 31 March 2021</b>	<b>2,360.18</b>	<b>-</b>	<b>12,751.21</b>	<b>105.13</b>	<b>66,446.69</b>	<b>-</b>	<b>537.62</b>	<b>439.84</b>	<b>766.51</b>	<b>623.38</b>	<b>481.16</b>	<b>3,247.25</b>	<b>87,758.97</b>
<b>Accumulated depreciation</b>													
As at 01 April 2019	-	132.34	1,435.80	36.77	16,603.25	688.76	175.56	157.90	301.38	293.66	-	-	19,825.42
Reclassified on account of adoption of Ind AS 116	-	(132.34)	-	-	-	(94.80)	-	-	-	-	94.80	132.34	-
Charge for the year	-	-	347.76	1.92	3,486.39	-	40.48	65.39	84.93	63.06	30.56	178.52	4,299.01
Disposals/adjustments	-	-	(0.28)	-	527.09	(593.96)	(0.10)	(1.20)	(1.38)	-	-	-	(69.83)
Classified as held for sale	-	-	(21.90)	-	-	-	-	-	-	-	-	-	(21.90)
<b>As at 31 March 2020</b>	<b>-</b>	<b>-</b>	<b>1,761.38</b>	<b>38.69</b>	<b>20,616.73</b>	<b>-</b>	<b>215.94</b>	<b>222.09</b>	<b>384.93</b>	<b>356.72</b>	<b>125.36</b>	<b>310.86</b>	<b>24,032.70</b>
Charge for the year	-	-	390.46	2.27	3,701.66	-	44.89	45.28	108.67	89.00	121.66	182.18	4,686.07
Disposals/adjustments	-	-	(3.70)	-	(268.27)	-	(0.78)	(8.00)	(1.78)	(1.60)	-	-	(284.14)
<b>As at 31 March 2021</b>	<b>-</b>	<b>-</b>	<b>2,148.14</b>	<b>40.96</b>	<b>24,050.12</b>	<b>-</b>	<b>260.05</b>	<b>259.37</b>	<b>491.82</b>	<b>444.12</b>	<b>247.02</b>	<b>493.04</b>	<b>28,434.63</b>
<b>Net block as at 31 March 2020</b>	<b>1,432.48</b>	<b>-</b>	<b>10,449.44</b>	<b>62.68</b>	<b>40,248.37</b>	<b>-</b>	<b>285.30</b>	<b>232.78</b>	<b>308.16</b>	<b>174.83</b>	<b>355.80</b>	<b>2,936.39</b>	<b>56,486.23</b>
<b>Net block as at 31 March 2021</b>	<b>2,360.18</b>	<b>-</b>	<b>10,603.07</b>	<b>64.17</b>	<b>42,396.57</b>	<b>-</b>	<b>277.57</b>	<b>180.47</b>	<b>274.69</b>	<b>179.26</b>	<b>234.14</b>	<b>2,754.21</b>	<b>59,324.34</b>

**Notes:**

- (i) **Contractual obligations**  
Refer note 44 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- (ii) **Right-of-use assets**  
Refer note 50 for information on right of use assets.
- (iii) Refer note 59 for Research and development (R&D) expenditure.
- (iv) During the year, there was an impairment loss on property, plant and equipment amounting to ₹ 173.28 lakh.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 5. CAPITAL WORK-IN-PROGRESS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Capital work-in-progress	1,905.26	213.22
	<b>1,905.26</b>	<b>213.22</b>

#### Notes:

- (i) During the year, expenses aggregating to ₹ 184.24 (previous year: ₹ 281.37 lakh), net off scrap income have been capitalised under capital work-in-progress. The aforesaid expenses comprises of raw material consumption, personnel costs, power and fuel charges and other related expenses. The assets are capitalised when they are available for use.
- (ii) Movement in capital work in progress:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
<b>Capital work-in-progress as at 01 April 2019</b>	<b>752.29</b>
Add: additions during the year	281.37
Less: capitalisation during the year	(820.44)
<b>Capital work-in-progress as at 31 March 2020</b>	<b>213.22</b>
Add: additions during the year	1,905.26
Less: capitalisation during the year	(213.22)
<b>Capital work-in-progress as at 31 March 2021</b>	<b>1,905.26</b>

### 6. INVESTMENT PROPERTY

(All amounts in ₹ in lakh unless otherwise stated)

Description	Freehold land	Total
<b>Gross carrying value</b>		
<b>As at 01 April 2019</b>	432.31	432.31
Additions	-	-
Disposals	-	-
<b>As at 31 March 2020</b>	432.31	<b>432.31</b>
Additions	-	-
Disposals	(432.31)	<b>(432.31)</b>
<b>As at 31 March 2021</b>	-	-
<b>Accumulated depreciation</b>		
<b>As at 01 April 2019</b>	-	-
Charge for the year	-	-
<b>As at 31 March 2020</b>	-	-
Charge for the year	-	-
<b>As at 31 March 2021</b>	-	-
<b>Net block as at 31 March 2020</b>	<b>432.31</b>	<b>432.31</b>
<b>Net block as at 31 March 2021</b>	-	-



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**Notes:**
**(i) Amount recognised in statement of profit and loss for investment property**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Rental income	35.42	36.00
Direct operating expenses that generated rental income	-	-
Direct operating expenses that did not generate rental income	-	-
<b>Profit from leasing of investment property</b>	<b>35.42</b>	<b>36.00</b>
Depreciation	-	-
<b>Profit after depreciation</b>	<b>35.42</b>	<b>36.00</b>

- (ii) The aforementioned investment property was leased to a tenant under long term operating lease agreement with rentals payable monthly. However, the lease could be terminated by either of the parties during the term, hence the same was considered as cancellable and accordingly no lease disclosure was given, as required by Ind AS 116 "Leases" during the previous year. The said property given on lease is sold by the Company during the year and hence, the lease is terminated.

**(iii) Fair value of investment property**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Fair value	-	641.67

The Company obtained independent valuations for its investment property during the previous year. The best evidence of fair value was current prices in an active market for similar properties. Where such information was not available, the Company considered information from a variety of sources such as current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences.

These valuations were based on valuations performed by accredited independent valuer. Fair value was based on market value approach. The fair value measurement was categorised in Level 3 of fair value hierarchy. There had been no restriction on disposal of property or remittance of income and proceeds of disposal.

**7. INTANGIBLE ASSETS**

(All amounts in ₹ in lakh unless otherwise stated)

Description	Goodwill	Softwares	Product development	Total intangible assets
<b>Gross block</b>				
Balance as at 01 April 2019	29.60	838.22	10,712.10	11,550.32
Additions	-	263.24	3,662.29	3,925.53
Disposals	-	-	-	-
<b>Balance as at 31 March 2020</b>	<b>29.60</b>	<b>1,101.46</b>	<b>14,374.39</b>	<b>15,475.85</b>
Additions	-	339.82	2,155.58	2,495.40
Disposals	-	(3.96)	(132.76)	(136.72)
<b>Balance as at 31 March 2021</b>	<b>29.60</b>	<b>1,437.32</b>	<b>16,397.21</b>	<b>17,834.53</b>
<b>Accumulated amortisation</b>				
Balance as at 01 April 2019	29.60	277.32	4,565.53	4,842.85
Charge for the year	-	149.98	1,657.55	1,807.53
Disposals	-	-	-	-
<b>Balance as at 31 March 2020</b>	<b>29.60</b>	<b>427.30</b>	<b>6,223.08</b>	<b>6,650.38</b>
Charge for the year	-	175.80	1,889.02	2,064.82
Disposals	-	(3.96)	(132.76)	(136.72)
<b>Balance as at 31 March 2021</b>	<b>29.60</b>	<b>599.14</b>	<b>7,979.34</b>	<b>8,578.48</b>
<b>Net block as at 31 March 2020</b>	<b>-</b>	<b>674.16</b>	<b>8,151.31</b>	<b>8,825.47</b>
<b>Net block as at 31 March 2021</b>	<b>-</b>	<b>838.18</b>	<b>8,417.87</b>	<b>9,256.05</b>

Amortisation for the year has been included in line item 'Depreciation and amortisation expense' in statement of profit and loss.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 8. INTANGIBLE ASSETS UNDER DEVELOPMENT

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Intangible assets under development	553.61	-
	<b>553.61</b>	<b>-</b>

#### Notes:

- (i) Movement in intangible assets under development:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
<b>Intangible assets under development as at 01 April 2019</b>	<b>1,757.90</b>
Add: additions during the year	1,971.39
Less: capitalisation during the year	(3,729.29)
<b>Intangible assets under development as at 31 March 2020</b>	<b>-</b>
Add: additions during the year	2,709.19
Less: capitalisation during the year	(2,155.58)
<b>Intangible assets under development as at 31 March 2021</b>	<b>553.61</b>

- (ii) During the year, expenses aggregating to ₹ 2,709.19 lakh (previous year: ₹ 1,937.38 lakh), net off scrap income have been capitalised under intangible assets under development. The aforesaid expenses comprises of raw material consumption, personnel costs, power and fuel charges and other related expenses.
- (iii) Refer note 59 for Research and development (R&D) expenditure.

### 9. NON-CURRENT INVESTMENTS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Investment in equity instruments (unquoted, at cost)^</b>		
<b>Investment in subsidiaries (Fully paid equity shares)*:</b>		
3,642,100 (previous year: 3,642,100) equity shares of PICL (India) Private Limited	5,030.32	5,030.32
2,000,000 (previous year: 2,000,000) equity shares of Appserve Appliance Private Limited [refer note (i)]	200.00	200.00
1,320,613 (previous year: 1,320,613) equity shares of IL JIN Electronics (India) Private Limited	5,442.50	5,442.50
3,832,127 (previous year: 3,832,127) equity shares of Ever Electronics Private Limited [refer note (ii)]	2,143.61	2,143.61
45,000 (previous year: 36,000) equity shares of Sidwal Refrigeration Industries Private Limited (face value of ₹ 1,000 each) [refer note (iii)]	21,199.44	21,199.44
<b>Investment in bonds (quoted)</b>		
<b>Investment in others (Fair value through other comprehensive income):</b>		
<b>HDFC Bank Limited:</b> 500 8.85% Unsecured Non-Convertible Perpetual Subordinated Basel III Compliant Tier 1 Bonds in the nature of Debentures Series I (with first Call Option 12 May 2022) of ₹ 1,000,000 each, fully paid	5,512.67	-
	39,528.54	34,015.87
Less : Impairment in value of investment [refer note (i)]	(170.00)	(170.00)
<b>Total</b>	<b>39,358.54</b>	<b>33,845.87</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Aggregate amount of quoted investments and market value thereof	5,512.67	-
Aggregate amount of unquoted investments (net of impairment)	33,845.87	33,845.87
Aggregate amount of impairment in the value of investments	170.00	170.00

^Investments in subsidiaries are measured at cost as per Ind AS 27 'Separate Financial Statements'.

\*All equity shares are of ₹ 10 each unless otherwise stated.

**CURRENT INVESTMENTS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Investment in bonds (quoted)</b>		
<b>Investment in others (Fair value through other comprehensive income):</b>		
<b>State Bank of India:</b> 250 9.00% Unsecured Non-Convertible Perpetual Subordinated Basel III Compliant Tier 1 Bonds in the nature of Debentures Series I (with first Call Option 06 September 2021) of ₹ 1,000,000 each, fully paid	2,654.43	-
<b>State Bank of India:</b> 250 8.75% Unsecured Non-Convertible Perpetual Subordinated Basel III Compliant Tier 1 Bonds in the nature of Debentures Series II (with first Call Option 27 September 2021) of ₹ 1,000,000 each, fully paid	2,640.04	-
	<b>5,294.47</b>	-
Aggregate amount of quoted investments and market value thereof	5,294.47	-

**Information about subsidiaries is as follows:**

(All amounts in ₹ in lakh unless otherwise stated)

Sl. No.	Name of the entity	Principal place of business	Proportion of ownership (%) as at 31 March 2021	Proportion of ownership (%) as at 31 March 2020
1	PICL (India) Private Limited	India	100	100
2	Appserve Appliance Private Limited [refer note (i) below]	India	100	100
3	IL JIN Electronics (India) Private Limited	India	70	70
4	Ever Electronics Private Limited [refer note (ii) below]	India	70	70
5	Sidwal Refrigeration Industries Private Limited [refer note (iii) below]	India	100	80

**Notes:**

- (i) During the year ended 31 March 2018, the Company had incorporated a wholly owned subsidiary "Appserve Appliance Private Limited" with the object of carrying out the business of repair, maintenance, installation, assembly and routine servicing activities of all kinds of white goods i.e. room air conditioners, washing machines, refrigerators, consumer durables and other similar equipment and components and to establish repair shops for the same along with other related activities. Pursuant to the losses incurred and negative cashflows from operations being generated by the wholly owned subsidiary, the management of the Company had carried out an impairment test for the investment held in the wholly owned subsidiary. Basis the outcome of aforementioned impairment test, an impairment charge of ₹ 170.00 lakh had been recorded in the financial year 2018-19. No further impairment charge has been recognised by the Company.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

- (ii) The Company had made an investment of ₹ 571.49 lakh for acquisition of 1,040,149 equity shares of Ever Electronics Private Limited ("Ever") on 30 March 2018 which represents 19% of the total share capital of Ever. The Company further made an investment for acquisition of 2,791,978 equity shares comprising of 51% ownership stake for a consideration of ₹ 1,529.98 lakh on 17 October 2019. The balance as at 31 March 2020 represents 70% of total share capital of Ever.

Ever is engaged in the business of manufacturing, assembling and dealing in electronic assembled printed circuit boards for home appliances and automobile products.

As on 01 October 2018, the Company had provided a corporate guarantee of ₹ 42.15 lakh to Ever Electronics Private Limited in lieu of rights equivalent to majority shareholders despite being minority shareholder and therefore has effected a control transfer. Accordingly Ever Electronics Private Limited has become subsidiary of the Company. (Refer note 26).

- (iii) The Company has acquired 36,000 equity shares of Sidwal Refrigeration Industries Private Limited ("Sidwal") on 02 May 2019, which represents 80% of the total share capital, by investing ₹ 15,172.89 lakh as initial sale shares consideration out of which ₹ 14,652.18 lakh was paid at the date of acquisition and ₹ 520.71 lakh was recognised as initial deferred consideration payable. The Company has also agreed to acquire the remaining 20% of total share capital of Sidwal within twenty five months from the acquisition of initial shares and accordingly, recognised ₹ 6,026.55 as consideration payable for acquisition of remaining shares. Further, the Company has paid ₹ 536.88 lakh to Sidwal against portion of initial deferred consideration. During the year ended 31 March 2021, the Company has entered into Second amendment to share purchase agreement for settlement of defferred consideration, refer note 26 for details related to deferred consideration. Sidwal is engaged in the business of providing air-conditioning equipment for any type of application.

### 10. LOANS (NON-CURRENT)\*

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Security deposits (refer note 46)	646.76	869.28
Loan to related parties (refer note 46 and 56)	2,548.56	-
	<b>3,195.32</b>	<b>869.28</b>

Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 53 - Financial risk management for assessment of expected credit losses.

\* The Company does not have any loans which are either credit impaired or where there is significant increase in credit risk.

### 11. OTHER FINANCIAL ASSETS (NON-CURRENT)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Bank deposits with more than 12 months maturity	10,016.99	3.31
Government grant receivable	34.13	61.32
Recoverable on account of electricity duty subsidy	195.70	-
	<b>10,246.82</b>	<b>64.63</b>

#### Notes:

- (i) Refer note 17(i) for bank deposits which are under restriction.
- (ii) Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 53 - Financial risk management for assessment of expected credit losses.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**12. NON-CURRENT TAX ASSETS (NET)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Non-current tax assets	-	227.48
	-	<b>227.48</b>

**13. OTHER NON-CURRENT ASSETS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Capital advances	1,716.07	1,265.90
Balance with statutory authorities*	5.33	5.33
Prepaid expenses	73.85	244.27
	<b>1,795.25</b>	<b>1,515.50</b>

\* includes deposit paid under protest with statutory authorities (refer note 45)

**14. INVENTORIES**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>(Valued at lower of cost or net realisable value, unless otherwise stated)</b>		
Raw materials		
- in hand	42,935.76	43,049.03
- in transit	7,476.43	3,485.91
Intermediate products (including manufactured components)	5,448.57	2,813.45
Finished goods	4,509.88	5,609.87
Stores, spares and other consumables	166.84	161.34
Packing materials	570.45	920.48
	<b>61,107.92</b>	<b>56,040.08</b>

**15. TRADE RECEIVABLES**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Trade receivables (refer note 46)		
- Unsecured, considered good	92,074.35	77,636.02
- Credit impaired	44.68	32.42
	92,119.03	77,668.44
Less: allowance for credit impaired receivables	44.68	32.42
	<b>92,074.35</b>	<b>77,636.02</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Notes:

- (i) The carrying values of trade receivables are considered to be a reasonable approximation of fair values.  
(ii) Refer note 53 - Financial risk management for assessment of expected credit losses.

### 16. CASH AND CASH EQUIVALENTS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Balances with banks:		
- in current and cash credit accounts	1,213.06	4,468.62
- deposits with original maturity less than three months	14,996.33	128.35
Cheques in hand	-	305.00
Cash in hand	6.93	8.36
	<b>16,216.32</b>	<b>4,910.33</b>

The carrying values are a reasonable approximate of their fair values.

### 17. OTHER BANK BALANCES

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Earmarked bank balances [refer note (i)]	9.71	0.28
Deposits with original maturity more than three months but less than twelve months [refer note (ii)]	10,593.00	4,256.58
	<b>10,602.71</b>	<b>4,256.86</b>

### Notes:

- (i) Earmarked balances with banks pertain to unclaimed dividends and gratuity.  
(ii) **Bank deposits which are under restriction:**
- |   |              |              |
|---|--------------|--------------|
| Fixed deposits with banks held as margin money for letter of credits, bank guarantees, working capital facilities and buyers credit | 20.59        | 93.18        |
| Fixed deposits lodged with banks for issue of guarantees in favour of tax authorities   | 6.26         | 5.90         |
|   | <b>26.85</b> | <b>99.08</b> |

(iii) The carrying values are a reasonable approximate of their fair values.

### 18. LOANS (CURRENT)\*

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Security deposits (refer note 46)	1,631.59	1,083.14
Loans to employees and related parties (refer note 46)	112.55	112.15
Loans to others	50.24	-
	<b>1,794.38</b>	<b>1,195.29</b>

\* The Company does not have any loans which are either credit impaired or where there is significant increase in credit risk.

### Notes:

- (i) The carrying values are considered to be a reasonable approximation of fair values.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**19. OTHER FINANCIAL ASSETS (CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at	As at
	31 March 2021	31 March 2020
Recoverable on account of budgetary support	28.78	2,931.72
Derivative asset	62.81	-
Recoverable on account of electricity duty subsidy	39.55	-
Other recoverable amounts	14.01	41.00
	<b>145.15</b>	<b>2,972.72</b>

The carrying values are considered to be a reasonable approximation of fair values.

**20. OTHER CURRENT ASSETS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at	As at
	31 March 2021	31 March 2020
Advances to suppliers (refer note 46)	759.31	1,049.20
Balances with statutory authorities	1,804.27	941.19
Prepaid expenses	243.24	213.12
	<b>2,806.82</b>	<b>2,203.51</b>

**21. ASSETS HELD FOR SALE**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at	As at
	31 March 2021	31 March 2020
Land and building	-	200.00
	-	<b>200.00</b>

**Notes:**

## (i) Details of assets held for sale :

The Company executed an agreement to sell for transfer of its premises in Kalamb, Himachal Pradesh for a consideration of ₹ 200.00 lakh in the previous year. The said property is transferred during the year when permissions from Himachal Pradesh Government Department was received.

## (ii) Non-recurring fair value measurements

Assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell at the time of re-classification. A total write down of ₹ 25.60 lakh was made during the previous year on account of such measurement for land and building. This is Level 3 measurement as per fair value hierarchy set out in fair value measurement disclosures (refer note 52).

**22. EQUITY SHARE CAPITAL**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at	As at
	31 March 2021	31 March 2020
<b>Authorised capital</b>		
45,000,000 (previous year : 45,000,000) Equity shares of ₹ 10 each	4,500.00	4,500.00
	<b>4,500.00</b>	<b>4,500.00</b>
<b>Issued, subscribed capital and fully paid up</b>		
33,693,731 (previous year : 31,446,540) Equity shares of ₹ 10 each	3,369.37	3,144.65
	<b>3,369.37</b>	<b>3,144.65</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (i) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021		31 March 2020	
	No. of shares	(₹ in lakh)	No. of shares	(₹ in lakh)
<b>Equity share capital of ₹ 10 each fully paid up</b>				
Balance at the beginning of the year	3,14,46,540	3,144.65	3,14,46,540	3,144.65
Add: Equity share capital issued on qualified institutions placement during the year (refer note v below)	22,47,191	224.72	-	-
<b>Balance at the end of the year</b>	<b>3,36,93,731</b>	<b>3,369.37</b>	<b>3,14,46,540</b>	<b>3,144.65</b>

### (iii) Shareholders holding more than 5% of shares of the Company as at balance sheet date

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As on 31 March 2021		As on 31 March 2020	
	No. of shares	% holding	No. of shares	% holding
Mr. Jasbir Singh	70,59,165	20.95%	70,59,165	22.45%
Mr. Daljit Singh	60,74,205	18.03%	60,74,205	19.32%
Ascent Investment Holdings Pte. Limited	32,88,820	9.76%	65,77,639	20.92%

(iv) The Company has neither issued equity shares pursuant to contract without payment being received in cash or any bonus shares nor has there been any buy-back of shares in the current year and five years immediately preceding the balance sheet date.

(v) The Company through Qualified Institutional Placement (QIP) allotted 2,247,191 equity shares of face value of ₹ 10 each to the eligible Qualified Institutional Buyers (QIB) at a issue price of 1,780 per equity share (including a premium of 1,770 per equity share) aggregating to ₹ 40,000 lakh on 10 September 2020. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and Sections 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue").

Expenses incurred in relation to QIP amounting to ₹ 642.26 lakh has been adjusted from Securities Premium. Funds received pursuant to QIP have been utilised towards the object stated in the placement document.

## 23. OTHER EQUITY

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Securities premium</b>		
Balance at the beginning of the year	63,431.41	63,431.41
Add: Equity share capital issued on Qualified Institutions Placement during the year [refer note 22(v)]	39,775.28	-
Less: Share issue expenses	(642.26)	-
<b>Balance at the end of the year</b>	<b>1,02,564.43</b>	<b>63,431.41</b>



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>General reserve</b>		
Balance at the beginning and end of the year	337.32	337.32
<b>Surplus in the statement of profit and loss</b>		
Balance at the beginning of the year	41,161.80	30,610.32
Add: Profit for the year	5,155.69	11,794.00
Add/(less): Other comprehensive loss:		
Remeasurement of defined benefit obligations (net of tax)	8.72	(29.38)
Less: Equity dividend (Dividend per equity share ₹ 3.20)	-	(1,006.29)
Less: Tax on equity dividend	-	(206.85)
Balance at the end of the year	<b>46,326.21</b>	<b>41,161.80</b>
	<b>1,49,227.97</b>	<b>1,04,930.53</b>

**Nature and purpose of other equity**
**Securities premium**

Securities premium represents premium received on issue of shares. The securities premium is being utilised in accordance with the provisions of the Companies Act, 2013.

**General reserve**

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of "other equity" to another.

**24. LONG-TERM BORROWINGS [REFER NOTE (i)]**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured</b>		
<b>Term loans</b>		
from banks	10,630.87	4,162.89
from others	1,451.92	7,094.50
<b>Vehicle loan</b>		
from banks	-	3.26
	<b>12,082.79</b>	<b>11,260.65</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Notes:

24 (i) For repayment terms of the outstanding long-term borrowings (including current maturities) refer the table below:

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Nature of loan	Lender	As at				Nature of securities	Interest rate	Tenure of repayment
			31 March 2021		31 March 2020				
			Non-Current	Current	Non-Current	Current			
1	Term loan from bank	RBL Bank Limited	3,333.33	833.33	4,166.67	833.33	Exclusive charge by way of hypothecation on moveable fixed assets having minimum value of ₹ 6,140 lakh.	7.00% p.a. 20 equal quarterly instalments ending in March 2026.	
2	Term loan from others	Tata Capital Financial Services Limited	-	-	4,625.00	375.00	Part Passu charge by way of mortgage over property situated at Plot No.-D-36,37,38, Industrial area, Selaqui, Dehradun. Also, pari passu charge by way of hypothecation on moveable fixed assets having minimum value of ₹ 6,000 lakh (WDV as on 31 March 2018). Also, pledge of 56% shares of Sidwal Refrigeration Industries Private Limited. It is also secured by personal guarantees of Mr. Jasbir Singh (Chairman & CEO and Director).	10.75% p.a. (LTLR) less 7.75%) The loan has been repaid during the current year.	
3	Term loan from others	Bajaj Finance Limited	1,454.55	363.64	2,500.00	500.00	Part Passu charge by way of mortgage over property situated at Plot No.-D-36,37,38, Industrial area, Selaqui, Dehradun. Also Pari passu charge by way of hypothecation on moveable fixed Assets having minimum value of ₹ 6,000 lakh (WDV as on 31 March 2018). It is also secured by Exclusive charge by way of hypothecation on moveable fixed Assets having minimum value of ₹ 2,000 lakh (WDV as on 31 March 2018) and also secured by pledge of 24% shares of Sidwal Refrigeration Industries Private Limited.	8.30% p.a. 20 equal quarterly instalments ending in March 2026.	
4	Term loan from others	Siemens Financial Services Private Limited	-	52.76	52.76	202.69	Exclusive charge by way of hypothecation on equipment funded by term loan and non interest bearing refundable security deposit amounting to ₹ 160.56 lakh. It is also secured by personal guarantees of Mr. Jasbir Singh (Chairman & CEO and Director) and Mr. Daljit Singh (Managing Director).	10.75% 10 equal monthly instalments ending in January 2022	
5	Vehicle loan from bank	HDFC Bank Limited	-	3.26	3.26	4.00	Hypothecation of specific vehicles purchased out of the proceeds of this loan	9.25% p.a. The loan is to be repaid as per the repayment schedule in equated annual instalments.	
6	Term loan from bank	HDFC Bank Limited	2,000.00	-	-	-	Extension of second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.	6.50% p.a. 47 equal monthly instalments beginning from April 2022 and ending in February 2026.	
7	Term loan from bank	Kotak Bank Limited	1,803.99	70.01	-	-	Second charge on first pari passu hypothecation charge to be shared with Banks on all existing and future current assets and moveable fixed assets excluding exclusively charged with other lenders and first pari passu equitable mortgage charge on immovable properties being land and building located at 15th Km Stone, Gurgaon Jhajjar Road, Village Dadri, Toe, Distt: Jhajjar (Haryana) and C-1, Phase-II, Focal Point, Rajpura.	6.00% p.a. (repo rate+2% p.a.) 48 equal monthly instalments beginning from February 2022 and ending in January 2026.	
8	Term loan from bank	HDFC Bank Limited	3,500.00	1,000.00	-	-	Exclusive Charge on movable fixed assets funded through term loan. Exclusive Charge by way of equitable mortgage on warehouse owned by the Company, located at Khasra Number 321/1 and Khasra Number 321/1/1, Village Selaqui Central Hope Town, Industrial Area, Tehsil Vikas Nagar, Pargana Pachwadoon, District -Dehradun.	7.35% p.a. 18 equal quarterly instalments beginning from February 2022 and ending in August 2025.	
<b>Less : Unamortised processing fees</b>			(9.08)	-	(87.04)	-			
<b>Total</b>			12,082.79	2,323.00	11,260.65	1,915.02			

24 (ii) Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial liabilities measured at amortised cost and note 53 for the maturity profile of financial liabilities.



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**25. LEASE LIABILITIES**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Long term maturities of lease liabilities	867.71	963.30
	<b>867.71</b>	<b>963.30</b>
Current maturities of lease liabilities	212.47	206.56
	<b>212.47</b>	<b>206.56</b>

\*For disclosures related to lease liabilities, note 46 - Related party disclosures and refer note 50 - Leases

**26. OTHER FINANCIAL LIABILITIES (NON-CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Corporate guarantee liability [refer note (i) below and note 46]	-	31.61
Deferred consideration [refer note (ii) below]	-	5,846.36
	<b>-</b>	<b>5,877.97</b>

**Notes:**

- (i) As on 01 October 2018, the Company had provided a corporate guarantee to Ever Electronics Private Limited in lieu of rights equivalent to majority shareholders despite being minority shareholder and therefore has effected a control transfer. The above balance represents fair value of corporate guarantee as at 31 March 2020. The loan against which the said corporate guarantee was given has been repaid by Ever Electronics Private Limited during the year. Consequently, corporate guarantee liability has been written back during the current year in the statement of profit and loss.
- (ii) Deferred consideration includes initial deferred consideration for the acquisition of 80% stake of Sidwal and remaining sale shares consideration for acquisition of 20% stake of Sidwal payable at the time of second closing. Remaining sale shares consideration meets the definition of contingent consideration within the scope of Ind AS 109 and has been measured at fair value on acquisition date and subsequently at fair value through statement of profit and loss. The Company has entered into second amendment to share purchase agreement dated 17 September 2020 for settlement of the deferred consideration and acquisition of remaining stake in the Sidwal. Consequently, the Company has extinguished the deferred consideration liability by payment amounting to ₹ 4,873.74 lakh and recognised the gain amounting to ₹ 554.82 lakh.

Further, the Company has recognised the current deferred consideration liability amounting to ₹ 417.80 lakh for payment of unrecovered receivables, pre-acquisition tax refunds etc. The same has been measured at amortised cost.

Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial liabilities and note 53 for the maturity profile of financial liabilities.

**27. PROVISIONS (NON-CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Provision for employee benefits*</b>		
Gratuity	268.66	274.06
Compensated absences	133.06	93.07
	<b>401.72</b>	<b>367.13</b>

\*For disclosures related to provision for employee benefits, refer note 51 - Employee benefit obligations.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 28. DEFERRED TAX LIABILITIES (NET)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Deferred tax liability arising on account of :</b>		
Property, plant and equipment and intangible assets	7,158.20	6,451.29
Others	-	5.15
<b>Deferred tax asset arising on account of :</b>		
Provision for employee benefits	126.44	118.31
Financial assets and financial liabilities at amortised cost	74.88	68.12
Bonus	25.35	24.42
Allowance for credit impaired receivable	11.30	8.16
Tax credit (minimum alternative tax)	3,652.30	4,174.60
<b>Deferred tax liabilities (net)</b>	<b>3,267.93</b>	<b>2,062.83</b>

#### Movement in deferred tax liabilities

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	01 April 2019	Recognised in other comprehensive income	Recognised in statement of profit and loss	Others	31 March 2020
<b>Liabilities</b>					
Property, plant and equipment and intangible assets	7113.77	-	(662.48)	-	6,451.29
Others	3.10	-	2.05	-	5.15
<b>Assets</b>					
Provision for employee benefits	(140.99)	(15.78)	38.46	-	(118.31)
Financial assets and financial liabilities at amortised cost	(58.42)	-	(9.70)	-	(68.12)
Bonus	(48.47)	-	24.05	-	(24.42)
Allowance for credit impaired receivable	(10.82)	-	2.66	-	(8.16)
Tax credit (minimum alternative tax)	(3,608.95)	-	(1,179.63)	613.97	(4,174.60)
<b>Deferred tax liabilities (net)</b>	<b>3,249.22</b>	<b>(15.78)</b>	<b>(1,784.59)</b>	<b>613.97</b>	<b>2,062.83</b>

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	01 April 2020	Recognised in other comprehensive income	Recognised in statement of profit and loss	Others	31 March 2021
<b>Liabilities</b>					
Property, plant and equipment and intangible assets	6,451.29	-	706.91	-	7,158.20
Others	5.15	-	(5.15)	-	-
<b>Assets</b>					
Provision for employee benefits	(118.31)	2.93	(11.06)	-	(126.44)
Financial assets and financial liabilities at amortised cost	(68.12)	-	(6.76)	-	(74.88)
Bonus	(24.42)	-	(0.93)	-	(25.35)
Allowance for credit impaired receivable	(8.16)	-	(3.14)	-	(11.30)
Tax credit (minimum alternate tax)/ utilisation	(4,174.60)	-	201.48	320.82	(3,652.30)
<b>Deferred tax liabilities (net)</b>	<b>2,062.83</b>	<b>2.93</b>	<b>881.35</b>	<b>320.82</b>	<b>3,267.93</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**29. OTHER NON-CURRENT LIABILITIES**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred revenue*	178.14	205.68
	<b>178.14</b>	<b>205.68</b>

\*Represents government grant which is not covered under the scope of Ind AS 115. Refer note 58 for details.

**30. SHORT-TERM BORROWINGS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured</b>		
Working capital demand loans	11,662.17	14,200.69
Cash credits	525.20	329.96
Buyers credit	4,260.52	-
<b>Unsecured</b>		
Working capital demand loans	-	1,500.00
	<b>16,447.89</b>	<b>16,030.65</b>

**Notes:**
**a. Details of security of short term borrowings for the year ended 31 March 2021**

Cash Credits, Buyers Credit and Working Capital demand Loan facilities (except ICICI Bank on residuary charge) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future moveable fixed assets (excluding those which are under exclusive hypothecated with other Banks/FIs) of the Company, first pari passu charge by way of mortgage of immovable properties located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab and 15th Km Stone, Gurgaon Jhajjar Road, Village Dadri Toe, Distt: Jhajjar (Haryana) in the name of the Company.

**b. Terms of repayment and interest rate for the year ended 31 March 2021**

Cash Credit from Banks amounting to ₹ 525.20 lakh, carrying interest rate in the range of 8.00% p.a. to 10.00% p.a. is repayable on demand.

Working capital demand loans from Banks amounting to ₹ 11,662.17 lakh, carrying interest rate at 4.85% to 5.25% p.a. is repayable on respective due dates.

Buyers credits from Banks amounting to ₹ 4,260.52 lakh carrying interest rate in the range of LIBOR+ 0.32 to LIBOR +0.80 is repayable on respective due dates.

**c. Details of security of short term borrowings for the year ended 31 March 2020**

Cash credits and working capital demand loan facilities (except Federal Bank, fully unsecured) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future moveable fixed assets (excluding those which are under exclusive hypothecated with other banks/financial institutions) of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab and 15th Km Stone, Gurgaon Jhajjar Road, Village Dadri Toe, Distt: Jhajjar (Haryana) in the name of the Company.

**d. Terms of repayment and interest rate for the year ended 31 March 2020**

Cash Credit from Banks amounting to ₹ 329.96 lakh, carrying interest rate of 9.00% p.a. is repayable on demand.

Working capital demand loans from Banks amounting to ₹ 15,700.69 lakh, carrying interest rate varying from 7.80% p.a. to 10.00% p.a. is repayable on respective due dates.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### e. Reconciliation of liabilities arising from financing activities

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Long-term borrowings (including current maturities)	Lease liabilities	Short-term borrowings	Total
<b>As at 01 April 2019</b>	<b>10,922.68</b>	-	<b>5,402.64</b>	<b>16,325.32</b>
Cash flows:				
Proceeds from borrowings	5,000.00	-	10,630.54	<b>15,630.54</b>
Repayment of borrowings	(2,410.85)	(395.06)	-	<b>(2,805.91)</b>
Non-cash:				
Adjustment on adoption of Ind AS 116	-	1,215.49	-	<b>1,215.49</b>
Reclassification on adoption of Ind AS 116	(349.43)	349.43	-	-
Impact of amortised cost adjustment for borrowings and lease obligations	13.27	-	(2.53)	<b>10.74</b>
<b>As at 31 March 2020</b>	<b>13,175.67</b>	<b>1,169.86</b>	<b>16,030.65</b>	<b>30,376.18</b>
Cash flows:				
Proceeds from borrowings	8,874.00	-	484.91	<b>9,358.91</b>
Repayment of borrowings	(7,721.84)	(89.69)	-	<b>(7,811.53)</b>
Non-cash:				
Impact of amortised cost adjustment for borrowings	77.96	-	-	<b>77.96</b>
Impact of foreign exchange fluctuations (net)	-	-	(67.67)	<b>(67.67)</b>
<b>As at 31 March 2021</b>	<b>14,405.79</b>	<b>1,080.17</b>	<b>16,447.89</b>	<b>31,933.85</b>

### 31. TRADE PAYABLES

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Dues of micro enterprises and small enterprises [refer note (i) below]	519.39	240.56
Dues of creditors other than micro enterprises and small enterprises* (refer note 46)	1,17,616.26	97,527.48
	<b>1,18,135.65</b>	<b>97,768.04</b>

\*includes acceptances arrangements where operational suppliers of goods and services are initially paid by banks/financial institutions where there is no recourse on the Company.

#### Notes:

#### (i) Disclosures pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Pursuant to the requirements under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006), the following information has been determined by the management to the extent such parties have been identified on the basis of information submitted to the Company, including but not limited to the UDYAM registration certificates obtained from suppliers who have registered themselves under the MSMED Act, 2006, certificates from Chartered Accountant regarding gross investment in plant and equipment as on 31 March 2021, and the latest audited balance sheets of the suppliers:

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Principal amount remaining unpaid	515.07	237.95
Interest accrued and due thereon remaining unpaid	4.32	2.61
Interest paid by the Company in terms of section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year), but without adding the interest specified under MSMED Act, 2006.	-	-
Interest accrued and remaining unpaid as at the end of the year	4.32	2.61
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

(ii) The carrying values are considered to be reasonable approximation of their fair values.

**32. OTHER FINANCIAL LIABILITIES (CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Current maturities of long-term borrowings:		
Term loan [also refer note 24(i)]		
- from banks	1,903.34	833.33
- from others	416.40	1,077.68
Vehicle loan [also refer note 24(i)]		
- from banks	-	4.00
- from others	3.26	-
Creditors for capital expenditure	724.12	598.11
Interest accrued	81.87	28.77
Expenses payable (refer note 46)	865.59	502.36
Employee related payables (refer note 46)	867.51	475.74
Trade acceptances	-	2,037.17
Deferred consideration [refer note 26(ii)]	417.80	-
Unpaid dividend*	0.49	0.28
Derivative liability	-	0.46
	<b>5,280.38</b>	<b>5,557.90</b>

\*Investor Education and Protection Fund will be credited as and when due

**Notes:**

(i) The carrying values are considered to be reasonable approximation of their fair values.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 33. OTHER CURRENT LIABILITIES

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Advance against sale of property, plant and equipment	-	25.00
Advance from customers	443.16	158.17
Payable to statutory authorities	4,528.50	2,992.57
Deferred revenue*	314.12	240.22
	<b>5,285.78</b>	<b>3,415.96</b>

\*Includes government grant amounting to ₹ 27.55 lakh which is not covered under the scope of Ind AS 115. Refer note 58 for details.

### 34. PROVISIONS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Provision for employee benefits*</b>		
Gratuity	54.75	47.95
Compensated absences	55.66	55.00
	<b>110.41</b>	<b>102.95</b>

\*For disclosures related to provision for employee benefits, refer note 51 - Employee benefit obligations.

### 35. CURRENT TAX LIABILITIES (NET)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for income tax (net of advance tax and taxes deducted at source & taxes collected at source)	809.10	-
	<b>809.10</b>	<b>-</b>

### 36. REVENUE FROM OPERATIONS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Operating revenue</b>		
Sale of products	2,25,825.98	2,95,148.03
<b>Other operating revenues</b>		
Scrap sales	2,362.18	2,602.79
Budgetary support under Goods and Services Tax regime	0.32	2,448.19
Electricity duty subsidy	258.31	-
Job work charges	1,129.46	74.50
Others	14.31	-
	<b>2,29,590.56</b>	<b>3,00,273.51</b>



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**37. OTHER INCOME**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Interest from</b>		
Bank deposits	1,113.49	39.68
Other financial assets carried at amortised cost	156.49	38.99
<b>Other income</b>		
Lease rent (refer note 50)	35.42	36.00
Insurance claims	34.84	-
Gain on sale of property, plant and equipment (net)	-	42.87
Government grant income	27.55	27.62
Foreign exchange fluctuation (net)	884.83	-
Gain on settlement/fair valuation of deferred consideration [refer note 26(ii)]	554.82	164.01
MTM gain on forward contracts	63.27	-
Miscellaneous income	121.49	237.46
	<b>2,992.20</b>	<b>586.63</b>

**38. COST OF MATERIALS CONSUMED**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Opening stock</b>		
Raw material	46,534.94	41,778.03
Stores, spares and other consumables	161.34	111.24
Packing material	920.48	919.49
Add: Purchases made during the year	2,02,128.01	2,64,162.48
	<b>2,49,744.77</b>	<b>3,06,971.24</b>
<b>Less: Closing stock</b>		
Raw material	50,412.19	46,534.94
Stores, spares and other consumables	166.84	161.34
Packing material	570.45	920.48
	<b>1,98,595.29</b>	<b>2,59,354.48</b>

**39. CHANGES IN INVENTORIES OF FINISHED GOODS AND INTERMEDIATE PRODUCTS (INCLUDING MANUFACTURED COMPONENTS)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Opening stock</b>		
Intermediate products (including manufactured components)	2,813.45	2,200.57
Finished goods	5,609.87	3,359.56
<b>Closing stock</b>		
Intermediate products (including manufactured components)	5,448.57	2,813.45
Finished goods	4,509.88	5,609.87
	<b>(1,535.13)</b>	<b>(2,863.19)</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 40. EMPLOYEE BENEFITS EXPENSE

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Salary, wages and bonus	4,406.09	4,620.06
Contribution to provident and other funds	255.07	266.63
Staff welfare expenses	154.66	290.63
	<b>4,815.82</b>	<b>5,177.32</b>

For disclosures related to provision for employee benefits, refer note 51 - Employee benefit obligations

### 41. FINANCE COSTS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest on		
- Term loans	1,127.97	1,488.64
- Lease liabilities	114.55	147.94
- Others	2,087.84	1,295.57
Other borrowing costs	4.36	7.15
	<b>3,334.72</b>	<b>2,939.30</b>

### 42. DEPRECIATION AND AMORTISATION EXPENSE

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation of property, plant and equipment (refer note 4)	4,686.07	4,299.01
Amortisation of intangible assets (refer note 7)	2,064.82	1,807.53
	<b>6,750.89</b>	<b>6,106.54</b>

### 43. OTHER EXPENSES

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Power, fuel and water charges	1,956.34	2,682.92
Contractual labour charges	4,600.85	4,170.01
Loading and unloading charges	100.99	1,960.09
Freight charges	573.69	1,152.04
Legal and professional fees [refer note (i)]	395.21	333.96
Workshop expenses	70.18	103.66
Travelling and conveyance	290.89	550.42
Repairs and maintenance		
- plant and machinery	791.30	865.42
- buildings	157.31	214.86
- others	211.73	206.44

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Insurance	227.22	156.93
Rent		
- plant and machinery	1,000.32	1,202.66
- buildings	777.70	596.59
- others	43.44	66.58
Rates and taxes	64.54	40.38
Directors' sitting fees	18.50	52.75
Bank charges	27.91	30.35
Job work charges	160.70	87.16
Communication expenses	81.58	75.05
Donation	29.08	9.07
Vehicle running expenses	44.00	54.85
Corporate social responsibility expenditure (refer note 55)	232.91	174.29
Printing and stationary	36.08	50.98
Business promotion expenses	13.60	36.35
Advances and other balances written off	10.12	42.45
Mark to market loss on forward contracts	-	0.46
Impairment of trade receivables	12.26	1.47
Bad debts	-	9.88
Research expenses	39.58	-
Impairment loss on property, plant and equipment	173.28	-
Loss on fair valuation of assets held for sale	-	25.60
Loss on disposal of property, plant and equipment (net)	15.14	-
Foreign exchange fluctuation (net)	-	1,617.58
Festival expenses	38.47	-
Miscellaneous expenses	674.73	683.57
	<b>12,869.65</b>	<b>17,254.80</b>

**i) Payments to the auditor \* :**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
For statutory audit and limited review	37.50	37.50
Reimbursement of expenses	1.42	3.82
<b>Total</b>	<b>38.92</b>	<b>41.32</b>

\*Excludes fees paid to statutory auditor of ₹ 32 lakh (31 March 2020: Nil) for QIP related services adjusted from security premium.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 44. ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR (NET OF ADVANCES)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	3,469.01	330.86

### 45. CONTINGENT LIABILITY NOT PROVIDED FOR EXISTS IN RESPECT OF:#

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
a) Sales tax*	96.79	14.57
b) Goods and services tax**	30.63	0.81
c) Income-tax	37.81	37.81
d) Octroi tax	15.58	15.58
e) Excise duty***	24.39	24.39
f) <b>Claims against the Company not acknowledged as debts</b>		
On account of claims by vendors	12.39	12.39
On account of claims by employees	1.58	1.58
g) Outstanding amounts of Corporate guarantees issued in favor of:		
PICL (India) Private Limited	5,121.26	1,715.64
IL JIN Electronics (India) Private Limited	1,756.58	2,037.03
Ever Electronics Private Limited	1,819.96	3,025.93
Sidwal Refrigeration Industries Private Limited	8,155.55	5,036.85
h) Bonus****	1.60	1.60

\* Includes amount paid under protest ₹ 5.60 lakh (previous year : ₹ 2 lakh).

Also, the amount appearing above is after netting off ₹ 13.42 lakh (previous year: ₹ 14.57 lakh) already provided for in the books of accounts.

\*\* Includes amount paid under protest ₹ 30.63 lakh (previous year : ₹ 0.81 lakh).

\*\*\* Includes amount paid under protest ₹ 2.79 lakh (previous year: ₹ 2.79 lakh).

\*\*\*\* The Payment of Bonus (Amendment) Act, 2015 dated 31 December 2015 (which was made effective from 01 April 2014) revised the thresholds for coverage of employee eligible for Bonus and also enhanced the ceiling limits for computation of bonus. However, taking cognisance of the stay granted by various High Courts, the Company has not recognised any differential amount of bonus for the period 01 April 2014 to 31 March 2015 and accordingly has recognised the expense as per the amended provisions w.e.f. 1 April 2015 and onwards.

# The Hon'ble Supreme Court of India has pronounced a ruling dated 28 February 2019 in which it is held that 'allowance' paid to employees, will be included in the scope of 'basic wages' and thus, will be subject to provident fund contributions. Petitions have been filed with Hon'ble Supreme Court of India seeking additional clarification with respect to the application of this ruling. As this ruling has not prescribed any clarification w.r.t. to its application, the Company is in the process of evaluating its impact. Management believes that this will not result in any material liability on the Company.

# The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management reasonably expects that these legal actions, when ultimately concluded and determined, will not have a material and adverse effect on the Company's results of operations or financial condition.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**46. RELATED PARTY DISCLOSURES\***

<b>A. Relationship with related parties</b>	
<b>I. Subsidiary companies</b>	PICL (India) Private Limited
	Appserve Appliance Private Limited
	IL JIN Electronics (India) Private Limited
	Ever Electronics Private Limited
	Sidwal Refrigeration Industries Private Limited (with effect from 02 May 2019)
<b>II. Entities over which significant influence is exercised by the Company /key management personnel (either individually or with others)</b>	Amrit Aircon System Private Limited (upto 11 September 2020)
	AK & Co.
	SL & Co.
<b>III. Key management personnel (KMP)</b>	
a.	Mr. Jasbir Singh (Chairman & CEO and Director)
b.	Mr. Daljit Singh (Managing Director)
c.	Dr. Girish Kumar Ahuja (Independent Director)
d.	Ms. Sudha Pillai (Independent Director)
e.	Mr. Satwinder Singh (Independent Director)
f.	Mr. Manoj Kumar Sehwat (Non-executive nominee Director)
g.	Mr. Sanjay Arora (Director Operations)
h.	Mr. Udaiveer Singh (President-RAC)
i.	Mr. Sachin Gupta (Vice President-RAC)
j.	Mr. Sudhir Goyal (Chief Financial Officer)
k.	Ms. Konica Yadav (Company Secretary and Compliance Officer)
<b>IV. Relatives of Key management personnel</b>	
a.	Mr. Kartar Singh (Chairman Emeritus)
b.	Ms. Amandeep Kaur (wife of Mr. Jasbir Singh, Chairman & CEO and Director)
c.	Ms. Sukhmani Lakhat (wife of Mr. Daljit Singh, Managing Director)

\* Disclosures have been given of those related parties with whom the Company have made transactions.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2021

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(A)</b>	<b>Transactions made during the year:</b>				
<b>1</b>	<b>Rent paid</b>				
	Mr. Jasbir Singh	-	-	42.75	-
	Mr. Daljit Singh	-	-	16.03	-
	Ms. Amandeep Kaur	-	-	-	32.06
	Ms. Sukhmani Lakhat	-	-	-	42.75
<b>2</b>	<b>Sale of products</b>				
	PICL (India) Private Limited	957.98	-	-	-
	IL JIN Electronics (India) Private Limited	159.58	-	-	-
	Sidwal Refrigeration Industries Private Limited	117.16	-	-	-
<b>3</b>	<b>Purchase of raw material</b>				
	PICL (India) Private Limited	3,764.37	-	-	-
	IL JIN Electronics (India) Private Limited	138.00	-	-	-
	Sidwal Refrigeration Industries Private Limited	2.21	-	-	-
<b>4</b>	<b>Finance Cost</b>				
	AK & Co.	-	56.33	-	-
	SL & Co.	-	56.33	-	-
<b>5</b>	<b>Interest income on others</b>				
	AK & Co.	-	4.94	-	-
	SL & Co.	-	4.94	-	-
<b>6</b>	<b>Amortisation of corporate guarantee</b>				
	Ever Electronics Private Limited	31.61	-	-	-
<b>7</b>	<b>Rent received</b>				
	PICL (India) Private Limited	35.42	-	-	-
<b>8</b>	<b>Unsecured Loan given</b>				
	PICL (India) Private Limited	2,500.00	-	-	-
<b>9</b>	<b>Interest accrued on unsecured loan</b>				
	PICL (India) Private Limited	113.58	-	-	-

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>10</b>	<b>Remuneration paid to KMP's</b>				
	Sitting fees to independent directors*	-	-	18.50	-
	Salary paid**	-	-	544.53	-
	<b>*Name of Independent Directors</b>				
	Dr. Girish Kumar Ahuja	-	-	6.00	-
	Mr. Satwinder Singh	-	-	6.50	-
	Ms. Sudha Pillai	-	-	6.00	-
	<b>**Name of KMP</b>				
	Mr. Jasbir Singh	-	-	144.63	-
	Mr. Daljit Singh	-	-	128.39	-
	Mr. Sudhir Goyal	-	-	63.83	-
	Ms. Konica Yadav	-	-	13.27	-
	Mr. Sanjay Arora	-	-	67.59	-
	Mr. Sachin Gupta	-	-	65.43	-
	Mr. Udaiveer Singh	-	-	61.39	-
<b>11</b>	<b>Professional charges</b>				
	Mr. Kartar Singh	-	-	-	16.80
<b>12</b>	<b>Extinguishment of personal guarantees taken*</b>				
	Mr. Jasbir Singh	-	-	10,661.37	-
	Mr. Daljit Singh	-	-	3,661.37	-
<b>13</b>	<b>Corporate guarantee given**</b>				
	PICL (India) Private Limited	6,200.00	-	-	-
<b>14</b>	<b>Extinguishment of corporate guarantees taken**</b>				
	AK & Co.	-	5,000.00	-	-
	SL & Co.	-	5,000.00	-	-
<b>15</b>	<b>Extinguishment of corporate guarantees given**</b>				
	Ever Electronics Private Limited	2,700.00	-	-	-
	Sidwal Refrigeration Industries Private Limited	700.00	-	-	-

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(B)</b>	<b>Balances at year end</b>				
<b>1</b>	<b>Corporate guarantee given **</b>				
	PICL (India) Private Limited	12,800.00	-	-	-
	IL JIN Electronics (India) Private Limited	5,750.00	-	-	-
	Ever Electronics Private Limited	2,700.00	-	-	-
	Sidwal Refrigeration Industries Private Limited	10,200.00	-	-	-
<b>2</b>	<b>Trade payables</b>				
	PICL (India) Private Limited	218.70	-	-	-
	Appserve Appliance Private Limited	2.61	-	-	-
	Sidwal Refrigeration Industries Private Limited	1.63	-	-	-
	IL JIN Electronics (India) Private Limited	6.18	-	-	-
	AK & Co.	-	27.28	-	-
	SL & Co.	-	27.28	-	-
<b>3</b>	<b>Trade receivables</b>				
	PICL (India) Private Limited	204.99	-	-	-
	Ever Electronics Private Limited	17.87	-	-	-
	Sidwal Refrigeration Industries Private Limited	63.19	-	-	-
	IL JIN Electronics (India) Private Limited	257.05	-	-	-
<b>4</b>	<b>Advances to supplier (disclosed under other current assets)</b>				
	PICL (India) Private Limited	0.23	-	-	-
<b>5</b>	<b>Advances from customer (disclosed under other current liabilities)</b>				
	PICL (India) Private Limited	0.14	-	-	-
<b>6</b>	<b>Unsecured loan given (disclosed under non-current loans)</b>				
	PICL (India) Private Limited	2,548.56	-	-	-
<b>7</b>	<b>Lease Liabilities (Non-current)</b>				
	AK & Co.	-	427.64	-	-
	SL & Co.	-	427.64	-	-
<b>8</b>	<b>Lease Liabilities (Current)</b>				
	AK & Co.	-	99.57	-	-
	SL & Co.	-	99.57	-	-



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>9</b>	<b>Rent payable (disclosed under trade payables)</b>				
	Mr. Jasbir Singh	-	-	9.45	-
	Mr. Daljit Singh	-	-	3.54	-
	Ms. Amandeep Kaur	-	-	-	7.09
	Ms. Sukhmani Lakhat	-	-	-	9.45
<b>10</b>	<b>Security deposits given (disclosed under non-current loans)</b>				
	AK & Co.	-	50.92	-	-
	SL & Co.	-	50.92	-	-
<b>11</b>	<b>Security deposits given (disclosed under current loans)</b>				
	Mr. Jasbir Singh	-	-	79.80	-
	Mr. Daljit Singh	-	-	79.80	-
	Ms. Amandeep Kaur	-	-	-	8.55
	Ms. Sukhmani Lakhat	-	-	-	11.40
<b>12</b>	<b>Payable to KMP's (disclosed under other current financial liabilities)</b>				
	Mr. Jasbir Singh	-	-	29.70	-
	Mr. Daljit Singh	-	-	21.56	-
	Mr. Udaiveer Singh	-	-	10.54	-
	Mr. Sudhir Goyal	-	-	10.83	-
	Ms. Konica Yadav	-	-	1.19	-
	Mr. Sanjay Arora	-	-	4.23	-
	Mr. Sachin Gupta	-	-	11.15	-
<b>13</b>	<b>Loans to KMP's (disclosed under current loans)</b>				
	Mr. Sachin Gupta	-	-	14.36	-
	Mr. Sudhir Goyal	-	-	8.41	-
	Mr. Sanjay Arora	-	-	0.87	-
	Ms. Konica Yadav	-	-	2.03	-
<b>14</b>	<b>Advances to KMP's (disclosed under other current assets)</b>				
	Mr. Satwinder Singh	-	-	0.50	-

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>15</b>	<b>Post-employment benefits of KMP's</b>				
	Mr. Jasbir Singh	-	-	42.40	-
	Mr. Daljit Singh	-	-	29.58	-
	Mr. Udaiveer Singh	-	-	24.92	-
	Mr. Sudhir Goyal	-	-	8.40	-
	Ms. Konica Yadav	-	-	1.94	-
	Mr. Sanjay Arora	-	-	15.49	-
	Mr. Sachin Gupta	-	-	7.08	-
<b>16</b>	<b>Personal guarantees taken *</b>				
	Mr. Jasbir Singh	-	-	284.93	-
	Mr. Daljit Singh	-	-	284.93	-

\* The above disclosed balances of personal guarantees taken include original sanctioned limits of term loans by the continuing banks.

\*\* The above disclosed balances of corporate guarantee taken and given include original sanctioned limits of working capital facilities and term loans by the continuing banks.

### The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2020

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(A)</b>	<b>Transactions made during the year:</b>				
<b>1</b>	<b>Rent paid</b>				
	Mr. Jasbir Singh	-	-	45.60	-
	Mr. Daljit Singh	-	-	17.10	-
	Ms. Amandeep Kaur	-	-	-	25.65
	Ms. Sukhmani Lakhat	-	-	-	34.20
<b>2</b>	<b>Sale of products</b>				
	PICL (India) Private Limited	152.92	-	-	-
	IL JIN Electronics (India) Private Limited	169.69	-	-	-
	Ever Electronics Private Limited	0.35	-	-	-
	Sidwal Refrigeration Industries Private Limited	156.10	-	-	-

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>3</b>	<b>Purchase of raw material</b>				
	PICL (India) Private Limited	6,059.03	-	-	-
	IL JIN Electronics (India) Private Limited	477.32	-	-	-
	Sidwal Refrigeration Industries Private Limited	29.54	-	-	-
<b>4</b>	<b>Purchase of property, plant and equipment</b>				
	PICL (India) Private Limited	8.28	-	-	-
<b>5</b>	<b>Assets taken on lease</b>				
	AK & Co.		663.73		
	SL & Co.		663.73		
<b>6</b>	<b>Finance Cost</b>				
	AK & Co.	-	60.65	-	-
	SL & Co.	-	60.65	-	-
<b>7</b>	<b>Interest income on others</b>				
	AK & Co.	-	4.23	-	-
	SL & Co.	-	4.23	-	-
<b>8</b>	<b>Amortisation of corporate guarantee</b>				
	Ever Electronics Private Limited	7.04	-	-	-
<b>9</b>	<b>Rent received</b>				
	PICL (India) Private Limited	36.00	-	-	-
<b>10</b>	<b>Remuneration paid to KMP's</b>				
	Sitting fees (including commission) to independent directors	-	-	52.75	-
	Salary paid*	-	-	775.47	-
	<b>*Name of KMP</b>				
	Mr. Jasbir Singh	-	-	262.00	-
	Mr. Daljit Singh	-	-	244.00	-
	Mr. Sudhir Goyal	-	-	62.10	-
	Ms. Konica Yadav	-	-	12.95	-
	Mr. Sanjay Arora	-	-	70.47	-
	Mr. Sachin Gupta	-	-	65.65	-
	Mr. Udaiveer Singh	-	-	58.30	-
<b>11</b>	<b>Professional charges</b>				
	Mr. Kartar Singh	-	-	-	16.80

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>12</b>	<b>Extinguishment of personal guarantees taken*</b>				
	Mr. Jasbir Singh	-	-	31,000.00	-
	Mr. Daljit Singh	-	-	28,000.00	-
<b>13</b>	<b>Corporate guarantee given**</b>				
	Ever Electronics Private Limited	2,700.00	-	-	-
	IL JIN Electronics (India) Private Limited	5,750.00	-	-	-
	Sidwal Refrigeration Industries Private Limited	10,900.00	-	-	-
<b>14</b>	<b>Corporate guarantee taken**</b>				
	AK & Co.	-	5,000.00	-	-
	SL & Co.	-	5,000.00	-	-
<b>15</b>	<b>Extinguishment of corporate guarantees given**</b>				
	IL JIN Electronics (India) Private Limited	5,100.00	-	-	-

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(B)</b>	<b>Balances at year end</b>				
<b>1</b>	<b>Corporate guarantee given **</b>				
	PICL (India) Private Limited	6,600.00	-	-	-
	IL JIN Electronics (India) Private Limited	5,750.00	-	-	-
	Ever Electronics Private Limited	5,400.00	-	-	-
	Sidwal Refrigeration Industries Private Limited	10,900.00	-	-	-
<b>2</b>	<b>Trade payables</b>				
	Amrit Aircon System Private Limited	-	3.05	-	-
	Appserve Appliance Private Limited	3.59	-	-	-
	IL JIN Electronics (India) Private Limited	70.78	-	-	-
	AK & Co.	-	45.33	-	-
	SL & Co.	-	53.33	-	-

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>3</b>	<b>Trade receivables</b>				
	Ever Electronics Private Limited	6.05	-	-	-
	Sidwal Refrigeration Industries Private Limited	69.70	-	-	-
	IL JIN Electronics (India) Private Limited	62.46	-	-	-
<b>4</b>	<b>Advances to supplier (disclosed under other current assets)</b>				
	PICL (India) Private Limited	497.35	-	-	-
<b>5</b>	<b>Lease Liabilities (Non-current)</b>				
	AK & Co.	-	475.44	-	-
	SL & Co.	-	475.44	-	-
<b>6</b>	<b>Lease Liabilities (Current)</b>				
	AK & Co.	-	94.20	-	-
	SL & Co.	-	94.20	-	-
<b>7</b>	<b>Corporate guarantee liability (disclosed under other non-current financial liabilities)</b>				
	Ever Electronics Private Limited	31.61	-	-	-
<b>8</b>	<b>Rent payable (disclosed under trade payables)</b>				
	Mr. Jasbir Singh	-	-	12.31	-
	Mr. Daljit Singh	-	-	4.62	-
	Ms. Amandeep Kaur	-	-	-	9.23
	Ms. Sukhmani Lakhat	-	-	-	12.31
<b>9</b>	<b>Security deposits given (disclosed under non-current loans)</b>				
	AK & Co.	-	45.98	-	-
	SL & Co.	-	45.98	-	-
<b>10</b>	<b>Security deposits given (disclosed under current loans)</b>				
	Mr. Jasbir Singh	-	-	79.80	-
	Mr. Daljit Singh	-	-	79.80	-
	Ms. Amandeep Kaur	-	-	-	8.55
	Ms. Sukhmani Lakhat	-	-	-	11.40

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>11</b>	<b>Payable to KMP's (disclosed under other current financial liabilities)</b>				
	Mr. Jasbir Singh	-	-	57.06	-
	Mr. Daljit Singh	-	-	63.12	-
	Mr. Udaiveer Singh	-	-	8.36	-
	Mr. Sudhir Goyal	-	-	8.11	-
	Ms. Konica Yadav	-	-	0.09	-
	Mr. Sanjay Arora	-	-	0.09	-
	Mr. Sachin Gupta	-	-	8.65	-
	Dr. Girish Kumar Ahuja	-	-	8.86	-
	Mr. Satwinder Singh	-	-	8.86	-
	Ms. Sudha Pillai	-	-	8.86	-
<b>12</b>	<b>Loans to KMP's (disclosed under current loans)</b>				
	Mr. Sachin Gupta	-	-	11.51	-
	Mr. Sudhir Goyal	-	-	8.55	-
	Mr. Sanjay Arora	-	-	3.02	-
	Ms. Konica Yadav	-	-	1.48	-
	Mr. Udaiveer Singh	-	-	0.67	-
<b>13</b>	<b>Post-employment benefits of KMP's</b>				
	Mr. Jasbir Singh	-	-	39.52	-
	Mr. Daljit Singh	-	-	27.19	-
	Mr. Udaiveer Singh	-	-	23.00	-
	Mr. Sudhir Goyal	-	-	7.61	-
	Ms. Konica Yadav	-	-	1.73	-
	Mr. Sanjay Arora	-	-	13.90	-
	Mr. Sachin Gupta	-	-	6.27	-
<b>14</b>	<b>Personal guarantees taken *</b>				
	Mr. Jasbir Singh	-	-	10,946.30	-
	Mr. Daljit Singh	-	-	3,946.30	-
<b>15</b>	<b>Corporate guarantee taken **</b>				
	AK & Co.	-	5,000.00	-	-
	SL & Co.	-	5,000.00	-	-

\* The above disclosed balances of personal guarantees taken include original sanctioned limits of working capital facilities and term loans by the continuing banks.

\*\* The above disclosed balances of corporate guarantee taken and given include original sanctioned limits of working capital facilities and term loans by the continuing banks.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**47. ASSETS PLEDGED AS SECURITY**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Current</b>		
Inventories	61,107.92	56,040.08
Trade receivables	92,074.35	77,636.02
Cash and cash equivalents, and other bank balances	26,819.04	9,167.20
Investments	5,294.47	-
Loans, other financial assets and other current assets	4,746.36	6,470.16
<b>Total current assets pledged as security</b>	<b>1,90,042.14</b>	<b>1,49,313.46</b>
<b>Non-current</b>		
Property, plant and equipment	50,341.48	50,812.40
Investments	4,551.87	15,172.89
<b>Total assets pledged as security</b>	<b>2,44,935.48</b>	<b>2,15,298.75</b>

**48. TAX EXPENSE**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Income tax expense recognised in statement of profit and loss</b>		
<b>Current tax</b>		
Current tax expense for current year	1,695.28	2,847.36
Current tax expense pertaining to prior years	19.20	34.12
	<b>1,714.48</b>	<b>2,881.48</b>
<b>Deferred tax</b>		
Deferred tax expense/(benefit) for current year	679.87	(1,029.03)
Deferred tax expense/(benefit) pertaining to prior years	201.48	(755.56)
	<b>881.35</b>	<b>(1,784.59)</b>
	<b>2,595.83</b>	<b>1,096.89</b>

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 34.94% and the reported tax expense in profit or loss are as follows:

Profit before tax	7,751.52	12,890.89
Income tax using the Company's domestic tax rate *	34.94%	34.94%
<b>Expected tax expense [A]</b>	<b>2,708.69</b>	<b>4,504.59</b>
<b>Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense</b>		
Non-deductible expenses/non-taxable income	(84.16)	143.54
Measurement of deferred taxes on expected tax rates	(267.91)	(2,445.29)
Weighted and standard deduction for certain expenditure under Income Tax Act, 1961	-	(354.23)
Tax expense related to earlier years	220.68	(721.44)
Others	18.53	(30.28)
<b>Total adjustments [B]</b>	<b>(112.86)</b>	<b>(3,407.70)</b>
<b>Actual tax expense [C=A+B]</b>	<b>2,595.83</b>	<b>1,096.89</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
* Domestic tax rate applicable to the Company has been computed as follows		
Base tax rate	30%	30%
Surcharge (% of tax)	12%	12%
Cess (% of tax)	4%	4%
Applicable rate	34.94%	34.94%

The Taxation Laws (Amendment) Act, 2019 has amended the Income-tax Act, 1961 to provide an option to the Company to pay Income-tax at concessional rate of 22% plus applicable surcharge and cess, subject to certain specified conditions, as compared to the present rate of 30% plus applicable surcharge and cess for the assessment year 2020-21 onwards. The Company expects to avail the lower tax rate from a later financial year and accordingly remeasured deferred tax at such concessional rate, only to the extent that the deferred tax assets are expected to be realised or deferred tax liabilities are expected to be settled in the periods during which the Company expects to be subject to lower tax rate.

### Unused tax credits

#### MAT credit

The Company had unused MAT credit amounting to ₹ 3,652.30 lakh as at 31 March 2021 (previous year : ₹ 4,174.60 lakh). MAT paid can be carried forward for a period of 15 years and can be set off against the future tax liabilities. MAT is recognised as a deferred tax asset only when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

#### Capital losses

The Company has not recognised deferred tax of ₹ 67.88 lakh on unused long term capital losses under the head Capital Gains as the Company is not likely to generate taxable income under the same head in foreseeable future. These losses will expire in financial year ending 31 March 2029.

## 49. EARNINGS PER SHARE

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Net profit attributable to equity shareholders</b>	5,155.69	11,794.00
Number of weighted average equity shares (Nominal value of ₹ 10 each)		
- Basic	3,26,96,348	3,14,46,540
- Diluted	3,26,96,348	3,14,46,540
Earnings per share- after exceptional items and tax		
- Basic	15.77	37.50
- Diluted	15.77	37.50

## 50. LEASES

Lease liabilities are presented in the statement of financial position as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Current	212.47	206.56
Non-current	867.71	963.30
	<b>1,080.18</b>	<b>1,169.86</b>



## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

The Company has leases for plant and machinery, office premises, factory lands and related facilities. With the exception of short-term leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right-of-use asset can only be used by the Company. For leases over factory premises, the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

### A The following are amounts recognised in profit or loss:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Depreciation expense of right-of-use assets	303.84	209.08
Interest expense on lease liabilities	114.55	147.94
Rent expense*	1,821.46	1,865.83
<b>Total</b>	<b>2,239.85</b>	<b>2,222.85</b>

\*Rent expense in case of short term leases

**B** The lease liabilities are secured by the related underlying assets. The maturity analysis of lease liabilities are disclosed in note 53.

**C** The Company does not have any liability to make variable lease payments for the right to use the underlying asset recognised in the financials.

**D** Total cash outflow for leases for the year ended 31 March 2021 was ₹ 1,479.13 lakh (previous year: ₹ 1,438.06 lakh).

### E Operating leases as lessor

The Company leases out investment properties under operating leases (refer note 6).

#### Impact of COVID-19

The Company does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant. The leases that the Company has entered with lessors towards plant and machineries and properties used as factories are long term in nature and no changes in terms of those leases are expected due to the COVID-19.

## 51. EMPLOYEE BENEFIT OBLIGATIONS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021		31 March 2020	
	Current	Non-current	Current	Non-current
Gratuity	54.75	268.66	47.95	274.06
Compensated absences	55.66	133.06	55.00	93.07
<b>Total</b>	<b>110.41</b>	<b>401.72</b>	<b>102.95</b>	<b>367.14</b>

### A Disclosure of gratuity

(i) Amount recognised in the statement of profit and loss is as under:

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Current service cost	76.52	63.96
Interest cost	22.71	22.69
<b>Net impact on profit (before tax)</b>	<b>99.23</b>	<b>86.65</b>
Actuarial (gain)/loss recognised during the year	(11.65)	45.16
<b>Amount recognised in total comprehensive income</b>	<b>87.58</b>	<b>131.81</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (ii) Change in the present value of obligation:

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
<b>Present value of defined benefit obligation as at the beginning of the year</b>	<b>501.70</b>	<b>382.79</b>
Current service cost	76.52	63.96
Interest cost	35.12	26.80
Benefits paid	(26.52)	(16.49)
Actuarial (gain)/loss	(13.54)	44.64
<b>Present value of defined benefit obligation as at the end of the year</b>	<b>573.28</b>	<b>501.70</b>

### (iii) Movement in the plan assets recognised in the balance sheet is as under:

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
<b>Fair value of plan assets at the beginning of the year</b>	<b>179.69</b>	<b>52.03</b>
Expected return on plan assets	12.41	4.11
Contributions	86.88	124.07
Benefits paid	(24.75)	-
Adjustments*	(2.47)	-
Actuarial (loss)	(1.89)	(0.52)
<b>Fair value of plan assets at the end of the year</b>	<b>249.87</b>	<b>179.69</b>

\*100% of fund is managed by Insurance Company.

### (iv) Reconciliation of present value of defined benefit obligation and the fair value of assets:

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Present value of funded obligation as at the end of the year	573.28	501.70
Fair value of plan assets as at the end of the year funded status	249.87	179.69
<b>Unfunded/funded net liability recognised in balance sheet</b>	<b>323.41</b>	<b>322.01</b>

### (v) Breakup of actuarial (gain)/loss:

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Actuarial (gain)/loss from change in demographic assumption	-	-
Actuarial (gain)/loss from change in financial assumption	1.78	49.11
Actuarial (gain)/loss from experience adjustment	(13.43)	(3.95)
<b>Total actuarial (gain)/loss</b>	<b>(11.65)</b>	<b>45.16</b>

### (vi) Actuarial assumptions

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Discount rate	7.00%	7.00%
Expected rate of return	7.00%	7.00%
Mortality rate	IALM 2012-14	IALM 2012-14
Rate of increase in compensation levels	5.00%	5.00%
Retirement age	60 years	60 years

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Notes:

- 1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
- 3) Plan assets do not include any of the Company's own financial assets or other assets used by the Company. The Company makes contributions to Life Insurance Corporation of India ("LIC of India"). The assets managed by the fund manager are highly liquid in nature and the Company does not expect any significant liquidity risks.
- 4) The Company makes annual contributions to the LIC of an amount advised by them.
- 5) The best estimated expense for the next year is ₹ 86.56 lakh.
- 6) The weighted average duration of defined benefit obligation is 15-24 years (previous year : 15-22 years).

### (vii) Sensitivity analysis for gratuity liability

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
<b>Impact of change in discount rate</b>		
Present value of obligation at the end of the year	573.28	501.70
- Impact due to increase of 1 %	(56.71)	(45.15)
- Impact due to decrease of 1 %	52.02	52.85
<b>Impact of change in salary increase</b>		
Present value of obligation at the end of the year	573.28	501.70
- Impact due to increase of 1 %	52.63	53.39
- Impact due to decrease of 1 %	(58.06)	(46.36)

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

### (viii) Maturity profile of defined benefit obligation

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Within next 12 months	54.39	47.95
Between 1-5 years	69.33	52.87
Beyond 5 years	449.56	400.88

## B Disclosure of compensated absences

### Actuarial assumptions

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Discount rate	7.00%	7.00%
Rate of increase in compensation levels	5.00%	5.00%
Retirement age	60 years	60 years

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 52. FAIR VALUE DISCLOSURES

#### i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

#### ii) Financial instruments measured at fair value - recurring fair value measurements

The following table shows the levels within the hierarchy of financial assets and financial liabilities measured at fair value on a recurring basis.

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Level	31 March 2021	31 March 2020
<b>Financial assets</b>			
Derivative asset [refer (a) below]	Level 2	62.81	-
Investment in quoted bonds [refer (c) below]	Level 1	10,807.14	-
<b>Financial liabilities</b>			
Derivative liability [refer (a) below]	Level 2	-	0.46
Deferred consideration [refer (b) below]	Level 3	-	5,846.36

#### A. Valuation process and technique used to determine fair value

- Derivative financial instruments are valued using forward exchange rates at the balance sheet date.
- In order to arrive at the fair value of deferred consideration as at 31 March 2020, the Company obtained independent valuations. The technique used by the valuer was Option Pricing Method.
- The fair value of investments in quoted bonds is based on the current bid price of respective investment as at the balance sheet date.

#### B. Significant unobservable inputs used in Level 3 fair values and sensitivity of the closing values as at end of reporting period to such inputs is as below :

(All amounts in ₹ in lakh unless otherwise stated)

Description	As at 31 March 2020
<b>Impact on fair value if change in volatility</b>	
- Impact due to increase of 2.00 %	30.81
- Impact due to decrease of 2.00 %	(30.73)
<b>Impact on fair value if change in weighted average cost of capital</b>	
- Impact due to increase of 1.00 %	(12.83)
- Impact due to decrease of 1.00 %	13.20
<b>Impact on fair value if change in forecasted EBITDA</b>	
- Impact due to increase of 5.00 %	109.81
- Impact due to decrease of 5.00 %	(98.62)

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**C. The following table presents the changes in level 3 items for the period ended 31 March 2021:**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Deferred consideration
<b>As at 01 April 2019</b>	-
Financial liabilities initially measured and recognised	6,547.26
Payment made on account of investment in Sidwal	(536.88)
Upon subsequent measurement, gain recognised in statement of profit and loss on account of fair value changes	(164.01)
<b>As at 31 March 2020</b>	<b>5,846.36</b>
Payment made on account of investment in Sidwal	(4,873.74)
Upon settlement, gain recognised in statement of profit and loss on account of fair value changes	(554.82)
Financial liabilities recognised and subsequently measured at amortised cost	(417.80)
<b>As at 31 March 2021</b>	<b>-</b>

**(iii) Fair value of instruments measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Level	31 March 2021		31 March 2020	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>					
Loans	Level 3	3,195.32	3,223.75	869.28	874.81
Other financial assets	Level 3	10,246.82	10,246.82	64.63	64.63
<b>Total financial assets</b>		<b>13,442.14</b>	<b>13,470.56</b>	<b>933.91</b>	<b>939.44</b>
<b>Financial liabilities</b>					
Borrowings	Level 3	14,487.66	14,487.66	13,204.43	13,204.43
Lease liabilities	Level 3	1,080.17	1,198.52	1,169.86	1,190.03
Other financial liabilities	Level 3	-	-	31.61	31.61
<b>Total financial liabilities</b>		<b>15,567.83</b>	<b>15,686.18</b>	<b>14,405.90</b>	<b>14,426.07</b>

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables, short term borrowings and other current financial 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:

- (i) Long-term fixed-rate receivables are evaluated by the Company based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors.
- (ii) The fair values of the Company's borrowings, fixed interest-bearing receivables and lease liabilities are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2021 was assessed to be insignificant.
- (iii) All the other long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 53. FINANCIAL RISK MANAGEMENT

#### i) Financial instruments by category

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021			31 March 2020		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments*	-	10,807.14	-	-	-	-
Loans	-	-	4,989.70	-	-	2,064.57
Other financial assets	62.81	-	10,329.16	-	-	3,037.35
Trade receivables	-	-	92,074.35	-	-	77,636.02
Cash and cash equivalents	-	-	16,216.32	-	-	4,910.33
Other bank balances	-	-	10,602.71	-	-	4,256.86
<b>Total</b>	<b>62.81</b>	<b>10,807.14</b>	<b>1,34,212.24</b>	<b>-</b>	<b>-</b>	<b>91,905.13</b>
<b>Financial liabilities</b>						
Borrowings	-	-	30,935.54	-	-	29,235.08
Trade payables	-	-	1,18,135.65	-	-	97,768.04
Lease liabilities	-	-	1,080.18	-	-	1,169.86
Other financial liabilities	-	-	2,875.51	5,846.82	-	3,645.26
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,53,026.88</b>	<b>5,846.82</b>	<b>-</b>	<b>1,31,818.24</b>

\*Investments in subsidiaries are carried at cost as per Ind AS 27 – Separate financial statements and therefore, not presented here.

#### ii) Risk Management

The Company's activities expose to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting	Forward contract/hedging, if required
Market risk - interest rate	Long-term and short-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

#### a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk –

(All amounts in ₹ in lakh unless otherwise stated)

Credit rating	Particulars	31 March 2021	31 March 2020
A: Low	Loans	4,989.70	2,064.57
	Investments	44,653.01	33,845.87
	Other financial assets	10,391.97	3,037.35
	Cash and cash equivalents	16,216.32	4,910.33
	Other bank balances	10,602.71	4,256.86
	Trade receivables	92,074.35	77,636.02
C: High	Trade receivables	44.68	32.42

#### *Cash and cash equivalents and bank deposits*

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

#### *Trade receivables*

The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.

#### *Other financial assets measured at amortised cost*

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

### b) Expected credit losses

#### *Trade receivables*

- (i) The Company recognises lifetime expected credit losses on trade receivables using a simplified approach and uses historical information to arrive at loss percentage relevant to each category of trade receivables.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Impact of COVID-19

In addition to the historical pattern of credit loss, the Company has considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is not based on any mathematical model but an assessment considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable. The Company closely monitors its customers who are going through financial stress and assesses actions such as change in payment terms, recognition of revenue on collection basis etc., depending on severity of each case.

- (ii) Reconciliation of loss allowance provision from beginning to end of reporting period:

(All amounts in ₹ in lakh unless otherwise stated)

Reconciliation of loss allowance	Trade receivables
<b>Loss allowance on 01 April 2019</b>	<b>30.95</b>
Add (Less): Changes in loss allowances due to bad debts	1.47
<b>Loss allowance on 31 March 2020</b>	<b>32.42</b>
Add (Less): Changes in loss allowances due to bad debts	12.26
<b>Loss allowance on 31 March 2021</b>	<b>44.68</b>

#### Other financial assets measured at amortised cost

The Company provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Company can draw to apply consistently to entire population. For such financial assets, the Company's policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

### B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

#### a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
- Expiring within one year (cash credit and other facilities)	35,537.45	27,210.96
- Expiring beyond one year (bank loans)	0.00	-
	<b>35,537.45</b>	<b>27,210.96</b>

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**b) Maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(All amounts in ₹ in lakh unless otherwise stated)

<b>31 March 2021</b>	<b>Less than 1 year</b>	<b>1-3 year</b>	<b>3-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivative</b>					
Borrowings (including interest)	19,886.53	7,661.68	6,240.39	-	<b>33,788.61</b>
Trade payable	1,18,135.65	-	-	-	<b>1,18,135.65</b>
Lease liabilities	222.57	438.05	472.45	479.52	<b>1,612.59</b>
Other financial liabilities	2,875.51	-	-	-	<b>2,875.51</b>
<b>Total</b>	<b>1,41,120.25</b>	<b>8,099.73</b>	<b>6,712.85</b>	<b>479.52</b>	<b>1,56,412.36</b>

(All amounts in ₹ in lakh unless otherwise stated)

<b>31 March 2020</b>	<b>Less than 1 year</b>	<b>1-3 year</b>	<b>3-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivative</b>					
Borrowings (including interest)	19,207.65	5,983.90	5,652.05	2,725.78	<b>33,569.37</b>
Trade payable	97,768.04	-	-	-	<b>97,768.04</b>
Lease liabilities	205.16	429.82	450.73	720.27	<b>1,805.98</b>
Other financial liabilities	3,620.67	5,860.40	10.55	-	<b>9,491.62</b>
<b>Derivative</b>					
Derivative liability	0.46	-	-	-	<b>0.46</b>
<b>Total</b>	<b>1,20,801.98</b>	<b>12,274.12</b>	<b>6,113.33</b>	<b>3,446.05</b>	<b>1,42,635.48</b>

**C) Market risk**
**a) Foreign currency risk**

- (i) The Company uses foreign currency forward exchange contracts to hedge its risks associated with fluctuations in foreign currencies relating to foreign currency liabilities. The following are outstanding derivatives contracts:

(All amounts in ₹ in lakh unless otherwise stated)

<b>Nature of hedge instrument</b>	<b>Description of hedge</b>	<b>31 March 2021</b>		<b>31 March 2020</b>	
		<b>Amount in foreign currency (USD)</b>	<b>Amount in ₹ lakh</b>	<b>Amount in foreign currency (USD)</b>	<b>Amount in ₹ lakh</b>
<b>Contract : Forward contract</b>					
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of direct imports	64,32,197	4,706.19	9,03,775	681.32
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of imports against letter of credit	66,53,025	4,867.76	19,11,596	1,441.07

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (ii) Unhedged foreign currency risk exposure in USD:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Financial assets	513.85	240.66
Financial liabilities	33,165.99	34,355.70
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>(32,652.14)</b>	<b>(34,115.04)</b>

#### Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>USD sensitivity</b>		
₹/USD- increase by 4.38% (previous year : 5.45%)*	(1,430.16)	(1,859.27)
₹/USD- decrease by 4.38% (previous year : 5.45%)*	1,430.16	1,859.27

\* Holding all other variables constant

### b) Interest rate risk

#### i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2021, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in fixed deposits, all pay fixed interest rates.

*Interest rate risk exposure*

Below is the overall exposure of the Company to interest rate risk:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Variable rate borrowing	28,979.47	20,943.60
Fixed rate borrowing	1,874.20	8,262.71
<b>Total borrowings</b>	<b>30,853.67</b>	<b>29,206.31</b>
Amount disclosed under other current financial liabilities	2,323.00	1,915.02
<b>Amount disclosed under borrowings</b>	<b>28,530.67</b>	<b>27,291.29</b>

#### Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>Interest sensitivity*</b>		
Interest rates – increase by 100 bps (previous year: 100 bps)*	289.79	209.44
Interest rates – increase by 100 bps (previous year: 100 bps)*	(289.79)	(209.44)

\* Holding all other variables constant

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

### c) Price risk

#### Exposure

The Company's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

#### Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity and other comprehensive income for the period :

#### Impact on other comprehensive income before tax

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021
<b>Quoted bonds</b>	
Value per bond - increase by 50 bps	54.04
Value per bond - decrease by 50 bps	(54.04)

### D) Other risk- Impact of COVID-19

In March 2020, World Health Organisation (WHO) had declared the outbreak of Novel Coronavirus Infection Disease 2019 (COVID-19) as a pandemic. Complying with the directives of Government, the plants and offices of the Company had been under lock-down for few months, resulting thereto, the operations for the year have been impacted. Post lockdown, the Company has gradually resumed its manufacturing operations to normal. However, the recent second wave of Covid-19 has resulted in re-imposition of partial lockdowns/restrictions in various states, which might continue to impact the Company's performance.

The Company has taken into account all the possible impacts of COVID-19 including the possible impacts of second wave in preparation of these standalone financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non-financial assets, investments, leases, impact on revenues and cost etc. The Company has carried out this assessment based on available internal and external sources of information upto the date of approval of these standalone financial statements and believes that the impact of COVID-19 is not material to these standalone financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on these standalone financial statements may differ from that estimated as at the date of approval of these standalone financial statements owing to the nature and duration of COVID-19.

## 54. CAPITAL MANAGEMENT

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (a) Debt equity ratio

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Total borrowings*	14,405.79	13,175.67
Total equity	1,52,597.34	1,08,075.18
<b>Net debt to equity ratio</b>	<b>0.09</b>	<b>0.12</b>

\*Total borrowings doesn't include short-term borrowings.

### (b) Dividends

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>(i) Equity shares</b>		
Interim dividend of ₹ 3.20 per share (excluding tax) for the year ended 31 March 2020	-	1,006.29
<b>(ii) Dividends proposed</b>		
In addition to the above, dividends, if any recommended by the Board of Directors post end of relevant reporting year shall be accrued and distributed in the year of approval in annual general meeting.	-	-

**55.** The Company was required to spend ₹ 232.91 lakh (previous year : ₹ 174.29 lakh) on Corporate social responsibility (CSR) activities during the year ended 31 March 2021 in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The details of amount actually spent by the Company during the year are:

#### For the year ended 31 March 2021:

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Particulars	Amount paid in cash*	Amount yet to be paid in cash	Total
(i)	Preventing and Promoting Health Care, Sanitation And Making Available Safe Drinking Water	89.02	-	89.02
(ii)	Promoting Education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	49.94	-	49.94
(iii)	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	5.50	-	5.50
(iv)	Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agroforestry, conservation of natural resources & maintaining quality of soil, air & water	3.19	-	3.19
(v)	Contribution to the prime minister's national relief fund [or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;	10.47	-	10.47
	<b>Total</b>	<b>158.11</b>	<b>-</b>	<b>158.11</b>
	Unspent amount provided during the current year*	74.80	-	74.80
	<b>Total</b>	<b>232.91</b>	<b>-</b>	<b>232.91</b>
	Amount transferred to Unspent CSR account as per section 135(6)*	74.80	-	74.80

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

\*The Company has transferred ₹ 74.80 lakh on 28 April 2021 to separate CSR account within 30 days from the end of financial year in accordance with the CSR Amendment Rules, 2021. Accordingly, the Company has provided for such unspent CSR amount.

**For the year ended 31 March 2020:**

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Particulars	Amount paid in cash*	Amount yet to be paid in cash	Total
(i)	Preventing and Promoting Health Care, Sanitation And Making Available Safe Drinking Water	82.92	-	82.92
(ii)	Promoting Education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	64.90	-	64.90
(iii)	Construction of homes and hostels for woman and old age people	19.00	-	19.00
(iv)	Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agroforestry, conservation of natural resources & maintaining quality of soil, air & water	7.47	-	7.47
	<b>Total</b>	<b>174.29</b>	<b>-</b>	<b>174.29</b>

\*Represents amount paid through bank

**56. PARTICULARS OF LOANS GIVEN/INVESTMENTS MADE/GUARANTEES GIVEN, AS REQUIRED BY CLAUSE (4) OF SECTION 186 OF THE COMPANIES ACT, 2013:**

(All amounts in ₹ in lakh unless otherwise stated)

Name	Nature	Amount of loan outstanding as at 31 March 2021	Rate of interest (p.a.)	Purpose for which the loan/security/guarantee is utilised
PICL (India) Private Limited	Guarantee	5,121.26	8.20% to 9.35%	Capital expenditure and working capital requirement
PICL (India) Private Limited	Unsecured loan	2,548.56	6 months MCLR + 0.80%	Capital expenditure and working capital requirement
DSP Works Automation and Wireless Network Solutions Private Limited	Unsecured loan	50.24	7.00%	Working capital requirement
IL JIN Electronics (India) Private Limited	Guarantee	1,756.58	6.00% to 7.60 %	Capital expenditure and working capital requirement
Ever Electronics Private Limited	Guarantee	1,819.96	6.00% to 8.10 %	Capital expenditure and working capital requirement
Sidwal Refrigeration Industries Private Limited	Guarantee	8,155.55	7.90%	Working capital requirement

Investment made has been disclosed in note 9.

**57. SEGMENT INFORMATION**

The Company's primary business segment is reflected based on principal business activities carried on by the Company. Chairman and Managing Director have been identified as the Chief Operating Decision Makers ('CODM') and evaluates the Company's performance and allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, there are no separate reportable business segments as per Ind AS 108- Operating Segments. The Company operates in one reportable business segment i.e., manufacturing of consumer durable products and is primarily operating in India and hence, considered as single geographical segment. Majority of the revenue is derived from one geography and two external customers amounting to ₹ 103,153.89 lakh (previous year: ₹ 180,492.43 lakh from five external customers).

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 58. REVENUE FROM CONTRACTS WITH CUSTOMERS

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- (i) Identifying the contract with a customer
- (ii) Identifying the performance obligations
- (iii) Determining the transaction price
- (iv) Allocating the transaction price to the performance obligations
- (v) Recognising revenue when/as performance obligation(s) are satisfied.

#### (a) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

(All amounts in ₹ in lakh unless otherwise stated)

Revenue from operations	31 March 2021			31 March 2020		
	Products	Other operating revenue*	Total	Products	Other operating revenue*	Total
<b>Revenue by geography</b>						
Domestic	2,25,315.26	3,491.64	2,28,806.90	2,94,512.60	2,677.29	2,97,189.89
Export	510.72	-	510.72	635.43	-	635.43
<b>Total</b>	<b>2,25,825.98</b>	<b>3,491.64</b>	<b>2,29,317.62</b>	<b>2,95,148.03</b>	<b>2,677.29</b>	<b>2,97,825.32</b>
<b>Revenue by time</b>						
Revenue recognised at point in time			2,29,317.62			2,97,825.32
Revenue recognised over time			-			-
<b>Total</b>			<b>2,29,317.62</b>			<b>2,97,825.32</b>

\* Excluding budgetary support under Goods and Services Tax regime, Electricity duty subsidy and others, if any.

#### (b) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

(All amounts in ₹ in lakh unless otherwise stated)

Description	Year ended 31 March 2021	Year ended 31 March 2020
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	117.42	674.64
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-
<b>Total</b>	<b>117.42</b>	<b>674.64</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**(c) Assets and liabilities related to contracts with customers**

(All amounts in ₹ in lakh unless otherwise stated)

Description	As at 31 March 2021		As at 31 March 2020	
	Non-current	Current	Non-current	Current
<b>Contract liabilities related to sale of goods</b>				
Advance from customers	-	443.16	-	128.17
Deferred revenue	-	286.57	-	212.67

Remaining performance obligations as at the reporting date are expected to be recognised over the next year by the Company.

**(d) Reconciliation of revenue recognised in Statement of Profit and Loss with Contract price**

(All amounts in ₹ in lakh unless otherwise stated)

Description	Year ended 31 March 2021	Year ended 31 March 2020
Contract price	2,29,557.59	2,98,187.48
Less: Discount, rebates, credits etc.	(239.97)	(362.16)
<b>Revenue from operations</b>	<b>2,29,317.62</b>	<b>2,97,825.32</b>

**59. RESEARCH AND DEVELOPMENT (R&D) EXPENDITURE**

For the year ended 31 March 2018, the Company has incurred the capital expenditure amounting ₹ 1917.62 lakh and revenue expenditure amounting ₹ 587.30 lakh which is eligible for weighted deduction under section 35(2AB) of the Income-tax Act, 1961.

Pursuant to receipt of approval from the Department of Scientific and Industrial Research (DSIR) on 16 August 2019, the Company is eligible to avail weighted deduction under section 35(2AB) of the Income-tax Act, 1961. As per the DSIR guidelines, the Company is required to disclose the expenditure incurred on in-house R&D activities in the financial statements. The amount of expenditure as shown in the respective heads of account is as under:

## (i) R&amp;D capital expenditure included in additions of property, plant and equipment

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Year ended 31 March 2020
Computers	28.13
Furnitures	4.76
Office equipments	14.33
Plant & equipments	915.64
<b>Total R&amp;D capital expenditure (net)</b>	<b>962.86</b>

## (ii) R&amp;D revenue expenditure included in additions of intangible asset under development

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Year ended 31 March 2020
Materials consumed	1,076.18
Employee benefit expense	353.89
Power and fuel	202.19
Other research and development expenses	362.25
<b>Total R&amp;D revenue expenditure (gross)</b>	<b>1,994.51</b>
Less: Realisation on sale of R&D assets not capitalised	(57.13)
<b>Total R&amp;D revenue expenditure (net)</b>	<b>1,937.38</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(iii) Amount eligible for weighted deduction under Section 35(2AB) of the Income Tax Act, 1961

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Year ended 31 March 2020
R&D capital expenditure	962.86
R&D revenue expenditure (gross)	1,047.72
	<b>2,010.58</b>
Less: Realisation on sale of R&D assets	(57.13)
	<b>1,953.45</b>
Amount eligible for deduction under Section 35 of the Income Tax Act, 1961	<b>196.89</b>

In accordance with the proviso to Section 35(2AB) of the Income-tax Act, 1961, the Company is eligible to claim deduction equal to the expenditure incurred on research and development activities from FY 2020-21 onwards as compared to weighted deduction equal to one and one-half times of the expenditure during the previous financial years. Consequently, the Company has decided to discontinue the availment of deduction under Section 35(2AB) of the Income-tax Act, 1961 from 01 April 2020.

### 60. EVENTS AFTER THE REPORTING PERIOD

The Company has evaluated all the subsequent events through 22 May 2021, which is the date on which these standalone financial statements were issued, and no events have occurred from the balance sheet date through that date except for matters that have already been considered in these standalone financial statements.

However, subsequent to the year end, the Board of Directors on the recommendation of the Nomination and Remuneration Committee in its meeting held on 19 April 2021, has granted 2,20,000 options to certain identified eligible employees of the Company and its subsidiaries at ₹ 2,400 per option, under "Amber Enterprises India Limited Employee Stock Option Plan 2017". Vesting will be made in four years in equal ratio i.e. 25% every year, after the statutory period of one year from the date of grant of the options. Exercise period in respect of the options shall commence after the vesting of such options, as authorised by the Nomination and Remuneration Committee and the Board of directors, subject to a maximum period of five years. This was pursuant to the approval from the shareholders through postal ballot concluded on 24 December 2020. These options will vest in line with the current employment agreements.

61. The Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity has received presidential assent on 28 September 2020. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

62. The figures for the corresponding previous year have been regrouped/reclassified, wherever considered necessary, to make them comparable.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021



# INDEPENDENT AUDITOR'S REPORT

## To the Members of Amber Enterprises India Limited

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### Opinion

1. We have audited the accompanying consolidated financial statements of Amber Enterprises India Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group, as at 31 March 2021, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10)

of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules 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.

#### Emphasis of Matter – COVID-19

4. We draw attention to Note 53(ii)(D) to the accompanying consolidated financial statements, which describes the effects of uncertainties relating to the outbreak of COVID - 19 pandemic and management's evaluation of the impact on the Group's operations and the accompanying financial statements of the Group as at the balance sheet date, the extent of which is significantly dependent on future developments.  
Our opinion is not modified in respect of this matter.

#### Key Audit Matters

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

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Carrying value of goodwill and intangible assets with indefinite useful life</b></p> <p>As detailed in Note 2, and 6 to the consolidated financial statements, the group has a carrying value of INR 12,226.84 lakh of goodwill, and INR 8,168.00 lakh of intangible asset with indefinite useful life.</p> <p>In terms with Indian Accounting Standard 36, Impairment of Assets, the management has carried out an impairment analysis which contained certain significant judgements and estimates including forecasting revenue growth, success of new products, margins and discount rate which form the basis of such assessments. Changes in these assumptions could lead to an impairment to the carrying value of goodwill and intangible asset with indefinite useful life.</p> <p>The conclusion of the above analysis was that no impairment was required to be recognized on the carrying value of goodwill and other intangible assets.</p> <p>Considering the materiality of the amount involved and significant degree of judgement and subjectivity involved in the estimates and assumptions used in determining the cash flows used in the impairment evaluation, we have determined impairment of such goodwill and other intangible assets (including intangible assets arising from the business combinations) as a key audit matter.</p>	<p>Our audit work included, but was not restricted to performing the following procedures:</p> <p>a) We reviewed management's process and controls on identification of indicators of impairment of goodwill under the Indian Accounting Standards framework;</p> <p>b) We understood, evaluated and tested controls around management's assessment of the impairment indicators and the impairment tests performed;</p> <p>c) We obtained the impairment analysis carried out by the management and reviewed the valuation report prepared by an independent valuer and examined the reasonableness of key assumptions, including the profit and cash flow growth or decline, terminal values, potential product obsolescence and the selection of discount rates;</p> <p>d) We assessed the professional competence, objectivity and capabilities of the third-party expert considered by the management for performing the required valuations to estimate the recoverable value of the goodwill;</p> <p>e) We reconciled the cash flow projections to the business plans approved by the Holding Company's Board of Directors;</p> <p>f) We challenged the management on the underlying assumptions used for the cash flow projections including the expected growth rates and considered the evidence available to support these assumptions in light of our understanding of the business;</p> <p>g) We assessed the reasonableness of the assumptions used and appropriateness of the valuation methodology applied. We tested the discount rates and long-term growth rates used in the forecast vis-a-vis industry forecasts and the recent changes in economic environment, where appropriate;</p> <p>h) We involved auditor's experts to assess the appropriateness of the valuation model used by the management and the assumptions used relating to discount rates, risk premium, industry growth rates, etc., to assess their reasonability;</p> <p>i) We evaluated the sensitivity analysis performed by management in respect of the key assumptions such as discount and growth rates to ensure that there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the calculation;</p> <p>j) We have evaluated the adequacy of disclosures made by the Holding Company in the consolidated financial statements in view of the requirements as specified in the Indian Accounting Standards.</p>

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Product development - Intangible assets</b></p> <p>As disclosed in note 2, 6 and 7 in the consolidated financial statements, the Group develops various product models and performs trial runs for enhancing the performance and increasing the efficiency of the products. The Group has a research and development department which oversees such development process and conducts trial runs. The Group has capitalised ₹ 3,236.39 Lakh during the year ended 31 March 2021 under Intangible assets and Intangible assets under development on the trial runs which comprises of raw material cost (net of scrap sales) and certain attributable overheads. The Group capitalises the product models when they are ready for sale in the active market.</p> <p>Such developmental activities represent a significant part of the business and the Group uses judgement to determine classification of expenditure into research and development phase wherein, as per the applicable accounting guidance, expenditure incurred on research activities is to be charged off and development costs may be capitalised, subject to specific conditions. Such assessment includes assessing whether the product being developed is commercially feasible, whether the Group has adequate technical, financial and other required resources to complete the development and whether the costs will be fully recovered through future sale of the product.</p> <p>Considering the materiality of the amounts, significant judgement involved in determining the appropriate quantum of development expenses to be capitalised, including those incurred on trial runs, this matter has been considered as a key audit matter for the current year audit.</p>	<p>Our audit work included, but was not restricted to performing the following procedures:</p> <ol style="list-style-type: none"> <li>a) We obtained an understanding of management's process for assessing costs forming part of research and development activities and whether such costs meet recognition criteria in terms with Indian Accounting Standard 38, Intangible Assets;</li> <li>b) We assessed the design and implementation of controls in respect of expenses incurred for trial runs, in addition to testing the effectiveness of key controls operating across the business;</li> <li>c) We obtained a schedule of all the costs capitalised by the Group and on test-check basis, verified that the cost of only those raw materials, that have been used for the purpose of development activities and trial runs, were capitalised, as applicable;</li> <li>d) We also assessed the reasonableness of overheads allocated along with consumption of raw material;</li> <li>e) We further evaluated the commercial viability of the product by considering other information obtained during the audit, including products being developed in previous years, the stage of related sales prospects and, where appropriate, the level of sales generated to determine whether the status and performance of developed products corroborated management's assertions over the technical feasibility and the ability to generate 'probable' future economic benefits;</li> <li>f) We also ensured that the carrying value of these intangible assets under development will be fully recovered by the Group and there are no impairment indicators for these assets. For this assessment, we obtained the product assessment which are being currently developed by the Group and discussed the same with the management, including research and development personnel. Also, we reviewed the product assessment in reference to developed products which were capitalised in the earlier years and being currently sold by the Group;</li> <li>g) We have evaluated the adequacy of disclosures made by the Group in the consolidated financial statements in view of the requirements as specified in the Indian Accounting Standards.</li> </ol>

## INDEPENDENT AUDITOR'S REPORT (Contd.)

### Information other than the Consolidated Financial Statements and Auditor's Report thereon

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

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

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

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

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

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Board of Directors/management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose

of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

internal financial controls with reference to the consolidated financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report

because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

16. As required by section 197(16) of the Act, based on our audit, we report that the Holding Company and its subsidiary companies covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
17. As required by Section 143 (3) of the Act, based on our audit, we report, to the extent applicable, that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) in our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
  - c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
  - e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and its subsidiary companies covered under the Act, none of the directors are disqualified as on 31 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 with reference to financial statements of the Holding Company, and its subsidiary companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II'; and
  - 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 (as amended), in our opinion and to the best of our

## INDEPENDENT AUDITOR'S REPORT (Contd.)

information and according to the explanations given to us:

- i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 45 to the consolidated financial statements;
- ii. the Holding Company did not have any long-term contracts including derivative

contracts for which there were any material foreseeable losses as at 31 March 2021; and

- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies covered under the Act, during the year ended 31 March 2021.

**Place:** Chandigarh  
**Date:** 22 May 2021

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**Sandeep Mehta**  
Partner

Membership No.: 099410  
UDIN: 21099410AAAACJ8240

## ANNEXURE I

### List of entities included in the Consolidated Financial Statement (in addition to the holding company):

1. PICL (India) Private Limited
2. IL JIN Electronics (India) Private Limited
3. Appserve Appliance Private Limited
4. Ever Electronics Private Limited
5. Sidwal Refrigeration Industries Private Limited

## ANNEXURE II

### Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Amber Enterprises India Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company, and its subsidiary companies, which are companies covered under the Act, as at that date.

#### Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') 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 the Company's business, including adherence to the 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.

#### Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements, and the Guidance Note 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 with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

## ANNEXURE II (Contd.)

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, and its subsidiary companies as aforesaid.

### Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and the Board of Directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

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

### Opinion

8. In our opinion, the Holding Company, and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2021, based on the internal financial controls over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**Place:** Chandigarh

**Date:** 22 May 2021

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**Sandeep Mehta**

Partner

Membership No.: 099410

UDIN: 21099410AAAACJ8240



# CONSOLIDATED BALANCE SHEET

## AS AT 31 MARCH 2021

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Notes	As at	
		31 March 2021	31 March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	78,638.68	74,746.41
Capital work-in-progress	5	2,876.46	320.33
Goodwill	6	12,226.84	12,226.84
Other intangible assets	6	23,537.15	23,608.79
Intangible assets under development	7	1,449.98	857.70
Financial assets			
Investments	8	5,512.67	-
Loans	9	1,022.69	1,064.15
Other financial assets	10	10,566.50	364.86
Non-current tax assets (net)	11	907.99	1,769.28
Deferred tax assets (net)	28 B	203.12	191.44
Other non-current assets	12	2,071.17	1,596.25
<b>Total non-current assets</b>		<b>1,39,013.25</b>	<b>1,16,746.05</b>
<b>Current assets</b>			
Inventories	13	71,628.89	65,569.55
Financial assets			
Investments	8	5,294.47	-
Trade receivables	14	1,06,899.17	85,420.16
Cash and cash equivalents	15	17,996.29	7,001.67
Other bank balances	16	10,996.87	5,025.63
Loans	17	2,191.70	1,867.96
Other financial assets	18	818.29	4,527.93
Other current assets	19	3,768.81	3,674.91
<b>Total current assets</b>		<b>2,19,594.49</b>	<b>1,73,087.81</b>
Assets held for sale	20	47.60	247.60
<b>Total assets</b>		<b>3,58,655.34</b>	<b>2,90,081.46</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	21	3,369.37	3,144.65
Other equity	22	1,57,044.72	1,09,695.75
<b>Equity attributable to owners of Holding Company</b>		<b>1,60,414.09</b>	<b>1,12,840.40</b>
Non-controlling interest	23	3,648.52	3,478.64
<b>Total equity</b>		<b>1,64,062.61</b>	<b>1,16,319.04</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	24	16,506.21	13,881.70
Lease liabilities	25	1,186.05	1,292.49
Other financial liabilities	26	-	5,846.36
Provisions	27	1,187.20	1,081.22
Deferred tax liabilities (net)	28 A	7,896.80	6,974.81
Other non-current liabilities	29	178.14	205.68
<b>Total non-current liabilities</b>		<b>26,954.40</b>	<b>29,282.26</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	30	18,441.35	18,169.47
Trade payables	31		
(a) Total outstanding dues of micro enterprises and small enterprises		520.64	240.56
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,31,174.32	1,10,338.82
Lease liabilities	25	251.79	244.25
Other financial liabilities	32	8,977.33	9,469.61
Other current liabilities	33	6,718.68	5,634.08
Provisions	34	225.44	194.50
Current tax liabilities (net)	35	1,328.78	188.87
<b>Total current liabilities</b>		<b>1,67,638.33</b>	<b>1,44,480.16</b>
<b>Total liabilities</b>		<b>1,94,592.73</b>	<b>1,73,762.42</b>
<b>Total equity and liabilities</b>		<b>3,58,655.34</b>	<b>2,90,081.46</b>
<b>Summary of Significant accounting policies</b>	2		

The accompanying notes form an integral part of the consolidated financial statements.

This is the Consolidated Balance Sheet referred to in our report of even date.

For **Walker Chandio & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

## FOR THE YEAR ENDED 31 MARCH 2021

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>INCOME</b>			
Revenue from operations	36	3,03,052.01	3,96,279.33
Other income	37	3,309.99	815.81
<b>Total income</b>		<b>3,06,362.00</b>	<b>3,97,095.14</b>
<b>EXPENSES</b>			
Cost of materials consumed	38	2,52,900.97	3,32,471.60
Changes in inventories of intermediate products (including manufactured components) and finished goods	39	(1,550.47)	(2,298.84)
Employee benefits expense	40	10,205.87	10,628.49
Finance costs	41	4,095.87	4,191.06
Depreciation and amortisation expense	42	9,229.67	8,477.49
Other expenses	43	19,466.85	24,551.01
<b>Total expenses</b>		<b>2,94,348.76</b>	<b>3,78,020.81</b>
<b>Profit before tax</b>		<b>12,013.24</b>	<b>19,074.33</b>
<b>Tax expenses</b>			
Current tax	48	3,164.57	4,326.06
Deferred tax charge	48	520.75	(1,666.22)
<b>Net profit for the year</b>		<b>8,327.92</b>	<b>16,414.49</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Re-measurement gain/(loss) on defined benefit obligations		77.58	(126.25)
Income tax relating to these items		(19.71)	35.54
<b>Other comprehensive loss for the year</b>		<b>57.87</b>	<b>(90.71)</b>
<b>Total comprehensive income for the year</b>		<b>8,385.79</b>	<b>16,323.78</b>
<b>Net profit attributable to:</b>			
Owners of the Holding Company		8,159.25	15,840.37
Non-controlling interest		168.67	574.12
<b>Other comprehensive income attributable to:</b>			
Owners of the Holding Company		56.66	(86.83)
Non-controlling interest		1.21	(3.88)
<b>Total comprehensive income attributable to:</b>			
Owners of the Holding Company		8,215.91	15,753.54
Non-controlling interest		169.88	570.24
<b>Earning per equity share (Nominal value of equity share ₹ 10 each)</b>			
Basic	49	24.96	50.37
Diluted		24.96	50.37
<b>Summary of Significant accounting policies</b>			
	2		

The accompanying notes form an integral part of the consolidated financial statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

# CONSOLIDATED CASH FLOW STATEMENT

## FOR THE YEAR ENDED 31 MARCH 2021

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>12,013.24</b>	19,074.33
<b>Adjustment for:</b>		
Depreciation and amortisation expense	9,229.67	8,477.49
Advances and other balances written off	12.71	62.71
Bad debts	22.57	17.78
Gain on fair valuation and sale of investments	-	(0.69)
Provision for warranty	111.22	24.46
Liabilities no longer required written back	(25.72)	(4.79)
Government grant income	(27.55)	(27.62)
Interest income	(1,286.97)	(213.68)
Loss/(gain) on sale of property, plant and equipment (net)	392.04	(42.24)
Derecognition of financial liability	(31.78)	-
Loss on account of unapproved product development	113.99	253.91
Impairment loss recognised/ (reversed)	16.57	30.06
Impairment loss on property, plant and equipment	323.39	-
Gain on settlement/fair valuation of deferred consideration	(554.82)	(164.01)
Mark to market (gain)/loss on forward contracts	(63.27)	0.46
Loss on fair valuation of assets held for sale	-	25.60
Unrealised foreign exchange (gain)/loss (net)	(619.68)	1,551.04
Finance costs	4,061.59	4,191.06
<b>Operating profit before working capital changes</b>	<b>23,687.20</b>	<b>33,255.87</b>
<b>Adjusted for movement in:</b>		
Trade receivables	(21,497.58)	(3,458.83)
Inventories	(6,059.34)	(5,961.25)
Financial and non-financial assets	3,929.71	149.44
Trade payables	21,752.99	13,639.09
Provisions	103.28	130.68
Financial and non-financial liabilities	973.17	(4,056.14)
<b>Cash generated from operations</b>	<b>22,889.43</b>	<b>33,698.86</b>
Income tax paid (net)	(793.52)	(4,877.53)
<b>Net cash generated from operating activities</b>	<b>A 22,095.91</b>	<b>28,821.33</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and intangible assets [refer note (c) below]	(18,454.18)	(14,494.21)
Proceeds from sale of property, plant and equipment	1,349.12	383.38
Investments made in perpetual debt instruments	(10,807.13)	-
Payment for acquisition of subsidiary	-	(15,189.06)
Payment for acquisition of additional stake in subsidiary	-	(1,529.98)
Payment of deferred consideration for acquisition of remaining stake in subsidiary	(4,873.74)	-
Proceeds from sale of investments	-	0.69
Movement in bank deposits	(15,832.97)	(2,677.33)
Movement in security deposits	(513.02)	704.42
Interest received on bank deposits	1,031.79	142.46
<b>Net cash used in from investing activities</b>	<b>B (48,100.13)</b>	<b>(32,659.63)</b>

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares on Qualified Institutional Placement	40,000.00	-
Share issue costs	(642.26)	-
Proceeds from short term borrowings (net)	271.88	9,224.14
Proceeds from long-term borrowings	11,452.40	8,365.00
Repayment of long-term borrowings	(10,114.86)	(5,503.58)
Dividend paid (including taxes)	-	(1,213.14)
Payment of principal portion of lease liabilities	(98.90)	(395.06)
Payment of interest portion of lease liabilities	(145.53)	164.22
Finance costs paid	(3,723.89)	(4,301.11)
<b>Net cash generated from financing activities</b>	<b>C 36,998.84</b>	<b>6,340.47</b>
<b>D NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>10,994.62</b>	<b>2,502.17</b>
<b>E</b> Cash and cash equivalent at the beginning of the year	7,001.67	3,885.35
<b>F</b> Cash and cash equivalent of acquired subsidiary	-	614.15
<b>Cash and cash equivalent at the end of the year (D+E+F)^</b>	<b>17,996.29</b>	<b>7,001.67</b>

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>^Cash and cash equivalents include:</b>		
Balances with banks:		
- in current and cash credit accounts	2,042.17	5,199.73
- deposits with original maturity less than three months	15,940.63	1,483.32
Cheques in hand	-	305.00
Cash in hand	13.49	13.62
	<b>17,996.29</b>	<b>7,001.67</b>

### Notes to cash flow statement

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS 7) on "Statements of Cash Flows".
- Negative figures have been shown in brackets.
- Additions to property, plant and equipment and intangible assets include movements of capital work-in-progress, intangible assets under development, capital advances and creditors for capital goods.

### The accompanying notes form an integral part of the consolidated financial statements.

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## FOR THE YEAR ENDED 31 MARCH 2021

### A EQUITY SHARE CAPITAL

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
<b>Balance as at 01 April 2019</b>	<b>3,144.65</b>
Changes in equity share capital during the year	-
<b>Balance as at 31 March 2020</b>	<b>3,144.65</b>
Equity share capital issued on Qualified Institutions Placement during the year (refer note 21 (v))	224.72
<b>Balance as at 31 March 2021</b>	<b>3,369.37</b>

### B OTHER EQUITY

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Reserves and surplus			Total equity attributable to equity holders of the Company	Non-controlling interest	Total
	Securities premium	General reserve	Retained earnings			
<b>Balance as at 01 April 2019</b>	<b>63,431.44</b>	<b>391.80</b>	<b>31,646.71</b>	<b>95,469.95</b>	<b>1,897.99</b>	<b>97,367.94</b>
Profit for the year	-	-	15,840.37	15,840.37	574.12	<b>16,414.49</b>
Remeasurement of defined benefit obligations (net of tax)	-	-	(86.83)	(86.83)	(3.88)	<b>(90.71)</b>
<b>Transaction with owners in their capacity as owners:</b>						
Interim dividend (Dividend per equity share ₹ 3.20)	-	-	(1,006.29)	(1,006.29)	-	<b>(1,006.29)</b>
Tax on interim dividend	-	-	(206.85)	(206.85)	-	<b>(206.85)</b>
Reduction of non-controlling interest due to purchase of additional ownership stake in subsidiary [refer note 57 (a)]	-	-	16.04	16.04	(1,546.03)	<b>(1,529.99)</b>
Acquisition of non-controlling interest due to termination of put liability (refer note 23)	-	-	(330.64)	(330.64)	2,556.44	<b>2,225.80</b>
<b>Balance as at 31 March 2020</b>	<b>63,431.44</b>	<b>391.80</b>	<b>45,872.51</b>	<b>1,09,695.75</b>	<b>3,478.64</b>	<b>1,13,174.39</b>
Profit for the year	-	-	8,159.25	8,159.25	168.67	<b>8,327.92</b>
Remeasurement of defined benefit obligations (net of tax)	-	-	56.66	56.66	1.21	<b>57.87</b>
<b>Transaction with owners in their capacity as owners:</b>						
Equity share capital issued on Qualified Institutions Placement during the year (refer note 21 (v))	39,775.28	-	-	39,775.28	-	<b>39,775.28</b>
Share issue costs	(642.26)	-	-	(642.26)	-	<b>(642.26)</b>
<b>Balance as at 31 March 2021</b>	<b>1,02,564.50</b>	<b>391.80</b>	<b>54,088.42</b>	<b>1,57,044.72</b>	<b>3,648.52</b>	<b>1,60,693.24</b>

The accompanying notes form an integral part of the consolidated financial statements.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandio & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021

### 1. CORPORATE INFORMATION AND STATEMENT OF COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND AS)

Amber Enterprises India Limited (the "Company" or "the Holding Company"), together with its subsidiaries are collectively referred to as the "the Group" in these consolidated financial statements. The Company is a public limited Company domiciled in India and having its registered office situated at C-1, Phase II, Focal Point, Rajpura Town, Punjab - 140401, India was incorporated in 1990 and is engaged in the business of manufacturing a versatile range of products i.e. Air conditioners, electronics and refrigeration solutions to railways, microwave ovens, washing machines, refrigerators, heat exchangers, sheet metal components, HVAC (Heating, Ventilation and Air Conditioning) products and services for mobility applications etc. Currently, the Group has fifteen manufacturing facilities in India.

These consolidated financial statements ('financial statements') of the Group have been prepared to comply in all material respects with accounting principles generally accepted in India, including Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of the Companies Act, 2013 (the "Act"), as amended and other relevant provisions of the Act.

The financial statements for the year ended 31 March 2021 were authorised and approved for issue by the Board of Directors on 22 May 2021. The revisions to the financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of preparation

The financial statements have been prepared on accrual and going concern basis under historical cost convention except for certain financial instruments and plan assets, which are measured at fair values. The accounting policies are applied consistently to all the periods presented in the financial statements.

The significant accounting policies and measurement bases have been summarised below.

#### *Current versus non-current classification*

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and as per terms of agreements wherever applicable. The Group has considered a normal operating cycle of 12 months. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

#### Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Statement of profit and loss (including other comprehensive income ('OCI')) of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiaries have a consistent reporting date of 31 March 2021.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss balance (including each component of OCI) is attributed to the equity holders of the Holding Company and to the non-controlling interests basis the respective ownership interests and the such balance is attributed even if this results in the non-controlling interests having a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

#### Business combination

The Group applies the acquisition method in accounting for business combinations. The

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred (including fair value of asset resulting from a contingent consideration arrangement), liabilities incurred by the former owners of the acquired entity. Acquisition costs are generally recognised in the statement of profit and loss as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition-date fair values.

Goodwill is initially measured as excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred and where exists clear evidence of underlying reasons of classifying business combinations as bargain purchase, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through other comprehensive income.

The Company has classified contingent consideration under business combination as financial liability. Such financial liability is subsequently measured at fair value with changes in fair value recognised in profit and loss.

### b. Revenue recognition

#### Sale of goods

Revenue arises mainly from the sale of goods. To determine whether to recognise revenue, the Group follows a 5-step process:

- (i) Identifying the contract with a customer
- (ii) Identifying the performance obligations
- (iii) Determining the transaction price
- (iv) Allocating the transaction price to the performance obligations
- (v) Recognising revenue when/as performance obligation(s) are satisfied.

The Group considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or

services to a customer, excluding amounts collected on behalf of third parties (for example, indirect taxes). The consideration promised in a contract with a customer may include fixed consideration, variable consideration (if reversal is less likely in future), or both. Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers. A receivable is recognised when the goods are delivered as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

#### Revenue from tool development and job charges

Revenue in respect of tool development and job charges is recognised as per the terms of the contract with the customers.

#### Unbilled revenue

The billing schedules agreed with customers include periodic performance-based billing. Revenues in excess of billing are classified as unbilled revenue while billing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

#### Interest income

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Insurance claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

### c. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Finished goods and intermediate products (including manufactured components): cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on first in, first out basis.
- Stores and spares, consumables and packing materials cost includes direct expenses and is determined on the basis of first in first out method.

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

### d. Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss

or credit. 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 the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

### e. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### f. Foreign currency transactions

The financial statements are presented in Indian Rupee (₹) which is also the functional currency of the Holding Company.

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

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income/expenses, as the case maybe.

### g. Financial instruments

#### *Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:



## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Non-derivative financial assets

#### Subsequent measurement

- i. **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- ii. **Investments in equity instruments** – The Group subsequently measures all equity investments at fair value (either through profit or loss or through other comprehensive income). Dividends from such investments are recognised in profit or loss as other income when the Group's right to receive payments is established.

- iii. **Financial assets carried at fair value through other comprehensive income (FVTOCI)** – A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling the financial asset. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to the statement of profit and loss.

#### Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**Trade receivables:** In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

**Other financial assets:** In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset 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. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

#### De-recognition of financial assets

A financial asset is primarily de-recognised when the contractual rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

### Non-derivative financial liabilities

#### Subsequent measurement at amortised cost

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

#### Subsequent measurement at fair value

The financial liability is subsequently measured at fair value with changes in fair value recognised in profit and loss.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### *De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **Derivative financial instruments**

#### *Initial and subsequent measurement*

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **h. Fair value of financial instruments**

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **i. Property, plant and equipment ('PPE')**

#### *Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that

future economic benefits associated with the item will flow to the Group and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

#### *Subsequent measurement (depreciation and useful lives)*

Depreciation on property, plant and equipment is provided on straight line method based on life prescribed as per Schedule II of the Companies Act, 2013.

<b>Block of asset</b>	<b>Useful life as per Companies Act, 2013 (in years)</b>
Building	30
Plant and machinery	15
Computer	3
Furniture and fixture	10
Office equipment	5-10
Vehicles	8 – 10
Leasehold improvements	Lease term

#### *De-recognition*

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

### **j. Intangible assets**

#### *Recognition, initial measurement and subsequent measurement*

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Goodwill/ intangible assets with indefinite useful life are not amortised but these are tested for impairment annually, or more frequently if events or changes in

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

circumstances indicate that they might be impaired, and are carried at cost less accumulated impairment losses.

### Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### Amortisation methods and periods

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Block of asset	Useful life (in years)
Computer softwares	6
Development costs	7
Technical know-how	9-15
Customer relationships	5-15
Trade name	9
Patents and trademarks	6
Backlog contracts	1-4
Brand name	Indefinite life
Non-compete agreements	7

### k. Capital work-in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Group for the projects are shown as capital work-in-progress until capitalisation.

### l. Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

### m. Right of use assets and lease liabilities

For all existing and any new contracts entered into on or after 01 April 2019, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

#### The Group as a lessee

##### Classification of leases

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

##### Recognition and initial measurement

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### *Subsequent measurement*

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

### **The Group as a lessor**

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

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

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

### **n. Borrowing costs**

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption.

### **o. Provisions, contingent liabilities and contingent assets**

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

### **p. Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

### q. Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19- Employee Benefits.

#### Defined benefit plans (gratuity)

The Group operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognised in full in the period in which they occur in other comprehensive income.

#### Other long term benefits

Accumulated leave expected to be carried forward beyond twelve months, is treated as long term employee benefit. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit.

Liability under continuity linked key resource and deferred salary schemes is provided for on actuarial valuation basis, which is done as per the projected unit credit method at the end of each financial period.

#### Defined contribution plans

##### Provident fund

The Group makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.

##### Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

### r. Non-current assets held for sale

An entity shall classify a non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded

as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and its sale is highly probable. Management must be committed to sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are presented separately and measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. However, some held for sale assets such as financial assets, assets arising from employee benefits and deferred tax assets, continue to be measured in accordance with the Group's relevant accounting policy for those assets. Once classified as held for sale, the assets are not subject to depreciation or amortisation.

### s. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

### t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The Group operates in a single operating segment and geographical segment

## 3. RECENT ACCOUNTING PRONOUNCEMENT

On 24 March 2021, the Ministry of Corporate Affairs (MCA), notified amendments in Schedule III to the Companies Act, 2013 effective from 1 April 2021. Following are key amended provisions which may have impact on the presentation of the consolidated financial statements of the group:

#### Balance sheet:

- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible assets under development.
- If a Company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Reconciliation of quarterly statement of current assets submitted to bank/financial institution for secured borrowings with books of accounts and disclosure of material discrepancy, if any.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of Company, loans and advances to promoters, promoters' shareholding, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

### Statement of profit and loss:

- Additional disclosures relating to undisclosed income, Corporate Social Responsibility (CSR) and crypto or virtual currency specified under the head 'additional information' in the notes to the standalone financial statements.
- Disclosure of specified financial ratios such as current ratio, debt equity ratio, DSCR, ROE, Turnover ratios, Net profit ratio, ROCE, ROI etc.

The Group is currently evaluating the impact of these amendments on its consolidated financial statements.

### Significant accounting judgements, estimates and assumptions

When preparing the financial statements management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

*Significant judgements:*

#### (i) Evaluation of indicators for impairment of non-financial assets

The evaluation of applicability of indicators of impairment of non-financial assets requires

assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

#### (ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised. The recognition of deferred tax assets and reversal thereof is based on estimates of future taxable profits.

#### (iii) Contingent liabilities

The Group is the subject of certain legal proceedings which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Group often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

*Sources of estimation uncertainty:*

#### (i) Provisions

At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from management's estimates.

#### (ii) Fair valuation of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

#### (iii) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**4. PROPERTY, PLANT AND EQUIPMENT**

(All amounts in ₹ in lakh unless otherwise stated)

Description	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment - Owned	Plant and equipment - Leasehold	Furniture and fixtures	Vehicles	Office equipment	Computers	Right of Use-Plant and equipment	Right of Use-Land	Total
<b>Gross block</b>													
<b>As at 01 April 2019</b>	<b>3,165.65</b>	<b>3,244.38</b>	<b>14,237.52</b>	<b>111.21</b>	<b>61,137.52</b>	<b>2,707.77</b>	<b>885.80</b>	<b>808.65</b>	<b>632.75</b>	<b>609.28</b>	-	-	<b>87,540.53</b>
Adjustment on transition to Ind AS 116	-	-	-	-	-	-	-	-	-	-	-	-	-
Reclassified on account of transition to Ind AS 116	-	(3,244.38)	-	-	-	(481.89)	-	-	-	-	481.89	1,327.45	1,327.45
Additions pursuant to business combination [refer note 55]	1,591.24	-	713.03	-	464.43	-	16.19	132.33	27.04	19.09	-	-	2,963.35
Additions	-	-	2,080.66	44.85	8,795.04	-	221.42	58.59	244.04	184.39	170.27	-	11,799.26
Disposals/adjustments	-	-	(0.29)	-	1,839.47	(2,225.88)	(0.10)	(94.86)	(1.52)	-	-	-	(483.18)
Classified as held for sale	(143.76)	-	(194.48)	-	-	-	-	-	-	-	-	-	(338.24)
<b>As at 31 March 2020</b>	<b>4,613.13</b>	<b>-</b>	<b>16,836.44</b>	<b>156.06</b>	<b>72,236.46</b>	<b>-</b>	<b>1,123.31</b>	<b>904.71</b>	<b>902.31</b>	<b>812.76</b>	<b>652.16</b>	<b>4,571.83</b>	<b>1,02,809.17</b>
Additions	2,699.38	-	1,066.08	3.76	7,967.25	-	92.32	98.80	130.30	168.79	-	-	12,226.69
Disposals/adjustments	(652.98)	-	(1,025.79)	(54.69)	(1,100.50)	-	(1.45)	(117.93)	(1.84)	(2.29)	-	-	(2,957.48)
<b>As at 31 March 2021</b>	<b>6,659.53</b>	<b>-</b>	<b>16,876.73</b>	<b>105.13</b>	<b>79,103.22</b>	<b>-</b>	<b>1,214.17</b>	<b>885.58</b>	<b>1,030.77</b>	<b>979.26</b>	<b>652.16</b>	<b>4,571.83</b>	<b>1,12,078.38</b>
<b>Accumulated depreciation</b>													
<b>As at 01 April 2019</b>	-	<b>150.66</b>	<b>1,815.42</b>	<b>40.16</b>	<b>18,330.99</b>	<b>688.76</b>	<b>343.55</b>	<b>254.66</b>	<b>387.51</b>	<b>422.89</b>	-	-	<b>22,434.60</b>
Reclassified on account of transition to Ind AS 116	-	(150.66)	-	-	-	(94.80)	-	-	-	-	94.80	150.66	-
Charge for the year	-	-	535.65	3.66	4,566.75	-	106.84	146.94	142.55	109.11	30.56	193.18	5,835.25
Disposals/adjustments	-	-	(0.29)	-	523.77	(593.96)	(0.10)	(70.08)	(1.39)	-	-	-	(142.05)
Classified as held for sale	-	-	(65.04)	-	-	-	-	-	-	-	-	-	(65.04)
<b>As at 31 March 2020</b>	<b>-</b>	<b>-</b>	<b>2,285.74</b>	<b>43.82</b>	<b>23,421.51</b>	<b>-</b>	<b>450.29</b>	<b>331.52</b>	<b>528.69</b>	<b>532.00</b>	<b>125.36</b>	<b>343.84</b>	<b>28,062.76</b>
Charge for the year	-	-	574.67	4.00	4,781.10	-	113.25	98.23	186.50	143.37	146.04	200.48	6,247.64
Disposals/adjustments	-	-	(353.55)	(6.85)	(457.63)	-	(0.89)	(48.28)	(1.78)	(1.74)	-	-	(870.70)
<b>As at 31 March 2021</b>	<b>-</b>	<b>-</b>	<b>2,506.86</b>	<b>40.97</b>	<b>27,744.98</b>	<b>-</b>	<b>562.66</b>	<b>381.47</b>	<b>713.41</b>	<b>673.63</b>	<b>271.40</b>	<b>544.32</b>	<b>33,439.70</b>
<b>Net block as at 31 March 2020</b>	<b>4,613.13</b>	<b>-</b>	<b>14,550.70</b>	<b>112.24</b>	<b>48,814.95</b>	<b>-</b>	<b>673.02</b>	<b>573.19</b>	<b>373.62</b>	<b>280.76</b>	<b>526.80</b>	<b>4,227.99</b>	<b>74,746.41</b>
<b>Net block as at 31 March 2021</b>	<b>6,659.53</b>	<b>-</b>	<b>14,369.87</b>	<b>64.16</b>	<b>51,358.24</b>	<b>-</b>	<b>651.51</b>	<b>504.11</b>	<b>317.36</b>	<b>305.63</b>	<b>380.76</b>	<b>4,027.51</b>	<b>78,638.68</b>

**Notes:**

- (i) **Contractual obligations**  
Refer note 44 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- (ii) **Right-of-use assets**  
Refer note 50 for information on right of use assets.
- (iii) Refer note 61 for Research and development (R&D) expenditure.
- (iv) During the year, there was an impairment loss on property, plant and equipment amounting to ₹ 323.39 lakh.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 5. CAPITAL WORK-IN-PROGRESS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Capital work-in-progress	2,876.46	320.33
	<b>2,876.46</b>	<b>320.33</b>

- (i) The borrowing cost capitalised during the year ended 31 March 2021 was ₹ 28.80 lakh (previous year ₹ 9.10 lakh) under capital work in progress.
- (ii) Movement in capital work in progress:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
<b>Capital work-in-progress as at 01 April 2019</b>	<b>890.35</b>
Add: additions during the year	402.54
Less: capitalisation during the year	(972.56)
<b>Capital work-in-progress as at 31 March 2020</b>	<b>320.33</b>
Add: additions during the year	2,870.71
Less: capitalisation during the year	(314.58)
<b>Capital work-in-progress as at 31 March 2021</b>	<b>2,876.46</b>

- (iii) During the year, expenses aggregating to ₹ 197.34 lakh (previous year ₹ 319.24 lakh), net off scrap income have been capitalised under capital work-in-progress. The aforesaid expenses comprises of raw material consumption, personnel costs, power and fuel charges and other related expenses.



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**6. INTANGIBLE ASSETS**

(All amounts in ₹ in lakh unless otherwise stated)

Description	Goodwill	Softwares	Product development	Technical knowhow	Customer relationships	Brandname	Tradename	Backlog Contracts	Non Compete Agreements	Patent and trademark	Total other intangible assets
<b>Gross block</b>											
<b>As at 01 April 2019</b>	<b>6,719.51</b>	<b>1,017.21</b>	<b>11,629.59</b>	<b>1,158.00</b>	<b>454.00</b>	-	<b>452.00</b>	-	-	<b>31.00</b>	<b>14,741.80</b>
Additions pursuant to business combination [refer note 55]	6,975.06	-	-	4,178.00	-	8,168.00	-	516.60	73.05	-	12,935.65
Impact on account of change in deferred tax recognised pursuant to business combination [refer note 48 (iii)]	(1,438.13)	-	-	-	-	-	-	-	-	-	-
Additions	-	301.75	3,864.09	-	-	-	-	-	-	-	4,165.84
<b>Balance as at 31 March 2020</b>	<b>12,256.44</b>	<b>1,318.96</b>	<b>15,493.68</b>	<b>5,336.00</b>	<b>454.00</b>	<b>8,168.00</b>	<b>452.00</b>	<b>516.60</b>	<b>73.05</b>	<b>31.00</b>	<b>31,843.29</b>
Additions	-	380.27	2,530.12	-	-	-	-	-	-	-	2,910.39
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2021</b>	<b>12,256.44</b>	<b>1,699.24</b>	<b>18,023.80</b>	<b>5,336.00</b>	<b>454.00</b>	<b>8,168.00</b>	<b>452.00</b>	<b>516.60</b>	<b>73.05</b>	<b>31.00</b>	<b>34,753.68</b>
<b>Accumulated amortisation</b>											
<b>Balance as at 31 March 2019</b>	<b>29.60</b>	<b>408.00</b>	<b>4,886.51</b>	<b>135.46</b>	<b>68.96</b>	-	<b>63.15</b>	-	-	<b>30.18</b>	<b>5,592.26</b>
Charge for the year	-	168.94	1,798.90	373.65	63.37	-	50.36	177.27	9.58	0.17	2,642.24
<b>Balance as at 31 March 2020</b>	<b>29.60</b>	<b>576.94</b>	<b>6,685.41</b>	<b>509.11</b>	<b>132.33</b>	-	<b>113.51</b>	<b>177.27</b>	<b>9.58</b>	<b>30.35</b>	<b>8,234.50</b>
Charge for the year	-	192.70	2,077.90	396.22	63.20	-	50.22	191.19	10.44	0.17	2,982.03
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2021</b>	<b>29.60</b>	<b>769.63</b>	<b>8,763.31</b>	<b>905.33</b>	<b>195.53</b>	-	<b>163.73</b>	<b>368.46</b>	<b>20.01</b>	<b>30.52</b>	<b>11,216.53</b>
<b>Net block as at 31 March 2020</b>	<b>12,226.84</b>	<b>742.02</b>	<b>8,808.27</b>	<b>4,826.89</b>	<b>321.67</b>	<b>8,168.00</b>	<b>338.49</b>	<b>339.33</b>	<b>63.47</b>	<b>0.65</b>	<b>23,608.79</b>
<b>Net block as at 31 March 2021</b>	<b>12,226.84</b>	<b>929.60</b>	<b>9,260.49</b>	<b>4,430.67</b>	<b>258.47</b>	<b>8,168.00</b>	<b>288.27</b>	<b>148.14</b>	<b>53.03</b>	<b>0.48</b>	<b>23,537.15</b>

**Notes:**

- (i) Amortisation for the year has been included in line item 'Depreciation and amortisation expense' in statement of profit and loss.
- (ii) **Impairment testing of Goodwill and intangible asset with indefinite useful life**  
 During the previous year, the Group entered into a business combination with Sidwal Refrigeration Industries Private Limited, whereby it acquired goodwill and Brandname with indefinite useful life of ₹ 15,143.06 lakhs. Other than that the Group has recognised goodwill amounting ₹ 6,719.51 lakhs from acquisition of other subsidiaries.  
 The Group tests goodwill and brandname annually for impairment, or more frequently if an event occurs to warrant a review. The recoverable amount attributed to the CGU is based on value in use calculations. The key assumptions made in undertaking the value in use calculations involve estimating post-tax cash flows.  
 Budgeted profit and cash flow forecasts for the financial year ending 31 March 2021 have been extrapolated for a period of five years and a terminal growth rate of 5% has been applied thereafter and used as the basis of the calculations.  
 Discount rate assumptions are based on management estimates of the internal cost of capital likely to apply over the expected useful economic life of the goodwill and management's view of the risk associated. A discount rate of 15.84% has been applied.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 7. INTANGIBLE ASSETS UNDER DEVELOPMENT

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Intangible assets under development	1,449.98	857.70
	<b>1,449.98</b>	<b>857.70</b>

#### Notes:

- (i) Movement in intangible assets under development:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
<b>Intangible assets under development as at 01 April 2019</b>	<b>2,477.64</b>
Add: additions during the year	2,567.21
Less: capitalisation during the year	(3,933.24)
Less: loss on account of unapproved product development	(253.91)
<b>Intangible assets under development as at 31 March 2020</b>	<b>857.70</b>
Add: additions during the year	3,236.39
Less: capitalisation during the year	(2,530.12)
Less: loss on account of unapproved product development	(113.99)
<b>Intangible assets under development as at 31 March 2021</b>	<b>1,449.98</b>

- (ii) During the year, expenses aggregating to ₹ 3,236.39 lakh (previous year: ₹ 2,533.21 lakh), net off scrap income have been capitalised under Intangible assets under development.. The aforesaid expenses comprises of raw material consumption, personnel costs, power and fuel charges and other related expenses.
- (iii) Refer note 61 for Research and development (R&D) expenditure.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**8. NON-CURRENT INVESTMENTS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Investment in bonds (quoted) (Fair value through other comprehensive income):</b>		
<b>HDFC Bank Limited:</b> 500 8.85% Unsecured Non-Convertible Perpetual Subordinated Basel III Compliant Tier 1 Bonds in the nature of Debentures Series I (with first Call Option 12 May 2022) of ₹ 10,00,000 each, fully paid	5,512.67	-
	<b>5,512.67</b>	-
Aggregate amount of quoted investments and market value thereof	5,512.67	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

**CURRENT INVESTMENTS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Investment in bonds (quoted) (Fair value through other comprehensive income):</b>		
<b>State Bank of India:</b> 250 9.00% Unsecured Non-Convertible Perpetual Subordinated Basel III Compliant Tier 1 Bonds in the nature of Debentures Series I (with first Call Option 06 September 2021) of ₹ 10,00,000 each, fully paid	2,654.43	-
<b>State Bank of India:</b> 250 8.75% Unsecured Non-Convertible Perpetual Subordinated Basel III Compliant Tier 1 Bonds in the nature of Debentures Series II (with first Call Option 27 September 2021) of ₹ 10,00,000 each, fully paid	2,640.04	-
	<b>5,294.47</b>	-
Aggregate amount of quoted investments and market value thereof	5,294.47	-
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

**9. LOANS (NON-CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Security deposits		
- Unsecured, considered good	1,022.69	1,064.15
- Credit impaired	12.58	-
	<b>1,035.27</b>	<b>1,064.15</b>
Impairment allowance		
- Credit impaired	(12.58)	-
	<b>1,022.69</b>	<b>1,064.15</b>

Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 53 - Financial risk management for assessment of expected credit losses

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 10. OTHER FINANCIAL ASSETS (NON-CURRENT)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Bank deposits with more than 12 months maturity	10,203.83	170.71
Government grant receivable	34.14	61.32
Recoverable on account of electricity duty subsidy	328.53	132.83
	<b>10,566.50</b>	<b>364.86</b>

#### Notes:

- Refer note 16(i) for bank deposits which are under restriction.
- Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 53 - Financial risk management for assessment of expected credit losses

### 11. NON-CURRENT TAX ASSETS (NET)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Non-current tax assets (net of provision)	907.99	1,769.28
	<b>907.99</b>	<b>1,769.28</b>

### 12. OTHER NON-CURRENT ASSETS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Capital advances	1,929.41	1,324.32
Balance with statutory and government authorities*	5.33	6.83
Prepaid expenses	134.93	265.10
Security deposits	1.50	-
	<b>2,071.17</b>	<b>1,596.25</b>

\* includes deposit paid under protest with statutory authorities (refer note 45)

### 13. INVENTORIES

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>(Valued at lower of cost or net realisable value, unless otherwise stated)</b>		
Raw materials		
- in hand	50,769.21	49,995.13
- in transit	7,633.51	3,554.15
Intermediate products (including manufactured components)	1,572.13	3,657.13
Finished goods*	10,916.75	7,281.32
Stores, spares and other consumables	166.84	161.34
Packing materials	570.45	920.48
	<b>71,628.89</b>	<b>65,569.55</b>

\* Finished goods include goods in transit amounting to ₹ 206.11 lakh (previous year: ₹ Nil lakh)

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**14. TRADE RECEIVABLES**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
- Unsecured, considered good	1,06,978.87	85,523.92
- Credit impaired	541.41	542.10
	<b>1,07,520.28</b>	<b>86,066.02</b>
Impairment allowance		
- Unsecured, considered good	(79.70)	(103.76)
- Credit impaired	(541.41)	(542.10)
	<b>1,06,899.17</b>	<b>85,420.16</b>

**Notes:**

- (i) The carrying values of trade receivables are considered to be a reasonable approximation of fair values.
- (ii) Refer note 53 - Financial risk management for assessment of expected credit losses.
- (iii) For details related to related party receivables, refer note 46 - related party disclosures

**15. CASH AND CASH EQUIVALENTS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Balances with banks:		
- in current and cash credit accounts	2,042.17	5,199.73
- deposits with original maturity less than three months	15,940.63	1,483.32
Cheques in hand	-	305.00
Cash in hand	13.49	13.62
	<b>17,996.29</b>	<b>7,001.67</b>

The carrying values are a reasonable approximate of their fair values.

**16. OTHER BANK BALANCES**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Earmarked bank balances [refer note (i)]	9.71	0.28
Deposits with original maturity upto three months and pledged [refer note (ii)]	203.79	138.28
Deposits with original maturity more than three months but less than twelve months [refer note (ii)]	10,783.37	4,887.07
	<b>10,996.87</b>	<b>5,025.63</b>

**Notes:**

- (i) Earmarked balances with banks pertain to unclaimed dividends.
- (ii) **Bank deposits which are under restriction:**

Fixed deposits with banks held as margin money for letter of credits, bank guarantees, working capital facilities and buyers credit	1,521.52	851.45
Fixed deposits lodged with banks for issue of guarantees in favour of tax authorities	29.60	8.68
Fixed deposits with banks held till security perfection	-	174.15
	<b>1,551.12</b>	<b>1,034.28</b>

- (iii) The carrying values are a reasonable approximate of their fair values.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 17. LOANS (CURRENT)\*

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Security deposits (refer note 46)	1,662.53	1,120.64
Loans to others	50.24	-
Loans to employees (refer note 46)	478.93	747.32
	<b>2,191.70</b>	<b>1,867.96</b>

\* The Group does not have any loans which are either credit impaired or where there is significant increase in credit risk. The carrying values are considered to be a reasonable approximation of fair value.

### 18. OTHER FINANCIAL ASSETS (CURRENT)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Recoverable on account of budgetary support	28.78	2,931.72
Unbilled revenue	649.68	1,534.11
Recoverable on account of electricity duty subsidy	39.54	-
Derivative asset	62.81	-
Other recoverable amounts	37.48	62.10
	<b>818.29</b>	<b>4,527.93</b>

The carrying values are considered to be a reasonable approximation of fair values.

### 19. OTHER CURRENT ASSETS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Advance to suppliers	1,095.19	1,905.34
Balance with statutory and government authorities	2,250.38	1,401.55
Advance to employees	60.13	78.61
Prepaid expenses	363.11	289.41
	<b>3,768.81</b>	<b>3,674.91</b>

### 20. ASSETS HELD FOR SALE

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Land and building	47.60	247.60
	<b>47.60</b>	<b>247.60</b>

#### Notes:

(i) Details of assets held for sale :

The Group executed agreements to sell during the previous year:

(a) for transfer of its premises in Kalamb, Himachal Pradesh registered in the name of Amber Enterprises India Limited for a consideration of ₹ 200.00 lakh (Written down value ₹ 225.60 lakh). The said property is transferred during the year when permissions from Himachal Pradesh Government Department was received.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

- (b) for transfer of its land and building in Kalamb, Himachal Pradesh registered in the name of Sidwal Refrigerations Industries Private Limited for a consideration of ₹ 129.54 lakh (Written down value ₹ 47.60 lakh). The said transfer is subject to the permissions from Himachal Pradesh Government Department.
- (ii) Non-recurring fair value measurements  
Assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell at the time of re-classification. This is Level 3 measurement as per fair value hierarchy set out in fair value measurement disclosures (refer note 52).

**21. EQUITY SHARE CAPITAL**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at	
	31 March 2021	31 March 2020
<b>Authorised capital</b>		
4,50,00,000 (previous year: 45,000,000) Equity shares of ₹ 10 each	4,500.00	4,500.00
	<b>4,500.00</b>	<b>4,500.00</b>
<b>Issued, subscribed capital and fully paid up</b>		
3,36,93,731 (previous year : 31,446,540) Equity shares of ₹ 10 each	3,369.37	3,144.65
	<b>3,369.37</b>	<b>3,144.65</b>

**(i) Terms/rights attached to equity shares**

The Holding Company has only one class of equity shares having a par value of ₹ 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Holding Company, holders of equity shares will be entitled to receive any of the remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021		31 March 2020	
	No. of shares	(₹ in lakh)	No. of shares	(₹ in lakh)
<b>Equity share capital of ₹ 10 each fully paid up</b>				
Balance at the beginning of the year	3,14,46,540	3,144.65	3,14,46,540	3,144.65
Add: Equity share capital issued on qualified institutions placement during the year (refer note v below)	22,47,191	224.72	-	-
<b>Balance at the end of the year</b>	<b>3,36,93,731</b>	<b>3,369.37</b>	<b>3,14,46,540</b>	<b>3,144.65</b>

**(iii) Shareholders holding more than 5% of shares of the Holding Company as at balance sheet date**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As on 31 March 2021		As on 31 March 2020	
	No. of shares	% holding	No. of shares	% holding
Mr. Jasbir Singh	70,59,165	20.95%	70,59,165	22.45%
Mr. Daljit Singh	60,74,205	18.03%	60,74,205	19.32%
Ascent Investment Holdings Pte. Ltd.	32,88,820	9.76%	65,77,639	20.92%

- (iv) The Holding Company has neither issued equity shares pursuant to contract without payment being received in cash or any bonus shares nor has there been any buy-back of shares in the current year and five years immediately preceding the balance sheet date.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(v) The Holding Company through Qualified Institutional Placement (QIP) allotted 2,247,191 equity shares of face value of ₹ 10 each to the eligible Qualified Institutional Buyers (QIB) at a issue price of 1,780 per equity share (including a premium of 1,770 per equity share) aggregating to ₹ 40,000 lakh on 10 September 2020. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and Sections 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue").

Expenses incurred in relation to QIP amounting to ₹ 642.26 lakh has been adjusted from Securities Premium. Funds received pursuant to QIP have been utilised towards the object stated in the placement document.

### 22. OTHER EQUITY

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>General reserve</b>		
Balance at the beginning and end of the year	391.80	391.80
<b>Securities premium</b>		
Balance at the beginning of the year	63,431.44	63,431.44
Add: Equity share capital issued on qualified institutions placement during the year [refer note 21(v)]	39,775.28	-
Add: Share issue costs	(642.26)	-
Balance at the end of the year	1,02,564.50	63,431.44
<b>Surplus in the statement of profit and loss</b>		
Balance at the beginning of the year	45,872.51	31,646.71
Add: Net profit for the year	8,159.25	15,840.37
Add: Purchase of additional ownership stake in subsidiary [refer note 57(a)]	-	16.05
Less: Termination of put liability recognised for acquisition of non-controlling interest (refer note 23)	-	(330.64)
Less: Equity dividend (Dividend per equity share ₹ 3.20)	-	(1,006.29)
Less: Tax on equity dividend	-	(206.85)
Add: Other comprehensive income/(loss):		
Remeasurement of defined benefit obligations (net of tax)	56.66	(86.83)
Balance at the end of the year	54,088.42	45,872.51
	<b>1,57,044.72</b>	<b>1,09,695.75</b>

#### Nature and purpose of other equity

##### Securities premium

Securities premium represents premium received on issue of shares. The securities premium is being utilised in accordance with the provisions of the Companies Act, 2013.

##### General reserve

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of "other equity" to another.



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**23. NON-CONTROLLING INTEREST**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Balance at the beginning of the year	3,478.64	1,897.99
Less: Reduction of non-controlling interest due to purchase of additional ownership stake in subsidiary [refer note 57(a)]	-	(1,546.03)
Add: Acquisition of non-controlling interest due to termination of put liability*	-	2,556.44
Add : Net profit for the year	168.67	574.12
Add : Other comprehensive income	1.21	(3.88)
<b>Balance at the end of the year</b>	<b>3,648.52</b>	<b>3,478.64</b>

\*During the year ended 31 March 2018, the Group had made an investment of ₹ 5,442.50 lakh for acquisition of 70% of the share capital comprising of 1,320,613 equity shares of IL JIN Electronics (India) Private Limited ("IL JIN") on 28 December 2017, for remaining 30% of the share capital, the Group had written a put option as well as have a call option to buy the remaining stake, therefore the Group had recorded ₹ 2,225.80 lakh as put liability using anticipated acquisition method. On 15 October 2019, the shareholder's agreement was amended and put option has been terminated. Accordingly, put liability has been derecognised and non-controlling interest of ₹ 2,556.44 lakh has been recognised.

**24. LONG-TERM BORROWINGS [REFER NOTE (i)]**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured</b>		
<b>Term loans</b>		
from banks	12,390.91	6,451.17
from others	4,046.92	7,338.81
<b>Vehicle loan</b>		
from banks	41.87	42.45
from others	26.51	49.27
	<b>16,506.21</b>	<b>13,881.70</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### Notes:

(i) For repayment terms of the outstanding long-term borrowings (including current maturities) refer the table below:

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Nature of loan	Name of Company	Lender	As at				Nature of securities	Interest rate	Tenure of repayment
				31 March 2021		31 March 2020				
				Non-Current	Current	Non-Current	Current			
1	Term loan from bank	Holding Company	RBL Bank Ltd.	3,333.33	833.33	4,166.67	833.33	Exclusive charge by way of hypothecation on moveable fixed assets having minimum value of ₹ 6,140 lakh.	20 equal quarterly instalments ending in March 2026.	
2	Term loan from Others	Holding Company	Tata Capital Financial Services Limited	-	-	4,625.00	375.00	Pari Passu charge by way of mortgage over property situated at Plot No.-D-36,37,38, Industrial area, Selaqui, Dehradun. Also, pari passu charge by way of hypothecation on moveable fixed assets having minimum value of ₹ 6000 lakh (WDV as on 31 March 2018). Also, pledge of 56% shares of Sidwal Refrigeration Industries Private Limited. It is also secured by personal guarantees of Mr. Jasbir Singh (Chairman & CEO and Director).	The loan has been repaid during the current year.	
3	Term loan from Others	Holding Company	Bajaj Finance Limited	1,454.55	363.64	2,500.00	500.00	Pari Passu charge by way of mortgage over property situated at Plot No.-D-36,37,38, Industrial area, Selaqui, Dehradun. Also Pari passu charge by way of hypothecation on moveable fixed assets having minimum value of ₹ 6000 lakh (WDV as on 31 March 2018). It is also secured by Exclusive charge by way of hypothecation on moveable fixed Assets having minimum value of ₹ 2000 lakh (WDV as on 31 March 2018) and also secured by pledge of 24% shares of Sidwal Refrigeration Industries Private Limited.	20 equal quarterly instalments ending in March 2026.	
4	Term loan from Others	Holding Company	Siemens Financial Services Private Limited	-	52.76	52.76	202.69	Exclusive charge by way of hypothecation on equipment funded by term loan and non interest bearing refundable security deposit amounting to ₹ 160.56 lakh. It is also secured by personal guarantees of Mr. Jasbir Singh (Chairman & CEO and Director) and Mr. Daljit Singh (Managing Director).	10 equal monthly instalments ending in January 2022	
5	Term loan from bank	Holding Company	HDFC Bank Ltd.	2,000.00	-	-	-	Extension of second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.	47 equal monthly instalments beginning from April 2022 and ending in February 2026.	
6	Term loan from bank	Holding Company	Kotak Bank Ltd.	1,803.99	70.01	-	-	Second charge on first pari passu hypothecation charge to be shared with Banks on all existing and future current assets and moveable fixed assets excluding exclusively charged with other lenders and first pari passu equitable mortgage charge on immovable properties being land and building located at 15th Km Stone, Gurgaon Jhajjar Road, Village Dadri Toe, Distt: Jhajjar (Haryana) and C-1, Phase-II, Focal Point, Rajpura.	48 equal monthly instalments beginning from February 2022 and ending in January 2026.	
7	Term loan from bank	Holding Company	HDFC Bank Ltd.	3,500.00	1,000.00	-	-	Movable Fixed assets: Exclusive Charge on the assets funded through term loan. Exclusive Charge by way of equitable mortgage on warehouse owned by the Company, located at Khasra Number 321/1 and Khasra Number 321/1/1, Village Selaqui Central Hope Town, Industrial Area, Tehsil Vikas Nagar, Pargana Pachwadoon, District -Dehradun.	18 equal quarterly instalments beginning from February 2022 and ending in August 2025.	
8	Vehicle loans from bank	Holding Company	HDFC Bank Ltd.	-	3.26	3.26	4.00	Hypothecation of specific vehicles purchased out of the proceeds of those loans	The loan is to be repaid as per the repayment schedule in equivated annual instalments.	

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Nature of loan	Name of Company	Lender	As at				Nature of securities	Interest rate	Tenure of repayment
				31 March 2021		31 March 2020				
				Non-Current	Current	Non-Current	Current			
9	Term loan from bank	Subsidiary Company	RBL Bank Limited	-	78.65	39.38	157.50	Secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on moveable property, plant and equipment of the Company (excluding those which are exclusively hypothecated with other Banks/Financial Institutions), first pari passu charge on immovable property - Plot No. 619, Sector 69, IMT, Faridabad in the name of the Company. The above term loans (except Working Capital Term loan from RBL Bank Limited) are also secured by corporate guarantees of Amber Enterprises India Limited (Holding Company) and only the term loan from RBL Bank Limited is secured by personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	9.10% p.a	Repayable in 2 quarterly installments with last installment payable on 30 September 2021
10	Term loan from bank	Subsidiary Company	Yes bank	100.00	100.00	175.00	100.00	Secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on moveable property, plant and equipment of the Company (excluding those which are exclusively hypothecated with other Banks/Financial Institutions), first pari passu charge on immovable property - Plot No. 619, Sector 69, IMT, Faridabad in the name of the Company. The above term loans (except Working Capital Term loan from RBL Bank Limited) are also secured by corporate guarantees of Amber Enterprises India Limited (Holding Company) and only the term loan from RBL Bank Limited is secured by personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	8.55% p.a	Repayable in 9 quarterly installments with last installment payable on 11 March 2023.
11	Term loan from bank	Subsidiary Company	RBL Bank Limited	-	42.10	31.50	42.00	Secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on moveable property, plant and equipment of the Company (excluding those which are exclusively hypothecated with other Banks/Financial Institutions), first pari passu charge on immovable property - Plot No. 619, Sector 69, IMT, Faridabad in the name of the Company. The above term loans (except Working Capital Term loan from RBL Bank Limited) are also secured by corporate guarantees of Amber Enterprises India Limited (Holding Company) and only the term loan from RBL Bank Limited is secured by personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	8.75% p.a.	Repayable in 4 quarterly installments with last installment payable on 11 March 2022.
12	Term loan from bank	Subsidiary Company	Axis Bank Limited	1,850.48	-	-	-	Secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on moveable property, plant and equipment of the Company (excluding those which are exclusively hypothecated with other Banks/Financial Institutions), first pari passu charge on immovable property - Plot No. 619, Sector 69, IMT, Faridabad in the name of the Company. The above term loans (except Working Capital Term loan from RBL Bank Limited) are also secured by corporate guarantees of Amber Enterprises India Limited (Holding Company) and only the term loan from RBL Bank Limited is secured by personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	8.20% p.a.	Repayable in 22 quarterly installments with last installment payable on 31 December 2027.
13	Term loan from bank	Subsidiary Company	RBL Bank Limited	650.00	-	-	-	Secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on moveable property, plant and equipment of the Company (excluding those which are exclusively hypothecated with other Banks/Financial Institutions), first pari passu charge on immovable property - Plot No. 619, Sector 69, IMT, Faridabad in the name of the Company. The above term loans (except Working Capital Term loan from RBL Bank Limited) are also secured by corporate guarantees of Amber Enterprises India Limited (Holding Company) and only the term loan from RBL Bank Limited is secured by personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	6.25% p.a.	Repayable in 36 monthly installments with last installment payable on 31 March 2025.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Nature of loan	Name of Company	Lender	As at				Nature of securities	Interest rate	Tenure of repayment
				31 March 2021		31 March 2020				
				Non-Current	Current	Non-Current	Current			
14	Term loan from bank	Subsidiary Company	HDFC bank	828.95	552.63	1,105.26	552.63	Secured by way of first charge on Plant and Machinery and first charge on land and building of the factory situated at 27 & 28, Ecotech, Greater Noida. The term loans is also secured by corporate guarantee of Holding Company.	7.60% p.a Repayable in 30 monthly installments with last instalment payable on 30 September 2023.	
15	Vehicle loans from bank	Subsidiary Company	HDFC bank	-	-	-	-	The term loan from bank is secured by way of hypothecation of car.	9.25% p.a Repayable in 8 monthly installments with last instalment paid on 05 November, 2019	
16	Term loan from bank	Subsidiary Company	IDFC bank	-	-	-	-	Term loan from IDFC bank is secured by way of exclusive charge on all current and fixed assets of the Company (including land and building of plant situated at 27 & 28, Ecotech, Greater Noida). The term loans is also secured by corporate guarantee of holding Company.	10.50% p.a Repayable in 48 monthly installments with last instalment payable on 31 March 2023. However, term loan from IDFC bank is repaid. There is no outstanding as on 31 March 2020.	
17	Vehicle loans from bank	Subsidiary Company	HDFC bank	-	1.03	1.03	5.91	The term loan from bank is secured by way of hypothecation of car.	8.50% p.a Repayable in 2 monthly installments with last instalment payable on 05 May 2021	
18	Vehicle loans from bank	Subsidiary Company	HDFC bank	-	1.03	1.03	5.91	The term loan from bank is secured by way of hypothecation of car.	8.50% p.a Repayable in 2 monthly installments with last instalment payable on 05 May 2021	
19	Vehicle loans from bank	Subsidiary Company	HDFC bank	-	1.52	1.52	8.69	The term loan from bank is secured by way of hypothecation of car.	8.50% p.a Repayable in 2 monthly installments with last instalment payable on 05 May 2021	
20	Vehicle loans from bank	Subsidiary Company	HDFC bank	12.21	6.49	18.69	5.92	The term loan from bank is secured by way of hypothecation of car.	8.75% p.a Repayable in 32 monthly installments with last instalment payable on 7 November, 2023	
21	Vehicle loans from bank	Subsidiary Company	Indusind Bank	0.22	2.65	2.87	2.40	The term loan from bank is secured by way of hypothecation of Truck.	9.96% p.a Repayable in 14 monthly installments with last instalment payable on 12 May 2022	
22	Vehicle loans from bank	Subsidiary Company	Indusind Bank	0.22	2.65	2.87	2.40	The term loan from bank is secured by way of hypothecation of Truck.	9.96% p.a Repayable in 14 monthly installments with last instalment payable on 12 May 2022	

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Nature of loan	Name of Company	Lender	As at				Nature of securities	Interest rate	Tenure of repayment
				31 March 2021		31 March 2020				
				Non-Current	Current	Non-Current	Current			
23	Vehicle loans from bank	Subsidiary Company	HDFC bank	24.88	5.12	-	-	The term loan from bank is secured by way of hypothecation of Car.	7.70% p.a	Repayable in 60 monthly installments with last instalment payable on 5 March 2026
24	Term loan from bank	Subsidiary Company	IDFC Bank	-	-	-	1,530.00	Secured by way of exclusive charge on all current assets and property, plant and equipment of the Company. The term loan is also secured by corporate guarantee of Holding Company.	10% (MCLR p.a. (MCLR 9.10% p.a. plus spread)	The Company has repaid the entire loan on 08 April 2020
25	Term loan from bank	Subsidiary Company	HDFC bank	935.00	340.00	1,190.00	340.00	Secured by way of exclusive charge on all current assets and property, plant and equipment of the Company. The term loan is also secured by corporate guarantee of Holding Company.	7.55% (MCLR 7.20% plus spread)	Repayable in 15 quarterly installments with last instalment payable on 03 December 2024
26	Vehicle loans from bank	Subsidiary Company	Kotak Mahindra Bank	-	2.89	2.89	3.55	Secured by way of hypothecation of car	9.70% p.a.	Repayable in 9 monthly installments with last instalment payable on 05 December 2021
27	Vehicle loans from bank	Subsidiary Company	Kotak Mahindra Bank	4.33	3.95	8.28	3.59	Secured by way of hypothecation of car	9.25% p.a.	Repayable in 24 monthly installments with last instalment payable on 05 March 2023
28	Vehicle loans from bank	Subsidiary Company	HDFC Bank	2.69	2.66	5.30	2.44	Secured by way of hypothecation of car	8.55% p.a.	Repayable in 23 monthly installments with last instalment payable on 07 February 2023.
29	Vehicle loans from bank	Subsidiary Company	HDFC Bank	2.90	4.64	7.54	4.25	Secured by way of hypothecation of car	8.75% p.a.	Repayable in 19 monthly installments with last instalment payable on 05 October 2022.
30	Vehicle loans from bank	Subsidiary Company	HDFC Bank	2.55	2.83	5.38	2.60	Secured by way of hypothecation of car	8.45% p.a.	Repayable in 22 monthly installments with last instalment payable on 07 January 2023.
31	Vehicle loans from bank	Subsidiary Company	HDFC Bank	0.66	1.86	2.52	1.71	Secured by way of hypothecation of car	8.45% p.a.	Repayable in 16 monthly installments with last instalment payable on 05 July 2022.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Nature of loan	Name of Company	Lender	As at				Nature of securities	Interest rate	Tenure of repayment
				31 March 2021		31 March 2020				
				Non-Current	Current	Non-Current	Current			
32	Vehicle loans from bank	Subsidiary Company	HDFC Bank	0.23	0.65	0.88	0.60	Secured by way of hypothecation of car	8.45% p.a. Repayable in 16 monthly instalments with last instalment payable on 05 July 2022.	
33	Vehicle loans from bank	Subsidiary Company	HDFC Bank	0.32	0.84	1.14	0.77	Secured by way of hypothecation of car	8.45% p.a. Repayable in 16 monthly instalments with last instalment payable on 05 July 2022.	
34	Vehicle loans from bank	Subsidiary Company	HDFC Bank	0.23	0.65	0.88	0.60	Secured by way of hypothecation of car	8.45% p.a. Repayable in 16 monthly instalments with last instalment payable on 05 July 2022.	
35	Vehicle loans from bank	Subsidiary Company	HDFC Bank	0.23	0.65	0.88	0.60	Secured by way of hypothecation of car	8.45% p.a. Repayable in 16 monthly instalments with last instalment payable on 05 July 2022.	
36	Vehicle loans from bank	Subsidiary Company	HDFC Bank	1.78	1.39	3.17	1.27	Secured by way of hypothecation of car	8.90% p.a. Repayable in 26 monthly instalments with last instalment payable on 07 May 2023.	
37	Vehicle loans from bank	Subsidiary Company	Yes Bank	14.93	6.98	21.59	6.36	Secured by way of hypothecation of car	9.15% p.a. Repayable in 34 monthly instalments with last instalment payable on 15 January 2024.	
<b>Less : Unamortised processing fees</b>				(18.49)	-	(95.59)	-			
<b>Total</b>				<b>16,506.21</b>	<b>3,486.86</b>	<b>13,881.70</b>	<b>4,696.71</b>			

(ii) Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 53 - Financial risk management for assessment of expected credit losses

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**25. LEASE LIABILITIES\***

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Long term maturities of lease liabilities	1,186.05	1,292.49
	<b>1,186.05</b>	<b>1,292.49</b>
Current maturities of lease liabilities	251.79	244.25
	<b>251.79</b>	<b>244.25</b>

\*Lease liabilities amounting to ₹ 1,437.84 lakh (previous year: ₹ 1,536.74 lakh) are secured by the mortgage and hypothecation of assets financed. For disclosures related to finance lease obligations, refer note 50 - Leases and note 46 - Related party disclosures.

**26. OTHER FINANCIAL LIABILITIES (NON-CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred consideration [refer note (i) below]	-	5,846.36
	-	<b>5,846.36</b>

**Notes:**

(i) Deferred consideration includes initial deferred consideration for the acquisition of 80% stake of Sidwal and remaining sale shares consideration for acquisition of 20% stake of Sidwal payable at the time of second closing. Remaining sale shares consideration meets the definition of contingent consideration within the scope of Ind AS 109 and has been measured at fair value on acquisition date and subsequently at fair value through statement of profit and loss. The Company has entered into second amendment to share purchase agreement dated 17 September 2020 for settlement of the deferred consideration and acquisition of remaining stake in the Sidwal. Consequently, the Company has extinguished the deferred consideration liability by payment amounting to ₹ 4,873.74 lakh and recognised the gain amounting to ₹ 554.82 lakh.

Further, the Company has recognised the current deferred consideration liability amounting to ₹ 417.80 lakh for payment of unrecovered receivables, pre-acquisition tax refunds etc. The same has been measured at amortised cost.

(ii) Refer note 52 - Fair value disclosures for disclosure of fair value in respect of financial liabilities and note 53 for the maturity profile of financial liabilities.

**27. PROVISIONS (NON-CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Provision for employee benefits*</b>		
Gratuity	843.75	807.93
Compensated absences	343.45	273.29
	<b>1,187.20</b>	<b>1,081.22</b>

\*For disclosures related to provision for employee benefits, refer note 51 - Employee benefit obligations.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 28A. DEFERRED TAX LIABILITIES (NET)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Tax effect of items constituting deferred tax assets:</b>		
Provision for employee benefits	182.16	311.82
Financial assets and financial liabilities at amortised cost	114.88	108.96
Tax impact of other expenses charged in the financial statement but allowable as deductions in future years under income tax	84.58	110.81
Allowance for credit impaired receivables	11.30	159.74
Unabsorbed depreciation	-	158.92
Others	28.49	46.14
Tax credit (minimum alternate tax)	3,652.30	4,223.64
<b>Total deferred tax assets</b>	<b>4,073.71</b>	<b>5,120.02</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	(4,073.71)	(5,120.02)
<b>Net deferred tax assets</b>	<b>-</b>	<b>-</b>
<b>Tax effect of items constituting deferred tax liabilities</b>		
Property, plant and equipment and intangible assets	11,970.51	12,089.69
Others	-	5.14
<b>Total deferred tax liabilities</b>	<b>11,970.51</b>	<b>12,094.83</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	(4,073.71)	(5,120.02)
<b>Net deferred tax liabilities</b>	<b>7,896.80</b>	<b>6,974.81</b>

### 28B. DEFERRED TAX ASSETS (NET)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Tax effect of items constituting deferred tax liabilities:</b>		
Property, plant and equipment and intangible assets	560.89	156.90
Financial assets and financial liabilities at amortised cost	0.04	-
<b>Total deferred tax liabilities</b>	<b>560.93</b>	<b>156.90</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	(560.93)	(156.90)
<b>Net deferred tax liabilities</b>	<b>-</b>	<b>-</b>
<b>Tax effect of items constituting deferred tax assets</b>		
Unabsorbed depreciation	421.69	331.72
Provision for employee benefits	199.24	16.62
Provision for warranty expenses	3.17	-
Allowance for credit impaired receivables	139.49	-
Financial assets and financial liabilities at amortised cost	0.46	-
<b>Total deferred tax assets</b>	<b>764.05</b>	<b>348.34</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	(560.93)	(156.90)
<b>Net deferred tax assets</b>	<b>203.12</b>	<b>191.44</b>



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**Notes:**
**(i) Movement in deferred tax assets/(liabilities) for year ended 31 March 2021:**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	01 April 2020	Recognised in Other comprehensive income	Recognised in Statement of profit and loss	Others	31 March 2021
<b>Tax effect of items constituting deferred tax assets:</b>					
Provision for employee benefits	(352.88)	19.71	(48.23)	-	(381.40)
Provision for warranty expenses	(6.16)	-	2.99	-	(3.17)
Financial assets and financial liabilities at amortised cost	(108.95)	-	(6.36)	-	(115.31)
Tax impact of other expenses charged in the financial statement but allowable as deductions in future years under income tax	(80.24)	-	(4.34)	-	(84.58)
Allowance for credit impaired receivables	(159.73)	-	8.94	-	(150.79)
Unabsorbed depreciation	(490.65)	-	68.96	-	(421.69)
Others	(46.14)	-	17.65	-	(28.49)
Tax credit (minimum alternate tax)	(4,223.64)	-	201.48	369.86	(3,652.30)
<b>Total deferred tax assets</b>	<b>(5,468.37)</b>	<b>19.71</b>	<b>241.08</b>	<b>369.86</b>	<b>(4,837.73)</b>
<b>Tax effect of items constituting deferred tax liabilities</b>					
Property, plant and equipment and intangible assets	12,246.59	-	284.82	-	12,531.41
Others	5.15	-	(5.15)	-	-
<b>Total deferred tax liabilities</b>	<b>12,251.74</b>	<b>-</b>	<b>279.67</b>	<b>-</b>	<b>12,531.41</b>
<b>Deferred tax liabilities (net)</b>	<b>6,783.37</b>	<b>19.71</b>	<b>520.75</b>	<b>369.86</b>	<b>7,693.68</b>

**(ii) Movement in deferred tax assets/(liabilities) for year ended 31 March 2020:**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	01 April 2019	Acquisition of subsidiary (refer note 55)	Recognised in other comprehensive income	Recognised statement of profit and loss	Others	31 March 2020
<b>Tax effect of items constituting deferred tax assets:</b>						
Provision for employee benefits	(152.10)	(93.18)	(33.76)	(73.84)	-	(352.88)
Provision for warranty expenses	-	-	-	(6.16)	-	(6.16)
Financial assets and financial liabilities at amortised cost	(107.19)	(0.11)	-	(11.39)	9.74	(108.95)
Tax impact of other expenses charged in the financial statement but allowable as deductions in future years under income tax	(165.65)	-	-	85.41	-	(80.24)
Allowance for credit impaired receivables	(10.82)	(174.38)	-	25.47	-	(159.73)
Unabsorbed depreciation	(725.54)	-	-	234.89	-	(490.65)

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	01 April 2019	Acquisition of subsidiary (refer note 55)	Recognised in other comprehensive income	Recognised statement of profit and loss	Others	31 March 2020
Inventories	(143.76)	94.46	-	49.30	-	-
Others	(51.84)	-	-	5.70	-	(46.14)
Tax credit (minimum alternate tax)	(3,745.75)	-	-	(1,179.63)	701.74	(4,223.64)
<b>Total deferred tax assets</b>	<b>(5,102.64)</b>	<b>(173.21)</b>	<b>(33.76)</b>	<b>(870.25)</b>	<b>711.48</b>	<b>(5,468.37)</b>
<b>Tax effect of items constituting deferred tax liabilities</b>						
Property, plant and equipment and intangible assets	9,462.10	5,016.04	-	(783.68)	(1,447.87)	12,246.59
Provision for employee benefits	15.36	-	(1.78)	(13.58)	-	-
Others	3.84	-	-	1.29	-	5.15
<b>Total deferred tax liabilities</b>	<b>9,481.30</b>	<b>5,016.04</b>	<b>(1.78)</b>	<b>(795.97)</b>	<b>(1,447.87)</b>	<b>12,251.74</b>
<b>Deferred tax liabilities (net)</b>	<b>4,378.67</b>	<b>4,842.82</b>	<b>(35.54)</b>	<b>(1,666.22)</b>	<b>(736.39)</b>	<b>6,783.37</b>

(iii) Refer note 48 for income tax related disclosures.

### 29. OTHER NON-CURRENT LIABILITIES

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred revenue*	178.14	205.68
	<b>178.14</b>	<b>205.68</b>

\*Represents government grant which is not covered under the scope of Ind AS 115. Refer note 56 for details.

### 30. SHORT-TERM BORROWINGS

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured</b>		
Working capital demand loans	12,237.17	15,450.69
Cash credits	1,393.97	1,082.30
Buyers credit	4,260.52	-
Discounting facilities	99.69	136.48
<b>Unsecured</b>		
Working capital demand loans	-	1,500.00
Loan from director of subsidiary companies	450.00	-
	<b>18,441.35</b>	<b>18,169.47</b>

#### Notes:

#### a. Details of security of short term borrowings for the year ended 31 March 2021

In case of holding Company, Cash Credits, Buyers Credit and Working Capital demand Loan facilities (except ICICI Bank on residuary charge) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future moveable fixed assets (excluding those which are under exclusive hypothecated with other Banks/FIs) of the Company, first pari passu charge by way of mortgage of immovable properties located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab and 15th Km Stone, Gurgaon Jhajjar Road, Village Dadri Toe, Distt: Jhajjar (Haryana) in the name of the Company.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

In case of the subsidiary Company (PICL (India) Private Limited), Cash credit facilities and domestic bill discounting facility are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on moveable property, plant and equipment of the Company (excluding those which are exclusively hypothecated with other Banks/Financial Institutions), first pari passu charge on immovable property - Plot No.-619, Sector-69, IMT, Faridabad in the name of the Company. The loans are also secured by corporate guarantees of Holding Company.

In case of the subsidiary Company (IL JIN Electronics (India) Private Limited), working capital demand loan is secured by way of exclusive charge on all current assets and Plant and Machinery of the Company (including land and building of plant situated at 27 & 28, Ecotech, Greater Noida) and is also secured by corporate guarantee of Holding Company.

In case of the subsidiary Company (Ever Electronics Private Limited), 'The cash credit facility and working capital demand loan are secured by way of exclusive charge on all current assets including Stock and Book debt and exclusive charge by negative lien on Land and Building at Gat No.161/2, Pimple Jagtap Road, Bhima Koregaon, Pune, Maharashtra and is also secured by corporate guarantee of Holding Company.

In case of the subsidiary Company (Sidwal Refrigeration Industries Private Limited), Cash Credits from bank is secured by first charge on all current and movable fixed assets of the Company, equitable mortgage on industrial plot No. 23, Sector 6, Faridabad, 121007 Haryana and is also secured by corporate guarantee given by Holding Company.

### b. Terms of repayment and interest rate for the year ended 31 March 2021

- Working capital demand loans from Banks amounting to ₹ 12,237.17 lakh, carrying interest rate varying from 4.85% to 6% p.a. is repayable on respective due dates.
- Cash Credit from Banks amounting to ₹ 1,393.97 lakh, carrying interest rate in the range of 7.00% p.a. to 10.00% p.a. is repayable on demand.
- Buyers credits from Banks amounting to ₹ 4,260.52 lakh, carrying interest rate in the range of LIBOR+ 0.32 to LIBOR +0.80 is repayable on respective due dates.
- Domestic bill discounting facilities include secured purchase bills discounting of ₹ 99.69 lakh, carrying interest rate at 9% to 9.35% p.a. is repayable on respective due dates.
- Interest free unsecured loan amounting ₹ 300 lakh and ₹ 150 lakh taken by subsidiary companies i.e. Ever Electronics Private Limited and IL JIN Electronics (India) Private Limited respectively from Mr. Hyun Chul Sim, director of the subsidiary companies is repayable on demand.

### c. Details of security of short term borrowings for the year ended 31 March 2020

In case of holding Company, cash credits and working capital demand Loan facilities (except Federal Bank, fully unsecured) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future moveable fixed assets (excluding those which are under exclusive hypothecated with other Banks/FIs) of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab in the name of the Company and 15th Km Stone, Gurgaon Jhajjar Road, Village Dadri Toe, Distt: Jhajjar (Haryana).

In case of the subsidiary Company (PICL (India) Private Limited), working capital demand loans, cash credit facilities and domestic bill discounting facility are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on moveable property, plant and equipment of the Company (excluding those which are exclusively hypothecated with other Banks/Financial Institutions), first pari passu charge on immovable property, plant and equipment - Plot No. 92, Sector-6, Faridabad in the name of the Company and first pari passu charge on Plot No. 99, Sector-6, Faridabad in the name of holding Company. The loans are also secured by corporate guarantees of holding Company and personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company. These facilities carry interest rate ranging from 9.75% p.a. to 10.45% p.a. (31 March 2019: from 9.00% p.a. to 10.40% p.a.).

In case of the subsidiary Company (IL JIN Electronics (India) Private Limited), the cash credit facility and working capital demand loan from HDFC bank is secured by way of exclusive charge on all current and fixed assets of the Company (including land and building of plant situated at 27 & 28, Ecotech, Greater Noida) and is also secured by corporate guarantee of holding Company.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

The working capital demand loan from Bajaj Finance limited is secured by way of pari pasu charge on all current assets of the Company and is also secured by corporate guarantee of holding Company.

In case of the subsidiary Company (Sidwal Refrigeration Industries Private Limited), cash credits from bank are secured by first charge on all current and movable fixed assets of the Company and equitable mortgage on industrial plot No. 23, Sector 6, Faridabad, 121007 Haryana and corporate guarantee given by holding Company.

### d. Terms of repayment and interest rate for the year ended 31 March 2020

- Working capital demand loans from Banks amounting to ₹ 16,950.69 lakh, carrying interest rate varying from 7.80% p.a. to 10.00% p.a. is repayable on demand.
- Cash Credit from Banks amounting to ₹ 1,082.30 lakh, carrying interest rate varying from 9.00% p.a. to 10.45% p.a. is repayable on demand.
- Discounting facilities include secured purchase bills discounting of ₹ 136.48 lakh, carrying interest rate at 9.75% p.a. is repayable on demand.

### e. Reconciliation of liabilities arising from financing activities

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Long-term borrowings (including current maturities)	Lease liabilities	Short-term borrowings	Total
<b>As at 01 April 2019</b>	<b>16,185.96</b>	-	<b>8,947.86</b>	<b>25,133.82</b>
Cash flows:				
Proceeds from borrowings	8,365.00	-	9,224.14	17,589.14
Repayment of borrowings	(5,503.58)	(395.06)	-	(5,898.64)
Non-cash:				
Reclassification on adoption of Ind AS 116	(551.88)	551.88	-	-
Adjustment on adoption of Ind AS 116 as on 01 April 2019	-	1,215.49	-	1,215.49
Adjustment on adoption of Ind AS 116 during the year	-	156.71	-	156.71
Impact of amortised cost adjustment for borrowings	14.15	7.73	(2.53)	19.35
Acquisition of subsidiary [refer note 55]	68.77	-	-	68.77
<b>As at 31 March 2020</b>	<b>18,578.42</b>	<b>1,536.74</b>	<b>18,169.47</b>	<b>38,284.63</b>
Cash flows:				
Proceeds from borrowings	11,452.40	-	271.88	11,724.28
Repayment of borrowings	(10,114.86)	(98.90)	-	(10,213.76)
Non-cash:				
Impact of amortised cost adjustment for borrowings	77.10	-	-	77.10
<b>As at 31 March 2021</b>	<b>19,993.06</b>	<b>1,437.84</b>	<b>18,441.35</b>	<b>39,872.25</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**31. TRADE PAYABLES\***

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Dues of micro enterprises and small enterprises [refer note (i) below]	520.64	240.56
Dues of creditors other than micro enterprises and small enterprises (refer note 46)	1,31,174.32	1,10,338.82
	<b>1,31,694.96</b>	<b>1,10,579.38</b>

\*includes acceptances arrangements where operational suppliers of goods and services are initially paid by banks where there is no recourse on the Group.

**Notes:**
**(i) Disclosures pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Pursuant to the requirements under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006), the following information has been determined by the management to the extent such parties have been identified on the basis of information submitted to the Company, including but not limited to the UDYAM registration certificates obtained from suppliers who have registered themselves under the MSMED Act, 2006, certificates from Chartered Accountant regarding gross investment in plant and equipment as on 31 March 2021, and the latest audited balance sheets of the suppliers

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Principal amount remaining unpaid	516.32	237.95
Interest accrued and due thereon remaining unpaid	4.32	2.61
Interest paid by the Company in terms of section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year), but without adding the interest specified under MSMED Act, 2006.	-	-
Interest accrued and remaining unpaid as at the end of the year	4.32	2.61
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

(ii) The carrying values are considered to be reasonable approximation of their fair values.

**32. OTHER FINANCIAL LIABILITIES (CURRENT)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Current maturities of long-term borrowings:		
Term loan [also refer note 24(i)]		
from banks	2,823.30	3,255.96
from others	637.15	1,377.18
Vehicle loan [also refer note 24(i)]		
from banks	23.15	35.23
from others	3.26	28.33

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Creditors for capital expenditure	1,303.89	950.72
Interest accrued	180.53	65.47
Expenses payable [refer note 46]	1,021.78	587.67
Employee related payables [refer note 46]	1,582.27	1,090.26
Trade acceptances	977.27	2,037.17
Deferred consideration [refer note 26(i)]	417.80	-
Derivative liability	-	0.46
Security deposits	6.44	9.10
Unpaid dividend*	0.49	0.28
Contingent liabilities recognised	-	31.78
	<b>8,977.33</b>	<b>9,469.61</b>

\*Investor Education and Protection Fund will be credited as and when due

The carrying values are considered to be reasonable approximation of their fair values.

### 33. OTHER CURRENT LIABILITIES

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Advance from customers	655.39	1,492.26
Payable to statutory authorities	5,619.63	3,747.06
Advance against sale of property, plant and equipment	129.54	154.54
Deferred revenue*	314.12	240.22
	<b>6,718.68</b>	<b>5,634.08</b>

\*Includes government grant amounting to ₹ 27.55 lakh which is not covered under the scope of Ind AS 115. Refer note 56 for details.

### 34. PROVISIONS (CURRENT)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Provision for employee benefits</b>		
Gratuity	107.84	91.84
Compensated absences	73.08	78.20
Provision for warranty	44.52	24.46
	<b>225.44</b>	<b>194.50</b>

#### Notes:

- (i) For disclosures related to provision for employee benefits, refer note 51 - Employee benefit obligations.
- (ii) Information related to provision for warranty:

The Group gives warranties on certain products and undertakes to repair or replace them if these products fail to perform satisfactorily during the warranty period. Such provision represents the amount of cost expected to meet the obligation of such repair/replacement. The timing of outflows is expected to be within one year. The provision is based on estimates made from historical warranty data associated with similar products.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening balance	24.46	-
Add: Provision made during the year	111.22	24.46
Less: Provision utilised during the year	(91.16)	-
Closing balance	<b>44.52</b>	<b>24.46</b>

**35. CURRENT TAX LIABILITIES (NET)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for income tax (net of advance tax and taxes deducted at source and taxes collected at source)	1,328.78	188.87
	<b>1,328.78</b>	<b>188.87</b>

**36. REVENUE FROM OPERATIONS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Operating revenue</b>		
Sale of products	2,94,957.92	3,86,970.85
Sale of services	3,443.35	3,359.82
<b>Other operating revenues</b>		
Scrap sales	3,199.08	3,316.10
Budgetary support under Goods and Services Tax Regime	0.32	2,448.19
Job work charges	1,129.92	74.50
Export incentive	48.80	109.87
Electricity duty subsidy	258.31	-
Others	14.31	-
	<b>3,03,052.01</b>	<b>3,96,279.33</b>

**37. OTHER INCOME**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Interest from</b>		
Bank deposits	1,202.96	145.56
Other financial assets carried at amortised cost	84.01	68.12
Others	43.46	-
<b>Other income</b>		
Lease rent (refer note 50)	21.23	36.40
Insurance claims	34.84	1.25
Gain on sale of property, plant and equipment (net)	-	42.24
Government grant income	27.55	27.62

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Foreign exchange fluctuation (net)	1,081.30	-
Gain on settlement/fair valuation of deferred consideration [refer note 26(i)]	554.82	164.01
MTM gain on forward contracts	63.27	-
Liabilities no longer required written back	25.72	4.79
Derecognition of financial liability	31.78	-
Miscellaneous income	139.05	325.82
	<b>3,309.99</b>	<b>815.81</b>

### 38. COST OF MATERIALS CONSUMED

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Opening stock</b>		
Raw material	53,549.28	48,066.17
Stores, spares and other consumables	161.34	111.24
Packing material	920.48	919.49
Add: Purchases made during the year	2,57,409.88	3,36,133.98
Add: Acquisition of subsidiary [refer note 55]	-	1,871.82
	3,12,040.98	3,87,102.70
<b>Less: Closing stock</b>		
Raw material	58,402.72	53,549.28
Stores, spares and other consumables	166.84	161.34
Packing material	570.45	920.48
	<b>2,52,900.97</b>	<b>3,32,471.60</b>

### 39. CHANGES IN INVENTORIES OF FINISHED GOODS AND INTERMEDIATE PRODUCTS (INCLUDING MANUFACTURED COMPONENTS)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Opening stock</b>		
Intermediate products (including manufactured components)	3,657.13	3,187.48
Finished goods	7,281.32	3,777.78
Scrap	-	-
Add: Acquisition of subsidiary [refer note 55]		
Intermediate products	-	525.92
Finished goods	-	1,148.42
<b>Closing stock</b>		
Intermediate products (including manufactured components)	1,572.13	3,657.13
Finished goods	10,916.75	7,281.32
	<b>(1,550.47)</b>	<b>(2,298.84)</b>



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**40. EMPLOYEE BENEFITS EXPENSE**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Salary, wages and bonus	9,205.08	9,361.18
Contribution to provident and other funds	627.86	686.48
Staff welfare expenses	372.93	580.83
	<b>10,205.87</b>	<b>10,628.49</b>

For disclosures related to provision for employee benefits, refer note 51 - Employee benefit obligations

**41. FINANCE COSTS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest on		
Term loans	1,741.56	2,107.89
Lease liabilities	145.53	164.22
Others	1,982.61	1,317.31
Other borrowing costs	254.97	610.74
	<b>4,124.67</b>	<b>4,200.16</b>
Less: borrowing costs capitalised [refer note 5(i)]	28.80	9.10
	<b>4,095.87</b>	<b>4,191.06</b>

**42. DEPRECIATION AND AMORTISATION EXPENSE**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation of property, plant and equipment (refer note 4)	6,247.64	5,835.25
Amortisation of intangible assets (refer note 6)	2,982.03	2,642.24
	<b>9,229.67</b>	<b>8,477.49</b>

**43. OTHER EXPENSES**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Power, fuel and water charges	2,506.37	3,343.10
Contractual labour charges	6,513.31	6,549.16
Loading and unloading charges	100.99	1,960.09
Freight charges	992.70	1,621.31
Legal and professional fees [refer note (i)]	755.88	678.49
Workshop expenses	70.18	103.66
Travelling and conveyance	562.47	978.67
Repairs and maintenance		
- plant and machinery	965.98	1,072.18
- buildings	178.94	234.58
- others	324.45	325.35

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Insurance	297.37	190.83
Rent		
- plant and machinery	1,008.08	1,219.52
- buildings	927.46	830.15
- others	127.32	65.12
Rates and taxes	114.26	78.50
Bank charges	90.84	79.79
Directors' sitting fees	26.85	61.05
Job work charges	924.96	1,145.24
Communication expenses	93.88	95.07
Foreign exchange fluctuation (net)	-	1,689.95
Donation	38.96	11.49
Postage	27.15	-
Vehicle running expenses	108.25	123.25
Corporate social responsibility expenditure (refer note 59)	337.56	214.21
Printing and stationary	57.84	78.57
Business promotion expenses	78.45	123.51
Advances and other balances written off	12.71	62.71
Festival expenses	42.63	79.98
Loss on account of unapproved product development	113.99	253.91
Security charges	115.91	117.42
Clearing and forwarding expense	162.97	155.04
Mark to market loss on forward contracts	-	0.46
Bad debts [refer note (ii)]	22.57	17.78
Loss on sale of property, plant and equipment (net)	392.04	-
Impairment loss on property, plant and equipment	323.39	-
Impairment of trade receivables	3.99	30.06
Impairment of other financial assets	12.58	-
Research expenses	39.58	-
Warranty expenses	111.22	24.46
Loss on fair valuation of assets held for sale	-	25.60
Miscellaneous expenses	882.77	910.75
	<b>19,466.85</b>	<b>24,551.01</b>

### (i) Payments to the auditor \* :

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
For statutory audit and limited review	90.20	84.45
Reimbursement of expenses	2.63	7.70
<b>Total</b>	<b>92.83</b>	<b>92.15</b>

\*Excludes fees paid to statutory auditor of ₹ 32 lakh (31 March 2020: Nil) for QIP related services adjusted from security premium

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

- ii) Bad debts are net of amount adjusted from allowance for credit impaired receivables made in earlier years amounting ₹ 21.21 lakh (previous year: ₹ Nil lakh).

**44. ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR (NET OF ADVANCES)**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	6,478.17	419.96

**45. CONTINGENT LIABILITY NOT PROVIDED FOR EXISTS IN RESPECT OF:#**

(All amounts in ₹ in lakh unless otherwise stated)

	As at 31 March 2021	As at 31 March 2020
Sales tax [refer note (i) below]	96.79	14.57
Goods and services tax [refer note (ii) below]	30.63	0.81
Income-tax [refer note (iii) below]	38.60	566.32
Octroi tax	15.58	15.58
Excise duty [refer note (iv) below]	24.39	24.39
<b>Claims against the Group not acknowledged as debts</b>		
On account of claims by vendors	12.39	12.39
On account of claims by employees	1.58	1.58
Bonus [refer note (v) below]	11.38	11.38
Minimum wages [refer note (vi) below]	28.20	28.20

- (i) Includes amount paid under protest ₹ 5.60 lakh (previous year : ₹ 2 lakh). Also, the amount appearing above is after netting off ₹ 13.42 lakh (previous year: ₹ 14.57 lakh) already provided for in the books of accounts.
- (ii) Includes amount paid under protest ₹ 30.63 lakh (previous year : ₹ 0.81 lakh).
- (iii) For the subsidiary Company (Sidwal Refrigeration Industries Private Limited), demands were raised by the Income-tax department for the assessment years 2004-05 through to 2007-08 for additional income-tax payable on account of determination of the Company's entitlement to deduction under section 80IC of the Income-tax Act, 1961 for profits made by its industrial unit at Kala Amb (exempted unit) at a lower amount than was claimed. The Company appealed against these demands before the Commissioner of Income-tax (Appeals) who decided in favour of the Company. Subsequently, this decision was upheld by the Income-tax Appellate Tribunal. The Income-tax Department has now appealed to the Hon'ble High Court. During the current year, all the cases were dismissed by the Hon'ble High Court.
- For the subsidiary Company (PICL (India) Private Limited), demand was raised by the Income-tax department for the assessment year 2018-19 on 09 April 2021, for additional income-tax payable by the Company. The Company has filed an appeal to the CIT (Appeals), Delhi regarding the same on 06 May 2021.
- (iv) Includes amount paid under protest ₹ 2.79 lakh (previous year: ₹ 2.79 lakh).
- (v) The Payment of Bonus (Amendment) Act, 2015 dated 31 December 2015 (which was made effective from 01 April 2014) revised the thresholds for coverage of employee eligible for Bonus and also enhanced the ceiling limits for computation of bonus. However, taking cognizance of the stay granted by various High Courts, the Company has not recognised any differential amount of bonus for the period 01 April 2014 to 31 March 2015 and accordingly has recognised the expense as per the amended provisions w.e.f. 01 April 2015 and onwards.
- (vi) The Subsidiary Company has been served with orders in FY 2014-15 under Minimum Wages Law claiming ₹ 28.20 lakh for payment of wages below minimum wages. Based on the advice from Independent expert and development of the case, the management is confident that such addition will not be sustained on completion of the appellate and accordingly, pending the decision by the appellate authority no adjustment has been made in the financial statement.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

- # The Group is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Group's management reasonably expects that these legal actions, when ultimately concluded and determined, will not have a material and adverse effect on the Group's results of operations or financial condition.
- # The Hon'ble Supreme Court of India has pronounced a ruling dated 28 February 2019 in which it is held that 'allowance' paid to employees, will be included in the scope of 'basic wages' and thus, will be subject to provident fund contributions. Petitions have been filed with Hon'ble Supreme Court of India seeking additional clarification with respect to the application of this ruling. As this ruling has not prescribed any clarification w.r.t. to its application, the Company is in the process of evaluating its impact. Management believes that this will not result in any material liability on the Company.

### 46. RELATED PARTY DISCLOSURES\*

<b>A. Relationship with related parties**</b>	
<b>I. Entities over which significant influence is exercised by the Company /key management personnel (either individually or with others)</b>	Amrit Aircon System Private Limited AK & Co. SL & Co.
<b>II. Key management personnel (KMP)</b>	
a.	Mr. Jasbir Singh (Chairman & CEO and Director)
b.	Mr. Daljit Singh (Managing Director)
c.	Dr. Girish Kumar Ahuja (Independent Director)
d.	Mr. Manoj Kumar Sehrawat (Non-executive nominee Director)
e.	Ms. Sudha Pillai (Independent Director)
f.	Mr. Satwinder Singh (Independent Director)
g.	Mr. Sanjay Arora (Director Operations)
h.	Mr. Udaiveer Singh (President-RAC)
i.	Mr. Sachin Gupta (Vice President-RAC)
j.	Mr. Sudhir Goyal (Chief Financial Officer)
k.	Ms. Konica Yadav (Company Secretary and Compliance Officer)
<b>III. Relatives of Key management personnel</b>	
a.	Mr. Kartar Singh (Chairman Emeritus)
b.	Ms. Amandeep Kaur (wife of Mr. Jasbir Singh, Chairman & CEO and Director)
c.	Ms. Sukhmani Lakhat (wife of Mr. Daljit Singh, Managing Director)

\* Disclosures have been given of those related parties with whom the group have made transactions.

\*\* Above related parties do not include Key management personnel (KMP) of subsidiary companies, its relatives or entities over which significant influence can be exercised by such KMPs as such parties can not exercise control or significant influence over the activities of the Group.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2021

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(A)</b>	<b>Transactions made during the year:</b>			
<b>1</b>	<b>Rent paid</b>			
	Mr. Jasbir Singh	-	42.75	-
	Mr. Daljit Singh	-	16.03	-
	Ms. Amandeep Kaur	-	-	32.06
	Ms. Sukhmani Lakhat	-	-	42.75
<b>2</b>	<b>Finance cost</b>			
	AK & Co.	56.33	-	-
	SL & Co.	56.33	-	-
<b>3</b>	<b>Interest income on others</b>			
	AK & Co.	4.94	-	-
	SL & Co.	4.94	-	-
<b>4</b>	<b>Remuneration paid to KMP's</b>			
	Sitting fees to independent directors	-	25.25	-
	Salary paid*	-	624.72	-
	<b>*Name of KMP</b>			
	Mr. Jasbir Singh	-	174.63	-
	Mr. Daljit Singh	-	168.59	-
	Mr. Sudhir Goyal	-	63.83	-
	Ms. Konica Yadav	-	13.27	-
	Mr. Sanjay Arora	-	67.59	-
	Mr. Sachin Gupta	-	65.43	-
	Mr. Udaiveer Singh	-	71.39	-
<b>5</b>	<b>Professional charges</b>			
	Mr. Kartar Singh	-	-	16.80
	Mr. Udaiveer Singh	-	2.00	-
	Mr. Sanjay Arora	-	33.86	-
<b>6</b>	<b>Extinguishment of personal guarantee taken</b>			
	Mr. Jasbir Singh	-	15,111.37	-
	Mr. Daljit Singh	-	8,111.37	-
<b>7</b>	<b>Extinguishment of corporate guarantee taken</b>			
	AK & Co.	5,000.00	-	-
	SL & Co.	5,000.00	-	-

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(B)</b>	<b>Balances at year end</b>			
<b>1</b>	<b>Trade payables</b>			
	AK & Co.	27.28	-	-
	SL & Co.	27.28	-	-
	Mr. Sanjay Arora	-	3.33	-
<b>2</b>	<b>Lease liabilities (Non-current)</b>			
	AK & Co.	427.64	-	-
	SL & Co.	427.64	-	-
<b>3</b>	<b>Lease liabilities (Current)</b>			
	AK & Co.	99.57	-	-
	SL & Co.	99.57	-	-
<b>4</b>	<b>Rent payable (disclosed under trade payables)</b>			
	Mr. Jasbir Singh	-	9.45	-
	Mr. Daljit Singh	-	3.54	-
	Ms. Amandeep Kaur	-	-	7.09
	Ms. Sukhmani Lakhat	-	-	9.45
<b>5</b>	<b>Security deposits given (disclosed under non-current loans)</b>			
	AK & Co.	50.92	-	-
	SL & Co.	50.92	-	-
<b>6</b>	<b>Security deposits given (disclosed current loans)</b>			
	Mr. Jasbir Singh	-	79.80	-
	Mr. Daljit Singh	-	79.80	-
	Ms. Amandeep Kaur	-	-	8.55
	Ms. Sukhmani Lakhat	-	-	11.40
<b>7</b>	<b>Payable to KMP's (disclosed under other current financial liabilities)</b>			
	Mr. Jasbir Singh	-	31.33	-
	Mr. Daljit Singh	-	23.75	-
	Mr. Udaiveer Singh	-	11.49	-
	Mr. Sudhir Goyal	-	10.83	-
	Ms. Konica Yadav	-	1.19	-
	Mr. Sanjay Arora	-	4.23	-
	Mr. Sachin Gupta	-	11.15	-
<b>8</b>	<b>Loans to KMP's (disclosed under current loans)</b>			
	Mr. Sachin Gupta	-	14.36	-
	Mr. Sudhir Goyal	-	8.41	-
	Mr. Sanjay Arora	-	0.87	-
	Ms. Konica Yadav	-	2.03	-

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>9</b>	<b>Post-employment benefits of KMP's</b>			
	Mr. Jasbir Singh	-	42.40	-
	Mr. Daljit Singh	-	29.58	-
	Mr. Udaiveer Singh	-	24.92	-
	Mr. Sudhir Goyal	-	8.40	-
	Ms. Konica Yadav	-	1.94	-
	Mr. Sanjay Arora	-	15.49	-
	Mr. Sachin Gupta	-	7.08	-
<b>10</b>	<b>Personal guarantees taken*</b>			
	Mr. Jasbir Singh	-	2,434.93	-
	Mr. Daljit Singh	-	2,434.93	-
<b>11</b>	<b>Advances to KMP's (disclosed under other current assets)</b>			
	Mr. Satwinder Singh	-	0.50	-

\* The above disclosed balances of personal guarantees taken include original sanctioned limits of working capital facilities and term loans by the continuing banks.

**The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2020**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(A)</b>	<b>Transactions made during the year:</b>			
<b>1</b>	<b>Rent paid</b>			
	Mr. Jasbir Singh	-	45.60	-
	Mr. Daljit Singh	-	17.10	-
	Ms. Amandeep Kaur	-	-	25.65
	Ms. Sukhmani Lakhat	-	-	34.20
<b>2</b>	<b>Assets taken on lease</b>			
	AK & Co.	663.73	-	-
	SL & Co.	663.73	-	-
<b>3</b>	<b>Finance cost</b>			
	AK & Co.	60.65	-	-
	SL & Co.	60.65	-	-
<b>4</b>	<b>Interest income on others</b>			
	AK & Co.	4.23	-	-
	SL & Co.	4.23	-	-

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>5</b>	<b>Remuneration paid to KMP's</b>			
	Sitting fees (including commission) to independent directors	-	58.65	-
	Salary paid* (including commission)	-	845.67	-
	<b>*Name of KMP</b>			
	Mr. Jasbir Singh	-	292.00	-
	Mr. Daljit Singh	-	284.20	-
	Mr. Sudhir Goyal	-	62.10	-
	Ms. Konica Yadav	-	12.95	-
	Mr. Sanjay Arora	-	70.47	-
	Mr. Sachin Gupta	-	65.65	-
	Mr. Udaiveer Singh	-	58.30	-
<b>6</b>	<b>Professional charges</b>			
	Mr. Kartar Singh	-	-	16.80
	Mr. Udaiveer Singh	-	8.00	-
<b>7</b>	<b>Personal guarantees surrendered</b>			
	Mr. Jasbir Singh	-	31,000.00	-
	Mr. Daljit Singh	-	28,000.00	-
<b>8</b>	<b>Corporate guarantee taken</b>			
	AK & Co.	5,000.00	-	-
	SL & Co.	5,000.00	-	-
<b>9</b>	<b>Loan received</b>			
	Mr. Jasbir Singh	-	816.00	-
<b>10</b>	<b>Loan repayment</b>			
	Mr. Jasbir Singh	-	816.00	-
<b>11</b>	<b>Interest on loan</b>			
	Mr. Jasbir Singh	-	0.67	-
<b>12</b>	<b>Vehicle running expenses</b>			
	Mr. Udaiveer Singh	-	0.14	-

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>(B)</b>	<b>Balances at year end</b>			
<b>1</b>	<b>Trade payables</b>			
	Amrit Aicon System Private Limited	3.05	-	-
	AK & Co.	45.33	-	-
	SL & Co.	53.33	-	-



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>2</b>	<b>Lease liabilities (Non-current)</b>			
	AK & Co.	475.44	-	-
	SL & Co.	475.44	-	-
<b>3</b>	<b>Lease liabilities (Current)</b>			
	AK & Co.	94.20	-	-
	SL & Co.	94.20	-	-
<b>4</b>	<b>Rent payable (disclosed under trade payables)</b>			
	Mr. Jasbir Singh	-	12.31	-
	Mr. Daljit Singh	-	4.62	-
	Ms. Amandeep Kaur	-	-	9.23
	Ms. Sukhmani Lakhat	-	-	12.31
<b>5</b>	<b>Security deposits given (disclosed under non-current loans)</b>			
	AK & Co.	45.98	-	-
	SL & Co.	45.98	-	-
<b>6</b>	<b>Security deposits given (disclosed current loans)</b>			
	Mr. Jasbir Singh	-	79.80	-
	Mr. Daljit Singh	-	79.80	-
	Ms. Amandeep Kaur	-	-	8.55
	Ms. Sukhmani Lakhat	-	-	11.40
<b>7</b>	<b>Payable to KMP's (disclosed under other current financial liabilities)</b>			
	Mr. Jasbir Singh	-	57.06	-
	Mr. Daljit Singh	-	63.12	-
	Mr. Udaiveer Singh	-	9.26	-
	Mr. Sudhir Goyal	-	8.11	-
	Ms. Konica Yadav	-	0.09	-
	Mr. Sanjay Arora	-	0.09	-
	Mr. Sachin Gupta	-	8.65	-
	Dr. Girish Kumar Ahuja	-	8.86	-
	Mr. Satwinder Singh	-	8.86	-
	Ms. Sudha Pillai	-	8.86	-
<b>8</b>	<b>Loans to KMP's (disclosed under current loans)</b>			
	Mr. Sachin Gupta	-	11.51	-
	Mr. Sudhir Goyal	-	8.55	-
	Mr. Sanjay Arora	-	3.02	-
	Ms. Konica Yadav	-	1.48	-
	Mr. Udaiveer Singh	-	0.67	-

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel	Relatives of Key management personnel
<b>9</b>	<b>Post-employment benefits of KMP's</b>			
	Mr. Jasbir Singh	-	39.52	-
	Mr. Daljit Singh	-	27.19	-
	Mr. Udaiveer Singh	-	23.00	-
	Mr. Sudhir Goyal	-	7.61	-
	Ms. Konica Yadav	-	1.73	-
	Mr. Sanjay Arora	-	13.90	-
	Mr. Sachin Gupta	-	6.27	-
<b>10</b>	<b>Personal guarantees taken*</b>			
	Mr. Jasbir Singh	-	17,546.30	-
	Mr. Daljit Singh	-	10,546.30	-
<b>11</b>	<b>Corporate guarantee taken**</b>			
	AK & Co.	5,000.00	-	-
	SL & Co.	5,000.00	-	-

\* The above disclosed balances of personal guarantees taken include original sanctioned limits of working capital facilities and term loans by the continuing banks.

\*\* The above disclosed balances of corporate guarantee taken and given include original sanctioned limits of working capital facilities and term loans by the continuing banks.

### 47. ASSETS PLEDGED AS SECURITY

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>Current</b>		
Inventories	71,628.89	65,569.55
Trade receivables	1,06,899.17	85,420.16
Cash and cash equivalents and other bank balances	28,993.16	12,027.31
Investments	5,294.47	-
Loans, other financial assets and other current assets	6,778.80	10,302.28
<b>Total current assets pledged as security</b>	<b>2,19,594.49</b>	<b>1,73,319.30</b>
<b>Non-current</b>		
Property, plant and equipment	69,016.37	69,012.91
<b>Total assets pledged as security</b>	<b>2,88,610.86</b>	<b>2,42,332.21</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**48. TAX EXPENSE**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>Income tax expense recognised in statement of profit and loss</b>		
<b>Current tax</b>		
Current tax expense for current year	3,163.82	4,206.14
Current tax expense pertaining to prior years	0.75	119.92
	<b>3,164.57</b>	<b>4,326.06</b>
<b>Deferred tax</b>		
Deferred tax (benefit)/expense for current year	319.27	(877.56)
Deferred tax (benefit)/expense pertaining to prior years	201.48	(788.66)
	<b>520.75</b>	<b>(1,666.22)</b>
	<b>3,685.32</b>	<b>2,659.84</b>

- (i) The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 34.94% and the reported tax expense in profit or loss are as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit before tax	12,013.24	19,074.33
Income tax using the Group's domestic tax rate *	34.94%	34.94%
<b>Expected tax expense [A]</b>	<b>4,197.89</b>	<b>6,665.33</b>
<b>Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense</b>		
Non-deductible expenses/non-taxable income	(30.34)	266.18
Carried forward of unrecognised losses utilised	-	(44.24)
Measurement of deferred taxes on expected tax rates	(267.91)	(2,396.15)
Subsidiary companies taxed at different tax rates #	(459.80)	(645.70)
Tax expense related to prior years	202.23	(668.74)
Weighted deduction for certain expenditure under Income-tax Act,1961	-	(354.23)
Current unabsorbed depreciation and losses for which no deferred tax asset is recognised	-	-
Others	43.25	(162.61)
<b>Total adjustments [B]</b>	<b>(512.57)</b>	<b>(4,005.49)</b>
<b>Actual tax expense [C=A+B]</b>	<b>3,685.32</b>	<b>2,659.84</b>

\* Domestic tax rate applicable to the Group has been computed as follows

Base tax rate	30%	30%
Surcharge (% of tax)	12%	12%
Cess (% of tax)	4%	4%
Applicable rate	34.94%	34.94%

# Group includes companies with different tax rates. For the purpose of effective tax reconciliation, holding Company's tax rate has been used.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (ii) Tax losses and unabsorbed depreciation:

Deferred tax assets, have been recognised based on an evaluation of whether it is probable that taxable profits will be earned in future accounting periods considering all the available evidences, including approved budgets and forecasts by the Board of the respective entities.

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>- Unused tax losses:</b>		
Unused tax losses for which no deferred tax asset has been recognised	162.24	156.09
Potential tax benefit	40.83	39.28

Unused business loss can be carried forward based on the year of origination as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Financial year/period of origination	Financial year of expiry	Amount	Amount
2013-14	2021-22	-	-
2014-15	2022-23	-	-
2015-16	2023-24	-	-
2017-18	2025-26	52.32	52.32
2018-19	2026-27	102.42	102.42
2019-20	2027-28	1.35	1.35
2020-21	2028-29	6.15	-
		<b>162.24</b>	<b>156.09</b>

### - Unused long term capital losses:

Unused tax losses for which no deferred tax asset has been recognised	455.39	-
Potential tax benefit	105.41	-

Unused long term capital loss can be carried forward based on the year of origination as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Financial year/period of origination	Financial year of expiry	Amount	Amount
2020-21	2028-29	455.39	-
		<b>455.39</b>	-

### - Unused short term capital losses:

Unused tax losses for which no deferred tax asset has been recognised	349.76	5.88
Potential tax benefit	88.03	1.48

Unused short term capital loss can be carried forward based on the year of origination as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Financial year/period of origination	Financial year of expiry	Amount	Amount
2018-19	2026-27	5.88	5.88
2020-21	2028-29	349.76	-
		<b>355.64</b>	<b>5.88</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

<b>- Unabsorbed depreciation:</b>		
Unabsorbed depreciation for which no deferred tax asset has been recognised	4.65	4.88
Potential tax benefit	1.17	1.23

(All amounts in ₹ in lakh unless otherwise stated)

Financial year	Amount	Amount
2017-18	2.59	2.59
2018-19	1.01	1.01
2019-20	0.64	0.64
2020-21	0.41	0.64
	<b>4.65</b>	<b>4.88</b>

Unabsorbed depreciation can be carried forward indefinitely.

**- MAT credit entitlement**

The Group had unused MAT credit amounting to ₹ 3,652.30 lakh as at 31 March 2021 (previous year: ₹ 4,223.64 lakh). MAT paid can be carried forward for a period of 15 years and can be set off against the future tax liabilities. MAT is recognised as a deferred tax asset only when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

(iii) The Taxation Laws (Amendment) Act, 2019 has amended the Income-tax Act, 1961 to provide an option to the Company to pay Income-tax at concessional rate of 22% plus applicable surcharge and cess, subject to certain specified conditions, as compared to the present rate of 30% plus applicable surcharge and cess for the assessment year 2020-21 onwards. The Holding Company expects to avail the lower tax rate from a later financial year and accordingly remeasured deferred tax at such concessional rate, only to the extent that the deferred tax assets are expected to be realised or deferred tax liabilities are expected to be settled in the periods during which the Holding Company expects to be subject to lower tax rate.

Other group companies except IL JIN Electronics (India) Private Limited had opted for the concessional tax rate during the year ended 31 March 2020 and accordingly remeasured deferred tax and current tax liability at such concessional rate.

Further during the previous year, the Group had remeasured deferred tax recognised as per part of acquisition accounting and impact on account of change in tax rate has been recognised in Goodwill, recognised pursuant to the business combination.

(iv) Subsidiaries of the Group have undistributed earnings which, if paid out as dividends, would be subject to tax in the hands of recipient. An assessable temporary difference exists, but no deferred tax liability has been recognised as the Holding Company is able to control the timing of distributions from a subsidiary and is not expected to distribute these profits in the foreseeable future.

**49. EARNINGS PER SHARE**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Net profit attributable to equity shareholders</b>	<b>8,159.25</b>	<b>15,840.37</b>
Number of weighted average equity shares (Nominal value of ₹ 10 each)		
-Basic	3,26,90,191	3,14,46,540
-Diluted	3,26,90,191	3,14,46,540
Earnings per share after exceptional items and tax		
-Basic (₹)	24.96	50.37
-Diluted (₹)	24.96	50.37

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 50. LEASES

Lease liabilities are presented in the statement of financial position as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
Current	251.79	244.25
Non-current	1,186.05	1,292.49
	<b>1,437.84</b>	<b>1,536.74</b>

The Group has leases for plant and machinery, office premises, factory lands, warehouses, residential premises and related facilities. With the exception of short-term leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. For leases over factory premises, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

#### A. Sale and leaseback transaction

(i) During the previous year, the Group had entered into a sale and leaseback arrangement with TATA Capital Financial Services Limited for plant and equipment. The Group had entered into this arrangement for financing the assets so as to use the cash generated from this transaction for providing extra working capital into the business.

(ii) The lease had been entered for a period of 84 months with non-cancellable period of 78 months.

The Group had considered automatic extension option available for another 6 months in the assessment of lease period since the Group can enforce its right to extend the lease beyond the initial lease period.

The interest rate implicit in the lease used for discounting the lease payments was taken as 9.48%.

#### B. The following are amounts recognised in profit or loss:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Depreciation expense of right-of-use assets	346.52	223.74
Interest expense on lease liabilities	145.53	164.22
Rent expense*	2,062.86	2,114.79
<b>Total</b>	<b>2,554.91</b>	<b>2,502.75</b>

\*Rent expense in case of short term leases

C The lease liabilities are secured by the related underlying assets. The maturity analysis of lease liabilities are disclosed in note 53.

D The Group does not have any liability to make variable lease payments for the right to use the underlying asset recognised in the financials.

E Total cash outflow for leases for the year ended 31 March 2021 was ₹ 1,795.38 lakh (previous year: 1,738.31 lakh).

#### F Operating leases as lessor

The Group has leased out a portion of its Noida premises to D&Y Technologies Private Limited and is earning rental income from such lease. The party has been asked to vacate the premises and is expected to do so in the subsequent financial year. Hence this property has not been classified as investment property and rental income is recognised on straightline basis over the remaining lease term.

#### Impact of COVID-19

The Group does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant. The leases that the Group has entered with lessors towards plant and machineries and properties used as factories are long term in nature and no changes in terms of those leases are expected due to the COVID-19.

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**51. EMPLOYEE BENEFIT OBLIGATIONS**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021		31 March 2020	
	Current	Non-current	Current	Non-current
Gratuity	107.84	843.75	91.84	807.93
Compensated absences	73.08	343.45	78.20	273.29
<b>Total</b>	<b>180.92</b>	<b>1,187.20</b>	<b>170.04</b>	<b>1,081.22</b>

**A Disclosure of gratuity**
**(i) Amount recognised in the statement of profit and loss is as under:**

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Current service cost	189.05	157.33
Interest cost	62.85	52.55
<b>Net impact on profit (before tax)</b>	<b>251.90</b>	<b>209.88</b>
Actuarial (gain)/loss recognised during the year	(77.58)	126.25
<b>Amount recognised in total comprehensive income</b>	<b>174.32</b>	<b>336.13</b>

**(ii) Change in the present value of obligation:**

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
<b>Present value of defined benefit obligation as at the beginning of the year</b>	<b>1,096.92</b>	<b>539.44</b>
Current service cost	189.05	157.33
Acquired through business combination (refer note 53)	-	279.73
Interest cost	76.45	58.01
Benefits paid	(68.16)	(64.50)
Actuarial (gain)/loss	(79.58)	126.91
<b>Present value of defined benefit obligation as at the end of the year</b>	<b>1,214.68</b>	<b>1,096.92</b>

**(iii) Movement in the plan assets recognised in the balance sheet is as under:**

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
<b>Fair value of plan assets at the beginning of the year</b>	<b>197.15</b>	<b>69.51</b>
Expected return on plan assets	13.60	5.46
Contributions	86.88	124.07
Benefits paid	(30.07)	(1.23)
Adjustments*	(2.47)	-
Actuarial (loss)/gain	(2.00)	(0.66)
<b>Fair value of plan assets at the end of the year</b>	<b>263.09</b>	<b>197.15</b>

\*100% of fund is managed by Insurance Company.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (iv) Reconciliation of present value of defined benefit obligation and the fair value of assets:

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Present value of funded obligation as at the end of the year	1,214.68	1,096.92
Fair value of plan assets as at the end of the year funded status	263.09	197.15
<b>Unfunded/funded net liability recognised in balance sheet</b>	<b>951.59</b>	<b>899.77</b>

### (v) Breakup of actuarial (gain)/loss:

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Actuarial (gain)/loss from change in demographic assumption	-	0.04
Actuarial (gain)/loss from change in financial assumption	(22.91)	111.07
Actuarial (gain)/loss from experience adjustment	(54.67)	15.13
<b>Total actuarial (gain)/loss</b>	<b>(77.58)</b>	<b>126.24</b>

### (vi) Actuarial assumptions

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Discount rate	6.79% - 7.00%	7.50% - 7.75%
Expected rate of return on plan assets	6.79% - 7.00%	7.50% - 7.75%
Rate of increase in compensation levels	5.00% - 8.00%	5.00% - 6.00%
Mortality rate	IALM 2012-14	IALM 2012-14
Retirement age	58 - 60 years	58 - 60 years

#### Notes:

- 1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
- 3) Plan assets comprise funds managed by the insurer i.e. Life Insurance Corporation of India ('LIC').
- 4) The Group makes annual contributions to the LIC of an amount advised by them.
- 5) The best estimated expense for the next year is ₹ 231.92 lakh.
- 6) The weighted average duration of defined benefit obligation is 15-25 years (previous year: 15-22 years).

### (vii) Sensitivity analysis for gratuity liability

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
<b>Impact of change in discount rate</b>		
Present value of obligation at the end of the year	1,214.68	1,096.92
- Impact due to increase of 0.50 - 1.00 %	(107.57)	(109.83)
- Impact due to decrease of 0.50 - 1.00 %	112.18	130.98
<b>Impact of change in salary increase</b>		
Present value of obligation at the end of the year	1,214.68	1,096.92
- Impact due to increase of 0.50 - 1.00 %	111.88	129.47
- Impact due to decrease of 0.50 - 1.00 %	(109.11)	(110.85)

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
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sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year

**(viii) Maturity profile of defined benefit obligation**

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Within next 12 months	107.48	91.84
Between 1-5 years	132.25	117.46
Beyond 5 years	974.95	887.62

**B Disclosure of compensated absences**
**Actuarial assumptions**

(All amounts in ₹ in lakh unless otherwise stated)

Description	31 March 2021	31 March 2020
Discount rate	6.79% - 7.00%	7.50% - 7.75%
Rate of increase in compensation levels	5.00% - 8.00%	5.00% - 6.00%
Retirement age	58 - 60 years	58 - 60 years

**52. FAIR VALUE DISCLOSURES**
**i) Fair values hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**ii) Financial instruments measured at fair value - recurring fair value measurements**

The following table shows the levels within the hierarchy of financial liabilities measured at fair value on a recurring basis.

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Level	31 March 2021	31 March 2020
<b>Financial assets</b>			
Derivative asset [refer (a) below]	Level 2	62.81	-
Investment in quoted bonds [refer (c) below]	Level 1	10,807.13	-
<b>Financial liabilities</b>			
Deferred consideration [refer (b) below]	Level 3	-	5,846.36
Derivative liability [refer (a) below]	Level 2	-	0.46

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### A. Valuation process and technique used to determine fair value

- (a) The Group has entered into forward contracts to manage its exposure to fluctuations in foreign exchange rates. These financial exposures are managed in accordance with the Groups's risk management policies and procedures. Fair value of derivative financial instruments are determined using valuation techniques based on information derived from observable market data.
- (b) In order to arrive at the fair value of deferred consideration as at 31 March 2020, the Group obtained independent valuations. The technique used by the valuer was Option Pricing Method.
- (c) The fair value of investments in quoted bonds is based on the current bid price of respective investment as at the balance sheet date.

### B. Significant unobservable inputs used in Level 3 fair values and sensitivity of the closing values as at end of reporting period to such inputs is as below :

(All amounts in ₹ in lakh unless otherwise stated)

Description	As at 31 March 2020
<b>Impact on fair value if change in volatility</b>	
- Impact due to increase of 2.00 %	30.81
- Impact due to decrease of 2.00 %	(30.73)
<b>Impact on fair value if change in weighted average cost of capital</b>	
- Impact due to increase of 1.00 %	(12.83)
- Impact due to decrease of 1.00 %	13.20
<b>Impact on fair value if change in forecasted EBITDA</b>	
- Impact due to increase of 5.00 %	109.81
- Impact due to decrease of 5.00 %	(98.62)

### C. Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the periods ended 31 March 2021 and 31 March 2020:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Deferred consideration
<b>As at 01 April 2019</b>	-
Financial liabilities initially measured and recognised	6,547.26
Payment made for initial deferred consideration	(536.89)
Upon subsequent measurement, gain recognised in statement of profit and loss on account of fair value changes	(164.01)
<b>As at 31 March 2020</b>	<b>5,846.36</b>
Payment made on account of investment in Sidwal	(4,873.74)
Upon settlement, gain recognised in statement of profit and loss on account of fair value changes	(554.82)
Financial liabilities subsequently measured and recognised at amortised cost	(417.80)
<b>As at 31 March 2021</b>	<b>-</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
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**(iii) Fair value of instruments measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Level	31 March 2021		31 March 2020	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>					
Loans	Level 3	1,022.69	1,051.55	1,064.15	1,074.83
Other financial assets	Level 3	10,566.50	10,566.50	364.86	364.86
<b>Total financial assets</b>		<b>11,589.19</b>	<b>11,618.05</b>	<b>1,429.01</b>	<b>1,439.69</b>
<b>Financial liabilities</b>					
Borrowings	Level 3	20,173.60	20,182.86	18,643.88	18,634.75
Lease liabilities	Level 3	1,437.84	1,676.48	1,536.74	13,611.01
<b>Total financial liabilities</b>		<b>21,611.44</b>	<b>21,859.35</b>	<b>20,180.62</b>	<b>32,245.76</b>

The management assessed that cash and cash equivalents, other bank balances, trade receivables, current loans, other current financial assets, trade payables, short term borrowings and other current financial 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:

- (i) Long-term fixed-rate receivables are evaluated by the Group based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors.
- (ii) The fair values of the Group's borrowings, fixed interest-bearing receivables and lease liabilities are determined by applying discounted cash flows ('DCF') method, ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own nonperformance risk as at 31 March 2021 was assessed to be insignificant.
- (iii) All the other long term facilities availed by the Group are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Group's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Group. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

**53. FINANCIAL RISK MANAGEMENT**
**i) Financial instruments by category**

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021			31 March 2020		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments	-	10,807.13	-	-	-	-
Loans	-	-	3,214.39	-	-	2,932.11
Other financial assets	62.81	-	11,321.98	-	-	4,892.79
Trade receivables	-	-	1,06,899.17	-	-	85,420.16
Cash and cash equivalents	-	-	17,996.29	-	-	7,001.67
Other bank balances	-	-	10,996.87	-	-	5,025.63
<b>Total</b>	<b>62.81</b>	<b>10,807.13</b>	<b>1,50,428.70</b>	<b>-</b>	<b>-</b>	<b>1,05,272.37</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021			31 March 2020		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial liabilities</b>						
Borrowings	-	-	38,614.95	-	-	36,813.35
Trade payables	-	-	1,31,694.96	-	-	1,10,579.38
Lease liabilities	-	-	1,437.84	-	-	1,536.74
Other financial liabilities	-	-	5,309.94	5,846.82	-	4,706.97
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,77,057.69</b>	<b>5,846.82</b>	<b>-</b>	<b>1,53,636.44</b>

### ii) Risk management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting	Forward contract/hedging, if required
Market risk - interest rate	Long-term and short-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors

The Group's risk management is carried out by a central treasury department under policies approved by the board of directors. The board of directors provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

#### A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Group's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

##### a) Credit risk management

The Group assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- A: Low
- B: Medium
- C: High

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
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Assets under credit risk –

(All amounts in ₹ in lakh unless otherwise stated)

Credit rating	Particulars	31 March 2021	31 March 2020
A: Low	Loans	3,214.39	2,932.11
	Investments	10,807.13	-
	Other financial assets	11,384.79	4,892.79
	Cash and cash equivalents	17,996.29	7,001.67
	Other bank balances	10,996.87	5,025.63
	Trade receivables	1,06,899.17	85,420.15
B: Medium	Trade receivables	79.70	103.76
C: High	Trade receivables	541.41	542.10
	Loans	12.58	-

**Cash and cash equivalents and bank deposits**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

**Trade receivables**

The Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.

**Other financial assets measured at amortised cost**

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

**b) Expected credit losses**
**Trade receivables**

- (i) The Group recognises lifetime expected credit losses on trade receivables using a simplified approach, wherein Group has defined percentage of provision by analysing historical trend of default and such provision percentage determined have been considered to recognise life time expected credit losses on trade receivables (other than those where default criteria are met in which case the full expected loss against the amount recoverable is provided for).

**Impact of COVID-19**

In addition to the historical pattern of credit loss, the Group has considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is not based on any mathematical model but an assessment considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable. The Group closely monitors its customers who are going through financial stress and assesses actions such as change in payment terms, recognition of revenue on collection basis etc., depending on severity of each case.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

- (ii) Reconciliation of loss allowance provision from beginning to end of reporting period:

(All amounts in ₹ in lakh unless otherwise stated)

Reconciliation of loss allowance	Trade receivables
<b>Loss allowance on 01 April 2019</b>	<b>30.95</b>
Add: Acquisition of subsidiary	584.85
Add: Changes in loss allowances	30.06
<b>Loss allowance on 31 March 2020</b>	<b>645.86</b>
Less: utilisation/reversal of allowances	(53.27)
Add: Creation of allowance	28.52
<b>Loss allowance on 31 March 2021</b>	<b>621.11</b>

*Other financial assets measured at amortised cost*

The Group provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Group can draw to apply consistently to entire population. For such financial assets, the Group's policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Group does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

### B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

#### a) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
- Expiring within one year (cash credit and other facilities)	44,663.44	40,549.80
- Expiring beyond one year (bank loans)	2,848.00	-
	<b>47,511.44</b>	<b>40,549.80</b>

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

#### b) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

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(All amounts in ₹ in lakh unless otherwise stated)

<b>31 March 2021</b>	<b>Less than 1 year</b>	<b>1-3 year</b>	<b>3-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivative</b>					
Borrowings including interest	23,275.77	11,034.73	8,087.47	3,559.56	<b>45,957.53</b>
Trade payable	1,31,694.96	-	-	-	<b>1,31,694.96</b>
Lease liabilities including interest	266.59	526.11	560.51	6,955.32	<b>8,308.53</b>
Other financial liabilities	5,309.94	-	-	-	<b>5,309.94</b>
<b>Total</b>	<b>1,60,547.26</b>	<b>11,560.84</b>	<b>8,647.98</b>	<b>10,514.88</b>	<b>1,91,270.96</b>

(All amounts in ₹ in lakh unless otherwise stated)

<b>31 March 2020</b>	<b>Less than 1 year</b>	<b>1-3 year</b>	<b>3-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivative</b>					
Borrowings including interest	24,445.77	8,362.26	6,209.51	2,725.78	<b>41,743.32</b>
Trade payable	1,10,579.38	-	-	-	<b>1,10,579.38</b>
Lease liabilities	245.35	517.88	538.78	7,240.10	<b>8,542.11</b>
Other financial liabilities	4,706.97	5,846.36	10.55	-	<b>10,563.88</b>
<b>Derivative</b>					
Derivative liability	0.46	-	-	-	<b>0.46</b>
<b>Total</b>	<b>1,39,977.92</b>	<b>14,726.50</b>	<b>6,758.84</b>	<b>9,965.88</b>	<b>1,71,429.14</b>

**C) Market risk**
**a) Foreign currency risk**

- (i) The Group uses foreign currency forward exchange contracts to hedge its risks associated with fluctuations in foreign currencies relating to foreign currency liabilities. The following are outstanding derivatives contracts:

(All amounts in ₹ in lakh unless otherwise stated)

<b>Nature of hedge instrument</b>	<b>Description of hedge</b>	<b>31 March 2021</b>		<b>31 March 2020</b>	
		<b>Amount in foreign currency (USD/EUR)</b>	<b>Amount in Indian Rupees (₹ in lakh)</b>	<b>Amount in foreign currency (USD)</b>	<b>Amount in Indian Rupees (₹ in lakh)</b>
<b>Contract : Forward contract</b>					
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of direct imports	64,32,197	4,706.19	9,03,774.51	681.32
Forward contract	To take protection against appreciation in Indian Rupees against EUR payable in respect of imports against letter of credit	2,03,489	17.47		
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of imports against letter of credit	77,69,329	4,949.48	19,11,596.00	1,441.07

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (ii) Unhedged foreign currency risk exposure in USD:

The Group's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Financial assets	1,023.08	753.29
Financial liabilities	35,378.93	37,053.80
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>(34,355.85)</b>	<b>(36,300.51)</b>

#### Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>USD sensitivity</b>		
₹/USD- increase by 4.38% (previous year: 5.45%)*	(1,504.79)	(1,978.38)
₹/USD- decrease by 4.38% (previous year: 5.45%)*	1,504.79	1,978.38

\* Holding all other variables constant

### b) Interest rate risk

#### i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2021, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group's investments in fixed deposits all pay fixed interest rates.

*Interest rate risk exposure*

Below is the overall exposure of the Group to interest rate risk:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Variable rate borrowing	35,991.36	28,365.17
Fixed rate borrowing	1,993.07	8,382.71
<b>Total borrowings</b>	<b>38,434.42</b>	<b>36,747.88</b>
<b>Amount disclosed under other current financial liabilities</b>	<b>3,486.86</b>	<b>4,696.71</b>
<b>Amount disclosed under borrowings</b>	<b>34,947.56</b>	<b>32,051.17</b>

#### Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>Interest sensitivity*</b>		
Interest rates – increase by 100 bps (previous year 100 bps)	359.91	283.65
Interest rates – increase by 100 bps (previous year 100 bps)	(359.91)	(283.65)

\* Holding all other variables constant



## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

### c) Price risk

#### Exposure

The Group's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

#### Sensitivity

The table below summarises the impact of increases/decreases of the index on the Group's equity and other comprehensive income for the period :

#### Impact on other comprehensive income before tax

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021
<b>Quoted bonds</b>	
Value per bond - increase by 50 bps	54.04
Value per bond - decrease by 50 bps	(54.04)

### D) Other risk- Impact of COVID-19

In March 2020, World Health Organisation (WHO) had declared the outbreak of Novel Coronavirus "Covid-19" as a pandemic. Complying with the directives of Government, the plant, operating locations and offices of the Group had been under lock-down for few months, resulting thereto, the operations for the year have been impacted. Post lockdown, the Group has gradually resumed its manufacturing operations to normal with limited workforce and disrupted supply chain. However, the recent second wave of Covid-19 has resulted in re-imposition of partial lockdowns/restrictions in various states, which might continue to impact the Group's performance.

The Group has taken into account all the possible impacts of COVID-19 including the possible impacts of second wave in preparation of these consolidated financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue and cost, investments, goodwill and intangible assets with indefinite useful lives. The Group has carried out this assessment based on available internal and external sources of information upto the date of approval of these consolidated financial statements and believes that the impact of COVID-19 is not material to these consolidated financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the consolidated financial statements may differ from that estimated as at the date of approval of these consolidated financial statements owing to the nature and duration of COVID-19.

## 54. CAPITAL MANAGEMENT

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### (a) Debt equity ratio

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
Total borrowings*	19,993.07	18,578.41
Total equity	1,64,062.61	1,16,319.04
<b>Net debt to equity ratio</b>	<b>0.12</b>	<b>0.16</b>

\*Total borrowings doesn't includes short-term borrowings.

### (b) Dividends

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	31 March 2021	31 March 2020
<b>(i) Equity shares</b>		
Interim dividend of ₹ 3.20 per share (excluding tax) for the year ended 31 March 2020	-	1,006.29
<b>(ii) Dividends not recognised at the end of the reporting period</b>		
In addition to the above dividends, the dividend, if any recommended by the Board of Directors post end of relevant reporting year shall be accrued and distributed in the year of approval in annual general meeting.	-	-

## 55. BUSINESS COMBINATIONS

### Acquisition of Sidwal Refrigeration Industries Private Limited

#### a. Summary of acquisition

The Holding Company had made an investment for acquisition of 36,000 equity shares of Sidwal Refrigeration Industries Private Limited ("Sidwal") on 02 May 2019 which represented 80% of the total share capital of Sidwal, by investing ₹ 15,172.89 lakh as initial sale shares consideration out of which ₹ 14,652.18 lakh was paid at the date of acquisition and ₹ 520.71 lakh was recognised as initial deferred consideration payable. The Holding Company had also agreed to acquire the remaining 20% of total share capital of Sidwal within twenty five months from the acquisition of initial shares and accordingly, recognised ₹ 6,026.55 as consideration payable for acquisition of remaining shares. During the previous year, the Holding Company had paid ₹ 536.88 lakh to Sidwal against portion of initial deferred consideration.

This acquisition enabled the Group to enter into the business of manufacturing of HVAC (Heating, Ventilation and Air Conditioning) products for – Indian Railways, Delhi Metro Rail Corporation (DMRC) and others.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
Cash paid	14,652.18
Deferred consideration	6,547.26
<b>Purchase consideration (A)</b>	<b>21,199.44</b>

The assets and liabilities recognised as a result of the acquisition are as follows:

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Amount
Property, plant and equipment	2,963.35
Intangible assets	12,935.65
Loans (non-current)	181.06
Other financial assets (non-current)	312.74

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

<b>Particulars</b>	<b>Amount</b>
Non-current tax assets (net)	1,274.70
Inventories	3,546.16
Other non-current assets	2.64
Trade receivables	3,343.66
Cash and cash equivalents	614.15
Other bank balances	1,762.97
Loans (current)	252.55
Other current assets	1,482.51
Long term borrowings	(68.77)
Deferred tax liabilities (net)	(4,842.82)
Long term provisions	(335.42)
Short term provisions	(233.85)
Trade payables	(1,268.58)
Current tax liabilities	(971.49)
Other financial liabilities (current)	(6,342.04)
Other current liabilities	(384.78)
<b>Net assets identifiable acquired (B)</b>	<b>14,224.38</b>
<b>Goodwill (A-B)</b>	<b>6,975.06</b>

Goodwill here represents residual asset value attributable to unidentified intangible assets acquired by acquirer. Goodwill to the extent of ₹ 3,382.86 was deductible for tax purposes for the financial year ending 31 March 20. Pursuant to a recent tax law amendment, the tax amortisable goodwill has become non-tax amortisable from financial year ending 31 March 2021. The amended law states that goodwill of a business or profession will not be considered as a depreciable asset and no depreciation on goodwill will be allowed from 01 April 2020. The same did not have deferred tax implications.

**b. Consideration transferred**

The acquisition of ₹ 14,652.18 lakh was settled in cash. There were no legal costs incurred upon acquisition by the Company.

**c. Measurement of fair value of identifiable net assets**

The valuation model for fair valuation of property, plant and equipment considers quoted market prices for similar items when available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.

Intangible assets are fair valued based on the relief-from-royalty method and multi-period excess earnings methods. The relief-from-royalty method considers the discounted estimated royalty payments that are expected to be avoided as a result of the patents or trademarks being owned. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets.

Raw materials are fair valued using the replacement cost method of the cost approach. Finished goods and work-in-progress are valued using the comparative sales method of the market approach which uses the actual or expected selling prices of finished goods as the base amount.

The fair value of the trade and other receivables acquired as part of the business combination amounted to ₹ 3,984.85 lakh, with a gross contractual amount of ₹ 3,984.85 lakh. As of the acquisition date, the Group's best estimate of the contractual cash flow not expected to be collected amounted to Nil.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### d. Revenue and profit contribution

The acquired business contributed revenue of ₹ 22,597.85 lakh and profit of ₹ 3,758.07 lakh to the group for the period 31 March 2020.

If the acquisitions had occurred on 01 April 2019, consolidated pro-forma revenue and profit for the year ended 31 March 2020 would have been ₹ 397,582.29 lakh and ₹ 16,123.53 lakh respectively.

### 56. REVENUE FROM CONTRACTS WITH CUSTOMERS

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- Identify the contract(s) with customer;
- Identify separate performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations; and
- Recognise revenue when a performance obligation is satisfied.

#### (a) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

(All amounts in ₹ in lakh unless otherwise stated)

Revenue from operations	31 March 2021			
	Sale of products	Sale of services	Other operating revenue*	Total
<b>Revenue by geography</b>				
Domestic	2,92,929.61	3,443.35	4,329.00	3,00,701.96
Export	2,028.31	-	-	2,028.31
<b>Total</b>	<b>2,94,957.92</b>	<b>3,443.35</b>	<b>4,329.00</b>	<b>3,02,730.27</b>
<b>Revenue by time</b>				
Revenue recognised at point in time				3,02,730.27
Revenue recognised over time				-
<b>Total</b>				<b>3,02,730.27</b>

\* Excluding budgetary support under Goods and Services Tax Regime, electricity duty subsidy, export incentive and others

(All amounts in ₹ in lakh unless otherwise stated)

Revenue from operations	31 March 2020			
	Sale of products	Sale of services	Other operating revenue*	Total
<b>Revenue by geography</b>				
Domestic	3,83,303.45	3,359.82	3,390.60	3,90,053.87
Export	3,667.40	-	-	3,667.40
<b>Total</b>	<b>3,86,970.85</b>	<b>3,359.82</b>	<b>3,390.60</b>	<b>3,93,721.26</b>
<b>Revenue by time</b>				
Revenue recognised at point in time				3,93,721.26
Revenue recognised over time				-
<b>Total</b>				<b>3,93,721.26</b>

\* Excluding budgetary support under Goods and Services Tax Regime and export incentive

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**(b) Revenue recognised in relation to contract liabilities**

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

(All amounts in ₹ in lakh unless otherwise stated)

Description	Year ended 31 March 2021	Year ended 31 March 2020
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	818.40	728.09
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-
<b>Total</b>	<b>818.40</b>	<b>728.09</b>

**(c) Assets and liabilities related to contracts with customers**

(All amounts in ₹ in lakh unless otherwise stated)

Description	As at 31 March 2021		As at 31 March 2020	
	Non-current	Current	Non-current	Current
<b>Contract liabilities related to sale of goods</b>				
Advance from customers	-	625.39	-	1,462.26
Deferred revenue	-	286.57	-	212.67
<b>Contract assets</b>				
Unbilled revenue	-	649.68	-	1,534.11

During the year ended 31 March 2021, ₹ 1,534.11 lakhs (previous year: ₹ 485.98 lakhs) of unbilled revenue has been reclassified to trade receivables upon billing to customers on completion of contractual terms. Subsequently, the receipts from customers has been adjusted against the receivables.

Remaining performance obligations as at the reporting date are expected to be recognised over the next year by the Group.

**(d) Reconciliation of revenue recognised in Statement of Profit and Loss with Contract price**

(All amounts in ₹ in lakh unless otherwise stated)

Description	Year ended 31 March 2021	Year ended 31 March 2020
Contract price	3,03,094.27	3,94,195.43
Less: Discount, rebates, credits etc.	(364.00)	(474.17)
<b>Revenue from operations</b>	<b>3,02,730.27</b>	<b>3,93,721.26</b>

**57. GROUP INFORMATION**
**(a) Information about subsidiaries**

The Parent's subsidiaries at 31 March 2021 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Parent, and the proportion of ownership interests held equals the voting rights held by the Parent. The country of incorporation or registration is also their principal place of business.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

Name of the entity	Principal activities	Country of incorporation	Ownership interest held by the Group		Ownership interest held by Non-controlling interest	
			31 March 2021	31 March 2020	31 March 2021	31 March 2020
			%	%	%	%
PICL (India) Private Limited	Manufacture of components of consumer durable products	India	100	100	-	-
Appserve Appliance Private Limited	Service of consumer durable products and its components	India	100	100	-	-
IL JIN Electronics (India) Private Limited	Manufacture of components of consumer durable products	India	70	70	30	30
Ever Electronics Private Limited	Manufacture of components of consumer durable products	India	70	70	30	30
Sidwal Refrigeration Industries Private Limited	Providing air-conditioning equipment for any type of application	India	100	100	-	-

### (b) Non-controlling interest

Summarised financial information for Ever Electronics Private Limited, before intragroup eliminations, is set out below:

(All amounts in ₹ in lakh unless otherwise stated)

Summarised balance sheet	31 March 2021	31 March 2020
Non-current assets	4,183.55	4,987.29
Current assets	1,840.63	3,268.36
<b>Total assets</b>	<b>6,024.18</b>	<b>8,255.65</b>
Non-current liabilities	1,003.44	1,253.61
Current liabilities	2,545.24	4,615.38
<b>Total liabilities</b>	<b>3,548.68</b>	<b>5,868.99</b>
<b>Net assets</b>	<b>2,475.50</b>	<b>2,386.65</b>
<b>Accumulated Non-controlling interest</b>	863.07	837.07

(All amounts in ₹ in lakh unless otherwise stated)

Summarised statement of profit and loss	31 March 2021	31 March 2020
Revenue	15,440.55	29,713.88
Profit for the year	89.74	276.53
Other comprehensive income/(loss)	0.90	(5.30)
<b>Total comprehensive income</b>	<b>90.64</b>	<b>271.23</b>
Profit allocated to Non-controlling interest	26.01	487.68
Dividend paid to Non-controlling interest	-	-

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(All amounts in ₹ in lakh unless otherwise stated)

<b>Summarised cash flows</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
Net cash generated from operating activities	155.37	691.19
Net cash used in investing activities	(345.32)	(437.89)
Net (used in)/cash generated from financing activities	(1,124.92)	1,112.76
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(1,314.87)</b>	<b>1,366.06</b>

Summarised financial information for IL JIN Electronics (India) Private Limited, before intragroup eliminations, is set out below:

(All amounts in ₹ in lakh unless otherwise stated)

<b>Summarised balance sheet</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
Non-current assets	5,981.15	5,860.67
Current assets	8,904.77	5,337.35
<b>Total assets</b>	<b>14,885.92</b>	<b>11,198.02</b>
Non-current liabilities	1,460.02	1,637.28
Current liabilities	8,942.83	5,740.49
<b>Total liabilities</b>	<b>10,402.85</b>	<b>7,377.77</b>
<b>Net assets</b>	<b>4,483.07</b>	<b>3,820.25</b>
<b>Accumulated Non-controlling interest</b>	<b>2,785.45</b>	<b>2,641.57</b>

(All amounts in ₹ in lakh unless otherwise stated)

<b>Summarised statement of profit and loss</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
Revenue	30,820.47	32,608.19
Profit for the year	657.89	849.19
Other comprehensive income/(loss)	4.94	(9.95)
<b>Total comprehensive income</b>	<b>662.83</b>	<b>839.24</b>
Profit allocated to Non-controlling interest	143.88	86.43
Dividend paid to Non-controlling interest	-	-

(All amounts in ₹ in lakh unless otherwise stated)

<b>Summarised cash flows</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
Net cash generated from operating activities	859.29	1,834.22
Net cash used in investing activities	(537.71)	(814.86)
Net cash used in financing activities	(303.41)	(890.50)
<b>Net (decrease) in cash and cash equivalents</b>	<b>18.17</b>	<b>128.86</b>

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

### 58. ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013.

(All amounts in ₹ in lakh unless otherwise stated)

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets*	Amount (₹)	As % of consolidated profit or loss*	Amount (₹)	As % of consolidated other comprehensive income*	Amount (₹)	As % of consolidated net assets*	Amount (₹)
<b>Parent</b>								
Amber Enterprises India Limited	93.01%	1,52,597.34	61.91%	5,155.69	15.07%	8.72	61.59%	5,164.41
<b>Indian subsidiaries</b>								
PICL (India) Private Limited	1.15%	1,884.43	-8.32%	(693.18)	3.49%	2.02	-8.24%	(691.16)
Appserve Appliance Private Limited	0.02%	24.64	-0.07%	(5.79)	0.00%	-	-0.07%	(5.79)
IL JIN Electronics (India) Private Limited	2.73%	4,483.07	7.90%	657.89	8.53%	4.94	7.90%	662.83
Ever Electronics Private Limited	1.51%	2,475.50	1.08%	89.74	-1.56%	(0.90)	1.06%	88.84
Sidwal Refrigeration Industries Private Limited	9.44%	15,495.17	42.80%	3,564.18	74.45%	43.09	43.02%	3,607.27
<b>Non-controlling interest in subsidiaries</b>	<b>2.22%</b>	<b>3,648.52</b>	<b>2.03%</b>	<b>168.67</b>	<b>2.09%</b>	<b>1.21</b>	<b>2.03%</b>	<b>169.88</b>
<b>Inter Company eliminations and consolidation adjustments</b>	<b>-10.09%</b>	<b>(16,546.06)</b>	<b>-7.32%</b>	<b>(609.28)</b>	<b>-</b>	<b>(1.20)</b>	<b>-7.28%</b>	<b>(610.48)</b>
<b>Total</b>	<b>100.00%</b>	<b>1,64,062.61</b>	<b>100.00%</b>	<b>8,327.92</b>	<b>102.08%</b>	<b>57.87</b>	<b>100.00%</b>	<b>8,385.79</b>

\*The above amounts / percentage of net assets and net profit or (loss) in respect of Amber Enterprises India Limited and its subsidiaries are determined based on the amounts of the respective entities included in consolidated financial statements before inter-Company eliminations / consolidation adjustments.

59. The Group was required to spend ₹ 318.70 lakh (previous year ₹ 229.55 lakh) on Corporate social responsibility (CSR) activities during the year ended 31 March 2021 in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The Group has carried forward unspent amount of ₹ 15.34 lakh from previous year budget which was required to be spent during the current year. The Group has spent ₹ 15.34 lakh during the current year which has been included in total CSR spend as disclosed below. The details of amount actually spent by the Group during the year are:



**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**
**For the year ended 31 March 2021:**

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Particulars	Amount paid in cash*	Amount yet to be paid in cash	Total
(i)	Preventing and Promoting Health Care, Sanitation And Making Available Safe Drinking Water	89.02	-	89.02
(ii)	Promoting Education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	65.02	-	65.02
(iii)	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	5.50	-	5.50
(iv)	Contribution to the prime minister's national relief fund [or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;	17.53	-	17.53
(v)	Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agroforestry, conservation of natural resources & maintaining quality of soil, air & water	3.19	-	3.19
(vi)	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.	3.08	-	3.08
	<b>Total CSR spend</b>	<b>183.34</b>	<b>-</b>	<b>183.34</b>
	Unspent amount provided during the current year*	149.33	-	149.33
	<b>Total CSR expenditure</b>	<b>332.67</b>	<b>-</b>	<b>332.67</b>
	Amount transferred to Unspent CSR account as per section 135(6)*	149.33	-	149.33

\*The Group has transferred ₹ 149.33 lakh to separate CSR account within 30 days from the end of financial year in accordance with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. Accordingly, the Company has provided for such unspent CSR amount.

**For the year ended 31 March 2020:**

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Particulars	Amount paid in cash*	Amount yet to be paid in cash	Total
(i)	Preventing and Promoting Health Care, Sanitation And Making Available Safe Drinking Water	84.69	-	84.69
(ii)	Promoting Education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	68.27	-	68.27

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Particulars	Amount paid in cash*	Amount yet to be paid in cash	Total
(iii)	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	19.00	-	19.00
(iv)	Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agroforestry, conservation of natural resources & maintaining quality of soil, air & water	16.25	-	16.25
(v)	Contributions to Indian Institute of Technology (IITs), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).	21.00	-	21.00
(vi)	Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.	5.00	-	5.00
	<b>Total spent amount</b>	<b>214.21</b>	<b>-</b>	<b>214.21</b>
	Unspent amount	15.34	-	15.34
	<b>Total</b>	<b>229.55</b>	<b>-</b>	<b>229.55</b>

\* Represents amount paid through bank

### 60. SEGMENT INFORMATION

The Group is substantially engaged in manufacturing of consumer durable products and its components. Basis the nature of Group's business and operations, the Group has one operating segment i.e. "manufacture of consumer durable products and its components" for which information is reviewed by the Chief Operating Decision Maker (CODM) to allocate resources and assess performance. Hence, the Group has only one reportable segment as per the requirements of Ind AS 108 – 'Operating Segments'. Majority of the revenue is derived from one geography and three external customers amounting to ₹ 1,51,407.84 lakh (previous year from two external cusotmers: ₹ 1,23,691.34 lakh).

### 61. RESEARCH AND DEVELOPMENT (R&D) EXPENDITURE

For the year ended 31 March 2018, the Holding Company has incurred the capital expenditure amounting ₹ 1917.62 lakh and revenue expenditure amounting ₹ 587.30 lakh which is eligible for weighted deduction under section 35(2AB) of the Income-tax Act, 1961.

Pursuant to receipt of approval from the Department of Scientific and Industrial Research (DSIR) on 16 August 2019, the Holding Company is eligible to avail weighted deduction under section 35(2AB) of the Income-tax Act, 1961. As per the DSIR guidelines, the Holding Company is required to disclose the expenditure incurred on in-house R&D activities in the financial statements. The amount of expenditure as shown in the respective heads of account is as under:

- (i) R&D capital expenditure included in additions of property, plant and equipment

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Year ended 31 March 2020
Computers	28.13
Furnitures	4.76
Office equipments	14.33
Plant & machinery	915.64
<b>Total R&amp;D capital expenditure (net)</b>	<b>962.86</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)**

(ii) R&amp;D revenue expenditure included in additions of intangible asset under development

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Year ended 31 March 2020
Materials consumed	1,076.18
Employee benefit expense	353.89
Power and fuel	202.19
Other research and development expenses	362.25
<b>Total R&amp;D revenue expenditure (gross)</b>	<b>1,994.51</b>
Less: Realisation on sale of R&D assets not capitalised	(57.13)
<b>Total R&amp;D revenue expenditure (net)</b>	<b>1,937.38</b>

(iii) Amount eligible for weighted deduction under Section 35(2AB) of the Income Tax Act, 1961

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Year ended 31 March 2020
R&D capital expenditure	962.86
R&D revenue expenditure (gross)	1,047.72
	<b>2,010.58</b>
Less: Realisation on sale of R&D assets	(57.13)
	<b>1,953.45</b>

 Amount eligible for deduction under Section 35 of the Income Tax Act, 1961 **196.89**

In accordance with the proviso to Section 35(2AB) of the Income-tax Act, 1961, the Holding Company is eligible to claim deduction equal to the expenditure incurred on research and development activities from financial year 2020-21 onwards as compared to weighted deduction equal to one and one-half times of the expenditure during the previous financial years. Consequently, the Holding Company has decided to discontinue the availment of deduction under Section 35(2AB) of the Income-tax Act, 1961 from 1 April 2020.

**62. PARTICULARS OF LOANS GIVEN/INVESTMENTS MADE\*/GUARANTEES GIVEN, AS REQUIRED BY CLAUSE (4) OF SECTION 186 OF THE COMPANIES ACT, 2013:**

Name	Nature	Amount of loan outstanding as at 31 March 2021	Rate of interest (p.a.)	Purpose for which the loan/security/guarantee is utilised
DSP Works Automation and Wireless Network Solutions Private Limited	Unsecured loan	50.24	7.00%	Working capital requirement

**\*Investment made has been disclosed in note 8.**
**63. EVENTS AFTER THE REPORTING PERIOD**

The Group has evaluated all the subsequent events through 22 May 2021, which is the date on which these consolidated financial statements were issued, and no events have occurred from the balance sheet date through that date except for matters that have already been considered in these consolidated financial statements.

However, subsequent to the year end, the Board of Directors on the recommendation of the Nomination and Remuneration Committee in its meeting held on 19 April 2021, has granted 2,20,000 options to certain identified eligible employees of the Group at ₹ 2,400 per option, under "Amber Enterprises India Limited Employee Stock Option Plan 2017". Vesting will be made in four years in equal ratio i.e. 25% every year, after the statutory period of one year from the date of grant of the options. Exercise period in respect of the options shall commence after the vesting of such options, as authorised by the Nomination

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2021 (Contd.)

and Remuneration Committee and the Board of directors, subject to a maximum period of five years. This was pursuant to the approval from the shareholders through postal ballot concluded on 24 December 2020. These options will vest in line with the current employment agreements.

**64.** The Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity has received presidential assent on 28 September 2020. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Group will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

**65.** The figures for the corresponding previous year have been regrouped/reclassified, wherever considered necessary, to make them comparable.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
(Firm Registration No. 001076N/N500013)

**Sandeep Mehta**  
Partner  
(Membership No. 099410)

**Place:** Chandigarh  
**Date:** 22 May 2021

For and on behalf of Board of Directors of  
**Amber Enterprises India Limited**

**Jasbir Singh**  
(Chairman & CEO and Director)  
(DIN: 00259632)

**Konica Yadav**  
(Company Secretary and Compliance Officer)  
(Membership No. A30322)

**Place:** Gurugram  
**Date:** 22 May 2021

**Daljit Singh**  
(Managing Director)  
(DIN: 02023964)

**Sudhir Goyal**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 22 May 2021













Amber Enterprises India Limited

[www.ambergroupindia.com](http://www.ambergroupindia.com)