

Dy. General Manager- Corporate Relationship Department BSE Limited P.J Towers, Dalal Street Fort, Mumbai-400 001	The Secretary, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1, G Block Bandra- Kurla Complex Bandra (E), Mumbai – 400 051
Scrip Code: 505192	Scrip Code: SMLISUZU

Dear Sir,

Annual Report 2020 including Notice of 36th Annual General Meeting

We are pleased to enclose herewith a copy of Annual Report of SML ISUZU LIMITED for the financial year ended 31st March, 2020 including Notice of 36th Annual General Meeting (AGM).

As informed earlier, vide our communication dated 21st July, 2020, AGM is scheduled on Monday, 24th August, 2020 (Monday) through Video Conferencing / Other Audio Visual Means.

The Annual Report contains the following:

1. Report of the Directors
2. Audited Financial Statements
3. Independent Auditors' Report
4. Notice of Annual General Meeting

This is for your information and record please.

Yours faithfully
For SML ISUZU LIMITED



(PARVESH MADAN)
Company Secretary & Compliance Officer
pmadan@smlisuzu.com
ACS-31266

SML ISUZU Limited

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Regd. Office & Works:

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CSR INITIATIVES 2019-2020...



Education - School infrastructure up-gradation Projects:
Dual Desks, Green Boards and Toilets in village Schools



Healthcare – Ambulance and Medical Infrastructure in Government Hospitals

CSR INITIATIVES 2019-2020...



Preventive Healthcare & Sanitation :
Health Camps and Twin Dumper Placer provided for cleanliness



Vocational training Projects for economically backward section of society



Education - Support to under privileged girls in the form of Fees, Uniforms & Books

SML ISUZU LIMITED (FORMERLY SWARAJ MAZDA LIMITED)

BOARD OF DIRECTORS

S.K. TUTEJA - Chairman
SUDHIR NAYAR
DR. VASANTHA S. BHARUCHA
C.S.VERMA
G. IWANAMI
E. SETO
N.MURAKAMI
M. MOROHOSHI
PANKAJ BAJAJ
Y. HASHIMOTO - Managing Director & CEO
GOPAL BANSAL - Whole-time Director & CFO
T. YAMAMOTO - Director-Quality Assurance

COMPANY SECRETARY

PARVESH MADAN

AUDITORS

B S R & ASSOCIATES LLP

LISTING OF SHARES

BSE LIMITED
NATIONAL STOCK
EXCHANGE OF INDIA LIMITED

BANKERS

CANARA BANK
MIZUHO BANK LTD.
MUFG BANK LTD.
HDFC BANK

REGISTERED OFFICE & WORKS

VILLAGE: ASRON,
DISTT. SHAHID BHAGAT SINGH
NAGAR (NAWANSHAHR)
PUNJAB-144 533

CORPORATE OFFICE

SCO 204-205, SECTOR 34-A,
CHANDIGARH-160 135

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36TH ANNUAL GENERAL MEETING

on Monday, 24th August, 2020

at 11:00 A.M. through

Video Conferencing / Other Audio Visual Means

REPORT OF THE DIRECTORS

The Directors are pleased to present their Thirty-Sixth Annual Report together with audited financial statements for the financial year ended 31st March 2020.

PERFORMANCE REVIEW

Indian economy witnessed slowdown during FY 2019-20 with GDP growth moderating to 4.2% from 6.1% achieved in the preceding year mainly due to decline in the performance of some of the prominent sectors such as manufacturing, utilities, construction, services, etc. Further, lower government spending and decline in private consumption also impacted the growth.

Subdued economic environment, tighter financial conditions, limited freight demand, revised axle norms resulting in overcapacity in trucking system, etc. had its inevitable impact on the demand for Commercial Vehicles during FY 2019-20. Inventory corrections by the Dealers in the last quarter of the year for transition to BS VI emission norms and country-wide lockdown announced by the Government of India in March 2020 to contain the spread of Covid-19 added to the woes of the Industry, adversely impacting sales volume further.

As a result, during fiscal 2019-20, the domestic Commercial Vehicles industry registered decline of 29% with volumes reaching at 7,17,700 vehicles. Light vehicles (LCVs) declined by 20% with volumes at 4,92,900 and Medium & Heavy vehicles (M&HCVs) dropped by 42% with volumes at 2,24,800.

In line with the industry trend, the Company's sales volume also suffered, reaching 10,533 vehicles in FY 2019-20 compared to 13,602 in the previous fiscal - a decline of 23%.

The financial performance of the Company, for the year ended 31st March, 2020 is summarized below :

(Rs. in Crores)

Year ended 31st March	2020	2019
Sales Volume (No. of Vehicles)	10,533	13,602
Revenue from Operations	1,154.16	1,409.22
Profit before Other Income, Depreciation, Finance Costs and Tax	11.89	74.38
Add: Other income	5.14	4.49
Profit before Depreciation, Finance Costs and Tax	17.03	78.87
Less: Depreciation and Amortisation	40.72	38.44
Profit / (Loss) before Finance Costs and Tax	(23.69)	40.43
Less: Finance Costs	14.63	16.10
Profit / (Loss) before Tax	(38.32)	24.33
Less: Tax (Including Deferred Tax)	(17.26)	4.76
Profit / (Loss) after Tax	(21.06)	19.57
Add: Other Comprehensive Income / (Loss) [Net of Tax]	(2.43)	(1.42)
Total comprehensive income for the year	(23.49)	18.15

DIVIDEND

Keeping in view the financial position of the Company, the Directors of your Company have not recommended any dividend for the Financial Year 2019-20.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis, which also covers the state of the Company's affairs, forms a part of this report.

CORPORATE GOVERNANCE

A report on corporate governance together with the Certificate from M/s. A. Arora & Co., a firm of Practicing Company Secretaries, confirming compliance with corporate governance norms as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of this report.

INDUSTRIAL RELATIONS

Industrial relations and work atmosphere remained cordial throughout the year with sustained communication and engagement with workforce through various forums.

SAFETY, HEALTH AND ENVIRONMENT

The Company continues to demonstrate strong commitment to safety, health and environment which have been adopted as core organizational values. The Company ensures safety and audits its facilities in accordance with statutory and regulatory requirements. The Directors review these areas periodically through reports and presentations made at the Board Meetings. Employees are continuously made aware of hazards / risks associated with their job and their knowledge and skills are updated through requisite training to meet any emergency. Medical check-ups and eco-friendly activities are conducted periodically. Safe disposal of hazardous waste is ensured through recyclers / co-processors of hazardous wastes. Effluent treatment plant and online monitoring systems have been installed for the treatment of trade & domestic effluents and usage of treated water for other processes like green belt maintenance.

The Company continues to maintain and uphold ISO 14001:2015 (Environmental Management System), IATF 16949: 2016 (Automotive Quality Management System), ISO 27001:2013 (Information Security Management System), ISO 9001:2015 (Quality Management System) and ISO 45001:2018 (Occupational Health & Safety Management System) certifications.

CURRENT BUSINESS ENVIRONMENT

The Commercial Vehicle Industry (CVI) which was impacted severely during FY 2019-20 due to economic slowdown, revised axle norms, transition to new emission norms, etc. is now facing another challenge - the outbreak of Covid-19. Following the complete lockdown instructions, as pronounced by the Central Government, the Plant operations of the Company were temporarily shut from 23rd March, 2020 to 3rd May, 2020. Thereafter, the Company resumed operations after obtaining the requisite approvals. Management has taken appropriate measures to ensure the continuity of business activities with due focus on safety of the employees.

Due to disruptions in demand and supply chain across the CV Industry, arising from outbreak of Covid-19, Commercial Vehicles sales in the country were negligible during months of April & May 2020. In June 2020, freight movement improved to some extent with easing of lockdown restrictions. But, demand sentiments remained muted due to various uncertainties associated with the pandemic. The Company could achieve sales volume of only 202 vehicles during Q1 of current fiscal against 4282 in the corresponding period of the previous year. Current scenario and outlook for CVI are discussed in detail in the Management Discussion and Analysis, which forms part of this Report.

Amidst such challenging scenario, the Company is increasing its focus on customer reach, product development, operational efficiencies and cost optimization.

DIRECTORS

Mr. Kazuo Goda tendered his resignation as Director of the Company with effect from 30th June, 2020. The Board, in its Meeting held on 21st July, 2020, recorded its deep appreciation for his valuable support and advice during his tenure.

The Board, on the recommendation of its Nomination and Remuneration Committee, has appointed Mr. Noboru Murakami as an Additional Director of the Company with effect from 21st July, 2020, subject to approval of the Members of the Company at the ensuing Annual General Meeting.

At the last Annual General Meeting, held in September 2019, the Members had approved the re-appointment of Mr. S.K. Tuteja and Mr. Sudhir Nayar as Independent Directors of the Company for a second term of five years effective from 22nd September, 2019 and Dr. (Mrs.) Vasantha S. Bharucha as Independent Director of the Company for a second term of three years effective from 22nd September, 2019. Members had also approved the appointment of Mr. Chandra Shekhar Verma as Independent Director of the Company for five years effective from 22nd September, 2019.

Mr. Masaki Morohoshi retires by rotation and being eligible, offers himself for re-appointment.

Mr. Pankaj Bajaj retires by rotation and being eligible, offers himself for re-appointment.

The details of the Directors being recommended for appointment / re-appointment are contained in the Notice convening the ensuing Annual General Meeting of the Company.

All the independent Directors have given declaration to the Company that they meet the criteria of 'independence' set out in the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with the Rules framed there under, Independent Directors of the Company have confirmed to the Company that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA).

KEY MANAGERIAL PERSONNEL (KMPs)

In terms of the applicable provisions of the Companies Act 2013, Mr. Yugo Hashimoto, Managing Director & CEO, Mr. Gopal Bansal, Whole-time Director & CFO and Mr. Parvesh Madan, Company Secretary, are the Key Managerial Personnel of the Company.

NOMINATION AND REMUNERATION POLICY

Based on the recommendations of its Nomination and Remuneration Committee, the Board has adopted a Nomination and Remuneration Policy, which is attached as **Annexure A**.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were at arm's length, in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There were no material transactions made by the Company during the year that would have required Members' approval.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature.

The Company has adopted a policy to deal with related party transactions as approved by the Board of Directors. It is available on the Company's website at web link: <http://smlisuzu.com/Financials/RPTPolicy.aspx>.

In terms of Section 134(3)(h) of the Companies Act, 2013, there are no transactions to be reported in Form AOC-2. The details of the related party transactions as per Ind-AS, are set out in Note 36 to the Financial Statements

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9 is available on the website of the Company at web link https://www.smlisuzu.com/Upload/AgmNotice/f70e250f_MGT-9.pdf and is also attached as **Annexure B**.

MEETINGS OF THE BOARD

Six Board meetings were held during the year as detailed in the Corporate Governance Report which forms part of this report.

AUDIT COMMITTEE

The Audit Committee comprises of three independent Directors, Mr. S.K. Tuteja, as Chairman, Mr. Sudhir Nayar and Mr. Chandra Shekhar Verma, and the Whole-time Director & CFO, Mr. Gopal Bansal.

All the recommendations made by the Audit Committee during the year were accepted by the Board.

PARTICULARS OF EMPLOYEES

The information as per Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report is attached as **Annexure C**.

The disclosure as per Section 197 of the Companies Act, 2013 read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. That annexure is not being sent to the Members and others entitled to this Report and the financial statements, as provided in Section 136 (1) of the Companies Act, 2013. Any member interested in obtaining a copy of the said Annexure may write to the Company Secretary at investors@smlisuzu.com.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not given any loans, guarantees or made any investments during the year, which would be covered by Section 186 of the Companies Act, 2013.

AMOUNTS PROPOSED TO BE CARRIED TO RESERVES

No amount proposed to be transferred to General Reserves.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

Covid-19 pandemic has significantly impacted the business operations of the Company, by way of stoppage of production / sales and disruption in supply chain w.e.f. 23rd March, 2020. With the ease of restrictions on movement of goods & people, operations recommenced from the month of May 2020 with limited capacity.

The Company has evaluated the impact of this pandemic on its business operations, financial position, internal financial reporting and controls, etc. and has taken appropriate mitigating measures. Based on the detailed assessment of its liquidity position, financial arrangements, future course of actions and business plans, the Company has concluded that the carrying value of its assets, as at the end of Balance Sheet date, will be recovered.

However, the assessment of Covid-19 impact on business operations is a continuing process given the uncertainties associated with its nature and duration. Accordingly, the actual impact on the operational and financial performance may differ from that estimated. The Company will continue to closely monitor any material changes to the future business conditions and financial performance.

SUSTAINABILITY INITIATIVE

Your Company is conscious of its responsibility towards preservation of natural resources and continuously takes initiatives to reduce consumption of electricity and water.

RISK MANAGEMENT

The primary objective of risk management is to protect the Company against risks to the value of the business, its capital and its continuity. In order to achieve the objective and for better governance, the Board has constituted a Risk Management Committee (RMC) comprising two independent Directors, one non-executive Director and the Whole-time Director & CFO.

RMC is entrusted with the functions of determining efficacy of risk management framework of the Company, evaluation of risks and mitigating measures. The Company has adopted a formal Risk Management Policy based on the recommendations of RMC.

The Policy sets out key risk areas - financial risks (including risk to assets), commodity price risks, foreign exchange fluctuation risks, legislative and regulatory risks, environmental risks (including natural disasters), operational risks (markets, production, technology, etc.), IT & Cyber Security risks, risks relating to employment and manpower, and individual large transactional risks. The Managing Director & CEO identifies and proposes action in respect of all risks through his management team as and when any are perceived or foreseen or inherent in operations; analyses these, and then reports to RMC for its review and guidance. The Directors also bring to the notice of, and caution, the Committee of a risk perceived by them.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) Committee was reconstituted in February, 2020 with one independent Director - Dr. (Mrs.) Vasantha S. Bharucha as Chairman and two Executive Directors - Mr. Yugo Hashimoto Managing Director & CEO and Mr. Gopal Bansal, Whole-time Director & CFO as Members. On the recommendations of the Committee, the Board has adopted Company's policy on CSR with key thrust areas defined as - promoting healthcare and sanitation, supporting education of girl child and under privileged children, sponsoring vocational education / technical education, etc.

Annual Report on CSR activities for the year ended 31st March 2020 is attached as **Annexure D**.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, performance evaluation of the Board and its Committees and all the Directors has been carried out and the details are covered in the Corporate Governance Report.

CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year.

SHARE CAPITAL

There was no change in the Company's issued, subscribed and paid-up equity share capital during the year.

DEPOSITS

During the year, the Company has not accepted any deposit under Chapter V of the Companies Act, 2013.

SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS

To the best of our knowledge, the Company has not received any such orders from regulators, courts or tribunals or any other authority during the year which may impact the going concern status of the Company or its operations in future.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the Act) and the Rules there under. The Policy aims to provide protection to women at the workplace and prevent and redress complaints of sexual harassment and for matters

connected or incidental thereto, with the objective of providing a safe working environment. The Company has also constituted an Internal Complaints Committee in accordance with the Act, to inquire into complaints and take appropriate action.

The Company has not received any complaint of sexual harassment during the year.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has adopted a whistle blower policy, to provide formal mechanism to the Directors and the employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or to report genuine concerns or grievances including instances of leak or suspected leak of unpublished price sensitive information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. It provides for adequate safeguards against victimization of Directors and employees who avail the mechanism and provides for direct access to the Chairman of the Audit Committee.

Whistle Blower Policy of the Company is available on the Company's website at web link: <http://smlisuzu.com/Financials/WhistleBlowerPolicy.aspx>

SECRETARIAL STANDARDS

The Company has duly complied with the applicable Secretarial Standards on meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed and proper explanations provided relating to material departures, if any;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarisation programme for Independent Directors in respect of their roles, rights & responsibilities, nature of the industry in which Company operates, business model of the Company and related matters are available on the website of the Company at web link: <http://smlisuzu.com/Financials/FamiliarisationProgramme.aspx>

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s A. Arora & Co., a firm of Company Secretaries in practice, were appointed as the Secretarial Auditors of the Company to carry out the Secretarial Audit of the Company for FY 2019-20.

The Secretarial Audit Report, for the year under review, does not contain any qualification and is attached as **Annexure E**.

STATUTORY AUDITORS

The term of M/s. B S R & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, is completing at the ensuing Annual General Meeting (AGM) of the Company.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 21st July, 2020, have proposed the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of 41st AGM of the Company.

M/s. Walker Chandiook & Co LLP, Chartered Accountants have submitted their written consent to the Company that they are eligible and qualified to be appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

Auditors' Report issued by M/s. B S R & Associates LLP, Statutory Auditors, on the Audited Financial Statement of the Company for the year under review, does not contain any qualification.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Based on the work performed by the internal, statutory and secretarial auditors and the reviews carried out by the Management and the relevant Board Committees, the Directors are of the opinion that the Company has in place, adequate internal financial controls, with reference to financial statements, commensurate with the size and nature of the business of the Company. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Ongoing investigation in respect of the allegations received by the Company on certain operational and financial matters, as reported in the previous Directors' Report, has already been completed.

Based on the assessment of the said allegations and the investigation report, the Board is of the view that while there may have been some control deficiencies, there is no evidence available that indicates any material financial impropriety which impacts the books of accounts of the Company. The Company continues to work towards further strengthening of its internal controls and processes.

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

The required information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated in the Companies Act, 2013 is attached as **Annexure F**.

COST RECORDS

There are no cost records which are prescribed under Section 148(1) of the Companies Act for any of the products manufactured / services rendered by the Company.

BUSINESS RESPONSIBILITY REPORT

The Securities and Exchange Board of India, vide its notification dated 26th December, 2019, has mandated the inclusion of the Business Responsibility Report (BRR) as part of the Annual Report for top 1000 listed entities based on market capitalization. In compliance with the Notification, BRR for FY 2019-20 is attached as **Annexure G** and forms part of this Report.

ACKNOWLEDGMENTS

Your Directors express their grateful appreciation for the co-operation received from the concerned Government departments, banks, dealers and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of the employees of the Company at all levels.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

S.K. TUTEJA
Chairman

YUGO HASHIMOTO
Managing Director & CEO

Dated: 21st July, 2020

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY REVIEW

During FY 2019-20, domestic Commercial Vehicle Industry (CVI) declined sharply by 29%, impacted by several adverse factors such as - slowdown in the economy, lower demand for freight, overcapacity in the trucking system due to revised axle norms, tight finance availability arising from stress in NBFC sector, etc. Further, the CV volumes were hit during Q4 on account of transition to new emission norm vehicles (BSVI) and outbreak of Covid-19 in March 2020.

Medium & Heavy Commercial Vehicles (MHCVs) truck segment fell by 47% over a high base due to - slowdown in the economy and infrastructure activity, weak freight demand, overcapacity in trucking system with revised axle norms, tight finance availability due to stress in NBFC sector, etc. Light Commercial Vehicles (LCVs) truck sales dropped by 21% due to slowdown in consumption (both in urban & rural areas) resulting in lesser availability of market load, subdued demand from e-commerce sector and weak credit availability. Bus segment contracted by 7% due to increase in product prices on account of additional safety regulations, inventory corrections by the Dealers for transition to BS VI emission norms and weak private consumption hampering demand from tourist bus operators & intercity travel operators.

Segment	Domestic			Exports		
	2018-19	2019-20	% Change	2018-19	2019-20	% Change
M&HCVs						
Trucks	3,51,128	1,84,549	-47.44%	40,390	14,868	-63.19%
Buses	39,604	40,257	1.65%	8,286	9,294	12.17%
Total M&HCVs-A	3,90,732	2,24,806	-42.47%	48,676	24,162	-50.36%
LCVs						
Trucks	5,64,409	4,47,513	-20.71%	47,163	33,896	-28.13%
Buses	52,170	45,369	-13.04%	4,094	2,655	-35.15%
Total LCVs-B	6,16,579	4,92,882	-20.06%	51,257	36,551	-28.69%
Total (A+B)	10,07,311	7,17,688	-28.75%	99,933	60,713	-39.25%

Source: SIAM Flash Report March 2020

2. INDUSTRY OUTLOOK

Demand for Commercial Vehicles which was already under pressure due to subdued economic environment, revised axle norms resulting in the overcapacity, tight finance availability, transition to new emission norms (BS VI) and other issues, is now facing another challenge in the form of Covid-19 outbreak. The rapid spread of Covid-19 pandemic and the complete / partial lockdowns imposed across the country has had a significant impact on the movement of goods & passengers during Q1 (FY 2020-21) and is likely to continue over the near term. With closure of schools and restrictions on intra / intercity / state movement along with no international travel and adoption of new normal of "Work from Home" by most business entities, passenger vehicles usage has dropped drastically. The outlook for CV industry is far from rosy; all indications are that demand for all the segments of the industry will remain under pressure for some more time.

Commercial Vehicles Industry has witnessed negligible sales during first quarter of current fiscal 2020-21, as majority of businesses remained fully / partially shut for most part of the quarter. Although, manufacturers began limited operations in May 2020, the demand / actual buying remained subdued. With cash flows of fleet operators under stress, the replacement demand for new trucks is likely to remain uncertain till there is any meaningful pick-up in the economy along with surge in spending on infrastructure projects. The passenger carrier segment is also expected to witness demand contraction in near future as state finances are likely to be directed towards Covid-19 relief measures impacting State Transport Undertakings' replacement demand. Additionally, with operations of schools, colleges and other educational institutions remaining shut because of Covid-19 outbreak the demand for passenger vehicles may continue to be affected for some more time.

3. COMPANY PERFORMANCE

The sales volume during FY2019-20 at 10,533 vehicles were lower when compared to 13,602 of previous year on account of decline in CV industry and transition from BS-IV technology to BS-VI. Break up of sales is given hereunder:

(Nos.)

	2019-20	2018-19
Passenger vehicle (buses)	6,790	8,021
Cargo vehicles (trucks)	3,743	5,581
Total	10,533	13,602

Total Income for 2019-20, is Rs. 1,159.3 crores against Rs. 1,413.7 crores in the preceding year, as detailed below:

(Rs. in Crores)

	2019-20	2018-19
Sale of Vehicles	1,053.3	1,299.5
Sale of Spare Parts	86.7	92.0
Other operating income	14.2	17.7
Other income	5.1	4.5
Total Income	1,159.3	1,413.7

Material cost at 78.0% (75.1%) of total income was higher on account of increase in commodity prices and provision of Rs. 5.1 crores created in respect of BS-IV inventory.

Employee costs at Rs. 155.2 crores, although lower than last fiscal's Rs. 166.7 crores, as a percentage works out to 13.4% (11.8%) of total income on account of reduced revenue.

Marketing costs (including allowance for doubtful trade receivables, packing & freight, warranty, sales promotion and royalty expense) at Rs. 38.9 crores were 3.4% (3.9%) of total income.

Other operating & administrative expenses at Rs. 44.0 crores made up 3.8% (3.6%) of total income.

Depreciation charge at Rs. 40.7 crores (Rs. 38.4 crores), was higher due to additions made to plant & machinery, right of use assets and other facilities.

Lower sales volume has resulted in decline in operating profit to Rs. 17.0 crores (1.5% of total income) against Rs. 78.9 crores (5.6% of total income) earned in the fiscal 2018-19.

Finance costs decreased to Rs. 14.6 crores (Rs. 16.1 crores) due to fall in interest rates on borrowings and better working capital management.

Due to lower sales volume, the Company has incurred a Loss of Rs. 38.3 crores against previous year's PBT of Rs. 24.3 crores. After accounting for deferred tax asset (net) during the year, Loss after tax was Rs. 21.1 crores (Profit after tax Rs. 19.6 crores).

Net worth of the Company as on 31st March, 2020 totaled to Rs. 384.9 crores against Rs. 413.6 crores on that date in the previous year made up of equity component of Rs. 14.5 crores (Rs. 14.5 crores) and other equity of Rs. 370.4 crores (Rs. 399.1 crores).

Year-end short term and long term borrowings (Term Loan and ECB loan including current maturities) from banks stood at Rs. 33.0 crores (Rs. 110.1 crores) and Rs. 141.7 crores (Rs. 134.8 crores) respectively.

Property, Plant & Equipment including Capital Work in progress, right of use assets, intangible assets under development and Intangible assets stood at Rs. 429.3 crores (Rs. 407.0 crores).

Inventories at the year-end at Rs. 268.9 crores decreased from last year's level of Rs 423.8 crores on account of sale of all BS-IV vehicles and comparatively lower stock of BS-VI vehicles.

Year-end trade receivables were at Rs. 39.5 crores (Rs. 148.7 crores) and trade payables were Rs. 167.1 crores (Rs. 272.3 crores). The trade receivables have been lower on account of lower offtake of vehicles as a result of transition to BS-VI norms and imposition of lockdown throughout India during last week of March 2020.

Cash & Bank Balances (including Fixed Deposits with Banks) were Rs. 36.3 crores (Rs. 30.2 crores).

KEY FINANCIAL RATIOS

Particulars	Year ended	
	31 March 2020	31 March 2019
(i) Debtors Turnover	12.33	10.63
(ii) Inventory Turnover	2.61	2.70
(iii) Interest Coverage Ratio *	1.16	4.90
(iv) Current Ratio	1.20	1.27
(v) Debt Equity Ratio	0.45	0.60
(vi) Operating Profit Margin (%)	1.47%	5.58%
(vii) Net (Loss) /Profit Margin (%)	-1.82%	1.38%
(viii) Return on net worth (%)	-5.88%	4.47%

* PBDIT / Finance cost

Interest Coverage Ratio for the year ended 31st March, 2020 has worsened on account of lower Profit before depreciation, interest and tax of Rs. 17.0 crores against previous year's Rs. 78.9 crores.

Operating profit margin for FY 2019-20 is lower due to steep decline in sales volume from 13,602 in 2018-19 to 10,533 in 2019-20.

Net Profit Margin and Return on Net Worth for FY 2019-20 are negative on account of drop in sales volumes and revenue.

4. INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company conducts its affairs within the framework of well-defined business plans which provides appropriate guidance and direction to its employees. Annual Business Plan for each fiscal year is formulated on the basis of well-defined processes and is approved by the Board of Directors. Finance & Accounts function is adequately staffed by professionally qualified and experienced personnel.

The Company has an effective reporting and monitoring system which is regularly reviewed at the meetings of the Audit Committee and the Board while considering quarterly business performance. Business projections are revised in relation to market expectations and appropriate actions are taken by the Management to offset adverse changes to the extent possible. Policies and procedures have been laid down to provide reasonable assurance that assets are safeguarded from risks of un-authorized use/disposition and transactions are recorded and reported with propriety, accuracy and speed. These aspects of operations are regularly reviewed and verified by the Internal Audit department and the Statutory Auditors. Company's own independent Internal Audit Department carries out audit reviews based on the Internal Audit Plan, as approved by the Audit Committee of the Board which also covers testing of established internal controls and standard operating procedures. Significant observations of the Auditors are subsequently submitted to the Audit Committee of the Board for its consideration and guidance. Outside support, for audit of some specific areas, is also taken as and when required. Audit Committee also reviews adequacy and effectiveness of Company's internal financial controls.

5. HUMAN RESOURCES

The Company has always strived to attract the best talent, provide invigorative work environment, retain achievers and outstanding performers and to inculcate in the employees commitment for the organization. Raising employees' involvement in the decision making process and grooming them for leadership positions has been an ongoing process. Industrial relations and work atmosphere remained cordial throughout the year with sustained communication and engagement with workforce through various forums. Employees' strength as on 31st March, 2020 was 1003 (1059).

6. OPPORTUNITIES AND THREATS

Long term outlook for commercial vehicle industry remains positive, backed by expected improvement in industrial activity going forward, increasing Government focus on infrastructure development, agriculture & rural economy and rising consumption expenditure. Additionally, Government's thrust on improvement in mobility solutions and other initiatives such as Smart City Program and inter-city transport system are expected to drive growth in the bus segment.

The key challenges during FY 2020-21 and going forward for the Company would be to improve its capacity utilization, bring about operational efficiencies, manage its liquidity position and to prepare itself to comply with the new regulatory requirements frequently announced by the Government. The Company will also have to monitor and deal with the uncertainties and challenges that have surfaced on account of Covid-19 pandemic.

7. BUSINESS RISKS AND CONCERNS

The demand for commercial vehicles is influenced by economic conditions, including, among other things, rates of economic growth, infrastructure development, availability of finance and its cost, environmental and tax policies, freight rates, fuel and commodity prices. Unfavourable trends in any of these factors pose the risk of demand contraction for commercial vehicles.

Frequently announced stringent regulatory requirements by the Government need modifications in product designs, procurement of modified / additional components and training across all operational areas such as manufacturing, marketing and customer services. These factors may increase cost of production and distribution of the Company's products and, therefore, may require raising of prices of vehicles that may cause some deferrals in buying decisions by the customers.

To meet the above challenges, the Company is continuing its focus on - product development, innovative and cost effective technology solutions, cost optimization to contain the quantum of sales price revisions, improvements in after sale service for enhanced customers satisfaction, brand promotion activities, upgrading distribution network and empowering dealers' sales force, etc.

The Risk Management Committee of the Board is entrusted with the functions of determining efficacy of the risk management framework of the Company including evaluation of risks and mitigation measures taken by the Management.

8. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

CORPORATE GOVERNANCE REPORT

The Company follows principles of good corporate governance, disclosure and transparency giving due attention to core values and ethics. It considers itself custodian and trustee for all its stake-holders. It seeks corporate excellence by offering quality vehicles and service to customers, fostering team spirit amongst employees by their continuous involvement and participation in decision making processes placing high emphasis on their integrity and commitment to the Company.

COMPOSITION OF THE BOARD

The composition of the Board of Directors ("Board") conforms to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with four independent Directors, including the Chairman and a woman Director; three whole-time Directors and five non-executive Directors. Out of total five non-executive Directors, four are from the Promoter group, Sumitomo Corporation, Japan and one is from Isuzu Motors, Japan, the Company's technical adviser. All the non-executive Directors are qualified professionals with expertise in their own fields and have vast knowledge and experience in business and administration. No Directors are inter-se related to each other.

All independent Directors were appointed in accordance with the Companies Act, 2013 and Listing Regulations. The formal letter of appointment issued to Independent Directors containing terms & conditions of appointment is disclosed on the Company's website www.smlisuzu.com. All the Independent Directors have declared to the Company that they meet the criteria of 'independence' set out in the Listing Regulations and the Companies Act, 2013. The Board of Directors, based on the declarations received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the management of the Company.

The Managing Director & CEO, and the Whole-time Director & CFO and Director-Quality Assurance are all professionals. The Managing Director & CEO has been an employee of the Company's Promoter group - Sumitomo Corporation, and Director-Quality Assurance, an employee of Isuzu Motors.

The Board periodically reviews and approves overall strategy, gives guidelines and directions to and oversees the functioning of the Management to ensure that the objectives of the Company are met and its core values sustained.

MEETINGS OF THE BOARD

Annual calendar of Board meetings is agreed at the beginning of the year.

Detailed agenda is sent to each Director / Committee Member prior to a meeting, including, as appropriate, operating and financial performance statements of the Company. The Board reviews strategy and business plans, efficacy of risk management framework, annual operating and capital expenditure budgets, investment and exposure limits, quarterly / half-yearly / annual operating performance and financial results, compliance reports of the laws applicable to the Company and minutes of meetings of the Committees of the Board and other significant developments.

INFORMATION ON MEETINGS, ATTENDANCE AND MEMBERSHIP

During the year, 6 Board Meetings were held on 28th May 2019, 9th August 2019, 14th August, 2019, 7th November, 2019, 13th November 2019 and 7th February 2020. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days. During the year, the Board has also passed one resolution by circulation dated 31st August, 2019 with the consent of all the Directors.

- a) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships/ Memberships held by them in other public limited companies as on March 31, 2020 are given below :

Name of Director (DIN No.)	Category	Board Meetings during 2019-20		Attendance at the AGM held on 30.09.2019	Directorships in other Companies* (as on 31.03.2020)		No. of Committee Positions in Companies# including SML ISUZU LIMITED (as on 31.03.2020)	
		Meetings Held	Board Meetings Attended		Public	Private	Chairman	Member
Mr. Surender Kumar Tuteja Chairman (00594076)	Independent Non-Executive	6	6	Yes	7	6	4	4
Mr. Sudhir Nayar (00200415)	Independent Non-Executive	6	6	Yes	-	-	-	1
Dr. (Mrs.) Vasantha S. Bharucha (02163753)	Independent Non-Executive	6	6	Yes	-	-	-	-
Mr. Chandra Shekhar Verma (00121756) appointed w.e.f.22.09.2019	Independent Non-Executive	3	3	Yes	2	1	-	1
Mr. Gota Iwanami (08094102)	Non-Executive	6	4	No	-	-	-	-
Mr. Kazuo Goda (07572151) ceased w.e.f. 30 th June, 2020	Non-Executive	6	1	No	-	-	-	-
Mr. Eiichi Seto (02704734)	Non-Executive	6	4	Yes	-	-	-	-
Mr. Masaki Morohoshi (07302404)	Non-Executive	6	5	Yes	-	3	-	-
Mr. Pankaj Bajaj (00337925)	Non-Executive	6	6	Yes	-	1	-	-
Mr. Yugo Hashimoto (08165797) Managing Director & CEO	Executive	6	6	Yes	-	-	-	1
Mr. Gopal Bansal (06836592) Whole-time Director & CFO	Executive	6	6	Yes	-	-	-	2
Mr. Tadanao Yamamoto (08291307) Director-Quality Assurance	Executive	6	6	Yes	-	-	-	-
Mr. Noboru Murakami (08803344) appointed w.e.f. 21 st July,2020	Non-Executive	NA	NA	NA	NA	NA	NA	NA
Mr. Pramod Kumar Nanda (00213613) (Term completed on 21.09.2019)	Independent Non-Executive	3	3	NA	NA	NA	NA	NA
Mr. Ashish Kumar Thakur (00031778) (Term completed on 21.09.2019)	Independent Non-Executive	3	3	NA	NA	NA	NA	NA

Note: * Excludes Directorships in Associates, Foreign Companies, Government Bodies and Companies registered under Section 8 of the Companies Act, 2013.

Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for Committee positions.

- None of the Directors is a member of more than 10 committees and chairman of more than 5 committees (as specified in the Listing Regulations), across all the companies in which he is a Director.
- The Senior Management personnel have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the Company which would have potential conflict of interest with the Company at large.
- As on March 31, 2020, none of the Directors is shareholder of the Company except Mr. S.K.Tuteja, Chairman and Non-Executive Independent Director of the Company who holds 1400 equity shares of the Company.
- None of the independent Directors is an independent Director in more than 7 listed companies and whole-time Director in any listed Company.

b) Details of Directors holding Directorship in Listed Entities including SML Isuzu Limited and the category of their Directorship:

Name of Director	Name of listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Surender Kumar Tuteja Chairman (00594076)	SML Isuzu Limited A2Z Infra Engineering Limited Shree Renuka Sugars Limited	Independent Director Independent Director Independent Director
Mr. Sudhir Nayar (00200415)	SML Isuzu Limited	Independent Director
Dr. (Mrs.) Vasantha S. Bharucha (02163753)	SML Isuzu Limited	Independent Director
Mr. Chandra Shekhar Verma (00121756)	SML Isuzu Limited	Independent Director
Mr. Gota Iwanami (08094102)	SML Isuzu Limited	Non-Executive Director
Mr. Kazuo Goda (07572151) Ceased w.e.f. 30th June 2020	SML Isuzu Limited	Non-Executive Director
Mr. Eiichi Seto (02704734)	SML Isuzu Limited	Non-Executive Director
Mr. Masaki Morohoshi (07302404)	SML Isuzu Limited	Non-Executive Director
Mr. Pankaj Bajaj (00337925)	SML Isuzu Limited	Non-Executive Director
Mr. Yugo Hashimoto Managing Director & CEO (08165797)	SML Isuzu Limited	Whole-time Director
Mr. Gopal Bansal Whole-time Director & CFO (06836592)	SML Isuzu Limited	Whole-time Director
Mr. Tadanao Yamamoto Director-Quality Assurance (08291307)	SML Isuzu Limited	Whole-time Director

CODE OF CONDUCT

The Board has laid down a well-defined Code of Ethics and Conduct (the "Code") to be followed by Board members and senior management of the Company. Duties of independent Directors, as specified under Companies Act, 2013, have been incorporated in the code.

The Code is available on the website of the Company www.smlisuzu.com. In accordance with the Listing Regulations, all Directors and Senior Management personnel have affirmed compliance with this Code. A declaration signed by the Managing Director & CEO to this effect forms part of this report.

CEO/CFO CERTIFICATION

As required under the Listing Regulations, the Managing Director & CEO and Whole-time Director & CFO have certified to the Board regarding Annual Financial Statements for the year ended 31st March, 2020. A copy of the certificate was placed before the Board of Directors at their meeting held on 21st July, 2020 and forms part of this report.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

A separate meeting of Independent Directors was held, in accordance with the Companies Act and Listing Regulations, to review performance of non-independent Directors, the Chairman and the Board as a whole and assess the quality, quantity and timeliness of flow of information between the Management and the Board. All independent Directors attended the meeting.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme for Independent Directors can be accessed from the website of the Company at the web link <http://smlisuzu.com/Financials/FamiliarisationProgramme.aspx>

SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of Directors of the Company brings a vast range of skills and experience from various field, functions and sectors, which enhance the governance framework of the Company and the Board's decision making process. The Board has identified strategic planning, knowledge with regard to Company's business / activities, understanding of industry, sales & marketing, risk management, accounting & financial expertise as the key skills/expertise/competencies for the effective functioning of the Company and the same are currently available with the Board.

Sr. no.	Name of Director	Expertise / Skill
1	Mr. Surender Kumar Tuteja (Chairman)	Managerial strategy and Innovations, Public Policy, Corporate Finance and Secretarial Regulations
2	Mr. Sudhir Nayar	General Management, Business Strategy, Marketing & Distribution and Academics
3	Dr. (Mrs.) Vasantha S. Bharucha	Business Strategy, Economics & Finance, Environment & Sustainability, General Management and Marketing Management -International
4	Mr. Chandra Shekhar Verma	Corporate Law & Finance, General Management, Human Resources Development, Legal, Marketing Management-Industrial, Materials Management and Project Management
5	Mr. Gota Iwanami	General Management, Business Strategy and Global automotive Business - Sales & Marketing
6	Mr. Eiichi Seto	General Management, Business Strategy and Global automotive Manufacturing Business
7	Mr. Noboru Murakami	General Management, Business Strategy and Global automotive Business-Sales & Corporate Planning
8	Mr. Masaki Morohoshi	General Management, Business Strategy and Global automotive business - Sales and International Trade & Business
9	Mr. Pankaj Bajaj	Corporate planning & investment, Risk Management, Legal & Secretarial and Corporate Finance & Taxation
10	Mr. Gopal Bansal	Finance & Accounts, Corporate affairs & Administration, Taxation, Risk Management and Secretarial & Investor Relations
11	Mr. Yugo Hashimoto	General Management, Business Strategy and Global automotive business - Sales, Marketing & Production
12	Mr. Tadao Yamamoto	Global experience in Vehicles Quality Control and Vehicles Manufacturing

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees after seeking inputs from all the Directors and members of relevant Committees. The Board has also carried out performance evaluation of each Director based on the evaluation carried out by its Nomination and Remuneration Committee (NRC).

The criteria for performance evaluation was set out by NRC and adopted by the Board. These included composition and structure of the Board and its Committees, effectiveness of the Committees, knowledge of the Company's operations by the members, their participation at meetings including preparedness for issues for consideration, level of contribution in assessing and improving performance of the Company and interactions amongst themselves and with senior management. Adherence to Code of Conduct of the Company, fiduciary and statutory obligations, continuing maintenance of independence by independent Directors, etc. were also a part of the performance evaluation.

The Board was satisfied with its composition and its diversified nature and that all Directors upheld the highest standards of integrity and probity, adhered to the Company's code of conduct, made constructive and effective contribution at meetings and generally carried out their responsibilities well in the interest of the Company and its stakeholders.

A separate meeting of independent Directors was held during the year to review the performance of non-independent Directors, performance of the Board as a whole and performance of the Chairman of the Company, taking into account the views of other Directors. That review confirmed satisfactory performance on all counts.

COMMITTEES OF THE BOARD

The Company currently has six Committees of the Board, namely, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Executive Committee.

Audit Committee

The members of Audit Committee possess vast experience in and knowledge of corporate affairs and finance. During the financial year under review, six meetings of Audit Committee were held on 27th May 2019, 8th August 2019, 13th August, 2019, 7th November, 2019, 13th November 2019 and 7th February 2020. During the year, the Audit Committee also passed one resolution by circulation dated 17th October, 2019 with the consent of all the Members. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 30th September, 2019. The Committee also met on 20th July, 2020, prior to the finalization of the Accounts for FY 2019-20.

The Composition of Audit Committee and the details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2019-20
Mr. S.K.Tuteja, Chairman (w.e.f. 22.9.2020)	Independent, Non-Executive	3
Mr. Sudhir Nayar	Independent, Non-Executive	6
Mr. Chandra Shekhar Verma (w.e.f. 22.9.2020)	Independent, Non-Executive	3
Mr. Gopal Bansal	Executive (Whole-time Director & CFO)	6
Mr. P. K. Nanda (term completed on 21.9.2020)	Independent, Non-Executive	3
Mr. A. K. Thakur (term completed on 21.9.2020)	Independent, Non-Executive	3

Audit Committee meetings are usually attended by the Managing Director & CEO, the Head of Internal Audit, the Company Secretary and a representative of Statutory Auditors. Senior Management is also invited to participate in the deliberations as appropriate.

Terms of reference of the Audit Committee inter alia include:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Review with the management, the annual and quarterly financial statements and auditor's report thereon before submission to the Board for approval.
- Review with the management, statutory and internal auditors, adequacy of the internal control systems;
- Evaluation of internal financial controls and risk management systems;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Discussion with statutory auditors the nature and scope of audit as well as post-audit areas of concern;
- Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
- Review adequacy of internal audit function including structure of the internal audit department, staffing and seniority of the official heading the function, reporting structure, coverage and frequency of internal audit;
- Discussion with internal auditor of any significant findings and follow up thereof;
- Review 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;
- Approval (or any subsequent modification) of transactions of the Company with related parties;
- Review functioning of the Whistle Blower mechanism;

Stakeholders Relationship Committee

Stakeholders Relationship Committee is headed by Mr. S.K. Tuteja, Independent Director, and consists of two Executive Directors as its members.

Terms of Reference of the Committee are as follows:

- Consider and resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- 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.
- 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.
- Transfer / transmission of shares, de-materialization / re-materialization of shares, issue of duplicate share certificates and such other functions as may be stipulated under the Companies Act, 2013 / SEBI Regulations

During the financial year ended 31st March, 2020, 11 meetings of the Committee were held.

The composition of the Committee and the details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2019-20
Mr. S. K. Tuteja, Chairman	Independent, Non-Executive	11
Mr. Yugo Hashimoto	Executive (Managing Director & CEO)	10
Mr. Gopal Bansal	Executive (Whole-time Director & CFO)	10

Mr. Parvesh Madan, Company Secretary, is the Compliance Officer of the Company.

The Company received 389 queries / requests from the shareholders which, inter-alia, included queries/ requests related to dematerialization / re-materializaion of shares, updation of PAN & Bank mandate, non-receipt of dividend / annual reports, transfer of shares and revalidation of dividend, duplicate shares etc. which were duly attended to and the Company has furnished necessary documents/ information to the shareholders. No share transfers pertaining to the year under review were pending on 31st March 2020.

Total of 7 complaints were received during the year from shareholders, through SCORES (SEBI Complaints Redressal System) and BSE/ NSE, which were resolved to the satisfaction of the shareholders. As on 31st March, 2020, no complaint was pending.

Nomination and Remuneration Committee

This Committee has been constituted in compliance with the requirements of the Companies Act, 2013. Terms of Reference of the Committee are as follows:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- Formulation of criteria for evaluation of director's performance including independent directors and the Board.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors.

The Nomination and Remuneration Committee also helps the Board on succession plan for the Directors and Senior Management.

The Composition of the Nomination and Remuneration Committee and the details of Meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2019-20
Mr. Sudhir Nayar, Chairman (w.e.f. 22.09 2019)	Independent, Non-Executive	1
Mr. S. K. Tuteja	Independent, Non-Executive	4
Mr. Gota Iwanami	Non-Executive	3
Mr. E.Seto	Non-Executive	3
Mr. P. K. Nanda (term completed on 21.09.2019)	Independent, Non-Executive	3

During the year, four meetings of the Committee were held on 28th May, 2019, 9th August, 2019, 14th August, 2019 and 7th November, 2019.

Nomination and Remuneration Policy:

Nomination and Remuneration Policy is in place for Directors, KMP's and other employees, in accordance with the provisions of the Act and Listing Regulations. The policy is part of Director's Report and also available at <https://smlisuzu.com/Financials/NRCPolicy.pdf>.

The criteria for performance evaluation of the Directors is covered in Nomination and Remuneration Policy of the Company.

Remuneration of Directors:

Remuneration paid to Whole-time Directors is decided by the Board on the recommendations of the Nomination and Remuneration Committee and approved by the shareholders at Annual General Meetings.

Independent Directors are paid sitting fee of Rs. 50,000 per meeting for attendance at Board meetings and Rs.30,000 per meeting for attendance at Committees Meetings and reimbursement of expenses incurred for attending such meetings.

At the 32nd Annual General Meeting, held in August, 2016 the shareholders had authorized the Board of Directors for payment of commission, a sum not exceeding one percent of the Net profits of the Company per annum, computed in accordance with the provisions of the Companies Act, 2013, to the Independent Directors of the Company, for each financial year commencing from 1st April, 2016.

Apart from the above stated, there have been no other material pecuniary relationships or transactions by the Company with Non-executive directors during the year.

Following are the details of Directors remuneration paid in 2019-20.

Whole-time Directors

(Amount in Rs.)

Name of Director	Salary (Basic & DA & Special Allowance)	Allowances (including HRA, Leave Travel)	Commission for the FY 2018-19	Contribution to Provident and other Funds	Other Perquisites	Stock Option	Total	Service Contract (Tenure)
Yugo Hashimoto Managing Director & CEO	63,00,000	-	21,43,000	-	17,44,097	-	1,01,87,097	Upto 09.08.2023
Gopal Bansal Whole-time Director & CFO	80,40,000	53,21,333*	33,43,000	19,00,800	2,32,103	-	1,88,37,236	Upto 10.02.2021
Tadanao Yamamoto Director-Quality Assurance	45,60,000	-	-	-	11,14,800	-	56,74,800	Upto 29.11.2020

Note: * Includes Encashment of Earned leaves Rs. 23,05,333/-

Non-Executive Independent Directors

(Amount in Rs.)

Name of Director	Sitting Fees	Commission (Refer Note 1)
Mr. S.K. Tuteja	10,80,000	6,00,000
Mr. Sudhir Nayar	5,70,000	6,00,000
Dr. (Mrs.) Vasantha S. Bharucha	3,60,000	6,00,000
Mr. Chandra Shekhar Verma (Refer Note 2)	2,70,000	NA
Mr. P.K. Nanda (Refer Note 3)	3,60,000	6,00,000
Mr. A.K. Thakur (Refer Note 3)	2,70,000	6,00,000

Note: 1. Commission related to financial year 2018-19 (paid in financial year 2019-20).

2. Mr. Chandra Shekhar Verma was appointed as Non-Executive Independent Director w.e.f. 22nd September, 2019

3. The tenure of Mr. P.K.Nanda & Mr. A.K. Thakur has completed on 21st September, 2019.

Corporate Social Responsibility Committee

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013.

Terms of reference of the Committee, inter alia, includes :

- Formulate and recommend to the Board, a CSR Policy covering the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013;
- Recommend the amount of expenditure to be incurred on the CSR activities;
- Review the CSR activities of the Company from time to time and institute a transparent monitoring mechanism for CSR activities.

The Board has adopted a Policy on CSR recommended by the Committee and is placed on the Company's website <https://www.smlisuzu.com/Financials/CSRPolicy.aspx>

The annual report on CSR activities, for fiscal 2019-20, forms a part of Directors' Report.

The composition of the CSR Committee and details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2019-20
Dr. (Mrs.) Vasantha S. Bharucha, Chairman (w.e.f. 07.02 2020)	Independent, Non-Executive	1
Mr. Yugo Hashimoto	Executive (Managing Director & CEO)	1
Mr. Gopal Bansal	Executive (Whole-time Director & CFO)	1
<i>Mr. S. K. Tuteja (up to 06.02.2020)</i>	<i>Independent, Non-Executive</i>	<i>1</i>

During the year one meeting was held on 28th May 2019.

Risk Management Committee

The Risk Management Committee is entrusted with the functions of overseeing the efficacy of the risk management framework of the Company, specifically covering cyber security risks, including the mitigation measures taken by the management and appropriately report to the Board about the same.

The composition of the Risk Management Committee and the details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2019-20
Mr. Sudhir Nayar, Chairman (w.e.f. 07.02 2020)	Independent, Non-Executive	1
Mr. Chandra Shekhar Verma (w.e.f. 22.09.2019)	Independent, Non-Executive	NA
Mr. Pankaj Bajaj	Non -Executive	1
Mr. Gopal Bansal	Executive (Whole-time Director & CFO)	1
<i>Mr. P. K. Nanda, (term completed on 21.09.2019)</i>	<i>Independent, Non-Executive</i>	<i>1</i>
<i>Mr. A. K. Thakur (term completed on 21.09.2019))</i>	<i>Independent, Non-Executive</i>	<i>1</i>

During the year, one meeting was held on 8th August 2019.

Executive Committee

The Executive Committee was set up by the Board in August 2018 to periodically monitor the transition of new CEO, Capex and performance of Company and matters connected with Divisional heads.

The composition of the Committee and the details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2019-20
Mr. S. K. Tuteja, Chairman	Independent, Non-Executive	6
Mr. Yugo Hashimoto	Executive (Managing Director & CEO)	6
Mr. Gopal Bansal	Executive (Whole-time Director & CFO)	5

During the year six meetings were held on 3rd May, 2019, 8th June, 2019, 30th July, 2019, 25th October, 2019, 20th January, 2020 and 24th February, 2020.

DISCLOSURES

1. Details of General Meetings

(i) Annual General Meetings:-

Financial Year	Date	Time	Venue	Special Resolutions passed
2016-17	22.09.2017	01:00 PM	Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr) Punjab	Appointment of Mr. Takahiro Imai as Whole-time Director designated as Director - R&D (Isuzu Products & Projects)
2017-18	09.08.2018	03:00 PM	Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr) Punjab	<ol style="list-style-type: none"> Continuation of appointment of Mr. P.K.Nanda as an Independent Director Continuation of appointment of Mr. A.K.Thakur as an Independent Director Approval of payment of minimum remuneration to Mr. Eiichi Seto, Managing Director & CEO, in case of no profits/inadequate profits. Approval of payment of minimum remuneration to Mr. Gopal Bansal, Whole time Director & CFO, in case of no profits/inadequate profits. Appointment of Mr. Yugo Hashimoto as Managing Director & Chief Executive Officer. Alteration of Memorandum & Association of the Company. Adoption of new Articles of Association of the Company
2018-19	30.09.2019	01:00 PM	Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr) Punjab	<ol style="list-style-type: none"> Re-appointment of Mr. S. K. Tuteja (DIN 00594076) as an Independent Director Continuation of appointment of Mr. S. K. Tuteja (DIN 00594076) as an Independent Director. Re-appointment of Mr. Sudhir Nayar (DIN 00200415) as an Independent Director Re-appointment of Dr. (Mrs.) Vasantha S.Bharucha (DIN 02163753) as an Independent Director Continuation of appointment of Dr. (Mrs.) Vasantha S.Bharucha (DIN 02163753) as an Independent Director. Re-appointment of Mr. Gopal Bansal (DIN 06836592) as Whole-time Director designated as Whole-time Director & Chief Financial Officer. Appointment of Mr. Tadanao Yamamoto (DIN 08291307) as Whole-time Director designated as Director-Quality Assurance

Pursuant to the provisions of Section 110 of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot.

(ii) Extraordinary General Meeting:

No extraordinary general meeting was held during financial year 2019-20.

2. Transactions with related parties

The Company has adopted a policy to deal with related party transactions and during the year there were no material related party transactions made by the Company that would have required shareholders approval. The Company has not entered into any transaction of material nature that may have any potential conflict with the interest of the Company. The details of the related party transactions as per Ind AS 24 'Related Parties Disclosures' are set out in note 36 to the Financial Statements.

The policy on related transactions is uploaded on the Company's website and can be assessed web link: <http://smlisuzu.com/Financials/RPTPolicy.aspx>.

3. Details of non-compliance

There has neither been any non-compliance of any legal provision of applicable law nor any penalty, stricture imposed by the Stock Exchanges or SEBI or any other authorities, on any matters related to capital market during the last three years.

4. Whistle Blower Policy/Vigil Mechanism

The Company has adopted a whistle blower policy, to provide formal mechanism to the Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy or to report genuine concerns or grievances including instances of leak or suspected leak of unpublished price sensitive information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. It provides for adequate safeguards against victimization of Directors and Employees who avail of the mechanism and accordingly provides for direct access to the Chairman of the Audit Committee.

No instance has been reported when any person was denied access to the Audit Committee.

Whistle Blower Policy of the Company is available on the Company's website at the web link: <http://smlisuzu.com/Financials/WhistleBlowerPolicy.aspx>.

5. Code for prevention of Insider Trading Practices

The Company has instituted a comprehensive Code of Conduct for prevention of insider trading in compliance with SEBI (Prohibition of Insider Regulations), 2015 including amendments thereof. The Code lays down guidelines and procedures to be followed and disclosures to be made, by Designated Persons, while dealing with shares of the Company and cautioning all concerned of the consequences of violations.

6. Disclosure in relation to recommendation made by any Committee which was not accepted by the Board

The Board accepted the recommendations of all its committees, wherever made, during the year.

7. Total fees for all services paid by the Company to the statutory Auditors

Total fees of Rs. 81.43 lacs (including out of pocket expense) for financial year 2019-20, for all services, was paid by the Company, 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.

8. Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year 2019-20	Nil
Number of complaints disposed off during the financial year 2019-20	Nil
Number of complaints pending as on end of the financial year 2019-20	Nil

9. Secretarial Compliance Report

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The Company has engaged the services of M/s A. Arora & Co., a firm of Company Secretaries in practice, for providing this certification.

The said Secretarial Compliance Report, has been submitted to the Stock Exchange(s) within stipulated time.

10. Certificate from Practicing Company Secretary

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of Companies. M/s A. Arora & Co., a firm of Company Secretaries in practice, has submitted a certificate to this effect.

11. Accounting treatment

In preparation of the Financial Statements, the Company has followed the Indian Accounting Standards (Referred to as Ind AS) prescribed under Section 133 of the Companies Act, 2013 as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended, to the extent applicable. The significant accounting policies are set out under Note 2 of the Financial Statements for the year ended 31st March 2020.

12. Means of Communication

(a) Publication of results

Quarterly, half-yearly and annual financial results of the Company are published in English and one vernacular language newspaper having wide circulation viz., Financial Express, Indian Express and Punjabi Tribune.

(b) Website and News Releases:

The Company's website www.smlisuzu.com displays the information, prescribed to be made available on website of the Company under the Listing Regulations, which inter alia includes - details of business of the Company, terms and conditions of independent directors, composition of Board committees, policies adopted by the Company, shareholding pattern, presentations made to the Analysts / Institutional investors, announcements / disclosures made by the Company, notices published in the newspapers, status of unclaimed dividend, Annual Reports, quarterly and Annual Financial results, contact for investor grievances, etc.

(c) Stock Exchanges:

The Company makes timely disclosures of necessary information to Stock Exchanges - BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed, in terms of the Listing Regulations and other Rules and Regulations issued by SEBI, electronically at their respective web based portals - BSE Listing center and NEAPS (NSE Electronic Application Processing System).

13. Management Discussion and Analysis Report

Management Discussion and Analysis Report has been attached to Directors' Report.

14. Compliance with Mandatory Requirements

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under Listing Regulations.

The Company has also complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

15. Adoption of discretionary requirements

i) The Board

The Company does not maintain the office of the Non-Executive Chairman but he is allowed reimbursement of expenses incurred in performance of his duties

ii) Shareholder Rights

The Company regularly publishes its quarterly and annual results in Newspapers in Regional language and English language having wide circulation as required under the Listing Regulations. These results are also available on the Company's website www.smlisuzu.com. The Annual Report containing Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to the Members and is also displayed on the Company's website www.smlisuzu.com

iii) Modified opinion(s) in Audit Report

The Company continues to adopt best practices to ensure regime of unqualified/unmodified financial statements.

iv) Separate posts of Chairman and CEO

The post of the Non-Executive Chairman of the Board is separate from that of the Managing Director & CEO.

v) Reporting of Internal Auditor

The Internal Auditor of the Company periodically reports to the Audit Committee.

16. Policy on determining Material Subsidiary

The Company has no subsidiary.

SHAREHOLDERS' INFORMATION

Pursuant to Circular issued by Ministry of Corporate Affairs ('MCA') dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, the Companies are allowed to conduct their AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the AGM of the Company is being held through VC / OAVM. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM.

1. Annual General Meeting

Date	:	24th August, 2020 (Monday)
Time	:	11:00 A.M.
Venue	:	Through Video Conferencing or Other Audio Visual Means (Deemed Venue for the Meeting: Registered Office of the Company i.e Village Asron, Distt. Shahid Bhagat Singh Nagar, (Nawanshahr), Punjab-144 533)

2. Calendar (tentative) for Financial Results

The Financial year covers the period from 1st April to 31st March

Quarter ending 30th June, 2020	:	August, 2020
Quarter ending 30th Sept., 2020	:	November, 2020
Quarter ending 31st Dec., 2020	:	February, 2021
Year ending 31st March 2021	:	May, 2021

3. **Book Closure** : 14th August, 2020 to 24th August, 2020 (both days inclusive)

4. **Dividend Payment date** : No dividend recommend by the Board for FY 2019-20

5. **Listing on Stock Exchanges** : **BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

National Stock Exchange of India Limited (NSE)

Exchange Plaza, 5th Floor, Plot no. C/1, G Block
Bandra- Kurla Complex, Bandra (E), Mumbai - 400051

Listing fee for FY 2020-21 for both these stock exchanges has been paid.

6. **Stock Code** : **BSE -505192** **NSE - SMLISUZU**

7. **CIN** : L50101PB1983PLC005516

8. Dematerialisation and Liquidity of Shares:

Trading in Equity shares of SML ISUZU Limited is permitted only in dematerialized form. The Company has joined National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) to avail of this facility.

As on 31st March, 2020, 98.35% of the Company's shares were held in electronic form.

International Securities Identifications Number: INE294B01019 (with NSDL and CDSL)

For Shares held in electronic form, all instructions regarding change of address, nomination, power of attorney etc., should be given directly to their Depository Participants and the Company will not be able to entertain any such requests directly from shareholders.

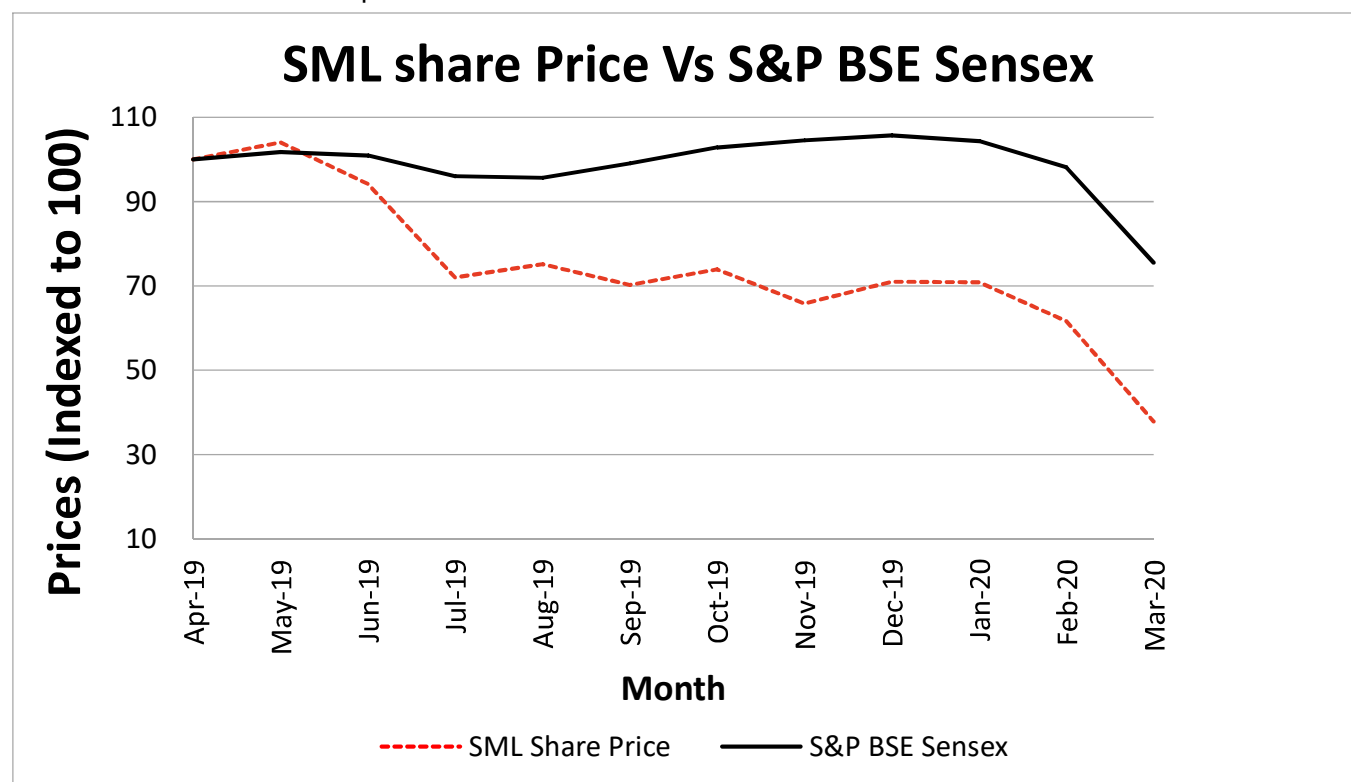
9. Stock Market Data

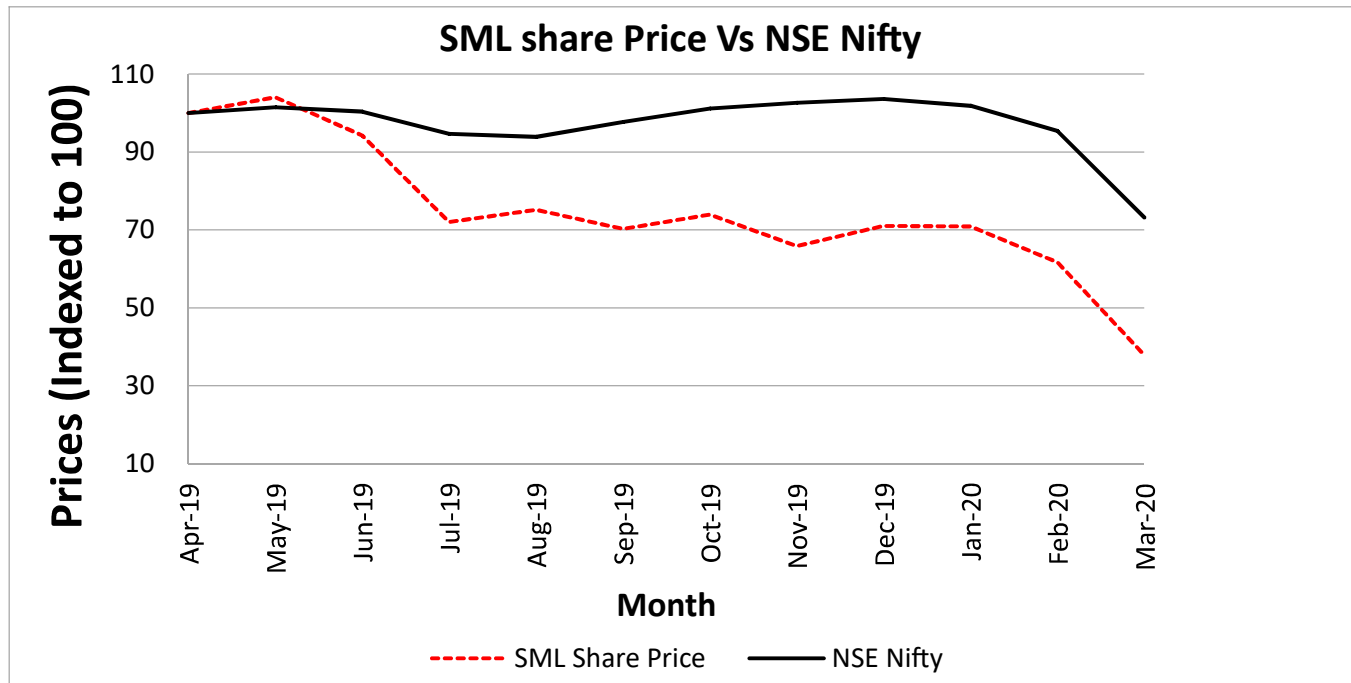
Month wise high and low price for one equity share of Rs. 10 at BSE and NSE is given below:

Month	BSE Limited (BSE)		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
2019				
April	900	780	902	783
May	863	720	866	721
June	877	721	878	722
July	765	553	763	555
August	664	549	664	548
September	650	538	651	537
October	603	517	604	529
November	597	502	596	496
December	617	510	616	508
2020				
January	635	551	634	551
February	664	485	665	485
March	522	280	522	280

10. Stock Price Performance

SML ISUZU Ltd. Share Price performance relative to S&P BSE Sensex





Note: Above comparison is based on the month end closing share price of SML Isuzu Limited and BSE/NSE Index.

11. Transfer / Transmission System for physical shares:

SEBI effective from 1st April 2019, has barred physical transfer of shares of listed companies and mandated transfer only through demat. However, investors are not barred from holding shares in physical form. Share transfers / transmission in physical form eligible under new SEBI guidelines effective from 1st April 2019, were registered and dispatched within the stipulated timeline from the date of receipt, if the documents were clear in all respect. The Company obtains half yearly certificate of compliance, with respect to issue of share certificates, from a Company Secretary in Practice as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

Total number of shares transferred during FY 2019-20 was 3,648 (Previous Year 3710)

Income-tax PAN mandatory for Transfer / Transmission / Deletion / Transposition of securities held in physical form.

12. Transfer of unclaimed dividends to the Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the Company has transferred the unclaimed dividends for and upto the Financial Year ended 31st March 2012 to IEPF. Further, amount of Unclaimed Dividend for financial year 2012-13 is due for deposit to the Investors Education and Protection Fund on 27th October, 2020. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 30th September, 2019 (date of last Annual General Meeting) on the website of the Company (www.smlisuzu.com). The details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2020 shall be available on the website of the Company (www.smlisuzu.com) in due course

13. Transfer of shares Investor Education and Protection Fund (IEPF) relating to dividend which have remained unclaimed for seven consecutive years

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account'). During FY 2019-20, the Company had transferred 16680 equity shares in respect of FY 2011-12 to the IEPF Account after following the prescribed procedure.

Members who have not encashed their Dividends in respect of financial year 2012-13 to 2018-19 are requested to lodge their claims with the Company. In this regard, the Company will individually inform the concerned shareholders and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders along with the shares due for transfer will be made available on the "Investors Section" of the website of the Company viz. www.smlisuzu.com

However, the shareholder can claim both unclaimed dividend amount and the shares transferred to IEPF from IEPF Authority by making an application in Form IEPF-5 online on www.iepf.gov.in and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents enumerated in the said Form IEPF-5 to the Company or to M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company for verification of the claim. Shareholder can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company www.smlisuzu.com

14. Registrar and transfer Agents

M/s MCS Share Transfer Agent Limited
Sri Venkatesh Bhavan,
F - 65, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110020

Contact person : Mr. Ajay Dalal

Tele: 011-41406149

Fax: 011-41709881

Email address : helpdeskdelhi@mcsregistrars.com

All communications regarding share transfers, duplicate share certificates, dividends and change of address etc. may be addressed to the Registrar, M/s MCS Share Transfer Agent Limited or to the Company Secretary of the Company at SCO: 204-205, Sector-34 A, Chandigarh-160 135.

15. Company Rating

The Company continues to enjoy the highest rating for short term borrowings of A1+ ('A one plus') from ICRA. Further, during the year, the rating for long term borrowings has been revised from AA ('double A') to AA- ('double A-') due to the slowdown in the Commercial Vehicle (CV) Industry, surplus capacity in the trucking system and credit crunch.

16. The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

17. Commodity Price Risks and Hedging Activities

The Company being a user of wide variety of commodities (directly or indirectly) is exposed to commodity price risk. The commodities such as steel & its derivatives - castings & forgings; rubber, plastics, etc. are either purchased directly or components are purchased from suppliers, who procure and process these commodities. The Company procures most of its commodities indirectly and accordingly, the direct purchase value of commodities by the Company is low. However, any changes in prices of commodities impact procurement cost of components.

The Company has a risk management framework for identifying, monitoring and mitigating such risks.

Total Exposure of the Company to various commodities (Purchased Directly):

Commodity Name	Exposure in INR towards the particular commodity	Exposure in quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Steel (Sheet Metal)	Rs. 2,390 lacs	4166 ton	Nil	Nil	Nil	Nil	Nil
Castings (Steel)	Rs. 3,133 lacs	4083 ton	Nil	Nil	Nil	Nil	Nil

Presently, the Commodity Price Risk is managed without any hedging.

18. Foreign exchange risk

Risk associated with foreign exchange transactions for the Company is not material. Particulars of the foreign currency exposures have been covered in Note 38 to Financial Statements.

19. Disclosures with respect to the Demat Suspense Account / Unclaimed Suspense Account

As on 31st March 2020, no shares were lying under the Demat Suspense Account/Unclaimed Suspense Account.

20. Shareholding Pattern as on 31st March, 2020

Category	No. of Shareholders	Voting Strength %	No. of Shares held
Promoters	1	43.96	6,36,2306
Foreign Body Corporate	1	15.00	2,170,747
Mutual Funds & UTI	2	1.10	159,890
FII/Banks	1	0.01	850
Foreign Portfolio Investors	17	4.39	634,615
Alternate Investment Fund	1	0.35	50,200
NBFCs registered with RBI	1	0.00	113
Other Bodies Corporate	368	3.71	536,842
Trust	5	0.06	7,740
NRI	834	2.57	372,610
IEPF Authority MCA	1	1.42	205,458
Individuals	31613	27.43	3,970,275
TOTAL	32845	100.00	14,471,646

21. Distribution of Shareholding as on 31st March, 2020

No. of Equity Shares held	No. of Shareholders	No. of Shares	%age of Shareholding
1-500	31881	2,034,597	14.06
501-1,000	524	405,257	2.80
1,001-2,000	239	346,919	2.40
2,001-3,000	80	196,588	1.36
3,001-4,000	26	89,335	0.62
4,001-5,000	17	78,565	0.54
5,001-10,000	39	275,926	1.90
10,001-50,000	25	554,144	3.83
50,001-100,000	6	475,723	3.29
100,000 above	8	10,014,592	69.20
TOTAL	32845	14,471,646	100.00

22. Plant Location : SML Isuzu Limited
Registered Office & Works : Village Asron, Distt. Shahid Bhagat Singh Nagar,
(Nawanshahr), Punjab - 144 533

23 Address for correspondence (for Investor queries etc.)

Registrar and Share Transfer Agents

M/s MCS Share Transfer Agent Limited

Unit : SML Isuzu Limited

Sri Venkatesh Bhavan, F-65, 1st Floor

Okhla Industrial Area, Phase-1

New Delhi-110 020

Phone : 011-41406149

Fax : 011-41709881

Email : helpdeskdelhi@mcsregistrars.com

Compliance Officer & Company Secretary

Mr. Parvesh Madan

SML Isuzu Limited

SCO: 204-205

Sector 34 - A

Chandigarh - 160 135

Tele : 0172-2647700-10

Fax : 0172-2615111

Email : pmadan@smlisuzu.com

investors@smlisuzu.com

24. Website Address : www.smlisuzu.com

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
SML Isuzu Limited

We have examined the compliance of the conditions of Corporate Governance by SML Isuzu Limited (“the Company”) for the year ended on 31st March, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with 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, and the representations made by the Management and considering the relaxations granted by Ministry of Corporate Affairs and the Securities and Exchange Board of India warranted due to spread of COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on 31st March, 2020.

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

Date : 19.06.2020
Place : Chandigarh
UDIN : F002191B000357854

Ajay K. Arora
(Proprietor)
M No. 2191
C P No. 993

ANNEXURE A TO DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

Introduction

Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of the Listing Agreement), together with Guiding Principles set out therein, require the Nomination and Remuneration Committee ('NRC') to recommend to the Board a policy in respect of selection, appointment, performance evaluation and removal of Independent Directors and other Directors, including whole time directors, Key Management Personnel ('KMP') and other senior management, and a policy of remuneration to them.

Accordingly, as proposed by the NRC and in order to formalise the Company's current and ongoing policy and practices for the above mentioned objectives in a more structured manner, the Board sets out a policy framework as under.

General

The composition of the Board of Directors, the appointment of Directors, their number, duration of appointment, their remuneration and their removal, where appropriate, will always be in accordance with the Companies Act and any other applicable law, the Listing Agreement and the Memorandum & Articles of Association.

The Company will continue its policy of non-discrimination on grounds of race, ethnicity, language and religion or caste in appointment, promotion and remuneration of employees.

NRC will monitor the policy and processes as set out herein on behalf of the Board.

Composition of the Board

The Board is composed of Independent Directors and other Directors, both men and women, with diverse experience in different industries and professions, both in India and other countries, Managing Director and whole time directors holding executive positions in the Company with relevant expertise and experience. The process of appointment is transparent backed by appropriate documentation.

Independent Directors

The law and good governance requires the Company to appoint a third of its members of the Board (as defined in the Companies Act) to be independent.

Principal criteria for selecting an independent director are that he/she:

- must have considerable experience at senior levels in business, industry, professions, government or industry/finance related institutions in India and/or other countries;
- has no conflict of interest, including any material or pecuniary interest, except for remuneration received as approved by law and/or shareholders;
- has the ability to evaluate and advise on strategy and business of the Company;
- has the ability to challenge and evaluate performance of the management, financial performance and risks in the business;
- has the ability to relate and advise on the effects of macro level economic, industrial and political environment and developments, including government policies, on the Company's affairs and management of its business.

The remuneration of Independent Directors, which may include sitting fees and commission on profit, is determined by the Board on recommendation of NRC and is subject to shareholders' approval and as required by law.

The maximum term of appointment of an Independent Director is determined by law and as approved by the Shareholders.

Performance of an Independent Director is evaluated annually by the NRC and the Board, excluding the director being evaluated, according to the evaluation criteria set by the Board.

An independent Director may be removed from the Board by a majority decision by its members for sufficient reasons which may include a conflict of interest, lack of attendance at meetings of the Board and its Committees and inadequate performance at such meetings as evaluated by the Board annually or otherwise.

Performance evaluation for an Independent Director is principally based on the following factors:

1. Attendance at meetings of the Board, Committees of which he / she is a member and of Shareholders;
2. Compliance with the Code of Conduct;
3. Constructive participation in the proceedings of the Board and Committees;
4. Evaluation and advice relating to the Company's performance, both financial and commercial;
5. Awareness of the Company's operations and organisation, applicable corporate and other major laws and regulations, fiduciary responsibilities and matters relating to Stock Exchanges, SEBI and corporate governance generally;
6. Adherence to independence, no-conflict of interest and protection of interests of stakeholders.

Other Directors

The Board may invite any person to join as member who may not qualify as Independent Director and is not an employee of the Company. For the sake of clarity and only for this policy framework such director is referred herein as 'non-executive director' (NED).

The criteria of selection of NED may include, among others, expertise or specialized knowledge in one or more areas of the Company's activities, knowledge of similar or related activities gained in the business of the promoter, technology provider or other business associate.

The duration of the term of appointment, remuneration and removal of NED is at the absolute discretion of the Board, but always according to law and the Listing Agreement, and under no circumstance can the remuneration to a NED exceeds that of any Independent Director.

Performance of an NED is evaluated annually by the NRC and the Board, excluding the director being evaluated, according to the evaluation criteria set by the Board.

Performance evaluation for an NED is principally based on the same factors as for Independent Directors and, in addition, on his/her contribution in respect of the specific areas of expertise and knowledge where applicable.

Remuneration of NED, where payable, is recommended by NRC on a case by case basis.

Key Managerial Personnel ('KMP') and Senior Management

This group comprises:

1. Managing Director/Chief Executive Officer 'CEO'
2. Chief Financial Officer 'CFO'
3. Company Secretary
4. Senior Management – Executives of the Company who are members of its core management team and one level below the Chief Executive Officer/ Managing Director/ Whole-time Director.

Managing Director

Appointment of the Managing Director/CEO is made by the Board on the recommendation of NRC.

Criteria for selection of Managing Director are knowledge of the business of the Company, experience in that business or any related business, leadership qualities, incisive understanding of the market, understanding socio-economic and political milieu in which the Company operates and effects thereof on the Company's policies and operations, objective setting and implementation of such objectives, ability to interact with the Board, ability to communicate effectively with employees, shareholders and other stakeholders and other publics.

Remuneration of Managing Director is determined by the Board on recommendation of NRC and approved by Shareholders and / or Central Government as required by law. While recommending remuneration payable NRC will consider, inter alia the factors as set out below for evaluation of performance.

Evaluation criteria for CEO's performance are: development and implementation of the Company strategy, achievement of short and long term plans, overall financial performance of the Company, effectiveness of management controls and systems in the Company, demonstrated communication skills and continued assessment of the effectiveness of organization structure, and protection of the Company's wealth and good standing.

Key Managerial Personnel and Senior Management

Whole-time Director

Selection, appointment and removal of KMP and Senior Management personnel is the responsibility of the Managing Director.

However, NRC in consultation with the Managing Director considers and recommends to the Board the appointment of a whole-time director from amongst the KMP and Senior Management.

Criteria for such selection and appointment as a director principally are:

- the need felt by the Board for expertise and experience of the individual to be available for Board deliberations as a member.
- as a reward/promotion for specially good performance and contribution to the Company's business.

Remuneration of a whole time director is determined by the Board on recommendation of NRC and approved by Shareholders and / or Central Government as required by law. While recommending remuneration payable, NRC considers the remuneration structure for senior management and additional responsibilities as a member of the Board.

Performance evaluation of a whole time director is made by the Managing Director in respect of his executive/operational responsibilities and by NRC on his performance at the Board on criteria similar to that set out for NED.

Evaluation of KMP and Senior Management is made annually by the Managing Director, principally based on both quantitative and qualitative performance in their specific area of executive responsibility, financial and other objectives as set in annual business plans, effectiveness of their leadership, management of people reporting to them, implementation of systems and controls in their operations, their contribution in the deliberations of executive and management groups and positive interaction with other executives and employees.

The remuneration of these personnel is determined by the Managing Director in consonance with the Company's policy to give fair managerial compensation taking account of their performance and contribution to the Company's overall performance.

The Company's compensation policy provides for variable content related to performance in remuneration package for all managerial personnel.

NRC develops its process and forms/matrices for performance evaluation from time to time as it deems appropriate.

ANNEXURE B TO DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020
 [Pursuant to Section 92(3) of the Companies Act, 2013 and
 Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L50101PB1983PLC005516
ii)	Registration Date	26.07.1983
iii)	Name of the Company	SML ISUZU LIMITED
iv)	Category/Sub-Category of the Company	Public Limited Company (Limited by Shares)
v)	Address of the Registered Office and Contact details	Village Asron, District Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144 533 Tel: 01881-270255 Fax: (91) 1881-270223 Website: www.smlisuzu.com Email: investors@smlisuzu.com
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Share Transfer Agents	M/s MCS Share Transfer Agent Limited Sri Venkatesh Bhawan F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tel: +91 11 41406149 Fax:+91 11 41709881 Email:helpdeskdelhi@mcsregistrars.com

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:-

Sr.No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Trucks	29102	27%
2	Bus	29109	64%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sumitomo Corporation, Japan, a Body Corporate, is the Promoter of the Company and holds 43.96% shareholding of the Company. In terms of the provisions of Section 2(76) the Companies Act, the Company is an Associate Company of Sumitomo Corporation.

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

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2019)				No. of shares held at the end of the year (as on 31.03.2020)				% change during the year
		Demat	Physical	Total	%age of Total Shares	Demat	Physical	Total	%age of Total Shares	
(A)	Promoter									
(1)	Indian	-	-	-	-	-	-	-	-	-
(a)	Individuals/HUF	-	-	-	-	-	-	-	-	-
(b)	Central Govt.	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(e)	Banks/FI	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	-	-	-	-	-	-	-	-
(2)	Foreign									
(a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b)	Other Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
(d)	Banks/FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	6362306	-	6362306	43.96	6362306	-	6362306	43.96	-
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	200833	-	200833	1.39	159890	-	159890	1.10	-0.29
(b)	Banks/FI	12356	850	13206	0.09	-	850	850	0.01	-0.08
(c)	Central Govt.	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Alternate Investment Fund	-	-	-	-	50200	-	50200	0.35	0.35
(j)	Foreign Portfolio Investors	764903	-	764903	5.29	634615	-	634615	4.39	-0.90
	Sub-Total (B)(1)	978092	850	978942	6.77	844705	850	845555	5.85	-0.92

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2019)				No. of shares held at the end of the year (as on 31.03.2020)				% change during the year
		Demat	Physical	Total	%age of Total Shares	Demat	Physical	Total	%age of Total Shares	
(2)	Non Institutions									
(a)	Bodies Corp.									
(i)	Indian	717068	300	717368	4.96	536642	200	536842	3.71	-1.25
(ii)	Overseas	2170747	-	2170747	15.00	2170747	-	2170747	15.00	-
(b)	Individuals									
(i)	Individual Shareholders holding nominal share capital upto Rs.1 lakh	2592242	221730	2813972	19.45	2857405	176008	3033413	20.96	1.51
(ii)	Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	921492	-	921492	6.37	906409	30453	936862	6.47	0.10
(c)	Any Other									
(i)	NBFCs Registered with RBI	253	-	253	-	113	-	113	-	-
(ii)	Trust & Foundation	8240	-	8240	0.06	7740	-	7740	0.05	-0.01
(iii)	Cooperative Societies	-	-	-	-	-	-	-	-	-
(iv)	Non Resident Individual	257748	51000	308748	2.13	341360	31250	372610	2.58	0.45
(v)	IEPF MCA	189578	-	189578	1.31	205458	-	205458	1.42	0.11
	Sub-Total (B)(2)	6857368	273030	7130398	49.27	7025874	237911	7263785	50.19	0.92
	Total Public Shareholding (B)=(B)(1)+(B)(2)	7835460	273880	8109340	56.04	7870579	238761	8109340	56.04	-
(C)	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL(A+B+C)	14197766	273880	14471646	100.00	14232885	238761	14471646	100.00	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2019)			Shareholding at the end of the year (as on 31.03.2020)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Sumitomo Corporation, Japan	6362306	43.96	-	6362306	43.96	-	Nil
	TOTAL	6362306	43.96	-	6362306	43.96	-	Nil

(iii) Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year (as on 01.04.2019)		Cumulative Shareholding during the year	
		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	6362306	43.96	6362306	43.96
2.	Date wise Increase / Decrease in Promoters Shareholding during the year	Nil	Nil	Nil	Nil
3.	At the end of the year	6362306	43.96	6362306	43.96

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

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ISUZU MOTORS LIMITED, JAPAN	2170747	15.00%	31.03.2020	At the end of year	-	-	2170747	15.00%
2	JUPITER INDIA FUND	455116	3.15%						
				10.01.2020	Sale of shares	18562	0.13%	436554	3.02%
				21.02.2020	Sale of shares	5183	0.04%	431371	2.98%
				06.03.2020	Sale of shares	5242	0.04%	426129	2.94%
				31.03.2020	At the end of year			426129	2.94%
3	SACHIN BANSAL	449988	3.11%						
				05.04.2019	Purchase of shares	24989	0.17%	474977	3.28%
				12.04.2019	Purchase of shares	23	0.00%	475000	3.28%
				21.06.2019	Purchase of shares	1000	0.01%	476000	3.29%
				12.07.2019	Purchase of shares	1000	0.01%	477000	3.30%
				27.09.2019	Sale of shares	5596	0.04%	471404	3.26%
				18.10.2019	Sale of shares	252	0.00%	471152	3.26%
				01.11.2019	Sale of shares	9928	0.07%	461224	3.19%
				08.11.2019	Sale of shares	9907	0.07%	451317	3.12%
				29.11.2019	Sale of shares	15317	0.11%	436000	3.01%

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				06.12.2019	Sale of shares	5009	0.03%	430991	2.98%
				27.12.2019	Sale of shares	16000	0.11%	414991	2.87%
				03.01.2020	Sale of shares	3444	0.03%	411547	2.84%
				10.01.2020	Sale of shares	9164	0.06%	402383	2.78%
				17.01.2020	Sale of shares	16383	0.11%	386000	2.67%
				20.03.2020	Purchase of shares	20635	0.14%	406635	2.81%
				27.03.2020	Purchase of shares	19000	0.13%	425635	2.94%
				31.03.2020	At the end of Year			425635	2.94%
4	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LTD A/C ADITYA BIRLA SUN LIFE MNC FUND	144887	1.00%	31.03.2020	At the end of Year	-	-	144887	1.00%
5	NIHAR NILEKAN	49439	0.34%						
				17.05.2019	Purchase of shares	11788	0.08%	61227	0.42%
				24.05.2019	Purchase of shares	11212	0.08%	72439	0.50%
				31.05.2019	Purchase of shares	4474	0.04%	76913	0.54%
				07.06.2019	Purchase of shares	23705	0.16%	100618	0.70%
				14.06.2019	Purchase of shares	39354	0.27%	139972	0.97%
				31.03.2020	At the end of Year			139972	0.97%
6	JANHAVI NILEKANI	-	-						
				08.11.2019	Purchase of shares	139458	0.96%	139458	0.96%
				31.03.2020	At the end of Year			139458	0.96%
7	SAPNA GUPTA	-	-						
				31.12.2019	Purchase of shares	135000	0.93%	135000	0.93%
				06.03.2020	Sale of shares	51965	0.36%	83035	0.57%
				27.03.2020	Purchase of shares	16965	0.12%	100000	0.69%
				31.03.2020	At the end of Year			100000	0.69%
8	SACHIN BANSAL	96951	0.67 %						
				05.04.2019	Purchase of shares	3049	0.02%	100000	0.69%
				21.06.2019	Purchase of shares	2150	0.01%	102150	0.70%
				28.06.2019	Purchase of shares	111081	0.77%	213231	1.47%
				05.07.2019	Purchase of shares	769	0.01%	214000	1.48%
				24.01.2020	Sale of shares	161	0.00%	213839	1.48%

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				07.02.2020	Sale of shares	51339	0.35%	162500	1.13%
				14.02.2020	Sale of shares	13920	0.10%	148580	1.03%
				21.02.2020	Sale of shares	8610	0.06%	139970	0.97%
				28.02.2020	Sale of shares	3409	0.02%	136561	0.95%
				06.03.2020	Sale of shares	37196	0.26%	99365	0.69%
				31.03.2020	At the end of year			99365	0.69%
9	JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	103801	0.72%						
				02.09.2019	Sale of shares	9549	0.07%	94252	0.65%
				27.09.2019	Sale of shares	1544	0.01%	92708	0.64%
				20.12.2019	Sale of shares	994	0.01%	91714	0.63%
				27.12.2019	Sale of shares	983	0.01%	90731	0.62%
				17.01.2020	Sale of shares	2134	0.01%	88597	0.61%
				28.02.2020	Sale of shares	2804	0.02%	85793	0.59%
				06.03.2020	Sale of shares	6056	0.04%	79737	0.55%
				31.03.2020	At the end of year			79737	0.55%
10	GLOBE CAPITAL MARKET LIMITED	-	-						
				19.07.2019	Purchase of shares	130	0.00%	130	0.00%
				26.07.2019	Purchase of shares	68022	0.47%	68152	0.47%
				02.08.2019	Purchase of shares	101	0.00%	68253	0.47%
				23.08.2019	Purchase of shares	200	0.00%	68453	0.47%
				13.09.2019	Sale of shares	164	0.00%	68289	0.47%
				20.09.2019	Sale of shares	100	0.00%	68189	0.47%
				30.09.2019	Purchase of shares	381	0.00%	68570	0.47%
				04.10.2019	Sale of shares	381	0.00%	68189	0.47%
				11.10.2019	Sale of shares	790	0.01%	67399	0.46%
				18.10.2019	Purchase of shares	46	0.00%	67445	0.46%
				25.10.2019	Sale of shares	3	0.00%	67442	0.46%
				01.11.2019	Purchase of shares	413	0.00%	67855	0.46%
				08.11.2019	Purchase of shares	35	0.00%	67890	0.46%

Sr. No.	Name of Shareholder's	Shareholding at the beginning of the year (as on 01.04.2019)		Increase/(Decrease) in shareholding				Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Reason	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
				15.11.2019	Sale of shares	196	0.00%	67694	0.46%
				22.11.2019	Purchase of shares	1390	0.01%	69084	0.47%
				06.12.2019	Sale of shares	598	0.01%	68486	0.48%
				13.12.2019	Purchase of shares	500	0.00%	68986	0.48%
				20.12.2019	Purchase of shares	100	0.00%	69086	0.48%
				27.12.2019	Sale of shares	37625	0.26%	31461	0.22%
				31.12.2019	Sale of shares	2002	0.01%	29459	0.21%
				10.01.2020	Sale of shares	1066	0.01%	28393	0.20%
				17.01.2020	Sale of shares	166	0.00%	28227	0.20%
				24.01.2020	Sale of shares	484	0.00%	27743	0.20%
				07.02.2020	Sale of shares	1015	0.01%	26728	0.19%
				14.02.2020	Purchase of shares	29200	0.20%	55928	0.39%
				21.02.2020	Purchase of shares	2770	0.02%	58698	0.41%
				06.03.2020	Purchase of shares	3312	0.02%	62010	0.43%
				13.03.2020	Purchase of shares	421	0.00%	62431	0.43%
				20.03.2020	Purchase of shares	8065	0.06%	70496	0.49%
				27.03.2020	Purchase of shares	979	0.00%	71475	0.49%
				31.03.2020	Sale of shares	500	0.00%	70975	0.49%
				31.03.2020	At the end of year			70975	0.49%

(v) Shareholding of Directors and Key managerial Personnel

Sr. No.		Shareholding at the beginning of the year (as on 01.04.2019)		Cumulative Shareholding during the year	
		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	Mr. S.K.Tuteja holds 1400 shares in the Company			
2	Date wise Increase/Decrease in Shareholding during the year	No Increase/decrease during the year			
3	At the end of the year	Mr. S.K.Tuteja holds 1400 shares in the company			

(V) INDEBTEDNESS

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

(Rs. In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2019)				
i) Principal Amount	606.85	23,882.22	Nil	24,489.07
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	77.61	Nil	77.61
Total (i+ii+iii)	606.85	23,959.83	Nil	24,566.68
Change in Indebtedness during the financial year				
- Addition	89.97	20,328.22	Nil	20,418.19
- Reduction	Nil	27,439.53*	Nil	27,439.53
Net Change	89.97	(7111.31)	Nil	(7,021.34)
Indebtedness at the end of the financial year (as on 31.03.2020)				
i) Principal Amount	696.82	16,770.30	Nil	17,467.12
iii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	78.22	Nil	78.22
Total (i+ii+iii)	696.82	16,848.52	Nil	17,545.34

* Includes repayment of ECB Loan of Rs. 2,311.92 lacs (net off foreign exchange fluctuation loss amounting to Rs. 688.08 lacs)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (for FY 2019-20)
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rs. In lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD			Total Amount
		Yugo Hashimoto Managing Director & CEO	Gopal Bansal Whole-time Director & CFO	Tadanao Yamamoto Director-(Quality Assurance)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63.00	133.61	45.60	242.21
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	17.44	9.82	11.15	38.41
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-

Sr. No.	Particulars of Remuneration	Name of MD / WTD			Total
		Yugo Hashimoto <i>Managing Director & CEO</i>	Gopal Bansal <i>Whole-time Director & CFO</i>	Tadanao Yamamoto <i>Director-(Quality Assurance)</i>	
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others (Employer Contribution to PF and Superannuation Fund)	-	11.51	-	11.51
	Total (A)	80.44	154.94	56.75	292.13
	Ceiling as per the Act	Remuneration paid to Mr. Yugo Hashimoto, Mr. Gopal Bansal and Mr. Tadanao Yamamoto is within the limits prescribed under Schedule V of the Companies Act, 2013. (Approval of Shareholders obtained in the AGM held on 9th August, 2018 and 30th September, 2019).			

B. Remuneration to other directors

(Rs. in lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		S K Tuteja	A K Thakur <i>(Refer Note 1)</i>	P K Nanda <i>(Refer Note 1)</i>	Sudhir Nayar	Dr. (Mrs.) Vasantha S Bharucha	Chandra Shekhar Verma <i>(Refer Note 2)</i>	
1	Independent Directors							
	● Fee for attending board / committee meetings	10.8	2.7	3.6	5.7	3.6	2.7	29.1
	● Commission	-	-	-	-	-	-	-
	● Others	-	-	-	-	-	-	-
	Total (1)	10.8	2.7	3.6	5.7	3.6	2.7	29.1
2	Other Non-Executive Directors	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total =(1+2)	10.8	2.7	3.6	5.7	3.6	2.7	29.1
	Ceiling as per the Act (for Commission)	Not Applicable						
	Total Managerial Remuneration(A+B)	Rs. 292.1 lakhs (excluding sitting fee of Rs. 29.1 lakhs)						
	Overall Ceiling as per the Act	Not Applicable						

Note : 1 . Term completed on 21.09.2019

2 . Appointed on 22.09.2019

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

(Rs. In lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total
		Parvesh Madan Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	26.75	26.75
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2.78	2.78
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit	-	-
5	Others (Employer Contribution to PF and Superannuation Fund)	3.62	3.62
	Total	33.15	33.15

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for the year ended 31st March, 2020.

ANNEXURE C TO DIRECTORS' REPORT

DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Relevant clause u/r 5(1)	Prescribed Requirement	Particulars
(i)	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	<ul style="list-style-type: none"> - Ratio of the remuneration of Mr. Yugo Hashimoto , Managing Director & CEO to the median remuneration of the employees - 8:1 - Ratio of the remuneration of Mr. Gopal Bansal, Whole-time Director & CFO - 20:1 - Ratio of the remuneration of Mr. Tadanao Yamamoto, Director - Quality Assurance to the median remuneration of the employees - 6:1
(ii)	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<ul style="list-style-type: none"> - Mr. Yugo Hashimoto, Managing Director & CEO - NIL - Mr. Gopal Bansal, Whole-time Director & CFO - 3.4% - Mr. Tadanao Yamamoto, Director - Quality Assurance - NIL - Mr. Parvesh Madan, Company Secretary - 5.9%
(iii)	Percentage increase in the median remuneration of employees in the financial year	2.7%
(iv)	Number of permanent employees on the rolls of the company	1003
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	<ul style="list-style-type: none"> - Average increase in remuneration of Managerial Personnel - 2.33% - Average increase in remuneration of employees other than the Managerial Personnel - 7.75%
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	The remuneration is as per the Nomination and Remuneration Policy of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013

ANNEXURE D TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2019-20

1. A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or Programs.

The key thrust areas of Company's policy on CSR, adopted by the Board of Directors in adherence to Section 135 of the Companies Act, 2013, are - promoting healthcare and sanitation, supporting education of girl child and under privileged children, sponsoring vocational / technical education etc.

CSR policy has been uploaded on the website of the Company under web-link:
<http://smlisuzu.com/Financials/CSRPolicy.aspx>

2. The Composition of CSR Committee is as follows:-

As at 31st March 2020, the Corporate Social Responsibility Committee consists of three directors- one independent director and two executive directors :

- i) Dr. (Mrs.) Vasantha S. Bharucha, Independent Director as Chairman
- ii) Mr. Yugo Hashimoto, Managing Director & CEO
- ii) Mr. Gopal Bansal, Whole-time Director & CFO

3. Average net profit of the Company for last three financial years Rs. 4,768.2 lakhs

4. Prescribed CSR expenditure Rs. 95.4 lakhs
(two percent of the amount mentioned in item 3 above)

5. Details of CSR spent during the financial year:

- a) Total amount to be spent for the financial year Rs. 96.0 lakhs
- b) Amount unspent, if any Not applicable
- c) Manner in which the amount spent during the financial year is detailed below :-

Sr. No.	CSR Project or Activity Identified	Sector in which the project is covered	Project or Program (1) Local Area or Other (2) State and district where projects or programs were undertaken	Amount Outlay (Budget) Project or Program wise	Amount spent on the Projects or Programs		Cumulative expenditure upto the reporting period i.e. FY 2019-20	Amount spent: Direct or through implementing Agency
					Direct expenditure	Overheads		
1.	Education – Amenities for Students Provided dual desks, green board and constructed Toilets	Education	1. Local 2. a) Punjab District - SBS Nagar b) Punjab District - Rupnagar c) Chandigarh (UT)	30.0	29.8	1.1	30.9	Direct
2.	Girls Education Support provided to under privileged girls students in terms of School Fees, Uniforms and Books	Education	1. Local 2. Chandigarh (UT)	18.0	17.4	0.2	17.6	Direct
3.	Vocational Education Setting up / Upgradation of vocational training centers for enhancing computer skills, beauty therapy skills and tailoring skills for economically backward section of the society.	Vocational Education	1. Local 2. a) Punjab District - Rupnagar b) Chandigarh (UT)	12.0	11.8	1.0	12.8	Direct
4.	Preventive Healthcare / Sanitation Provided sanitation vehicle (Twin Dumper Placer) to Municipal Corporation and Installed water coolers at District Court Complex	Preventive Healthcare & Sanitation	1. Local 2. a) Punjab District - Fatehgarh Sahib b) Punjab District - Rupnagar c) Chandigarh (UT)	14.0	13.1	-	13.1	Direct
5.	Health Camps Medical check-up and free medicine	Preventive Healthcare	1. Local 2. Punjab District - Rupnagar	2.0	0.9	0.1	1.0	Direct
6.	Medical Infrastructure Ambulance and Medical Infrastructure provided to hospitals catering mainly to under-privileged section of society.	Healthcare	1. Local 2. a) Punjab District - Rupnagar b) Chandigarh (UT)	20.0	20.5	0.1	20.6	Direct
	Total			96.0	93.5	2.5	96.0	

RESPONSIBILITY STATEMENT

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and Policy of the Company.

Dr. (Mrs.) Vasantha S. Bharucha
Chairman, CSR Committee

Yugo Hashimoto
Managing Director & CEO

Dated : 21st July, 2020

ANNEXURE E TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

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

FORM No. MR-3

To,
The Members,
SML Isuzu Limited,
CIN : L50101PB1983PLC005516,
Village-Asron, District- Nawanshahr,
Punjab.

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SML ISUZU LIMITED ("the Company") for the financial year ended on March 31, 2020 under the provisions of below mentioned regulations, which were shared with me.

- (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 thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 : Not applicable as the Company has not provided any share based employee benefits during the audit period.
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable to the Company during the financial year under review.
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 : Not applicable as there was no instance of Buy-Back during the financial year.
 - f) The erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Not applicable as the company has not issued any debt securities during the financial year under review.
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the Company is not registered

as Registrar to an Issue and Share Transfer Agent during the financial year under review.

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including the amendment thereof- Not applicable as the Company has not delisted any securities from any stock exchange during the financial year under review.
- (vi) The Motor Vehicles Act, 1988 and the rules made thereunder (the law which is applicable specifically to the Company, being manufacturer of Commercial Vehicle).
- (vii) Other laws applicable to the Company as per the representation given by the Company.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being listed with the National Stock Exchange of India Limited and BSE Limited.

During the financial year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above.

Based on my examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions are carried on the basis of majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The Company has proper board processes.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

I further report that during the audit period, pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the company has transferred 16,680 equity shares to the Investor Education and Protection Fund.

I further report that during the financial year under review, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Decisions taken in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place : Chandigarh

Date : 04.06.2020.

UDIN : F002191B000316868

AJAY K. ARORA

A. ARORA & CO.

FCS No. 2191

C P No.: 993

ANNEXURE F TO DIRECTORS' REPORT

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

A. CONSERVATION OF ENERGY

1. The steps taken or impact on conservation of energy

- Replacing old CFL lights / Metal halide lights with LED lights for buildings and shop floor still going on as a continual effort to conserve electrical energy.
- Modification done in dual tube fixtures in new Vehicle line, Cabin line and Engine shop lighting to save electrical energy. (No. of tube lights has been reduced to half by using single tube rod in dual tube fixtures to save power consumption.)
- Replacement of water cooled pumps with air cooled pumps for thermic fluid to save energy consumption of cooling tower fan and pump motor.

2. The steps taken by the company for utilizing alternate sources of energy

- The Company has installed and commissioned Solar PV plant of 40kWp to harness alternate energy resources.

3. Capital investment on energy conservation equipments

Capital Investment: Rs. 20.25 lacs

B. TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption:

- SML continued its efforts on technology up-gradation in the area of power train & new vehicle development – Engines (Diesel & CNG) has been developed to meet BS-VI emission norms.
- Commissioning of new Conveyors for assembly of Cabin, Chassis, Axles and Heavy Duty Transmission with testing facilities.
- Commissioning of Roller Brake Testing (RBT) Equipment.
- Manufacturing of Chassis Frame & Cargo Box with improved infrastructure/process.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

- Development of BS VI engines / vehicles having reduced emissions and also meeting the latest emission norms, implemented w.e.f. April 2020.
- Capacity enhancement with better material flow, improved ergonomics and assured quality through quality gates.
- RBT ensures easy monitoring of Critical Quality parameters.
- Enhanced paint life and better protection against rusting for Chassis frame and Cargo Box.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: - Not Applicable

(iv) The expenditure incurred on Research and Development:

	(Rs. in lakhs)
(a) Capital	302.76
(b) Recurring	1,665.13
(c) Total	1,967.89
(d) R&D expenditure as a %age of total income	1.70%

Our in-house Research & Development facility has been duly recognized by Department of Scientific & Industrial Research (DSIR), Govt. of India since 1987.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

	(Rs. in lakhs)
Earnings in foreign currency	2,981.53
Payment in foreign currency	781.13

ANNEXURE G TO DIRECTORS' REPORT

BUSINESS RESPONSIBILITY REPORT FOR FINANCIAL YEAR 2019-20
[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L50101PB1983PLC005516	
2	Name of the Company	SML ISUZU LIMITED (SMLI)	
3	Registered address	Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144533	
4	Website	www.smlisuzu.com	
5	E-mail id	investors@smlisuzu.com	
6	Financial Year reported	1st April 2019 to 31st March 2020	
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	NIC Code	Description
		29102	Manufacture of commercial vehicles such as vans, lorries, over-the-road tractors for semi-trailers etc.
		29109	Manufacture of motor vehicles n.e.c.
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	a. Cargo vehicles (trucks) b. Passenger vehicles(buses) c. Special Application Vehicles	
9	Total number of locations where business activity is undertaken by the Company :		
	(a) Number of International Locations Distributors / Dealers: (b) Number of National Locations	The Company has Distributors / Dealers in following Locations: <ul style="list-style-type: none">• Bangladesh• Nepal• Bhutan• Sri Lanka• Ghana <ul style="list-style-type: none">• Manufacturing Plant at Punjab• 11 Zonal offices• 196 Dealer Network locations• 176 Service Network locations	
10.	Markets served by the Company – Local / State / National / International	All	

SECTION B: FINANCIAL DETAILS OF THE COMPANY (FY 2019-20)

1.	Paid up capital	Rs. 14.47 crores
2.	Total Turnover	Rs. 1,154.16 crores
3.	Total Profit / (Loss) after tax	(Rs. 21.06 crores)
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Rs. 96.0 lacs (2% of average net profit of last three years)
5.	List of activities in which expenditure in 4 above has been incurred	a. Infrastructure for Schools b. Education support to Girls c. Vocational Education d. Preventive Healthcare & Sanitation e. Medical Infrastructure & Health Camps

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies? No
- 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). NA
- Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]. No

SECTION D: BR INFORMATION
1. Details of Director/Directors responsible for BR and BR Head
Director responsible for implementation of the BR and BR Head

DIN Number	-	08165797
Name	-	Mr. Yugo Hashimoto
Designation	-	Managing Director & CEO
Telephone number	-	0172-2666688
e-mail id	-	yugo.hashimoto@smlisuzu.com

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

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

Principle 1- (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
Principle 2- (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
Principle 3- (P3)	Businesses should promote the wellbeing of all employees

Principle 4- (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
Principle 5- (P5)	Businesses should respect and promote human rights
Principle 6- (P6)	Business should respect, protect, and make efforts to restore the environment
Principle 7- (P7)	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
Principle 8- (P8)	Businesses should support inclusive growth and equitable development
Principle 9- (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	NA	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Relevant internal and external stakeholders were consulted, as deemed appropriate, during the formulation of the policies.								
3	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	All the Policies have been developed considering relevant national & international standards and other applicable Regulations.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	The Board of Directors of the Company have approved, from time to time, entity level policies such as Code of Ethics & Conduct (for Directors and Senior Management), Whistle Blower Policy, Corporate Social Responsibility Policy, etc. in line with the Regulatory requirements. These policies are signed by respective officers authorized by the Board. Other policies & procedures are formulated having regard to business needs, controls and compliance with applicable laws & regulations and are approved and signed by the Managing Director & CEO.								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	NA	Y	Y
6	Indicate the link for the policy to be viewed online?	Relevant external policies are available at the website of the Company viz. https://smlisuzu.com/Financials/CorporatePolicies.aspx								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	NA	Y	Y
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	NA	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	NA	Y	Y

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: NA

3. Governance related to BR

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

The BR performance of the Company will be assessed annually.

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

Business Responsibility Report will be published annually. This report can be accessed at web-link https://www.smlisuzu.com/Upload/AgmNotice/c30f1f82_BRR.pdf

SECTION E: PRINCIPLE-WISE PERFORMANCE

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

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The Company has a Code of Ethics & Conduct for its Directors, Senior Management and other employees that cover aspects inter-alia related to ethics, bribery and corruption, workplace responsibilities and conflict of interest. All Directors, Senior Management and other employees of the Company affirm compliance with this Code on annual basis. Further, such aspects of Code of Ethics & Conduct also extends to Vendors and Dealers of the Company.

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.

During the reporting year, 7 complaints were received from the shareholders, all of which were resolved to the satisfaction of the shareholders. These complaints pertain to non-receipt of dividend warrants, non-receipt of share certificates, non-receipt of Annual Report, etc.

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

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

The Company manufactures trucks, buses and wide range of special application vehicles.

The Company's products are designed with due consideration to various environmental norms including sustainability and emissions / noise regulations and optimum use of the resources. All the Company's existing models have been upgraded to meet BS VI emission norms, which will help in reducing the polluting contents in the environment.

The Company is having ISO 9001: 2015 (Quality Management System), IATF 16949: 2016 (Automotive Quality Management System), ISO 14001: 2015 (Environment Management System) and ISO 45001: 2018 (Occupational Health and Safety Management System) certifications.

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

a. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The resources used (energy, water, raw material, etc) for the entire portfolio is monitored on regular basis to ensure optimum usage.

For energy efficiency initiatives' please refer to the Annexure F of Directors' Report.

b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Due to continuous focus on innovations in respect of fuel efficiency during upgradation / new launches of Company's products, there would be a reduction of energy used by consumers. However, tracking of such reduction is not possible as it is highly dependent on individual customer's driving habits / usage of the end product i.e. vehicles.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company's sourcing / usage practices are focused towards optimizing the weight of components with a view to consume lesser metals and other raw materials. Besides, other optimization areas include efficient logistics, savings in usage of energy, returnable packaging to minimize waste and maximize reuse. The Company endeavors to procure maximum components from the suppliers located near to the Company's manufacturing location. To improve quality & deliveries, the Company has system for direct on-line certification (DOL) with supply chain partners which is done through vendor visits and follow-up audits.

Further, supply chain partners are updated regularly about Company's sustainability focus.

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

The Company endeavors to procure goods and services from local supply chain partners including MSME (Micro, Small & Medium Enterprises) who meets Productivity, Quality, Cost, Delivery, Safety & Morale indicators (PQCDSM). The Company has robust system in place to induct new suppliers and ensures supplier assessment which covers evaluation of technical & manpower capabilities, sub-supplier base and financial stability. The suppliers, particularly MSMEs, are provided need based managerial and technical assistance which helps in improving their PQCDSM.

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

No, the Company do not recycle its products & waste on its own. The waste generated is sold to certified licensed scrap dealers for recycling.

Principle 3 - Businesses should promote the wellbeing of all employees

Employees' data as on 31st March, 2020 is provided herein below :

- | | | |
|--|---|------|
| 1. Please indicate the Total number of employees (on-rolls) | - | 1003 |
| 2. Please indicate the Total number of employees hired on temporary/contractual/casual basis | - | 1400 |
| 3. Please indicate the Number of permanent women employees | - | 16 |
| 4. Please indicate the Number of permanent employees with disabilities | - | 4 |
| 5. Do you have an employee association that is recognized by Management. | | |
| Yes, all permanent workers are members of SMLI Workers Union (affiliated with Centre of Indian Trade Unions (CITU)). | | |
| 6. What percentage of your permanent employees is members of this recognized employee association | - | 34% |

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.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour / forced labour / involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

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

Skill upgradation forms part of our strategic plan where employees are identified based on the need and provided the training across all the levels.

- (a) Permanent Employees : 67%
- (b) Permanent Women Employees : 69%
- (c) Casual/Temporary/Contractual Employees : 47%
- (d) Employees with Disabilities : 100%

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

1. Has the company mapped its internal and external stakeholders? Yes/No Yes.
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes, the Company has identified disadvantaged, vulnerable and marginalized stakeholders.

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

The Management always keeps in mind to serve the interests of disadvantaged, vulnerable and marginalized stakeholders in all its strategic and operational decisions. The Company also takes care of the needy, deserving, socio-economically backward and disadvantaged communities in and around its Manufacturing Plant, to the extent possible, through Company's CSR initiatives (Refer Annexure D of Directors' Report).

Principle 5 - Businesses should respect and promote human rights

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

The Company Policy on Human Rights underlines its approach towards human rights and action against any violation. The Company respects and recognize human rights of all relevant stakeholders & groups within and beyond the work place including that of communities, consumer and vulnerable & marginalized group.

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

During the financial year under review, no complaint has been received by the Company related to sexual harassment, discrimination and human right breaches.

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

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

The Company has policies for Quality, Safety and Environmental protection. Relevant policies are communicated to the Company's suppliers, contractors & other business associates for them to sync their own policies with the Company's, wherever applicable.

- 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.**

To minimize the impact of its products on the environment, the Company continuously improves its products in terms of fuel efficiency, material usage and recyclability. The Company also works on resource optimization, water and electricity conservation and waste reduction to reduce its environmental footprint. For details, refer Annexure F of Directors' Report.

- 3. Does the company identify and assess potential environmental risks? Y/N**

Yes, the Company has a mechanism to identify and assess potential environmental risks.

- 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?**

The Company does not have any Clean Development Mechanism project at present.

- 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**

Yes and the details are provided at Annexure F of Directors' Report.

- 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 ensure that the emissions, effluents and waste generated as a result of its operations are within the permissible limits prescribed by Central Pollution Control Board (CPCB) and State Pollution Control Board (SPCB).

- 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.**

No show cause / legal notice received from CPCB / SPCB during FY 2019-20.

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:**

Yes, the Company is an active member of the following Trade and Chamber or Association:

- Society of Indian Automobile Manufacturers (SIAM)
- Northern India Chamber of Commerce & Industry (NICCI)
- Engineering Export Promotion Council (EEPC) of India

- 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, as a member of SIAM, actively participates and engages with relevant Government authorities in industry's initiatives towards Governance & Administration, Economic reforms, Energy security, Sustainable business principles, etc.

Further, the Company also contributes through EEPC, when views are solicited on EXIM Policy and other Rules /Regulations governing export of engineering goods.

Principle 8 - Businesses should support inclusive growth and equitable development

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

Yes, the Company has a Corporate Social Responsibility (CSR) Policy which derives its core values and covers various aspects as per requirements of the Companies Act, 2013. The key thrust areas of Company's CSR Policy are - promoting healthcare and sanitation, supporting education of girl child & underprivileged children, sponsoring vocational / technical education, etc.

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

The CSR programmes and projects are undertaken directly by the Company through in-house team.

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

Yes, impact assessment is carried out through personal visits of Company's CSR teams and personal interviews of relevant stakeholders.

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

The Company has spent Rs. 96.0 lakhs as part of its CSR initiatives. Details of CSR projects are provided at Annexure D of Directors' Report.

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

All CSR initiatives are perceived in consultation with the local community including Local Government authorities, wherever required, having regard to their needs and priorities. Accordingly, all CSR programs are well received by 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.**

During FY 2019-20, total 638 customers' complaints received out of which 635 were resolved as on 31st March, 2020 (3 complaints - 0.47% pending as on 31st March 2020 were resolved subsequently).

- 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).**

Product information as per mandatory requirements is displayed on product label.

- 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.**

As on 31st March 2020, there is no case pending under the Competition Act.

- 4. Did your company carry out any consumer survey/ consumer satisfaction trends?**

Yes, the company carries out consumer surveys internally as well as through external firms, from time to time, to review market trends, consumer needs & customer satisfaction in terms of its products, service and sales.



BALANCE SHEET AS AT 31 MARCH 2020
(All amounts in Rs. Lakhs unless stated otherwise)

	Note No.	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	3	34,566.83	36,869.04
Capital work-in-progress	3	272.86	716.66
Right of use assets	3	970.90	-
Intangible assets	3	7,078.88	1,117.82
Intangible assets under development	3	42.10	1,996.32
Financial assets			
- Loans	4A	298.18	369.83
- Other financial assets	5A	887.10	466.52
Income tax assets (net)	6	642.57	464.85
Deferred tax assets (net)	18	1,517.50	-
Other non-current assets	7	1,307.01	1,826.10
Total non-current assets		47,583.93	43,827.14
Current assets			
Inventories	8	26,890.96	42,375.27
Financial assets			
- Trade receivables	9	3,946.12	14,865.49
- Cash and cash equivalents	10	3,383.32	2,745.25
- Bank balances other than Cash and cash equivalents	11	249.47	272.14
- Loans	4B	139.97	107.70
- Other financial assets	5B	466.90	357.95
Other current assets	12	3,201.94	4,952.53
Total current assets		38,278.68	65,676.33
Total assets		85,862.61	109,503.47
Equity and liabilities			
Equity			
Equity share capital	13	1,447.88	1,447.88
Other equity	14	37,038.94	39,911.04
Total equity		38,486.82	41,358.92
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	15A	9,483.34	10,423.70
- Lease liabilities	32	840.45	-
- Other financial liabilities	16A	1,226.50	1,204.75
Provisions	17A	3,678.49	4,394.32
Deferred tax liabilities (net)	18	-	138.83
Other non-current liabilities	19	134.77	73.41
Total non-current liabilities		15,363.55	16,235.01
Current liabilities			
Financial liabilities			
- Borrowings	15B	3,296.82	11,006.85
- Trade payables	20	-	-
(a) total outstanding dues of micro enterprises and small enterprises		315.43	425.75
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		16,393.79	26,804.63
- Lease liabilities	32	190.18	-
- Other financial liabilities	16B	7,416.06	5,746.87
Provisions	17B	2,616.13	3,009.50
Current tax liabilities (net)	21	72.63	335.96
Other current liabilities	22	1,711.20	4,579.98
Total current liabilities		32,012.24	51,909.54
Total liabilities		47,375.79	68,144.55
Total equity and liabilities		85,862.61	109,503.47
Significant accounting policies	2		
Notes to the Ind AS financial statements	1-44		

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration No.: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place : New Delhi
Date: 21 July 2020

For and on behalf of the Board of Directors of SML Isuzu Limited

Gopal Bansal
Whole Time Director & CFO
DIN: 06836592
Place: Chandigarh

Parvesh Madan
Company Secretary
ACS: 31266
Place: Chandigarh

S.K. Tuteja
Chairman
DIN: 00594076
Place: New Delhi

Yugo Hashimoto
Managing Director & CEO
DIN: 08165797
Place: Tokyo, Japan

Date: 21 July 2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

	Note No.	Year Ended 31 March 2020	Year ended 31 March 2019
Income:			
Revenue from operations	23	115,415.51	140,921.68
Other income	24	514.30	449.31
Total income		115,929.81	141,370.99
Expenses:			
Cost of materials consumed	25	68,317.42	105,821.79
Purchase of stock-in-trade		5,993.23	6,600.62
Changes in inventories of finished goods, work in progress and stock-in-trade	26	16,110.80	(6,287.61)
Employee benefits expense	27	15,515.08	16,670.16
Finance costs	28	1,463.16	1,609.94
Depreciation and amortisation expense	29	4,071.71	3,843.90
Other expenses	30	8,290.49	10,679.18
Total expenses		119,761.89	138,937.98
Profit / (Loss) before tax		(3,832.08)	2,433.01
Tax expense:			
Current tax	39	-	537.94
Tax adjustment related to prior years		(199.80)	-
Deferred tax credit		(1,526.07)	(62.30)
Income tax expense		(1,725.87)	475.64
Profit / (Loss) for the year		(2,106.21)	1,957.37
Other comprehensive income			
	14		
A. (i) Items that will not be reclassified to profit or loss			
- Re-measurement (losses) on defined benefit plans		(266.37)	(263.97)
(ii) Income tax related to items that will not be reclassified to profit or loss			
		93.08	92.25
Net other comprehensive (loss) not to be reclassified to profit or loss		(173.29)	(171.72)
B. (i) Items that will be reclassified to profit or loss			
- Effective portion of (losses) / gains on hedging instruments in cash flow hedges		(106.39)	45.19
(ii) Income tax related to items that will be reclassified to profit or loss			
		37.18	(15.79)
Net other comprehensive (loss) / income to be reclassified to profit or loss		(69.21)	29.40
Total comprehensive income for the year		(2,348.71)	1,815.05
Basic and diluted earnings per share in Rupees (Face value of ₹ 10 per share)	33	(14.55)	13.53
Significant accounting policies	2		
Notes to the Ind AS financial statements	1-44		

The accompanying notes form an integral part of the Ind AS financial statements

As per our report of even date attached

 For B S R & Associates LLP
 Chartered Accountants
 ICAI Firm registration No.: 116231W/W-100024

 Ashwin Bakshi
 Partner
 Membership Number: 506777

 Place : New Delhi
 Date: 21 July 2020

For and on behalf of the Board of Directors of SML Isuzu Limited

 Gopal Bansal
 Whole Time Director & CFO
 DIN: 06836592
 Place: Chandigarh

 Parvesh Madan
 Company Secretary
 ACS: 31266
 Place: Chandigarh

 S.K. Tuteja
 Chairman
 DIN: 00594076
 Place: New Delhi

 Yugo Hashimoto
 Managing Director & CEO
 DIN: 08165797
 Place: Tokyo, Japan

Date: 21 July 2020

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

	Year ended 31 March 2020	Year ended 31 March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	(3,832.08)	2,433.01
Adjustments for :		
Depreciation and amortization expense	4,071.71	3,843.90
Unrealised gain on foreign exchange fluctuation	(0.31)	(6.93)
Finance costs	1,463.16	1,609.94
Interest income	(392.97)	(357.36)
Property, plant and equipment and capital work-in-progress written off (net)	119.43	62.39
Net gain on sale of property, plant and equipment	(18.71)	(14.82)
Allowance for doubtful trade receivables / advances	-	284.47
Provision for inventories written down	939.25	339.39
Trade receivables / advances written off	2.60	3.14
Liabilities/provisions/allowances no longer required written back	(348.83)	(186.07)
Operating profit before working capital changes	2,003.25	8,011.06
Adjustments for :		
Decrease / (increase) in trade receivables	11,073.18	(3,369.98)
Decrease / (increase) in inventories	14,545.06	(6,336.45)
Decrease / (increase) in other non-current and current financial assets	133.69	(92.46)
Decrease / (increase) in other non-current and current loans	39.39	(45.61)
Decrease / (increase) in other non-current and current assets	2,134.78	(203.85)
(Decrease) / increase in trade payables	(10,466.03)	6,135.83
(Decrease) / increase in non-current and current provisions	(1,377.97)	733.96
(Decrease) / increase in other non-current and current financial liabilities	(306.89)	266.84
(Decrease) / increase in other non-current and current liabilities	(2,807.43)	819.62
CASH PROVIDED BY OPERATIONS	14,971.03	5,918.96
Less: Direct tax paid, net of refunds	(30.32)	397.92
NET CASH PROVIDED BY OPERATING ACTIVITIES	15,001.35	5,521.04
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Payment for property, plant and equipment, intangible assets, capital work in progress and intangible assets under development	(4,831.28)	(6,156.85)
Proceeds from sale of property, plant and equipment	21.61	21.06
(Investment) in / maturity of bank deposits [having original maturity of more than three months]	(82.47)	30.23
Realisation of margin money	-	1.00
Interest income	216.89	307.15
NET CASH (USED) BY INVESTING ACTIVITIES	(4,675.25)	(5,797.41)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

	Year ended 31 March 2020	Year ended 31 March 2019
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long-term borrowings taken during the year	3,000.00	1,000.00
Long-term borrowings repaid during the year	(3,000.00)	(2,250.00)
Repayment of lease liabilities	(132.44)	-
Repayment of finance lease obligations	-	(15.37)
Short-term borrowings (repaid) / taken during the year (net)	(7,710.03)	4,006.85
Dividend transferred to Investor Education and Protection Fund	(24.12)	(31.41)
Dividend paid	(429.80)	(213.15)
Tax paid on dividends	(89.24)	(44.62)
Withdrawal from unpaid dividend accounts	19.77	27.49
Finance costs paid	(1,322.17)	(1,453.67)
NET CASH (USED) / PROVIDED BY FINANCING ACTIVITIES	(9,688.03)	1,026.12
Net increase in cash and cash equivalents	638.07	749.75
Cash and cash equivalents at the beginning of the year	2,745.25	1,995.50
Cash and cash equivalents at the end of the year	3,383.32	2,745.25
Notes to the Cash Flow Statement :-		
1. Components of cash and cash equivalents		
Cash in hand	1.30	1.69
Balances with banks		
- Bank deposits (original maturity of 3 months or less)	1,644.28	-
- Current accounts	1,737.74	2,743.56
	3,383.32	2,745.25
2. The above "Statement of Cash flows" has been prepared as per the Indirect method as set out in Indian Accounting Standard-7, "Statement of Cash Flows".		
3. Reconciliation of movements of liabilities (including cross currency interest rate swap) to cash flows arising from financing activities :-		
At the beginning of the year (current and non-current)	24,043.90	21,347.61
Net cash inflows	(7,842.47)	2,741.48
Lease liabilities		
- Recognised on adoption of Ind AS 116 as at 1 April 2019	854.37	-
- Additions during the year	152.72	-
Change in fair value	106.39	(45.19)
At the end of the year (current and non-current)	17,314.91	24,043.90

As per our report of even date attached

 For B S R & Associates LLP
 Chartered Accountants
 ICAI Firm registration No.: 116231W/W-100024

 Ashwin Bakshi
 Partner
 Membership Number: 506777

 Place : New Delhi
 Date: 21 July 2020

For and on behalf of the Board of Directors of SML Isuzu Limited

 Gopal Bansal
 Whole Time Director & CFO
 DIN: 06836592
 Place: Chandigarh

 Parvesh Madan
 Company Secretary
 ACS: 31266
 Place: Chandigarh

 S.K. Tuteja
 Chairman
 DIN: 00594076
 Place: New Delhi

 Yugo Hashimoto
 Managing Director & CEO
 DIN: 08165797
 Place: Tokyo, Japan

Date: 21 July 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

A. Equity share capital	Note	Year ended		Other comprehensive income		Total other equity	
		31 March 2020	31 March 2019	Reserves and surplus	Cash flow hedge reserve		
				Securities premium (Refer note 14)	General reserve (Refer note 14)	Retained earnings (Refer note 14)	(Refer note 14)
Balance at the beginning of the year		1,447.88	1,447.88				
Changes during the year		-	-				
Balance at the end of the year	13	1,447.88	1,447.88				
B. Other equity							
Particulars							
Balance as at 1 April 2018		7,452.88	10,006.77	21,012.85		(114.81)	38,357.69
Profit for the year		-	-	1,957.37		-	1,957.37
Other comprehensive income / (loss), net of tax		-	-	(171.72)		29.40	(142.32)
Total comprehensive income / (loss) for the year		-	-	1,785.65		29.40	1,815.05
Transfer to general reserve		-	195.74	(195.74)		-	-
Dividend (including dividend distribution tax)		-	-	(261.70)		-	(261.70)
Balance as at 31 March 2019		7,452.88	10,202.51	22,341.06		(85.41)	39,911.04
Balance as at 1 April 2019		7,452.88	10,202.51	22,341.06		(85.41)	39,911.04
Profit / (Loss) for the year		-	-	(2,106.21)		-	(2,106.21)
Other comprehensive income / (loss), net of tax		-	-	(173.29)		(69.21)	(242.50)
Total comprehensive income / (loss) for the year		-	-	(2,279.50)		(69.21)	(2,348.71)
Dividend (including corporate dividend tax)		-	-	(523.39)		-	(523.39)
Balance as at 31 March 2020		7,452.88	10,202.51	19,538.17		(154.62)	37,038.94

Notes:

- Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 (the Act) for specified purposes.
- Profits from retained earnings are transferred to General Reserve from time to time for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.
- Retained earnings represents the profits that the Company has earned till date less any transfer to general reserve, dividends distributed, or other distributions to shareholders.
- Cash flow hedge reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the hedging instruments that are recognised and accumulated in this reserve are reclassified to profit or loss only when the hedged transaction affects the profit or loss.

Significant accounting policies 2
Notes to the Ind AS financial statements 1-44

The accompanying notes form an integral part of the Ind AS financial statements

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration No.: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place : New Delhi
Date: 21 July 2020

For and on behalf of the Board of Directors of SML Isuzu Limited

Gopal Bansal
Whole Time Director & CFO
DIN: 06836592
Place: Chandigarh

Parvesh Madan
Company Secretary
ACS: 31266
Place: Chandigarh

S.K. Tuteja
Chairman
DIN: 00594076
Place: New Delhi

Yugo Hashimoto
Managing Director & CEO
DIN: 08165797
Place: Tokyo, Japan

Date: 21 July 2020

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

1. Reporting entity

SML Isuzu Limited ('the Company') is a public Company domiciled in India with its registered office situated at Village: Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab and its shares are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE) in India. The Company is primarily engaged in the business of manufacture and sale of Commercial Vehicles and their parts. The Company has its operations primarily in India.

The financial statements of the Company for the year ended 31 March 2020 have been prepared as per the requirements of Schedule III of the Companies Act, 2013.

2. Significant Accounting Policies

(a) Basis of preparation

(i) Statement of compliance

These financial statements ("financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis. Also refer to note 43(b) in relation to going concern.

The financial statements were authorized for issue by the Company's Board of Directors on 21 July 2020.

(ii) Functional and presentation currency

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees. All amounts have been rounded-off to the nearest lakhs, up to two places of decimal, unless otherwise indicated.

(iii) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Net defined benefit (asset)/ liability	Fair Value of the plan assets less present value of defined benefits obligations
Certain financial assets and liabilities (Including derivative instruments)	Fair value

(iv) Use of estimates and judgments

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

**Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)**

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognized prospectively in current and future periods.

Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 2 (b) and 3 – Assessment of useful life and residual value of Property, plant and equipment
- Note 2 (c) and 3 – Assessment of useful life of Intangible assets
- Note 2 (d) and 8 – Inventory valuation
- Note 2 (f), 2 (g), 17 A, 17 B and 31 – Provisions and contingent liabilities
- Note 2 (i) and 23 – Revenue recognition
- Note 2 (l) and 39 – Income taxes
- Note 2 (m), 3 and 32 – Leases
- Note 43 (a) – Impact of Covid-19 pandemic
- Note 43 (b) – Going Concern assessment

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant impact on the financial statements are as mentioned below:

Note 17 (A), 17 (B) and 37 – measurement of defined benefit obligations: key actuarial assumptions

Note 17 (A), 17 (B) and 31 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

Note 2 (o) (ii) and 40 – Impairment test of non-financial assets: key assumptions underlying recoverable amounts

Note 2 (o) (i) - Impairment of financial assets

Note 38 (B) and 2 (a) (v) - Fair value measurement of financial instruments

Note 18 and 2 (l) - Recognition of deferred tax assets: Availability of future taxable profits against which such deferred tax assets can be adjusted

(v) *Measurement of fair values*

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to measurement of fair values.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020

(All amounts in Rs. Lakhs unless stated otherwise)

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

Further information about the assumptions made while measuring fair values is included in note 38 – financial instruments.

(vi) New Accounting Standard adopted by the Company

Ind AS 116 - Leases

The Company has initially applied Ind AS 116 w.e.f. 1 April 2019. For details, refer to note 32.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty.

In determining the approach that better predicts the resolution of the uncertainty, the Company has considered, for example; (a) how it prepares its income tax filings and supports tax treatments; or (b) how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination.

The Company determined, based on its tax compliance, that it is probable that its tax treatments will be accepted by the taxation authorities. The Appendix did not have a significant impact on the financial statements of the Company.

(b) Property, plant and equipment ('PPE')

(i) Recognition and measurement

Property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and/ or accumulated impairment losses, if any.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Capital work-in-progress comprises the cost of PPE that are not ready for their intended use at the reporting date.

Advances paid towards acquisition of PPE outstanding at each Balance sheet date, are shown as capital advances under other non-current assets.

Any gain or loss on disposal of item of PPE is recognised in the Statement of Profit and Loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Depreciation

Depreciation is calculated on cost of items of PPE less their estimated residual values over their estimated useful lives using the straight-line method, and is recognised in the Statement of Profit and Loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Depreciation on items of PPE is calculated on the basis useful lives as specified below:

Particulars	Management estimate of useful life (Years)	Useful life as per Schedule II of the Companies Act, 2013 (Years)
Buildings		
- Buildings (other than Road)	3-60	3-60
- Roads	10	10
Office equipment	3-10	5
Furniture and fixtures	3-10	10
Vehicles	4-10	8-10
Plant and equipment	2-35	15-35
Computers	3-6	3-6

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

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

(c) Intangible assets

(i) *Intangible assets acquired separately:*

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

(ii) *Internally generated: Research and development*

Expenditure on research activities is recognised in the Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the Statement of Profit and Loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and/or any accumulated impairment losses.

(iii) *Subsequent expenditure*

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Statement of Profit and Loss as incurred.

(iv) *Amortisation*

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful lives are as follows:

- Software 3-10 years
- Technical know-how 2.5-10 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)**(v) Derecognition**

Intangible assets are derecognised on disposal or when no future economic benefits are expected from their use and disposal.

(d) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the moving weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

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

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

(e) Employee benefits*Short-term employee benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., salaries and wages, short term compensated absences and bonus etc., if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Post-employment benefits- Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts. The Company makes specified contributions towards these schemes such as Superannuation Fund, Provident Fund, Employee State Insurance and other funds as determined under relevant schemes and/ or statute. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by employees.

- Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a defined benefit plan. The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefits obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an actuary using the projected unit credit method.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

Remeasurement of the net defined benefit liability i.e. Gratuity, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Retained Earnings. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

Compensated absences

The Company's net obligations in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. Obligations such as those related to compensated absences are measured on the basis of an annual independent actuarial valuation using the projected unit cost credit method. Remeasurement gains or losses are recognised in the Statement of Profit and Loss in the period in which they arise.

Termination benefits

Termination benefits are recognised as an expense when, as a result of past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

(f) Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Expected future operating losses are not provided for.

(i) Warranties

Provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty data and a weighing of all possible outcomes by their associated probabilities. The timing of outflows will vary as and when warranty claim will arise.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020**(All amounts in Rs. Lakhs unless stated otherwise)***(ii) Onerous contracts*

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

(g) Contingent liabilities

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are recognized when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

A contingent asset is disclosed where an inflow of economic benefits is probable.

(h) Commitments

Commitments include the amount of purchase order / contracts (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting date.

(i) Revenue**(a) Revenue from contract with customers*****Sale of goods and rendering of services***

Under Ind AS 115, the Company recognizes revenue when or as a performance obligation is satisfied by transferring a promised good or service to a customer.

Further, revenue is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when or as the entity satisfies a performance obligation

The Company disaggregates revenue from contracts with customers by geography.

Use of significant judgements in revenue recognition:

- i. The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- ii. Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- iii. The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.
- iv. The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Rendering of services

Consideration received for services not yet rendered and for which Company has an obligation to perform is recognised as revenue received in advance and subsequently recognised as revenue in the Statement of Profit and Loss over the period of the contract.

Revenue from royalty is recognized on accrual basis as per the terms of agreement entered into with the respective parties.

Revenue from dealer support services is recognized on accrual basis as per the terms of agreement entered into with the Dealers.

(b) Other operating revenue – Export incentives

Export incentives are accounted for on an accrual basis.

(j) Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset; or
- The amortised cost of the financial liability.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(k) Borrowing costs

Borrowing costs includes interest and other costs (including exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(l) Income-tax

Income tax comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax asset is recognised for the carryforward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Therefore, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefits will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

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

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authorities.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(m) Leases

Policy applicable from 1 April 2019

The Company's lease asset classes primarily consist of leases for Buildings and Plant and equipment. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date. These are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of the Company. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Judgements and estimates:-

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Policy applicable before 1 April 2019

(i) Determining whether arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

(ii) Assets held under lease

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risk and rewards of ownership (i.e. operating leases) are not recognised in the Company's balance sheet.

(iii) Lease Payments

Payments made under operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the term of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

(n) Financial Instruments

(i) Recognition and initial measurement

Trade receivables are initially recognised when they originate. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:

- a. Amortised cost; or
- b. Fair value through profit and loss ('FVTPL')

Financial assets are not reclassified subsequent to their initial recognition, except if the Company changes its business model for managing financial assets.

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

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets which are not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets, unless they are designated as hedging instruments, for which hedge accounting is applied. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company’s claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL, if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognised in profit or loss.

(iii) *De-recognition*

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or if it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(v) Derivative financial instruments

The Company holds derivative financial instruments to hedge its exposure to interest rate and foreign exchange rate risks by entering into cross currency interest rate swaps. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are generally recognised in profit or loss.

(vi) Hedge accounting:

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges:

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified as profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)**(o) Impairment***(i) Impairment of financial assets*

The Company recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost is credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- Bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured 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. The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit loss at each reporting date, right from its initial recognition.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. difference between the cash flow due to the Company in accordance with the contract and the cash flow that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowance for financial assets measured at amortised cost is deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtors do not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedure for recovery of amounts due.

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
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(ii) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(p) Foreign currency transactions

Initial recognition

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Measurement at the reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences on restatement/settlement of all monetary items are recognised in the Statement of Profit and Loss. Exchange differences related to qualifying cash flow hedges are recognised in other comprehensive income to the extent that hedges are effective.

(q) Operating segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of

Notes forming part of the Ind AS financial statements for the year ended 31 March 2020
(All amounts in Rs. Lakhs unless stated otherwise)

the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

(r) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, demand deposits held with banks, other short-term highly liquid investments 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.

(s) Statement of Cash flows

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

(t) Earnings per share

Basic earnings per share are calculated by dividing the net profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year end, except where the results would be anti-dilutive.

(u) Research and development

Expenditure on research is recognised in the Statement of Profit and Loss under the respective heads of account in the period in which it is incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised, if the cost can be reliably measured, the product or process is technically and commercially feasible and the Company has sufficient resources to complete the development and right to use the asset. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the Statement of Profit and Loss as an expense as incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Property, plant and equipment used for research and development are depreciated in accordance with the Company's policy as stated above.

(v) Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2020.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020
(All amounts in Rs. Lakhs unless stated otherwise)

Note 3

Property, plant and equipment (PPE) and capital work in progress *

	Freehold Land	Buildings	Plant and equipment	Plant and equipment on lease	Furniture and fixtures	Office equipment	Vehicles	Computers	Total	Capital Work in Progress ^
GROSS BLOCK										
Balance as at 1 April 2018	283.92	11,467.26	25,116.18	323.89	962.41	296.75	892.17	729.13	40,071.71	2,705.05
Additions during the year#	-	1,287.24	3,410.86	-	259.25	15.40	29.64	141.55	5,143.94	2,709.71
Disposals / Adjustments	-	-	98.85	-	0.09	0.32	28.57	0.31	128.14	4,698.10
Balance as at 31 March 2019	283.92	12,754.50	28,428.19	323.89	1,221.57	311.83	893.24	870.37	45,087.51	716.66
Transition impact of Ind AS 116 [Refer note 32(a)]	-	-	-	323.89	-	-	-	-	323.89	-
Additions during the year #	-	3.88	1,155.22	-	43.47	5.80	74.13	69.87	1,352.37	715.30
Disposals / Adjustments	-	0.72	89.47	-	10.63	0.52	66.38	0.78	168.50	1,159.10
Balance as at 31 March 2020	283.92	12,757.66	29,493.94	-	1,254.41	317.11	900.99	939.46	45,947.49	272.86
ACCUMULATED DEPRECIATION										
Balance as at 1 April 2018	-	835.29	2,775.34	80.70	197.61	130.57	395.53	370.67	4,785.71	-
Charge during the year	-	564.58	2,293.99	51.57	185.60	65.23	168.83	162.49	3,492.29	-
Disposals / Adjustments	-	-	38.43	-	0.07	0.32	20.40	0.31	59.53	-
Balance as at 31 March 2019	-	1,399.87	5,030.90	132.27	383.14	195.48	543.96	532.85	8,218.47	-
Transition impact of Ind AS 116 [Refer note 32(a)]	-	-	-	132.27	-	-	-	-	132.27	-
Change during the year	-	583.73	2,280.45	-	204.06	53.28	137.36	140.39	3,399.27	-
Disposals / Adjustments	-	0.43	44.08	-	5.47	0.52	53.53	0.78	104.81	-
Balance as at 31 March 2020	-	1,983.17	7,267.27	-	581.73	248.24	627.79	672.46	11,380.66	-
NET BLOCK										
Balance as at 31 March 2019	283.92	11,354.63	23,397.29	191.62	838.43	116.35	349.28	337.52	36,869.04	716.66
Balance as at 31 March 2020	283.92	10,774.49	22,226.67	-	672.68	68.87	273.20	267.00	34,566.83	272.86

Intangible assets

	Softwares	Technical know-how	Total	Intangible assets under development ^
GROSS BLOCK - Acquired				
Balance as at 1 April 2018	624.34	976.77	1,601.11	781.40
Additions during the year #	249.46	2.93	252.39	1,467.31
Disposals / Adjustments	-	-	-	252.39
Balance as at 31 March 2019	873.80	979.70	1,853.50	1,996.32
Additions during the year #	202.58	6,203.11	6,405.69	4,451.47
Disposals / Adjustments	-	-	-	6,405.69
Balance as at 31 March 2020	1,076.38	7,182.81	8,259.19	42.10

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020
(All amounts in Rs. Lakhs unless stated otherwise)

ACCUMULATED AMORTISATION

Balance as at 1 April 2018	79.97	304.10	384.07	-
Charge during the year	121.71	229.90	351.61	-
Disposals / Adjustments	-	-	-	-
Balance as at 31 March 2019	201.68	534.00	735.68	-
Charge during the year	135.32	309.31	444.63	-
Disposals / Adjustments	-	-	-	-
Balance as at 31 March 2020	337.00	843.31	1,180.31	-
NET BLOCK				
Balance as at 31 March 2019	672.12	445.70	1,117.82	1,996.32
Balance as at 31 March 2020	739.38	6,339.50	7,078.88	42.10

Right of use assets **

	Buildings	Plant and equipment	Total
GROSS BLOCK			
Balance as at 1 April 2019	-	-	-
Reclassified from PPE on adoption of Ind AS 116 as at 1 April 2019	-	191.62	191.62
Recognised on adoption of Ind AS 116 as at 1 April 2019	854.37	-	854.37
Additions during the year	102.65	50.80	153.45
Disposals / Adjustments	-	1.11	1.11
Balance as at 31 March 2020	957.02	241.31	1,198.33
ACCUMULATED DEPRECIATION			
Balance as at 1 April 2019	-	-	-
Charge during the year	180.60	47.21	227.81
Disposals / Adjustments	-	0.38	0.38
Balance as at 31 March 2020	180.60	46.83	227.43
NET BLOCK			
Balance as at 31 March 2020	776.42	194.48	970.90

Notes:

- * refer note 15 for information with regard to PPE pledged as security by the Company.
- # Additions during the year includes capitalised borrowing costs of Rs. Nil (previous year Rs. 17.54 lakhs) in capital work in-progress and Rs. 96.42 lakhs (previous year Rs. 38.19 lakhs) in intangible assets under development, with a capitalisation rate of 7.97% p.a. (previous year 8.05% p.a.).
- ^ Disposals / adjustments included in Capital work-in-progress / Intangible assets under development represents assets capitalised during the year.
- ** *Impact of COVID-19 pandemic:* Despite the impact of COVID-19 on the current operations of the Company, it does not foresee any large-scale contraction in demand over a prolonged period of time 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 are primarily long term in nature and no changes in terms of those leases are expected due to the COVID-19 pandemic.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note 4

	As at 31 March 2020	As at 31 March 2019
LOANS *		
A. Non-current		
Loan to employees considered good - unsecured	163.62	227.55
Security deposits	134.56	142.28
	<u>298.18</u>	<u>369.83</u>
B. Current		
Loan and advances to employees considered good - unsecured	109.03	99.46
Security deposits	30.94	8.24
	<u>139.97</u>	<u>107.70</u>
	<u>438.15</u>	<u>477.53</u>

* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

Note 5

	As at 31 March 2020	As at 31 March 2019
OTHER FINANCIAL ASSETS *		
A. Non-current		
Other bank balances:		
- Bank deposits (due to mature after twelve months from the reporting date) **	103.37	18.00
Interest accrued but not due on bank deposits	6.44	0.86
Cross currency interest rate swaps used for hedging #	777.29	447.66
	<u>887.10</u>	<u>466.52</u>
B. Current		
Interest accrued but not due on deposits	10.81	20.22
Royalty income receivable	13.84	8.76
Export incentive receivable	28.26	13.75
Cross currency interest rate swaps used for hedging #	405.54	153.48
Other receivables	8.45	161.74
	<u>466.90</u>	<u>357.95</u>
	<u>1,354.00</u>	<u>824.47</u>

* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

** Deposits include restricted bank deposits amounting to Rs. 103.37 lakhs (previous year Rs. 18.00 lakhs) on account of deposits held as margin money against bank guarantees.

Represents fair value of the derivative contracts undertaken to hedge the variability in cash flows related to external commercial borrowings arising from changes in foreign exchange rates and interest rates. The Company has designated these derivatives as hedge relationships. Any change in the fair value of the derivative contract is recognised in the other comprehensive income.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020
(All amounts in Rs. Lakhs unless stated otherwise)

Note 6

	As at 31 March 2020	As at 31 March 2019
INCOME TAX ASSETS (NET)		
Advance income-tax and tax deducted at source (net of provision for income tax)	642.57	464.85
	642.57	464.85

Note 7

	As at 31 March 2020	As at 31 March 2019
OTHER NON-CURRENT ASSETS <i>(Unsecured considered good unless stated otherwise)</i>		
Balance with government authorities	383.86	346.60
Capital advances		
Considered good	176.66	219.04
Considered doubtful	7.70	7.70
Less: Allowance for doubtful advances	7.70	7.70
	176.66	219.04
Prepaid expenses and other advances		
Considered good	12.88	22.81
Considered doubtful	50.00	50.00
Less: Allowance for doubtful advances	50.00	50.00
	12.88	22.81
Amount paid under protest to government authorities		
- Income tax	698.13	1,167.78
- Sales tax / VAT		
Considered good	35.48	69.87
Considered doubtful	87.30	87.30
Less: Allowance for doubtful advances	87.30	87.30
	35.48	69.87
	1,307.01	1,826.10

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note 8

	As at 31 March 2020	As at 31 March 2019
INVENTORIES		
(valued at cost or net realisable value, whichever is lower)		
Raw materials*	9,873.79	9,235.72
Work-in-progress	3,171.59	4,196.92
Finished goods (vehicles) *	12,563.52	27,811.36
Stock-in-trade (spare parts)*	1,121.33	958.96
Stores and spares*	152.61	166.44
Loose tools *	8.12	5.87
	<u>26,890.96</u>	<u>42,375.27</u>
* Includes goods / stock-in-transit:		
- Raw materials	493.76	917.70
- Finished goods (vehicles)	756.49	3,374.51
- Stock-in-trade (spare parts)	11.86	43.67
- Stores and spares	0.44	0.33
- Loose tools	0.12	-

Note:

The inventory written down during the year amounted to Rs. 939.25 lakhs (previous year write down Rs. 339.39 lakhs)

Note 9

	As at 31 March 2020	As at 31 March 2019
TRADE RECEIVABLES *		
Trade receivables considered good - secured	205.80	533.63
Trade receivables considered good - unsecured	3,861.42	14,608.63
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	332.77	359.69
	<u>4,399.99</u>	<u>15,501.95</u>
Less: Allowance for bad and doubtful receivables	453.87	636.46
	<u>3,946.12</u>	<u>14,865.49</u>

* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

Note 10

	As at 31 March 2020	As at 31 March 2019
CASH AND CASH EQUIVALENTS *		
Balances with banks		
- in deposit accounts (original maturity of 3 months or less)	1,644.28	-
- in current accounts	1,737.74	2,743.56
Cash on hand	1.30	1.69
	<u>3,383.32</u>	<u>2,745.25</u>

* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note 11

	As at 31 March 2020	As at 31 March 2019
BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS ABOVE *		
Bank deposits (with original maturity of more than three months and due to mature within twelve months from the reporting date) **	100.92	110.96
Unpaid dividend accounts	122.69	142.45
Earmarked balances #	25.86	18.73
	<u>249.47</u>	<u>272.14</u>

* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

** includes restricted bank deposits amounting to Rs. 58.49 lakhs (previous year Rs. 89.96 lakhs) on account of deposits held as margin money against bank guarantees.

These balances are earmarked to meet certain employee related contingencies and not freely usable.

Note 12

	As at 31 March 2020	As at 31 March 2019
OTHER CURRENT ASSETS (Unsecured considered good unless stated otherwise)		
Balance with government authorities	2,841.45	4,572.63
Advances for supply of goods	103.43	136.23
Prepaid expenses and other advances	256.92	243.53
Others	0.14	0.14
	<u>3,201.94</u>	<u>4,952.53</u>

Note 13

	As at 31 March 2020		As at 31 March 2019	
EQUITY SHARE CAPITAL				
1. Details of Share Capital				
	<u>No. of shares</u>	<u>Amount</u>	<u>No. of shares</u>	<u>Amount</u>
Authorised				
Equity shares of Rs. 10 each	40,000,000	4,000.00	40,000,000	4,000.00
	<u>40,000,000</u>	<u>4,000.00</u>	<u>40,000,000</u>	<u>4,000.00</u>
Issued, subscribed and paid up				
Equity shares of Rs. 10 each fully paid up *	14,471,646	1,447.17	14,471,646	1,447.17
Forfeited equity shares of Rs.10 each	13,300	0.71	13,300	0.71
	<u>14,484,946</u>	<u>1,447.88</u>	<u>14,484,946</u>	<u>1,447.88</u>

* Includes 100 (previous year 100) equity shares of Rs. 10 each, fully paid up, held by a non resident indian ('NRI') for which approval from the Reserve Bank of India is pending.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

2. Rights, preferences and restrictions attached to the equity shares :-

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, if any, in proportion to the number of equity shares held.

3. Reconciliation of the shares outstanding at beginning and at the end of the year

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning and at the end of the year	14,471,646	1,447.17	14,471,646	1,447.17

4. Details of shareholders holding more than 5% share in the Company

Name of shareholder	As at 31 March 2020		As at 31 March 2019	
	No. of shares	% of equity shares held	No. of shares	% of equity shares held
Sumitomo Corporation, Japan	6,362,306	43.96%	6,362,306	43.96%
Isuzu Motors Limited	2,170,747	15.00%	2,170,747	15.00%

5. There are no shares reserved for issue under options and contracts/commitments. Further, there are no shares that have been allotted during last 5 years pursuant to a contract without payment being received in cash, or by way of bonus shares or shares bought back.

Note 14

	As at 31 March 2020	As at 31 March 2019
OTHER EQUITY		
i. Securities premium		
Balance at the beginning of the year	7,452.88	7,452.88
Add: Movement during the year	-	-
Balance at the end of the year	7,452.88	7,452.88
ii. General reserve		
Balance at the beginning of the year	10,202.51	10,006.77
Add : Amount transferred from surplus	-	195.74
Balance at the end of the year	10,202.51	10,202.51
iii. Retained earnings		
Balance at the beginning of the year	22,341.06	21,012.85
Add: Profit for the year	(2,106.21)	1,957.37
Add: Other comprehensive income / (loss), net of tax	(173.29)	(171.72)
Less: Dividend (including corporate dividend tax)	523.39	261.70
Less: Transfer to General Reserve	-	195.74
Balance at the end of the year	19,538.17	22,341.06

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
iv. Other comprehensive income		
Cash flow hedge reserve (net of tax)		
Balance at the beginning of the year	(85.41)	(114.81)
Net movement of cash flow hedge (net of tax)	(69.21)	29.40
Balance at the end of the year	<u>(154.62)</u>	<u>(85.41)</u>
v. Summary of components of Other Equity		
Securities premium account	7,452.88	7,452.88
General reserve	10,202.51	10,202.51
Retained earnings	19,538.17	22,341.06
Other comprehensive income - Cash flow hedge reserve	(154.62)	(85.41)
	<u>37,038.94</u>	<u>39,911.04</u>

Note 15

	As at 31 March 2020	As at 31 March 2019
BORROWINGS *		
A. Non-current		
Term loan - unsecured **		
- From bank	14,170.30	13,482.22
Less: Current maturities of term loan (refer note 16 B)	(4,686.96)	(3,186.95)
Finance lease obligations (Unsecured) #	-	155.97
Less: Current maturities of finance lease obligations (refer note 16 B)	-	(27.54)
	<u>9,483.34</u>	<u>10,423.70</u>

* The Company's exposure to liquidity and market risks related to financial liabilities are disclosed in note 38.

** includes (i) term loan in the form of External Commercial Borrowing ("ECB"), denominated in USD, taken from Bank of Tokyo Mitsubishi UFJ Ltd., Japan. The loan carries floating rate of interest of USD 1 month LIBOR + 0.70% hedged by cross currency interest rate swaps carrying fixed rates of interest and is repayable in 18 quarterly instalments, commencing from 2 July 2018 and ending on 3 October 2022. The Company has an outstanding balance of Rs. 10,170.30 lakhs (USD 134.41 lakhs) as at 31 March 2020 [previous year Rs. 12,482.22 lakhs (USD 180.50 lakhs)]. (ii) outstanding term loan amounting to Rs. 4,000.00 lakhs (previous year Rs. 1,000.00 lakhs) from HDFC Bank which carries floating interest rate of 3 months MCLR, repayable in monthly instalments commencing from 1 April 2020 and ending on 1 July 2023. The lender has a negative lien on fixed assets of the Company.

Refer to note 32 (f) for future minimum lease payments in respect of finance lease obligations.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

	As at 31 March 2020	As at 31 March 2019
B. Current		
Loans repayable on demand		
Cash credit from banks- secured (i)	696.82	606.85
Other loans from banks - unsecured (ii)	2,600.00	10,400.00
	<u>3,296.82</u>	<u>11,006.85</u>

- (i) The cash credit limits sanctioned by the bankers are secured by a first charge by way of hypothecation of the Company's current assets i.e. stocks of raw materials, semi-finished goods, finished goods, stores and spares, bills receivables including receivables from hire purchase/ leasing, book debts and other movables of the Company (both present and future) and also by way of a collateral charge on the Company's fixed assets. These carry floating interest rate of 1 year MCLR + 1.55%.
- (ii) Other loans from banks – unsecured represents working capital demand loan taken from Mizuho Bank Limited. These carry an interest rate ranging from 7.35% to 10.75% per annum.

Note 16

	As at 31 March 2020	As at 31 March 2019
OTHER FINANCIAL LIABILITIES *		
A. Non-current		
Security deposits from dealers	1,226.50	1,204.75
	<u>1,226.50</u>	<u>1,204.75</u>
B. Current		
Capital creditors [^]	1,669.63	1,124.62
Unpaid dividends	122.69	142.45
Interest accrued but not due on borrowings	78.22	77.61
Current maturities of term loan [refer to note 15(A)]	4,686.96	3,186.95
Current maturities of finance lease obligation [refer note 15(A)]	-	27.54
Payable to employees	804.09	1,085.74
Payable to non-executive directors	-	30.00
Security deposit from others	54.47	71.96
	<u>7,416.06</u>	<u>5,746.87</u>

* The Company's exposure to liquidity and market risks related to financial liabilities are disclosed in note 38.

[^] For disclosures relating to Micro Enterprises and Small Enterprises, refer to note 20.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

(All amounts in Rs. Lakhs unless stated otherwise)

Note 17

	As at 31 March 2020	As at 31 March 2019
PROVISIONS		
A. Non-current		
Provisions for employee benefits (refer to note 37)		
Gratuity	758.09	1,540.20
Compensated absences	2,802.69	2,621.13
	<u>3,560.78</u>	<u>4,161.33</u>
Other provisions		
Provision for warranties*	117.71	232.99
	<u>3,678.49</u>	<u>4,394.32</u>
B. Current		
Provisions for employee benefits (refer to note 37)		
Gratuity	885.00	750.00
Compensated absences	972.84	1,000.81
Superannuation	50.95	41.15
	<u>1,908.79</u>	<u>1,791.96</u>
Other provisions		
Provision for warranties*	488.84	991.28
Provision for liquidated damages**	149.41	157.17
Provision for contingencies ***	69.09	69.09
	<u>707.34</u>	<u>1,217.54</u>
	<u>2,616.13</u>	<u>3,009.50</u>

Movement of Other Provisions

Particulars	Warranties*	Liquidated Damages**	Contingencies***
Balance as on 1 April 2018	738.00	-	-
Accrued during the year	740.63	157.17	69.09
Amount utilized during the year	277.85	-	-
Unwinding of discount	23.49	-	-
Balance as on 31 March 2019	<u>1,224.27</u>	<u>157.17</u>	<u>69.09</u>
Accrued during the year	-	11.38	-
Amount utilized during the year	498.49	2.13	-
Amount reversed during the year	137.95	17.01	-
Unwinding of discount	18.72	-	-
Balance as on 31 March 2020	<u>606.55</u>	<u>149.41</u>	<u>69.09</u>

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

- * The Company is liable towards warranty claims made by end users of its products. The year-end provision is based on its estimate of past experience regarding failure trends of products and costs of repair or replacement. It is estimated that the provision would be fully utilised over the warranty period, i.e. within 3 years.
- ** Represents provision for liquidated damages as per the contracts entered with the customers and expected to be utilised within one year from the reporting date.
- *** Represents provision for contingencies pertaining to estimated outflow in respect of litigations and disputes. While the timing and amount of cash outflows is determinable only on occurrence of future uncertain events, the Company expects outflow within one year from the reporting date.

Note 18

	As at 31 March 2020	As at 31 March 2019
DEFERRED TAX LIABILITIES / (ASSETS) (NET) *		
Deferred tax liabilities	5,606.85	4,773.08
Deferred tax assets	(7,124.35)	(4,634.25)
	<u>(1,517.50)</u>	<u>138.83</u>

* Refer note 39 for details of deferred tax liabilities and assets

Note 19

	As at 31 March 2020	As at 31 March 2019
OTHER NON-CURRENT LIABILITIES		
Revenue received in advance	134.77	73.41
	<u>134.77</u>	<u>73.41</u>

Note 20

	As at 31 March 2020	As at 31 March 2019
TRADE PAYABLES *#		
Total outstanding dues of micro enterprises and small enterprises	315.43	425.75
Total outstanding dues of creditors other than micro enterprises and small enterprises	16,393.79	26,804.63
	<u>16,709.22</u>	<u>27,230.38</u>

* The Company's exposure to liquidity and market risks related to financial liabilities are disclosed in note 38.

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondences with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at the year end has been made in the financial statements based on information available with the Company as under :

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Particulars	As at 31 March 2020	As at 31 March 2019
(a) The amounts remaining unpaid to micro enterprises and small enterprises as at the end of the year		
- Principal ^	328.93	440.80
- Interest		0.12
(b) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006	-	-
(c) The amounts of the payments made to micro enterprises and small enterprises beyond the appointed day during each accounting year	-	28.88
(d) The amount of interest due and payable for the period (where the principal has been paid but interest under the Micro Small and Medium Enterprises Development Act, 2006 not paid)	-	0.12
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	0.12
(f) The amount of further interest 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 the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The total dues of Micro Enterprises and Small Enterprises which were outstanding for more than stipulated period are Rs. Nil (previous year Rs. Nil) as on balance sheet date.

^ includes Rs. 13.50 lakhs (previous year Rs. 15.05 lakhs) pertaining to capital creditors (refer note 16 B)

Note 21

	As at 31 March 2020	As at 31 March 2019
CURRENT TAX LIABILITIES (NET)		
Provision for Income Tax (net of Advance Tax)	72.63	335.96
	72.63	335.96

Note 22

	As at 31 March 2020	As at 31 March 2019
OTHER CURRENT LIABILITIES		
Advance from customers	859.07	1,355.48
Revenue received in advance*	316.82	343.85
Statutory dues	535.31	2,880.65
	1,711.20	4,579.98

* During the year, the Company has recognised revenue of Rs. 343.85 Lakhs which was included in the revenue received in advance (contract liability) as on 1 April 2019.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note 23

	Year Ended 31 March 2020	Year Ended 31 March 2019
REVENUE FROM OPERATIONS		
Sale of products		
Finished goods - vehicles	105,325.44	129,957.04
Traded goods - spare parts	8,673.81	9,198.73
	<u>113,999.25</u>	<u>139,155.77</u>
Other operating revenues		
Sale of scrap	438.92	745.80
Rendering of services	386.25	640.76
Export incentives	58.91	37.39
Dealer support services	4.50	10.04
Royalty	119.82	114.26
Exchange gain on foreign exchange fluctuations (net)	59.03	31.59
Liabilities/provisions/allowances no longer required written back	348.83	186.07
	<u>1,416.26</u>	<u>1,765.91</u>
	<u>115,415.51</u>	<u>140,921.68</u>
Reconciliation of revenue recognised with contract price:		
Contracted Price	116,575.36	143,156.69
Less: Incentives, discounts, etc.	1,626.62	2,490.06
Revenue from contract with customers *	<u>114,948.74</u>	<u>140,666.63</u>

* excludes export incentives, exchange gain on foreign exchange fluctuations and liabilities/provisions/allowances no longer required written back.

Note 24

	Year Ended 31 March 2020	Year Ended 31 March 2019
OTHER INCOME		
Interest income on		
Bank deposits	60.70	97.66
Refund of Income Tax	179.92	45.65
Others	152.35	214.05
Net gain on sale of property, plant and equipment	18.71	14.82
Miscellaneous	102.62	77.13
	<u>514.30</u>	<u>449.31</u>

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note 25

	Year Ended 31 March 2020	Year Ended 31 March 2019
COST OF MATERIALS CONSUMED		
Inventory of materials at the beginning of the year	9,235.72	9,554.75
Add: Purchase of materials	68,955.49	105,502.76
	<u>78,191.21</u>	<u>115,057.51</u>
Inventory of materials at the end of the year	9,873.79	9,235.72
	<u>68,317.42</u>	<u>105,821.79</u>

Note 26

	Year Ended 31 March 2020	Year Ended 31 March 2019
CHANGES IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE		
Opening stock		
- Finished goods (Vehicles)	27,811.36	21,399.05
- Stock-in-trade (Spare parts)	958.96	800.63
- Work-in-progress	4,196.92	4,479.95
	<u>32,967.24</u>	<u>26,679.63</u>
Less : Closing stock		
- Finished goods (Vehicles)	12,563.52	27,811.36
- Stock-in-trade (Spare parts)	1,121.33	958.96
- Work-in-progress	3,171.59	4,196.92
	<u>16,856.44</u>	<u>32,967.24</u>
	<u>16,110.80</u>	<u>(6,287.61)</u>

Note 27

	Year Ended 31 March 2020	Year Ended 31 March 2019
EMPLOYEE BENEFITS EXPENSE		
Salaries, wages, bonus and compensated absences	12,908.07	13,989.22
Contributions to provident and other funds (refer note 37)	1,481.76	1,430.72
Staff welfare	1,125.25	1,250.22
	<u>15,515.08</u>	<u>16,670.16</u>

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note 28

	Year Ended 31 March 2020	Year Ended 31 March 2019
FINANCE COSTS		
Interest expense on		
Financial liabilities measured at amortised cost	1,098.98	1,255.64
Others	100.93	94.81
Interest on defined benefit liability / asset (net)	121.65	145.49
Interest on lease liabilities	85.30	20.96
Unwinding of discount on warranty provisions	18.72	23.49
Other borrowing costs	37.58	69.55
	1,463.16	1,609.94

Note 29

	Year Ended 31 March 2020	Year Ended 31 March 2019
DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of property, plant and equipment	3,399.27	3,492.29
Depreciation of Right of use assets	227.81	-
Amortisation of intangible assets	444.63	351.61
	4,071.71	3,843.90

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note 30

	Year Ended 31 March 2020	Year Ended 31 March 2019
OTHER EXPENSES		
Consumption of stores and spares and loose tools	232.05	261.33
Repairs and maintenance:		
- Plant and Machinery	244.37	216.62
- Buildings	120.90	220.77
- Others	187.72	176.32
Power and fuel	833.41	1,189.13
Rent (refer note 32)	134.86	322.17
Rates and taxes	120.11	184.56
Legal and professional	240.77	168.62
Auditor's remuneration:		
Statutory audit	50.50	43.00
Tax audit	-	5.00
Limited review	18.90	14.40
Other services	3.25	4.75
Reimbursement of expenses	8.78	5.48
Insurance	148.05	145.50
Printing, stationery and other communication	92.17	122.95
Travelling and conveyance	695.19	796.88
Allowance for doubtful trade receivables / advances	-	284.47
Packing and freight outward	2,790.07	3,847.16
Warranty	-	740.63
Marketing, sales promotion and service	1,049.25	623.62
Royalty	51.09	40.00
Testing and other laboratory	510.23	496.27
Property, plant and equipment and capital work-in-progress written off (net)	119.43	62.39
Trade receivables / advances written off	2.60	3.14
Corporate social responsibility *	95.99	125.00
Miscellaneous	540.80	579.02
	8,290.49	10,679.18

*** Details of corporate social responsibility expenditure**

a. Amount required to be spent by the Company during the year	95.40	123.47
b. Amount spent during the year (in cash)		
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than (i) above	95.99	125.00
	95.99	125.00

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

31 Contingent liabilities and commitments

(to the extent not provided for)

Contingent liabilities

(a) Claims against the Company not acknowledged as debts:

	As at 31 March 2020	As at 31 March 2019
Income tax matters	1,751.65	1,402.83
Sales tax matters	334.55	351.92
Excise and service tax matters	21.01	21.01
Civil matters	482.32	492.03
	2,589.53	2,267.79

In respect of the matters above, the amount represents the demands received under the respective demand / show cause notices / legal claims, wherever applicable.

- (b) In February 2019, the Honorable Supreme Court of India, in its judgement, clarified the applicability of allowances that should be considered to measure obligations under Employees Provident Fund Act, 1952. The Company is of the view that there are many interpretative challenges on the application of this judgement retrospectively and as such the Company does not expect any probable obligations for past periods.
- (c) In addition, the Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.

Capital and other commitments

	As at 31 March 2020	As at 31 March 2019
Capital Commitments (net of advances) not provided for	497.67	2,069.62

32 Leases

(a) *Transition:*

The Company has taken certain premises like its Corporate office, zonal offices, stockyards and in-transit houses on lease. These were classified as operating leases under Ind AS 17 "Leases" in the financial statements for the year ended 31 March 2019. The Company has applied Ind AS 116 using the modified retrospective approach and recognised a lease liability measured at the present value of the remaining lease payments using the incremental borrowing rate as at 1 April 2019 and a corresponding Right of Use ('ROU') asset of equal value adjusted by the amount of any prepaid or accrued lease payments relating to that lease. Therefore, there is no effect of adopting Ind AS on retained earnings as at 1 April 2019, with no restatement of comparative information. The weighted average incremental borrowing rate applied to lease liabilities as at 1 April 2019 is 8%.

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

- Applied the exemption not to recognize ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.
- Elected, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

Operating leases

On transition, the adoption of Ind AS 116 resulted in recognition of 'Right of Use' asset and a corresponding lease liability of Rs. 854.37 lakhs. The nature of expense in respect of operating leases has changed from rent in previous year to depreciation for the 'Right of use assets' and finance cost for the interest expense on the corresponding lease liability.

Finance leases

The Company has leases that were classified as finance leases applying Ind AS 17. For such leases, the carrying amount of the right-of-use asset and the lease liability at the date of initial application of Ind AS 116 is the carrying amount of the lease asset and lease liability on the transition date as measured applying Ind AS 17. Accordingly, an amount of Rs. 191.62 lakhs has been reclassified from 'Property, plant and equipment' to 'Right of use assets'.

The difference between the future minimum lease rental commitments towards non-cancellable operating leases and finance leases reported as at 31 March 2019 under Ind AS 17 and the value of the lease liability as of 1 April 2019 is primarily on account of following:

- (i) Inclusion of present value of the lease payments for the cancellable term of the leases;
- (ii) Reduction due to discounting of the opening lease liabilities and;
- (iii) Exclusion of short term leases to which the Company has chosen to apply the practical expedient as per IndAS 116.

(b) Lease liabilities presented in the Balance sheet are as follows:

	As at 31 March 2020
Current	190.18
Non-Current	840.45
	1,030.63

The maturity analysis of undiscounted lease liabilities amounting to Rs. 1,267.96 lakhs has been disclosed in Note 38 (A) (III) Financial risk management - liquidity risk.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020
(All amounts in Rs. Lakhs unless stated otherwise)

The following is the movement in lease liabilities during the year ended 31 March 2020:

	Year Ended 31 March 2020
Balance as at 1 April 2019	1,010.34
Additions	152.72
Finance cost accrued during the year	85.30
Payment of lease liabilities	217.73
Balance as at 31 March 2020	1,030.63

- (c) The detail of Right of use assets recognised during the year has been disclosed separately in Note 3.
(d) Rental expense recorded for short-term leases was Rs 134.86 lacs for the year ended 31 March 2020.
(e) Future minimum lease payments to be made under non-cancellable operating leases are as follows as of 31 March 2019 prior to adoption of IndAS 116 were as follows:

	As at 31 March 2019
Payable in less than one year	36.42
Payable between one and five years	51.21
	<u>87.63</u>

- (f) The Company had taken finance lease for items of plant and equipment. Future minimum lease payments under finance leases together with the present value of the net minimum lease payments as of 31 March 2019 prior to adoption of IndAS 116, are as given below:

	As at 31 March 2019		
	Future minimum lease payments (MLP)	Interest element of MLP	Present value of minimum lease payments
Not later than one year	44.85	17.31	27.54
Later than one year and not later than five years	158.84	30.41	128.43
	<u>203.69</u>	<u>47.72</u>	<u>155.97</u>

33 Earnings per share

	As at 31 March 2020	As at 31 March 2019
Basic earnings per share (Rs.)	(14.55)	13.53
Diluted earnings per share (Rs.)	(14.55)	13.53
Face value per share (Rs.)	10.00	10.00
Note:		
Profit/(loss) for the year attributable to equity shareholders	(2,106.21)	1,957.37
Weighted average number of equity shares outstanding during the year [excluding 13,300 forfeited equity shares (previous year 13,300)] (in nos.)	14,471,646	14,471,646

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

34 Segment information

The Company is primarily engaged in the business of manufacturing of commercial vehicles and related components which constitutes a single business segment and accordingly, the disclosures of Ind AS 108, "Operating Segments" are not required to be given. As defined in Ind AS 108, the Chief Operating Decision Maker (CODM), i.e. the Board of directors, evaluates the performance of the Company and allocates resources based on the analysis of the various performance indicators of the Company as a single unit.

Geographical information

Particulars	Domestic	Overseas	Total
Revenue from operations			
2019-2020	109,766.02	5,649.49	115,415.51
2018-2019	134,934.04	5,987.64	140,921.68

Notes:

- Overseas segment includes sales and services rendered to customers located outside
- Domestic segment includes sales and services rendered to customers located in India
- The Company has its business operations primarily in India except capital advance of Rs. Nil (Previous Year Rs. 21.64 lakhs). There are no other non-current assets outside India.

Major customer

Revenue from one of the customers amounting to Rs. 13,087.67 lakhs individually accounted for more than 10% of the revenue of the Company. There was no such major customer in the previous year.

- 35** The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulation under sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company continuously updates its documentation for the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by the due date as required under law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of income tax expense and that of provision for taxation.

36 Related parties
A. Related party and nature of related party relationship where control exists:

Controlling Enterprise: Sumitomo Corporation, Japan

B. Other related parties with whom transaction have taken place during the year:
Key management personnel

Mr. Eiichi Seto - Managing Director & CEO (upto 10 August 2018)

Mr. Yugo Hashimoto - Managing Director & CEO (w.e.f 10 August 2018)

Mr. Gopal Bansal - Whole-time Director & CFO

Mr. T Yamamoto - Whole-time Director – Quality Assurance (w.e.f. 30 November 2018)

Mr. T Imai - Whole-time Director – R&D (upto 28 April 2018)

Mr. Parvesh Madan - Company Secretary

Mr. S.K. Tuteja - Chairman, Non Executive and Independent Director

Mr. P.K. Nanda - Non Executive and Independent Director (upto 21 September 2019)

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Mr. A.K. Thakur - Non Executive and Independent Director (upto 21 September 2019)

Dr. (Mrs.) Vasantha S Bharucha - Non Executive and Independent Director

Mr. Sudhir Nayar - Non Executive and Independent Director

Mr. Chander Shekhar Verma - Non Executive and Independent Director (w.e.f 22 September 2019)

C. Transactions with related parties and outstanding balances as at year-end
(i) Controlling Enterprise

	Year Ended 31 March 2020	Year Ended 31 March 2019
Transactions		
a) Purchase of components and spares	54.38	128.91
b) Dividend paid	190.87	95.43
	As at 31 March 2020	As at 31 March 2019
Outstanding balances		
a) Advance for supply of goods	3.07	21.64
b) Other (payables) / receivables	(37.59)	146.93

(ii) Key management personnel

	Year Ended 31 March 2020	Year Ended 31 March 2019
Managerial remuneration:		
(a) Short-term employee benefits		
Mr. Eiichi Seto	-	57.07
Mr. Yugo Hashimoto	80.44	72.04
Mr. T Imai	-	4.30
Mr. T Yamamoto	56.75	19.54
Mr. Gopal Bansal	154.94	172.80
Mr. Parvesh Madan	33.15	32.57

(b) Additionally, the Company has also accrued and paid during the year ended 31 March 2020 a commission of Rs. 33.43 lakhs, pertaining to financial year 2018-19, to Mr. Gopal Bansal, the Whole time Director & CFO of the Company, after obtaining approval from the shareholders in the Annual General Meeting held on 30 September 2019.

(c) Managerial remuneration does not include provision for gratuity and compensated absences determined on an actuarial basis, as these are determined for the Company as a whole.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Sitting Fee and Commission - Independent Directors

	Year Ended 31 March 2020	Year Ended 31 March 2019
Mr. S.K. Tuteja		
- Sitting fee	10.80	9.40
- Commission	-	6.00
Mr. P.K. Nanda		
- Sitting fee	3.60	6.10
- Commission	-	6.00
Mr. A.K. Thakur		
- Sitting fee	2.70	4.90
- Commission	-	6.00
Dr. (Mrs.) Vasantha S Bharucha		
- Sitting fee	3.60	3.40
- Commission	-	6.00
Mr. Sudhir Nayar		
- Sitting fee	5.70	4.90
- Commission	-	6.00
Mr. Chander Shekhar Verma		
- Sitting fee	2.70	-
	As at 31 March 2020	As at 31 March 2019

Remuneration payable at the year-end to Directors

- Executive Directors	-	33.52
- Non-Executive Directors	-	30.00

37 Employee benefits
(i) Net Liabilities relating to employee benefits

	As at 31 March 2020	As at 31 March 2019
Non-current		
Liability for gratuity	758.09	1,540.20
Liability for compensated absences	2,802.69	2,621.13
	3,560.78	4,161.33
Current		
Liability for gratuity	885.00	750.00
Liability for compensated absences	972.84	1,000.81
Liability for superannuation	50.95	41.15
	1,908.79	1,791.96
Total	5,469.57	5,953.29

For details about the related employee benefit expenses, refer to note no. 27.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

(ii) Defined benefit plan - Gratuity

The Company operates a gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vest after five years of continuous service. Gratuity benefits valued are in accordance with the payment of Gratuity Act, 1972.

The above defined benefit plan exposes the Company to following risks:

Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The funds are managed by specialised team of Life Insurance Corporation of India.

a) Funding

This is a funded benefit plan for qualifying employees. 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.

The Company expects to pay Rs. 885 lakhs (previous year Rs. 750 lakhs) in contribution to its defined benefit plans in 2019-20.

b) Reconciliation of present value of defined benefit obligation

Particulars	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	4,761.91	4,108.38
Benefits paid	(384.23)	(260.00)
Current service cost	365.01	330.24
Interest cost	349.60	306.33
Actuarial (gains) / losses recognised in other comprehensive income		
- changes in demographic / financial assumptions*	321.33	13.15
- experience adjustment	(113.97)	263.81
Balance at the end of the year	5,299.65	4,761.91

* Segregation of financial and demographic assumptions is not available

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

c) Reconciliation of the present value of plan assets

Particulars	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	2,471.71	1,879.88
Contributions paid into the plan	1,400.15	678.00
Benefits paid	(384.23)	(260.00)
Expected return income on plan assets	227.95	160.84
Remeasurement gain / (loss) - return on plan assets recognised in other comprehensive income	(59.01)	12.99
Balance at the end of the year	3,656.57	2,471.71

d) Expense recognised in profit or loss

Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019
Current service cost	365.01	330.24
Interest cost	121.65	145.49
	486.66	475.73

e) Remeasurements recognised in other comprehensive income

Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019
Actuarial loss / (gain) on defined benefit obligation	207.36	276.96
Remeasurement (loss) / gain - return on plan assets	59.01	(12.99)
	266.37	263.97

f) Plan assets:

The plan assets are maintained with Life Insurance Corporation of India Gratuity Scheme. The details of investments maintained by Life Insurance Corporation of India and asset-liability matching strategies are not available with the Company and have not been disclosed.

g) Actuarial assumptions:

Particulars	As at 31 March 2020	As at 31 March 2019
Discount rate (per annum)	6.75% p.a	7.65% p.a
Future salary growth rate (per annum)	9.00% p.a	9.00% p.a
Attrition rate	5.00% p.a	5.00% p.a
Future Mortality	IALM 2012-14 (Ultimate)	IALM 2012-14 (Ultimate)

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

h) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would increase / (decrease) defined benefit obligation by the amounts shown below:-

	As at 31 March 2020		As at 31 March 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(183.06)	195.39	(156.98)	167.08
Future salary growth rate (1.0% movement)	391.52	(350.96)	337.31	(303.75)
Attrition rate (0.5% movement)	(27.15)	29.26	(14.48)	15.55

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same methods (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and assumptions used in preparing the sensitivity analysis did not change as compared to the previous year.

Maturity profile of defined benefit obligation:

Expected cash flows (valued on undiscounted basis):

Particulars	As at 31 March 2020	As at 31 March 2019
Within 1 year	530.88	434.15
2-5 years	2,187.84	2,018.16
6-10 years	2,436.88	2,505.31
After 10 years	4,492.55	4,283.83

The weighted average duration of the defined benefit obligation of gratuity fund at 31 March 2020 is 15.60 years (previous year 16.06 years).

(iii) Defined contribution plans

The Company makes contribution towards employees' provident fund, superannuation fund and employees' state insurance plan scheme. Under the schemes, the Company is required to contribute a specified percentage of payroll cost, as specified in the rules of the scheme, to these defined contribution schemes. The Company has recognised expense towards contribution to these plans as detailed below:

Particulars*	Year Ended 31 March 2020	Year Ended 31 March 2019
Provident fund	912.93	890.94
Superannuation fund	201.72	201.96
Employees' state insurance scheme	2.08	7.57
	1,116.73	1,100.47

* Included in contribution to provident and other funds in note 27

38 Financial Instruments - Risk Management and Fair Values**(A) Financial risk management**

During the course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational / financial performance. These include market risk (including foreign currency risk, interest rate risk), credit risk and liquidity risk.

The Board of Directors reviews and approves risk management framework and policies for managing these risks and has constituted Risk Management Committee to monitor mitigating actions taken by Management, minimize potential adverse effects and achieve greater predictability to earnings.

The Company uses derivative financial instruments to hedge risk exposures in accordance with the Company's policies as approved by the Board of Directors.

The Company has exposure to the following risk arising from financial instruments:

- Market risk (refer (I))
- Credit risk (refer (II)) and
- Liquidity risk (refer (III))

(I) Market risk

Market risk is the risk of any loss in future earnings, realisable fair values or future cash flows that may result from fluctuations in the pricing of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates as future market changes cannot be normally predicted with reasonable accuracy.

i. Foreign currency risk management:

The Company is exposed to foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and functional currency of the Company, i.e. Indian Rupee (Rs.). The currencies in which these transactions are primarily denominated are US Dollar, Euro and Japanese Yen (Yen). The Company uses currency swap contracts to hedge its currency risk as per the approved policy of the Company. The Company's policy is to ensure that its net exposure is kept to an acceptable level which will not have material effect on the profits of the Company if there is any fluctuation in the currency rates. However, the Company has designated cross currency interest rate swaps derivatives as hedge relationship.

Impact of COVID-19 pandemic: The Company basis its assessment believes that the probability of the occurrence of its forecasted transactions is not impacted by COVID-19 pandemic. The Company has also considered the effect of changes, if any, in both counterparty credit risk and own credit risk while assessing hedge effectiveness and measuring hedge ineffectiveness. The Company continues to believe that there is no impact on effectiveness of its hedges.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period, as reported to Management, are as follows:

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

As on 31 March 2020:

Foreign Currency	Liabilities			Assets			Net overall exposure-net assets / (net liabilities) (in Rs. lakhs)
	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives i.e. Cross currency interest rate swaps (in Rs. lakhs)	Net liability exposure (in Rs. lakhs)	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives (in Rs. lakhs)	Net asset exposure (in Rs. lakhs)	
USD	10,196.64	10,170.30	26.34	6.34	-	6.34	(20.00)

As on 31 March 2019:

Foreign Currency	Liabilities			Assets			Net overall exposure-net assets / (net liabilities) (in Rs. lakhs)
	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives i.e. Cross currency interest rate swaps (in Rs. lakhs)	Net liability exposure (in Rs. lakhs)	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives (in Rs. lakhs)	Net asset exposure (in Rs. lakhs)	
USD	12,482.22	12,482.22	-	0.67	-	0.67	0.67
EUR	349.63	-	349.63	-	-	-	(349.63)
YEN	12.36	-	12.36	-	-	-	(12.36)

- Sensitivity analysis:

A reasonably possible strengthening (weakening) of the Indian Rupee by 1% against below currencies at 31 March 2020 and 31 March 2019 would have impacted the exposure in relation to financial instruments denominated in foreign currency and increased / decreased profit or loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	31 March 2020		31 March 2019	
	Rs. strengthens by 1%	Rs. Weakens by 1%	Rs. strengthens by 1%	Rs. Weakens by 1%
Impact on profit or (loss) for the year				
USD	0.20	(0.20)	(0.01)	0.01
EURO	-	-	3.50	(3.50)
YEN	-	-	0.12	(0.12)

ii. Interest rate risk management :

The Company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings by the use of cross currency interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

As at year end, financial liabilities of Rs. 17,467.12 lakhs (previous year Rs. 24,489.07 lakhs) were subject to variable interest rates, out of which, financial liabilities of Rs. 10,170.30 lakhs (previous year Rs. 12,482.22 lakhs) were hedged using cross currency interest rate swaps.

-Sensitivity analysis:

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonably possible change in interest rates.

A reasonably possible change of 1 % in interest rates at the reporting date would have increased / decreased the profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

Particulars	31 March 2020	31 March 2019
Profit or loss	72.97	120.07

The Company's long term external commercial borrowings carries floating rate of interest and same is hedged by the Company using cross currency interest rate swaps. They are, therefore, not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. The Company's long term loan taken from bank carries fixed rate of interest, hence, it is not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(II) Credit risk :

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

The Company primarily has exposure from following types of customers:

- Dealers
- Government institutions

To manage trade receivables, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts, aging of such receivables and the country in which customers operate.

The Company's exposure to credit risk for trade receivables by the type of customers is as follows:

	Carrying amount as at	
	31 March 2020	31 March 2019
Dealers	1,976.77	12,901.31
Government institutions	1,452.37	1,360.14
Others	516.98	604.04
	3,946.12	14,865.49

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

The Company makes an allowance for doubtful trade receivables using the simplified approach for expected credit loss and by continuously monitoring the recoverability of receivable balances.

Impact of COVID-19 pandemic: 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 impact immediately seen in the demand outlook and the financial strength of the customers.

Movement in expected credit loss allowance

Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019
Balance at the beginning of the year	636.46	359.69
Add: Incremental expected credit allowance	-	276.77
Less: Bad debts written off	27.33	-
Less: Reversal of provisions	155.26	-
Balance at the end of the year	453.87	636.46

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings.

Derivative financial instruments: Credit risk related to derivative financial instruments is managed by only entering into such arrangement with highly rated banks as 'counterparties'.

Other financial assets measured at amortised cost: Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

(III) Liquidity risk :

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained short term borrowing limits of Rs. 23,800 lakhs from various banks to meet its liquidity needs, out of which Rs.3,296.82 lakhs has been utilised as at 31 March 2020.

Impact of COVID-19 pandemic: The Company has considered the likelihood of increased liquidity risk considering emerging situations due to COVID-19. Based on its assessment of the cash that is expected to be generated from operations, the cash and cash equivalents and bank deposits which are available with the Company and the access to credit facilities from banks, the Company believes that it will continue to have sufficient liquidity and funds which will be required in the future to meet its obligations.

The table below summarises the maturity profile remaining contractual maturity period at the balance sheet date for its non derivative financial liabilities based on the undiscounted cash flows.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Particulars	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
31 March 2020				
Trade payables	16,709.22	-	-	16,709.22
Lease liabilities	266.40	840.64	160.92	1,267.96
Other financial liabilities (excluding current maturities of borrowings)	2,729.10	-	1,226.50	3,955.60
Borrowings	7,983.78	9,483.34	-	17,467.12
	27,688.50	10,323.98	1,387.42	39,399.90
31 March 2019				
Trade payables	27,230.38	-	-	27,230.38
Other financial liabilities (excluding current maturities of borrowings)	2,532.38	-	1,204.75	3,737.13
Borrowings	14,221.34	10,423.71	-	24,645.05
	43,984.10	10,423.71	1,204.75	55,612.56

The table below indicates the contractual cash flows in respect of cross currency interest rate swap contracts. These cash flows have been disclosed as follows:-

Financial Assets	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
31 March 2020				
Cross currency interest rate swaps receivable	405.54	777.29	-	1,182.83
	405.54	777.29	-	1,182.83
31 March 2019				
Cross currency interest rate swaps receivable	153.48	447.66	-	601.14
	153.48	447.66	-	601.14

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020
(All amounts in Rs. Lakhs unless stated otherwise)

38 Financial instruments - Risk Management and Fair values

(B) Accounting classification and fair values

The following table shows the carrying amounts and fair value of financial assets and financial liabilities including their level in the fair value hierarchy:

	Level of hierarchy	As at 31 March 2020			As at 31 March 2019		
		FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets							
Non-current							
Loans		-	-	298.18	-	-	369.83
Other financial assets							
- Cross currency interest rate swaps	2	-	777.29	-	-	447.66	-
- Others		-	-	109.81	-	-	18.86
Current							
Trade receivable		-	-	3,946.12	-	-	14,865.49
Cash and cash equivalents		-	-	3,383.32	-	-	2,745.25
Bank balances other than cash and cash equivalents above		-	-	249.47	-	-	272.14
Loans		-	-	139.97	-	-	107.70
Other financial assets							
- Cross currency interest rate swaps	2	-	405.54	-	-	153.48	-
- Others		-	-	61.36	-	-	204.47
Total financial assets		-	1,182.83	8,188.23	-	601.14	18,583.74
Financial liabilities							
Non-current							
Borrowings		-	-	9,483.34	-	-	10,423.70
Lease liabilities		-	-	840.45	-	-	-
Other financial liabilities		-	-	1,226.50	-	-	1,204.75
Current							
Borrowings		-	-	3,296.82	-	-	11,006.85
Trade payables		-	-	16,709.22	-	-	27,230.38
Lease liabilities		-	-	190.18	-	-	-
Other financial liabilities		-	-	7,416.06	-	-	5,746.87
Total financial liabilities		-	-	39,162.57	-	-	55,612.55

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Note:

- (i) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.
- (ii) Fair value of non-current financial assets has not been disclosed as there is no significant differences between carrying value and fair value.
- (iii) The fair value of borrowings is based upon a discounted cash flow analysis that used the aggregate cash flows from principal and finance costs over the life of the debt and current market interest rates.

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

Level 1: The fair value of financial instruments that are quoted in active markets are determined on the basis of quoted price for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques based on observable market data.

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

There are no transfers between Level 1, Level 2 and Level 3 during the year ended 31 March 2020 and 31 March 2019.

Measurement of fair values

Fair value hierarchy

Fair value measurement for the cross currency interest rate swap has been categorised as level 2 fair value based on the inputs to the valuation technique used.

Valuation technique

Cross currency interest rate swaps: The fair value is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps.

39 Income Tax

(a) Income tax recognised in profit or loss	Year ended 31 March 2020	Year ended 31 March 2019
Current tax		
In respect of current year	-	537.94
In respect of prior years	(199.80)	-
	(199.80)	537.94
Deferred tax		
In respect of current year	(1,526.07)	(62.30)
	(1,526.07)	(62.30)
Total income tax expense recognised in profit or loss	(1,725.87)	475.64

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

(b) Income tax expense for the year reconciled to the accounting profit:	Year ended 31 March 2020	Year ended 31 March 2019		
Profit / (loss) before tax	(3,832.08)	2,433.01		
Income tax rate	34.944%	34.944%		
Income tax expense	(1,339.08)	850.19		
Effect of Research and development expenses under section 35 (additional deduction)	(343.83)	(418.63)		
Effect of Non-deductible expenses/ income (permanent differences)	54.03	44.08		
Current Tax related to prior years	(199.80)	-		
Others	102.81	-		
Income tax expense recognised in profit or loss	(1,725.87)	475.64		
(c) Income tax recognized in other comprehensive income	Year ended 31 March 2020	Year ended 31 March 2019		
Deferred tax				
Arising on income and expenses recognised in other comprehensive income:				
Remeasurements of defined benefit obligations	93.08	92.25		
Effective portion of loss on hedging instruments in cash flow hedge	37.18	(15.79)		
Total income tax recognised in other comprehensive income	130.26	76.46		
(d) Analysis of deferred tax assets / liabilities				
	As at 1 April 2018	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2019
Deferred tax (liabilities) / assets in relation to:				
Property, plant and equipment and intangible assets (net)	(3,634.02)	(921.43)	-	(4,555.45)
Provisions- Employee benefits	1,755.89	(25.97)	92.25	1,822.17
Allowance for doubtful receivables and others	172.60	117.99	-	290.59
Cash flow hedges	55.83	(250.10)	(15.79)	(210.06)
Unabsorbed Depreciation and carry forward losses	1,080.39	606.48	-	1,686.87
Unused tax credit (Mat credit entitlement)	242.19	537.94	-	780.13
Finance lease liabilities	59.87	(5.37)	-	54.50
Other items	(10.34)	2.76	-	(7.58)
Total	(277.59)	62.30	76.46	(138.83)

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020
(All amounts in Rs. Lakhs unless stated otherwise)

	As at 1 April 2019	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2020
Deferred tax (liabilities) / assets in relation to:				
Property, plant and equipment and intangible assets (net)*	(4,555.45)	(633.24)	-	(5,188.69)
Provisions- Employee benefits	1,822.17	(57.44)	93.08	1,857.81
Allowance for doubtful receivables and others	290.59	(68.12)	-	222.47
Cash flow hedges	(210.06)	(240.45)	37.18	(413.33)
Unabsorbed Depreciation and carry forward losses	1,686.87	2,216.93	-	3,903.80
Unused tax credit (Mat credit entitlement)	780.13	-	-	780.13
Lease liabilities*	54.50	305.64	-	360.14
Other items	(7.58)	2.75	-	(4.83)
Total	(138.83)	1,526.07	130.26	1,517.50

* Includes deferred tax impact on right of use asset and corresponding lease liability recognised on transition to INDAS 116 with effect from 1 April 2019.

Note:

The Government of India vide Taxation Laws (Amendment) Tax Ordinance, 2019 allowed an option to the domestic companies to adopt a lower tax rate of 22% plus applicable surcharge and cess as compared to the current higher tax rate of 30% plus applicable surcharge and cess. The said option to adopt lower tax rate is subject to foregoing certain specified deductions, incentives, carry forward of specified losses/ depreciation, minimum alternate tax etc. which are presently available to the Company. Hence, based on its assessment management considers it more tax efficient to continue with the higher tax rate option and has accordingly not adopted the lower tax rate during the year ended 31 March 2020. Consequently, deferred tax has been calculated at 30% plus applicable surcharge and cess.

40 The Company considers its property, plant and equipment and intangible assets as a single cash generating unit or CGU. The total carrying value of its CGU as at 31 March 2020 is INR 41,645.71 lakhs (refer note 3 of the financial statements). Based on its assessment of the various factors that indicate impairment, the Company decided to test its CGU for impairment as per the requirements of Ind AS 36 on 'Impairment of Assets'. In accordance with the requirements of Ind AS 36, the Company was required to determine a recoverable amount of its CGU. The Company has considered fair value less costs to sell ('the fair value') of the CGU as its recoverable amount and engaged an independent third party valuer ('the Valuer') to arrive at this fair value.

The Valuer has adopted the sales comparison method under market approach for valuing land and has adopted the depreciated replacement cost method under cost approach to value key assets such as building and plant and machinery. Further, in respect of technical knowhow and software which have a definite life, the Valuer has considered their book value as being representative of their fair value.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Some of the key assumptions used by the Valuer for determining the fair value for significant assets are as follows:

- i. Land – smaller land parcels, parcels located in proximity to arterial roads, land parcels accessible via highways and industrial zoned land parcels with all approvals command a higher premium
- ii. Building – a life of 60 years and 30 years has been considered for RCC structures and shed structures respectively. Key building parameters such as physical and functional obsolescence, environmental factors etc. have also been considered for valuation.
- iii. Plant and Equipment - total economic life for machineries under various categories have been considered on the basis of regulations prescribed under Schedule II of Indian Companies Act, 2013. Further, a salvage value of 2-5% on the replacement cost, as of date of assessment, of plant and machinery and other equipment has been considered. Additionally, the nature of machineries, current trend in the relevant industry, age and future physical life (low residual life), etc. have also been considered.

In addition to the above, approx. 5% towards cost to sell or brokerage charges as well as other cost related to the transaction activities have been considered on plant and machinery and other assets to arrive at the net realizable value.

Based on all the above factors, as per the final report issued by the Valuer, the fair value of the CGU is higher than its carrying value and hence the Company has concluded that no impairment provision needs to be recorded in the financial statements.

41 Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern, while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds. The Company uses the operational cash flows and equity to meet its working capital requirements. The funding requirements are met through equity, internal accruals and a combination of both long-term and short-term borrowings. The Company is not subject to any externally imposed capital requirements.

Management of the Company reviews the capital structure of the Company on a regular basis and uses debt equity ratio to monitor the same. As part of this review, Management of the Company considers risks associated with the movement in the working capital and capex needs.

The following table summarises the capital structure of the Company:

	As at 31 March 2020	As at 31 March 2019
Equity	38,486.82	41,358.92
Debt #	17,467.12	24,645.05
Total	55,953.94	66,003.97

The debt balance as at 31 March 2019 includes long term borrowings, short term borrowings and finance lease obligations (including current maturities). However as at 31 March 2020, the finance lease obligations of Rs. 197.08 lakhs have been included in lease liabilities on account of transition to Ind AS 116 and consequently not included in the debt balance as at 31 March 2020.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

42 Research and development costs are as follows:

a. Revenue expenditure	Year Ended 31 March 2020	Year Ended 31 March 2019
Salaries, wages, bonus and compensated absences	889.43	1,035.54
Contribution to provident and other funds	70.61	68.40
Cost of materials consumed	223.63	195.12
Testing and other laboratory expenses	197.48	266.40
Travelling and conveyance	43.82	50.73
Others	240.16	188.86
Total	1,665.13	1,805.05

b. Capital expenditure	Year Ended 31 March 2020	Year Ended 31 March 2019
Capitalised	302.76	600.39

43 (a) Covid-19 assessment

The Covid-19 pandemic has already resulted in economic slowdown throughout the world including India. The operations of the Company have also been significantly impacted including shutdown of its manufacturing plant and offices following a nationwide lockdown by the Government of India. The Company resumed operations of its plant during the first week of May 2020 as per directives from the State Government and Government of India.

The Company has evaluated the impact of this pandemic on its business operations and financial position while preparing these financial statements and has considered internal and external information for making this evaluation. The Company's assessment is based on its current estimates while assessing the provision towards employee benefits and assessing the realizability of inventories, trade receivables, other financial assets etc. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, internal financial reporting and controls etc.

However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration, and the actual impact on these financial statements may differ from that estimated due to unforeseen circumstances. The Company will continue to closely monitor any material changes to future economic conditions.

(b) Going Concern

The Company's business activities were hit hard in fiscal 2020 as sales fell due to general slowdown in the automotive industry which was accentuated by the outbreak of Covid-19. The Covid-19 outbreak has cast a long shadow over the Indian economy in fiscal 2021 and has significantly impacted the Company due to plant shutdowns as well as subsequent lower demand as people tackle the pandemic. A return to earlier 'normal' levels of demand is envisaged only over a period of time, and there is a risk of setbacks along the way.

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Rs. Lakhs unless stated otherwise)

Despite the impact of Covid-19 on the current operations as explained above, the accompanying financial statements have been prepared on a going concern basis as Management expects that the Company should be able to continue as a going concern for a foreseeable future in view of its strong net worth, established technical excellence and operational systems as well as identified future course of actions which Management considers to be realistic and feasible such as to protect revenues, cut costs, manage working capital balances, manage liquidity by deferring dividends, non compulsory capital expenditures etc. Hence, despite various uncertainties, in view of its Management and the Board of Directors, the Company will be able to meet its financial obligations in the foreseeable future based on the above actions, continued support from various stakeholders including its promoter group and through availability of financing from lenders as may be required to sustain its operations on a going concern basis and will be able to discharge its liabilities and realise the carrying amount of its assets as on 31 March 2020.

- 44** The Company had received allegations in respect of certain operational and financial matters from an employee and a former employee. The Company decided to internally investigate these allegations. While the work performed internally did not indicate any material financial impropriety, the Company considered it appropriate to get an external independent investigation done by experts who possess the necessary skills to carry out such work. Accordingly, the Company engaged an external firm to perform an investigation particularly to evaluate the appropriateness of certain transactions. This Investigation has already been completed and an investigation report was issued by such external firm to the Management ('final investigation report').

In the process, the Company had also appointed an independent firm of engineers to perform additional verification as regards one of the matters that was part of the allegations.

Based on its assessment of the said allegations and its assessment of the final investigation report and the report issued by the said firm of engineers, the Board of Directors, the Audit Committee and Management of the Company are of the view that while there may have been some control deficiencies, there is no evidence available that indicates any material financial impropriety and consequently no adjustment is required to be made to the financial statements for the year ended 31 March 2020.

The Company continues to work towards further strengthening of its internal controls and processes.

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration No.: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place : New Delhi
Date: 21 July 2020

For and on behalf of the Board of Directors of SML Isuzu Limited

Gopal Bansal
Whole Time Director & CFO
DIN: 06836592
Place: Chandigarh

Parvesh Madan
Company Secretary
ACS. 31266
Place: Chandigarh

S.K. Tuteja
Chairman
DIN: 00594076
Place: New Delhi

Yugo Hashimoto
Managing Director & CEO
DIN: 08165797
Place: Tokyo, Japan

Date: 21 July 2020

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SML ISUZU LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **SML Isuzu Limited** ("the Company"), which comprise the balance sheet as at 31 March 2020, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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 on the financial statements.

Key Audit Matters

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

Description of Key Audit Matter

1. Going concern See note 43(b) of the financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company has incurred a loss of INR 2,106.21 lakhs during the year ended 31 March 2020 and as informed to us by Management, the Company is expected to incur a loss during the year ending 31 March 2021 also. Further, the macro-economic factors related to the overall slowdown in the auto sector and the significant impact of the COVID-19 pandemic continues to impact the business of the Company. Considering the current financial position of the Company, it is dependent on having access to credit facilities to be able to maintain its working capital requirements and all these factors cast a significant doubt on the ability of the Company to continue as a Going Concern.</p> <p>As informed to us, based on its past experience with its lenders and continued support from its promoter group, the Company believes that it should be able to avail such facilities in an uninterrupted manner as and when required. We have further been informed that the Company intends to take necessary steps to protect revenues, cut costs, manage working capital balances and manage liquidity by deferring non-compulsory capital expenditures, dividends, etc. As explained to us, Management believes that, in view of the above, there are adequate mitigating factors basis which no material uncertainty exists and accordingly the Company has prepared the financial statements on a going concern basis.</p> <p>In view of the significance of this matter, we have identified the assessment of going concern assumption as a key audit matter.</p>	<p>We applied the following audit procedures in this area, among others, to obtain audit evidence:</p> <ul style="list-style-type: none"> - Reviewed Management's assessment of the cash flow requirements of the Company based on budgets and forecasts of future cash flows which were provided to us. - Considering the liquidity of existing assets on the balance sheet. - Considering the terms of the bank loans and trade finance facilities; and the amount available for drawdown. - Considering potential downside scenarios and the resultant impact on available funds. - Assessing the adequacy of disclosures in the financial statements relating to uncertainties and mitigation thereof.

2. Impairment of property, plant and equipment and intangible assets ('the Cash Generating Unit' or 'CGU')
See note 40 of the financial statements

The key audit matter	How the matter was addressed in our audit
<p>Impairment of property, plant and equipment and intangible assets</p> <p>The Company considers its property, plant and equipment and intangible assets as a single cash generating unit or CGU. The total carrying value of its CGU as at 31 March 2020 is INR 41,645.71 lakhs.</p> <p>As informed to us, the Company was of the view that there existed indicators of impairment and it accordingly decided to test its CGU for impairment as per the requirements of Ind AS 36 on 'Impairment of Assets'. As part of this testing, the Company is required to determine the recoverable amount of its CGU and compare it to the corresponding carrying value to conclude whether or not there is an impairment.</p> <p>The Company has considered fair value less costs to sell ('the fair value') of the CGU as its recoverable amount. It engaged an independent third party valuer to arrive at this fair value.</p> <p>Based on the report issued by this valuer, the fair value of the CGU is higher than its carrying value and hence the Company has concluded that no impairment provision needs to be recorded in the financial statements.</p> <p>Assessment of impairment is complex as it involves significant judgment in determining the assumptions used to estimate the fair value of a CGU. Further, several key assumptions relating to estimation of fair value are dependent on external factors.</p> <p>Given the significant level of judgement involved and considering the significance of the carrying amount of the Company's CGU, we have determined this to be a key audit matter.</p>	<p>We applied the following audit procedures in this area, among others, to obtain audit evidence:</p> <ul style="list-style-type: none"> - Assessed the appropriateness of accounting policy for impairment of assets as per the relevant accounting standard. - Evaluated the design and implementation of key internal financial controls in relation to the impairment process including assessment of impairment indicators and determination of recoverable amount; and tested the operating effectiveness of such controls. - Evaluated key inputs used in the Company's assessment for indicators of impairment and determination of the recoverable amount of its CGU by: <ul style="list-style-type: none"> - Reading the report of the independent third party valuer engaged by the Company. - Involving valuation specialists with specialised skills and knowledge, who assisted in evaluating the reasonableness of the Company's valuation methodology and key assumptions used by the valuer in determination of the recoverable amount.

3. Allegations received by the Company
See note 44 of the financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company had in an earlier year received allegations in respect of certain operational and financial matters from an employee and a former employee.</p> <p>The Company initially decided to internally investigate these allegations and subsequently engaged an external firm to perform an investigation particularly to evaluate the appropriateness of certain transactions.</p> <p>In the process, the Company had also appointed an Independent firm of engineers to perform additional verification as regards one of the matters that was part of the overall set of allegations.</p> <p>The said investigation and additional verification was completed during the current year and final reports were issued by the respective firms outlining their findings and observations.</p> <p>Based on its assessment of the said allegations and its assessment of the final reports issued by the two firms, the Board of Directors, the Audit Committee and Management of the Company concluded that while there may have been some control deficiencies, there is no evidence available that indicates any material financial impropriety and consequently no adjustment is required to the financial statements of the Company.</p>	<p>We applied the following audit procedures in this area, among others, to obtain audit evidence:</p> <ul style="list-style-type: none"> - Obtained and read copies of the communications that contained the allegations and inquired from Management and the Audit Committee and their assessment of the said allegations. - Read the copy of the reports issued by the internal investigation team that was set up to investigate allegations and evaluated the nature and extent of work performed by this team and the reasonableness of their findings/ observations. - Obtained and evaluated the scope of work of the external firm which was subsequently engaged by the Company to perform an investigation. - Read a copy of the reports issued by the two external firms engaged by Management and evaluated the nature and extent of work performed by these firms and the reasonableness of their findings/ observations. - Involved forensic specialists with specialized skill and knowledge, who assisted us in performing the above work. - Inquired of the Company and sought its assessment of the findings that came out of the reports issued by the internal investigation team of the Company, the external firm which carried out the investigation and the independent firm of engineers and of the consequent impact, if any, on the financial statements of the Company.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 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.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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.

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

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

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

Report on Other Legal and Regulatory Requirements

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

- (A) As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its financial statements - Refer Note 17(B) and Note 31 of the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.
- (C) With respect to the matter to be included in the Auditor's Report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024

Ashwin Bakshi
Partner
Membership number: 506777
UDIN: 20506777AAAABM6555

Annexure A to the Independent Auditor's report on the financial statements of SML Isuzu Limited for the year ended 31 March 2020

Annexure A referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report to the Members of SML Isuzu Limited on the financial statements for the year ended 31 March 2020, 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 programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us, the Company has two immovable properties. Further, according to the information and explanations given to us and on the basis of our examination of the records of the Company and confirmation received from the bank holding the title deed for one of the immovable properties, the title deed for one immovable property is in the name of Swaraj Mazda Limited, i.e. the erstwhile name of the Company and the other is held in the name of the Company itself.
- (ii) The inventory, except goods-in-transit and stock lying with some of the third parties, has been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of such verification is reasonable. For stocks lying with some of the third parties at the year-end, written confirmations have been obtained in respect of a significant value of such inventory.
- (iii) According to the information and explanations given to us, we are of the opinion that the Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of paragraph 3(iii) of the Order are not applicable to the Company.
- (iv) The Company has not given any loans, or made any investments, or provided any guarantee, or security as specified under Section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act or other provisions of the Act and rules framed thereunder.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the products manufactured/ services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in two cases related to deposit of tax deducted at source. As explained to us, the Company did not have any dues on account of Sales Tax, Service Tax, Duty of Excise and Value Added Tax during the year.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Duty of Customs, Cess, and other material statutory dues were in arrears as on 31 March 2020 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, except as stated below, there are no dues of Goods and Services Tax, Duty of Customs, Income Tax, Sales Tax, Service Tax, Duty of Excise and Value Added Tax which have not been deposited by the Company on account of any dispute:

Name of the Statute	Nature of the Dues	Amount involved (Rs. lakhs)	Amount deposited (Rs. lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Duty of Excise	1.94	Nil	Oct 2004 to Mar 2005	Honorable Supreme Court of India
Central Excise Act, 1994	Duty of Excise	5.70	Nil	2005-2006	Commissioner (Appeals)
Finance Act, 1994	Service Tax	5.70	Nil	2005-2006	Customs Excise and Service Tax Appellate Tribunal (CESTAT)
Central Excise Act, 1944	Duty of Excise	3.62	Nil	Apr 2008 to Jun 2009	Customs Excise and Service Tax Appellate Tribunal (CESTAT)
Central Excise Act, 1944	Duty of Excise	4.05	Nil	Apr 2010 to Sep 2011	Customs Excise and Service Tax Appellate Tribunal (CESTAT)
	Sub - total (A)	21.01	Nil		
Central Sales Tax Act, 1956	Sales Tax	218.23	87.30	Apr 2000 to Sep 2000	Sales Tax Appellate Tribunal, Chandigarh.
Central Sales Tax Act, 1956	Sales Tax	3.17	Nil	2012-2013	Senior Joint Commissioner of Commercial Tax, West Bengal
Punjab VAT Act, 2005	Value added tax	1.57	0.39	Aug 2007	Deputy Excise and Taxation Commissioner cum Joint Director Enforcement, Patiala
Uttar Pradesh Trade Tax Act, 1948	Sales Tax	15.94	7.20	1993 -1994	Additional Commissioner (Appeals), Lucknow
Uttar Pradesh Trade Tax Act, 1948	Sales Tax	6.88	4.98	2016-2017	Assistant Commissioner, Ghaziabad
Kerala Value Added Tax Rules, 2005	Value added tax	1.42	0.43	2010-2011	Assistant Commissioner Special Circle, Trivandrum
Kerala Value Added Tax Rules, 2005	Value added tax	93.40	28.02	2011-2012	Assistant Commissioner Special Circle, Trivandrum

Name of the Statute	Nature of the Dues	Amount involved (Rs. lakhs)	Amount deposited (Rs. lakhs)	Period to which the amount relates	Forum where dispute is pending
Kerala Value Added Tax Rules, 2005	Value added tax	2.56	0.76	2011-2012	Assistant Commissioner Special Circle, Trivandrum
A P Value Added Tax Act 2005	Value added tax	3.55	0.88	2016-2017	Assistant Officer and Deputy Commercial Tax officer Vijayawada
The West Bengal Value added Tax Rules, 2005	Value added tax	2.64	Nil	2009-2010	West Bengal Commercial Taxes Appellate and Revisional Board
The West Bengal Value added Tax Rules, 2005	Entry tax	1.13	Nil	2012-2013	West Bengal Commercial Taxes Appellate and Revisional Board, Bench- VI
	Sub-total (B)	350.49	129.96		
Income-tax Act, 1961	Income Tax	622.33	476.33	FY 2007-08	Honorable High Court of Punjab and Haryana
Income-tax Act, 1961	Income Tax	11.96	-	FY 2013-14	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	157.81	-	FY 2014-15	Honorable High Court of Punjab and Haryana
Income-tax Act, 1961	Income Tax	221.80	221.80	FY 2015-16	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	737.75	-	FY 2016-17	Commissioner of Income Tax (Appeals)
	Sub-total (C)	1,751.65	698.13		
	Total (A+B+C)	2,123.15	828.09		

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. Further, according to the information and explanations given to us, the Company has not availed any loans or borrowings from any financial institutions or the Government and did not have any outstanding debentures during the year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public officer (including debt instruments) during the year. Further, in our opinion and according to the information and explanations given to us, except an amount of approximately Rs. 505 lakhs raised by way of term loans that was unutilized till end of the year, the Company has utilized the money raised by way of term loans during the year. This includes unutilized funds that were raised in the previous year and were outstanding as at the end of that year. This also includes the funds that were temporarily invested in bank term deposits but were ultimately utilised for the stated end-use.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xii) According to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024

Ashwin Bakshi
Partner
Membership number: 506777
UDIN: 20506777AAAABM6555

Place: New Delhi
Date: 21 July 2020

Annexure B to the Independent Auditor's report on the financial statements of SML Isuzu Limited for the year ended 31 March 2020.

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 1 (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of SML Isuzu Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included 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.

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

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial 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.

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 116231W/W-100024

Ashwin Bakshi

Partner

Membership number: 506777

UDIN: 20506777AAAABM6555

Place: New Delhi

Date: 21 July 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
SML Isuzu Limited,
CIN : L50101PB1983PLC005516,
Village-Asron, District- Nawanshahr,
Punjab.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SML Isuzu Limited having CIN: L50101PB1983PLC005516 and having registered office at Village Asron, District: Nawanshahr, Punjab (herein after referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the company
1.	Mr. Surender Kumar Tuteja	00594076	20/06/1998
2.	Mr. Sudhir Nayar	00200415	06/08/2013
3.	Mrs. Vasantha Suresh Bharucha	02163753	22/09/2014
4.	Mr. Chandra Shekhar Verma	00121756	22/09/2019
5.	Mr. Gota Iwanami	08094102	23/03/2018
6.	Mr. Eiichi Seto	02704734	28/05/2010
7.	Mr. Masaki Morohoshi	07302404	23/03/2018
8.	Mr. Pankaj Bajaj	00337925	29/07/2006
9.	Mr. Kazuo Goda	07572151	05/08/2016
10.	Mr. Yugo Hashimoto	08165797	09/08/2018
11.	Mr. Gopal Bansal	06836592	11/02/2014
12.	Mr. Tadanao Yamamoto	08291307	30/11/2018

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.

Date : 19.06.2020
Place : Chandigarh
UDIN : F002191B000357854

Ajay K. Arora
(Proprietor)
M No. 2191
C P No. 993

CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

We confirm that:

- (A) We have reviewed the Financial Statements and the Cash Flow Statement for the Year ended 31st March, 2020 and to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and for evaluating the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the auditors and the Audit Committee:
- (i) Significant changes, if any, in internal control over financial reporting during the year;
 - (ii) Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Yugo Hashimoto
Managing Director & CEO
Place: Tokyo, Japan

Gopal Bansal
Whole-time Director & CFO
Place: Chandigarh

Date: 20th July, 2020

DECLARATION BY THE MANAGING DIRECTOR & CEO UNDER REGULATION 26 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

I, Yugo Hashimoto, Managing Director & CEO of SML ISUZU LIMITED hereby confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with Company's Code of Conduct for the Financial Year ended 31st March, 2020 in accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Tokyo, Japan
Date: 19th June, 2020

YUGO HASHIMOTO
Managing Director & CEO

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting (AGM) of the Company will be held on **24th August, 2020 (Monday) at 11:00 A.M.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business. The venue for the meeting shall be deemed to be the Registered Office of the Company situated at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144533.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Masaki Morohoshi (DIN 07302404), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Pankaj Bajaj (DIN 00337925), who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of M/s. Walker Chandiook & Co LLP as Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013, if any, and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm's Registration No. 001076N/N500013), be and are hereby appointed as the Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company, at such remuneration inclusive of applicable taxes and out of pocket expenses as may be mutually agreed between the Board of Directors and the Statutory Auditors from time to time."

SPECIAL BUSINESS

5. Appointment of Mr. Noboru Murakami as Director liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Noboru Murakami (DIN 08803344), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21st July, 2020, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

NOTES:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto. The Board of Directors of the Company at its meeting held on 21st July, 2020, considered and approved that the special business under Item No. 5, being unavoidable, be transacted at the 36th Annual General Meeting (AGM) of the Company.

2. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.

Further, pursuant to the Circular No. 14/2020 dated 8th April, 2020 issued by MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Corporate Members are entitled to appoint authorized representatives to attend the meeting through VC / OAVM and participate and cast their votes through e-voting.

3. Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. However, this restriction is not applicable to the Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial personnel, the Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars and SEBI Circular dated 12th May, 2020, in view of the prevailing situation, owing to difficulties involved in dispatching of physical copies of the financial statements including Report of Directors, Auditors' Report and other documents required to be attached therewith (collectively referred to as "Annual Report"), the Annual Report for Financial Year 2019-20 and Notice of 36th Annual General Meeting, are being sent only by e-mail to the Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a signed request letter mentioning their name, folio number & complete address, scanned copy of Share Certificate (front and back) and self-attested copy of PAN card to the Company at investors@smlisuzu.com. Members holding shares in dematerialised mode are requested to register/update their email addresses with their Depository Participants.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March, 2020 together with Report of Directors and Auditors' Report are available on the website of the Company www.smlisuzu.com, on the website of BSE Limited at www.bseindia.com, on the website of National Stock Exchange of India Limited (NSE) at www.nseindia.com and also on the website of NSDL at www.evotingnsdl.com.
8. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is M/s MCS Share Transfer Agent Limited having their office at F-65, Okhla Industrial Area, Phase-1, New Delhi - 110020.

9. The Register of Members and Transfer Books of the Company will be closed from 14th August, 2020 to 24th August, 2020 (both days inclusive) for the purpose of Annual General Meeting for the Financial Year ended 31st March, 2020.
10. Transfer of unpaid dividend and shares to Investor Education and Protection Fund (IEPF).
 - (a) The Company has transferred unclaimed dividends for and upto the financial year ended 31st March, 2012 to the Investor Education and Protection Fund (IEPF). Further, amount of Unclaimed Dividend for FY 2012-13 is due for deposit to the IEPF on 27th October, 2020. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF, no claim shall lie against the Company in respect thereof. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 30th September, 2019 (date of last Annual General Meeting) on the website of the Company (www.smlisuzu.com). The details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2020 shall be available on the website of the Company (www.smlisuzu.com) in due course.
 - (b) Pursuant to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124 of the Companies Act, 2013, all the shares in respect of which dividend has not been claimed by the shareholder for a period of seven (7) consecutive years or more, shall be transferred to Investor Education and Protection Fund (IEPF). Upon transfer of such shares, all corporate benefits accruing on such shares shall also be credited to the IEPF and the Voting Rights on such shares shall remain frozen till the rightful owner claims the shares.

The Company, after giving required Notice(s), has transferred all shares in respect of which dividend for the financial years 2011-12 has remained unclaimed/unpaid for seven (7) consecutive years or more, to the IEPF Authority. Details of shares transferred to IEPF are available on the Company's website www.smlisuzu.com and on the website of the IEPF www.iepf.gov.in.

However, Members can claim unpaid dividend as well as shares from IEPF Authority by making an application in Form IEPF-5 online on www.iepf.gov.in and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents, enumerated in the said Form IEPF-5, to the Company or to M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company for verification of claim. Member can file only one consolidated claim in a financial year as per the IEPF Rules.

11. SEBI, vide its notification dated 8th June, 2018, and further amendment dated 30th November, 2018, has prescribed that w.e.f. 1st April, 2019, the securities of listed companies can be transferred only in dematerialized form. Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form.
12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination to Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in the prescribed Form SH13, which is available on the website of the Company (www.smlisuzu.com). Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

14. Members are requested to:

- i. Intimate their latest bank account details viz. name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC code, type of account and account number, to the respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in case shares are held in physical mode for payment of dividend through ECS / to incorporate this information on the dividend warrants and thus prevent fraudulent encashment of the warrants.
- ii. Intimate changes, if any, pertaining to their registered addresses, e-mail address, telephone/mobile numbers, nomination, power of attorney etc. to their respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in case shares are held in physical mode.
- iii. Quote their folio numbers/Client ID/ DP ID in all correspondence.
- iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

15. Voting through electronic means (Remote e-voting) :

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide the facility to the members to exercise their right to vote by electronic means (remote e-voting) in respect of the resolutions contained in this Notice. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. The facility of casting votes by a Member using remote e-voting / e-voting during AGM will be provided by NSDL.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

The "cut-off" date for determining the eligibility for voting either through remote e-voting or e-voting at AGM is fixed as 17th August, 2020.

The instructions for e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 113219 then user ID is 113219001***

5. Your password details are given below :

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

i) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

ii) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” (E-Voting Event Number – 113219) of SML Isuzu Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing their representative to attend the AGM through VC / OAVM and to vote through remote e-voting. The said Resolution / Authority Letter shall be sent to the Scrutinizer by e-mail to kanwalcs@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website www.evoting.nsdl.com. You can also send your queries / grievances relating to e-voting to:-
 - a. Name and Designation: Ms. Pallavi Mhatre, Assistant Manager
 - b. Address: Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
 - c. Email Id : pallavid@nsdl.co.in
 - d. Phone Number(s) : +91 22 24994545
 - e. Toll free No: 1800-222-990

- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The remote e-voting period commences on **20th August, 2020 (9:00 AM) and ends on 23rd August, 2020 (5:00 PM)**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the 17th August, 2020, may cast their vote electronically.
The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, 17th August, 2020.
- VI. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- VII. Any person, who acquires shares of the Company and become Member of the Company after the Company sends the Notice by e-mail and holds shares as on the cut-off date i.e 17th August, 2020, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in or RTA at helpdeskdelhi@mcsregistrars.com
If the shareholder is already registered with NSDL for e-voting then he can use his existing User ID and password for casting the vote through remote e-voting.
- VIII. Mr. Kanwaljit Singh Thanewal, a practicing Company Secretary (Membership No. F-5901) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in a fair and transparent manner.
- IX. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and e-voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board who shall countersign the same.
- X. The voting results shall be forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.smlisuzu.com and on the website of NSDL.
- XI. The resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 24th August, 2020 subject to receipt of the requisite number of votes in favour of the resolutions.

The Instructions for Members for e-voting on the day of AGM

- I. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- II. Only those Members, who will present at the 36th AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of AGM shall be the same person mentioned for remote e-voting.

Instructions for Members for attending AGM through VC / OAVM

- I. Members will be provided with a facility to attend AGM through VC / OAVM through NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same well before time by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - II. Members are encouraged to join the Meeting through Laptops for better experience.
 - III. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting.
 - IV. Please note that Members connecting from mobile devices or tablets or through laptops etc. via mobile hotspot, may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
 - V. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Secretary of the Company (pmadan@smlisuzu.com) by 18th August 2020.
 - VI. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id Folio No., PAN, mobile number at investors@smlisuzu.com between 18th August, 2020 to 20th August, 2020. The Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - VII. The Company reserves the right to restrict the number of speakers depending on the availability of time of AGM.
16. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment, is annexed as **Annexure A**.
 17. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its e-mail id investors@smlisuzu.com till the date of AGM.
 18. During the 36th AGM, Members may access the scanned copy of the Register of Directors & Key Managerial Personnel and Register of Contracts or Arrangements in which Directors are interested, upon Log-in to NSDL e-voting system at www.evoting.nsdl.com.
 19. Since the meeting will be held through VC / OAVM Facility, the route map is not annexed with this Notice.

Regd. Office & Works:

Village Asron, Distt. Shahid Bhagat Singh Nagar
(Nawanshahr), Punjab-144 533.
Email: investors@smlisuzu.com
CIN : L50101PB1983PLC005516
Website : www.smlisuzu.com

By Order of the Board
for SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary
ACS-31266

Dated: 21st July, 2020

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4 (although an Ordinary Business, explanation given for the information of shareholders)

Members of the Company at the 31st Annual General Meeting, held in September 2015, had approved the appointment of M/s. B S R & Associates LLP, Chartered Accountants (Registration No. 116231W/W-100024), as Statutory Auditors of the Company for a term of five years. In terms of Section 139 of the Companies Act, 2013 read with the Rules made thereunder, M/s. B S R & Associates LLP is completing its term on the conclusion of this AGM.

Accordingly, the Board, on the recommendations of its Audit Committee, has proposed the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm's Registration No. 001076N/N500013) as Statutory Auditors of the Company for five years from the conclusion of this AGM till the conclusion of the 41st AGM of the Company on the basis of review of their audit experience, market standing, clients served, technical knowledge, etc. The aggregate fee for Statutory Audit and Limited Review proposed to be paid to M/s. Walker Chandiook & Co LLP for the Financial Year 2020-21 is Rs. 40.0 lacs plus applicable taxes and out of pocket expenses. There is reduction in the fee proposed (when compared with the fee of existing auditor) due to current business situation and hard negotiations.

As required under the provisions of Section 139(1) of the Act, the Company has received a written consent from M/s. Walker Chandiook & Co LLP for its appointment and a Certificate to the effect that its appointment, if made, would be in accordance with the Act and the Rules framed thereunder and that it satisfies the criteria provided in Section 141 of the Act.

Brief profile of M/s. Walker Chandiook & Co LLP :

M/s. Walker Chandiook & Co LLP, Chartered Accountants, is an independent Indian Partnership Firm established in 1935, with its head office at 1st floor, L-41 Connaught Circus, New Delhi 110 001 . The Firm provides audit, tax and advisory services through its 47 partners and over 1300 staff from its 13 offices in 11 cities, namely, New Delhi, Mumbai, Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Kolkata, Noida, Pune and Kochi. The Firm is registered with the Institute of Chartered Accountants of India ("ICAI") as well as the PCAOB (US Public Company Accountancy Oversight Board).

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval by the Members.

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

Item No. 5

Mr. Noboru Murakami has been appointed by the Board, on the recommendation of its Nomination & Remuneration Committee, as an Additional Director with effect from 21st July, 2020. He holds office upto the date of the ensuing Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act").

Mr. Murakami is a graduate with Bachelor of Laws from Sophia University, Japan. He joined Isuzu Motors, Japan in April, 1995 and since then has held several positions in various departments including International Sales Department, Corporate Planning Department and Sales Planning Department. Currently, Mr. Murakami is a General Manager, International Sales Dept. No. 3 of Isuzu Motors Limited, Japan. He has 25 years of rich global experience in the areas of International Sales & Corporate Planning.

The Company has received a Notice in writing from a Member in the prescribed manner, under Section 160 of the Act, as amended, proposing the candidature of Mr. Noboru Murakami for the office of Director of the Company, liable to retire by rotation.

Mr. Noboru Murakami is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

Disclosure under applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings has been annexed hereto and marked as **Annexure A**.

It is the considered view of the Board that Mr. Murakami's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the Members.

Except for Mr. Noboru Murakami, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

Annexure A

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below :

Name of the Director	Masaki Morohoshi	Pankaj Bajaj	Noboru Murakami
Date of Birth (Age)	06.04.1963 (57 yrs)	07.12.1971 (48 years)	19.09.1970 (50 years)
DIN No.	07302404	00337925	08803344
Original date of Appointment	23.03.2018	29.07.2006	21.07.2020
Qualification(s)	Graduate from Waseda University, Japan	LLB, Executive Management Program, FCA, ACS, ACMA	Bachelor's degree in Law, Sophia University, Japan
Experience (including expertise in specific functional area)	<p>Mr. Morohoshi is a Non-executive Director on SML Board. He joined Sumitomo Corporation, Japan in April 1987 and since then has held several positions (in different countries) in various departments including Motor Vehicles and Steel Sheet Department. Before moving to India, he was General Manager, Automotive Steel Sheet Products Business Department 1. Currently, he is the Chairman & Managing Director of Sumitomo Corporation India Pvt. Limited.</p> <p>Mr. Morohoshi has around 32 years of rich global experience in the automotive business.</p>	<p>Mr. Bajaj is a Non-executive Director on SML Board. He started his career in 1995 with Deloitte Haskins & Sells. He joined Sumitomo Corporation India Private Limited in 1997 as Company Secretary. He currently holds the post of Director and Company Secretary. He handles Risk Management, Legal & Regulatory, Taxation and other diversified corporate department responsibilities for the Company which operates across a spectrum of sectors including Automobiles, Infrastructure, Chemicals and Metals.</p> <p>Mr. Bajaj has around 25 years of rich experience in areas such as corporate planning, investment, legal and secretarial matters, corporate finance, risk management, taxation and internal controls.</p>	<p>Mr. Murakami joined Isuzu Motors, Japan in April, 1995 and since then has held several positions in various departments including International Sales Department, Corporate Planning Department and Sales Planning Department. Currently, Mr. Murakami is a General Manager, International Sales Dept. No. 3 of Isuzu Motors Limited.</p> <p>Mr. Murakami has 25 years of rich Global experience in the areas of International Sales & Corporate Planning.</p>
Terms and Conditions of appointment/ re-appointment including detail of remuneration sought to be paid	All three appointments/ re-appointments are on rotation basis and no remuneration (including sitting fee) is payable.		
Details of remuneration last drawn (FY 2019-20)	Nil	Nil	Not Applicable
Board Membership of other companies [excluding SML ISUZU Limited] as on March 31, 2020	1. Sumitomo Corporation India Pvt. Limited 2. J J Impex (Delhi) Private Limited 3. Krisumi Corporation Private Limited	1. Sumitomo Corporation India Pvt. Limited	Nil
Chairman [C]/ Member[M] of the Committee of the Board of Directors of the companies in which he/she is a director as on March 31, 2020*	Sumitomo Corporation India Pvt Limited CSR Committee [C]	SML Isuzu Limited Risk Management Committee [M] Sumitomo Corporation India Pvt Limited CSR Committee [M]	Nil

* This include Committee of the Board of Directors of Indian companies.

Annexure A

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below :

Name of the Director	Masaki Morohoshi	Pankaj Bajaj	Noboru Murakami
No. of Board Meetings attended during FY 2019-20	5	6	Not Applicable
No. of shares held in the Company as on March 31, 2020	Nil	Nil	Nil
Relationship with other Directors and KMPs	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company.		

Regd. Office & Works:

Village Asron,
Distt. Shahid Bhagat Singh Nagar
(Nawanshahr), Punjab-144 533.
Email:investors@smlisuzu.com
CIN : L50101PB1983PLC005516
Website : www.smlisuzu.com

By Order of the Board
for SML ISUZU LIMITED

(PARVESH MADAN)
Company Secretary
ACS-31266

Dated: 21st July, 2020



SML ISUZU LIMITED
(CIN: L50101PB1983PLC005516)
Registered Office & Works: Village Asron,
Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144533
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