



International Combustion (India) Limited

Regd. Off.: Infinity Benchmark, 11th Fl., Plot No. G-1,
Block-EP & GP, Sector-V, Salt Lake, Kolkata - 700 091, India

6th September, 2021

M/s. Bombay Stock Exchange Ltd.
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code : 505737
Sub : Annual Report for the FY 2020-21

Dear Sir,

In terms of Regulation 34 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Annual Report of the Company for the Financial Year 2020-21 alongwith the Notice convening the 85th Annual General Meeting of the shareholders of the Company scheduled to be held on Wednesday, 29th September, 2021 at 2 P.M. IST through Video-Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Thanking You,

Yours faithfully,
For International Combustion (India) Limited

P. R. Sivasankar
Company Secretary

Encl. : As above



International Combustion (India) Limited

CIN : L36912WB1936PLC008588

Regd. Office : Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP,

Sector V, Salt Lake Electronics Complex, Kolkata – 700 091

Phone : +91(33) 4080 3000 ; Fax : +91(33) 2357 6653

Website : www.internationalcombustion.in

e-mail : info@internationalcombustion.in

Notice of 85th Annual General Meeting

Notice is hereby given that the EIGHTY-FIFTH ANNUAL GENERAL MEETING of the shareholders of International Combustion (India) Limited shall be held on Wednesday, the 29th September, 2021 at 2.00 P.M. IST through Video-Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following businesses :-

As Ordinary Businesses & As Ordinary Resolutions

1. To receive, consider and adopt the Annual Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31st March, 2021, drawn up in accordance with the Indian Accounting Standards (IND AS) as prescribed by the Companies (Indian Accounting Standards) Rules, 2015, i.e. the Statement of Profit & Loss, including the Statement of Other Comprehensive Income, for the Financial Year ended 31st March, 2021, the Balance Sheet as on that date and the Cash Flow Statement and the Statement of Changes in Equity for the Financial Year ended on that date (including the notes, schedules, annexures & attachments thereto) together with the Reports of the Board of Directors (including its annexures & attachments) and Auditors (including its annexures) thereon.
2. To appoint a Director in place of Mr. Sanjay Bagaria (DIN 00233455), who retires by rotation and being eligible, offers himself for re-appointment.

As Special Businesses

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the applicable provisions of Chapter XIII and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Schedule V to the said Act, and in accordance with the ratifications made by the Nomination and Remuneration Committee of the Board of Directors and of the Board of Directors of the Company at their respective meetings held on 22nd January, 2021, the consent, approval and ratification of the shareholders of the Company be and is hereby accorded to the decision of Mr. Indrajit Sen, Managing Director of the Company, to voluntarily forego / waive off the annual increase in his remuneration as Managing Director of the Company, to which he was entitled with effect from 1st May, 2020 till the remainder of his previous tenure, i.e. upto 30th April, 2021, as per his contract with the Company and to instead draw the same scale of remuneration during the period from 1st May, 2020 till 30th April, 2021, which he was drawing during the period from 1st May, 2019 till 30th April, 2020, in view of the COVID-19 pandemic and its economic and financial impact on the Company and also to the complete non-drawal/ foregoing of remuneration for the month of April, 2020 in view of the

COVID-19 induced lockdowns imposed by the Government(s), the aggregate monetary value of the said decision to forego remuneration being Rs. 32,50,000 (Rupees Thirty Two Lac And Fifty Thousand Only) lesser than the remuneration for Mr. Sen, which was approved by the shareholders vide their Special Resolution passed at their Eighty-Second Annual General Meeting held on 3rd September, 2018 and documented in the agreement of the same date by the Company with Mr. Sen.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the applicable provisions of Section 152, Chapter XIII and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Schedule V to the said Act and subject to such consents, permissions, sanctions and approvals as may be required, the consent and approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Indrajit Sen (holding Director Identification Number 00216190) as the Managing Director of the Company for a further period of three years with effect from 1st May, 2021 (provided that his office as Director shall be liable to be determined by retirement of Directors by rotation under Section 152 of the Act and consequently, his office as Managing Director shall be subject to such determination) on such terms and conditions including remuneration by way of salary and perquisites during the aforesaid period, as set out in the Explanatory Statement annexed to this Notice, provided that in the event of loss or inadequacy of profits in any financial year, the aforesaid remuneration shall be considered as the minimum remuneration payable to Mr. Sen during the currency of his tenure as aforesaid in terms of Schedule V, Part II, Section II of the Companies Act, 2013, as duly amended till date, and that an Agreement, a draft of which was placed before the Meeting and initialed by the Chairman for the purposes of identification, be entered into with Mr. Indrajit Sen as Managing Director, with a liberty to alter, vary and modify the terms and conditions of the said appointment and / or remuneration and / or terms of the Agreement referred to above in such manner as may be agreed between the Board of Directors and Mr. Indrajit Sen, and as laid down under the Act or any amendment / statutory modifications thereto.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the consent and approval of the shareholders of the Company be and is hereby accorded for the payment of a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus Goods and Services Tax (GST) as may be applicable and reimbursement of actual out-of-pocket expenses as may be incurred, to M/s. S. Datta & Co. of Flat No. 4A, 4th Floor, 39, Baguiati Road, Kolkata – 700 028, Cost Accountants in Practice, the Cost Auditors of the Company, appointed for auditing the cost accounting records of the Company for the Financial Year ended 31st March, 2021, relating to all the products manufactured by the Company, whether belonging to the Heavy Engineering Division, the Geared Motors/ Gear Box Division or Building Material Division and across all the plants of the Company, which remuneration was duly recommended by the Audit Committee of the Board of Directors of the Company and also duly approved by the Board of Directors of the Company.”

By Order of the Board

P. R. Sivasankar
Company Secretary
(Membership No. ACS-17812)

Place : Kolkata
Date : 28th June, 2021

Notes :

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and accordingly, the Ministry of Corporate Affairs, Government of India, vide its General Circular No. 20/2020 dated 5th May, 2020, read together with its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021, and all other relevant circulars issued by it from time to time, (collectively referred to as the “MCA Circulars”), has permitted the convening of the Annual General Meeting (AGM) of Companies through Video Conferencing (“VC”) or Other Audio Visual Means (OAVM), without requiring the physical presence of the members at a common venue. In accordance and in compliance with the MCA Circulars and the provisions of the Companies Act, 2013 (“the Act”), the AGM of the shareholders of the Company has been convened to be held on Wednesday, 29th September, 2021 at 2.00 P.M. IST through VC/OAVM. Hence, Members can attend and participate at the ensuing AGM through VC/OAVM. Since the AGM shall be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive).
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses is annexed hereto.

As per the provisions of the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs, Government of India, the matters of Special Businesses, as appearing in the accompanying Notice, are considered to be ‘unavoidable’ by the Board of Directors of the Company and hence form part of this Notice.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facilities for appointment of proxies by the members shall not be required/ available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Corporate members are required to send a duly certified copy of Board/Governing body Resolution under Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf, to either the e-mail id of the Company Secretary at pr.sivasankar@internationalcombustion.in or to the Scrutinizer of the E-Voting process at arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in.
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled commencement time of the Meeting at 2.00 PM on 29th September, 2021, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, and the MCA Circulars, the Company is providing the facilities of remote e-voting and the e-voting system during the meeting (Insta Poll) to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facilities of remote e-voting by the members using an electronic voting system as well as venue voting (Insta Poll) on the date of AGM will both be provided by the NSDL.

The Remote e-voting period commences on Sunday, 26th September, 2021 (9:00 A.M.) {IST} and ends on Tuesday, 28th September, 2021 (5:00 P.M.) {IST}. During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 22nd September, 2021, may cast their votes on the remote e-voting platform and if not so cast, at the e-voting system during the meeting (Insta Poll). A person who is not a member on the cut-off date should treat this notice for information purpose only. Once the voting on the resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.

9. Due to limited availability of postal and courier services on account of the COVID-19 pandemic and associated lockdowns and in terms of the MCA Circulars and Securities and Exchange Board of India (SEBI) Circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, the Company is sending this AGM Notice alongwith the Annual Report for the Financial Year 2020-21 in electronic form only to those members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the AGM and Annual Report for the Financial Year 2020-21 have been uploaded on the web site of the Company at www.internationalcombustion.in and may also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL, the agency for conducting E-Voting and AGM through VC/OAVM, at www.evoting.nsdl.com.
10. For receiving all communications (including Notice / Annual Report) from the Company electronically:
 - (a) Members holding shares in physical form and who have not yet registered / updated their e-mail addresses with the Company are requested to register and update the same by contacting M/s. C. B. Management Services (Pvt.) Ltd., the Registrar and Share Transfer Agents of the Company, at their registered address at P-22, Bondel Road, Kolkata 700 019 or through e-mail at rta@cbmsl.com or by contacting the Company Secretary at the Registered Office address of the Company or through e-mail at pr.sivasankar@internationalcombustion.in with details of Folio Number.
 - (b) Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their respective Depository Participants.

11. The amendments carried out to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette Notification dated June 8, 2018 read with Gazette notification dated November 30, 2018, has mandated that transfer of securities would be carried out in dematerialized form only and that transfer of equity shares in physical form would not be permissible with effect from 1st April, 2019, except in cases where the transfer deeds had been lodged earlier and the transfer had been rejected on technical grounds and the same have been re-lodged on or after 1st April, 2019. Further, SEBI, vide its Circular dated 7th September, 2020, had fixed 31st March, 2021, as the cut-off date for re-lodgment of transfer requests and had stipulated that such transferred shares shall be issued only in dematerialized mode. Also, SEBI, vide its Circular dated 2nd December, 2020, had issued detailed operational guidelines for crediting the transferred shares directly into the demat account of the transferee. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
12. In terms of the provisions of Section 72 of the Companies Act, 2013, individual shareholders holding shares in physical form, may make nomination in Form SH-13, which can be obtained from the Registrar & Share Transfer Agents of the Company. However, in case of dematerialized holdings, the shareholders should approach their respective depository participants for making nominations.
13. Members, holding shares in physical form, who have multiple ledger folios in identical names singly or in joint names in the same order are requested to intimate the Registrar & Share Transfer Agents, M/s. C.B. Management Services (P) Ltd., at their address given under item No. 10(a) above, the Ledger Folios of such accounts to enable the Company to consolidate all such shareholdings into one account.
14. Members, holding shares in physical form, are also requested to update their Permanent Account Number (PAN) and bank account details by sending to the Company/ RTA, a copy of their PAN card and original cancelled cheque leaf /attested bank passbook showing name of account holder (s) as required under Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 issued by the Securities and Exchange Board of India.
15. The Register of Directors, Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the said Act, a draft of the Agreement to be entered into with Mr. Indrajit Sen in connection with his re-appointment as the Managing Director of the Company for a further period of three years with effect from 1st May, 2021 and a certificate as required under Schedule V to the SEBI (LODR) Regulations, 2015, obtained from Mr. Arup Kumar Roy, Company Secretary in Practice, to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities & Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, shall be available electronically for inspection by the members during the General Meeting. All the documents referred to above shall also be available for electronic inspection, including on the Company website, by the members from the date of circulation of this Notice up to the date of General Meeting, i.e. September 29, 2021. Members seeking to inspect such documents can also send an email to the Company Secretary at pr.sivasankar@internationalcombustion.in.

16. In respect of the unpaid / unclaimed dividends on the equity shares of the Company declared upto and inclusive of the Financial Year ended 31st March, 1995 (FY 1994-95), which have been transferred to the General Revenue Account of the Government of India, the concerned shareholders may claim the same by making an application to the Registrar of Companies, West Bengal, in Form II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, alongwith a copy of their Aadhaar Card and Cancelled Cheque leaf.
17. In respect of the unpaid / unclaimed dividends on the equity shares of the Company declared thereafter i.e. from the Financial Year ended 31st March, 1996 (FY 1995-96) to the Financial Year ended 31st March, 2013 (FY 2012-13), which have been transferred to the Investor Education & Protection Fund of the Ministry of Corporate Affairs, Government of India, the concerned shareholders may claim the same by submitting an online application to the Investor Education & Protection Fund Authority in e-Form IEPF-5 available on the website www.iepf.gov.in and thereafter by sending the following documents to the Company at its registered office :-
 - a) Print out of duly filed e-Form IEPF-5 duly signed by the shareholder,
 - b) Copy of acknowledgement for filing the e-Form IEPF-5,
 - c) Indemnity Bond (original) in the format prescribed, duly signed by the shareholder,
 - d) Advance Stamped receipt (original) in the format prescribed, duly signed by the shareholder,
 - e) Copy of the Aadhaar Card of the shareholder,
 - f) Copy of the PAN Card of the shareholder,
 - g) Cancelled Cheque leaf of the shareholder, and other documents as specified.
18. In accordance with the provisions of Section 124 of The Companies Act, 2013 (the Act), the unpaid/ unclaimed dividend for the Financial Year ended 31st March, 2014 (Financial Year 2013-14) shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government after 13th October, 2021. Shareholders who have not so far encashed their dividend warrants for the said Financial Year 2013-14, are requested to claim immediately the dividend in writing either to the Company at its Registered Office address or to the Company's Registrar & Share Transfer Agents at their address given under Item No. 10(a) above, on or before 30th September, 2021.
19. The Shareholders who have not encashed their dividend warrants for the Financial Years 2014-15 or 2018-19 are requested to claim immediately the dividend in writing either to the Company at its Registered Office address or to the Company's Registrar & Share Transfer Agents at their address given under Item No. 10(a) above.
20. As required under Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which were notified on 7th September, 2016, general newspaper notice was published and specific notice by Registered Post was sent to those shareholders, whose dividend warrants for seven consecutive Financial Years were remaining unencashed, requesting them to claim the said dividends within a period of three months of the said notice, failing which their shares would have to be transferred to the Investor Education and Protection Fund Authority (IEPF Authority). Subsequently, 21,127

equity shares in November, 2017, 1,803 equity shares in October, 2018, 2,367 equity shares in November, 2019 and 3,105 equity shares in November, 2020 aggregating to 28,402 equity shares of the Company in total, representing 1.19 % of the paid-up equity share capital of the Company and belonging to shareholders who had not encashed their dividend warrants for seven consecutive Financial Years, were transferred in favour of the Investor Education and Protection Fund Authority in dematerialized form. Out of the above, 980 equity shares, representing 0.04 % of the paid-up equity share capital of the Company, has been credited by IEPF Authority to the demat account of the bona fide claimant after submission of necessary documents and completion of required formalities as to establishment of the title to the shares, resulting in a balance of 27,422 equity shares, representing 1.15 % of the paid-up equity share capital of the Company, lying to the credit of the IEPF Authority in dematerialized form, the voting rights on which shares shall remain frozen until the rightful owner claims the said shares in accordance with the said Rules. Once the concerned shareholders claim their unpaid/ unclaimed dividends by submitting e-Form IEPF-5 as aforesaid and fulfilling other requirements as to submission of specified documents, the underlying equity shares shall also be credited to their demat accounts.

21. Further, the Company shall be giving three months' notice to those shareholders whose shares are due to be transferred in favour of the IEPF Authority during the Financial Year 2021-22 by sending individual letters to them through Registered Post, hosting the details of the relevant shares on the Company website and by issuing necessary advertisements in specified newspapers as required under the aforementioned Rules. The concerned shareholders may yet claim any of their dividends before actual transfer of the said shares to the IEPF Authority, whereupon the shares would not be so transferred.
22. **The Instructions for members for remote E-Voting, insta poll and joining Annual General Meeting are as under:-**

The remote e-voting period begins on Sunday, 26th September, 2021 at 9:00 A.M. and ends on Tuesday, 28th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 22nd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 22nd September, 2021.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;"> NSDL Mobile App is available on  App Store  Google Play   </p>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your

mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Wednesday, 22nd September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 22nd September, 2021, may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. 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.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to pr.sivasankar@internationalcombustion.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pr.sivasankar@internationalcombustion.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for members for E-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM Through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at pr.sivasankar@internationalcombustion.in latest by 5.00 p.m. (IST) on Friday, 24th day of September, 2021.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at pr.sivasankar@internationalcombustion.in latest by 5.00 p.m. (IST) on Friday, 24th day of September, 2021. The same will be replied by the Company suitably.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

Brief Profile of the Directors Seeking Appointment/ Re-Appointment/ Continuance at the forthcoming 85th Annual General Meeting Pursuant To Regulation 36 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name	Indrajit Sen	Sanjay Bagaria
Age	81 years	59 years
Qualifications	Bachelor of Engineering (Mechanical)	Bachelor of Commerce
Other Professional Membership	Member of The Institution of Production Engineers, U.K.	-
Expertise in specific functional areas	60 years' experience in Engineering Industry and Corporate Management.	34 years' experience in Corporate Management.
List of other Companies in which Directorship held	NIL	Mahadeo Jute & Industries Ltd. Jagatdal Jute & Industries Ltd. Bagaria More Co. Ltd. Bee Emm Trade Holdings Pvt. Ltd.
Membership of the Committees of the Board of other Companies in which he/ she is a Director	NIL	NIL
Shareholding in the Company	NIL	43,900 Equity Shares
Inter-se Relationship between Directors	NIL	NIL

By Order of the Board

P. R. Sivasankar

Company Secretary

(Membership No. ACS-17812)

Place : Kolkata

Date : 28th June, 2021

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses set out in Item Nos. 3 To 5 of the Notice convening the 85th Annual General Meeting of the Shareholders of the Company scheduled to be held on Wednesday, September 29, 2021

Item No. 3

The shareholders of the Company had, vide a Special Resolution passed at their Eighty-Second Annual General Meeting (AGM) held on 3rd September, 2018, approved the re-appointment of Mr. Indrajit Sen as the Managing Director of the Company for a further period of three years with effect from 1st May, 2018 and also the remuneration for the said re-appointment.

The Company had, subsequently, on 3rd September, 2018, entered into an agreement with Mr. Sen in connection with his re-appointment and the remuneration payable to him for the said re-appointment.

In an unprecedented and magnanimous gesture, Mr. Indrajit Sen, Managing Director of the Company, in view of the COVID-19 pandemic and its economic and financial impact on the Company, intimated to the Nomination & Remuneration Committee and to the Board his decision to forego / waive off the annual increase in his remuneration to which he was entitled as Managing Director of the Company, with effect from 1st May, 2020 till the remainder of his previous tenure, i.e. upto 30th April, 2021, as per his contract with the Company and to instead draw the same scale of remuneration during the period from 1st May, 2020 till 30th April, 2021, which he was drawing during the period from 1st May, 2019 till 30th April, 2020, and further to completely forego his entire remuneration for the month of April, 2020.

The Nomination & Remuneration Committee and the Board, appreciating and lauding the selfless, magnanimous and praiseworthy gesture of Mr. Sen in keeping the interests of the Company paramount, had ratified the said voluntary decision of Mr. Sen to forego part of his remuneration at their respective meetings held on 22nd January, 2021 and as the same requires approval of the shareholders under the provisions of Chapter XIII of the Companies Act, 2013, the same tantamounting to a modification of the terms and conditions of Mr. Sen's re-appointment for the period of three years with effect from 1st May, 2018, the shareholders are requested to accord their approval to the same.

The monetary impact of the aforementioned decision of Mr. Sen is Rs. 32,50,000 i.e. Mr. Sen has drawn an amount of remuneration, which is lesser by Rs. 32,50,000 than the remuneration approved for him by the shareholders at their aforementioned 82nd AGM held on 3rd September, 2018.

The agreement entered into with Mr. Sen on 3rd September, 2018, would stand modified to the aforementioned extent.

Approval of the members is now therefore being sought by means of a Special Resolution for the aforementioned effective modification of the terms and conditions of Mr. Sen's re-appointment for the said period of three years with effect from 1st May, 2018, which was approved by the shareholders at their 82nd AGM held on 3rd September, 2018.

The Board is of the opinion that the above would be in the interest of the Company. Accordingly and as required under Regulation 17(11) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends that the resolution set out in Item No. 3 of the Notice be approved by the members.

No Director/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution set out in Item No. 3 of the Notice.

Item No. 4

Mr. Indrajit Sen had been re-appointed as the Managing Director of the Company for a period of three years w.e.f. 1st May, 2018 which was approved by the members of the Company vide a Special Resolution passed at their 82nd Annual General Meeting held on 3rd September, 2018. The tenure of office of Mr. Indrajit Sen, in terms of the said appointment, having expired on 30th April, 2021, the Board of Directors of the Company, at their meeting held on 19th April, 2021, based on the recommendations of the Nomination & Remuneration Committee of the Board at its meeting held on the same day, re-appointed Mr. Sen as the Managing Director for a further period of three years with effect from 1st May, 2021.

The remuneration payable to Mr. Sen during his tenure as the Managing Director of the Company with effect from 1st May, 2021 was also recommended by the Nomination & Remuneration Committee of the Board at its meeting held on 19th April, 2021 and subsequently approved by the Board at its meeting held on the same date.

Accordingly, an Agreement is to be entered into between the Company and Mr. Indrajit Sen specifying the remuneration effective 1st May, 2021, and also the other terms and conditions of his re-appointment as Managing Director, a draft of which will be available for inspection by the members at the Registered Office of the Company on any working day during usual business hours and shall also be available at the meeting.

An extract of the remuneration effective from 1st May, 2021 as well as the other terms and conditions of the re-appointment of Mr. Sen contained in the aforesaid agreement has been set out hereinbelow for consideration of members :-

“Subject to the provisions of the Companies Act, 2013, (“the Act”), Mr. I. Sen, during the currency of his tenure as Managing Director, for a period of three years with effect from 1st May, 2021, shall be entitled to the following remuneration :

Notwithstanding anything stated elsewhere, Mr. Sen during the currency of his tenure as Managing Director, shall be entitled to the following remuneration by way of salary and perquisites, irrespective of the fact that the said remuneration may exceed the ceiling on remuneration as provided in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act and irrespective of the fact that the Company may, in any or all the Financial Years, have no or inadequate profits.

PART A

Sl. No.	Particulars of Remuneration	1 st May, 2021 to 30 th April, 2022 [Rs.]	1 st May, 2022 to 30 th April, 2023 [Rs.]	1 st May, 2023 to 30 th April, 2024 [Rs.]
1.	Salary	1,12,50,000	1,20,00,000	1,28,00,000
2.	Perquisites (HRA/ Furnishing/ Gas & Electricity/LTA/ Medical /Club Fees, etc.)	1,12,50,000	1,20,00,000	1,28,00,000
	TOTAL	2,25,00,000	2,40,00,000	2,56,00,000

PART B

Besides, Mr. Sen shall also be entitled to Gratuity payable as per law.

PART C

- a) Provisions of car for use on Company's business and telephone facilities at the residence may not be considered as perquisites provided that personal long distance calls shall be billed by the Company to him.
- b) The Managing Director may be entitled to earn Privilege Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months of service.
- c) The Managing Director may be entitled to reimbursement of entertainment expenses actually and properly incurred by him in connection with the business of the Company.
- d) The Managing Director shall not, as long as he functions as the Managing Director of the Company, be entitled to receive any fee for attending any meeting of the Board or a committee thereof.

Termination – Either party hereto may terminate this Agreement by giving to the other party not less than six months' notice in writing provided that either party may in the alternative terminate this agreement by paying to the other six months' salary in lieu of such notice."

The proposed remuneration of Mr. Indrajit Sen, Managing Director, is permissible under the Companies Act, 2013, notwithstanding the fact that the same may, in the event of absence or inadequacy of profits, exceed the limits specified in Chapter XIII of the said Act, read with Schedule V to the said Act, by virtue of Para A & B, Section II, Part II of the said Schedule V, as amended, as the following conditions have been / are being fulfilled –

- i) the re-appointment and remuneration therefor is proposed to be passed as a Special Resolution by the shareholders for a period not exceeding three years,
- ii) Mr. Sen is a managerial person, who is functioning in a professional capacity, and having no interest in the capital of the Company and not having any direct or indirect interest or related to the promoters or Directors of the Company in any way and possesses a graduate level qualification with expert and specialized knowledge in the field in which the Company operates,
- iii) payment of such remuneration has been approved by a resolution passed by the Nomination and Remuneration Committee of the Board of Directors and also by a resolution passed by the Board of Directors of the Company,
- iv) the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holder or any other secured creditor, and
- v) a Statement forming part of this explanatory statement alongwith the notice calling this Annual General Meeting and containing the specified information is being circulated to the shareholders.

Accordingly, the re-appointment of Mr. Sen as Managing Director and the remuneration payable to him require the approval of the shareholders of the Company at their ensuing 85th Annual General Meeting by means of a Special Resolution in terms of the provisions of Chapter XIII of the Companies Act, 2013 read with Schedule V to the said Act and hence your approval is being sought for the same. The resolution set out in Item No. 4 is intended for this purpose.

Further, in accordance with the First Proviso to Section 196(3)(a) of the Companies Act, 2013, no Company shall appoint/ re-appoint or continue the employment of any person, who has attained the age of seventy years, as the Managing Director of the Company, unless approval is accorded to by the shareholders by means of a Special Resolution, in which case, the explanatory statement annexed to the Notice for such motion shall indicate the justification for appointing such person. Currently, Mr. Sen is 81 years old.

In view of the relevant experience, expertise and specialized knowledge possessed by Mr. Sen, the Board and the Nomination and Remuneration Committee of the Board are of the opinion that the re-appointment

of Mr. Sen as the Managing Director of the Company is justified despite the fact that Mr. Sen has already attained the age of seventy years.

The Board is of the opinion that it would be in the interest of the Company to re-appoint Mr. Sen as the Managing Director of the Company. Accordingly and as required under Regulation 17(11) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends that the resolution set out in Item No. 4 of the Notice be approved by the members by means of a Special Resolution.

Mr. Sen may be deemed to be interested in the said resolution. No other Director/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

Item No. 5

As the sales turnover of the Company was in excess of Rs. 100 crores for the Financial Year ended 31st March, 2020, audit of the Cost Accounting records of the Company relating to all the products manufactured by the Company, had become mandatory for the Financial Year ended 31st March, 2021, in accordance with Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014.

Accordingly, pursuant to the aforementioned legislative provisions and also in compliance with the relevant provisions of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at their meeting held on 12th August, 2020, taking into consideration the recommendations of the Audit Committee on the matter, re-appointed M/s. S. Datta & Co. of Flat No. 4A, 4th Floor, 39, Baguiati Road, Kolkata – 700 028, Cost Accountants in Practice, as the Cost Auditors for auditing the cost accounting records for the Financial Year ended 31st March, 2021, relating to all the products manufactured by the Company, whether belonging to the Heavy Engineering Division, the Geared Motors/ Gear Box Division or Building Material Division and across all the plants of the Company, at a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus Goods and Services Tax (GST) and reimbursement of actual out-of-pocket expenses incurred, if any, subject to the approval of the said remuneration by the shareholders of the Company.

Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, mandates that the remuneration payable to the Cost Auditors shall be ratified by the shareholders of the Company and hence your approval is being sought for the same.

Accordingly and as required under Regulation 17(11) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends to the shareholders, the ratification / approval of the aforementioned remuneration payable to the Cost Auditors.

The Board is of the opinion that the same would be in the interest of the Company. The Board recommends that the resolution set out in Item No. 5 of the Notice be approved by the members by means of an Ordinary Resolution.

None of the Directors/ Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

By Order of the Board

P. R. Sivasankar

Company Secretary

(Membership No. ACS-17812)

Place : Kolkata

Date : 28th June, 2021

Statement Forming Part of the Explanatory Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013, in respect of Item No. 4 of the Notice, relating to re-appointment of Mr. Indrajit Sen as the Managing Director of the Company

I. General Information

(1) Nature of Industry

The Company operates in Engineering Sector and caters to the need of Core Sector Industries like Steel, Cement, Fertilizer, Chemical, Mining, Infrastructure, etc. It manufactures Heavy Duty Grinding Mills, Screening & Feeding Equipment, Conveyors, Bulk Material Handling Equipment, Omni-Screens, Sizers, Screen Decks, Crushers, Dryers, Flip Flow Screens and Industrial Gear Boxes and Geared Motors. Recently, a new Division, namely the Building Material Division, has been set up at Ajmer, Rajasthan, for manufacture of high quality Building Material Products, catering to the construction industry.

(2) Date or Expected Date of Commencement of Commercial Production

The Company was incorporated on 22nd April, 1936. Commercial Production of the Heavy Engineering and Geared Motors/ Gear Boxes Divisions had commenced long back. The Commercial Production of the Building Material Division commenced on 31st March, 2016.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable.

(4) Financial Performance based on given Indicators :

[₹ in lakh except (d)]

Financial Parameters	Year				
	2020-21	2019-20	2018-19	2017-18	2016-17
(a) Revenue from Operations	10955.24	12395.03	13415.71	10763.90	10857.91
(b) Net Profit / (Loss) after Tax	(516.61)	(187.09)	356.17	(234.91)	213.70
(c) Amount of Dividend Paid	-	-	23.90	-	-
(d) Rate of Dividend (Rs. per share)	-	-	1.00	-	-

(5) Foreign Investments or Collaborations, if any

There has been no Foreign Direct Investment in the Company. However, the Company has entered into a number of foreign technical collaborations with the leading companies of the world for different products, which are summarized below :-

Name of the Foreign Technical Collaborator	Products
Schenck, Germany	Screens, Feeders, Conveyors and other bulk material handling equipment
ABB Raymond, U.S.A.	Grinding mills, pulverizers, air separators and flash drying systems
Mogensen GmbH, Germany	Sizers
Kuper GmbH & Co. KG, Germany	Screen Decks including “Modular Snap-on” Type of Rubber & Polyurethane and Rubber & Rubber-Ceramic Liners of module & other design
Bauer Geared Motor GmbH, Germany	Geared Motors & Gear Boxes
IMS Engineering, South Africa	Omni Screens & Feeders
Allgaier Process Technology GmbH, Germany	Dryers
FLEXIMAT Ges.m.b.H., Austria	Flip Flow Screens
ADEN Advanced Engineering Ltda,, Brazil	Crushers
Cementos Capa, SL, Spain	Various Building Material products including Tile Adhesives of various types, Waterproofing Compounds, Applicotech Waterproofing, Tile Grouts and Epoxy Grouts

II. Information about the appointee

(1) Background Details

Mr. Indrajit Sen, aged 81 years, a Graduate in Mechanical Engineering, joined this Company as Works Manager of Baidyabati Works in the year 1971 after serving Hooghly Docking & Engg. Co. Ltd., a Company of reputed Martin Burn Group, in the similar position for about seven years.

Mr. Sen was elevated to the position of General Manager (Manufacturing) in the Company in the year 1980. Mr. Sen, as General Manager (Manufacturing), was in-charge of all engineering and manufacturing functions of the Company. In the year 1985, Mr. Sen joined the Board of Directors of the Company as “Director & General Manager”. In the year 1989, he was appointed as Managing Director of the Company which position he held till 30th April, 2021.

Mr. Sen was re-appointed as Managing Director of the Company for a period of three years w.e.f. 1st May, 2021 which position he holds as on date.

(2) Past Remuneration

Financial Year	Salary (Rs.)	Perquisites (Rs.)	Retirement Benefits (Rs.)	Total (Rs.)
2020-21	96,25,000	97,67,500	-	1,93,92,500
2019-20	1,04,37,500	1,04,37,074	-	2,08,74,574
2018-19	96,03,500	97,70,574	-	1,93,74,074
2017-18	79,51,000	81,23,974	18,21,250	1,78,96,224
2016-17	74,58,500	74,45,425	18,64,626	1,67,68,551

(3) Recognition or Awards/ Achievements

Mr. Sen, in order to ensure sustained growth of the Company, initiated various steps including expanding the product base through numerous collaborations with leading global manufacturers including Schenck, Germany; ABB Raymond, USA; Mogensen, Germany; Kuper GmbH & Co. KG, Germany; Bauer Geared Motor GmbH, Germany; Allgaier Process Technology GmbH, Germany, IMS Engineering, South Africa; FLEXIMAT Ges.m.b.H., Austria, ADEN Advanced Engineering Ltda., Brazil, and Cementos Capa, SL, Spain. Under his guidance, the Company successfully absorbed the sophisticated and advanced technology and introduced the products in the Indian and other international markets.

During Mr. Sen's tenure, the Company also set up new plants at Nagpur, Aurangabad and Ajmer with state-of-the-art facility for manufacture of various products of advanced technology and as per the exacting standards specified by the collaborators and required by the international market.

During the last two decades, Mr. Sen, through his technical competence, guided the design engineering team of the Company to upgrade a number of conventional products and develop new products including "Flip Flop Screens". The Flip Flop Screens are used extensively for difficult-to-screen material such as wet coal in thermal power plants. All the upgraded products and new products have received favourable market response in India and abroad.

Through sustained efforts, Mr. Sen has been able to make the Company reach the international standards in terms of technology, quality and reliability of the products manufactured. As a result, the collaborators such as Bauer, Mogensen & Allgaier are increasingly sourcing parts and finished equipment from the Company. In addition, many other companies around the globe are also sourcing machinery and equipment from the Company.

Mr. Sen also negotiated and finalized a new collaboration agreement with Aden Advance Engineering, a company from Brazil, for manufacturing Cone Crushers, Jaw Crushers and Roll Crushers in India.

Further, the Company also had a collaboration agreement with IMS of South Africa for manufacture of "Omni Screens" – a new genre of screening machine patented by the collaborator. Mr. Sen through his technical competence guided the R&D team of the Company to upgrade the technology to a level far ahead of the collaborator and the Company has acquired the global patent rights for the "Omni Screens" for all countries except South Africa.

In recognition of his vast experience and contribution to the Industry, he had, in the past, been invited to and served as the Executive Committee member and President of the Bengal Chamber of Commerce and Industry.

Further, in recognition to his contribution towards the Indo-German business & trade, Mr. Sen was invited to and continues to be the member of the Executive Council of Eastern Region of the Indo-German Chamber of Commerce.

(4) Job profile and his suitability

Mr. Sen, as Managing Director on his proposed re-appointment with effect from 1st May, 2021, will continue to be responsible for the entire management of the business and affairs of the Company. Mr. Sen will also keep on performing other duties and services as may be entrusted to him from time

to time by the Board of Directors. Mr. Sen, with his qualifications and experience, is ideally suited to drive and guide an Engineering Company of the nature of ours.

(5) Remuneration Proposed

“Subject to the provisions of the Companies Act, 2013, (“the Act”), Mr. Indrajit Sen, during the currency of his tenure as Managing Director for a period of three years with effect from 1st May, 2021, shall be entitled to the following remuneration :

Notwithstanding anything stated elsewhere, Mr. Sen during the currency of his tenure as Managing Director, shall be entitled to the following remuneration by way of salary and perquisites, irrespective of the fact that the said remuneration may exceed the ceiling on remuneration as provided in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act and irrespective of the fact that the Company may, in any or all the Financial Years, have no or inadequate profits.

PART A

Sl. No.	Particulars of Remuneration	1 st May, 2021 to 30 th April, 2022 [Rs.]	1 st May, 2022 to 30 th April, 2023 [Rs.]	1 st May, 2023 to 30 th April, 2024 [Rs.]
1.	Salary	1,12,50,000	1,20,00,000	1,28,00,000
2.	Perquisites (HRA/Furnishing/ Gas & Electricity/LTA/Medical /Club Fees, etc.)	1,12,50,000	1,20,00,000	1,28,00,000
	TOTAL	2,25,00,000	2,40,00,000	2,56,00,000

PART B

Besides, Mr. Sen shall also be entitled to Gratuity payable as per law.

PART C

- Provisions of car for use on Company’s business and telephone facilities at the residence may not be considered as perquisites provided that personal long distance calls shall be billed by the Company to him.
 - The Managing Director may be entitled to earn Privilege Leave on full pay and allowances as per the rules of the Company but not more than one month’s leave for every eleven months of service.
 - The Managing Director may be entitled to reimbursement of entertainment expenses actually and properly incurred by him in connection with the business of the Company.
 - The Managing Director shall not, as long as he functions as the Managing Director of the Company, be entitled to receive any fee for attending any meeting of the Board or a committee thereof.
- (6) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person**

Considering the nature of the industry, the size of the Company, the position of Managing Director, the profile of Mr. Indrajit Sen, Managing Director, responsibility shouldered by him and the industry

benchmark, the enhanced remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other Companies.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Mr. Sen does not have any other pecuniary relationship with the Company other than as specified above. The Company does not have any other managerial personnel other than Mr. Sen. Mr. Sen is not related to any other Director of the Company or any of the promoters or persons belonging to the promoter group of the Company or persons acting in concert with them.

III. Other Information

(1) Reasons of loss or inadequate profits

During the last few years, the profits of the Company have mainly been impacted due to three factors:-

- a) overall slowdown in the capital goods market,
- b) severe negative impact on the economy due to the COVID-19 Pandemic, and
- c) time taken by the new Building Material Division to reach a break-even level.

(2) Steps taken or proposed to be taken for improvement

The Company has taken / is in the process of taking the following steps for securing an improvement in the profitability position of the Company :

- a) Within the heavy engineering segment, the Company has diversified the product base with negligible fresh investment and whereby the new products can be manufactured with largely the existing resources. This would help the Company to achieve greater capacity utilization and increase the sales of the division, thereby positively impacting the profitability of the Company,
- b) Through minimal investment, technological upgradation and adding some balancing equipment, the manufacturing capacity of the Geared Motors/ Gear Box Division has been gradually increased,
- c) The Company is in the process of implementing several cost-cutting measures, the effects of which are already visible in the Financial Statements for the Financial Year 2020-21,
- d) The Company is taking special efforts in marketing for all its products, and
- e) The Company has signed Foreign Technical Collaboration & Trademark License Agreements with Cementos Capa, SL, Spain, for manufacturing with their technology, various Building Material products at the Company's Building Material Division plant at Ajmer and for marketing the same with their trademark CAPA in India and neighbouring countries in South and South-east Asia. This has already started bearing fruit with the turnover of the division increasing gradually.

(3) Expected increase in productivity and profits

As the economy gradually recovers post the COVID-19 pandemic and with it, the capital goods

industry is also expected to show gradual signs of recovery, the operations of the new Building Material Division of the Company reaches a certain break-even level and the other steps taken by the Company start to bear fruit, the Company hopes to take its profit level to where it was prior to the slowdown.

The Company expects that the aforementioned steps taken by it would boost its profitability in the near to medium-term.

IV. Disclosures

The following disclosures have been made in the Corporate Governance Report attached to the Annual Report of the Company for the Financial Year 2020-21 :-

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors ;
- ii) Details of fixed component and performance linked incentives along with the performance criteria, if any ;
- iii) Service Contracts, notice period, severance fees ; and
- iv) Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

By Order of the Board

Place : Kolkata

Date : 28th June, 2021

P. R. Sivasankar

Company Secretary

(Membership No. ACS-17812)

Annual Report

2020-21



**International Combustion
(India) Limited**



Corporate Information

Board Of Directors

Mr. Sanjay Bagaria *Chairman*
 Mr. Indrajit Sen *Managing Director*
 Mr. Ratan Lal Gaggar
 Mr. Sandipan Chakravortty
 Mrs. (Prof.) Bharati Ray
 Mr. Sanjoy Saha

Board Committees Audit Committee

Mr. Ratan Lal Gaggar *Chairman*
 Mr. Sandipan Chakravortty
 Mr. Indrajit Sen

Share Transfer & Stakeholders' Relationship Committee

Mr. Sanjay Bagaria *Chairman*
 Mr. Indrajit Sen
 Mrs. (Prof.) Bharati Ray

Nomination & Remuneration Committee

Mr. Ratan Lal Gaggar *Chairman*
 Mrs. (Prof.) Bharati Ray
 Mr. Sanjay Bagaria

Corporate Social Responsibility (CSR) Committee

Mr. Sanjay Bagaria *Chairman*
 Mrs. (Prof.) Bharati Ray
 Mr. Ratan Lal Gaggar

Company Secretary

Mr. P. R. Sivasankar

Chief Financial Officer

Mr. Asish Kumar Neogi

Nodal Officer for IEPF Matters

Mr. P. R. Sivasankar

Deputy Nodal Officer for IEPF Matters

Mr. Asoke Kamal Manna

Presiding Officer of Internal Complaints Committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition Redressal) Act, 2013

Mrs. Swagata Roy

Statutory Auditors

M/s. Ray & Ray, Chartered Accountants

Internal Auditors

M/s. Swapan De & Associates
 Chartered Accountants

Secretarial Auditors

Mr. Arup Kumar Roy
 Company Secretary in Practice

Cost Auditors

M/s. S. Datta & Co., Cost Accountants

Bankers

UCO Bank
 Axis Bank
 IDBI Bank
 Kotak Mahindra Bank

Registrars & Share Transfer Agents

M/s. C. B. Management Services Pvt. Ltd.
 P-22, Bondel Road, Kolkata – 700 019
 Phone : (033) 40116700/15/17/24/42
 Fax : (033) 4011-6739
 E-mail : rta@cbmsl.com
 Website : www.cbmsl.com

Registered Office

Infinity Benchmark,
 11th Floor, Plot No. G-1
 Block EP & GP, Sector – V
 Salt Lake Electronics Complex, Kolkata – 700 091
 Telephone : (033) 4080-3000
 Fax : (033) 2357-6653
 Email : info@internationalcombustion.in
 Website : www.internationalcombustion.in

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Directors' Report

To the Members,

Your Directors take pleasure in presenting the Eighty-Fifth Annual Report, including the Audited Annual Financial Statements of the Company for the Financial Year ended 31st March, 2021.

Financial Results (Standalone)

(₹ in lakh)

	2020-21		2019-20	
Revenue from Operations		10955		12395
Profit before depreciation, interest & tax		6		453
Less: Interest	232		281	
Depreciation	435	667	489	770
Profit/ (Loss) before Tax		(661)		(317)
Less: Provision for Income Tax				
Current Tax	-	-	-	-
Deferred Tax (reversal)/charge	(145)	(145)	(130)	(130)
Profit/ (Loss) after Tax		(516)		(187)
Other Comprehensive Income/(Loss) for the year (net of tax)		36		(61)
Total Comprehensive Income/(Loss)		(480)		(248)

Dividend

In view of the loss suffered by the Company during the Financial Year under review, the Board does not recommend any dividend for the year.

Operations and State of the Company's Affairs

The year under review had been one of the unprecedentedly difficult years in the history of the Indian industry, which also adversely affected the working and the performance of your Company.

During the year under review, on account of Covid-19 pandemic, which led to frequent lockdowns and restrictions imposed by the authorities, the Company could only operate for around 9 months and even during this limited period of operation, plants and offices could only operate with a strength between 25% to 50% as mandated by the authorities.

The situation became even more difficult as the Company's supply chain, which is spread across the country, nearly collapsed and due to severe liquidity crunch and uncertainty, the market demand also slowed down. Further, the collection of due payments became an additional challenge for the Company.

The Company objective for the year, therefore, was to remain focussed on riding this wave of difficult period and to protect all employees from any major hardship.

For reasons stated above, the revenue for the year under review dropped to Rs. 11096 lakh as against Rs. 12589 lakh of the preceding year and the net loss before tax for the year under review was Rs. 661 lakh as against Rs. 317 lakh of the previous year.

Future Outlook

On account of the 2nd wave of Covid-19 pandemic, some plants and offices continues to be affected by lockdown and other restrictions imposed by various State Governments.

Directors' Report (Contd.)

However, it is encouraging to note that there are positive indications of recovery and the market demand is progressively growing. Though the supply chain is yet to recover fully, the situation is slowly returning to normal.

We are also pleased to inform that the demand for building material products manufactured under licence from CAPA, Spain, which also slowed down during the period of the pandemic, is also growing rapidly and in the last few months has grown by over 400%. This business segment is showing strong growth potential.

Expecting the present trend to continue, we do expect significant improvement in performance of the Company in the current Financial Year 2021-22.

We also like to add that despite the positive indicators, the major concern, which still remains, is the onset of 3rd and subsequent waves of Covid-19 infections, which has already appeared in many countries of Europe, USA, countries in South America and some countries in Asia. The Indian industry can ill afford any further impact on their operations.

Closing Down of Joint Venture Company

You would be aware of the Company's Joint Venture (JV) with Allgaier Process, Germany, for marketing of Mozer dryers in India and for providing technical support to the clients as required.

The dryers are manufactured under a separate license agreement with Allgaier Process at the Company's Nagpur plant. Allgaier also sources the dryers for certain international markets from your Company.

Considering the large marketing infrastructure available with your Company and technical knowledge gained over the last few years, separate marketing Joint Venture was no longer considered necessary and it was therefore decided by the JV partners that the marketing and client technical support will be taken over by your Company and consequently, the JV Company, Mozer Process Technology Pvt. Ltd., was wound up and this arrangement also makes the products more competitive in the Indian market.

It was also decided that Allgaier Process shall continue to provide special technical information and support as necessary.

The license agreement for manufacture of dryers at Nagpur plant and sourcing of the dryers from your Company by Allgaier Process for the international market shall continue as at present.

Consolidated Financial Statements

Pursuant to the termination of the Joint Venture (JV) Agreement, the Company had with Allgaier Werke GmbH, Germany, in connection with its JV Company, Mozer Process Technology Private Limited (MPTPL), the Company had, during the third quarter ended 31st December, 2020, written down/off in its books, the entire investment of Rs. 50 lakh made by it in the said JV Company and adjusted the same with the free reserves of the Company. The Company has also taken necessary measures for the complete cessation/closing down of the operations of the JV Company. Consequently, MPTPL has ceased to be a JV Company of the Company with effect from 30th December, 2020 and therefore, the necessity of preparing Consolidated Financial Statements of the Company has ceased as the Company, at present, does not have any subsidiary, associate or JV Company.

Capital Expenditure

The total capital expenditure incurred by the Company during the Financial Year under review was Rs. 58.55 lakh.

Directors' Report (Contd.)

Extract of Annual Return

An extract of the Annual Return as on the Financial Year ended on 31st March, 2021 as required under Section 134(3) of the Companies Act, 2013, read with Section 92(3) of the said Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is set out in Annexure-I, forming part of this Report.

Energy Conservation, Technology Absorption And Foreign Exchange Earnings & Outgo

All feasible energy conservation methods are being pursued by the Company and implemented in phases. As required under Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of Companies (Accounts) Rules, 2014, particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo are set out in Annexure-II, forming part of this Report.

Related Party Transactions

Your Board has framed a Related Party Transactions Policy which is available on the Company's website. During the year, the Company had not entered into any contract/ arrangement/ transaction with any related party which could be considered material in accordance with the Related Party Transactions Policy of the Company.

Details of related party transactions (which are not considered material) entered into on an arm's length basis during the Financial Year ended 31st March, 2021 are set out in Annexure-III, forming part of this Report, pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Section 188 of the said Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Details Relating to Remuneration of Directors & Employees

A statement as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, relating to details of remuneration of Directors and employees, drawn during the Financial Year ended 31st March, 2021, is set out in Annexure-IV, forming part of this Report.

Number of Board Meetings

6 (Six) Board meetings of the Company were held during the Financial Year ended 31st March, 2021. For further details, please refer to the Report on Corporate Governance forming part of this Annual Report.

Directors' Responsibility Statement

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

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed by the Company, along with proper explanation relating to material departures, if any;
- b) appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made 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, 2021 and of the profit (loss) of the Company for the year ended on that date;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

Directors' Report (Contd.)

- d) the Annual Accounts have been prepared on a going concern basis ;
- e) the Board had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

Directors

Mrs. (Prof.) Bharati Ray (DIN 06965340), Mr. Ratan Lal Gaggar (DIN 00066068) & Mr. Sandipan Chakravortty (DIN 00053550), all Independent Directors on the Board, are not liable to retire by rotation in terms of the provisions of Section 149(13) of the Companies Act, 2013.

However, in accordance with Section 149 of the Companies Act, 2013, the term in office of Mrs. (Prof.) Bharati Ray (DIN 06965340) as an Independent Director of the Company expired at the close of business on 6th April, 2020, on the completion of five years from her effective date of appointment. She being eligible for a second and final term of five years under the Act and having consented to continue in office for such second term, the shareholders of the Company by means of a Special Resolution passed at their 83rd Annual General Meeting held on 4th September, 2019, had re-appointed her as an Independent Director for a second and final consecutive term of five years under the Act with effect from 7th April, 2020.

Mr. Sandipan Chakravortty (DIN 00053550) was appointed as an Independent Director of the Company for a period of five years with effect from 7th February, 2020, by the Board of Directors under its powers to appoint additional Directors and the appointment was subsequently approved by the shareholders of the Company at their 84th Annual General Meeting held on 29th September, 2020 by means of an Ordinary Resolution.

Mr. Sanjoy Saha (DIN 00226685) was appointed as a Non-Executive Director of the Company on 7th February, 2020, by the Board of Directors under its powers to appoint additional Directors and the appointment was subsequently approved by the shareholders of the Company at their 84th Annual General Meeting held on 29th September, 2020 by means of a Special Resolution, considering the fact that he has already attained the age of 75 years.

Mr. Indrajit Sen (DIN 00216190), Managing Director, retired by rotation at the 84th Annual General Meeting of the shareholders of the Company held on 29th September, 2020 and being eligible, had offered himself for re-appointment and was duly re-appointed as a Director of the Company, whose period of office shall be liable to be determined by retirement of Directors by rotation.

Considering the recommendations of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company, at its meeting held on 19th April, 2021, re-appointed Mr. Indrajit Sen (DIN 00216190) as the Managing Director of the Company for a further period of three years with effect from 1st May, 2021, on the expiry of his current term on 30th April, 2021, subject to the approval of the shareholders of the Company at their forthcoming 85th Annual General Meeting by means of a Special Resolution.

Mr. Sanjay Bagaria (DIN 00233455), Non-Executive Chairman, retires by rotation at the ensuing 85th Annual General Meeting and being eligible, offers himself for re-appointment.

The Company has received, at the first meeting of the Board of Directors held during the Financial Year 2021-22, the declarations pursuant to Section 149(7) of the Companies Act, 2013 from Mr. Ratan Lal Gaggar, Mr. Sandipan Chakravortty & Mrs. (Prof.) Bharati Ray, Independent Directors of the Company, to the effect that they meet the criteria of independence as specified in Section 149(6) of the said Act.

Directors' Report (Contd.)

The Nomination & Remuneration Committee of the Board has devised and the Board has duly adopted a Board Diversity Policy dealing with Board composition and appointments, which is available on the Company's website. The Nomination & Remuneration Committee nominates new appointees to the Board and the appointments are made by the Board.

The Nomination & Remuneration Committee of the Board has also formulated the criteria for determining the qualifications, positive attributes and independence of Independent Directors to be appointed on the Board of the Company.

Remuneration Policy

The Nomination & Remuneration Committee of the Board has devised and the Board has duly adopted a Remuneration Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees of the Company.

The Remuneration Policy of the Company ensures that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the employees in order to run the Company successfully. The Policy sets out the guiding principles for determining the remuneration payable to the Directors, Key Managerial Personnel and other employees of the Company.

The remuneration payable to the Executive Directors is recommended by the Nomination & Remuneration Committee based on the guiding principles as set out in the Remuneration Policy and is subject to the approval of the Board, the shareholders and the Central Government, wherever applicable.

As regards the Non-Executive Directors, the Board, from time to time, determines the sitting fee payable for attending each meeting of the Board or Committee thereof within the overall limits fixed under the Companies Act, 2013 and rules made thereunder. The Non-Executive Chairman is paid a Commission of upto 2% of the net profits of the Company, subject to the approval of the Nomination and Remuneration Committee, the Board, the shareholders and the Central Government, wherever applicable.

The employees of the Company are assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the Company. Individual remuneration is determined within the appropriate grade and is based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Remuneration of Managing Director

In an unprecedented and magnanimous gesture, Mr. Indrajit Sen, Managing Director of the Company, in view of the COVID-19 pandemic and its economic and financial impact on the Company, intimated to the Nomination & Remuneration Committee and to the Board his decision to forego / waive off the annual increase in his remuneration to which he was entitled as Managing Director of the Company, with effect from 1st May, 2020 till the remainder of his previous tenure, i.e. upto 30th April, 2021, as per his contract with the Company and to instead draw the same scale of remuneration during the period from 1st May, 2020 till 30th April, 2021, which he was drawing during the period from 1st May, 2019 till 30th April, 2020, and further to completely forego his entire remuneration for the month of April, 2020.

The Nomination & Remuneration Committee and the Board, appreciating and lauding the selfless, magnanimous and praiseworthy gesture of Mr. Sen in keeping the interests of the Company paramount, ratified the said voluntary decision of Mr. Sen to forego part of his remuneration and as the same requires approval of the shareholders under the provisions of Chapter XIII of the Companies Act, 2013, the shareholders are requested to accord their approval for the same at the forthcoming Annual General Meeting.

Directors' Report (Contd.)

Board Evaluation

The Nomination & Remuneration Committee of the Board has formulated the criteria for evaluating the performance of the Board and the individual Directors and the same has been adopted by the Board. The Independent Directors, in their separate meeting, evaluate the non-independent Directors and the Board as a whole once a year. The Independent Directors are evaluated individually once a year by the entire Board sans the Independent Director being evaluated. The various Committees of the Board are evaluated by the Board.

Other Key Managerial Personnel

Mr. Suhas Chandra Saha, after having served the Company for a period of almost four decades, including in the position of Company Secretary for a period of almost 34 years, retired from the services of the Company with effect from 1st February, 2021 and hence ceased to be the Company Secretary of the Company with effect from the said date. The Board places on record its deep appreciation for the enormous contribution rendered by Mr. Saha during his illustrious career of service with the Company for a period of more than 39 years.

Mr. P. R. Sivasankar, who had been serving in the Company in the position of Deputy Company Secretary for almost a decade, was appointed by the Board as the Company Secretary of the Company with effect from 1st February, 2021.

Mr. Asish Kumar Neogi is the Chief Financial Officer of the Company.

Auditors' Report

The Auditors' Report on the Annual Financial Statements (Standalone), for the Financial Year ended 31st March, 2021, is with Unmodified Opinion, i.e. there are no reservations, qualifications or adverse remarks in the same.

Auditors

In accordance with Section 139 of the Companies Act, 2013, M/s. Ray & Ray (Firm Registration No. 301072E), Chartered Accountants, of Webel Bhawan, Ground Floor, Block EP & GP, Bidhan Nagar, Sector V, Salt Lake, Kolkata – 700 091, were appointed as the Statutory Auditors of the Company at the 81st Annual General Meeting (AGM) of the shareholders of the Company held on 20th September, 2017, for a period of five years with effect from the conclusion of the said 81st AGM till the conclusion of the 86th AGM.

Cost Records and Audit

In terms of the provisions of Section 148(1) of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records relating to all the products manufactured by the Company and accordingly, such accounts and records are made and maintained by the Company.

Further, in terms of the aforementioned provisions, as the sales turnover of the Company was in excess of the specified limit of Rs. 100 crores during the Financial Year ended 31st March, 2019, audit of such cost accounting records relating to all the products manufactured by the Company was applicable for the Financial Year 2019-20.

Accordingly, M/s. S. Datta & Co., Cost Accountants in Practice, who were appointed as the Cost Auditors of the Company to audit the cost accounting records relating to all the products manufactured by the Company across all its plants for the said Financial Year 2019-20, duly issued their Report, which was filed by the Company with the Ministry of Corporate Affairs, Government of India, on 29th January, 2021. The due date

Directors' Report (Contd.)

for filing the said report was 30th January, 2021. The remuneration paid to the Cost Auditors for the Financial Year 2019-20 was duly approved by the shareholders at their 84th Annual General Meeting held on 29th September, 2020.

As the sales turnover of the Company during the Financial Year ended 31st March, 2020 was also in excess of the specified limit of Rs. 100 crores, audit of such cost accounting records relating to all the products manufactured by the Company was applicable for the Financial Year 2020-21 and accordingly, M/s. S. Datta & Co., Cost Accountants in Practice, were re-appointed as the Cost Auditors of the Company to audit the cost accounting records relating to all the products manufactured by the Company across all its plants for the said Financial Year 2020-21. The remuneration proposed to be paid to the Cost Auditors for the Financial Year 2020-21 shall be placed before the shareholders for their approval at their ensuing 85th Annual General Meeting.

Audit Committee

The Audit Committee of the Board, as on date, consists of Mr. Ratan Lal Gaggar, Chairman of the Committee & Independent Director, Mr. Sandipan Chakravorty, Independent Director and Mr. Indrajit Sen, Managing Director. For further details, please refer to the Report on Corporate Governance forming part of this Annual Report.

Secretarial Audit Report

The Secretarial Audit Report for the Financial Year ended 31st March, 2021 issued by Mr. Arup Kumar Roy, Company Secretary in Practice, Secretarial Auditor of the Company, is annexed to this Report and marked as Annexure V as required under Section 204 of the Companies Act, 2013.

There are no reservations, qualifications or adverse remarks in the said Secretarial Audit Report.

Loans, Guarantees or Investments U/S 186

The Company has not granted any loans to other bodies corporate nor has the Company given any guarantees or provided any security for loans by other bodies corporate under Section 186 of the Companies Act, 2013.

The Company invests its surplus fund in Fixed Deposits with banks or in Fixed Maturity Plans/ debt-oriented mutual funds with Mutual Fund Houses, which are fixed income bearing debt funds.

The Company had invested Rs. 50 lakh in the equity shares of its Joint Venture Company, Mozer Process Technology Pvt. Ltd. However, pursuant to the termination of the Joint Venture (JV) Agreement, the Company had with Allgaier Werke GmbH, Germany, the Company had, during the third quarter ended 31st December, 2020, written down/off in its books, the entire investment of Rs. 50 lakh made by it in the said JV Company and adjusted the same with the free reserves of the Company. The Company has also taken necessary measures for the complete cessation/closing down of the operations of the JV Company. Consequently, MPTPL has ceased to be a JV Company of the Company with effect from 30th December, 2020.

Risk Management

The Company has a Risk Management Plan in place approved by the Board of Directors.

Internal Financial Controls

In the opinion of the Board, the internal financial controls with reference to the Financial Statements established by the Board are adequate. During the year, such controls were tested and no material weakness in the design, operation or implementation thereof was observed.

Directors' Report (Contd.)

Corporate Governance

In compliance with the provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to Corporate Governance, the following Reports/Certificates are attached which form part of this Annual Report :

- i) Management Discussions and Analysis Report.
- ii) Report on Corporate Governance.
- iii) Compliance Certificate by CEO/CFO.
- iv) Declaration from the Managing Director on compliance of Code of Conduct by the Directors and Senior Management Personnel.
- v) Certificate by a Practicing Company Secretary regarding compliance of conditions of Corporate Governance.

Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Companies Act, 2013, which came into force with effect from 1st April, 2014, a Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company had been constituted on 2nd May, 2014. The provisions relating to CSR was mandatorily applicable to the Company for the Financial Years 2014-15 and 2015-16 in accordance with the criteria specified in Section 135(1) of the Companies Act, 2013 read with Rules 1 & 2 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. However, the mandatory provisions of the CSR ceased to be applicable to the Company with effect from the Financial Year 2016-17 as the Company did not any longer fulfill any of the three criteria for determining applicability of the said provisions. The said mandatory provisions relating to CSR may once again become applicable to the Company in future if and when the Company fulfills any of the three criteria as specified in the Act read with the Rules.

The CSR Committee currently implements CSR activities and programs which are in the nature of non-mandatory or non-compulsory CSR. The CSR Committee, as on date, comprises of Mr. Sanjay Bagaria, Chairman of the Committee, Mrs. (Prof.) Bharati Ray, Independent Director & Mr. Ratan Lal Gaggar, Independent Director, as its members. The CSR Committee had developed a CSR Policy which had been duly approved by the Board and is available on the website of the Company. The CSR Committee is responsible for implementing the CSR Policy of the Company and reporting thereon to the Board.

A brief outline of the Company's CSR policy has been presented below.

It is the Company's policy -

- a) To direct its CSR Programmes, inter alia, towards achieving one or more of the following –
 - i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation ;
 - ii) promoting education, including special education and employment enhancing vocational skills, especially among children, women, elderly, and the differently abled and livelihood enhancement projects ;
 - iii) protection of national heritage, art and culture ;
 - iv) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central

Directors' Report (Contd.)

Government/ State Governments for socio-economic development ;

- v) ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources and maintaining quality of soil, air and water ;
- vi) creating livelihoods for people, especially those from disadvantaged sections of society, in rural and urban India ;
- b) To develop the required capability and self-reliance of beneficiaries at the grass roots, in the belief that these are prerequisites for social and economic development ;
- c) To pursue CSR Programmes primarily in areas that fall within the economic vicinity of the Company's operations to enable close supervision and ensure maximum development impact
- d) To carry out CSR Programmes in relevant local areas to fulfill commitments arising from requests by government/regulatory authorities ;
- e) To provide equal opportunities to beneficiaries of the Company's CSR Programmes such as vendors or employees on merit ;
- f) To promote sustainability in partnership with industry associations, like the Bengal Chamber of Commerce & Industry, Indian Chamber of Commerce, Confederation of Indian Industry (CII), Indo-German Chamber of Commerce, etc. of which the Company is a member through various activities and programmes.

The full CSR Policy of the Company is available at the Company's website and the web-link for the same is : https://www.internationalcombustion.in/admin/uploadpdf/CSR_Policy.pdf.

Vigil Mechanism

Pursuant to Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company have established a Vigil Mechanism (Whistle Blower Policy) of the Company for the purpose of enabling the Directors and Employees to report unethical behaviour, actual or suspected fraud and violation of the Company's Code of Conduct or ethics policy, and the same has been posted on the website of the Company. The Audit Committee of the Board is responsible for overseeing/ monitoring the functioning and implementation of the Vigil Mechanism.

Human Resource Management

The human resource development programmes in various areas are undertaken on an ongoing basis.

Industrial Relations

Industrial relations during the year under review at all units remained cordial.

Fixed Deposits

The Company did not have any outstanding fixed deposits as on 31st March 2021 or as on 31st March, 2020. The Company did not accept any fixed deposits during the year.

Credit Ratings

In April, 2021, credit rating agency ICRA Limited had re-affirmed the long-term rating of [ICRA]BB+ (pronounced as ICRA double B plus) [signifying a moderate risk of default regarding timely servicing of

Directors' Report (Contd.)

financial obligations] on the fund-based and non-fund based working capital credit facilities enjoyed by the Company from its bankers on consortium basis. The outlook on the long term rating has been maintained at Negative. ICRA had also re-affirmed the short-term rating of [ICRA]A4+ (pronounced as ICRA A four plus) [signifying a minimal degree of safety regarding timely servicing of financial obligations and carrying very high credit risk and susceptibility to default] on the aforementioned facilities.

Quality Certifications

The Quality Management Systems of the Company with respect to its plants at Baidyabati, Nagpur & Aurangabad and also its Corporate Office at Kolkata, have been certified by the Indian Register Quality Systems (Accreditation by RvA, the Netherlands) to conform to the requirements of the Standard ISO 9001:2008.

Application For Registration Under MSMED Act

In accordance with Notification No. S.O. 1702(E) dated 1st June, 2020, issued by the Ministry of Micro, Small & Medium Industries, Government of India, revising the financial parameters / limits of the twin criteria of investment in Plant & Machinery/ Equipment and sales turnover for obtaining registration under the Micro, Small & Medium Enterprises Development Act, 2006, which came into force with effect from 1st July, 2020, the Company, pursuant to a decision of its Board of Directors taken at its meeting held on 29th June, 2020, had made an application for obtaining registration under the said Act under the category of medium enterprise as it satisfied both the aforesaid revised twin criteria and as the Board was of the opinion that the said registration would result in multiple benefits for the Company. The said registration was subsequently granted to the Company by the relevant authority. Your Company is now, therefore, a medium enterprise under the MSMED Act.

General

No significant or material orders have been passed by the regulators or courts or tribunals impacting the going concern status of the Company or the Company's operations in future.

An Internal Complaints Committee as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, had been formed with Mrs. Swagata Roy, Assistant General Manager – Finance, the senior-most woman employee in the Company, as its Presiding Officer. No complaints of sexual harassment were received by the Committee during the year under review.

Acknowledgement

Your Directors take this opportunity to thank all government authorities, banks, customers, suppliers and shareholders, for the continuous support extended by them to the Company. Your Directors also place on record their appreciation for the dedication and commitment of the employees at all levels in achieving and sustaining excellence in all areas of operations of the Company.

Kolkata
28th June, 2021

For & on behalf of the Board
Sanjay Bagaria
Chairman

Annexure to Directors' Report – I

Form No. MGT-9 EXTRACT OF ANNUAL RETURN as on the Financial Year ended on 31.03.2021 of INTERNATIONAL COMBUSTION (INDIA) LIMITED

[Pursuant To Section 92(3) Of The Companies Act, 2013 And Rule 12(1) Of The Companies (Management And Administration) Rules, 2014]

I. Registration and Other Details:

i)	CIN	L36912WB1936PLC008588
ii)	Registration Date	22 nd April, 1936
iii)	Name of the Company	International Combustion (India) Limited
iv)	Category / Sub-Category of the Company	Public Company Limited by Shares
v)	Address of the Registered office and contact details	Infinity Benchmark, 11 th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronics Complex, Kolkata-700091 Phone No.:(033) 4080 3000 Fax:(033)2357 6653, e-mail:info@internationalcombustion.in website:www.internationalcombustion.in
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. CB Management Services Private Limited P-22, Bondel Road, Kolkata – 700 019 Phone Nos.:(033) 4011-6700/ 6715/6717/6724/6742 Fax No. : (033) 4011-6739 ; e-mail : rta@cbmsl.com

II. Principal Business Activities of the Company

All the business activities contributing 10 % or more of the total turnover of the Company are stated below :-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Heavy Engineering Equipment	282	57.95 %
2	Manufacture of Geared Motors & Gear Boxes	271	34.55 %
3	Manufacture of Dry Mix Products	239	7.50 %

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1.	Mozar Process Technology Private Limited Infinity Benchmark, 11 th Floor, Plot No. G-1, Block EP & GP, Sector V, Salt Lake Electronics Complex, Kolkata – 700 091*	U29253WB2013PTC193621	Associate/ Joint Venture Company	50.00	2(6)

* Ceased to be a Joint Venture / Associate of the Company with effect from 30th December, 2020.

Annexure to Directors' Report – I (Contd.)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1	Indian									
	a) Individual/ HUF	141400	-	141400	5.91	141400	-	141400	5.91	NIL
	b) Central Govt	-	-	-	-	-	-	-	-	-
	c) State Govt(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corp.	1120531	-	1120531	46.88	1120531	-	1120531	46.88	NIL
	e) Banks / FI	-	-	-	-	-	-	-	-	-
	f) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	1261931	-	1261931	52.79	1261931	-	1261931	52.79	NIL
2	Foreign									
	a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
	b) Other – Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corp.	-	-	-	-	-	-	-	-	-
	d) Banks / FI	-	-	-	-	-	-	-	-	-
	e) Any Other....	-	-	-	-	-	-	-	-	-
	Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
	Total share-holding of Promoter (A)=(A)(1)+(A)(2)	1261931	-	1261931	52.79	1261931	-	1261931	52.79	NIL
B.	Public Shareholding									
1.	Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / FI	1	250	251	0.01	1	250	251	0.01	NIL
	c) Central Govt	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Cap. Funds	-	-	-	-	-	-	-	-	-
	f) Ins. Cos.	-	-	-	-	-	-	-	-	-
	g) FIs	-	-	-	-	-	-	-	-	-
	h) Foreign Ven. Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	1	250	251	0.01	1	250	251	0.01	NIL
2.	Non-Institutions									
	a) Bodies Corp.									
	i) Indian	26468	250	26718	1.12	15512	250	15762	0.66	-0.46
	ii) Overseas	-	-	-	-	-	-	-	-	-
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	833943	56669	890612	37.26	789465	53792	843257	35.28	-1.98
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	147984	-	147984	6.19	143776	-	143776	6.02	-0.17
	c) Others -									
	NRIs	32432	-	32432	1.36	19820	-	19820	0.83	-0.53
	HUF	2366	-	2366	0.10	72100	-	72100	3.02	+2.92
	LLP	-	-	-	-	4486	-	4486	0.19	+0.19

Annexure to Directors' Report – I (Contd.)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity Contd.)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Clearing Members	2819	-	2819	0.12	1471	-	1471	0.06	-0.06
	IEPF Authority	25163	-	25163	1.05	27422	-	27422	1.15	+0.10
	Sub-total (B)(2)	1071175	56919	1128094	47.20	1074052	54042	1128094	47.20	NIL
	Total Public Shareholding (B)=(B)(1) +(B)(2)	1071176	57169	1128345	47.21	1074053	54292	1128345	47.21	NIL
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	2333107	57169	2390276	100	2335984	54292	2390276	100	NIL

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Tradelink Securities Limited	343703	14.38	NIL	343703	14.38	NIL	NIL
2	Stephen Court Limited	279088	11.68	NIL	279088	11.68	NIL	NIL
3	Wool Worth Merchandise Pvt. Ltd.	170609	7.14	NIL	170609	7.14	NIL	NIL
4	Primestar Exim Private Limited	92100	3.85	NIL	92100	3.85	NIL	NIL
5	Mahadeo Jute & Industries Limited	85696	3.58	NIL	85696	3.58	NIL	NIL
6	Amulyanidhi India Limited	82099	3.43	NIL	82099	3.43	NIL	NIL
7	Amravati Eximp Limited	62336	2.61	NIL	62336	2.61	NIL	NIL
8	Mr. Sanjay Bagaria	43900	1.84	NIL	43900	1.84	NIL	NIL
9	Mrs. Purnima Bagaria	39600	1.66	NIL	39600	1.66	NIL	NIL
10	Mr. Shiva Prasad Bagaria	27300	1.14	NIL	27300	1.14	NIL	NIL
11	Sanjay Bagaria (HUF)	20600	0.86	NIL	20600	0.86	NIL	NIL
12	Shiva Prasad Bagaria (HUF)	8200	0.34	NIL	8200	0.34	NIL	NIL
13	Lakshmi Farms Private Limited	4900	0.21	NIL	4900	0.21	NIL	NIL
14	Mr. Satyam Bagaria	1800	0.07	NIL	1800	0.07	NIL	NIL
	Total	1261931	52.79	NIL	1261931	52.79	NIL	NIL

Annexure to Directors' Report – I (Contd.)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity Contd.)

(iii) Change in Promoters' Shareholding : There was no change in the promoters' shareholding during the year under review.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors & Promoters)

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in share- holding	Reason	Cumulative Shareholding during the year (01/04/2020 to 31/03/2021)	
		No. of shares at the beginning (01/04/2020)/ end (31/03/2021) of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Neelam Bansal	15186	0.64	1/4/20	No movement during the year			
		15186	0.64	31/3/21		15186	0.64	
2.	Koushik Sekhar	0	0.00	1/4/20				
				27/11/20	1256	Transfer	1256	0.05
				4/12/20	4693	Transfer	5949	0.25
				11/12/20	11622	Transfer	17571	0.74
				18/12/20	2436	Transfer	20007	0.84
				25/12/20	1198	Transfer	21205	0.89
				31/12/20	1492	Transfer	22697	0.95
				29/1/21	500	Transfer	23197	0.97
				5/2/21	1306	Transfer	24503	1.03
				12/2/21	325	Transfer	24828	1.04
				26/3/21	1643	Transfer	26471	1.11
		26471	1.11	31/3/21			26471	1.11
3.	Sanjeev Kumar Gupta	6899	0.29	1/4/20				
				24/4/20	3760	Transfer	10659	0.45
				1/5/20	197	Transfer	10856	0.45
				8/5/20	718	Transfer	11574	0.48
				15/5/20	328	Transfer	11902	0.50
				22/5/20	70	Transfer	11972	0.50
				29/5/20	290	Transfer	12262	0.51
				5/6/20	100	Transfer	12362	0.52
				12/6/20	-205	Transfer	12157	0.51
				19/6/20	100	Transfer	12257	0.51
				26/6/20	-375	Transfer	11882	0.50
				17/7/20	67	Transfer	11949	0.50
				24/7/20	-533	Transfer	11416	0.48
				31/7/20	-277	Transfer	11139	0.47
				7/8/20	200	Transfer	11339	0.47
				14/8/20	400	Transfer	11739	0.49
				21/8/20	400	Transfer	12139	0.51
				4/9/20	650	Transfer	12789	0.54
				11/9/20	-150	Transfer	12639	0.53
				18/9/20	-205	Transfer	12434	0.52
				22/9/20	500	Transfer	12934	0.54
				25/9/20	15	Transfer	12949	0.54
				30/9/20	22	Transfer	12971	0.54

Annexure to Directors' Report – I (Contd.)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity Contd.)

(iv) Shareholding Pattern of top ten Shareholders (other than Directors & Promoters)

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in share- holding	Reason	Cumulative Shareholding during the year (01/04/2020 to 31/03/2021)	
		No. of shares at the beginning (01/04/2020)/ end (31/03/2021) of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
				16/10/20	700	Transfer	13671	0.57
				30/10/20	-5	Transfer	13666	0.57
				6/11/20	134	Transfer	13800	0.58
				13/11/20	933	Transfer	14733	0.62
				20/11/20	-313	Transfer	14420	0.60
				27/11/20	-924	Transfer	13496	0.56
				4/12/20	-225	Transfer	13271	0.56
				11/12/20	200	Transfer	13471	0.56
				18/12/20	-100	Transfer	13371	0.56
				25/12/20	-200	Transfer	13171	0.55
		13171	0.55	31/3/21			13171	0.55
4.	Jitendra Lalbhai Shah	16000	0.67	1/4/20	No movement during the year			
		16000	0.67	31/3/21		16000	0.67	
5.	Prabha Mohta	12538	0.52	1/4/20	No movement during the year			
		12538	0.52	31/3/21		12538	0.52	
6.	Nila Anilkumar Desai	11000	0.46	1/4/20	No movement during the year			
		11000	0.46	31/3/21		11000	0.46	
7.	Dr. Ramesh Chimanlal Shah	10200	0.43	1/4/20	No movement during the year			
		10200	0.43	31/3/21		10200	0.43	
8.	Niranjana Jitendra Shah	12150	0.51	1/4/20	No movement during the year			
		12150	0.51	31/3/21		12150	0.51	
9.	Bipikaben B. Patel	8514	0.36	1/4/20				
				6/11/20	500	Transfer	9014	0.38
				12/2/21	2000	Transfer	11014	0.46
				19/2/21	500	Transfer	11514	0.48
		11514	0.48	31/3/21			11514	0.48
10.	Abhay Chandak HUF	22054	0.92	1/4/20	No movement during the year			

Annexure to Directors' Report – I (Contd.)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity Contd.)

(iv) Shareholding Pattern of top ten Shareholders (other than Directors & Promoters)

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in share- holding	Reason	Cumulative Shareholding during the year (01/04/2020 to 31/03/2021)	
		No. of shares at the beginning (01/04/2020)/ end (31/03/2021) of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
		22054	0.92	31/3/21		22054	0.92	
11.	Hrishikesh Shantaram Sanap	14127	0.59	1/4/20				
				12/6/20	200	Transfer	14327	0.60
				19/6/20	37	Transfer	14364	0.60
				26/6/20	200	Transfer	14564	0.61
				30/6/20	20	Transfer	14584	0.61
				10/7/20	90	Transfer	14674	0.61
				17/7/20	215	Transfer	14889	0.62
				7/8/20	100	Transfer	14989	0.63
				14/8/20	76	Transfer	15065	0.63
				21/8/20	51	Transfer	15116	0.63
				28/8/20	100	Transfer	15216	0.64
				4/9/20	40	Transfer	15256	0.64
				23/10/20	49	Transfer	15305	0.64
				18/12/20	41	Transfer	15346	0.64
				12/2/21	200	Transfer	15546	0.65
		15546	0.65	31/3/21			15546	0.65
12.	Rajesh Devji Karani (HUF)	15000	0.63	1/4/20				
				11/12/20	-3503	Transfer	11497	0.48
				18/12/20	-1175	Transfer	10322	0.43
		10322	0.43	31/3/21			10322	0.43
13.	Sunil Kumar Gupta	18730	0.78	1/4/20				
				31/7/20	-730	Transfer	18000	0.75
				14/8/20	-1862	Transfer	16138	0.68
				21/8/20	-5737	Transfer	10401	0.44
				28/8/20	-3674	Transfer	6727	0.28
				04/9/20	-5121	Transfer	1606	0.07
				11/9/20	-1606	Transfer	0	0.00
		0	0.00	31/3/21			0	0.00

Note : For the purposes of the above, the Investor Education & Protection Fund Authority (IEPF Authority), by whom an aggregate of 27,422 equity shares representing 1.15% of the paid-up equity share capital of the Company are held in dematerialized form as statutorily required under Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the voting rights on which shares shall remain frozen until the rightful owner claims the said shares in accordance with the said Rules, has not been considered.

Annexure to Directors' Report – I (Contd.)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity Contd.)

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Director/ Key Managerial Personnel	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/2020 to 31/03/2021)	
		No. of shares at the beginning (01/04/2020)/ end (31/03/2021) of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Mr. Sanjay Bagaria, Chairman (Director)	43900	1.84	1/4/20	No movement during the year			
		43900	1.84	31/3/21			43900	1.84
2.	Mr. Suhas Chandra Saha, Company Secretary (Key Managerial Personnel) – till 31st January, 2021, as he demitted office on that day.	50	0.002	1/4/20	No movement during the period			
		50	0.002	31/1/21			50	0.002
3.	Mr. P. R. Sivasankar, Company Secretary (Key Managerial Personnel) – w.e.f. 1st February, 2021	1	0.00	1/2/21	No movement during the period			
		1	0.00	31/3/21			1	0.00
4.	Mr. Asish Kumar Neogi, Chief Financial Officer (Key Managerial Personnel)	300	0.01	1/4/20				
				31/7/20	-300	Transfer	0	0.00
		0	0.00	31/3/21			0	0.00

Note : No other Director had any shareholding in the Company either at the beginning or at the end of the year.

Annexure to Directors' Report – I (Contd.)

V. Indebtedness

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

₹ in lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2619.43	-	-	2619.43
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3.35	-	-	3.35
Total (i+ii+iii)	2622.78	-	-	2622.78
Change in Indebtedness during the financial year				-
• Addition	187.84	-	-	187.84
• Reduction	(1402.34)	-	-	(1402.34)
Net Change	(1214.50)	-	-	(1214.50)
Indebtedness at the end of the financial year				
i) Principal Amount	1408.28	-	-	1408.28
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1408.28	-	-	1408.28

Annexure to Directors' Report – I (Contd.)

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Indrajit Sen, MD	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) of the Income- tax Act, 1961	193.925 - -	193.925 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	- -	- -
5.	Others	-	-
	Total (A)	193.925	193.925

Ceiling as per the Act : Mr. Sen was re-appointed as the Managing Director of the Company for a further period of three years with effect from 1st May, 2018, at a total gross remuneration of upto Rs. 1,95,00,000/- for the period from 1st May, 2018 to 30th April, 2019, Rs. 2,10,00,000/- for the period from 1st May, 2019 to 30th April, 2020 and Rs. 2,25,00,000/- for the period from 1st May, 2020 to 30th April, 2021. However, in view of the COVID-19 pandemic and its resultant economic and financial impact on the Company, Mr. Sen decided to voluntarily forego a part of his remuneration during the period from April 2020 to April 2021. The aforementioned remuneration payable to Mr. Sen does not require the approval of the Central Government, notwithstanding the fact that the same may exceed the limits laid down in Chapter XIII of the Companies Act, 2013, read with Schedule V to the said Act, by virtue of Notification No. S. O. 2922(E) dated 12th September, 2016, issued by the Ministry of Corporate Affairs, Government of India, as Mr. Sen is a managerial person, who is functioning in a professional capacity, and having no interest in the capital of the Company and not related to the promoters or other Directors of the Company in any way and possesses a graduate level qualification with expert and specialized knowledge in the field in which the Company operates.

Annexure to Directors' Report – I (Contd.)

B. Remuneration to other directors:

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mrs. (Prof.) Bharati Ray	Mr. Ratan Lal Gaggar	Mr. Sandipan Chakravorty	Mr. Sanjay Bagaria	Mr. Sanjoy Saha	
1.	Independent Directors						
	• Fee for attending Board/ Committee meetings	2.40	2.60	2.20	-	-	7.20
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (1)	2.40	2.60	2.20	-	-	7.20
2.	Other Non-Executive Directors						
	• Fee for attending Board/ Committee meetings	-	-	-	2.20	1.20	3.40
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	2.20	1.20	3.40
	Total (B)=(1+2)	2.40	2.60	2.20	2.20	1.20	10.60
Total Managerial Remuneration [Total (A) + Total (B)]							204.525

Annexure to Directors' Report – I (Contd.)

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. S. C. Saha, Company Secretary*	Mr. P. R. Sivasankar, Company Secretary#	Mr. Asish Kumar Neogi, CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	37.48	3.08	38.87	79.43
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others	-	-	-	-
Total		37.48	3.08	38.87	79.43

*Demitted Office on 31st January, 2021 & hence remuneration earned is for 10 months.

Appointed with effect from 1st February, 2021 & hence remuneration earned is for 2 months.

VII. Penalties / Punishment/ Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees Imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any (give details)
A. Company					
Penalty	NIL				
Punishment					
Compounding					
B. Directors					
Penalty	NIL				
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	NIL				
Punishment					
Compounding					

Kolkata
28th June, 2021

For & on behalf of the Board
Sanjay Bagaria
Chairman

Annexure to Directors' Report – II

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

[Pursuant to clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of energy -

I. (a) The steps taken for conservation of energy –

1. Proper planning and scheduling of jobs helped in optimizing energy consumption,
2. Consumption of power has been reduced by continuous job planning and using energy efficient machineries, and
3. Conventional fittings have been replaced by low energy consuming fittings.

(b) Impact of the steps taken on conservation of energy :-

1. Low cost of energy resulted from savings in electrical consumption, and
2. Power factor has also been improved through upgradation of capacitor banks which resulted in savings of energy consumption.

II. The steps taken by the Company for utilising alternate sources of energy – The utilization of alternative sources of energy is being considered actively.

III. The capital investment on energy conservation equipments – An Investment of Rs. 6 lakh, considering acquisition of energy saving equipments during the Financial Year ended 31st March, 2022.

B. Technology absorption -

I. Research & Development (R & D)

i) Specific Areas:

Research in various areas have been undertaken for improving the functioning of the equipments manufactured by the Company.

ii) Benefits derived:

Customer satisfaction, including that of overseas customers, who accepted the equipments and released repeat orders.

iii) Future plan of action:

Manufacturing process has to be upgraded to international standard and innovative technologies have to be implemented.

II. Technology Absorption, Adaptation and Innovation

i) Efforts made:

Efforts have been made for full absorption of upgraded technology received from the existing overseas collaborators.

Annexure to Directors' Report – II (Contd.)

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO (Contd.)

[Pursuant to clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014]

ii) Benefits derived:

Acceptability of the products has been increased.

iii) Imported Technology:

Technology imported	Year of Import	Has Technology been fully absorbed?	If not absorbed, areas where this has not taken place, reasons therefor & future plans of action
Technology imported from Cementos Capa, SL, Spain for manufacture of various Building Material products	2019-20	No	Technology transfer is under process

C. Foreign exchange Earnings and Outgo -

During the year, foreign exchange earnings was Rs. 573.53 lakh (Previous Year – Rs. 564.92 lakh) against outgo of Rs. 930.01 lakh (Previous Year – Rs. 967.53 lakh).

Kolkata
28th June, 2021

For & on behalf of the Board
Sanjay Bagaria
Chairman

Annexure to Directors' Report – III

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name (s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	M/s. Mozer Process Technology Private Limited [Joint Venture Company having common Directors]	Letting of office space on leave and licence basis	11 months with option of renewal	License Fee of Rs. 3,000/- per month aggregating to Rs. 25,000/- during the Financial Year ended 31st March, 2021.	19th November, 2019	NIL
2	Mr. Sanjay Bagaria [Non-Executive Chairman]	Non-Executive Non-Independent Director of the Company	Liable to retire by rotation	Received Rs. 2,20,000/- as sitting fees during the Financial Year ended 31st March, 2021.	19th November, 2019	NIL
3	Mr. Indrajit Sen, [Managing Director]	Managing Director of the Company	Appointed for a period of three years with effect from 1st May, 2018 and re-appointed thereafter	Received a remuneration of Rs. 1,93,92,500/- during the Financial Year ended 31st March, 2021.	26th April, 2018	NIL
4	Mr. Sanjoy Saha [Non-Executive Director]	Non-Executive Non-Independent Director of the Company	Liable to retire by rotation	Received Rs. 1,20,000/- as sitting fees during the Financial Year ended 31st March, 2021.	19th November, 2019	NIL
5	Mr. Sandipan Chakravorty [Independent Director]	Non-Executive Independent Director of the Company	Appointed for a period of five years with effect from 7th February, 2020	Received Rs. 2,20,000/- as sitting fees during the Financial Year ended 31st March, 2021.	19th November, 2019	NIL
6	Mr. Ratan Lal Gaggar [Independent Director]	Non-Executive Independent Director of the Company	Appointed for a period of five years with effect from 1st April, 2019	Received Rs. 2,60,000/- as sitting fees during the Financial Year ended 31st March, 2021.	19th November, 2019	NIL
7	Mrs. (Prof.) Bharati Ray [Independent Director]	Non-Executive Independent Director of the Company	Appointed for a period of five years with effect from 7th April, 2020	Received Rs. 2,40,000/- as sitting fees during the Financial Year ended 31st March, 2021.	19th November, 2019	NIL

Annexure to Directors' Report – III (Contd.)

Sl. No.	Name (s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
8	Mr. Suhas Chandra Saha [Company Secretary – Key Managerial Personnel]	Company Secretary of the Company	Employed as Company Secretary till 31st January, 2021	Received a remuneration of Rs. 37.48 lac during the Financial Year ended 31st March, 2021.	29th July, 2019	NIL
9	Mr. P. R. Sivasankar [Company Secretary – Key Managerial Personnel]	Company Secretary of the Company	Employed as Company Secretary from 1st February, 2021	Received a remuneration of Rs. 3.08 lac during the Financial Year ended 31st March, 2021.	22nd January, 2021	NIL
10	Mr. Asish Kumar Neogi [Chief Financial Officer – Key Managerial Personnel]	Chief Financial Officer of the Company	Employed as Chief Financial Officer from 1st February, 2015	Received a remuneration of Rs. 38.87 lac during the Financial Year ended 31st March, 2021.	29th July, 2019	NIL

Notes :

1. M/s. Mozer Process Technology Private Limited ceased to be a Joint Venture / Associate of the Company with effect from 30th December, 2020.
2. Mr. Sanjay Bagaria is also entitled to a Commission @ 2% of the net profits of the Company.

Kolkata
28th June, 2021

For & on behalf of the Board
Sanjay Bagaria
Chairman

Annexure to Directors' Report – IV

PARTICULARS OF DIRECTORS' & EMPLOYEES' REMUNERATION

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

1. (i) The percentage increase in remuneration of each Director, the Chief Financial Officer and the Company Secretary during the Financial Year (FY) 2020-21 as compared to the previous FY 2019-20, and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2020-21 are as under :-

Sl. No.	Name of the Director/ KMP and Designation	% increase (decrease) in remuneration in the FY 2020-21 over FY 2019-20	Ratio of Remuneration of each Director to median remuneration of employees for FY 2020-21
1.	Mr. Sanjay Bagaria (Non-Executive Chairman)	37.50	0.73
2.	Mr. Ratan Lal Gaggar (Independent Director)	36.84	0.86
3.	Mrs. (Prof.) Bharati Ray (Independent Director)	41.18	0.80
4.	Mr. Sandipan Chakravorty (Independent Director)	1000.00*	0.73
5.	Mr. Sanjoy Saha (Non-Executive Director)	500.00*	0.40
6.	Mr. Indrajit Sen (Managing Director)	(7.10)	64.43
7.	Mr. S. C. Saha (Company Secretary) – till 31.01.2021	(16.23)#	N.A.
8.	Mr. Asish Kumar Neogi (Chief Financial Officer)	(9.61)	N.A.
9.	Mr. P. R. Sivasankar (Company Secretary) – from 01.02.2021	N.A. (Appointed with effect from 1st February, 2021)	N.A.

*Not comparable as appointed as Directors only on 7th February, 2020, i.e. acted as Directors only for a small part of the FY 2019-20.

#Not comparable as retired on 31st January, 2021, i.e. was employed for only a part of the FY 2020-21.

- (ii) The median remuneration of the employees of the Company for the FY ended 31st March, 2021 was Rs. 3.01 lakh.
- (iii) During the FY ended 31st March, 2021, the median remuneration of employees decreased by 10.12%.
- (iv) The number of permanent employees on the rolls of the Company as on 31st March, 2021 was 480.
- (v) Average percentile decrease already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2020-21 was 10.57% whereas decrease in the Managerial Remuneration for the same financial year was 7.10%.
- (vi) It is hereby affirmed that the remuneration paid during the Financial Year ended 31st March, 2021 is in accordance with the Remuneration Policy of the Company.

Annexure to Directors' Report – IV (Contd.)

2. PARTICULARS OF EMPLOYEES DRAWING REMUNERATION ABOVE THE PRESCRIBED LIMIT AND TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN DURING THE FY 2020-21

Name	Age	No. of Shares held	Designation & Nature of Duties	Remuneration (Rs.)	Qualification	Experience (Years)	Date of Commencement of Employment	Last Employment
Mr. Indrajit Sen	81	NIL	Managing Director	1,93,92,500	B.E.(Mech)	59	14.12.1971	Hooghly Docking & Engg. Co. Ltd.
Mr. Rana Pratap Singh	54	NIL	Vice-President & SBU Head-Heavy Engg. Divn.	62,12,600	B.E., PGDM	32	01.08.2018	FLSmidth Pvt. Ltd., Chennai
Mr. Manish Bakshi	42	NIL	Head of All India & Export Marketing-BMD	43,66,431	B.Com., MBA (Mktg.)	21	15.05.2019	Kerakoll India
Mr. Asish Kumar Neogi	65	NIL	Chief Financial Officer	38,87,105	B.Com., ACMA	41	01.08.1997	Anglo India Jute Co Ltd
Mr. Suhas Chandra Saha	75	50	Company Secretary (till 31.01.2021)	37,48,340	M.Com, ACA, ACS	50	12.01.1982	Scott & Saxby Ltd
Mr. Debasish Dutta	55	NIL	Asstt. Vice-President (Marketing) - HED	35,81,917	B.E.(Mech.)	31	01.02.1991	Lloyd Insulation (I) Pvt Ltd
Mr. Swapan Kumar. Goswami	70	20	Vice-President (Crushers & Dryers)	33,41,840	B.E.(Mech.)	48	14.06.1983	The Gramophone Co. of India Ltd
Mr. Ranjan Sen	59	NIL	Asstt. Vice-President (Marketing) – Bauer Divn.	32,20,385	B.E.(Mech.), PGDBM (Mktg. & Finance)	39	01.09.2006	MAN Turbo India Pvt. Ltd. (Sulzer India Ltd.)
Mr. Asish Bharadwaj	63	NIL	Asstt. Vice-President (IT)	31,81,005	B.Sc.	41	27.06.1984	BES Consultancy Services (India) Pvt. Ltd.
Mr. Uttam Kumar Pal	67	100	Asstt. Vice-President (Design)	31,11,455	B. Tech., PGDBM	45	17.04.1986	Lagan Jute Machinery Co. Ltd.

Notes:

- Gross remuneration comprises of salaries, allowances, reimbursement of medical expenses, Leave Travel Expenses due and paid, Leave Encashment and retirement benefits, wherever applicable. In addition to the above remuneration, the employees are entitled to gratuity in accordance with the Company's Rules.
- Mr. Suhas Chandra Saha was employed for part of the year as he retired on 31.01.2021.
- Mr. Asish Kumar Neogi sold his 300 equity shares during the FY 2020-21 and as on 31st March, 2021, he did not hold any equity shares of the Company.
- All appointments are contractual.
- No employee is a relative of any Director or Key Managerial Personnel of the Company. Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to any employee.

Kolkata
28th June, 2021

For & on behalf of the Board
Sanjay Bagaria
Chairman

Annexure to Directors' Report – V

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

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

To,

The Members,

International Combustion (India) Limited

Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector – V,

Salt Lake Electronics Complex,

Kolkata – 700 091

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by International Combustion (India) 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 31st March, 2021 [hereinafter called the “Audit Period”], complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**) ;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**) ;

Annexure to Directors' Report – V (Contd.)

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period)** ;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)** ;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**; and
- (i) The Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ;

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

- (i) Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India and approved by the Ministry of Corporate Affairs, Government of India; and
- (ii) The Listing Agreements entered into by the Company with The Bombay Stock Exchange Limited (BSE).

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

I further report that adequate systems and processes are in place in the Company to monitor and ensure compliance with the general laws including labour laws, industrial laws, competition law, environmental laws, foreign trade laws, foreign exchange laws and other State legislations, local and municipal laws as are applicable to the Company and its various establishments.

Based on the Statutory Auditors' Report on the Annual Financial Statements for the Financial Year ended 31st March, 2021, I report that the Company is largely compliant with the financial and tax laws relating to income tax, wealth tax, excise duty, customs duty, service tax, Research & Development Cess, Central Sales Tax, Value-added tax, local sales tax, entry tax, Goods & Services Tax (GST), Octroi Duty, Profession & Employment Taxes and other State, local and municipal taxes, duties and cesses as are applicable to the Company and its various establishments.

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

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

Annexure to Directors' Report – V (Contd.)

Decisions at the Board & Committee meetings are generally carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. However, in case of dissent or abstention, majority decision is carried through while the dissenting/ abstaining members' views are captured and recorded as part of the minutes. Directors interested in a particular business/ matter do not participate in the discussions or voting on the matter in accordance with the Act.

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

I further report that during the Audit Period, –

- i) The shareholders of the Company, vide an Ordinary Resolution passed at their 84th Annual General Meeting held on 29th September, 2020, accorded their approval to the appointment of Mr. Sandipan Chakravorty as an Independent Director of the Company for a period of five years with effect from 7th February, 2020, and
- ii) The shareholders of the Company, vide a Special Resolution passed at their 84th Annual General Meeting held on 29th September, 2020, accorded their approval to the appointment of Mr. Sanjoy Saha as a Non-Executive Director of the Company with effect from 7th February, 2020.

Place : Kolkata

Date : 28th June, 2021

Arup Kumar Roy

Company Secretary in Practice

Membership No. ACS-6784

Certificate of Practice No. 9597

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



‘Annexure A’

To,

The Members,

International Combustion (India) Limited

Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector – V,

Salt Lake Electronics Complex,

Kolkata – 700 091

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata

Date : 28th June, 2021

Arup Kumar Roy

Company Secretary in Practice

Membership No. ACS-6784

Certificate of Practice No. 9597

Management Discussion & Analysis Report

The Management Discussion & Analysis Report for the Financial Year ended 31st March, 2021 as required under Regulation 34 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule V to the said Regulations, is presented below:

1. Industry Structure & Developments

The year under review had been one of the unprecedentedly difficult years in the history of the Indian industry due to the COVID-19 pandemic, which had also adversely affected the working and the performance of your Company.

The Company objective for the year, therefore, was to remain focussed on riding this wave of difficult period and to protect all employees from any major hardship.

For reasons stated above, the revenue for the year under review dropped to Rs. 11096 lakh as against Rs. 12589 lakh of the preceding year and the net loss before tax for the year under review was Rs. 661 Lakh as against Rs. 317 Lakh of the previous year.

2. Strength & Opportunities

For the products manufactured by Heavy Engineering Division & Gear Box and Geared Motor Division, your Company is recognised as a technology leader. The Company, however, is consistently upgrading its technology for the products of these divisions.

The manufacture of various building material products such as Dry Mortars with advanced technology under licence agreement from CAPA, Spain, have received excellent market response and acceptance, which has resulted in the increase in turnover of the Building Material Division during the year under review, though the Division is yet to break-even. The requirement of such high end products are expected to grow further in the coming years.

3. Threats

During the year under review, the Covid-19 pandemic led to frequent lockdowns and restrictions imposed by the authorities and the Company could only operate for around 9 months and even during this limited period of operation, plants and offices could only operate with a strength between 25% to 50% as mandated by the authorities.

The situation became even more difficult as the Company's supply chain, which is spread across the country, nearly collapsed and due to severe liquidity crunch and uncertainty, the market demand also slowed down. Further, the collection of due payments became an additional challenge for the Company.

The Company and the Indian industry in general can ill afford to have any further impact on its operations due to the possible onset of any 3rd and subsequent waves of Covid-19 infections, which have already appeared in many countries of Europe, USA, countries in South America and some countries in Asia.

4. Risks & Concerns

The Risk Management Plan adopted by the Board specifies periodic identification of risks likely to affect the business adversely, rating the risks, their importance, risk identification procedures and implementation of risk mitigation plans. The executive management is continuously monitoring the identification of the risks in various business areas & is also developing various mitigation strategies & plans in these areas to reduce or eliminate the likelihood of such risks.

Management Discussion & Analysis Report (Contd.)

The presence in India of players with low cost products has intensified the competition in the large domestic market consequently shrinking the margin for the Company's products. Managing the Company's funds and liquidity, particularly during this period of COVID-19, is considered as the key factor. Therefore, collection of sale proceeds promptly from the customers is also considered as an area where risk is involved. Paucity of funds of our customers in various sectors particularly in the steel industry is a cause for concern.

5. Outlook

On account of the 2nd wave of Covid-19 pandemic, some plants and offices continues to be affected by lockdown and other restrictions imposed by various State Governments.

However, it is encouraging to note that there are positive indications of recovery and the market demand is progressively growing. Though the supply chain is yet to recover fully, the situation is slowly returning to normal.

The demand for building material products manufactured by the Company under licence from CAPA, Spain, which had also slowed down during the period of the pandemic, is also growing rapidly and in the last few months has grown by over 400%. This business segment is showing strong growth potential.

Expecting the present trend to continue, the Company expects significant improvement in performance in the current Financial Year 2021-22.

However, despite the positive indicators, the major concern, which still remains, is the onset of 3rd and subsequent waves of Covid-19 infections, which have already surfaced in many countries of Europe, USA, countries in South America and some countries in Asia. The Indian industry can ill afford any further impact on their operations.

6. Internal Control Systems and their Adequacy

The Company has an established Internal Financial Control System commensurate with its size and nature of operations to ensure that all assets are safeguarded and the system has been designed in order to ensure orderly and efficient conduct of its businesses, the accuracy and completeness of its accounting records and timely preparation of reliable accounting and financial information.

The system also ensures compliance with applicable statutory policies, viz. the Code of Conduct of the Company, Vigil Mechanism (Whistle-Blower Policy), the Related Party Transactions Policy and the Risk Management Plan and other corporate policies.

The Internal Control Systems are routinely tested by the Management, the Statutory Auditors and the Internal Auditors, who submit their Reports on half-yearly basis to the Management and the Audit Committee. The Audit Committee reviews the reports of the Internal Auditors and addresses significant issues raised by both the Internal Auditors and the Statutory Auditors.

The Committee also follows up the implementation of the corrective actions suggested by the Auditors in order to ensure the adequacy of the Internal Control Systems.

Management Discussion & Analysis Report (Contd.)

7. Financial /Operational Performance (Standalone)

(₹ in lakh)

Particulars	2020-2021	2019-2020
Revenue from Operations	10955	12395
Profit/(Loss) Before Tax	(661)	(317)
Exceptional Items	-	-
Profit/(Loss) after Tax	(517)	(187)
Net Cash Flow from Operations	1125	(362)
Profit/ (Loss) Before Tax to Sale (%)	(6.03)	(2.56)
Basic E.P.S. (Rs.)	(21.61)	(7.83)

8. Segment-wise Performance (Standalone)

(₹ in lakh)

Particulars	2020-2021	2019-2020
Segment Revenue (Sales & Other Operating Income)		
a) Mineral & Material processing & Handling Equipment	6351	7012
b) Geared Motor and Gear Box	3787	5122
c) Building Material	822	364
Net Sales/Income & Inter-Divisional Transfer	10960	12498
Less: Inter-Segment Transfer	5	103
Net Sales/Income from Operations	10955	12395
Segment Result (Profit before Tax & Interest)		
a) Mineral & Material processing & Handling Equipment	1802	2272
b) Geared Motor and Gear Box	(313)	62
c) Building Material	(346)	(471)
Total	1143	1863
Less : Finance Cost	231	281
Other Unallocable Expenditure, net of unallocable Income	1573	1899
Total Profit/(Loss) before Tax	(661)	(317)

9. Details of Key Financial Ratios & Return on the Net Worth

Details of Key Financial Ratios, alongwith detailed explanations for significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) and Return on Net Worth, alongwith detailed explanations for any changes in the same as compared to the immediately previous financial year are given below :-

Management Discussion & Analysis Report (Contd.)

Sl. No.	Particulars	Current FY ended March 31, 2021	Previous FY ended March 31, 2020	% Change between Current FY & Previous FY
1	Debtors Turnover ratio	3.12	3.05	2.30%
2	Inventory Turnover	2.42	2.89	(16.26)%
3	Interest Coverage Ratio	(1.86)	(0.13)	(1330.77)%
4	Current Ratio	1.75	1.63	7.36 %
5	Debt Equity Ratio	0.16	0.28	(42.86)%
6	Operating Profit Margin (%)	(5.21)%	(1.86)%	(180.11)%
7	Net Profit Margin (%)	(4.66)%	(1.49)%	(212.75)%
8	Return on Net Worth (%)	(5.78)%	(1.98)%	(191.92)%

Notes:

1. The above ratios are based on the standalone financial statements of the Company.
2. Previous year's figures have been rearranged whenever necessary.
3. In spite of the lower interest cost during the year under review, the Interest Coverage Ratio has reduced significantly due to the significantly lower Earnings before Interest and Taxes during the said year.
4. In spite of lower reserves as at the end of the year under review, the Debt-Equity ratio has significantly improved mainly due to the repayment of both long-term and short-term debt during the said year.
5. Due to the lower sales turnover during the year under review, the operating loss widened resulting in a significant reduction in the operating profit margin.
6. Due to the lower revenue during the year under review, the net loss widened resulting in a significant reduction in the net profit margin.
7. Due to the significant widening of the net loss during the year under review, the return on net worth reduced significantly.

10.Human Resources/Industrial Relations

The various Human Resources development programmes undertaken by the Company for all its Divisions and operational areas would lead to development, optimization and efficient engagement of the human resources.

Industrial Relations for the year under review for all units of the Company remained cordial.

The number of personnel employed by the Company across all its units and offices was 480 as on 31st March, 2021.

11.Cautionary Statement

Certain statements in this reports relating to Company's objectives, outlooks, projections, expectations etc. may be "forward looking statements" within the meaning of the applicable laws and regulations. Although the Company believes that the expectations reflected in such "forward looking statements" are reasonable, the Company does not and cannot guarantee the accuracy of various assumptions underlying such expectations. Accordingly, actual results or performance could differ materially from

Management Discussion & Analysis Report Contd.

such expectations, projections etc., whether expressed or modified, due to changes in global economy and business conditions, changes in political environment, changes in Government regulations, tax laws, external economic condition affecting demand and supply, price conditions in the market in which the Company operates, natural phenomena such as flood and earthquake, customers' strategies etc. over which the Company does not have any control. The Company does not assume any responsibility/obligation in respect of such forward-looking statement which may undergo changes in future on the basis of subsequent developments or events.

Place : Kolkata
Date : 28th June, 2021

For & on behalf of the Board

S. Bagaria
Chairman

Report on Corporate Governance

INTRODUCTION

The Company's Report on Corporate Governance for the Financial Year ended 31st March, 2021 as required under Regulation 34 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule V to the said Regulations, is furnished hereinbelow :

A. Company's Philosophy on Corporate Governance

The philosophy of the Company is to aim for optimum performance at all levels. For achieving the same, the Company follows the basic Corporate Governance principles and practices viz. fair and transparent business practices, effective management control by the Board, compliance of laws, monitoring of executive performance, accountability for performance, responsibilities of the Board of Directors and monitoring of business risks. The Company believes that good Corporate Governance generates from the mind-set of the organisation and is based on the principles of equity, accountability and commitment to do things in a manner where the resources available can be effectively utilised to meet the stakeholders' aspirations and social expectations.

The Company consistently strives to protect and facilitate the exercise of shareholders' rights, to provide adequate and timely information to shareholders on relevant matters and to ensure equitable treatment of all shareholders. The Company recognizes the rights and interests of all its various stakeholders and seeks to encourage co-operation with them.

B. Board of Directors

(i) Composition

The Board of Directors of the Company, as on 31st March 2021, comprised of 6 (six) members with one Executive Director – the Managing Director - and five Non-Executive Directors, three of whom are Independent Directors. The Chairman of the Board is a Non-Executive non-Independent Director. The Non-Executive Directors with specialization in their respective fields are bringing in a wide range of skills and experience.

(ii) Attendance of the Directors at the Board Meetings of the Company held during the year ended 31st March, 2021 and at the last Annual General Meeting (AGM) along with number of other Directorship(s), other Committee Membership(s)/ Chairmanship(s) and the Directors' shareholding as on 31st March, 2021, are given below :-

Sl. No.	Name of Director	Nature of Category	No. of Board Meetings attended	Attendance at last AGM held on 29.09.2020	No. of Other Directorships*	Other Membership of Committees*		Shares held (Nos.)
						Chairman	Member	
1.	Mr. Sanjay Bagaria	Chairman & Non-Executive Director (Promoter)	6	Yes	3	-	-	43,900
2.	Mr. Indrajit Sen	Managing Director (Non-Promoter)	6	Yes	-	-	-	-
3.	Mr. Ratan Lal Gaggar	Non-Executive Independent Director	6	Yes	8	1	6	-
4.	Mrs. (Prof.) Bharati Ray	Non-Executive Independent Woman Director	6	Yes	1	-	-	-

Report on Corporate Governance (Contd.)

Sl. No.	Name of Director	Nature of Category	No. of Board Meetings attended	Attendance at last AGM held on 29.09.2020	No. of Other Directorships*	Other Membership of Committees*		Shares held (Nos.)
						Chairman	Member	
5.	Mr. Sandipan Chakravorty	Non-Executive Independent Director	6	Yes	2	-	-	-
6.	Mr. Sanjoy Saha	Non-Executive Director	6	Yes	-	-	-	-

*For the purpose of computing 'Other Directorships', & 'Other Membership of Committees' as above, Private Limited Companies and Section 8 Companies have been excluded and for computing 'Other Membership of Committees', Chairmanship/Membership in Audit Committee & Stakeholders' Relationship Committee alone have been considered.

- None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees [as specified in Regulation 26 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015] across all the Companies in which he/ she is a Director.

- There is no relationship among the Directors inter-se.

(iii) The names of the other listed entities, where each Director of the Company is a Director and the category of Directorship therein are as follows :-

Sl. No.	Name of the Director	Other Listed Entities where he/ she is a Director	Category of Directorship therein
1.	Mr. Sanjay Bagaria	-	-
2.	Mr. Indrajit Sen	-	-
3.	Mr. Ratan Lal Gagar	<ul style="list-style-type: none"> • Duroply Industries Ltd. • TIL Ltd. • Sumedha Fiscal Services Limited • Shree Cement Limited 	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director
4.	Mrs. (Prof.) Bharati Ray	IFGL Refractories Limited	Non-Executive Independent Woman Director
5.	Mr. Sandipan Chakravorty	Ramkrishna Forgings Limited	Non-Executive Independent Director
6.	Mr. Sanjoy Saha	-	-

(iv) The table given below sets out the list of core skills/expertise/competencies that have been identified by the Board of Directors of the Company as required by it in the context of the business(es) and sector(s) in which the Company operates for it to function effectively and those actually available with the Board.

Report on Corporate Governance (Contd.)

Sl. No.	Core skill/ expertise/ competency required by Board as identified by it	Whether available with the Board and the names of the Directors who possess the same
1.	In-depth technical and business knowledge of the Heavy Engineering Industry	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Sandipan Chakravortty & Mr. Sanjoy Saha)
2.	In-depth technical and business knowledge of the Geared Motors/ Gear Boxes Industry	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen & Mr. Sandipan Chakravortty)
3.	In-depth technical and business knowledge of the Building Materials/ Construction / Real Estate / Infrastructure Industry	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen & Mr. Sandipan Chakravortty)
4.	Knowledge of accounting, financial management and audit areas	Yes (Mr. Indrajit Sen, Mr. Ratan Lal Gaggar & Mr. Sandipan Chakravortty)
5.	Knowledge of legal/ regulatory/ secretarial / compliance and corporate governance areas	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Ratan Lal Gaggar & Mr. Sandipan Chakravortty)
6.	Knowledge of other functional business areas like purchases & procurement, sales & marketing and human resources management & general administration	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Sandipan Chakravortty & Mr. Sanjoy Saha)
7.	Knowledge of risk management areas	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen & Mr. Sandipan Chakravortty)
8.	Knowledge of environmental management, sustainable development and Corporate Social Responsibility (CSR) areas	Yes (Mr. Sanjay Bagaria, Mr. Indrajit Sen, Mr. Ratan Lal Gaggar, Mr. Sandipan Chakravortty & Mrs. (Prof.) Bharati Ray)

(v) The Board of Directors of the Company confirms that –

- in its opinion, the independent directors fulfill the conditions specified in the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the management, and
- no Independent Director of the Company, during the Financial Year 2020-21, had resigned before the expiry of his/ her tenure.

(vi) Meetings of the Board of Directors

The meetings of the Board are usually held at the Registered Office of the Company at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector – V, Salt Lake Electronics Complex, Kolkata – 700 091. During the year under review, 6 (six) Board Meetings were held - on 19.06.2020, 29.06.2020, 12.08.2020, 11.11.2020, 22.01.2021 & 12.02.2021. The Company Secretary prepares the Agenda in consultation with the Chairman of the Board, for each meeting and circulates the same in advance to the Directors. The Board meets at least once in every quarter to review the Quarterly Results and other items on the Agenda. The information as required under Regulation 17(7) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Part A of Schedule II to the said Regulations is made available periodically to the Board. Details of Directors seeking appointment/ re-appointment at

Report on Corporate Governance (Contd.)

the forthcoming 85th Annual General Meeting are being circulated with the Notice convening the Annual General Meeting. The Board periodically reviews the compliance reports on various laws applicable to the Company and takes steps to rectify instances of non-compliance, if any. Copies of Minutes of the Board Meetings are circulated among the members of the Board for their confirmation and comments, if any.

C. Board Committees

(i) Audit Committee

The Audit Committee of the Board of Directors of the Company currently comprises of three Directors – two of whom are Independent and Non-Executive. The Chairman of the Committee is an Independent Non-Executive Director. The composition of the Audit Committee is in line with the Regulation 18 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013. During the year ended 31st March 2021, 4 (four) Meetings of the Audit Committee were held - on 29.06.2020, 12.08.2020, 11.11.2020 & 12.02.2021. The composition of the Audit Committee along with the attendance of each member during the year are given below :-

Name of Director	Designation	Profession	Committee Meetings	
			Held	Attended
Mr. Ratan Lal Gagar	Chairman	Solicitor & Advocate	4	4
Mr. Indrajit Sen	Member	Engineer	4	4
Mr. Sandipan Chakravorty	Member	Engineer	4	4

The Company Secretary attends the Committee Meetings as Secretary to the Committee. The Statutory Auditors, Internal Auditors & Chief Financial Officer are permanent invitees to the Audit Committee meetings.

The Audit Committee acts as a link between the management, statutory auditors, internal auditors and the Board of Directors. The terms of reference of the Audit Committee, inter-alia, include those specified under Regulation 18 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Part C of Schedule II to the said Regulations as well as under Section 177 of the Companies Act, 2013, such as :

- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors, Cost Auditors, Internal Auditors and Tax Auditors and fixation of their fees;
- Approval of payment for any other services rendered by Statutory Auditors;
- Reviewing the Quarterly/Half Yearly Financial Results and the Audited Financial Results before they are submitted to the Board for their approval;
- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Approval/ ratification of related party transactions on quarterly basis;
- Granting of omnibus approval to material related party transactions in accordance with the Related Party Transactions Policy of the Company;

Report on Corporate Governance (Contd.)

- Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussion with internal auditors of any significant findings and follow up there on;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate ;
- Review of the following information :-
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Internal Audit Reports.

(ii) Share Transfer & Stakeholders' Relationship Committee

(a) Terms of reference

- Approval of transfers, transmission and transposition of shares or other securities, if any, including the power to disapprove the transfers in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, and the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- Issue of new share certificates on split/consolidation, issue of duplicate share certificates against lost/mutilated shares, etc.
- Redressal of shareholders' complaints including complaints related to non-receipt of Annual Reports, non-receipt of declared dividends, non-receipt of share certificates after transfer, transmission, split, consolidation, etc.

(b) Composition

As on 31st March, 2021, the Committee comprised of three Directors viz. Mr. Sanjay Bagaria, Non-Executive Director as Chairman of the Committee, Mr. Indrajit Sen, Managing Director and Mrs. (Prof.) Bharati Ray, Non-Executive Independent Director. During the year under review, this Committee met three times – 09.09.2020, 28.10.2020 & 24.02.2021, which were attended to by all the members.

(c) Investors' Complaints

Mr. P. R. Sivasankar, Company Secretary, is the Compliance Officer of the Company with effect from 1st February, 2021, for, inter-alia, ensuring compliance with the requirements

Report on Corporate Governance (Contd.)

under the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Companies Act, 2013 and also for attending to the investor-related issues and grievances.

The status of investors' complaints, including its final resolution and disposal, are also monitored periodically by the Share Transfer & Stakeholders' Relationship Committee of the Board of Directors of the Company. The Share Transfer & Stakeholders' Relationship Committee also reviews all complaints received through SCORES, the web-based investor grievance redressal portal launched by the Securities & Exchange Board of India.

Name, designation & address of Compliance Officer :

Name : Mr. P. R. Sivasankar
 Designation : Company Secretary
 Address : Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP.
 & GP, Sector – V, Salt Lake Electronics Complex, Kolkata – 700 091.
 E-mail ID : pr.sivasankar@internationalcombustion.in
 (for Investors' complaint).

The number of shareholders' complaints received during the Financial Year 2020-21 was 2 (Two) which, alongwith the one shareholder's complaint which was lying unresolved as at the end of the Financial Year 2019-20, i.e. a total of 3 shareholders' complaints, were duly redressed during the Financial Year 2020-21. There were no shareholders' complaints pending or lying unresolved as at the end of the Financial Year 2020-21.

(d) IEPF Matters

The Board of Directors of the Company have nominated Mr. P. R. Sivasankar, Company Secretary, as the Nodal Officer of the Company with effect from 1st February, 2021, for the purposes of verification of claims relating to the equity shares/ dividend transferred or that may be transferred to the Investor Education and Protection Fund (IEPF) / IEPF Authority and for coordination with the IEPF Authority, as required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Further, the Board of Directors have nominated Mr. Asoke Kamal Manna, Assistant Manager (Finance), as the Deputy Nodal Officer of the Company with effect from 1st February, 2021, to assist the Nodal Officer for the purposes of verification of claims relating to the shares/ dividend transferred or that may be transferred to the IEPF/ IEPF Authority and for coordination with the IEPF Authority.

(iii) Nomination & Remuneration Committee

As on 31st March, 2021, the Nomination & Remuneration Committee comprised of three Directors, viz. Mr. Ratan Lal Gagar, Independent Director & Chairman of the Committee, Mrs. (Prof.) Bharati Ray, Independent Director and Mr. Sanjay Bagaria, Non-Executive Director. The Committee has power to regulate its meetings and proceedings. In accordance with the requirement of Section 178 of the Companies Act, 2013, & Regulation 19 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Part D of Schedule II to the said Regulations, its terms of reference have also been expanded. Presently, the Committee is responsible, inter-alia, for :-

Report on Corporate Governance (Contd.)

- Recommending to the Board the appointments/ re-appointments of Directors and of other Key Managerial Personnel,
- Formulation of criteria for determining qualifications, positive attributes and independence of a Director,
- Recommending to the Board of Directors, the remuneration payable to the Managing Director and other Key Managerial Personnel of the Company,
- Recommending to the Board, the Remuneration Policy of the Company,
- Devising a Policy on Board Diversity,
- Formulation of criteria for performance evaluation of all Directors and the Board as a whole.

During the Financial Year 2020-21, the Committee met once – on 22nd January, 2021, - which was attended to by all the members of the Committee.

The Board, on 20th May, 2014, adopted a Remuneration Policy recommended by the Nomination & Remuneration Committee. The Policy ensures that the level of remuneration payable to the Executive Directors and Key Managerial Personnel is reasonable and sufficient to attract, retain & motivate them. For further details of the Remuneration Policy, please refer to the Directors' Report forming part of this Annual Report.

D. Details of Directors' Remuneration for the year ended 31st March, 2021

Name	Salary Rs.	Perqui- sites & Allow- ances Rs.	Retire- ment Benefits Rs.	Com- mission Rs.	Sitting Fees Rs.	Total Rs.
a) Executive Directors : Mr. Indrajit Sen, Managing Director	96,25,000	97,67,500	-	-	-	1,93,92,500
b) Non-Executive Directors :						
Mr. Sanjay Bagaria	-	-	-	-	2,20,000	2,20,000
Mr. Ratan Lal Gaggar	-	-	-	-	2,60,000	2,60,000
Mrs. (Prof.) Bharati Ray	-	-	-	-	2,40,000	2,40,000
Mr. Sandipan Chakravorty	-	-	-	-	2,20,000	2,20,000
Mr. Sanjoy Saha	-	-	-	-	1,20,000	1,20,000
					10,60,000	2,04,52,500

- The tenure of the Managing Director expired at the close of business hours on 30th April, 2021. Considering the recommendations of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company, at its meeting held on 19th April, 2021, re-appointed Mr. Indrajit Sen as the Managing Director (MD) of the Company for a further period of three years with effect from 1st May, 2021, subject to the approval of the shareholders of the Company by means of a Special Resolution, required to be passed at their forthcoming 85th Annual General Meeting. The MD's tenure of office can however be terminated by either party by giving six months' notice in writing or salary in lieu thereof. There is no separate provision for payment of severance fees to the MD.
- Pursuant to the Companies Act, 2013, now, all the Directors except the Independent Directors retire by rotation.

Report on Corporate Governance (Contd.)

- There are no stock options available/ issued to any Director of the Company.
- The Non-Executive Chairman is paid a Commission @ 2% of the net profits of the Company for a period of five years with effect from the Financial Year 2017-18 as recommended by the Nomination & Remuneration Committee and approved by the Board and the shareholders.
- Each Non-Executive Director is, with effect from 1st January, 2020, paid a sitting fee of Rs. 20,000/- for attending each meeting of the Board or Committee thereof.
- The Non-Executive Directors do not have any other pecuniary relationship or transactions vis-à-vis the Company.
- There are no other performance-linked incentives enjoyed by any other Director of the Company.

E. General Body Meetings :

The last three Annual General Meetings of the Company were held as under :

Financial Year	Date	Time	Location	No. of Special Resolutions Passed
2019-20	29.09.2020	2.00 P.M.	Through Video-Conferencing (VC) / Other Audio-Visual Means (OAVM)	1 (One)*
2018-19	04.09.2019	2.00 P.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata 700017	5 (Five)#
2017-18	03.09.2018	2.00 P.M.	Kala Kunj, 48, Shakespeare Sarani, Kolkata 700017	3 (Three)\$

* A Special Resolution for appointment of Mr. Sanjoy Saha as a Non-Executive Director of the Company was passed through Remote Electronic-Voting & Insta Poll at the 84th Annual General Meeting held on 29th September, 2020 with 53.68% participation. 99.99% of the votes polled were in favour of the resolution. Mr. Arup Kumar Roy, Company Secretary in Practice, was the Scrutinizer for the said Remote E-Voting & Insta Poll. National Securities Depository Limited was appointed as the Remote E-Voting & Insta Poll Agency for the same.

Special Resolutions for approving continuance in office & re-appointment of Mrs. (Prof.) Bharati Ray as an Independent Director, continuance in office of Mr. Ratan Lal Gaggar as an Independent Director, payment of aggregate managerial remuneration in excess of 11% of the net profits of the Company and payment of remuneration to Non-Executive Chairman of an amount in excess of 50% of the aggregate sum total of the remuneration payable to all Non-Executive Directors of the Company put together, were passed through Remote Electronic-Voting & Poll at the 83rd Annual General Meeting held on 4th September, 2019 with 52.82% participation. 99.99% of the votes polled were in favour of the resolutions. Mr. Arup Kumar Roy, Company Secretary in Practice, was the Scrutinizer for the said Remote E-Voting & Poll. National Securities Depository Limited was appointed as the Remote E-Voting Agency for the same.

\$ Special Resolutions for approving re-appointment of Mr. Indrajit Sen as Managing Director and Mr. Ratan Lal Gaggar & Mr. Ravi Ranjan Prasad as Independent Directors were passed through Remote Electronic-Voting & Poll at the 82nd Annual General Meeting held on 3rd September, 2018 with 52.87% participation. 99.99% of the votes polled were in favour of the resolutions. Mr. Arup Kumar Roy, Company Secretary in Practice, was the Scrutinizer for the said Remote E-Voting & Poll. National Securities Depository Limited was appointed as the Remote E-Voting Agency for the same.

Report on Corporate Governance (Contd.)

- No Special Resolution was passed through Postal Ballot during the Financial Year 2020-21.
- Special Resolutions for re-appointment of Mr. Indrajit Sen as the Managing Director of the Company and for ratification of a part of the remuneration foregone by him during his previous tenure are proposed to be considered through Remote Electronic-Voting & Insta Poll at the forthcoming 85th Annual General Meeting scheduled to be held on 29th September, 2021.

F. Disclosures

(a) Related party transactions

All related party transactions have been entered into in the ordinary course of business on an arm's length basis and are placed periodically before the Audit Committee in summary form. There are no significant related party transactions, which have conflict with the interests of the Company at large. The related party transactions have been disclosed in Note No. 41 of the Notes to the Financial Statements for the year ended 31st March, 2021 and also as an Annexure to the Board's Report for the said year.

The Board has adopted a Related Party Transactions Policy which has been posted on the website of the Company (weblink : https://www.internationalcombustion.in/admin/uploadpdf/RPT_Policy.pdf). The Audit Committee of the Board has been made responsible for monitoring the implementation of the said Policy and for ensuring compliance with the same.

(b) Disclosure of accounting treatment

During the Financial Year 2017-18, the Company had adopted and migrated to the Indian Accounting Standards (IND AS), the transition date being 1st April, 2016 and its Financial Statements for the Financial Year ended 31st March, 2021 have also been prepared in accordance with the Indian Accounting Standards (IND AS) as prescribed by the Companies (Indian Accounting Standards) Rules, 2015. The said Indian Accounting Standards (IND AS) in accordance with which the Financial Statements have been prepared are disclosed in the notes to the Annual Audited Financial Statements.

(c) Board Disclosures – Risk Management

The Company has established a Risk Management Plan, covering the risk assessment/minimization procedures as approved by the Board. During the year ended 31st March 2021, these procedures for risk assessment and minimization have been updated wherever considered necessary. These have been disclosed in the Management Discussion and Analysis Report forming a part of the Directors' Report. The statutory requirement of formation of the Risk Management Committee is not applicable to the Company at present.

(d) Matters related to capital market

The Company has complied with the requirements of the Stock Exchanges, SEBI and other authorities on all matters relating to capital markets. No penalties or strictures have been imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter relating to capital markets during the last three years.

Report on Corporate Governance (Contd.)

(e) Management Discussion & Analysis Report

The Management Discussion & Analysis Report, as required under Regulation 34 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule V to the said Regulations, is attached to and forms a part of the Directors' Report.

(f) Code of Conduct

The Company has laid down a Code of Conduct for all Board members and Senior Managerial Personnel of the Company. In accordance with the Companies Act, 2013, the Code of Conduct has been revised to include therein the Code for Independent Directors as specified in Schedule IV to the said Act. The Code of Conduct is available on the website of the Company at www.internationalcombustion.in. All Board members and Senior Management Personnel affirm compliance with the Code of Conduct on an annual basis. A declaration to this effect duly signed by the Managing Director of the Company is annexed along with this Report.

(g) Vigil Mechanism (Whistle Blower Policy)

As required under the Companies Act, 2013 & Regulation 22 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, a Vigil Mechanism (Whistle Blower Policy) of the Company was adopted by the Board on 2nd May, 2014 and placed on the Company's website for the purpose of enabling the Directors and Employees to report unethical behaviour, actual or suspected fraud and violation of the Company's Code of Conduct or ethics policy. The Audit Committee of the Board has been made responsible for overseeing/monitoring the functioning and implementation of the said Vigil Mechanism. It is hereby affirmed that no personnel of the Company has been denied access to the Audit Committee or its Chairperson during the Financial Year 2020-21 or earlier.

(h) Compliance Certificate by CEO & CFO

The Managing Director (CEO) and the Chief Financial Officer (CFO) have given a Compliance Certificate to the Board of Directors, as required under Regulation 17(8) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Part B of Schedule II to the said Regulations, for the Financial Year ended 31st March, 2021, which is annexed at the end of this Report.

(i) Means of Communication

Quarterly/half yearly unaudited and annual audited financial results of the Company are sent to the Stock Exchanges immediately after they are reviewed by the Audit Committee and approved by the Board. An extract of the Quarterly / Half-Yearly and Annual (Standalone & Consolidated) Financial Results are normally published in leading English Daily newspaper (Business Standard/ Business Line/ Financial Express - all editions) and a Bengali Daily (Aaj Kal). The full format of the financial results is also posted on the website of the Company at www.internationalcombustion.in. No official press releases/ news releases or presentations to institutional investors/ analysts on the financial results are made by the Company at present.

Report on Corporate Governance (Contd.)

(j) Independent Directors

In accordance with the Companies Act, 2013, the maximum tenure of the Independent Directors has now been fixed at five years from the date of their appointment or the commencement of the Act, whichever is later, subject, however, to the possibility of a second and final term of five years with the consent of the shareholders vide a Special Resolution. A formal letter of appointment is issued to Independent Directors and the same is placed on the website of the Company. Further, as per Regulation 17(1A) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, brought into force with effect from 1st April, 2019, no Company shall appoint/ re-appoint or continue in office any person, who has attained the age of seventy-five years, as a non-executive Director on its Board, unless approval is accorded to by the shareholders by means of a Special Resolution.

The performance evaluation of the Independent Directors is carried out on a yearly basis by the entire Board (excluding the Director being evaluated) on the basis of the following evaluation criteria formulated by the Nomination & Remuneration Committee of the Board and approved by the Board:-

- i) Adequacy of Preparation by the Director for Board & Committee Meetings,
- ii) Effectiveness of Participation by the Director at Board & Committee Meetings,
- iii) Insight & Observations given/ made by the Director
- iv) Expression of Views by the Director,
- v) Amount of time provided by the Director even outside Board/ Committee Meetings,
- vi) Understanding by the Director of the sector and needs of the Company, and
- vii) Level of confidence and respect of the Board & Management enjoyed by the Director.

A separate meeting of Independent Directors is held once a year to review the performance of non-independent Directors & the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the Company management and Board.

The details of familiarization programmes for Independent Directors has been posted on the website of the Company (weblink : https://www.internationalcombustion.in/admin/uploadpdf/FAM_PROG_ID.pdf).

(k) Quarterly Compliance Report on Corporate Governance

As required under Regulation 27 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, a Quarterly and Half-Yearly/ Yearly Compliance Report(s) on Corporate Governance in the prescribed format signed by the Compliance Officer is submitted to the Stock Exchange within fifteen days of the end of the quarter.

(l) Certificate by Practising Company Secretary on Compliance of Conditions of Corporate Governance

As stipulated under Regulation 34 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule V to the said Regulations, the Company has obtained a certificate from Mr. Arup Kumar Roy, Practising Company Secretary,

Report on Corporate Governance (Contd.)

confirming compliance of conditions of Corporate Governance by the Company during the Financial Year ended 31st March, 2021 and the same is annexed to the Directors' Report & being sent to the shareholders and Stock Exchange as part of the Annual Report.

(m) Compliance with Mandatory/ Non-Mandatory requirements of Corporate Governance

The Company has complied with all the mandatory requirements relating to corporate governance as specified in the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has complied with the following non-mandatory requirements relating to corporate governance as specified in Regulation 27(1) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Part E of Schedule II to the said Regulations :

- The Company is maintaining an office for the Non-Executive Chairman at the Registered Office of the Company and the Non-Executive Chairman is also allowed reimbursement of expenses incurred by him in performance of his duties,
- The Auditors' Report to the shareholders of the Company on the Financial Statements of the Company for the Financial Year ended 31st March, 2021 is with unmodified audit opinion, and
- As the Internal Auditors of the Company are appointed by the Board of Directors on the recommendations of the Audit Committee and as the Internal Audit Reports are placed before the Audit Committee, which is empowered to take such action on the basis of the Report as it may deem necessary, the Internal Auditors are effectively reporting directly to the Audit Committee.

(n) As at the close of the Financial Year 2020-21, the Company has no subsidiary, associate or joint venture.

G. General Shareholders' Information:

(a) Annual General Meeting :

The 85th Annual General Meeting of the shareholders of the Company has been convened on Wednesday, the 29th September, 2021 at 2.00 P.M. IST through Video-Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, and the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with the Ministry of Corporate Affairs, Government of India, General Circulars No. 20/2020 dated 5th May, 2020 & No. 02/2021 dated 13th January, 2021 and Securities & Exchange Board of India Circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021. The Board has not recommended any equity dividend for the Financial Year 2020-21.

Report on Corporate Governance (Contd.)

(b) Financial Year of the Company : 1st April to 31st March.

(c) Financial Calendar :

Sl. No.	Events	Dates
1	Audited Annual Results for FY 2020-21	June 28, 2021
2	E-Mailing of Annual Reports FY 2020-21	By 7th September, 2021
3	First Quarter Results (30th June, 2021)	By 13th August, 2021
4	Annual General Meeting	September 29, 2021
5	Second Quarter Results (30th Sept., 2021)	By 12th November, 2021
6	Third Quarter Results (31st Dec., 2021)	By 11th February, 2022
7	Audited Annual Results for FY 2021-22	By 27th May, 2022

(d) Book Closure :

The Share Transfer Books and Register of Members of the Company shall remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive) for the purpose of AGM.

(e) Listing of Equity Shares on Stock Exchange :

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

As reported by the Company in its Annual Report for the previous Financial Year 2019-20, the equity shares of the Company have been voluntarily delisted from The Calcutta Stock Exchange Limited (CSE), 7, Lyons Range, Kolkata – 700 001, in compliance with the SEBI (Delisting of Equity Shares) Regulations, 2009, with effect from 3rd September, 2019.

(f) Listing Fees

The Company has paid the listing fees upto the Financial Year 2021-22 to the BSE.

(g) Custodial Fees to Depository

The Company has paid the custodial fees upto the Financial Year 2021-22 to the Central Depository Services (India) Limited [CDSL] and the National Securities Depository Limited [NSDL].

(h) Stock Codes : BSE : 505737

(i) Demat ISIN Number : INE403C01014.

(j) (i) Stock Market price data : (1st April, 2020 to 31st March 2021)

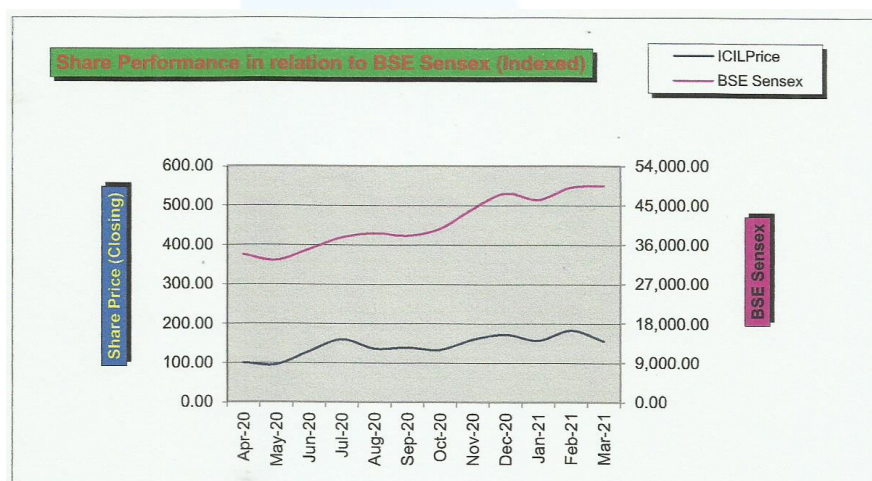
Month/Year	Bombay Stock Exchange Ltd. (BSE)	
	High (Rs.)	Low (Rs.)
April 2020	113.40	95.00
May 2020	108.00	91.25
June 2020	132.50	98.00
July 2020	199.00	117.10
August 2020	174.95	134.35
September 2020	151.70	124.55
October 2020	143.85	123.75

Report on Corporate Governance (Contd.)

Month/Year	Bombay Stock Exchange Ltd. (BSE)	
	High (Rs.)	Low (Rs.)
November 2020	161.60	120.00
December 2020	181.95	152.30
January 2021	193.75	155.20
February 2021	197.00	151.90
March 2021	199.00	155.30

ii) Stock Performance vs. BSE Sensex :

The performance of the Company's equity share scrip on the Bombay Stock Exchange Limited (BSE) in comparison to the BSE Sensex during the Financial Year 2020-21 is graphically represented in the chart below:



(k) Registrar and Share Transfer Agents :

The Company has retained C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700019 (CBMSPL), SEBI registered Registrars & Share Transfer Agents, to carry out the share related activities, both physical and dematerialised.

(l) Share Transfer System

Transfers/ transmissions of shares in scrip/ physical form are processed and share certificates duly endorsed & delivered within a period of fifteen days from the date of receipt thereof, subject to the documents relating to the transfers being valid and complete in all respects. To improve and speed up the investor servicing, the Board has delegated the authority for approving transfers, transmissions, etc. to the Share Transfer & Stakeholders' Relationship Committee which approves the same within a fortnight of the lodgement thereof. The endorsements on the share certificates of the transfers are duly authenticated by the Company Secretary. The Company obtains a half-yearly certificate from a Practicing Company Secretary confirming timely completion of all activities in connection with the share transfers/ transmissions/ transpositions, splits/ consolidations/ issue of duplicate share certificates, rematerialisation of share certificates, etc. as required under Regulation 40(9) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and submits a copy of the same to the Stock Exchange.

Report on Corporate Governance (Contd.)

However, the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 read with Gazette notification dated November 30, 2018, has mandated that transfer of securities would be carried out in dematerialized form only and that transfer of equity shares in physical form would not be permissible with effect from 1st April, 2019, except in cases where the transfer deeds had been lodged earlier and the transfer had been rejected on technical grounds and the same have been re-lodged on or after 1st April, 2019.

Further, SEBI, vide its Circular dated 7th September, 2020, had fixed 31st March, 2021, as the cut-off date for re-lodgment of transfer requests and had stipulated that such transferred shares shall be issued only in dematerialized mode. Also, SEBI, vide its Circular dated 2nd December, 2020, had issued detailed operational guidelines for crediting the transferred shares directly into the demat account of the transferee.

(m) **Distribution of Shareholding as on 31st March, 2021 :**

No. of Shares	Shareholders		Shareholding	
	Number	%	No. of Shares held	%
1-500	5535	93.69	426738	17.85
501-1000	197	3.33	143768	6.02
1001-2000	86	1.46	122923	5.14
2001-3000	35	0.59	86838	3.63
3001-4000	10	0.17	35391	1.48
4001-5000	9	0.15	41826	1.75
5001-10000	12	0.20	82187	3.44
10001-50000	17	0.29	334974	14.02
50001-100000	4	0.07	322231	13.48
100001 & above	3	0.05	793400	33.19
Total	5908	100.00	23,90,276	100.00

(n) **Pattern of Shareholding as on 31st March, 2021 :**

Sl. No.	Category	No. of Shareholders	No. of Shares	Percent-age of Share-holding
1.	Promoter & Promoter Group	14	12,61,931	52.79
2.	Banks/ Financial Institutions	4	251	0.01
3.	Non-Resident Indians (NRIs)	76	19,820	0.83
4.	Bodies Corporate	44	15,762	0.66
5.	Resident Individuals	5650	9,87,033	41.29
6.	Clearing Members	7	1,471	0.06
7.	HUF	110	72,100	3.02
8.	LLP	2	4,486	0.19
9.	Investor Education and Protection Fund Authority	1	27,422	1.15
	Total	5908	23,90,276	100.00

Report on Corporate Governance (Contd.)

(o) Dematerialisation of Shares :

As on 31st March, 2021, 97.73% of the Company's total paid-up equity capital representing 23,35,984 equity shares were held in dematerialized form and the balance 2.27% representing 54,292 equity shares were held in physical scrip form as per details mentioned below :-

Form in which shares held	No. of Shareholders	% of total number of Shareholders	No. of Shares	% of total number of Shares
Physical Scrip Form	652	11.04	54,292	2.27
Dematerialised Form with NSDL	3018	51.08	19,04,962	79.70
Dematerialised Form with CDSL	2238	37.88	4,31,022	18.03
Total	5908	100.00	23,90,276	100.00

(p) Liquidity

The average daily number of equity shares of the Company's scrip traded on the Bombay Stock Exchange Limited (BSE) during the Financial Year 2020-21 was 1435 and the average daily turnover for the scrip on BSE during the Financial Year 2020-21 was Rs. 2.13 lakhs.

(q) Outstanding Convertible Instruments :

No securities/ instruments/GDRs/ ADRs/ warrants convertible into equity shares of the Company are outstanding as on 31st March, 2021.

(r) Share Capital Reconciliation Audit Report

As stipulated by the Securities and Exchange Board of India, a qualified Practising Company Secretary has been appointed to carry out the Share Capital Reconciliation Audit at quarterly intervals to reconcile the total admitted Capital held in dematerialised form in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and in physical form with the total issued and listed Capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchange and is also placed before the Board of Directors. The Report, inter-alia, confirms that the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialized shares and those in the physical mode.

(s) Foreign Exchange / Commodity Price Risk Exposure : The Company has limited exposure to foreign exchange rate fluctuations due to its low level of import and export activities, absence of external commercial borrowings and very limited foreign currency capex buyers' credit from bank. The limited export and import activities of the Company act as a natural hedge against each other to a substantial extent. The Company does not have any direct exposure to commodity price changes/ risks. The major commodity, whose price-changes might impact the costs of the Company on any meaningful scale, is steel, being a major raw-material for the Company.

(t) Transfer of Equity Shares to Unclaimed Suspense Account/ IEPF Authority :

- i) There are no shares issued by the Company which are required to be transferred to the Unclaimed Suspense Account/ Demat Suspense Account in terms of Regulation 39(4) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule VI to the said Regulations.

Report on Corporate Governance (Contd.)

- ii) However, as required under Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which were notified on 7th September, 2016, general newspaper notice was published and specific notice by Registered Post was sent to those shareholders, whose dividend warrants for seven consecutive Financial Years were remaining unencashed, requesting them to claim the said dividends within a period of three months of the said notice, failing which their shares would have to be transferred to the Investor Education and Protection Fund Authority (IEPF Authority). Subsequently, 21,127 equity shares in November, 2017, 1,803 equity shares in October, 2018, 2,367 equity shares in November, 2019 and 3,105 equity shares in November, 2020 aggregating to 28,402 equity shares of the Company in total, representing 1.19 % of the paid-up equity share capital of the Company and belonging to shareholders who had not encashed their dividend warrants for seven consecutive Financial Years, were transferred in favour of the Investor Education and Protection Fund Authority in dematerialized form. Out of the above, as on 31st March, 2021, 980 equity shares, representing 0.04 % of the paid-up equity share capital of the Company, has been credited by IEPF Authority to the demat account of the bona fide claimant after submission of necessary documents and completion of required formalities as to establishment of the title to the shares, resulting in a balance of 27,422 equity shares, representing 1.15 % of the paid-up equity share capital of the Company, lying to the credit of the IEPF Authority in dematerialized form, the voting rights on which shares shall remain frozen until the rightful owner claims the said shares in accordance with the said Rules. Once the concerned shareholders claim their unpaid/ unclaimed dividends by submitting e-Form IEPF-5 as aforesaid and fulfilling other requirements, the underlying equity shares shall also be credited to their demat accounts. Till that time, the voting rights on such shares, thus transferred, shall remain frozen, in accordance with the statutory provisions.
- iii) Further, the Company shall be giving three months' notice to those shareholders whose shares are due to be transferred in favour of the IEPF Authority during the Financial Year 2021-22 by sending individual letters to them through Registered Post, hosting the details of the relevant shares on the Company website and by issuing necessary advertisements in newspapers as required under the aforementioned Rules.
- (u) **Registered & Corporate Office** : Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP&GP, Sector – V, Salt Lake Electronics Complex,
Kolkata – 700 091.
- (v) **Factory Locations :**
- (i) **Mineral & Material Processing and Handling Equipment Division**
Baidyabati Works : 156 (371), G. T. Road Baidyabati,
Dist. Hooghly – 712 222, West Bengal.
Nagpur Works : L-7, MIDC Industrial Estate, Hingna,
Nagpur – 440016, Maharashtra.
- (ii) **Geared Motors & Gear Boxes Division**
Aurangabad Works : B-74/1, MIDC Waluj Industrial Area,
P.O. Bajaj Nagar, Aurangabad – 431136, Maharashtra.

Report on Corporate Governance (Contd.)

(iii) **Building Material Division**

Ajmer Works : Plot No. B-300, Ajaymeru Palra,
RIICO Industrial Area,
Ajmer – 305025, Rajasthan.

(w) **Regional/ Branch Offices :**

Aurangabad : B-74/1, MIDC Waluj Industrial Area,
P.O. Bajaj Nagar, Aurangabad – 431136, Maharashtra.

Bengaluru : No. 548/51, 2nd Floor, Andal Temple Street,
(Behind R. V. Teacher's College)
R.V. Road, Basavanagudi, Bengaluru – 560 004.

Chennai : The Polygon, 2nd Floor,
Door No. 56/142, Anna Salai, Saidapet
Chennai – 600015.

Hyderabad : Flat No. 303, Bhanu Enclave
7-1-638 to 643, Sundar Nagar,
Hyderabad – 500038.

Kolkata : Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP&GP, Sector – V, Salt Lake Electronics Complex,
Kolkata – 700091.

Mumbai : 603-604, Acme Plaza, 6th Floor, A-Wing,
J. B. Nagar, Andheri Kurla Road, Opp. Sangam Theatre,
Andheri (East), Mumbai – 400059.

Nagpur : L-7, MIDC Industrial Estate, Hingna,
Nagpur – 440016, Maharashtra.

New Delhi : 2E/28, Jhandewalan Extn.
New Delhi – 110055

Pune : D 407 Business Court
Mukund Nagar, Pune – 411 037

Vadodara : 403, 4th Floor, 'Opal Square Building',
Behind Express Hotel, R.C. Dutta Road, Alkapuri,
Vadodara – 390007, Gujarat

Jamshedpur : 4th Floor, Office No. 4, H. No. 5, Line No. 2,
S.B. Shop Area, Meghdeep Building, Q. Road,
Bistupur, Jamshedpur – 831 001, Jharkhand.

Indore : 308, B-Block, 3rd Flr., Prakrati Corporate
(Nr. Malwameel Square), Y.N. Road, Indore-452 002
Madhya Pradesh.

Report on Corporate Governance (Contd.)

Jaipur : S-211, Amrapali Plaza, Near Amrapali Circle,
Vaishali Nagar, Jaipur – 302 021

(x) Total number of Employees as on 31.03.2021 : 480.

(y) Address for Shareholders' Correspondence :

- i) **For Shares held in Physical Form** – All correspondence regarding share transfers/ transmissions, change of address, bank mandates, nomination, etc. should be addressed to the Registrars and Share Transfer Agents of the Company at the following address :
C. B. Management Services (P) Limited
Unit : International Combustion (India) Limited
P-22, Bondel Road, Kolkata – 700019
Telephone : (033) 40116700/6715/6717/6724/6742;
Fax : (033) 4011-6739
E-mail : rta@cbmsl.com
- ii) **Shares held in Dematerialized Form** – All correspondence regarding change of address, bank mandates, nomination, etc. should be addressed to their respective depository participants.
- iii) **For Shares held in Physical/ Dematerialized Form** – All correspondence regarding non-receipt of dividend, non-receipt of Annual Report or regarding any other general matter or regarding any difficulties, complaints or grievances, may be addressed to the Registrars and Share Transfer Agents of the Company at their address mentioned above or to Mr. P. R. Sivasankar, Company Secretary (Compliance Officer) at the Registered Office at Infinity Benchmark, 11th Floor, Plot No. G-1, Block EP & GP, Sector – V, Salt Lake Electronics Complex, Kolkata 700 091 (Phone No. : 033-4080 3000/ 3040 / 3039 ; Fax No. : 033-23576653) or sent by email at pr.sivasankar@internationalcombustion.in.

(z) Credit Ratings

In March, 2019, credit rating agency ICRA Limited had reaffirmed the long-term scale rating on the working capital credit facilities enjoyed by the Company from its bankers on consortium basis of [ICRA]BBB- (pronounced as ICRA triple B minus) [signifying a moderate degree of safety regarding timely servicing of financial obligations and carrying moderate credit risk]. The outlook on the long term scale rating is Stable. ICRA had also reaffirmed the short-term scale rating on the aforementioned facilities of [ICRA]A3 (pronounced as ICRA A three) [signifying a moderate degree of safety regarding timely servicing of financial obligations and carrying higher credit risk as compared to instruments/ facilities rated in the higher categories].

However, in June, 2020, credit rating agency ICRA Limited had downgraded the long-term rating on the fund-based and non-fund based working capital credit facilities enjoyed by the Company from its bankers on consortium basis from [ICRA]BBB- (pronounced as ICRA triple B minus) [signifying a moderate degree of safety regarding timely servicing of financial obligations and carrying moderate credit risk] to [ICRA]BB+ (pronounced as ICRA double B plus) [signifying a moderate risk of default regarding timely servicing of financial obligations]. The outlook on the long term rating had been revised from Stable to Negative. ICRA had also downgraded the short-term rating on the aforementioned facilities from [ICRA]A3 (pronounced as ICRA A three) [signifying a moderate

Report on Corporate Governance (Contd.)

degree of safety regarding timely servicing of financial obligations and carrying higher credit risk as compared to instruments/ facilities rated in the higher categories] to [ICRA]A4+ (pronounced as ICRA A four plus) [signifying a minimal degree of safety regarding timely servicing of financial obligations and carrying very high credit risk and susceptibility to default].

Further, in April, 2021, credit rating agency ICRA Limited had re-affirmed the long-term rating of [ICRA]BB+ (pronounced as ICRA double B plus) [signifying a moderate risk of default regarding timely servicing of financial obligations] on the fund-based and non-fund based working capital credit facilities enjoyed by the Company from its bankers on consortium basis. The outlook on the long term rating has been maintained at Negative. ICRA had also re-affirmed the short-term rating of [ICRA]A4+ (pronounced as ICRA A four plus) [signifying a minimal degree of safety regarding timely servicing of financial obligations and carrying very high credit risk and susceptibility to default] on the aforementioned facilities.

- (zi) The Company, during the Financial Year 2020-21 or during any of the previous five financial years, did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (zii) A certificate from Mr. Arup Kumar Roy, Company Secretary in Practice, to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities & Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority, has been duly obtained.
- (ziii) There was no such instance during the Financial Year 2020-21, where the Board of Directors of the Company had not accepted any recommendation of any Committee of the Board, which is mandatorily required.
- (ziv) The total fees for all services paid by the Company, on a consolidated basis during the Financial Year 2020-21, to M/s. Ray & Ray, Statutory Auditors of the Company and to all entities in the network firm/network entity of which the Statutory Auditors are a part, was Rs. 5,78,200/- [inclusive of Goods and Services Tax (GST)].
- (zv) An Internal Complaints Committee as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, had been formed with Mrs. Swagata Roy, Assistant General Manager – Finance, the senior-most woman employee in the Company, as its Presiding Officer. No complaints of sexual harassment were received by the Committee during the Financial Year 2020-21 or pending as at the close of the said Financial Year.

Kolkata
28th June, 2021

For & on behalf of the Board
Sanjay Bagaria
Chairman



CEO and CFO Certification

The Board of Directors

International Combustion (India) Limited

SUB : COMPLIANCE CERTIFICATE BY CEO / CFO

Dear Sirs,

We hereby certify that :--

- (a) We have reviewed the Financial Statements (Standalone) of the Company for the Financial Year ended 31st March, 2021, drawn up in accordance with the Companies (Indian Accounting Standards) Rules, 2015, i.e. the Statement of Profit & Loss, including the Statement of Other Comprehensive Income, for the Financial Year ended 31st March, 2021, the Balance Sheet as on that date and the Cash Flow Statement and the Statement of Changes in Equity for the Financial Year ended on that date (including the notes, schedules, annexures & attachments thereto) and that 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 the Indian Accounting Standards (IND AS), applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud, if any, 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. However, during the year, there were no such instances.

Yours Sincerely,

Kolkata
Date : 28th June, 2021

Indrajit Sen
Managing Director
(CEO)

Asish Kumar Neogi
Chief Financial Officer
(CFO)

DECLARATION BY THE MANAGING DIRECTOR PURSUANT TO SCHEDULE V OF THE SECURITIES & EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH REGULATIONS 34(3) & 26(3) OF THE SAID REGULATIONS

To

The Shareholders of
International Combustion (India) Limited

Sub : Compliance with Code of Conduct

I hereby declare that all the Board Members and Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct of the Company (including the Code for Independent Directors applicable to Independent Directors as required under Schedule IV to the Companies Act, 2013), as adopted by the Board of Directors, for the Financial Year 2020-21.

Kolkata
June 28, 2021

Indrajit Sen
Managing Director

Corporate Governance Compliance Certificate

CIN of the Company : L36912WB1936PLC008588

Nominal Capital : Rs. 5,00,00,000/-

To
The Members
International Combustion (India) Limited
Infinity Benchmark, 11th Floor,
Plot No. G-1, Block EP & GP, Sec V,
Salt Lake Electronics Complex
Kolkata – 700091.

I have examined all relevant records of International Combustion (India) Limited (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Regulation 46 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedules II & V to the said Regulations for the Financial Year ended 31st March, 2021. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of the certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that the Company has complied with –

- a) all the mandatory conditions of Regulations 17 to 27 and Regulation 46 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedules II & V to the said Regulations, and
- b) the following non-mandatory/ discretionary requirements specified in Regulation 27(1) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Part E of Schedules II to the said Regulations :-
 - i) The Company is maintaining an office for the Non-Executive Chairman at the Registered Office of the Company and the Non-Executive Chairman is also allowed reimbursement of expenses incurred by him in performance of his duties,
 - ii) The Auditors' Report to the shareholders of the Company on the Financial Statements (Standalone) of the Company for the Financial Year ended 31st March, 2021 is with unmodified audit opinion, and
 - iii) As the Internal Auditors of the Company are appointed by the Board of Directors on the recommendations of the Audit Committee and as the Internal Audit Reports are placed before the Audit Committee, which is empowered to take such action on the basis of the Report as it may deem necessary, the Internal Auditors are effectively reporting directly to the Audit Committee.

Date : 28th June, 2021
Place : Kolkata

Arup Kumar Roy
Practicing Company Secretary
Membership No. : ACS-6784
Certificate of Practice No. : 9597



Independent Auditor's Report

To the Members of International Combustion (India) Limited

Report on The Audit of The Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **International Combustion (India) Limited** ("the Company") which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment were of most significance in our audit of the financial statements for the year ended March 31, 2021. 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. In addition to the matter described in the 'Emphasis of Matter' section, we have determined the matter described below to be the Key Audit Matter to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements:

Independent Auditor's Report (Contd.)

Sr. No.	Key Audit Matters	How the matter was addressed in our audit
1	<p>Modified Audit Procedures carried out in light of COVID-19 outbreak:</p> <p>Due to COVID-19 pandemic, Nationwide lockdown and travel restrictions imposed by Central/ State Government / Local Authorities, during the period of our audit, we could not travel to some of the units and have carried out the audit process remotely from the Head Office location of the Company.</p> <p>As we could not gather audit evidence in person or physically or through discussions and personal interactions with the officials at these units, we have identified such modified audit procedures as a Key Audit Matter.</p> <p>Accordingly, our audit procedures were modified to carry out the audit remotely.</p>	<p>Due to the outbreak of COVID-19 pandemic that caused nationwide lockdown and other travel restrictions imposed by the Central and State Governments/local administration during the period of our audit, we could not travel to some of the units and carry out the audit processes physically at the respective offices.</p> <p>Wherever physical access was not possible, necessary records, reports, documents and certificates were made available to us by the unit through digital medium and emails. To this extent, the audit process was carried out on the basis of such documents, reports and records made available to us which were relied upon as audit evidence for conducting the audit and reporting for the current period.</p> <p>Such restrictions in performing audit procedures have enhanced the risk in effectively carrying out the audit and the quality of audit evidence gathered by us.</p> <p>Accordingly, we modified our audit procedures as follows:</p> <ul style="list-style-type: none"> • Conducted verification of necessary records and documents electronically through remote access vide emails in respect of some of the units wherever physical access was not possible. • Carried out verification of scanned copies of the documents, deeds, certificates and the related records made available to us through emails. • Making enquiries and gathering necessary audit evidence through dialogues and discussions over phone calls/conference calls, emails and similar communication channels. • Resolution of our audit observations telephonically/ through email instead of a face-to-face interaction with the designated officials. <p>Audit Conclusion:</p> <p>Our procedures did not identify any material exceptions.</p>

Independent Auditor's Report (Contd.)

Sr. No.	Key Audit Matters	How the matter was addressed in our audit
2	<p>Revenue recognition related to multiple element arrangements (as described in notes 3.14 of the Ind AS financial statements).</p> <p>The contracts with customers include multiple elements including sale of products and ancillary services like supervision of installation, commissioning, etc. The identification of performance obligations under the contracts with customers, allocation of consideration to the performance obligations identified and determination of the timing of revenue recognition in accordance with Ind AS 115 requires exercise of judgement by the Company's management.</p> <p>We considered this to be a Key Audit Matter in view of the customer contracts being complex and non-standard</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • We obtained an understanding and evaluated the design and tested the operating effectiveness of key controls over revenue recognition; • We assessed the appropriateness of the accounting policies applied by the Company in line with the applicable accounting standards. • We tested contracts with customers on a sample basis to assess the contractual terms which impacted identification and timing of performance obligations, allocation of consideration to these performance obligations based on determination of selling prices and determination of timing of recognition for each of these revenue components; • We performed tests related to non-standard manual journal entries related to revenue <p>Audit Conclusion:</p> <p>Our procedures did not identify any material exceptions.</p>

Emphasis of Matter

We draw attention to Note No. 43 of the financial statements regarding impact of COVID-19 pandemic. The situation continues to be uncertain and the management is evaluating the situation on an ongoing basis with respect to the challenges faced.

The Company has terminated its Joint Venture Agreement with Allgaier Werke GmbH, Germany in connection with its Joint Venture Company, Mozer Process Technology Private Limited (MPTPL) with effect from 30.12.2020. Necessary intimation has been given to the SEBI and MCA in this regard. Consequently, there is no requirement of consolidating the financial statements as on 31.03.2021.

Our opinion is not modified in respect of the above matters.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

Independent Auditor's Report (Contd.)

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

Responsibilities of the Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Second Amendment Rules, 2019. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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.

Independent Auditor's Report (Contd.)

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

Independent Auditor's Report (Contd.)

- 2) 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 the Statement of Other Comprehensive Income, Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Second Amendment Rules, 2019;
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) In our opinion, managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, please refer to our separate Report in "Annexure – B".
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any reported pending litigation for the financial year ended 31.03.2021;
 - 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 the amounts required to be transferred to the Investor Education and Protection Fund by the Company as on the date of this report.

For, **Ray & Ray**
Chartered Accountants
(Firm's Registration No.301072E)

K K Ghosh
Partner
(Membership No. 059781)
UDIN: 21059781AAAAEG7296

Kolkata
28th June, 2021

Independent Auditor's Report (Contd.)

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of International Combustion (India) Limited of even date)

- i. In respect of the Company's fixed assets;
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) According to the information and explanation given to us by the management of the Company, most of the fixed assets have been physically verified by the management during the year and no material discrepancies were noted on such verification. In our opinion, the frequency of such 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 by the management of the Company, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- ii. Inventory has been physically verified by the management of the Company during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Physical verification at some locations was not feasible due to lockdown restrictions imposed by the Central Government for the COVID-19 pandemic. Alternative audit procedures were adopted to verify inventory balances for such locations and no material discrepancies were noted.
- iii. According to the information and explanation given to us, the Company has not granted any loans to companies, firms or other parties as listed in the register maintained under section 189 of the Companies Act, 2013. Accordingly, provisions of Clause 3 (iii) (b) & (c) of the Order are not applicable to the Company.
- iv. According to the information and explanation given to us, the Company has not given any loan to directors as mentioned in Section 185 and has not made any investments or given any guarantees and security as mentioned in Section 186. Accordingly, provisions of Clause 3 (iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits during the year and so the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 are not applicable.
- vi. According to the information and explanations given to us, Cost Audit has been carried out by the Company as required under section 148(1) of the Companies Act, 2013 in respect of the products of the Company.
- vii.
 - a. According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
 - b. According to the information and explanations given to us by the management of the Company, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Service tax, sales-tax, service tax, duty of customs, duty of excise, value added tax or cess were outstanding as at 31st March, 2021, for a period of more than six months from the date they became payable.

Independent Auditor's Report (Contd.)

- c. According to the records of the Company, there are no dues of income-tax, Goods and Service tax, sales-tax, value added tax, duty of customs, duty of excise or service tax or cess which have not been deposited as at 31st March, 2021 on account of any dispute.
- viii. According to the information and explanations given to us by the management of the Company, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders;
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised;
- x. Based upon the audit procedures performed, for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the management of the Company, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year;
- xi. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the management of the Company, we report that during the current year, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, provisions of this clause are not applicable to the Company.
- xiii. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the management of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards;
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- xv. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the management of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013;
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For, Ray & Ray
Chartered Accountants
(Firm's Registration No.301072E)

K K Ghosh
Partner
(Membership No. 059781)
UDIN: 21059781AAAAEG7296

Kolkata
28th June, 2021

Independent Auditor's Report (Contd.)

Annexure "B" to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of INTERNATIONAL COMBUSTION (INDIA) LIMITED ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records

Independent Auditor's Report (Contd.)

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.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Kolkata
28th June, 2021

For, Ray & Ray
Chartered Accountants
(Firm's Registration No.301072E)

K K Ghosh
Partner
(Membership No. 059781)
UDIN: 21059781AAAAEG7296

Balance Sheet As at March 31, 2021

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	5	4121.93	4484.72
(b) Capital Work-in-Progress	5	3.81	-
(c) Intangible Assets	6	32.53	50.13
(d) Financial Assets			
(i) Investments	7	639.00	985.28
(ii) Other financial assets	8	157.09	150.77
(e) Deferred Tax Assets	9	291.21	159.35
		5245.57	5830.25
Current Assets			
(a) Inventories	10	4313.89	4545.52
(b) Financial Assets			
(i) Investments	11	819.36	819.83
(ii) Trade Receivables	12	2917.76	3847.63
(iii) Cash and Cash equivalents	13	211.77	222.91
(iv) Bank Balances other than (iii) above	14	84.89	83.15
(v) Other financial assets	15	6.52	8.32
(c) Other Current Assets	16	628.53	605.94
		8982.72	10133.30
Total Assets		14228.29	15963.55
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	17	239.03	239.03
(b) Other Equity	18	8695.60	9233.87
		8934.63	9472.90
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
Borrowings	19	20.38	54.41
(b) Provisions	20	135.37	219.47
		155.75	273.88
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	1278.22	2260.05
(ii) Trade Payables	22		
A. Total outstanding dues of micro enterprises and small enterprises		849.71	786.23
B. Total outstanding dues of creditors other than micro enterprises and small enterprises		1659.47	1631.27
(iii) Other financial liabilities	23	113.87	360.48
(b) Other Current Liabilities	24	1114.02	1032.05
(c) Provisions	25	92.00	112.92
(d) Current Tax Liabilities (Net)	26	30.62	33.77
		5137.91	6216.77
Total Equity and Liabilities		14228.29	15963.55

Significant Accounting Policies and other accompanying Notes (1 to 44) form an integral part of the financial statements

This is the Balance Sheet as per our report of even date

For and on behalf of the Board of Directors

For Ray & Ray
Chartered Accountants
(Firm's Registration No 301072E)

I. Sen
Managing Director
(DIN No 00216190)

S. Bagaria
Chairman
(DIN No 00233455)

K.K. Ghosh
Partner
(Membership No. 059781)
Place: Kolkata
Date: 28th June, 2021

P.R. Sivasankar
Company Secretary

A.K. Neogi
Chief Financial Officer

Statement of Profit & Loss for the year ended March 31, 2021

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
INCOME			
Revenue From Operations	27	10955.24	12395.03
Other Income	28	140.99	193.92
Total Income		11096.23	12588.95
EXPENSES			
Cost of materials consumed	29	5237.49	6049.15
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	249.41	(524.80)
Employee benefits expense	31	3486.62	3890.60
Finance costs	32	231.45	280.87
Depreciation and amortisation expense	33	435.13	488.36
Other expenses	34	2117.31	2721.73
Total Expenses		11757.41	12905.91
Profit / (Loss) before tax		(661.18)	(316.96)
Tax expense:	35		
Current tax		-	-
Deferred tax/(Reversal)		(144.57)	(129.87)
Total Tax Expenses		(144.57)	(129.87)
Profit/(Loss) for the year		(516.61)	(187.09)
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss	36	48.88	(82.32)
(ii) Income tax relating to items that will not be reclassified to profit or loss	35.3	(12.71)	21.40
Other Comprehensive Income for the year (Net of taxes)		36.17	(60.92)
Total Comprehensive Income /(Loss) for the year		(480.44)	(248.01)
Earnings per equity share of par value of Rs. 10 each.	39		
(1) Basic (Rs.)		(21.61)	(7.83)
(2) Diluted (Rs.)		(21.61)	(7.83)

Significant Accounting Policies and other accompanying Notes (1 to 44) form an integral part of the financial statements

This is the Statement of Profit and Loss
as per our report of even dateFor Ray & Ray
Chartered Accountants
(Firm's Registration No 301072E)K.K. Ghosh
Partner
(Membership No. 059781)
Place: Kolkata
Date: 28th June, 2021

For and on behalf of the Board of Directors

I. Sen
Managing Director
(DIN No 00216190)S. Bagaria
Chairman
(DIN No 00233455)P.R. Sivasankar
Company SecretaryA.K. Neogi
Chief Financial Officer

Statement of changes in Equity for the year ended March 31, 2021

A. Equity Share Capital	Amount (₹ in lakh)
Balance as at April 1, 2019	239.03
Changes during the year	-
Balance as at March 31, 2020	239.03
Changes during the year	-
Balance as at March 31, 2021	239.03

B. Other Equity

As at March 31, 2021

(₹ in lakh)

Particulars	Surplus				Items of other comprehensive income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Re-measurement of defined benefit plans	
Balance as at April 1, 2020	605.34	890.41	7301.82	609.24	(172.94)	9233.87
Total Comprehensive Income for the year	-	-	-	(516.61)	36.17	(480.44)
Dividends including dividend distribution tax	-	-	-	-	-	0.00
Investment in Mozer Technology Private Limited written off	-	-	-	(50.00)	-	(50.00)
Share of Loss in Mozer Technology Private Limited written off	-	-	-	(7.83)	-	(7.83)
Transfer from Loan Ammortisation	-	-	-	-	-	0.00
Balance as at March 31, 2021	605.34	890.41	7301.82	34.80	(136.77)	8695.60

As at March 31, 2020

Particulars	Surplus				Items of other comprehensive income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Re-measurement of defined benefit plans	
Balance as at April 1, 2019	605.34	890.41	7301.82	824.52	(112.02)	9510.07
Total Comprehensive Income for the year	-	-	-	(187.09)	(60.92)	(248.01)
Dividends including dividend distribution tax	-	-	-	(28.82)	-	(28.82)
Transfer from Loan Ammortisation	-	-	-	0.63	-	0.63
Balance as at March 31, 2020	605.34	890.41	7301.82	609.24	(172.94)	9233.87

Refer Note no. 7.1 & 18 for writing off of investment and nature and purpose of reserves

This is the Statement of Changes in Equity
as per our report of even date

For Ray & Ray
Chartered Accountants
(Firm's Registration No 301072E)

K.K. Ghosh
Partner
(Membership No. 059781)
Place: Kolkata
Date: 28th June, 2021

For and on behalf of the Board of Directors

I. Sen
Managing Director
(DIN No 00216190)

S. Bagaria
Chairman
(DIN No 00233455)

P.R. Sivasankar
Company Secretary

A.K. Neogi
Chief Financial Officer

Cash Flow for the Year Ended March 31, 2021

(₹ in lakh)

Particulars	Year ended		Year ended	
	March 31, 2021	March 31, 2021	March 31, 2020	March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax		(661.18)		(316.96)
Add: Depreciation and amortisation expenses	435.13		488.36	
Irrecoverable Debts/Advances written off	79.90		33.16	
Provision for expected credit losses	(30.08)		23.25	
Finance Cost	231.45	716.40	280.87	825.64
		55.22		508.68
Less: Interest Income	13.12		11.82	
Net gain/(loss) on sale of Current Investments	2.05		(41.71)	
Net gain/(loss) on fair valuation of investments through Profit and Loss	111.10		148.25	
Provisions/Liabilities no longer required written back	96.13		8.80	
Fair valuation of Surrender Value of Keyman Insurance policy	-		34.78	
Profit/(Loss) on sale/discard of Fixed Assets (Net)	0.36	222.76	10.30	172.24
Operating Profit before Working Capital changes		(167.54)		336.44
Less: Increase/(Decrease) in Inventories	(231.63)		597.01	
Increase/(Decrease) in Trade Receivables	(880.05)		(172.45)	
Increase/(Decrease) in Loans & advances, other financial and non-financial assets	22.20		63.00	
(Increase)/Decrease in Trade Payables, other financial and non-financial liabilities and provisions	(205.81)	(1,295.29)	98.17	585.73
Cash generated from Operations		1,127.75		(249.29)
Less: Direct Taxes paid (Net)		3.15		113.01
Net cash flow from Operating activities (A)		1,124.60		(362.30)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment and movements in Capital work in progress	(103.49)		(618.44)	
(Purchase)/Sale of Investment (net)	409.90		474.15	
Interest received	9.92		14.59	
Maturity of Keyman Insurance Policy	-		656.40	
Investment in fixed deposits (having original maturity of more than 3 months)	(3.45)	312.88	(37.89)	488.81
Net Cash flow from Investing activities (B)		312.88		488.81
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds/(Repayments) from short term borrowings (net)	(981.83)		1289.97	
Proceeds/(Repayments) from long term borrowings (net)	(229.32)		(993.15)	
Interest and other borrowing cost paid	(234.80)		(285.85)	
Dividends	(2.67)	(1,448.62)	(30.64)	(19.67)
Net cash flow from Financing activities (C)		(1,448.62)		(19.67)
Cash and Cash equivalents (A+B+C)		(11.14)		106.84
Cash and Cash equivalents as at 1st April		222.91		116.07
Cash and Cash equivalents as at 31st March (Refer note no. 13)		211.77		222.91

Note: The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7- 'Statement of Cash Flows'.

This is the Cash Flow Statement as per our report of even date

For Ray & Ray
Chartered Accountants
(Firm's Registration No 301072E)

K.K. Ghosh
Partner
(Membership No. 059781)
Place: Kolkata
Date: 28th June, 2021

For and on behalf of the Board of Directors

I. Sen
Managing Director
(DIN No 00216190)

S. Bagaria
Chairman
(DIN No 00233455)

P.R. Sivasankar
Company Secretary

A.K. Neogi
Chief Financial Officer

Notes to Financial Statements for the year ended March 31, 2021

1 Corporate Information

International Combustion (India) Limited is a public limited company in India, having its registered office in Kolkata, West Bengal located in India engaged in the manufacture and supply of Heavy Engineering Equipment, Geared Motors and Gear Boxes and Dry Mix Mortars. The Company's shares are listed and publicly traded on the Bombay Stock Exchange Limited.

Preparation of Consolidated financial statement in relation to Company's Joint Venture with Mozer Process Technology Private Limited is not required as stated in Note 7.1

2 Statement of Compliance

The Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2016 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act") with effect from April 1, 2017 and therefore Ind ASs issued, notified and made effective till the financial statements are authorized have been considered for the purpose of preparation of these financial statements.

3 Significant Accounting Policies

3.1 Basis of Preparation

The Financial Statements have been prepared under the historical cost convention except certain financial instruments which are measured in terms of relevant Ind AS at fair values/ amortized costs at the end of each reporting period.

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

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakh except otherwise stated.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

- (a) **Level 1:** Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

- (b) **Level 2:** Inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.
- (c) **Level 3:** Inputs for the asset or liability which are not based on observable market data.

3.2 Property Plant and Equipment (PPE)

Property, plant and equipment are stated at cost of acquisition or deemed cost on the date of transition or construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. Cost of an asset comprises its purchase price or its construction cost including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, inward freight, dismantling costs, installation expenses and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management. For major projects, interest and other costs incurred on / related to direct borrowings to finance projects / fixed assets during construction period and related pre-operative expenses, if appropriate, are capitalized.

Parts of an item of PPE having different useful lives and material value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement when incurred.

Capital Work-in-progress includes preoperative and development expenses of equipments to be installed, construction and erection materials, advances etc. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

Depreciation and Amortization of Expenses:

Depreciation on Property, Plant and Equipment (other than on certain building and vehicles which is amortised over the period of lease) is provided on useful life as specified in Schedule II of the Companies Act, 2013 on the following basis:

- (a) Nagpur ,Aurangabad and Ajmer Units - on straight line method;
- (b) Other Units - on written down value method.
- (c) Leasehold Land being perpetuity in nature and having a term upto 99 years of lease with an option of renewal has not been amortised.

Intangible assets are amortized on straight line method over a period of six years.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

Depreciation on Property, Plant and Equipments commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows.

Category	Useful life (years)
Buildings	
Non-Factory Building (RCC Frame Structure)	60
Factory Building	30
Roads	
Carpeted Roads-RCC	-
Carpeted Roads-other than RCC	-
Non-Carpeted Roads	3
Plant and machinery	
Plant	15
Computer equipment	
Servers and networks	6
Others	3
Furniture and fixtures and Laboratory Equipment's	10
Office equipment	5
Vehicles	
Cars	8

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date

3.3 Intangible Assets

Intangible assets are stated at cost comprising of purchase price inclusive of duties and taxes less accumulated amount of amortization and impairment losses. Such assets, are amortised over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Accordingly, Technical Knowhow Fees, cost of computer software packages (ERP and others) and Patents are amortized over a period of 6 years.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

3.4 Derecognition of Tangible Assets

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE 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.

3.5 Leases

Leases are classified as finance leases, whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

Finance leases are capitalized at the inception of the lease at lower of its fair value and the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Any initial direct costs of the lessee are added to the amount recognised as an asset. Each lease payments are apportioned between finance charge and reduction of the lease 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 outstanding amount of the liabilities

Payments made under operating leases are recognised as expenses on a straight-line basis over the term of the lease unless the lease arrangements are structured to increase in line with expected general inflation or another systematic basis which is more representative of the time pattern of the benefits availed. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

3.6 Impairment of Tangible Assets

Tangible assets are reviewed at each Balance Sheet date for impairment. In case of any events and circumstances which indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the Statement of Profit and Loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets' fair value less cost to disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

3.7 Financial assets and financial liabilities

Financial assets and financial liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

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

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

(FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets and Financial Liabilities measured at amortised cost

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

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial Asset at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through Other Comprehensive Income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in Other Comprehensive Income.

(iv) For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

(v) Financial Assets or Liabilities at Fair value through Profit or Loss (FVTPL)

Financial Instruments which does not meet the criteria of amortised cost or fair value through Other Comprehensive Income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the Statement of Profit and Loss.

(vi) Investments in Joint Venture are being carried at cost.

(vii) Impairment of financial assets

A financial asset is assessed for impairment at each reporting date. A financial asset is

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The Company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

(viii) Derecognition of financial instruments

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

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in Statement of Profit and Loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Equity to Profit or Loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

3.8 Inventories

Inventories are valued at lower of cost or net realisable value. Cost of inventories is ascertained on 'weighted average' basis. Materials and other supplies held for use in the production of inventories are not written down below cost if the related finished products are expected to be sold at or above cost.

Cost in respect of raw materials and stores and spares includes expenses incidental to procurement of the same. Cost in case of work-in-progress and finished goods represent material, labour, and other appropriate overheads. Cost in respect of raw materials, components, stores and spares include expenses incurred for procuring the same.

Items of inventory excluding patterns, dies, fixtures and insurance spares, as decided by the management, which has not moved in last three financial years are treated as non-moving inventory.

Items of inventory whose average annual consumption in last three years is less than 10% of the year end stock of such items which includes raw materials, finished components and finished goods are treated as slow moving inventory.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

3.9 Asset Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria are met: (i) decision has been made to sell (ii) the assets are available for immediate sale in its present condition (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

3.10 Foreign Currency Transactions

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate as at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the Profit and Loss Account. Foreign exchange gain/loss to the extent considered as adjustment to interest cost are considered as part of borrowing cost.

3.11 Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

3.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

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

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

3.13 Employee Benefits

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the related service is rendered. Contribution to defined contribution plans such as Provident Fund , Superannuation Fund and Pension Fund is being made in accordance with statute and are recognised as and when incurred.

Contribution to defined benefit plans consisting of contribution to gratuity scheme and Interest Rate Guarantee on Provident Fund schemes which are determined at close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gain and losses arising from experience adjustments and changes in actuarial assumptions are recognized in Other Comprehensive Income.

Other long term employee benefits consisting of leave encashment are determined at close of the year at present value of the amount payable using actuarial valuation techniques. The changes in the amount payable including actuarial gain/loss are recognised in the Statement of Profit and Loss.

3.14 Revenue

Sale of goods:

Revenue from contract with customers is recognised when the Company satisfies performance obligations by transferring promised goods and services to the customer. Performance obligations are said to be satisfied at a point of time when the customer obtains controls over the assets.

Revenue is considered at the fair value of consideration received or receivable when the significant risk and rewards of goods and ownership of goods have been transferred and the amount thereof can be measured reliably. This represents the net invoice value of goods supplied after deducting discounts, rebates and taxes collected on behalf of third parties and is inclusive of goods and service tax which the Company pays as principal.

Interest, Dividend and Claims

Dividend income is recognized when the right to receive payment is established. Interest has been accounted using effective interest rate method. Insurance claims/ other claims are accounted as and when admitted/settled.

Export Benefits

Export benefits are accounted for as and when the ultimate realisability of such benefits are established.

3.15 Government Grants

Government grants are recognized on systematic basis when there is reasonable certainty of realization of the same. Revenue grants including subsidy/rebates are credited to Statement of Profit and Loss Account under “Other Income” or deducted from the related expenses for the period to which these are related. Grants which are meant for purchase, construction or otherwise acquire non current assets are recognized as Deferred Income and disclosed under

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

Non Current Liabilities and transferred to Statement of Profit and Loss on a systematic basis over the useful life of the respective asset. Grants relating to non-depreciable assets is transferred to Statement of Profit and Loss over the periods that bear the cost of meeting the obligations related to such grants.

3.16 Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

3.17 Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in Equity or Other Comprehensive Income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

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

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefit can be measured reliably and it is probable that the future economic benefit associated with the same will be realised.

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

3.18 Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares

3.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods. Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes.

“Unallocated Corporate Expenses” include revenue and expenses that relate to initiatives/costs attributable to the enterprise as a whole and are not attributable to segments.

4 Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the Balance Sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

4.1 An arrangement containing leases and classification of leases

The Company enters into service / hiring arrangements for various assets / services. The determination of lease and classification of the service / hiring arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

4.2 Depreciation / amortization and impairment loss on property, plant and equipment

Property, plant and equipment and intangible assets are depreciated/ amortized on straight-line /written down value basis over the estimated useful lives (or lease term if shorter) in accordance with Schedule II of the Companies Act, 2013, taking into account the estimated residual value, wherever applicable.

The Company reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation Assets' recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted. The Company reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation / amortization and amount of impairment expense to be recorded during any reporting period. This reassessment may result in change estimated in future periods.

4.3 Impairment loss on trade receivables

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment loss as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience. If the financial conditions of the trade receivable were to deteriorate, actual write-offs would be higher than estimated.

4.4 Income taxes

The Company provides for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

The recognition of deferred tax assets is based on availability of sufficient taxable profits in the Company against which such assets can be utilized. MAT (Minimum Alternate Tax) is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and is included in Deferred Tax Assets. The Company reviews the same at each Balance Sheet date and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will be able to absorb such credit during the specified period.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

4.5 Provisions and Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy. Based on management best estimates the same does not qualify for recognition in the financial statements.

4.6 Insurance Claim and Liquidated damages

Insurance claims are accounted as and when admitted/settled. Liquidated damages and penalties are accounted for in accordance with the terms of agreement for loss of opportunity/profit of the Company due to delay in completion. Subsequent changes in value if any are provided for.

4.7 Defined benefit obligation (DBO)

Critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose/ Management. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

4.8 Impairment on Investments in Joint Venture

Investments in Joint Venture are been carried at cost. The Company has tested for impairment at year end based on the Net Asset Value computed with reference to the book value/ projected discounted cash flow of such Company in respect of unquoted investments.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

5. Property, Plant and Equipment:

As at March 31, 2021

Particulars	Freehold land	Leasehold Land	Freehold Buildings	Leasehold Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipment	Electrical Installation	Total	Capital Work-in-progress	Total Property, Plant and Equipment including Work-in-progress
Gross Block as at April 1, 2020	3.04	549.04	1261.28	591.33	3575.69	83.05	68.62	5.84	265.24	6403.13	0.00	6403.13
Additions	-	-	2.36	9.20	38.60	2.33	-	0.05	2.20	54.74	3.81	58.55
Disposals	-	-	-	-	4.23	-	-	-	-	4.23	-	4.23
Adjustment	-	-	-	-	-	-	-	-	-	0.00	-	0.00
As at March 31, 2021	3.04	549.04	1263.64	600.53	3610.06	85.38	68.62	5.89	267.44	6453.64	3.81	6457.45
Accumulated Depreciation as at April 1, 2020	-	0.19	235.81	155.81	1315.29	54.13	45.30	3.62	108.26	1918.41	-	1918.41
Charge for the period	-	0.05	40.03	33.34	302.15	7.65	8.23	0.78	25.30	417.53	-	417.53
Disposals	-	-	-	-	4.23	-	-	-	-	4.23	-	4.23
Adjustment	-	-	-	-	-	-	-	-	-	0.00	-	0.00
As at March 31, 2021	-	0.24	275.84	189.15	1613.21	61.78	53.53	4.40	133.56	2331.71	0.00	2331.71
Net carrying amount as at March 31, 2021	3.04	548.80	987.80	411.38	1996.85	23.60	15.09	1.49	133.88	4121.93	3.81	4125.74

As at March 31, 2020

Particulars	Freehold land	Leasehold Land	Freehold Buildings	Leasehold Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipment	Electrical Installation	Total	Capital Work-in-progress	Total Property, Plant and Equipment including Work-in-progress
Gross Block as at April 1, 2019	3.04	549.04	1234.27	591.33	3038.98	81.09	68.62	5.16	264.17	5835.70	0.00	5835.70
Additions	-	-	27.01	-	557.18	1.96	-	0.68	1.07	587.90	-	587.90
Disposals	-	-	-	-	20.47	-	-	-	-	20.47	-	20.47
Adjustment	-	-	-	-	-	-	-	-	-	-	0.00	0.00
As at March 31, 2020	3.04	549.04	1261.28	591.33	3575.69	83.05	68.62	5.84	265.24	6403.13	0.00	6403.13
Accumulated Depreciation as at April 1, 2019	-	0.15	194.13	120.63	991.44	45.53	31.46	2.66	82.24	1468.24	-	1468.24
Charge for the period	-	0.04	41.68	35.18	344.32	8.60	13.84	0.96	26.02	470.64	-	470.64
Disposals	-	-	-	-	20.47	-	-	-	-	20.47	-	20.47
Adjustment	-	-	-	-	-	-	-	-	-	0.00	-	0.00
As at March 31, 2020	-	0.19	235.81	155.81	1315.29	54.13	45.30	3.62	108.26	1918.41	0.00	1918.41
Net carrying amount as at March 31, 2020	3.04	548.85	1025.47	435.52	2260.40	28.92	23.32	2.22	156.98	4484.72	0.00	4484.72

Notes:

5.1 The Company has decided to continue with the carrying value of its Property, Plant & Equipment (PPE) recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date.

5.2 Refer Notes 19.1, 19.2 and 21 to financial statements in respect of charges created against borrowing.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

5. Property, Plant and Equipment (Contd.):

Notes: (Contd.)

5.3 Details of assets under lease included above

A. Finance Lease disclosures:

The leasehold lands located at Nagpur, Aurangabad, Ajmer and Kolkata has been classified under finance lease. The lease term ranges from 89 to 99 years.

The net carrying amount of the leasehold land, classified as finance lease, is Rs 548.80 lakh as at March 31, 2021 (March 31, 2020 : Rs 548.85 lakh).

Finance Lease Liabilities

(₹ in lakh)

Particulars	Minimum Lease Payments		Present Value of Minimum Lease	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Not later than one year	0.41	0.38	0.15	0.16
Later than one year and not later than five years	2.31	2.23	0.74	0.67
Later than five years	188.98	189.43	1.43	1.53

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

6. Intangible Assets:

As at March 31, 2021

Particulars	Technical Knowhow fees	ERP Software	Autocad Software	Total	Capital Work-in-progress	Total Other Intangible Assets including Work-in-progress
Gross Block as at April 1, 2020	84.72	23.64	6.76	115.12	-	115.12
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-
As at March 31, 2021	84.72	23.64	6.76	115.12	-	115.12
Accumulated Depreciation as at April 1, 2020	43.74	15.42	5.83	64.99	-	64.99
Charge for the period	12.81	3.94	0.85	17.60	-	17.60
Disposals	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-
As at March 31, 2021	56.55	19.36	6.68	82.59	-	82.59
Net carrying amount as at March 31, 2021	28.17	4.28	0.08	32.53	-	32.53

As at March 31, 2020

Particulars	Technical Knowhow fees	ERP Software	Autocad Software	Total	Capital Work-in-progress	Total Other Intangible Assets including Work-in-progress
Gross Block as at April 1, 2019	84.72	23.64	6.76	115.12	-	115.12
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-
As at March 31, 2020	84.72	23.64	6.76	115.12	-	115.12
Accumulated Depreciation as at April 1, 2019	30.93	11.48	4.86	47.27	-	47.27
Charge for the period	12.81	3.94	0.97	17.72	-	17.72
Disposals	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-
As at March 31, 2020	43.74	15.42	5.83	64.99	-	64.99
Net carrying amount as at March 31, 2020	40.98	8.22	0.93	50.13	-	50.13

Notes:

6.1 The Company has decided to continue with the carrying value of its Intangible Assets recognised as on April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

7. Non-Current Investments

(Fully paid up except otherwise stated)

(₹ in lakh)

Particulars of Investment	As at March 31, 2021		As at March 31, 2020	
	Holding	Value	Holding	Value
	(Nos.)		(Nos.)	
A) Investments in Equity Instruments				
Investment measured at Cost				
Unquoted				
Joint Venture -				
Mozier Process Technology Private Limited (Face value of Rs.10/- each)		-	500000	50.00
Total of (A)		-		50.00
B) Investment in Mutual Funds				
Investment measured at fair value through Profit and Loss				
Quoted				
L&T FMP Sr.XVII - Plan B(1452D) Growth Plan (Face Value of Rs. 10 each)	5000000	639.00	5000000	589.16
DSP BlackRock FMP Series 238 36M Regular Growth (Face Value of Rs. 10 each)	-	-	3000000	346.12
Total of (B)		639.00		935.28
Total -Non -Current Investments (A+B)....		639.00		985.28
Aggregate NAV of Quoted Investments -				
Mutual Funds		639.00		935.28

- 7.1 Pursuant to the termination of the Joint Venture (JV) Agreement, the Company had with Allgaier Werke GmbH, Germany, in connection with its JV Company, Mozier Process Technology Private Limited (MPTPL), the termination of which was duly approved by the Board of Directors on 11th November, 2020 and informed earlier to the Stock Exchange, the Company had subsequently, during the third quarter ended 31st December, 2020, written off in its books, the entire investment of Rs 50 lakh made by it in the JV Company and adjusted the same with the free reserves of the Company, which has been reflected under the heading "Other Equity" appearing in the accounts. The Company has also taken necessary measures for complete cessation / closing down of the operations of the JV Company. Consequently, MPTPL has ceased to be a JV Company of the Company with effect from 30th December, 2020 and therefore, the necessity of preparing Consolidated Financial Statements of the Company has ceased as the Company, at present, does not have any subsidiary, associate or JV Company.
- 7.2 Particulars of Investments as required under section 186(4) of the Companies Act, 2013 has been disclosed herein above.
- 7.3 Refer Note No. 21.2 to financial statements in respect of charges created against borrowings.
- 7.4 Details of Joint Venture in accordance with Ind AS 112 "Disclosure of Interest in other entities" is not required as explained in Note 7.1 above.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

8. Other Financial Assets

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Unsecured, Considered Good			
Security Deposits		73.29	73.29
Fixed Deposit with Banks (having original maturity of more than 1 year)	14.1	77.51	75.80
Accrued Interest on Fixed Deposit with Banks (having original maturity of more than 1 year)		5.29	0.68
Capital Advance		1.00	1.00
		157.09	150.77

9. Deferred Tax Assets

The following is the analysis of deferred tax assets/(liabilities) presented in the Balance Sheet:

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Deferred Tax Assets		675.08	545.66
Deferred Tax Liabilities		383.87	386.31
Net Deferred Tax Assets/(Liabilities)		291.21	159.35

Components of Deferred tax Assets/(Liabilities) as at March 31, 2021 are given below:

Particulars	As at April 1, 2020	Charge/ (Credit) recognised in Profit and Loss	Charge/ (Credit) recognised in other comprehensive income	As at March 31, 2021
Deferred Tax Assets:				
Fair valuation of financial assets and financial liabilities	2.94	0.00	-	2.94
Leasehold liability	0.60	0.04	-	0.56
MAT Credit Entitlement	177.75	-	-	177.75
Unabsorbed depreciation Loss	227.02	(205.27)	-	432.29
Provision for expected credit losses against financial assets	18.92	7.82	-	11.10
Expenses allowable on payment basis	48.13	55.28	-	(7.15)
Remeasurement of defined benefit obligations	70.30	-	12.71	57.59
Total Deferred Tax Assets	545.66	(142.13)	12.71	675.08
Deferred Tax Liabilities:				
Fair valuation (gain)/loss on Investments	71.53	(4.36)	-	67.17
Timing difference with respect to Property, Plant & Equipment and Intangible Assets	314.61	2.09	-	316.70
Borrowings designated at Amortised Cost	0.17	(0.17)	-	0.00
Total Deferred Tax Liabilities	386.31	(2.44)	-	383.87
Net Deferred Tax Assets/ (Liabilities)	159.35	(144.57)	12.71	291.21

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

9. Deferred Tax Assets (Contd.)

Components of Deferred tax Assets/(Liabilities) as at March 31, 2020 are given below:

(₹ in lakh)

Particulars	As at April 1, 2019	Charge/ (Credit) recognised in Profit and Loss	Charge/ (Credit) recognised in other comprehensive income	As at March 31, 2020
Deferred Tax Assets:				
Fair valuation of financial assets and financial liabilities	3.15	0.21	-	2.94
Leasehold liability	0.68	0.08	-	0.60
MAT Credit Entitlement	177.75	-	-	177.75
Unabsorbed depreciation loss	97.24	(129.78)	-	227.02
Provision for expected credit losses against financial assets	13.78	(5.14)	-	18.92
Expenses allowable on payment basis	64.88	16.75	-	48.13
Remeasurement of defined benefit obligations	48.90	-	(21.40)	70.30
Total Deferred Tax Assets	406.38	(117.88)	(21.40)	545.66
Deferred Tax Liabilities:				
Fair valuation (gain)/loss on Investments	71.74	0.21	-	71.53
Timing difference with respect to Property, Plant & Equipment and Intangible Assets	326.04	11.43	-	314.61
Borrowings designated at Amortised Cost	0.52	0.35	-	0.17
Total Deferred Tax Liabilities	398.30	11.99	-	386.31
Net Deferred Tax Assets/ (Liabilities)	8.08	(129.87)	(21.40)	159.35

10. Inventories

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Raw materials		1935.93	1923.58
Work-in-progress		872.95	1099.20
Finished goods		1218.88	1242.04
Packing Materials		24.76	31.95
Stores and spares		261.37	248.75
		4313.89	4545.52

Note : Refer Note No. 21.1 to financial statements in respect of charges created against borrowings

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

11. Current Investments

(Fully paid up except otherwise stated)

(₹ in lakh)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Holding (Nos.)	Value	Holding (Nos.)	Value
Investment measured at fair value through Profit and Loss				
Investment in Mutual Funds				
Mutual Funds (Quoted)				
ICICI Prudential FMP Series 81-1101 Days Plan E (Face Value of Rs. 10 each)	-	-	2000000.00	247.38
HDFC FMP 1213D Mar 2017 (i) Reg Gr (Face Value of Rs. 10 each)	-	-	3000000.00	376.10
DSP BlackRock FMP Series 238 36M Regular Growth Plan (Face Value of Rs. 10 each)	3000000	375.20	-	-
ICICI Prudential Banking & PSU Debt Fund Growth (Face Value of Rs. 23.8316 each)	923144.0610	230.61	-	-
ICICI Prudential Short Term Fund Growth (Face Value of Rs. 38.6586 each)	465615.583	213.55	465615.58	196.35
Total		819.36		819.83
Aggregate amount of NAV of Quoted Investments				
- In Mutual Funds		819.36		819.83

11.1 Refer Note No. 21.2 to financial statements in respect of charges created against borrowings.

11.2 Particulars of investments as required under Section 186(4) of the Companies Act, 2013 have been disclosed in Note No. 7 and 11.

12. Trade Receivables

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Secured, considered good		-	-
Unsecured, considered good		2917.76	3847.63
Receivables having significant increase in Credit Risk		42.69	72.77
		2960.44	3920.40
Less: Impairment allowances for doubtful debts	12.2	(42.69)	(72.77)
		2917.76	3847.63

12.1 Refer Note No. 21.1 to financial statements in respect of charges created against borrowings

12.2 Movement of Impairment allowances for doubtful debts

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Balance as at the beginning of the year		72.77	49.52
Recognised during the year		-	23.25
Reversal during the year		(30.08)	-
Balance at the end of the year		42.69	72.77

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

13. Cash and Cash Equivalents

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Balance with banks			
In current and cash credit accounts		206.89	217.65
Cash on hand		4.88	5.26
		211.77	222.91

14. Bank Balances Other than Cash and Cash Equivalents

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Other Balance with banks			
In Margin Money Accounts	14.1	82.86	78.45
In Unpaid Dividend Account		2.03	4.70
		84.89	83.15

14.1 Fixed Deposit with banks in Margin Money Account amounting Rs.160.36 lakh (March 31, 2020: Rs. 154.25 lakh) includes Rs. 77.51 lakh (March 31, 2020: Rs. 75.80 lakh) disclosed under non-current "Other financial assets" in Note 8 have been lodged with Banks as margin money against guarantee issued by them.

15. Other Financial Assets

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Export Incentive receivable		3.70	4.09
Accrued Interest on Fixed Deposit with Banks (having original maturity of less than 1 year)		2.82	4.23
		6.52	8.32

15.1 Refer Note No. 21.1 to financial statements in respect of charges created against borrowings

16. Other Current Assets

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Advances for supply of goods		75.33	100.29
Balance with Government authorities		432.38	442.73
Prepaid expenses		42.38	33.37
Loans and advances to employees		26.73	14.79
Others		51.71	14.76
		628.53	605.94

16.1 Refer Note No. 21.1 to financial statements in respect of charges created against borrowings

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

17. Equity Share Capital

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Authorised			
50,00,000 (March 31, 2020: 50,00,000) Equity Shares of Rs.10 each		500.00	500.00
		500.00	500.00
Issued, Subscribed and Paid-up			
23,90,276 (March 31, 2020: 23,90,276) Equity Shares of Rs.10 each		239.03	239.03
		239.03	239.03

17.1 The Company has one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

17.2 Reconciliation of the number of equity shares outstanding

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Number of shares at the beginning		2390276	2390276
Add: Addition during the year		0	0
Number of shares at the end		2390276	2390276

17.3 Shareholders holding more than 5% equity shares

(₹ in lakh)

Name of shareholders	% of holding	Note No.	As at March 31, 2021	As at March 31, 2020
Tradelink Securities Limited	14.38		343703	343703
Stephen Court Limited	11.68		279088	279088
Woolworth Merchandise Private Limited	7.14		170609	170609

18. Other Equity

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Capital Reserve	18.2	605.34	605.34
Securities Premium	18.3	890.41	890.41
General Reserve	18.4	7301.82	7301.82
Retained Earnings	18.5	36.35	609.24
Other Comprehensive Income			
Re-measurement of Defined benefit plans	18.6	(136.77)	(172.94)
		8697.15	9233.88

18.1 Refer Statement of changes in Equity for movement in balances of reserves

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

18. Other Equity (Contd.)

18.2 Capital Reserve

Capital Reserve comprises of:

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
(a) Capital Profit on sale of land & building		550.05	550.05
(b) Profit on reissue of forfeited Debentures		0.29	0.29
(c) Subsidy from State Government against capital investment in new units		55.00	55.00
		605.34	605.34

18.3 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under section 52 of Companies Act, 2013.

18.4 General Reserve

The General Reserve is used from time to time by appropriating profits from retained earnings. As the General Reserve is created by a transfer from one component of equity to another, it is not reclassified to the Statement of Profit and Loss.

18.5 Retained Earnings

Retained earnings generally represents the undistributed profit/ amount of accumulated earnings of the company.

18.6 Other Comprehensive Income

Other Comprehensive Income represents the balance in equity for items to be accounted in Other Comprehensive Income (OCI). The actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions have been recognised in OCI and will not be reclassified to Statement of Profit and Loss.

19. Borrowings

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021		As at March 31, 2020	
		Non Current	Current	Non Current	Current
Secured					
Term Loan from Bank	19.1	-	104.18	28.52	300.00
Vehicle Finance loan from Bank	19.2	20.38	5.50	25.89	4.97
		20.38	109.68	54.41	304.97

19.1 Term Loan from Axis Bank is secured by way of exclusive hypothecation charge over entire fixed assets at Ajmer unit, equitable mortgage over Company's leasehold land and building thereon situated at Ajmer and charge as collateral securities on which first charge is held for working capital facilities for Nagpur and Aurangabad units. The Interest rate is Base Rate + 370 basis points which is currently 10.05%. The outstanding as on March 31, 2021 is Rs.104.18 lakh (March 31, 2020: Rs. 328.52 lakh).

19.2 Finance lease obligation is secured against car taken on two finance lease and are repayable in 60 and 36 monthly instalments starting from June, 2018 and March, 2016 respectively. The Interest rate is 10.1389% and 9.40% respectively. The outstanding as on March 31, 2021 is Rs 25.88 lakh (March 31, 2020: Rs. 30.86 lakh).

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

19. Borrowings (Contd.)

19.3 Terms of Repayment:

(₹ in lakh)

Particulars	Term Loan	Vehicle Finance Loan
2021-22	104.18	5.50
2022-23	-	6.09
2023-24	-	14.30

19.4 The outstanding balance disclosed in Note no. 19 are based on the amortised cost in accordance with Ind AS 109 "Financial Instruments".

20. Provisions

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits	39	135.37	219.47
		135.37	219.47

21. Borrowings

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Secured			
Repayable on demand			
Working capital facilities from banks			
Indian Currency	21.1 and 21.2	977.96	2089.67
Buyer's Credit	21.3	166.63	170.38
UCO COVID 19-TL		133.63	-
		1278.22	2260.05

21.1 Loans repayable on demand being Working Capital facilities from UCO Bank and Axis Bank (both fund based and non-fund based) are secured by hypothecation of stock of raw materials, work-in-progress, finished goods, stores and spares, trade receivables and other current assets of the Company and all moveable assets and by equitable mortgage by deposit of title deeds of immoveable properties comprising of land and buildings of the Company's factories situated at Nagpur and Aurangabad.

21.2 Loans repayable on demand being Working Capital facilities from Kotak Mahindra Bank is secured by way of lien on investments in units of mutual funds held by the Company.

21.3 Buyer's Credit is secured against hypothecation of the plant and equipment purchased there against.

21.4 Covid Loan from UCO Bank.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

22. Trade Payables

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Payable for Goods and Services			
Total outstanding dues of micro and small Enterprises	22.1	849.71	786.23
Total outstanding dues of creditors other than micro and small Enterprises		1659.47	1631.27
		2509.18	2417.50

22.1 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information available with the company regarding the status of suppliers.

Particulars	As at March 31, 2021	As at March 31, 2020
a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
Principal	849.71	786.23
Interest	-	-
b) the amount of interest paid by the Company in terms of Section 16 of the "Micro, Small and Medium Enterprise Development Act, 2006" (27 of 2006) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year:	Nil	Nil
c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
d) the amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

23. Other Financial Liabilities

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Current maturities of long term debt - Secured	19	104.18	300.00
Current maturities of finance lease obligation - Secured	19	5.50	4.97
Interest accrued but not due on borrowings		-	3.35
Unclaimed dividends		2.03	4.70
Capital vendors		2.16	47.46
		113.87	360.48

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

24. Other Current Liabilities

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Advance from customers		672.22	726.66
Statutory dues-PF, ESI, Goods and Service Tax, TDS etc.		441.80	305.39
		1114.02	1032.05

25. Provisions

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits	38	92.00	112.92
		92.00	112.92

26. Current Tax Liabilities (Net)

(₹ in lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Provision for taxation (net of advance tax)		30.62	33.77
		30.62	33.77

27. Revenue From Operations

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of products		10733.33	12266.26
Sale of Services		47.32	35.79
Other operating revenues			
Scrap Sales		69.90	75.96
Liabilities no longer required written back		96.13	8.80
Incentive on exports		8.56	8.22
		10955.24	12395.03

27.1 The Company has adopted Ind AS 115, "Revenue from Contracts with Customers" which is mandatory for reporting from the period beginning on after 1st April, 2018. Adoption of this standard did not have any material impact on the financial results of the Company.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

28. Other Income

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income			
On deposits, overdue debts etc.		13.12	11.82
Net gain/(loss) on redemption of Current investments		2.05	(41.71)
Net gain/(loss) on fair valuation of investments through Profit and Loss		111.10	148.25
Profit/(loss) on sale of fixed assets (net)		0.36	10.30
Net gain/(loss) on foreign currency transaction and translation		10.22	-
Fair valuation of Surrender Value of Keyman Insurance policy		-	34.78
Miscellaneous income		4.14	30.48
		140.99	193.92

29. Cost of materials consumed

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Raw Material Consumed		5237.50	6049.15

30. Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening stock			
Finished Goods		1242.04	1187.11
Work-in-Progress		1099.20	629.33
		2341.24	1816.44
Less: Closing Stock			
Finished Goods		1218.88	1242.04
Work-in-Progress		872.95	1099.20
		2091.83	2341.24
		249.41	(524.80)

31. Employee Benefits Expense

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages		2731.94	3039.89
Contribution to provident and other funds		226.92	240.37
Travelling and Conveyance		442.85	477.86
Staff welfare expenses		84.91	132.48
		3486.62	3890.60

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

32. Finance Costs

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest expense		38.43	87.92
Other borrowing cost		193.02	192.95
		231.45	280.87

33. Depreciation and Amortisation Expenses

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation Expenses	5	417.53	470.64
Amortisation Expenses	6	17.60	17.72
		435.13	488.36

34. Other Expenses

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Consumable Stores		271.68	313.30
Packing Materials consumed (net of recoveries)		164.63	194.01
Power and fuel		208.05	224.75
Rent		45.92	37.85
Repairs to buildings		20.18	26.65
Repairs to machinery		17.99	13.53
Repairs to others		58.86	62.62
Insurance		18.51	14.83
Rates and taxes		27.70	21.03
Directors fees and Commission		10.60	6.60
Selling and Distribution Expenses	34.2	329.44	702.71
Auditors' Remuneration	34.1	4.90	5.00
Irrecoverable Debts/Advances written off		79.90	33.16
Royalty		257.61	321.86
Communication Expenses		29.89	29.35
Provision for expected Credit losses		(30.08)	23.25
Consultancy		13.37	55.90
Freight and Forwarding Charges (Net of realisation of Rs. 34.85 lakh (March 31, 2020: Rs. 29.56 lakh)		248.25	211.08
Net (gain)/loss on foreign currency transaction and translation		-	5.10
Miscellaneous expenses	34.3	339.91	419.15
		2117.31	2721.73

34.1 Auditor's Remuneration comprises of:

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Audit Fees		4.00	4.00
(b) Certification and other expenses		0.90	1.00

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

34. Other Expenses (Contd.)

34.2 Selling and Distribution Expenses comprises of:

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Travelling Expenses		120.01	390.62
(b) Commission on Sales		99.79	116.25
(c) Other Expenses		109.64	195.84

34.3 During the year, the Company has incurred Rs. Nil (March 31, 2020 Rs. 2.20 lakh) on account of Corporate Social Responsibility (CSR) expenses.

34.4 Operating Lease disclosures:

The Company has operating lease arrangements for office accommodations etc. with tenure extending upto 1 or 3 or 5 yrs. Term of certain lease arrangements include escalation clause for rent on expiry of 12 or 24 or 36 months as the case may be from the commencement date of such lease and deposit / refund of security deposit etc. Expenditure incurred on account of rent during the year and recognized in the Profit and Loss account amounts to Rs. 45.92 lakh (March 31, 2020- Rs. 37.85 lakh).

35. Tax Expenses - Current Tax

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Provision for Current Tax		-	-
		-	-

35.1 Components of Tax Expense:

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Current Tax			
In respect of the current year		-	-
Total Current Tax Expense recognised in the current year		-	-
Deferred Tax			
In respect of the current year		(146.12)	(129.87)
Total Deferred Tax Expense recognised in the current year		(146.12)	(129.87)
Total Tax Expense recognised in the current year		(146.12)	(129.87)

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

35. Tax Expenses - Current Tax (Contd.)

35.2 Reconciliation of Income tax expense for the year with accounting profit is as follows:

Taxable Income differs from "Profit before tax" as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows:

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before tax		(661.18)	(316.96)
Income tax expense calculated at 26%*		(171.91)	(88.18)
Less : Effect of			
Difference in tax rate for Long Term Capital Gain		(11.55)	(15.42)
Effect of other adjustments		37.34	(26.27)
Income tax expense recognised in Profit and Loss		(146.12)	(129.87)

* The tax rate used for reconciliations above is the corporate tax rate of 26% payable by corporate entities in India on taxable profits under the Indian tax laws.

35.3 Income tax recognised in Other Comprehensive Income

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Deferred tax			
Arising on income and expenses recognised in Other Comprehensive Income:			
Tax impact on Remeasurement of defined benefit obligation		(12.71)	21.40
Total income tax recognised in Other Comprehensive Income		(12.71)	21.40
Bifurcation of the income tax recognised in Other Comprehensive Income into:-			
Items that will not be reclassified to Profit and Loss		(12.71)	21.40
Items that may be reclassified to Profit and Loss		-	-

36. Components of Other Comprehensive Income

(₹ in lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Items that will not be reclassified to Statement of Profit and Loss-			
Remeasurement of gains / (losses) on defined benefit plans		48.88	(82.32)
		48.88	(82.32)

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

37. Financial Instruments

The accounting classification of each category of financial instrument, their carrying amount and fair value are as follows:-

(₹ in lakh)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets (Current and Non-Current)				
Financial Assets designated at Amortised Cost				
Trade receivables	2911.78	2911.78	3847.63	3847.63
Cash and Cash Equivalents	211.77	211.77	222.91	222.91
Bank Balances other than Cash and Cash Equivalents	84.89	84.89	83.15	83.15
Loans and Other financial assets	163.61	163.61	159.09	159.09
Financial Assets designated at Fair Value through Profit and Loss Account				
Investment in Mutual Funds	1458.36	1458.36	1755.11	1755.11
Financial Liabilities (Current and Non-Current)				
Financial Liabilities designated at Amortised Cost				
Borrowings	1408.28	1408.28	2619.43	2619.43
Trade Payables	-	-	-	-
Other financial liabilities	4.19	4.19	55.51	55.51

Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

The fair value of cash and cash equivalents, trade receivables, trade payables, current financial liabilities/financial assets and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the financial statements approximate their fair values.

A substantial portion of the company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.

Investments (other than Investments in Joint Venture) i.e. Mutual Funds are determined by reference to the quoted market prices (i.e. NAV) at the reporting date multiplied by the quantity held.

Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at March 31, 2021:

(₹ in lakh)

Particulars	As at March 31*	Fair value measurements at reporting date using		
		Level 1	Level 2	Level 3
Financial Assets				
Investment in Mutual Funds (Current and Non-Current) - 2021	1458.36	1458.36	-	-
- 2020	(1755.11)	(1755.11)	-	-
- 2019	[2,122.72]	[2,122.72]	-	-

(*) Figures in round brackets () indicate figures as at March 31, 2020 and in brackets [] indicate figures as at April 01, 2019

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

37. Financial Instruments (Contd.)

During the year ended March 31, 2021 and March 31, 2020, there were no transfers between Level 1, Level 2 and Level 3.

The Inputs used in fair valuation measurement are as follows:

Fair valuation of Financial assets and liabilities not within the operating cycle of the Company is amortised based on the borrowing rate of the Company.

Financial instruments are valued based on quoted price for similar assets and liabilities in active market or similar inputs that are directly or indirectly observable in the market place.

Financial Risk Factors

The Company's activities expose it to a variety of financial risks. The key financial risk includes market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company has an Enterprise Risk Management (ERM) process which involves periodic identification of risks likely to affect the business adversely, rating the risks, their importance and likelihood, preparation of risk identification procedures, implementation of risk mitigation plans and its continuous monitoring by the Executive Management/ Divisional Heads. The Risk Management Committee has already identified the risks in the various business areas and it also develops and monitors various mitigation strategies and plans in these areas to reduce or eliminate the likelihood of such risks. The presence in India of players with low cost products which has intensified the competition in the large domestic market consequently shrinking the margins for the Company's products is an area of risk. To mitigate the risk involved in this area, steps have been initiated to move ahead of the competition with the Company's strong brand image along with upgradation of technology, carving out a niche product portfolio and effective marketing framework.

Market Risk

Market risk is the risk or uncertainty arising from possible market price movements resulting in variation in the fair value of future cash flows of a financial instrument. The major components of Market risks are foreign currency risk, interest rate risk and other price risk. Financial instruments affected by market risk includes trade receivables, borrowings, investments and trade and other payables.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's foreign currency denominated transactions.

The Company is having a net foreign exchange outflow and has adopted a comprehensive risk management review system wherein it evaluates exchange rate exposure arising from these transactions and follows established risk management policies.

The carrying amount of various exposure to foreign currency at the end of the reporting period are as follows:

(₹ in lakh)

Particulars	As at March 31, 2021			
	Trade receivables	Loans and borrowings	Trade payables & Other current Liability	Net Assets/ (liabilities)
USD	35.11	166.63	-	(131.52)
EURO	29.09	-	88.45	(59.36)
Total	64.20	166.63	88.45	(190.88)

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

37. Financial Instruments (Contd.)

(₹ in lakh)

Particulars	As at March 31, 2020			
	Trade receivables	Loans and borrowings	Trade payables & Other current Liability	Net Assets/ (liabilities)
USD	6.35	170.38	8.97	(173.00)
EURO	25.14	-	58.67	(33.53)
Total	31.49	170.38	67.64	(206.53)

The Company is principally exposed to foreign currency risk against USD & EURO. Sensitivity of profit or loss arises mainly from USD & EURO denominated are as follows:

(₹ in lakh)

Particulars	Effect on Profit before tax	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Receivables (Weaking of INR by 5%)		
USD	1.76	0.32
EURO	1.45	1.26
Payables (Weaking of INR by 5%)		
USD	(8.33)	(8.97)
EURO	(4.42)	(2.93)

A 5% strengthening of INR would have an equal and opposite effect on the Company's financial statements

Interest rate risk

The Company's exposure in market risk related to change in interest rate primarily arises from floating rate borrowing with banks and financial institutions. Borrowings at fixed interest rate exposes the Company to the fair value interest rate risk.

Further, there are deposits with banks which are for short term period are exposed to interest rate risk, falling due for renewal. These deposits are however generally for trade purposes and as such does not cause material implication.

With all other variables held constant, the following table demonstrates the impact of exposure of Company's borrowings to interest rate changes at the end of the reporting period. A hypothetical basis point shift, as detailed below, would result in a corresponding increase or decrease in interest costs for the Company on a yearly basis.

(₹ in lakh)

Nature of Borrowing	Increase in basis points	For the year ended March 31, 2021	For the year ended March 31, 2020
Foreign Currency Loan	+0.25	0.42	0.43
Rupee Loan	+0.50	6.08	12.09

A decrease in 0.50 basis point in Rupee Loan and 0.25 basis point in foreign currency loan would have an equal and opposite effect on the Company's financial statements

Other price risk

The Company's exposure in Joint Venture are carried at cost and these are subject to impairment testing as per the policy followed in this respect. Further, the investment in mutual funds which are fair valued through

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

37. Financial Instruments (Contd.)

profit and loss are material as these are Fixed Maturity Plan(FMP) that are closed ended scheme with a pre-defined maturity which is subject to investment objective and allocation which is basically in debt instruments, Certificate of Deposits and Commercial papers. Accordingly, other price risk of the financial instrument to which the Company is exposed is not expected to be material.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables). To manage this, the management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Collection of sale proceeds promptly from the clients on sale of products is also an area where risk is involved. The Company has adopted various recovery measures for improvement in collection and liquidity position which is also monitored by the Executive Management at regular intervals.

The carrying amount of respective financial assets recognised in the financial statements, (net of impairment losses) represents the Company's maximum exposure to credit risk. The concentration of credit risk is limited due to the customer base being large and unrelated. Of the trade receivables balance at the end of the year, there are no single customer accounted for more than 10% of the accounts receivable and 10% of revenue as at March 31, 2020 and March 31, 2019 respectively.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. Receivables from customers are reviewed/evaluated periodically by the management and appropriate provisions are made to the extent recovery thereagainst has been considered to be remote.

Financial assets that are neither past due nor impaired

Cash and Cash Equivalents, investment and deposits with banks are neither past due nor impaired. Cash and Cash Equivalents with banks are held with reputed and credit worthy banking institutions.

Financial assets that are past due but not impaired

Trade Receivables disclosed include amounts that are past due at the end of the reporting period but against which the Company has not recognised an allowance for doubtful receivables because there has not been a significant change in credit quality and the amounts are still considered recoverable.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's objective is to maintain optimum level of liquidity to meet its cash and collateral requirements at all times. The Company relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement. The Company has laid down procedure for smooth servicing of the Term Loan for Building Material Division through the maturity proceeds of the Investment in FMP.

Liquidity and interest risk tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows as at the Balance Sheet date:

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

37. Financial Instruments (Contd.)

Interest rate and currency of borrowings

(₹ in lakh)

Particulars	As at March 31, 2021			
	Total Borrowings	Floating rate Borrowings	Fixed rate Borrowings	Weighted average Interest Rate (%)
INR	1241.65	1215.76	25.89	-
DOLLAR	166.63	166.63	-	-
Total	1408.28	1382.39	25.89	-

Particulars	As at March 31, 2020			
	Total Borrowings	Floating rate Borrowings	Fixed rate Borrowings	Weighted average Interest Rate (%)
INR	2449.05	2418.19	30.86	-
EURO	170.38	170.38	-	-
Total	2619.43	2588.57	30.86	-

Maturity Analysis of Financial Liabilities

(₹ in lakh)

Particulars	As at March 31, 2021					
	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Interest bearing borrowings (including current maturities)	1408.28	977.96	169.87	69.77	190.68	1408.28
Other Liabilities	4.19	2.03	2.16	-	-	4.19
Trade and other payables	-	-	-	-	-	-

Particulars	As at March 31, 2020					
	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Interest bearing borrowings (including current maturities)	2619.43	2089.67	152.42	152.55	224.79	2619.43
Other Liabilities	55.51	4.70	50.81	-	-	55.51
Trade and other payables	-	-	-	-	-	-

The Company has current financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses.

The Company has laid down procedure for smooth servicing of the Term Loan for Building Material Division through the maturity proceeds of the Investment in FMP. Further, the Company relies on mix of borrowings and excess operating cash flows to meet its need for funds and ensures that it does not breach any financial covenants stipulated by the lender.

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

37. Financial Instruments (Contd.)

The gearing ratio are as follows:

(₹ in lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings	1408.28	2619.43
Equity	8934.63	9472.90
Gearing Ratio	0.16	0.28

38. Post Retirement Employee Benefits

The disclosures required under Indian Accounting Standard 19 on “Employee Benefits” are given below:

a) Defined Contribution Plans

Contribution to Defined Contribution Plan, recognized for the year are as under:

(₹ in lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Employer's Contribution to Provident Fund	100.32	108.91
Employer's Contribution to Pension Fund	55.73	62.45
Employers State Insurance Fund	5.30	13.62

b) Defined Benefit Plans

The employee's gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(₹ in lakh)

Particulars	Gratuity (Funded)	
	2020-21	2019-20
a) Change in the fair value of the defined benefit obligation:		
Liability at the beginning of the year	991.24	869.88
Interest Cost	69.38	66.99
Current Service Cost	62.42	62.36
Actuarial (gain) / loss on obligations	(42.93)	75.90
Benefits paid	(53.99)	(83.89)
Liability at the end of the year	1,026.12	991.24
b) Changes in the Fair Value of Plan Asset		
Fair value of Plan Assets at the beginning of the year	840.83	780.20
Expected Return on Plan Assets	60.95	60.34
Contributions by the Company	113.56	90.60
Benefits paid	(53.99)	(83.89)
Actuarial gain / (loss) on Plan Assets	5.95	(6.42)
Fair value of Plan Assets at the end of the year	967.30	840.83

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

38. Post Retirement Employee Benefits (Contd.)

b) Defined Benefit Plans (Contd.)

(₹ in lakh)

Particulars	Gratuity (Funded)	
	2020-21	2019-20
c) Actual return on Plan Asset		
Expected return on Plan assets	60.95	60.34
Actuarial gain / (loss) on Plan Assets	5.95	(6.42)
Actual Return on Plan Assets	66.90	53.92
d) Amount Recognized in Balance Sheet		
Liability at the end of the year	1,026.12	991.24
Fair value of Plan Assets at the end of the year	967.30	840.83
	58.82	150.41
e) Components of Defined Benefit Cost		
Current Service Cost	62.42	62.36
Interest Cost	69.38	66.99
Expected Return on Plan Assets	(60.95)	(60.34)
Net Actuarial (gain) / loss on remeasurement recognised in OCI	(48.88)	82.32
Total Defined Benefit Cost recognised in Profit and Loss and OCI	21.97	151.33
f) Balance Sheet Reconciliation		
Opening Net Liability	150.41	89.68
Expenses as above	21.97	151.33
Employers Contribution	(113.56)	(90.60)
Amount Recognized in Balance Sheet	58.82	150.41
g) Principal Actuarial assumptions as at the Balance Sheet date		
Discount Rate	6.90%	7.00%
Salary Escalation - First 5 years	6.00%	6.00%
Salary Escalation - After 5 years	6.00%	6.00%
Rate of Return on Plan Assets	6.90%	7.00%

h) Percentage allocation of plan assets in respect of fund managed by insurer is as follows:

(₹ in lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
G-Sec/ Corporate Securities	-	-
Equity	-	-
Fixed Deposit and other Assets	-	-
Insurance Policies	100.00%	100.00%

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

38. Post Retirement Employee Benefits (Contd.)

Compensated Absences

The obligation for compensated absences is recognized in the same manner as gratuity except remeasurement benefit which is treated as part of OCI. The actuarial liability of Compensated Absences (unfunded) of accumulated privileged and sick leaves of the employees of the Company as at March 31, 2021 is given below:

(₹ in lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Leave Encashment	136.68	145.29

Particulars	Leave Encashment (Non-Funded)	
	2020-21	2019-20
a) Change in the fair value of the defined benefit obligation:		
Liability at the beginning of the year	145.29	111.60
Interest Cost	10.17	8.59
Current Service Cost	33.92	32.85
Benefits paid	(27.22)	(39.33)
Actuarial (gain) / loss on obligations	(25.48)	31.58
Liability at the end of the year	136.68	145.29
b) Amount Recognized in Balance Sheet		
Liability at the end of the year	136.68	145.29
Fair value of Plan Assets at the end of the year	-	-
	136.68	145.29
c) Components of Defined Benefit Cost		
Current Service Cost	33.92	32.85
Interest Cost	10.17	8.59
Expected Return on Plan Assets	-	-
Net Actuarial (gain) / loss on remeasurement recognised in Profit & Loss	(25.48)	31.58
Total Defined Benefit Cost recognised in Profit and Loss and OCI	18.61	73.02
d) Balance Sheet Reconciliation		
Opening Net Liability	145.29	111.60
Expenses as above	18.61	73.02
Benefits paid	(27.22)	(39.33)
Amount Recognized in Balance Sheet	136.68	145.29
e) Principal Actuarial assumptions as at the Balance Sheet date		
Discount Rate	6.90%	7.00%
Salary Escalation - First 5 years	6.00%	6.00%
Salary Escalation - After 5 years	6.00%	6.00%
Rate of Return on Plan Assets	N.A	N.A

Notes:

- Assumptions relating to future salary increases, attrition, interest rate for discount & overall expected rate of return on Assets have been considered based on relevant economic factors such as inflation, market growth & other factors applicable to the period over which the obligation is expected to be settled.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

38. Post Retirement Employee Benefits (Contd.)

Recognised in Other Comprehensive Income

Particulars	Gratuity
Remeasurement - Actuarial loss/(gain)	
For the year ended March 31, 2021	(48.88)
Remeasurement - Actuarial loss/(gain)	
For the year ended March 31, 2020	82.32

Sensitivity analysis:

Particulars	Change in Assumption	Defined Benefit Obligation	
		Gratuity	Leave Encashment
For the year ended March 31, 2021			
Discount Rate	+1%	970.03	129.56
	-1%	1088.66	144.66
Salary Growth Rate	+1%	1087.49	144.52
	-1%	969.52	129.64
Withdrawal Rate	+1%	1028.47	137.08
	-1%	1023.50	136.24
For the year ended March 31, 2020			
Discount Rate	+1%	935.70	136.82
	-1%	1053.19	154.85
Salary Growth Rate	+1%	1051.03	154.88
	-1%	936.03	136.71
Withdrawal Rate	+1%	993.97	145.85
	-1%	988.19	144.67

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (Projected Unit Credit Method) has been applied as when calculating the defined benefit obligation recognised within the Balance Sheet.

History of experience adjustments is as follows:

Particulars	Gratuity	Leave Encashment
For the year ended March 31, 2021		
Plan Liabilities - (loss) / gain	(48.77)	(26.17)
Plan Assets - (loss) / gain	(5.95)	-
For the year ended March 31, 2020		
Plan Liabilities - (loss) / gain	34.44	25.91
Plan Assets - (loss) / gain	6.43	-

Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

Particulars	Gratuity	Leave Encashment
01 Apr 2020 to 31 Mar 2021	224.08	47.29
01 Apr 2021 to 31 Mar 2022	59.05	3.85
01 Apr 2022 to 31 Mar 2023	99.06	8.85
01 Apr 2023 to 31 Mar 2024	57.14	7.92
01 Apr 2024 to 31 Mar 2025	124.65	7.19
01 Apr 2025 to 31 Mar 2030	652.42	179.50

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

38. Post Retirement Employee Benefits (Contd.)

Estimate of expected benefit payments (In absolute terms i.e. undiscounted) (Contd.)

Particulars	As at March 31, 2021	As at March 31, 2020
Average no of people employed	479	484

39. Calculation of Earning Per Share is as follows:

(₹ in lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Net profit for Basic and Diluted Earnings Per Share as per Statement of Profit and Loss	(516.61)	(187.09)
(b) Weighted average number of equity shares for calculation of Basic and Diluted Earnings Per Share (Face value Rs. 10/- per share)		
No of equity shares outstanding as on 31st March	2390276	2390276
Number of equity shares considered in calculating basic and diluted EPS	2390276	2390276
(c) Weighted average number of equity shares outstanding	2390276	2390276
(d) Earnings per share (EPS) of Equity Share of Rs. 10 each:		
a) Basic (Rs.)	(21.61)	(7.83)
b) Diluted (Rs.)	(21.61)	(7.83)

40. Contingent Liabilities not provided for in respect of:

(₹ in lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Outstanding Bank Guarantees	65.53	69.46

41. Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on “Related Party Disclosures” are as follows:

A) Names of related parties and description of relationship

1) Key Management Personnel (KMP)

Mr. Indrajit Sen - Managing Director

Mr. Asish Kumar Neogi - Chief Financial Officer

Mr. Suhas Chandra Saha - Company Secretary (retired w. e. f. 31st January, 2021)

Mr. P.R Sivasankar - Company Secretary (appointed w. e. f. 1st February, 2021)

2) Non-Executive Directors

Mr. Sanjay Bagaria - Chairman

Mr. Ratan Lal Gaggar - Director

Mrs. (Prof.) Bharati Ray - Director

Mr. Sandipan Chakravorty - Director

Mr. Sanjoy Saha - Director

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

41. Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on “Related Party Disclosures” are as follows: (Contd.)

B) Related Party Transactions for the year ended March 31st, 2021

(₹ in lakh)

Particulars	Joint Venture Company	KMP	Non-Executive Directors	Total	Outstanding as on March 31, 2021	Outstanding as on March 31, 2020
Remuneration						
Mr. Indrajit Sen	-	193.93	-	193.93	-	0.15
Mr. Asish Kumar Neogi	-	38.87	-	38.87	-	-
Mr.Suhas Chandra Saha	-	37.48*	-	37.48	-	-
Mr.P.R Sivasankar	-	3.08*	-	3.08	-	-
Total	-	273.36	-	273.36	-	0.15
Previous Year						
Mr. Indrajit Sen	-	208.75	-	208.75	-	-
Mr. Asish Kumar Neogi	-	43.00	-	43.00	-	-
Mr.Suhas Chandra Saha	-	44.74	-	44.74	-	-
Mr.P.R Sivasankar	-	-	-	-	-	-
Sitting Fees						
Mr. Sanjay Bagaria	-	-	2.20	2.20	-	-
Mr. Ratan Lal Gaggar	-	-	2.60	2.60	-	-
Mrs. (Prof.) Bharati Ray	-	-	2.40	2.40	-	-
Mr. Sandipan Chakravortty	-	-	2.20	2.20	-	-
Mr. Sanjoy Saha	-	-	1.20	1.20	-	-
Previous Year						
Mr. Sanjay Bagaria	-	-	1.60	1.60	-	-
Mr. Ratan Lal Gaggar	-	-	1.90	1.90	-	-
Mr. Ravi Ranjan Prasad	-	-	1.00	1.00	-	-
Mrs. (Prof.) Bharati Ray	-	-	1.70	1.70	-	-
Mr. Sandipan Chakravortty	-	-	0.20	0.20	-	-
Mr. Sanjoy Saha	-	-	0.20	0.20	-	-
Sale of Stock in Trade						
Mozer Process Technology Pvt. Ltd.	-	-	-	-	-	-
Total	-	-	-	-	-	-
Previous Year						
Mozer Process Technology Pvt. Ltd.	181.59	-	-	-	-	-
Recovery of Rent						
Mozer Process Technology Pvt. Ltd.	0.25	-	-	-	-	-
Total	0.25	-	-	-	-	-
Previous Year						
Mozer Process Technology Pvt. Ltd.	0.36	-	-	-	-	-
Recovery of Selling and Distribution expenses						
Mozer Process Technology Pvt. Ltd.	-	-	-	-	-	-
Total	-	-	-	-	-	-
Previous Year						
Mozer Process Technology Pvt. Ltd.	-	-	-	-	-	-
Recovery of Misc. expenses						
Mozer Process Technology Pvt. Ltd.	1.02	-	-	-	-	-
Total	1.02	-	-	-	-	-
Previous Year						
Mozer Process Technology Pvt. Ltd.	1.85	-	-	-	-	-
Advance Received						
Mozer Process Technology Pvt. Ltd.	-	-	-	-	-	-
Previous Year						
Mozer Process Technology Pvt. Ltd.	-	-	-	-	-	-
Receivable at year end						
Mozer Process Technology Pvt. Ltd.	-	-	-	-	-	-
Previous Year						
Mozer Process Technology Pvt. Ltd.	-	0	-	0	0	-

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

41. Related party disclosure as identified by the management in accordance with the Indian Accounting Standard (Ind AS) 24 on “Related Party Disclosures” are as follows: (Contd.)

C) Details of compensation paid to KMP during the year are as follows:

(₹ in lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Short-term employee benefits	-	-
Post-employment benefits**	-	-
Other long-term benefits**	-	-

* relates to remuneration for the part of the year

** Post-employment benefits and other long-term benefits have been disclosed based on actual payment made on retirement/resignation of services, but does not includes provision made on actuarial basis as the same is available for all the employees together.

Refer Note 7.1 regarding Joint Venture Company, Mozer Technology Private Limited

41.1 in respect of the above parties ,there is no provision for doubtful debts as on March 31, 2021 and no amount has been written off or written back during the year in respect of debt due from/to them

41.2 The above related party information is as identified by the management and relied upon by the auditor

42. Segment Information

a) Reportable Segments:

The Company’s operating segment are established on the basis of those component of the Company that are evaluated regularly by the Board “The Chief Operating Decision Maker” as defined in Ind AS 108 “Operating Segments”. The Company has three principal operating and reporting segments i.e.

- Mineral & Material Processing and Handling Equipment
- Gear Box and Geared Motor Drive System
- Building Material Division

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter Segment Transfer:

Inter Segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the group level.

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

42. Segment Information (Contd.)

(b) Summary of segment information as at and for the year ended March 31, 2021 and March 31, 2020 is as follows:

Particulars	Mineral & Material Processing And Handling Equipment		Gear Box and Geared Motor Drive System		Building Material Division		Unallocated/Corporate		Eliminations		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Segment Revenue												
External Revenue	6350.99	7011.24	3782.04	5019.22	822.21	364.57	-	-	-	-	10955.24	12395.03
Inter-Segment Revenue	0.04	0.33	5.13	102.58	-	-	-	-	(5.17)	(102.91)	-	-
Total Revenue	6351.03	7011.57	3787.17	5121.80	822.21	364.57	-	-	(5.17)	(102.91)	10955.24	12395.03
Segment Result	1801.57	2271.51	(312.80)	61.65	(345.82)	(470.06)	(1698.95)	(2052.32)	-	-	(556.00)	(189.22)
Add/(less):												
Interest earned on loans and deposits, income from current and non-current investments, Profit and Loss on sale of investments etc. - net	-	-	-	-	-	-	-	-	-	-	126.27	153.13
Finance costs / (Reversal)	-	-	-	-	-	-	-	-	-	-	(231.45)	(280.87)
Provision for Taxes	-	-	-	-	-	-	-	-	-	-	(144.57)	(129.87)
Profit for the year	-	-	-	-	-	-	-	-	-	-	(516.61)	(187.09)
Other Information												
Segment Assets	5229.53	6123.25	3380.89	3950.85	3022.40	3041.64	2304.26	2688.47	-	-	13937.08	15804.21
Segment Liabilities	2198.31	2058.93	1273.84	1234.11	99.36	67.66	313.86	510.50	-	-	3885.37	3871.20
Capital Expenditure												
Segment capital expenditure	32.76	207.03	20.62	327.14	0.45	16.79	4.72	36.94	-	-	58.55	587.90
Depreciation and Amortisation												
Segment depreciation and amortisation	124.22	92.68	88.52	163.24	158.88	161.02	63.53	71.42	-	-	435.15	488.36
Significant Non Cash Expenditure												
Segment significant Non Cash Expenditure	-	-	-	-	-	-	-	-	-	-	-	-

(₹ in lakh)

Notes to Financial Statements for the year ended March 31, 2021 (Contd.)

42. Segment Information (Contd.)

c) Geographical Information

(₹ in lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from sale of Products by Geographical Market		
Within India	10159.80	11707.54
Outside India	573.53	558.72
	10733.33	12266.26

43. Due to the effect of the COVID - 19 pandemic, there has been substantial disruption on the operations of the Company which has severely impacted the supply chain, consumer demand for the Company's products, availability of manpower due to restrictions on movement and travel and access to offices. The situation is still evolving and the management is continuously assessing and evaluating the situation with respect to the challenges faced.

44. These financial statements have been approved by the Board of Directors of the Company on 28th June, 2021 for issue to the shareholders for their adoption. Previous year's figures have been regrouped / rearranged wherever necessary

As per our report of even date

For Ray & Ray
Chartered Accountants
(Firm's Registration No 301072E)

K.K. Ghosh
Partner
(Membership No. 059781)

Place: Kolkata
Date: 28th June, 2021

For and on behalf of the Board of Directors

I. Sen
Managing Director
(DIN No 00216190)

P.R. Sivasankar
Company Secretary

S. Bagaria
Chairman
(DIN No 00233455)

A.K. Neogi
Chief Financial Officer

Five Years' Financial Statistics

(₹in lakh)

	2016-17	2017-18	2018-19	2019-20	2020-21
OPERATING RESULTS:					
Revenue from Operations	10858	10764	13416	12395	10955
Other Income	847	293	241	194	141
Total Income	11705	11057	13657	12589	11096
Profit before Interest, Depreciation & Tax (PBIDT)	1180	561	1242	452	5
Interest	402	397	316	281	231
Depreciation	507	524	514	488	435
Profit before Tax / (Loss)	271	(360)	412	(317)	(661)
Profit after Tax / (Loss)	214	(235)	356	(187)	(516)
Comprehensive Income (net of tax)	(17)	(14)	(19)	(61)	36
Dividends	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Retained Profit	197	(249)	337	(248)	(480)
NET ASSETS EMPLOYED					
Non-current Assets	7532	6401	6884	5830	5246
Current Assets	8900	9402	9244	10133	8983
Assets Employed	16432	15803	16128	15963	14229
Financed by					
Shareholders' Fund	9661	9412	9749	9473	8935
Borrowings @	3522	2823	2323	2619	1408
Other liabilities and provisions	3249	3568	4056	3871	3886
Funds Employed	16432	15803	16128	15963	14229
RATIOS					
PBIDT to Revenue from Operations (%)	10.87	5.21	9.26	3.65	0.05
Debt : Equity	0.36	0.30	0.24	0.28	0.16
Earnings per Share (Basic)	8.94	(9.83)	14.90	(7.83)	(21.61)
Dividend per Equity Share	-	-	-	*	-
Book value per Share (Rs)	404.18	393.76	407.86	396.31	373.81

1. @Borrowings include borrowings under non-current liabilities and current liabilities

2. *Dividend @ 10% amounting to Rs. 23.90 lakhs (2017-18 - Rs Nil) excluding tax on dividend amounting to Rs. 4.92 lakhs has been paid for 2018-19 appropriating balance in Retained Earnings Account