

RING + AQUA

A Subsidiary of **raymond** Ltd.

RING PLUS AQUA LIMITED

34th Annual Report
2020-21

RING PLUS AQUA LIMITED

ANNUAL REPORT 2020-21

BOARD OF DIRECTORS	: SHRI RAVIKANT UPPAL, CHAIRMAN SHRI GAUTAM HARI SINGHANIA <i>(resigned on 19.03.2021)</i> SHRI BHUWAN KUMAR CHATURVEDI <i>(Completed his second term as Independent Director on 19.03.2021 and was appointed as Additional, Non-Executive Director on 03.05.2021)</i> SHRI VIPIN AGARWAL <i>(resigned on 16.10.2020)</i> SHRI GANESH KUMAR SUBRAMANIAN <i>(appointed as Non-Executive Director on 23.10.2020)</i> SHRI V. BALASUBRAMANIAN <i>(Whole-time Director)</i> SHRI PARTHIV KILACHAND <i>(Independent Director)</i> SHRI SHIV SURINDER KUMAR <i>(appointed as Additional - Independent Director w.e.f 19.06.2021)</i>
CHIEF FINANCIAL OFFICER	: SHRI SITESH MAHESHWARI
COMPANY SECRETARY	: SHRI BHARGAV VYAS <i>(resigned on 31.12.2020)</i> MISS RESHMA RAMCHANDANI <i>(appointed on 19.03.2021)</i>
STATUTORY AUDITORS	: M/S. PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP
SECRETARIAL AUDITORS	: M/S. DM & ASSOCIATES, COMPANY SECRETARIES LLP
INTERNAL AUDITORS	: M/S. ERNST & YOUNG LLP
REGISTERED OFFICE	: D-3, 4 SINNAR TALUKA AUDYOGIK VASAHAT MARYADIT VILLAGE MUSALGOAN, TALUKA SINNAR, NASIK 422112, MAHARASHTRA, INDIA
REGISTRAR AND SHARE TRANSFER AGENT	: LINK INTIME INDIA PRIVATE LIMITED C-101, 247 PARK, LBS MARG, VIKHROLI WEST MUMBAI –400083
ISIN	: INE093H01012

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RING PLUS AQUA LIMITED
(CIN: U99999MH1986PLC040885)

Registered Office: D-3/4, Sinnar Taluka Audyogik Vasahat Maryadit, Village Musalgaon,
Taluka Sinnar, Nasik 422 112, Maharashtra

Email: reshma.ramchandani@raymond.in; Website: www.ringplusaqua.com; Tel.: 02551-228009

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **THIRTY-FOURTH** ANNUAL GENERAL MEETING (“MEETING” OR “AGM”) OF THE MEMBERS OF RING PLUS AQUA LIMITED (THE “COMPANY”) WILL BE HELD ON **TUESDAY, SEPTEMBER 14, 2021 AT 11:00 A.M.** THROUGH TWO WAY VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ravikant Uppal (DIN: 00025970), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Shri V. Balasubramanian (DIN: 05222476) as Whole-Time Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rules framed thereunder (including any statutory amendment (s) or modification(s) or re-enactment(s) thereof for the time being in force) and Schedule V of the Act, Shri V. Balasubramanian (DIN: 05222476), approval of the Members of the Company be and is hereby accorded for the re-appointment of Shri V. Balasubramanian as a Whole-time Director, designated as Executive Director (i.e. in Professional Capacity) of the Company, for a further period of 3 (Three) years with effect from April 23, 2021 to April 22, 2024 on the same terms and conditions and remuneration (including remuneration to be paid in the event of any loss, absence or inadequacy of profit in any financial year during the term of office of Shri V. Balasubramanian) as set out in the Explanatory Statement annexed to the Notice convening this Meeting and as set out in the agreement to be entered into between the Company and Shri V. Balasubramanian, a draft of which is placed before the Meeting duly initiated for the purpose of identification with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board or any other Committee) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri V. Balasubramanian, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force;

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any Financial Year(s), the remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration (as per last drawn remuneration on March 31, 2021) to Shri V. Balasubramanian for a period not exceeding three years w.e.f. April 23, 2021 to April 22, 2024 subject to such approvals as required by Law and in compliance with the provisions of the Act; and

RESOLVED FURTHER THAT the Board of Directors of the Company or Ms. Reshma Ramchandani, Company Secretary or Shri Thomas Fernandes, Authorized Signatory of the Company, be and are hereby severally authorized to finalize and execute the said agreement on behalf of the Company and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

4. To appoint Shri Bhuwan Kumar Chaturvedi (DIN: 00144487) as a Non-Executive and Non-Independent Director of the Company and in this regard, 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 152, 161 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rules framed thereunder (including any statutory amendment (s) or modification(s) or re-enactment(s) thereof for the time being in force), Shri Bhuwan Kumar Chaturvedi (DIN: 00144487) who was appointed as an Additional Director of the Company with effect from May 03, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation; and

RESOLVED FURTHER THAT the Board of Directors of the Company or Ms. Reshma Ramchandani, Company Secretary or Shri Thomas Fernandes, Authorized Signatory of the Company, be and are hereby severally authorized to do all the acts, deeds and things as may be required to give effect to this Resolution.”

5. To appoint Shri Shiv Surinder Kumar (DIN: 08144909) as an Independent Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), Shri Shiv Surinder Kumar (DIN: 08144909) who was appointed as an Additional Director designated as an Independent Director of the Company with effect from June 19, 2021 under Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 19, 2021 to June 18, 2026 and that he shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT the Board of Directors of the Company or Ms. Reshma Ramchandani, Company Secretary or Shri Thomas Fernandes, Authorized Signatory of the Company, be and are hereby severally authorized to do all the acts, deeds and things as may be required to give effect to this Resolution.”

Registered Office:

By Order Of The Board
For **Ring Plus Aqua Limited**

D-3, 4 Sinnar Taluka Audyogik
Vasahat Maryadit Village Musalgaon,
Taluka Sinnar, Nasik - 422 112
Maharashtra

July 26, 2021
Thane

Reshma Ramchandani
Company Secretary
Membership No.: A38983

Notes:

I. General Information:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (the “Act”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Special Business under Item Nos. 3, 4 and 5 of the accompanying Notice is annexed hereto.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively and by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) permitted companies whose AGMs were due to be held in the year 2020 or becoming due in the year 2021, to conduct their

AGMs on or before December 31, 2021 through VC/ OAVM, which does not require physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of members. The deemed venue for the AGM shall be the Registered Office of the Company. In accordance with the MCA Circulars, special business mentioned at Item Nos. 3, 4 and 5 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.

3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Attendance of the Members participating in the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for Financial Year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited (“the Depositories”). A copy of this Notice along with the Annual Report for Financial Year 2020-21 is uploaded on the Company’s website www.ringplusaqua.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
7. In case a Member holding shares in physical mode has not registered his/her e-mail address with the Company/ Link Intime India Private Limited, the Registrar and Transfer Agent (“LIPL”)/Depositories, he/she may do so by sending a duly signed request letter to LIPL by providing Folio No. and Name at C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083, Tel: 022-49186000, e-mail: rnt.helpdesk@linkintime.co.in.
8. In case shares are held in demat mode, Members may contact the Depository Participant (“DP”) and register their email address in the demat account as per the process followed and advised by the DP.
9. The Company’s Statutory Auditors, Messrs Price Waterhouse Chartered Accountants LLP, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 012754N/ N500016, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on June 26, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant

to the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Act. In view of the foregoing amendment, ratification by the Members for continuance of their appointment is not being sought at this AGM.

10. Brief profiles of the Directors retiring by rotation and proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between Directors and Key Managerial Personnel *inter-se* as requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in **Annexure** to this Notice.
11. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on reshma.ramchandani@raymond.in for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon Log-in at NSDL e-Voting system at www.evoting.nsdl.com.
12. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to LIPL. Members holding shares in dematerialized form may contact their respective Depository Participants for availing this facility.

II. Instructions for attending the AGM and Electronic Voting:

A. General Instructions

1. Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”), the Company is pleased to provide its Members the facility of remote e-voting facility to its members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is **Tuesday, September 7, 2021 (“Cut-off Date”)**. A person who is not a Member as on the Cut-off Date should treat this Notice of AGM for information purpose only.
3. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after the Notice is sent through e-mail and are holding shares

as on **Friday, August 13, 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget 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 acquire shares of the Company after sending of the Notice and are holding shares as on the Cut-off Date i.e. **September 7, 2021** may follow steps mentioned in the Notice of the AGM under “**Step 1: Access to NSDL e-Voting system.**”

4. Members who need assistance before and during the AGM, may contact the following:

Name & Designation: Mr. Amit Vishal, Senior Manager - NSDL/
Ms. Sarita More, Assistant Manager - NSDL

E-mail ID: evoting@nsdl.co.in

Contact No.: 1800 1020 990 / 1800 224 430 (Toll Free)

5. The Board has appointed **SGGS & Associates** as the Scrutinizer (hereinafter referred to as “the Scrutinizer”) to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
6. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cassunnygogiya@gmail.com with a copy marked to the Company on reshma.ramchandani@raymond.in and NSDL on evoting@nsdl.co.in.
7. The results once declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.ringplusaqua.com and on website of NSDL www.evoting.nsdl.com within the applicable time limit prescribed under applicable laws.

B. Instructions for Remote e-Voting and e-Voting during the AGM

The remote e-voting period begins on **Saturday, September 11, 2021 at 10.00 A.M. (IST)** and ends on **Monday, September 13, 2021 at 5.00 P.M. (IST)**. 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) may cast their vote electronically.

The voting rights shall be in proportion to the share in the paid-up equity share capital of the Company as on the Cut-off Date.





Details of the process and manner for voting electronically are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 are mentioned below:

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. www.eservices.nsd.com. 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 & e-voting during the Meeting. If you are not registered for IDeAS e-Services, option to register is available at www.eservices.nsd.com. Select "Register Online for IDeAS Portal" or visit www.eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsd.com. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 and e-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</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 50px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 www.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 www.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 link 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 website 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 & e-Voting during the Meeting.
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Note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and/or “Forget Password” option available on respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode:

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 for shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-Voting website of NSDL. Open web browser and enter the URL viz. www.evoting.nsdl.com/.
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. 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 www.eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices, 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. Details of password are as follows:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) To retrieve your ‘initial password’:
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered or 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. Click on “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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, read and agree to “Terms and Conditions” by selecting on the check box.
 7. Click on “Login” button.
 8. After you click on the “Login” button, Home page of e-Voting will open.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail id for e-Voting:

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to reshma.ramchandani@raymond.in.
2. In case shares are held in demat mode, please provide DPIDClient ID (16 digit DPID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to reshma.ramchandani@raymond.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) Login method for e-Voting 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.

Details on Step 2 are mentioned below:

To cast your vote electronically 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 Ring Plus Aqua Limited to cast your vote during the remote e-Voting period or during the General Meeting.
 3. EVEN for Ring Plus Aqua Limited is **116774**.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.
8. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for e-Voting:

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/ Authorisation with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssunnygogiya@gmail.com with a copy marked to the Company at reshma.ramchandani@raymond.in and NSDL at evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Sarita Mote) at evoting@nsdl.co.in.
4. Only those Members/Shareholders, who are present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
5. Members who have already voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

C. Instructions for Members for attending the AGM through VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may gain access by following the process mentioned in **Step 1: Access to NSDL e-Voting system**. After successful login, Members should click of “VC/OAVM link” placed under “Join General meeting” menu against Ring Plus Aqua Limited. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Ring Plus Aqua Limited i.e. **116774** will be displayed.
2. 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 glitches.
3. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM can submit questions from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company’s email address reshma.ramchandani@raymond.in at least 48 hours before the start of the AGM.

4. Members who would like to ask questions at the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company's email address reshma.ramchandani@raymond.in at least 48 hours in advance before the start of the AGM. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time.

5. The Company reserves the right to restrict the number of speakers at the AGM.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Nomination and Remuneration Committee after evaluating the performance of Shri V. Balasubramanian had recommended his re-appointment as the Whole-Time Director to the Board on May 03, 2021, for a further period of three years i.e. till April 22, 2024, on the same terms and conditions (including remuneration).

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee had re-appointed Shri V. Balasubramanian as the Whole-Time Director on May 03, 2021 for a further period of three years i.e. from April 23, 2021 to April 22, 2024, subject to the approval of the Members of the Company.

Pursuant to Section 160 of the Act, the Company has received notice from a member signifying his intention to propose Shri V. Balasubramanian as a candidate for the office of Director of the Company, liable to retire by rotation.

Shri V. Balasubramanian is not disqualified from being appointed as Director under sub - section (2) of Section 164 of the Companies Act, 2013.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT:

I. General Information:

1. Nature of Industry: Manufacturers of : (i) Ring Gears (ii) Flex plates and (iii) Shaft Bearings.
2. Date or expected date of commencement of commercial production: The Company is in operation since 1986.
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)

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Net sales and other income	20,369.41	21,074.20	26,204.24
Operating Profit (before interest, depreciation and tax)	4,031.36	3,595.99	5,871.68
Profit/(Loss) Before Tax*	2,857.61	2,537.49	5,043.44

*before exception items

5. Foreign investments or collaborators, if any:

The Company has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

II. Information about Shri V. Balasubramanian:

1. Background details:

Shri V. Balasubramanian has over 37 years of diverse experience in automotive industries having succeeded in both domestic and international Markets. Shri V. Balasubramanian joined the Company from Eaton Industrial System Private Limited which is a global technology leader in power management solutions. Prior to this, Shri V. Balasubramanian was the Vice President at BOSCH CHASSIS Systems India Limited where he was responsible for managing the profitability of a regional business unit and steering the business development activities for both domestic and overseas markets. Shri V. Balasubramanian holds a post graduate degree in business management from Loyola Institute of Business Administration and is a Mechanical Engineer from Delhi College of Engineering. Shri V. Balasubramanian was selected for British Chevening Scholarship program with University of Leeds, UK where he worked on a project assignment with Rolls Royce, UK.

Shri V. Balasubramanian is a Member of Corporate Social Responsibility Committee and Committee of Directors of the Company.

2. Past Remuneration:

During the financial year ended March 31, 2021, Shri V. Balasubramanian was paid ₹129.14 lakh.

3. Recognition and awards: None

4. Job Profile and his suitability:

Shri V. Balasubramanian is a Mechanical Engineer with over 37 years in automotive industries having succeeded in both domestic and international Markets.

As Whole-Time Director of the Company, Shri V. Balasubramanian shall have powers under the superintendence, control and directions of the Board of Directors.

5. Remuneration proposed:

Sr. No.	Particulars	Details
1	Basic Salary	₹ 4,00,000 per month in the scale of ₹ 4 Lakh to ₹ 9 Lakh with authority to the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee to grant such increments within the said scale as it may determine from time to time.
2	Other Allowances	₹ 3,44,241 per month (Children Education Allowance, Special Personal Allowance) with authority to the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee to modify the said allowance as per Company Policy.
3	Perquisites	Perquisites are classified into three categories viz. A, B and C.
	Category A:	<ul style="list-style-type: none"> • Housing: <ul style="list-style-type: none"> - Company provided accommodation; OR - In case no accommodation is provided by the Company, the Executive Director shall be entitled to House Rent Allowance as per policy of the Company; • Medical Reimbursement: As per Company Policy; • Leave Travel Concession: As per Company Policy; • Leave: As per Company's Rules as specified from time-to-time; • Insurance: As per Company Policy; • Company provided car, reimbursement of driver's wages & petrol expenses, as per Company Policy; • Any other perquisite as per Company Policy/Rules or as may be determined by the Board of Directors from time to time;
	Category B:	<ul style="list-style-type: none"> • Contribution to Provident Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act; • Gratuity payable shall be calculated as per the provisions of The Payment of Gratuity Act, 1972; • Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
	Category C:	<ul style="list-style-type: none"> • Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. • Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
4	Variable Pay	Variable Pay (over and above the remuneration stated above) payable in accordance with the Rules of Company.
5	Ex-Gratia	As per Company's Rules
6	Minimum Remuneration	In the event of inadequacy of profits under Sections 197 and 198 of the Companies Act, 2013, in any financial year or years, Shri V. Balasubramanian will be paid for a period of three years, the remuneration comprising salary, perquisites and benefits as detailed above as minimum remuneration subject to necessary approval as required by law.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed of Shri V. Balasubramanian is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and its group and diverse nature of its businesses. Moreover in his position as Whole-Time Director of the Company, Shri V. Balasubramanian devotes substantial time in overseeing the operations of the Group Companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Shri V. Balasubramanian does not have any pecuniary relationship with the Company.

III. Other information:

1. Reasons of loss or inadequacy of profits:

The Company for passing a Special Resolution as a matter of abundant precaution as the prolonged slowdown in the economic activity, weak consumer sentiments, tight financing environment with high interest rate and weak operating economics may impact the margins of the Company.

2. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium producer and powerful brands expected to enable the Company to position itself during adversities.

The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the passing of Special Resolution set out in item No. 3 of the accompanying Notice for the approval of the Members.

ITEM NO. 4

After the completion of second term of Shri Bhuwan Kumar Chaturvedi as an Independent Director on March 19, 2021 and considering the significant contribution made by Shri Bhuwan Kumar Chaturvedi during his two terms, the Nomination and Remuneration Committee on May 03, 2021 recommended his appointment as the Non-Executive Director to the Board.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee appointed Shri Bhuwan Kumar Chaturvedi as an Additional (Non-Executive) Director on May 03, 2021.

Pursuant to Section 160 of the Act, the Company has received notice, from a member signifying intention to propose Shri Chaturvedi as a candidate for the office of Director of the Company, liable to retire by rotation.

Shri Chaturvedi is not disqualified from being appointed as Director under sub - section (2) of Section 164 of the Companies Act, 2013.

Shri Chaturvedi has rich and diverse top level corporate experience, in the automobile, auto components, engineering, real estate development and consulting. Shri Chaturvedi began his career with TATA Motors from 1971 to 1978 and went on to manage apex level responsibilities in positions such as Managing Director, Eicher Limited, President & Executive Director, Hindustan Motors Limited, and CEO of Central Park.

In Eicher and C.K. Birla group, Shri Chaturvedi was a member of Group Management Board ("GMB"). Shri Chaturvedi was responsible for providing strategic direction to all group companies involved in diverse businesses. In Eicher, it included businesses like commercial vehicles, motor cycles, auto components and management consultancy. In C.K. Birla Group, the companies reviewed by GMB had diverse business interests like cement, paper, building materials, fans, bearings and earth moving equipment.

Shri Chaturvedi aged 73 years did his B.E. (Mech) from IIT Roorkee in 1969 and M.B.A from IIM, Ahmedabad in 1971. He has attended the Harvard Business School, for Executive Development Programme.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested,

financially or otherwise in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the passing of Ordinary Resolution set out in item No. 4 of the accompanying Notice for the approval of the Members.

ITEM NO. 5

In order to broad-base the Board structure and to fulfil the requirement of having second Independent Director on the Board of the Company, the Nomination and Remuneration Committee of the Board of Directors vide a circular resolution passed on June 21, 2021 had recommended the appointment of Shri Shiv Surinder Kumar as an Independent Director of the Company for a period of 5 years.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee vide a circular resolution on June 22, 2021, appointed Shri Shiv Surinder Kumar (DIN: 08144909) as Additional (Independent) Director of the Company to hold office for a term of five years from June 19, 2021 to June 18, 2026.

Pursuant to Section 160 of the Act, the Company has received notice, from a member signifying intention to propose Shri Shiv Kumar as a candidate for the office of Director of the Company.

Shri Shiv Kumar is not disqualified from being appointed as Director under sub - section (2) of section 164 of the Companies Act, 2013.

Shri Shiv Kumar is a Bachelor of Commerce from HR College of Commerce (Mumbai University) and MBA from the International Management Institute, New Delhi (affiliated to IMI, Geneva and McGill College, Canada). He has over 20 years of experience in the areas of asset management, merchant banking, capital markets and wealth management across Asia, Europe and Middle East has significant experience in securities trading, private placement, debt restructuring and disinvestments. Shri Shiv Kumar is also serving as an Independent Director in Raymond Limited since February 2019.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the passing of Ordinary Resolution set out in item No. 5 of the accompanying Notice for the approval of the Members.

Registered Office:

D-3, 4 Sinnar Taluka Audyogik
Vasahat Maryadit Village Musalgaon,
Taluka Sinnar, Nasik - 422 112
Maharashtra

July 26, 2021
Thane

By Order Of The Board
For **Ring Plus Aqua Limited**

Reshma Ramchandani
Company Secretary
Membership No.: A38983

**ANNEXURE TO THE NOTICE OF THE ANNUAL GENERAL MEETING
DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING
ANNUAL GENERAL MEETING**

[In pursuance of Secretarial Standard - 2]

Name of the Director	Shri Ravikant Uppal	Shri V. Balasubramanian	Shri Bhuwan Kumar Chaturvedi	Shri Shiv Surinder Kumar
DIN	00025970	05222476	00144487	08144909
Date of Birth Age	09/05/1952 69 Years	21/04/1960 60 Years	06/03/1948 73 Years	14/12/1964 56 years
Date of first appointment on the Board	08/04/2019	23/04/2018	03/05/2021	19/06/2021
Qualifications	Mechanical Engineer, Alumnus of IIM, Ahmedabad and Advanced Management Program from Wharton Business School, USA.	Mechanical Engineer and Post Graduate in Business Management	B.E. (Mech) from IIT Roorkee and M.B.A from IIM, Ahmedabad	Bachelors of Commerce from HR College of Commerce (Mumbai University) and MBA from IIM, New Delhi
Experience	38 years of experience in engineering and infrastructure segments in India and abroad and is known for his entrepreneurial experience	Please refer Explanatory Statement to this Notice		
Number of Meetings of the Board attended during the year	5 out of 5	5 out of 5	5 out of 5	NA
List of other Directorship/ Membership /Chairmanship of Committees of other Boards	DIRECTORSHIP: Public Companies JK Files (India) Limited Transport Corporation of India Limited Private Companies: Steel Infra Solutions Private Limited Surin Automotive Private Limited Skillsonics India Private Limited Membership/ Chairmanship of Committees of other Boards: NIL	DIRECTORSHIP: Public Companies JK Files (India) Limited Membership/ Chairmanship of Committees of other Boards: NIL	DIRECTORSHIP: Public Companies PPAP Automotive Limited Private Companies Sphaera Pharma Private Limited Membership/ Chairmanship of Committees of other Boards: NIL	DIRECTORSHIP: Public Companies Raymond Limited Membership/ Chairmanship of Committees of other Boards: Raymond Limited Nomination and Remuneration Committee – Member
Shareholding in Ring Plus Aqua Limited	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	As per the Nomination and Remuneration Policy of the Company			
Justification for choosing the appointees for appointment as Independent Director	NA	NA	NA	Broad base the Board structure and fulfill statutory requirements

DIRECTORS' REPORT

Dear Members,

Your Directors present their Thirty Fourth Annual Report together with the Audited Financial Statement for the financial year ended March 31, 2021.

1. FINANCIAL SUMMARY & HIGHLIGHTS OF PERFORMANCE

The Gross Revenue of the Company for the year 2020-21 stood at ₹ 203.69 crores (Previous Year: ₹ 210.74 crores). During the year under review, your Company made profit before tax of ₹ 28.58 crores (Previous Year: Profit ₹ 25.37 crores).

2. MATERIAL CHANGES AND COMMITMENT – IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the Financial Year of the Company to which the financial statement relate and the date of this Report, except for the impact arising out of COVID-19, which is detailed below in point no. 3 of this Report.

3. COVID-19 AND ITS IMPACT

Your Company is in the business of manufacturing and exporting Ring Gears, Flexplates, Water Pump Bearings, machined components, both for auto and non-auto sector. Your Company is a key supplier of components in its product category and these products are going to remain key and a top priority going forward as well. In addition, the Company has started pilot supplies of new products and increase its product portfolio.

Your Company has strong order book backed by orders from customers of domestic and export markets. The Company already started ramping-up its resources and gearing up to meet this demand however with the recent surge in infections during second-wave of COVID-19, we foresee some challenges on timely availability of resources and supply-chain hindrances, which may impact the production. Your Company has mitigation plans in place to secure operations and supply chain so that production of its key products can continue. Your Company has implemented all necessary precautions to safeguard the well-being of its employees and observing stipulated guidelines issued by government authorities from time to time.

Your Company has witnessed robust sales in last quarter of financial year and expect the momentum to continue, excepting some period of first quarter of next financial year wherein due to regional lockdowns, sales in domestic market may get impacted, however as experienced in the first wave of the pandemic, the demand should improve significantly post unlock phase. We expect demand in Company's operating segments will improve in tandem with economic and industrial activities pickup. Your Company enjoys long-term close

customer relationships developed over period of time which will help in getting back to normalcy at faster pace. Further, there are significant geographic and widespread customer base that will continue to drive growth in mid and long term.

4. DIVIDEND

In order to conserve the resources and to meet the growth plans, your Directors do not recommend any dividend for the financial year 2020-21.

5. RESERVES

Your Company has not transferred any amount to the reserves of the Company.

6. OPERATIONS

Your Company has managed with just a marginal drop in Revenues during the financial year ended March 31, 2021. The COVID-19 pandemic raging across the world and enforced lockdown in India and in most parts of the world, impacted normal life and the discretionary consumption. This impacted severely the automotive demand for Passenger cars and Commercial vehicles across the globe as well as the non-automotive demand. As a result, sales of your Company got impacted as these are key segments in which your Company operates. The pent-up demand of the lockdown period and the strong economic revival in most parts of the world including India, good monsoon all aided in the strong surge in demand for the passenger segment and agricultural tractors from Q2 onwards. Your Company managed to ramped-up the resources needed to manage the demand and helped to recoup the first quarter losses in the remaining three quarters. Overall your Company ended just short of 3% of Income compared to earlier year despite the setback at start of financial year.

In the backdrop of contraction of demand, your Company focused on operational excellence, relentless cost reduction measures, lean manufacturing practices and improvised supply chain management with tight control on working capital. These measures supported in mitigating the impact on the margins and cash flows and helped in delivering a higher margin of performance compared to FY20.

7. AUDITORS

Statutory Auditors

M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration Number 012754N/N500016) were appointed as the statutory auditors of the Company for a period of 5 years commencing from the conclusion of 30th AGM till the conclusion of 35th AGM.

The Audit Committee and Board at their meetings held on May 3, 2021 confirmed their re-appointment for the financial year ending March 31, 2022.

8. AUDITORS' REPORT

There is no audit qualification in the financial statement by the Statutory Auditors for the year under review.

There was no instance of fraud during the year under review, which was required to be reported to the Audit Committee and / or Board under Section 143(12) of the Companies Act, 2013.

9. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an adequate and effective internal control and risk-mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures.

The Company has entrusted the internal and operational audit to M/s. Mahajan & Aibara Chartered Accountants LLP, a reputed firm of Chartered Accountants. The Internal Auditors independently evaluate the adequacy of the internal controls and audit the critical areas every year. The main thrust of the internal audit process is test and review of controls, independent appraisal of risks, business processes and benchmarking internal controls with best practices. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken. Independence of the audit is ensured by direct reporting of Internal Auditors to the Audit Committee of the Board.

10. SHARE CAPITAL

The Authorised Share Capital of the Company is ₹ 30,00,00,000 and the paid up Equity Share capital of the Company is ₹ 7,75,66,710. The Company has not issued shares with differential voting rights nor sweat equity.

11. PUBLIC DEPOSITS

The Company has not accepted any public deposits under Section 73 of the Companies Act, 2013 during the year under review.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri Ravikant Uppal Director (DIN: 00025970) retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re- appointment.

During the year under review, Shri Vipin Agarwal resigned as the Director of the Company (w.e.f. October 16, 2020) due to pre-occupation and Shri Ganeshkumar Subramanian was appointed as the Director of the Company (w.e.f. October 23, 2020).

Shri Gautam Hari Singhania, Director of the Company stepped down from the Board of the Company (w.e.f. March 19, 2021) due to other commitments.

Shri B.K. Chaturvedi (DIN:00144487) completed his second term of one year as an Independent Director on the Board of the Company on March 19, 2021 and was appointed as the Additional Non-Executive Director on the Board, with effect from May 3, 2021.

Shri Parthiv Kilachand, Independent Director has given declaration that he meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. Shri Kilachand had also confirmed that he had complied with Schedule IV of the Companies Act, 2013.

Further, in terms of Section 150 of the Companies Act, 2013 read with the Rules framed thereunder, Shri Kilachand had confirmed that he had registered himself with the databank maintained by the Indian Institute of Corporate Affairs.

14. BOARD MEETINGS

During the year, 5 Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The Board Meetings were held on June 25, 2020, September 11, 2020, November 9, 2020, February 1, 2021 and March 19, 2021.

Sr. No.	Name of Director	DATE OF BOARD MEETING				
		25.06.2020	11.09.2020	09.11.2020	01.02.2021	19.03.2021
1	Shri Gautam Hari Singhania*	✓	LOA	✓	✓	N.A.
2	Shri Ravikant Uppal	✓	✓	✓	✓	✓
3	Shri B. K. Chaturvedi**	✓	✓	✓	✓	✓
4	Shri Parthiv Kilachand	✓	✓	✓	✓	✓
5	Shri Vipin Agarwal***	✓	✓	N.A.	N.A.	N.A.
6	Shri V. Balasubramanian	✓	✓	✓	✓	✓
7	Shri Ganeshkumar Subramanian****	N.A.	N.A.	✓	✓	LOA

* Shri Gautam Hari Singhania resigned as Non-Executive Director w.e.f. March 19, 2021;

** Shri B.K. Chaturvedi completed his second term as an Independent Director on March 19, 2021;

*** Shri Vipin Agarwal resigned as Non-Executive Director w.e.f. October 16, 2020;

**** Shri Ganeshkumar Subramanian was appointed as Non-Executive Director w.e.f. October 23, 2020.

During the year under review, a meeting of the Independent Directors was held on March 19, 2021, which was attended by Shri B.K. Chaturvedi (then an Independent Director) and Shri Parthiv Kilachand.

15. KEY MANAGERIAL PERSONNEL (KMP)

As on March 31, 2021, your Company has the following KMPs:

Sr. No.	Name of the Person	Designation
1	Shri V. Balasubramanian	Whole-time Director (Executive Director)
2	Shri Sitesh Maheshwari	Chief Financial Officer
3	Shri Bhargav Vyas	Company Secretary (till December 31, 2020)
4	Ms. Reshma Ramchandani	Company Secretary (Appointed w.e.f. March 19, 2021)

16. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Non Independent Directors was carried out by the Independent Directors at their meeting held on March 19, 2021. The Directors expressed their satisfaction with the evaluation process and shared their suggestions.

17. SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

18. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

19. COMMITTEES OF THE BOARD

With a view to have a more focused attention on the business and for better governance and accountability, the Board constituted the following committees:

Audit Committee

Pursuant to Section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014, the composition of the Audit Committee is as follows.

The Composition of the Committee (re-constituted w.e.f. October 23, 2020) is as under:

1. Shri B.K. Chaturvedi* : Independent Director, Chairman
2. Shri Vipin Agarwal** : Non-Executive Director, Member
3. Shri Parthiv Kilachand : Independent Director, Member
4. Shri Ganeshkumar Subramanian*** : Non-Executive Director, Member

* Shri B.K. Chaturvedi completed his second term as an Independent Director on March 19, 2021;

** Shri Vipin Agarwal resigned as Non-Executive Director w.e.f. October 16, 2020;

*** Shri. Ganeshkumar Subramanian was appointed as Non-Executive Director w.e.f. October 23, 2020.

The terms of reference of the Audit Committee are determined by the Board and their relevance reviewed from time to time.

During the year, five Meetings of the Audit Committee were held viz., June 25, 2020, September 11, 2020, November 9, 2020, February 1, 2021 and March 19, 2021.

Sr. No.	Name of Director	DATE OF AUDIT MEETING				
		25.06.2020	11.09.2020	09.11.2020	01.02.2021	19.03.2021
1	Shri B.K. Chaturvedi*	✓	✓	✓	✓	✓
2	Shri Vipin Agarwal**	✓	✓	N.A.	N.A.	N.A.
3	Shri Parthiv Kilachand	✓	✓	✓	✓	✓
4	Shri Ganeshkumar Subramanian***	N.A	N.A	✓	✓	LOA

* Shri B.K. Chaturvedi completed his second term as an Independent Director on March 19, 2021;

** Shri Vipin Agarwal resigned as Non-Executive Director w.e.f. October 16, 2020;

***Shri Ganeshkumar Subramanian was appointed as Non-Executive Director w.e.f. October 23, 2020.

Nomination and Remuneration Committee

Pursuant to Section 178 of the Companies Act, 2013 and Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Board of Directors has constituted the Nomination and Remuneration Committee. The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

The Board has clearly defined terms of reference for the Nomination and Remuneration Committee, which are as follows:

- to help in determining the appropriate size, diversity and composition of the Board;

- to recommend to the Board appointment/re-appointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- delegation of any of its powers to any Member of the Committee or the Company Secretary.

The Composition of the Committee (re-constituted w.e.f. October 23, 2020) is as under:

1. Shri B.K. Chaturvedi* : Independent Director, Chairman
2. Shri Vipin Agarwal** : Non-Executive Director, Member
3. Shri Parthiv Kilachand : Independent Director, Member
4. Shri Ganeshkumar : Non-Executive Director, Member Subramanian***

* Shri B.K. Chaturvedi completed his second term as Independent Director on March 19, 2021;

** Shri Vipin Agarwal resigned as Non-Executive Director w.e.f. October 16, 2020;

*** Shri Ganeshkumar Subramanian was appointed as Non-Executive Director w.e.f. October 23, 2020.

During the year, one Meeting of Nomination and Remuneration committee was held on June 25, 2020. Shri B.K. Chaturvedi, Shri Vipin Agarwal, Shri Parthiv Kilachand were present at the said meeting.

Committee of Directors

For administrative convenience, a Committee of the Board of Directors of the Company was constituted by the Board of Directors of the Company for handling day to day affairs of the Company.

The Composition of the Committee (re-constituted w.e.f. October 23, 2020) is as under:

1. Shri B.K. Chaturvedi* : Independent Director, Chairman
2. Shri Vipin Agarwal** : Non-Executive Director, Member
3. Shri V. : Whole-Time Director, Member Balasubramanian
4. Shri Ganeshkumar : Non-Executive Director, Member Subramanian***

* Shri B.K. Chaturvedi completed his second term as an Independent Director on March 19, 2021;

** Shri Vipin Agarwal resigned as Non-Executive Director w.e.f. October 16, 2020;

***Shri Ganeshkumar Subramanian was appointed as Non-Executive Director w.e.f. October 23, 2020.

During the year, one committee meeting was held on December 28, 2020 wherein Shri B.K. Chaturvedi, Shri V. Balasubramanian had attended and Shri Ganeshkumar Subramanian was granted leave of absence.

Corporate Social Responsibility Committee

Pursuant to Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors of the Company constituted the Corporate Social Responsibility ("CSR") Committee and spent an amount of ₹ 74 lakh in pursuance of its CSR. A report on CSR activities and the contents of Corporate Social Responsibility policy annexed as "Annexure A."

The policy is also displayed on the Company's website www.ringplusaqua.com.

The Composition of the Committee (re-constituted w.e.f. October 23, 2020) is as under:

1. Shri B.K. Chaturvedi* : Independent Director, Chairman
2. Shri Vipin Agarwal** : Non-Executive Director, Member
3. Shri V. : Whole-Time Director, Member Balasubramanian
4. Shri Ganeshkumar : Non-Executive Director, Member Subramanian***

* Shri B.K. Chaturvedi completed his second term as an Independent Director on March 19, 2021;

** Shri Vipin Agarwal resigned as Non-Executive Director w.e.f. October 16, 2020;

***Shri Ganeshkumar Subramanian was appointed as Non-Executive Director w.e.f. October 23, 2020.

During the year, no Meeting of Corporate Social Responsibility Committee was held. Two resolutions were passed through circulation on October 9, 2020 and March 26, 2021.

20. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has formulated the Vigil Mechanism/Whistle Blower policy to report genuine concerns to be disclosed.

21. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 during the year under review were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

22. RISK MANAGEMENT

Your Company is exposed to risks from market fluctuations of foreign exchange, interest rates, commodity prices, business risks, compliance risks and people's risk. These risks are assessed and steps as appropriate are taken to mitigate these risks.

23. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013;

- that in the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the Company for the year ended on that date;
- that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts on a going concern basis; and
- that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that the systems were in place and were adequate and operating effectively.

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

The details as prescribed under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is given in "Annexure B".

25. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act, 2013 and rules made thereunder, the Company has appointed M/s. DM & Associates, Company Secretaries LLP (ICSI Unique Code L2017MH003500) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as "Annexure C" and forms an integral part of this Report.

There is no secretarial audit qualification for the year under review.

26. ANNUAL RETURN

The Annual Return of the Company in Form MGT-7 has been hosted on the website of the Company. The web-link of the same is www.ringplusaqua.com.

27. PARTICULARS OF EMPLOYEES

Since your Company is not a listed Company, the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company for the year ended March 31, 2021 are not applicable.

28. EMPLOYEE STOCK OPTION PLAN

The Company has instituted Ring Plus Aqua Limited - Employee Stock Option Scheme 2019 ("RPAL ESOP 2019"), pursuant to the approval of the shareholders of the Company at their Extra Ordinary General Meeting held on March 1, 2019. The RPAL ESOP 2019 is designed to provide incentives to employees for long term value creation. Participation in the aforesaid plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. Once vested, the options remain exercisable for a period of one year. Options are granted under the plan for no consideration and carry no dividend or voting rights. When exercisable, each option is convertible into one equity share of face value ₹ 10 per share. Under RPAL ESOP 2019, Nomination and Remuneration Committee, on March 4, 2019, had approved to offer a grant of 1,26,210 Options and the Company has granted 111,947 stock options for fair value of option determined on April 26, 2019 i.e. the date of grant.

Accordingly, effect of Share Based Payments on the Company's Statement of Profit or Loss forms part of the notes to the Financial Statement.

Disclosure in terms of Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 is annexed herewith as "Annexure D". The Company's management will ensure that all applicable requirements of the Companies Act, 2013 and Rules made thereunder as well as the Regulations notified by the Securities and Exchange Board of India with respect to the RPAL ESOP 2019 are adhered and complied with.

Accordingly, effect of Share Based Payments on the Company's Statement of Profit or Loss forms part of the notes to the Financial Statement.

29. DISCLOSURE UNDER SEXUAL HARASSMENT ACT

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints, redressal for the benefit of its employees. There were no complaints filed against any of the employees of the Company under this Act.

30. OTHER DISCLOSURES

No application has been made under the Insolvency and Bankruptcy Code. The requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

31. ACKNOWLEDGEMENT

An acknowledgement to all with whose help, co-operation and hard work the Company's operations are running.

For and on behalf of the Board
For **Ring Plus Aqua Limited**

V. Balasubramanian

Whole-Time Director

DIN: 05222476

Mumbai

July 26, 2021

Ganeshkumar Subramanian

Director

DIN: 00088163

Annexure A

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline of the Company's CSR Policy:

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society. CSR at our Company goes beyond business and extends to the implementation of socially relevant activities for the benefit of society at large.

The CSR Policy was approved by Board on October 27, 2014 and has been uploaded on the Company's website at www.ringplusaqua.com. A gist of the program that the Company can undertake under the CSR policy is mentioned in this Report.

2. The composition of the CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri B. K. Chaturvedi*	Chairman, Independent Director	None	NA
2	Shri Vipin Agarwal**	Member, Non-Executive Director	None	NA
3	Shri V. Balasubramanian	Member, Whole-time Director	None	NA
4	Shri Ganeshkumar Subramanian***	Member, Non-Executive Director	None	NA

* Shri B.K. Chaturvedi completed his second term as an Independent Director on March 19, 2021;

** Shri Vipin Agarwal resigned as Non-Executive Director w.e.f. October 16, 2020;

*** Shri Ganeshkumar Subramanian was appointed as Non-Executive Director w.e.f. October 23, 2020.

Note: The CSR Committee passed two resolutions through circulation on October 9, 2020 and March 26, 2021.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.ringplusaqua.com.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

6. Average net profit of the company as per section 135(5): ₹ 3,655.47 Lakh

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 74 Lakh

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 74 Lakh

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

Total Amount Spent for the Financial Year 2020-21 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
74 Lakh	NIL	Not Applicable	-	NIL	-

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

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

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration No.
1.	Establishment of Integrated Livestock Development Centers to upgrade/crossbreed the local indigenous low milk-yielding cows & buffalo	Item no. (iv)	Yes	Maharashtra	Thane	16.33 Lakh	No	JK Trust	CSR00000006
2.	Construction of dormitory for the Residential Program for Special Needs Children & support for food, rehabilitation services	Item No. (ii) & (iii)	Yes	Maharashtra	Mumbai	5.84 Lakh	No	Amar Seva Sangam	Not available
3.	-Menstrual hygiene programme; -In-house Computer Centre and academic support for school education	Item No (i) & (ii)	Yes	Maharashtra	Thane	20.73 Lakh	No	Smt. Sulochanadevi Singhanian School Trust	CSR00001809
4.	Salaries of the teaching and Non- teaching staff	Item No (ii)	Yes	Maharashtra	Mumbai	16.10 Lakh	No	Raichel Joseph Foundation	Not available
5.	-Reaching students directly at home through online mode; -Contact tracing for COVID	Item No (i) & (ii)	Yes	Maharashtra	Mumbai	15.00 Lakh	No	Children's Movement for Civic Awareness	CSR00000784

(d) Amount spent in Administrative Overheads: NIL

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 74 Lakh

(g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in ₹)
1.	Two percent of average net profit of the company as per section 135(5)	74 Lakh
2.	Total amount spent for the Financial Year	74 Lakh
3.	Excess amount spent for the financial year [(ii)-(i)]	NIL
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): None

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

V. Balasubramanian
Whole-Time Director
DIN: 05222476

Parthiv Kilachand
Chairman – Corporate Social Responsibility Committee
DIN: 00005516

**Contents of Corporate Social Responsibility Policy
(Approved by the Board of Directors on October 27, 2014)**

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

The Company's commitment to CSR projects and programmes will be by investing resources into any of the following areas:

- Improving the quality of life in rural areas;
- Eradicating hunger, poverty and malnutrition;
- Promoting healthcare including preventive healthcare;
- Employment enhancing vocational skills;
- Promotion of education including investment in technology in schools;
- Ensuring environmental sustainability including measures for reducing inequalities faced by socially and economically backward groups;
- Promoting sports including rural and Olympic sports;
- Contribution to funds for promoting technology;
- Investing in various rural development projects;
- Contributing to the Prime Minister's National Relief Fund or any other fund setup by the Central Government for development and relief; and
- Other areas approved by the CSR Committee that are covered in the CSR Rules as amended from time-to-time.

Annexure B

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

(Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

(A) CONSERVATION OF ENERGY**(i) The steps taken and its impact on conservation of energy:**

- Replacement of mono-block pumps with Energy Efficient VFD pumps at Induction Hardening & RF in Gear Division – I & II.
- Installed VFD on butt welding & press machine centralized cooling system and blower motor at Induction Hardening in Gear Division – I.
- Merger of cooling towers of Induction Hardening machines in Gear Division – I.
- Optimized hydraulic, lubrication & main motors on butt welding machines, Presses, Gear Hobbing & TC machines.
- Online reduction in MSEDCL contract demand in Starter Gear Division II & Shaft Bearing Division.
- Installed energy efficient pumps at cooling towers of induction hardening machine & centralized coolant filtration system in bearing division.

We have saved ₹ 0.83 Cr from the above initiatives during this FY20-21.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

- We have implemented Solar Power plant with Capacity of 500KW at our Gear Division – II in January 2021. Actual saving in Q4 FY21 was ₹ 5.8 Lakhs & potential savings for full year will be ₹ 20 Lakh/annum.
- We have planned to implement ground mounted Solar Power plant with Capacity of 250KW at our Gear Division – II by December 2021. Potential savings towards this initiative will be ₹ 10 Lakh/annum.
- We are exploring possibility to install solar power plant of 450Kw at Gear division – I. Estimated potential saving are ₹ 18 Lakh/annum.

(iii) The capital investment on energy conservation equipments:

- The Company has not invested any capital amount on energy conservation equipment.

(B) TECHNOLOGY ABSORPTION**(iv) The efforts made towards technology absorption:****1. Gear Division:**

- Successfully Developed “HOB shifting automation” for conventional hobbing machine to improve cutting tool life, thus improved productivity and reduced processing cost.
- Industry 4.0 adoption
 - a. Installed IOT based production monitoring system on Hobbing machine to analyze and improve production performance.
 - b. Planned to install IOT based SPC & QA system.
 - c. Planned to install IOT based energy monitoring system to monitor and define & prepare plan/KPI for continually reducing energy consumption.

2. Bearing Division:

- Installed high speed automated bearing assembly line.
- Installed Eddy current testing equipment for sorting shafts having low hardness.

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

1. As a forward integration strategy, successfully developed flywheel assemblies for export customer.
2. As a product diversification strategy, developed Shield ring, ABS ring & Mass Ring.
3. We have developed multi piece flex-plate for BMW, Cummins and Volvo applications.

(vi) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not Applicable.**(vii) The expenditure incurred on Research and Development:**

There was no expenditure incurred on research and development.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year FY 21, foreign exchange earnings was ₹ 102.29 crore (Previous Year : ₹ 115.75 crore). The foreign exchange outgo during the year was ₹ 1.60 crore (Previous Year: ₹ 1.40 crore).

Annexure C

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

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

For the Financial Year Ended March 31, 2021

To,
The Members,
RING PLUS AQUA LIMITED
D-3,4, AUDYOGIK VASAHA MARYADIT
VILLAGE MUSALGOAN,
TALUKA SINNAR, NASIK - 422112

Dear Members,

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

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

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

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: **NA**;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
5. Provisions of Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Audit Period.
6. We have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

We further state that, having regard to the Compliance system prevailing in the Company and based on test check basis and based on the representations made by the Company, the Company has complied with the following laws Applicable specifically to the Company:

- i. Factories Act, 1948;
- ii. Industries (Development & Regulation) Act, 1951;
- iii. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- iv. Acts prescribed under prevention and control of pollution;
- v. Acts prescribed under Environmental protection;
- vi. Acts as prescribed under Direct Tax and Indirect Tax;
- vii. Land Revenue laws of respective States;
- viii. Labour Welfare Act of respective States;
- ix. Trade Marks Act 1999 & Indian Copy Right Act 1957;
- x. The Legal Metrology Act, 2009.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

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

Majority decision is carried through while there were no dissenting members' views which are to be captured and recorded as part of the minutes.

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

For DM & Associates Company Secretaries LLP
Company Secretaries

Dinesh Kumar Deora
Partner
FCS NO 5683
CP NO 4119
UDIN: F005683C000632936

Place: Mumbai
Date: 14th July, 2021

Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.

To,
The Members,
RING PLUS AQUA LIMITED
D-3,4, AUDYOGIK VASAHAT MARYADIT
VILLAGE MUSALGOAN,
TALUKA SINNAR, NASIK - 422112

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

1. Maintenance of secretarial records is the responsibility of 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, 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. Wherever 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 and regulations, standards is the responsibility of the 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.

For DM & Associates Company Secretaries LLP
Company Secretaries

Dinesh Kumar Deora
Partner
FCS NO 5683
CP NO 4119
UDIN: F005683C000632936

Place: Mumbai
Date: 14th July, 2021

Annexure D

**DISCLOSURE IN TERMS OF RULE 12 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014
OF THE COMPANIES ACT, 2013**

Sr. No.	Particulars	RPAL ESOP 2019
1	Options Granted during April 1, 2020 to March 31, 2021	111,947
2	Options vested during April 1, 2020 to March 31, 2021	Nil
3	Options exercised during April 1, 2020 to March 31, 2021	Nil
4	Total number of shares arising as a result of exercise of options	Nil
5	Options lapsed during April 1, 2020 to March 31, 2021	Nil
6	The exercise price	₹ 10/-
7	Variation of terms of options	None
8	Money realised by exercise of Option	Nil
9	Total number of options in force as on March 31, 2021	111,947
10	Employee wise details of options granted to:	
a.	Key Managerial Personnel: - Shri V. Balasubramanian (Whole-time Director) - Shri Sitesh Maheshwari (Chief Financial Officer)	51,634 11,835
b.	Any other employee who receives a grant in any one year of option amounting to five percent or more options granted during that year. i) Shri Sachin Kotwal ii) Shri Kamalakar B Tak iii) Shri Avil Tyagi	19,915 13,217 6,111
c.	Identified employees who were granted options during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Nil

INDEPENDENT AUDITOR'S REPORT

To the Members of Ring Plus Aqua Limited

Report on the audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of Ring Plus Aqua Limited ("the Company"), which comprise the balance sheet as at March 31, 2021, and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

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

Emphasis of Matter

4. We draw attention to note 47 to the financial statements, which explains the uncertainties and the management's assessment of the financial impact due to restrictions and other conditions related to the COVID-19 pandemic situation (including second wave), for which a definitive assessment of the impact in the subsequent period is dependent upon circumstances as they evolve. Our opinion is not modified in respect of the matter.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so,

consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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.
7. 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

8. 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.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error,

design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.
11. 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.
12. 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 Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - 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 is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2021 on its financial position in its financial statements – Refer Note 39 to the financial statements.
 - ii. The Company has long-term contracts including derivative contracts as at March 31, 2021 for which there were no material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2021.
14. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

Report on other legal and regulatory requirements

12. 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 Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. 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.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Arunkumar Ramdas

Partner

Place: Mumbai

Membership Number : 112433

Date: May 3, 2021

UDIN: 21112433AAAACC2124

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 13(f) of the Independent Auditors' Report of even date to the members of Ring Plus Aqua Limited on the financial statements for the year ended March 31, 2021.

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Ring Plus Aqua 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

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

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

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Arunkumar Ramdas

Partner

Place: Mumbai

Membership Number : 112433

Date: May 3, 2021

UDIN: 21112433AAAACC2124

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of Ring Plus Aqua Limited on the financial statements as of and for the year ended March 31, 2021.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of property, plant and equipment.
- (b) The property, plant and equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of immovable properties, as disclosed in Note 3(a) on property, plant and equipment to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made by it. The Company has not provided any guarantees or security to the parties covered under Section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of employees' state insurance, though there has been slight delay in few cases, and is regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and other material statutory dues, as applicable, with the appropriate authorities. Also refer note 39 to the financial statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service-tax, duty of customs, and duty of excise or value added tax or goods and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax and sales tax as at March 31, 2021 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income Tax	14.26	Assessment year 2011-12	Joint Commissioner of Income Tax
The Central Sales Tax Act, 1956	Sales Tax	2.72	Financial Year 1990-00	Assistant Commissioner of Sales Tax Appeals, Pune
The Central Sales Tax Act, 1956	Sales Tax	37.17	Financial Year 2014-15	Joint Commissioner of Sales Tax (Appeals)
The MVAT Act, 2002	Sales Tax	847.41	Financial Year 2015-16	Joint Commissioner of Sales Tax (Appeals)

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government. Further, the Company has not issued any debentures and hence, the question of default does not arise.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the

- year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. Also refer Paragraph 14 of the main audit report.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- 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. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Arunkumar Ramdas

Partner

Place: Mumbai

Membership Number : 112433

Date: May 3, 2021

UDIN: 21112433AAAACC2124

**BALANCE SHEET AS AT MARCH 31, 2021**

(all amounts are in ₹ lakhs, unless stated otherwise)

Particulars	Note	March 31, 2021	March 31, 2020
I ASSETS			
1 Non-current Assets			
(a) Property, Plant and Equipment	3(a)	8,035.68	8,884.94
(b) Right-of-use asset	3(b)	85.54	86.52
(c) Capital work - in - progress		2.80	5.51
(d) Other Intangible assets	4	3.88	7.59
(e) Financial Assets :			
(i) Investments	5	8.61	8.22
(ii) Loans	6	20.02	23.05
(f) Non-Current Tax Assets (Net)		-	363.44
(g) Other non - current assets	8	154.18	257.65
Total Non-Current Assets		8,310.71	9,636.92
2 Current assets			
(a) Inventories	9	4,917.51	3,305.40
(b) Financial Assets :			
(i) Current investments	10	1,300.59	1,597.43
(ii) Trade receivables	11	3,509.91	3,097.74
(iii) Cash and Bank Balances	12	221.35	402.88
(iv) Loans	13	5,000.00	1,500.00
(v) Other current financial assets	14	36.23	60.05
(c) Other current assets	15	787.55	590.21
Total Current Assets		15,773.14	10,553.71
TOTAL ASSETS		24,083.85	20,190.63
II EQUITY AND LIABILITIES			
1 Equity			
a) Equity share capital	16	775.67	775.67
b) Other Equity	17	14,723.14	12,456.37
Total Equity		15,498.81	13,232.04
2 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	9.69	35.53
(b) Non-Current Tax Liability (Net)		36.79	-
(c) Deferred tax liabilities (Net)	7	331.77	504.39
Total Non Current Liabilities		378.25	539.92
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	1,050.22	1,201.86
(ii) Trade Payables	20		
(I) Total outstanding dues of micro and small enterprises		-	-
(II) Total outstanding dues other than (ii)(I)		5,366.69	3,747.66
(iii) Other Financial Liabilities	21	646.52	550.35
(b) Other current liabilities	22	618.15	537.24
(c) Provisions	23	525.21	381.56
Total Current Liabilities		8,206.79	6,418.67
Total Liabilities		8,585.04	6,958.59
TOTAL EQUITY AND LIABILITIES		24,083.85	20,190.63
The accompanying notes are an integral part of these financial statements	1 to 48		

As per our Report of even date attached
For Price Waterhouse Chartered Accountants LLP
 Firm Registration No. 012754N/N500016

Arunkumar Ramdas
 Partner
 Membership No. 112433

Place : Mumbai
 Date : May 03, 2021

For and on Behalf of the Board of Directors

V. Balasubramanian **Ganeshkumar Subramanian**
 Executive Director Director
 DIN : 05222476 DIN : 00088163

Sitesh Maheshwari **Reshma Ramchandani**
 Chief Financial Officer Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Particulars		Note	For the Year ended March 31, 2021	For the Year ended March 31, 2020
I	Income			
	Revenue from Operations	24	19,731.59	20,822.85
	Other Income	25	637.82	251.35
	Total Income		20,369.41	21,074.20
II	Expenses			
	Cost of raw materials consumed	26	7,565.57	6,892.27
	Changes in inventories of finished goods and work-in progress	27	(975.70)	646.51
	Employee benefits expense	28	2,558.43	3,022.47
	Finance costs	29	87.61	57.35
	Depreciation and amortization expense	30	1,086.14	1,001.15
	Other Expenses :			
	(a) Manufacturing and Operating Costs	31	5,271.58	5,308.74
	(b) Other expenses	32	1,918.17	1,608.22
	Total expenses		17,511.80	18,536.71
III	Profit before tax		2,857.61	2,537.49
IV	Income Tax expense			
	Current tax	7	768.45	555.87
	Deferred tax		(158.48)	174.80
	Tax in respect of earlier years		(3.99)	8.57
	Total Tax Expense		605.98	739.24
V	Profit for the year (III - IV)		2,251.63	1,798.25
VI	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	Remeasurements of post-employment benefit obligations	43	(56.22)	10.88
	Tax Impact on above	7	(14.15)	3.17
	Other Comprehensive Income		(42.07)	7.71
VII	Total Comprehensive Income for the year (V + VI)	37	2,209.56	1,805.96
VIII	Earnings per equity share of ₹ 10 each :			
	Basic (in ₹)		29.03	23.18
	Diluted (in ₹)		28.62	22.88
	The accompanying notes are an integral part of these financial statements	1 to 48		

As per our Report of even date attached
For Price Waterhouse Chartered Accountants LLP
 Firm Registration No. 012754N/N500016

For and on Behalf of the Board of Directors

Arunkumar Ramdas
Partner
 Membership No. 112433

V. Balasubramanian
 Executive Director
 DIN : 05222476

Ganeshkumar Subramanian
 Director
 DIN : 00088163

Place : Mumbai
 Date : May 03, 2021

Sitesh Maheshwari
 Chief Financial Officer

Reshma Ramchandani
 Company Secretary

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Particulars	For the Year ended March 31, 2021		For the Year ended March 31, 2020	
A. Cash Flow from Operating Activities				
Profit before tax as per statement of profit and loss		2,857.61		2,537.49
Adjustments for :				
Depreciation and Amortisation Charge	1,086.14		1,001.15	
Provision for Doubtful Debts Deposits	-		8.46	
Remeasurement of Defined Benefit Plan	(56.22)		10.88	
Employee benefit expense (ESOP)	57.21		60.00	
(Profit)/Loss on sale of Property, Plant and Equipment	(9.48)		(1.42)	
Profit on Sale of Current Investments	(64.47)		(42.48)	
Dividend Income	-		(0.04)	
Liability no longer required	(37.29)		(15.58)	
Interest Income	(217.95)		(66.37)	
Finance Cost	87.61		57.35	
Net (Gain)/Loss on Fair Valuation of Investments through profit and loss	(4.93)		(38.54)	
		840.62		973.41
Operating Cash Profit before Working Capital Changes		3,698.23		3,510.90
Add/(Deduct) :				
(Increase)/Decrease in Inventories	(1,612.11)		1,282.22	
(Increase)/Decrease in Trade and Other Receivables	40.39		1,258.07	
Increase/(Decrease) in Trade and Other Payables	1,930.21		(1,610.69)	
Increase/(Decrease) in Provisions	143.65		52.71	
		502.14		982.31
		4,200.37		4,493.21
Less : Taxes Paid (Net)		752.93		507.77
Net Cash Inflow from Operating Activities		3,447.44		3,985.44
B. Cash Flow from Investing Activities				
Payments for Property, Plant & Equipment & Intangible Assets	(318.54)		(1,342.74)	
Receipts on Sale of Property, Plant & Equipments	103.69		3.55	
Receipt of Loan Given	1,500.00		-	
Receipt of Redemption of Current Investment	6,223.71		1,500.00	
Loan given to Related party	(5,000.00)		(1,500.00)	
Payment for Purchase of Current Investments	(5,907.47)		(2,301.00)	
Dividend Received	-		0.04	
Net Cash Outflow from Investing Activities		(3,398.61)		(3,640.15)

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Particulars	For the Year ended March 31, 2021		For the Year ended March 31, 2020	
C. Cash Flow from Financing Activities				
Repayment of Non-current Borrowings	(25.84)		(59.22)	
Proceeds/(Repayment) of Current Borrowings	(166.91)		142.86	
Interest Paid	(87.61)		(57.35)	
Net Cash Outflow / Inflow from Financing Activities		(280.36)		26.29
Net (Decrease)/Increase in Cash and Cash Equivalents (A+B+C)		(231.53)		371.58
Add: Balance at the beginning of the financial Year		402.88		31.30
Cash and Cash Equivalents as at the end of the Year		171.35		402.88
Reconciliation of Cash and Cash Equivalents as per Cash Flow Statement	For the Year ended March 31, 2021		For the Year ended March 31, 2020	
Cash and Cash Equivalent as per above comprise of the following				
Cash and Bank Balances		221.35		402.88
Deposits with maturity more than three months		(50.00)		-
Cash and Cash Equivalents		171.35		402.88
The accompanying notes are an integral part of these financial statements	1 to 48			

The Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cashflows.

As per our Report of even date attached
For Price Waterhouse Chartered Accountants LLP
 Firm Registration No. 012754N/N500016

For and on Behalf of the Board of Directors

Arunkumar Ramdas
Partner
 Membership No. 112433

V. Balasubramanian
 Executive Director
 DIN : 05222476

Ganeshkumar Subramanian
 Director
 DIN : 00088163

Place : Mumbai
 Date : May 03, 2021

Sitesh Maheshwari
 Chief Financial Officer

Reshma Ramchandani
 Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

A. EQUITY SHARE CAPITAL

Particulars	Note No.	Amount
As at March 31, 2019	16	775.67
As at March 31, 2020		775.67
As at March 31, 2021		775.67

B. OTHER EQUITY

Particulars	Reserves and Surplus						Total
	Note No.	Capital Reserve (On Amalgamation)	Securities Premium	Share Options outstanding Account	Retained Earnings	General Reserves	
As at March 31, 2019	17	610.35	993.60	-	8,705.74	280.72	10,590.41
Profit for the year		-	-	-	1,798.25	-	1,798.25
Other Comprehensive Income for the year (Net of tax)		-	-	-	7.71	-	7.71
Employee Stock Option Plan Expenses		-	-	60.00	-	-	60.00
As at March 31, 2020	17	610.35	993.60	60.00	10,511.70	280.72	12,456.37
Profit for the year		-	-	-	2,251.63	-	2,251.63
Other Comprehensive Income for the year (Net of tax)		-	-	-	(42.07)	-	(42.07)
Employee Stock Option Plan Expenses		-	-	57.21	-	-	57.21
As at March 31, 2021	17	610.35	993.60	117.21	12,721.26	280.72	14,723.14

As per our Report of even date attached
For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

For and on Behalf of the Board of Directors

Arunkumar Ramdas
Partner
Membership No. 112433

V. Balasubramanian
Executive Director
DIN : 05222476

Ganeshkumar Subramanian
Director
DIN : 00088163

Place : Mumbai
Date : May 03, 2021

Sitesh Maheshwari
Chief Financial Officer

Reshma Ramchandani
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES :**I. Background and Operations**

Ring Plus Aqua Limited ('RPAL' or 'the Company'), CIN : U99999MH1986PLC040885, headquartered in Mumbai, Maharashtra, India, carries on business of manufacturing and exporting Ring Gears, Flexplates, Water Pump Bearings, machined components both for auto and non-auto sector. Scissors Engineering Products Limited is holding company of RPAL holding 89.07% capital of the Company.

II. Basis of preparation of financial statements

The accounting policies are applied consistently to all the periods presented in the financial statements.

III. Significant accounting policies**(a) Basis of preparation of Financial Statements****(i) Compliance with Ind AS**

These financial statements comply in all material aspects with the Indian Accounting Standards notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act.

(ii) Historical cost convention

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

- 1) certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value;
- 3) share based payments

(iii) New and Amended standards adopted by the Company

The company has applied the following amendments to Ind AS for the first time for their annual reporting period commencing 01-Apr-20 :

- Definition of Material – amendments to Ind AS 1 and Ind AS 8 The amendment listed above did not have any impact on the amount recognised in prior period and are not expected to significantly affect the current or future period.

(iv) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Companies Act, 2013.

(v) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(c) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a Straight Line Method, over the estimated useful lives of assets. (Leasehold land is amortised over of period lease). Leasehold improvements are amortised over the period of lease or estimated useful lives which ever is lower.

The company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II of the Act, and management believe that useful lives of assets are same as those prescribed in schedule II of the Act, except for plant and machinery which based on an independent technical evaluation has been estimated as 24 years from the date of acquisition (on a single shift basis), which is different from that prescribed in Schedule II of the Act.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Intangible assets

Computer software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation method

The Company amortizes computer software with a useful life using the straight-line method over the period of 3 years from the date of acquisition.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(e) Leases

The Company has adopted Ind AS 116-Leases effective 1st April, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (1st April, 2019). Accordingly, previous period information has not been restated.

The Company's lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets. Lease liability and ROU asset have been presented in the Balance Sheet as a part of Property, plant and equipment and lease payments have been classified as financing cash flows.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

(f) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(g) Trade receivables

Trade receivables are recognised at the value of sales less provision for impairment.

(h) Inventories

Inventories of Raw Materials, Goods in transit, Work-in-Progress, Stores and spares and Finished Goods are stated 'at cost or net realisable value, whichever is lower'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'Weighted Average cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

(i) Investments and other financial assets**(i) Classification**

The company classifies its financial assets in the following measurement categories:

* those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and

* those measured at amortised cost.

The classification depends on the company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Measurement

At initial recognition, the company measures a financial asset at its fair value . Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed in the Statement of Profit and Loss.

Debt instruments:

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

* **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment losses, interest revenue which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of Profit and Loss and recognised in other income/expense. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through profit and loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Equity instruments:

The company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

(iii) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(iv) Income recognition

- Interest income

Interest income from debt instruments is recognised using the effective interest rate method.

- Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(j) Derivative financial instruments

Derivative financial instruments such as forward currency contracts, option contract and cross currency swap, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

(k) Borrowings

Borrowings are initially recognised at net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

(l) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to revenue.

(m) Provisions and contingent liabilities

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events.

A contingent asset is disclosed, where an inflow of economic benefits is probable. A contingent asset is not recognised unless the recovery is virtually certain.

(n) Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. The control of the products and services were transfer at a time.

The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and specific criteria have been met for each of the company's activities as described below.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Sale of goods -

Sales are recognised when the control of the goods has transferred when the goods are delivered to customer and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Delivery occurs when the products have been shipped to the specific location, risk of obsolescence and loss have been transfer to customer and the Company has objective evidence that all criteria for the acceptance have been satisfied.

Sales Return -

The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

Other operating revenue - Export incentives -

Export Incentives under the, "Duty Draw back Scheme", "Merchandise Export from India Scheme" etc. is accounted in the year of export.

(o) Employee benefits**(i) Other long-term employee benefit obligations**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. An actuarial valuation is obtained at the end of reporting period. The present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

(ii) Post-employment obligations**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

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

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

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments as calculated by actuary are recognised immediately in the Statement of Profit and Loss as past service cost.

Defined Contribution Plans

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss Account as incurred.

Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The company recognises termination benefits at the earlier of the following dates: (a) when the company can no longer withdraw the offer of those benefits; and (b) when the company recognises costs for are structuring that is within the scope of Ind AS37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(p) Foreign currency transactions

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

(q) Income tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

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

(r) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(s) Share Based Payments

Expenses relating to Share Based payments such as Equity Share Option Plan (ESOP) are recognised based on Black Schole method and are shown as Shares Option Outstanding Account in Equity and in Employee Benefit Cost under Statement of Profit and Loss in accordance with provisions of IND AS 102. The expenses relating to Share based payments will be subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss and the Shares Option Outstanding Account on yearly basis. The Share Based payments reserve will be transferred to Equity Shares on the allotment of the ESOP and balance may be transferred to General Reserve or Securities Premium accordingly.

2 Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgement are:

- Estimation of Defined benefit obligation (Refer Note 43).
- Estimation of current tax expenses and Payable and Recognition of deferred tax assets for carried forward tax losses (Refer Note 7).

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

3(a) Property, Plant and Equipment

Particulars	Leasehold Land	Buildings	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Total	Capital Work-In-Progress
Gross Carrying Amount :									
As at March 31, 2019	91.08	816.48	6,269.45	56.97	558.28	129.43	74.32	7,996.01	2,808.12
Reclassification as 'Rights of use Assets'	(91.08)	-	-	-	-	-	-	(91.08)	-
Additions	-	1,275.17	2,389.66	12.76	508.36	131.62	49.19	4,366.76	1,630.81
Capitalised	-	-	-	-	-	-	-	-	4,433.42
Disposals	-	-	0.09	0.09	-	0.90	2.07	3.15	-
As at March 31, 2020	-	2,091.65	8,659.02	69.64	1,066.64	260.15	121.44	12,268.54	5.51
Reclassification as 'Rights of use Assets'	-	-	-	-	-	-	-	-	-
Additions	-	-	128.17	0.32	185.03	11.99	0.89	326.40	323.69
Capitalised	-	-	-	-	-	-	-	-	326.40
Disposals	-	-	54.72	-	87.58	6.89	-	149.19	-
As at March 31, 2021	-	2,091.65	8,732.47	69.96	1,164.09	265.25	122.33	12,445.75	2.80
Accumulated Depreciation :									
As at March 31, 2019	3.59	94.08	1,907.08	33.56	273.46	47.19	45.60	2,404.56	-
Reclassification as 'Rights of use Assets'	(3.59)	-	-	-	-	-	-	(3.59)	-
Depreciation charge for the year	-	64.48	749.72	7.12	107.79	33.15	21.38	983.64	-
Disposals	-	-	-	-	-	0.16	0.85	1.01	-
As at March 31, 2020	-	158.56	2,656.80	40.68	381.25	80.18	66.13	3,383.60	-
Depreciation charge for the year	-	69.09	757.71	6.53	189.07	38.17	20.88	1,081.45	-
Disposals	-	-	32.66	-	16.72	5.60	-	54.98	-
As at March 31, 2021	-	227.65	3,381.85	47.21	553.60	112.75	87.01	4,410.07	-
Net Carrying Amount :									
As at March 31, 2020	-	1,933.09	6,002.22	28.96	685.39	179.97	55.31	8,884.94	5.51
As at March 31, 2021	-	1,864.00	5,350.62	22.75	610.49	152.50	35.32	8,035.68	2.80

Notes:

- A. For information on Property, Plant and Equipment offered as security by the Company, Refer note 38.
- B. Refer note 40 for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment .

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

3(b) Leases

(i) This notes provides information for lease where the Company is a lessee. The Company has leasehold factory land and leases office premises. Rental contract for office are typically made for fixed period of 12 months. There are no leases where Company is lessor.

Amount recognised in Balance Sheet

The balance sheet shows the following amounts relating to leases:

Particulars	March 31, 2021	March 31, 2020
Lease hold Land	85.54	86.52
Total	85.54	86.52

Additions to Right of Use Assets during the financial year were ₹ Nil (previous year ₹ Nil)

Lease liabilities:

Lease liabilities: In case of leasehold land, upfront lease premium had been paid at the time of execution of the lease deed, hence there are no future lease liabilities.

(ii) Amount recognised in the statement of profit and loss.

The statement of profit and loss shows the following amount relating to lease :

Particulars	Note	March 31, 2021	March 31, 2020
Depreciation charge of Right-of-use assets	30	0.98	0.97
Total		0.98	0.97

Particulars	Note	March 31, 2021	March 31, 2020
Expense relating to short-term leases (included in other expenses)	32	15.56	15.56
Total		15.56	15.56

(iii) **Extension and termination options:**

Extension and termination options are included in property lease. These are used to maximise operational flexibility in terms of managing the assets used in the company operations. The extension and termination options held are exercisable with mutual agreement between the company and respective lessor.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

4 Intangible assets

Particulars	Computer Software
Gross Carrying Amount	
As at March 31, 2019	79.88
Additions	10.24
As at March 31, 2020	90.12
Additions	-
As at March 31, 2021	90.12
Accumulated Amortisation	
As at March 31, 2019	65.99
Amortisation charge for the year	16.54
As at March 31, 2020	82.53
Amortisation charge for the year	3.71
As at March 31, 2021	86.24
Net Carrying Amount	
As at March 31, 2020	7.59
As at March 31, 2021	3.88

5 Investments

Particulars	March 31, 2021		March 31, 2020	
	No. of Units	Amount	No. of Units	Amount
Equity instruments - Unquoted				
Fair value through profit or loss				
SICOM Limited (Equity Shares of ₹10 each)	10,000	7.91	10,000	7.52
Saraswat Co-operative Bank Limited (Equity Shares of ₹10 each)	7,000	0.70	7,000	0.70
Trinity Auto Component Limited (Equity Shares of ₹10 each)	421,000	42.10	421,000	42.10
		50.71		50.32
Less : Provision for diminution in the value of investments		(42.10)		(42.10)
Total		8.61		8.22
Aggregate amount of unquoted investments		50.71		50.32
Aggregate amount of impairment in value of investments		(42.10)		(42.10)

6. Loans

Particulars	March 31, 2021	March 31, 2020
Security Deposits		
Unsecured-considered Good	20.02	23.05
Total	20.02	23.05

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Break-up of Security details :

Particulars	March 31, 2021	March 31, 2020
Security Deposits considered good - Secured	-	-
Security Deposits considered good - Unsecured	20.02	23.05
Security Deposits which have significant increase in credit risk	-	-
Security Deposits - credit impaired	-	-
Total	20.02	23.05
Less: Allowance for doubtful Security Deposits	-	-
Total Security Deposits	20.02	23.05

7. Income Taxes

Tax expense recognized in the Statement of Profit and Loss

Particulars	March 31, 2021	March 31, 2020
Current tax	768.45	555.87
Deferred tax	(158.48)	174.80
<u>Tax in respect of Earlier years</u>		
- Current Tax	-	(60.05)
- Deferred Tax	(3.99)	68.62
Total income tax expense	605.98	739.24

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Reconciliation of effective tax rate	March 31, 2021	March 31, 2020
Profit before tax	2,857.61	2,537.49
Tax Expense Recognised in Statement of Profit and Loss	605.98	739.24
Enacted income tax rate in India	25.168%	29.120%
Computed Expected Tax Expense	719.20	738.92
Add :		
Re-assessment of unrecognised deferred tax asset on tax losses	-	(25.21)
Change in tax rate	(68.45)	-
Tax in respect of Earlier years	(3.99)	8.57
Other Items	(40.78)	16.96
Total income tax expense/(credit)	605.98	739.24

Consequent to reconciliation items shown above, the effective tax rate is 21.20% (2019-20: 29.13%)

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Movement in Deferred tax (assets)/liabilities :

Particulars	April 1, 2020	MAT credit utilised during the year	(Credit)/charge in Statement of Profit and Loss	(Credit)/charge in Other Comprehensive Income	March 31, 2021
Deferred tax asset on account of :					
Provision for Employment Benefits	(105.79)	-	(42.19)	(14.15)	(162.13)
Provision for Doubtful Debts & Others Receivables	(130.81)	-	27.04	-	(103.77)
Deferred tax liability on account of:					
Depreciation on Property, Plant & Equipment and Intangible Assets	740.99	-	(143.32)	-	597.67
Deferred Tax Liability/(Asset)	504.39	-	(158.47)	(14.15)	331.77

Movement in Deferred tax (assets)/liabilities :

Particulars	April 1, 2019	MAT credit utilised during the year	(Credit)/charge in Statement of Profit and Loss	(Credit)/charge in Other Comprehensive Income	March 31, 2020
Deferred tax asset on account of :					
Provision for Employment Benefits	(93.61)	-	(15.35)	3.17	(105.79)
	(133.30)	-	2.49	-	(130.81)
Others	(0.31)	-	0.31	-	-
Deferred tax liability on account of:					
Depreciation on Property, Plant & Equipment and Intangible Assets	553.64	-	187.35	-	740.99
Deferred Tax Liability/(Asset) excluding MAT Credit Entitlement	326.42	-	174.80	3.17	504.39
MAT Credit Entitlements	(68.62)	68.62	-	-	-
Deferred Tax Liability/(Asset) including MAT Credit Entitlement	257.80	68.62	174.80	3.17	504.39

Unrecognised carry forward tax losses:

The Company has accumulated capital loss of ₹ 1,302.63 Lakhs (Previous year ₹ 1,403.14 Lakhs) under the Income Tax Act. In view of, uncertainty over the Company's ability to utilise such losses in the foreseeable future, the Company has not recognised deferred tax asset against such losses.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

8. Other non - current assets

Particulars	March 31, 2021	March 31, 2020
Capital advances	100.48	161.91
<u>VAT Receivable :</u>		
- Considered Good	53.70	95.74
- Considered Doubtful	52.51	52.51
Less: Loss allowance	(52.51)	(52.51)
Total	154.18	257.65

9. Inventories

(Cost or Net Realisable value, whichever is lower)

Particulars	March 31, 2021	March 31, 2020
Raw Materials	1,385.35	809.70
Work-in-progress	571.71	336.75
Finished goods	2,685.93	1,945.19
Stores and Spares	274.52	213.76
Total	4,917.51	3,305.40

Notes :

- Inventory write downs are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value. Write-back of inventories amounted to ₹ 122.70 lakhs for the year ended 31st March, 2021 (write-down ₹ 45.54 lakhs for the year ended 31st March,2020). These write-downs/write back were recognised as expenses /income and included in 'Raw material consumed', 'changes in value of inventories of finished goods, stock- in -trade and work -in- progress' and 'consumption of stores and spares' in the statement of Profit and Loss.
- For information of Inventories offered as security, Refer Note 38.

10. Current Investments

Particulars	March 31, 2021	March 31, 2020
Investment in Mutual Fund :		
Unquoted at Fair value through Profit and Loss		
UTI-Money Market Fund - Institutional Plan - Direct Growth Plan (Units 54,300.35 (Previous Year 61,574.361)	1,300.59	1,396.36
UTI-Overnight Fund - Direct Growth Plan (Units NIL (Previous Year 7,354.297)	-	201.07
Total	1,300.59	1,597.43

11. Trade receivables

Particulars	March 31, 2021	March 31, 2020
Unsecured, unless stated otherwise		
Other parties	3,780.06	3,376.50
Less: Loss Allowance	(270.15)	(278.76)
Total	3,509.91	3,097.74

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Break-up of Security details :

Particulars	March 31, 2021	March 31, 2020
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	3,780.06	3,376.50
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Total	3,780.06	3,376.50
Less: Loss Allowance	(270.15)	(278.76)
Total trade receivables	3,509.91	3,097.74

(a) For information about Credit Risk and Market Risk, Refer Note 34.

(b) For information of Trade receivables offered as security, Refer Note 38.

12. Cash and Bank Balances

Particulars	March 31, 2021	March 31, 2020
Cash and Cash Equivalents		
Cash on hand	2.03	2.50
Balances with Banks - In current accounts	54.32	9.08
Balances with Banks - Debit balance In Cash Credit accounts	115.00	391.30
Other Bank Balances		
Deposits with maturity more than three months	50.00	-
Total	221.35	402.88

13. Loans

Particulars	March 31, 2021	March 31, 2020
Unsecured, unless stated otherwise		
Loans to related party (Refer Note 42)	5,000.00	1,500.00
Total	5,000.00	1,500.00
Break-up of Security details :		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	5,000.00	1,500.00
Loans which have significant increase in credit risk		
Loans credit impaired	-	-
Total	5,000.00	1,500.00
Less: Allowance for doubtful loans	-	-
Total Loans	5,000.00	1,500.00

Particulars	Rate of Interest	Due Date	As At March 2020	Loan Given	Loan Repaid	As At March 2021
Raymond Apparel Ltd	8.00%	March 08, 2022	-	5,000.00	-	5,000.00

The loan has been utilised for meeting their working capital requirement

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

14. Other current financial assets

Particulars	March 31, 2021	March 31, 2020
Interest Receivables		
- from Related Party (Refer Note 42)	-	59.73
- from Bank Deposits	1.05	-
Derivative financial Instruments (Refer Note 34)	35.18	0.32
Total	36.23	60.05

15. Other current assets

Particulars	March 31, 2021	March 31, 2020
Export benefit receivables		
- Considered Good	257.59	383.30
Deposit with Government Authorities	45.10	5.70
GST, VAT etc. receivables		
- Considered Good	405.84	104.40
- Considered doubtful	75.88	75.88
Less : Loss Allowance	(75.88)	(75.88)
Advances to Suppliers	34.11	33.06
Prepaid expenses	43.68	58.13
Advances recoverable in cash or kind	1.23	5.62
Total	787.55	590.21

16. Equity Share capital

a) Particulars	March 31, 2021	March 31, 2020
Authorised		
3,00,00,000 (Previous year: 3,00,00,000) Equity Shares of ₹ 10/- each	3,000.00	3,000.00
Issued, subscribed and fully paid up		
77,56,671 (Previous year: 77,56,671) Equity Shares of ₹ 10/- each	775.67	775.67
	775.67	775.67

b) Rights of Equity Shareholders

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Reconciliation of number of shares

Particulars	March 31, 2021		March 31, 2020	
	Number of shares	₹ lakhs	Number of shares	₹ lakhs
Equity Shares :				
Balance as at the beginning of the year	7,756,671	775.67	7,756,671	775.67
Balance as at the end of the year	7,756,671	775.67	7,756,671	775.67

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

d) Shares held by Holding Company

Particulars	March 31, 2021	March 31, 2020
69,08,602 (Previous year 69,08,602) Equity shares of ₹ 10/- each held by Scissors Engineering Products Ltd.	690.86	690.86

e) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	March 31, 2021	March 31, 2020
69,08,602 shares (Previous year 69,08,602 shares) held by Holding Company (Scissors Engineering Products Limited)		
% of holding	89.07%	89.07%
4,96,165 shares (Previous year 4,96,165) held by J K Investors (Bombay) Limited		
% of holding	6.40%	6.40%

f) During preceding five years, no share was issued by the Company for consideration being other than cash.

17. Other Equity

Particulars	Capital Reserve on Amalgamation	Securities Premium	Share Options outstanding Account	Retained Earnings	General Reserves	Total
As at March 31, 2019	610.35	993.60	-	8,705.74	280.72	10,590.41
Profit for the year	-	-	-	1,798.25	-	1,798.25
Other Comprehensive Income for the year (Net of tax)	-	-	-	7.71	-	7.71
Employee Stock Option Expenses	-	-	60.00	-	-	60.00
As at March 31, 2020	610.35	993.60	60.00	10,511.70	280.72	12,456.37
Profit for the year	-	-	-	2,251.63	-	2,251.63
Other Comprehensive Income for the year (Net of tax)	-	-	-	(42.07)	-	(42.07)
Employee Stock Option Plan Expenses	-	-	57.21	-	-	57.21
As at March 31, 2021	610.35	993.60	117.21	12,721.26	280.72	14,723.14

Nature and Purpose of Reserves :**a. Securities Premium :**

Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

b. Share Options Outstanding Account

The Share Options outstanding Account is used to recognise the grant date fair value of options issued to employees under 'Ring Plus Aqua Limited - Employee stock option plan 2019' (Refer Note 46).

c. Capital Reserve

Capital Reserve was created on account of merger of Trinity India Ltd with the Company pursuant to the Scheme of Amalgamation in the financial year 2012-13

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

18. Non-Current Borrowing

Particulars	March 31, 2021	March 31, 2020
Unsecured		
Interest free Deferred Sales tax payment liabilities	9.69	35.53
Total	9.69	35.53

Notes :

- 1) For information about Liquidity risk and Market risk. Refer Note 34.
- 2) Instalment of loans falling due within twelve months aggregating ₹ 25.84 lakhs (₹ 41.11 Lakhs as at March 2020) have been grouped under Current Maturities of Long Term Debt, Refer Note 21.
- 3) For information about Net Debt reconciliation refer Note 44.

19. Current Borrowings

Particulars	Maturity Date	Terms of Repayment	Interest Rate	March 31, 2021	March 31, 2020
Secured					
- Cash Credit	Payable on Demand	Payable on Demand	9.15%	49.81	201.27
- Indian Rupee Packing credit (Including Interest Accrued ₹ 41,300/- (Previous Year ₹ 59,400/-))	Various Repayments at the end of term	90 Days	5.15%	1,000.41	1,000.59
Total				1,050.22	1,201.86

(a) The carrying amount of financial and non-financial assets held as security for secured borrowings are disclosed in Note 38.

(b) For information about Net Debt reconciliation Refer Note 44.

20. Trade payables

Particulars	March 31, 2021	March 31, 2020
Trade payables : Micro and Small Enterprises	-	-
Trade payables : Others	5,365.85	3,747.58
Trade payable to related parties (Refer Note 42)	0.84	0.08
Total	5,366.69	3,747.66

(a) For information about MSME disclosure Refer Note 36.

(b) For information about Liquidity Risk and Market Risk Refer Note 34.

21. Other Current financial liabilities

Particulars	March 31, 2021	March 31, 2020
Current maturities of long-term debt (Refer Note 18)	25.84	41.11
Derivative financial instruments (Refer Note 34)	6.91	72.78
Other Deposits	12.35	15.01
Salary and Wages payable	577.22	340.96
Creditors for Capital Goods	24.20	80.49
Total	646.52	550.35

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

22. Other Current liabilities

Particulars	March 31, 2021	March 31, 2020
Contract Liabilities	402.21	243.32
Statutory Dues	49.59	51.21
Other Payables	166.35	242.71
Total	618.15	537.24

23. Provisions

Particulars	March 31, 2021	March 31, 2020
Provision for employee benefits (Refer Note 43)		
a) Provision for Gratuity	387.31	272.35
b) Provision for Compensated Absences	137.90	109.21
Total	525.21	381.56

24. Revenue from Operations

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Revenue from contracts with customer (Sale of Products)		
- Manufactured Goods - Domestic	6,616.82	6,844.96
- Manufactured Goods - Export	11,567.05	12,567.97
Total (A)	18,183.87	19,412.93
Other operating revenue		
(i) Export Incentives	371.81	503.67
(ii) Process waste sale	1,078.38	883.95
(iii) Others	97.53	22.30
Total (B)	1,547.72	1,409.92
Total (A+B)	19,731.59	20,822.85

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

25. Other income

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Dividend income - Trade Investment	-	0.04
Interest income		
- Income Tax Refund	41.90	-
- Related party (Refer note 42)	95.44	66.37
- Others	80.61	2.71
Net Gain/(Loss) on :		
(i) Variation in Foreign Exchange Rates	207.89	(91.26)
(ii) Sale/Discard of Property, Plant and Equipment	(9.48)	1.42
(iii) Sale of Investments through profit and loss	64.47	42.48
(iv) Fair Valuation of Investments through profit and loss	4.93	38.54
Liabilities no longer required	37.29	15.58
Compensation from Job worker	101.64	140.04
Miscellaneous Income	13.13	35.43
Total	637.82	251.35

26. Cost of raw materials consumed

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Opening Stock	809.70	1,237.91
Add: Purchases	8,141.22	6,464.06
	8,950.92	7,701.97
Less : Closing Stock	(1,385.35)	(809.70)
Total	7,565.57	6,892.27

27. Changes in inventories of finished goods and work-in-progress

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Opening inventories		
Finished goods	1,945.19	2,449.16
Work-in-progress	336.75	479.29
Less :	2,281.94	2,928.45
Closing inventories		
Finished goods	2,685.93	1,945.19
Work-in-progress	571.71	336.75
	3,257.64	2,281.94
Total	(975.70)	646.51

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

28. Employee benefits expense

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Salaries, wages, bonus etc.	2,240.00	2,633.33
Contribution to Gratuity Fund (Refer note 43)	58.74	56.24
Contribution to provident funds and other funds (Refer Note 43)	126.41	142.97
Employee Stock Option Plan Expenses (Refer Note 46)	57.21	60.00
Workmen and Staff welfare expenses	76.07	129.93
Total	2,558.43	3,022.47

29. Finance costs

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest expense on Term Loans	3.35	-
Interest expense on short term borrowings	84.26	57.35
Total	87.61	57.35

30. Depreciation and amortization expense

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Depreciation on Property, Plant and Equipment	1,081.45	983.64
Depreciation of right of use assets (Refer Note 3(b))	0.98	0.97
Amortization on Intangible assets	3.71	16.54
Total	1,086.14	1,001.15

31. Manufacturing and Operating Costs

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Consumption of stores and spare parts	1,650.59	1,773.78
Power and fuel	1,209.22	1,256.66
Job work charges	1,079.26	1,027.34
Labour Contractor Charges	1,074.70	958.24
Repairs to machinery	68.09	92.79
Repairs to building	52.54	37.78
Other Manufacturing and Operating expenses	137.18	162.15
Total	5,271.58	5,308.74

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

32. Other expenses

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Rent	15.56	15.56
Insurance	76.91	81.56
Rates and Taxes	3.67	3.79
Commission to selling agents	14.80	9.26
Freight, Octroi etc.	1,212.56	792.06
Legal and Professional Expenses*	96.05	117.38
Travelling & Conveyance	48.17	113.99
Bad Debts written off	8.61	-
Less : Provision thereagainst	(8.61)	-
Provision for Doubtful Receivables	-	8.46
Deposits/Advances Written off	4.60	-
Information Technology Outsourcing Cost	24.86	33.19
Security Expenses	91.63	92.85
Director's sitting Fees	8.00	13.50
Expenditure towards Corporate Social Responsibility (Refer Note 33)	74.00	64.00
Miscellaneous Expenses	247.36	262.62
Total	1,918.17	1,608.22

* Includes Auditors' remuneration and expenses (net of credit for taxes) :

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
- Audit Fees	8.15	10.75
- Limited Review Fees	2.25	2.25
- Certification Fees	0.60	0.60
- Reimbursement of out of pocket expenses	0.38	0.52
Total	11.38	14.12

33. Corporate Social Responsibility expenditure :

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Amount required to be spent by the Company during the year	74.00	64.00
Amount spent during the year :		
(i) Construction/Acquisition of an asset	-	-
(ii) On purpose other than (i) above	74.00	64.00

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

34. Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies and ensuring compliance with market risk limits and policies.

i. Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Exposure to interest rate risk

Particulars	March 31, 2021	March 31, 2020
Borrowings bearing variable rate of interest	1,050.22	1,201.86

Interest rate sensitivity**A change of 50 bps in interest rates would have following Impact on profit before tax**

Particulars	March 31, 2021	March 31, 2020
50 bp increase in interest rate - decrease in profits	(5.63)	(5.65)
50 bp decrease in interest rate - Increase in profits	5.63	5.65

ii. Market Risk- Foreign currency risk.

A significant portion of the sale is transacted in several currencies and consequently the Company is exposed to foreign exchange risk. The Foreign currency exchange rate exposure is balanced by forward contracts.

Derivative instruments hedged and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date

(Foreign currency In lakhs)

Particulars	Currency	March 31, 2021	March 31, 2020
Forward contracts to sell USD	EURO	33.17	28.70
Forward contracts to sell EURO	EURO	17.50	28.91

All the derivative instruments have been acquired for hedging purposes.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

(b) Particulars of unhedged foreign currency exposures as at the reporting date

As at March 31, 2021

(Foreign currency In lakhs)

Particulars	CHF	USD	EURO	GBP	REAIS	RINGGIT
Trade Receivable	-	9.00	9.41	0.20	-	-
Covered by forward contracts	-	9.00	9.41	-	-	-
Unhedged Exposures	-	-	-	0.20	-	-
Trade Payable	*	1.56	-	-	-	-
Covered by forward contracts	-	-	-	-	-	-
Unhedged Exposures	*	1.56	-	-	-	-
Cash and Bank balances	-	*	*	*	*	*

As at March 31, 2020

(Foreign currency In lakhs)

Particulars	CHF	USD	EURO	GBP	REAIS	RINGGIT
Trade Receivable	-	7.22	9.45	0.33	-	-
Covered by forward contracts	-	7.22	9.45	-	-	-
Unhedged Exposures	-	-	-	0.33	-	-
Trade Payable	*	0.04	-	-	-	-
Covered by forward contracts	-	-	-	-	-	-
Unhedged Exposures	*	0.04	-	-	-	-
Cash and Bank balances	-	*	*	*	*	*

*Amount is below the rounding off norms adopted by the Foreign Currency Risk Sensitivity

A change of 1% in Unhedged Foreign currency would have following Impact on profit before tax

Particulars	2020-21		2019-20	
USD	(1.14)	1.14	(0.03)	0.03
GBP	0.20	(0.20)	0.31	(0.31)
Increase / (decrease) in profit or loss	(0.94)	0.94	0.28	(0.28)

*Amount is below the rounding off norms adopted by the Company.

iii. Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increase in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements .

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data loss on collection of receivable is not material except for credit losses in forging business which has been discontinued, hence no additional provision considered.

Ageing of Account receivables

Particulars	March 31, 2021	March 31, 2020
Not due	3,328.95	2,580.92
0-3 months	180.96	512.31
3-6 months	-	4.51
beyond 12 months	-	278.76
Total	3,509.91	3,376.50

Movement in provisions of doubtful debts

Particulars	March 31, 2021	March 31, 2020
Opening provision	278.76	278.76
Less:- Provision utilised against bad debts	(8.61)	-
Closing provisions	270.15	278.76

Movement in provisions of doubtful receivables

Particulars	March 31, 2021	March 31, 2020
Opening provision	75.88	67.43
Add:- Additional provision made	-	8.45
Closing provisions	75.88	75.88

iv. 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 treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Financing arrangements

The company had access to following undrawn Borrowing facilities at end of reporting period:

Particulars	March 31, 2021	March 31, 2020
Variable Borrowing - Cash Credit expires within 1 year	1,319.78	1,168.14

Maturity patterns of borrowings

Particulars	As at March 31, 2021			
	0-1 years	1-5 years	beyond 5 years	Total
Long term borrowing (Including current maturity of long term debt)	25.84	9.69	-	35.53
Short term borrowings	1,050.22	-	-	1,050.22
Expected Interest payable	56.30	-	-	56.30
Total	1,132.36	9.69	-	1,142.05

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Particulars	As at March 31, 2020			
	0-1 years	1-5 years	beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	41.11	35.53	-	76.64
Short term borrowings	1,201.86	-	-	1,201.86
Expected Interest payable	56.52	-	-	56.52
Total	1,299.49	35.53	-	1,335.02

Maturity patterns of Other Financial Liabilities

As at March 31, 2021	0-3 months	3-6 months	6-12 months	beyond 12 months	Total
Trade Payables	5,366.69	-	-	-	5,366.69
Payables related to Capital goods	24.20	-	-	-	24.20
Other Financial liability (Current)	596.47	-	-	-	596.47
Total	5,987.36	-	-	-	5,987.36

As at March 31, 2020	0-3 months	3-6 months	6 months to 12 months	beyond 12 months	Total
Trade Payables	3,747.66	-	-	-	3,747.66
Payables related to Capital goods	80.49	-	-	-	80.49
Other Financial liability (Current)	428.75	-	-	-	428.75
Total	4,256.90	-	-	-	4,256.90

35. Capital risk management

The primary objectives of the capital management is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and maintain an optimal capital structure to reduce the cost of capital.

Company manages its capital structure and makes its adjustments in the light of changes in economic environments.

The Company monitors capital on the basis of the following gearing ratio which is total debt net of cash and bank balances divided by total equity

The management monitors the return on capital.

The gearing ratios were as follows:

Particulars	March 31, 2021	March 31, 2020
Net Debt*	(436.19)	(721.81)
Equity	15,498.81	13,232.04
Gearing Ratio	(2.81)	(5.45)

* Net Debt is derived by netting Total Borrowings by Current Investments and Cash & Bank Balances.

Negative amounts represent excess of cash and bank balances over borrowings.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

36. The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006 are as follows.

Particulars	March 31, 2021	March 31, 2020
	Current	Current
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	-	-
(b) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(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 the MSMED Act, 2006);	-	-
(d) The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
(e) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

37. Earnings per share

Particulars	March 31, 2021	March 31, 2020
Earnings Per Share has been computed as under :		
Profit for the year for computing Earnings Per Share	2,251.63	1,798.25
Weighted average number of equity shares outstanding – For Basic EPS (Face Value – ₹10 per share)	7,756,671	7,756,671
Add : Weighted average of Employees Stock Option outstanding (Face Value – ₹ 10 per share)	111,947	104,279
Weighted average number of equity shares outstanding – For Diluted EPS (Face Value – ₹10 per share)	7,868,618	7,860,950
Basic Earnings Per Share	29.03	23.18
Diluted Earnings Per Share	28.62	22.88

38. Assets Pledged as security

The carrying amounts of assets Pledged as security for current and non-current borrowings are:

Particulars	March 31, 2021	March 31, 2020
Current Assets		
Trade receivables	3,509.91	3,097.74
Inventories	4,917.51	3,305.40
Total	8,427.42	6,403.14
Non Current Assets		
Furniture, fittings and equipment	22.75	28.96
Plant and Machinery	5,350.62	6,002.22
Others	798.32	920.67
Total	6,171.69	6,951.85
Total assets Pledged as security	14,599.11	13,354.99

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

39. Contingent liabilities (to the extent not provided for)

Particulars	March 31, 2021	March 31, 2020
Contingent Liabilities		
Sales Tax (excluding Interest)	39.89	39.89
Disputed Income Tax (excluding Interest)	14.26	14.26
Total	54.15	54.15

Other Matters - Provident Fund :

The Supreme Court of India, through a ruling in February 2019, provided guidelines for interpreting the scope of compensation on which the organisation and its employees are to contribute towards Provident Fund. There is significant uncertainty and ambiguity in interpreting and giving effect to the guidelines of Supreme Court. The Company believes that there will be no significant impact on its contributions to Provident Fund due to the Supreme Court Order. The Company will evaluate its position and act as clarity emerges on impact of the ruling.

40. Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	March 31, 2021	March 31, 2020
Property, plant and equipment	118.01	358.99
Less: Capital advances	100.48	161.91
Net Capital commitments	17.53	197.08

41. Fair Value measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

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

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans, security deposits etc. were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Financial Assets and Liabilities as at March 31, 2021

Particulars	Non Current		Current		Routed through P & L			Routed through OCI	Carrying at amortised cost	At Cost	Total
					Level 1	Level 2	Level 3				
Financial Assets											
Investment	8.61	1,300.59	1,309.20			1,308.49			0.71	-	1,309.20
Other Financial Assets	20.02	5,036.23	5,056.25			35.18			5,021.07	-	5,056.25
Trade receivable	-	3,509.91	3,509.91			-			3,509.91	-	3,509.91
Cash and Bank Balances	-	221.35	221.35			-			221.35	-	221.35
	28.63	10,068.08	10,096.71			1,343.67			8,753.04	-	10,096.71
Financial Liabilities											
Borrowings	9.69	1,050.22	1,059.91			-			1,059.91	-	1,059.91
Other Financial Liabilities	-	646.52	646.52			6.91			639.61	-	646.52
Trade Payables	-	5,366.69	5,366.69			-			5,366.69	-	5,366.69
	9.69	7,063.43	7,073.12			6.91			7,066.21	-	7,073.12

Financial Assets and Liabilities as at March 31, 2020

Particulars	Non Current		Current		Routed through P & L			Routed through OCI	Carrying at amortised cost	At Cost	Total
					Level 1	Level 2	Level 3				
Financial Assets											
Investment	8.22	1,597.43	1,605.65			1,604.95			0.70	-	1,605.65
Other Financial Assets	23.05	1,560.05	1,583.10			0.32			1,582.78	-	1,583.10
Trade receivable	-	3,097.74	3,097.74			-			3,097.74	-	3,097.74
Cash and Bank Balances	-	402.88	402.88			-			402.88	-	402.88
	31.27	6,658.10	6,689.37			1,605.27			5,084.10	-	6,689.37
Financial Liabilities											
Borrowings	35.53	1,201.86	1,237.39			-			1,237.39	-	1,237.39
Other Financial Liabilities	-	550.35	550.35			72.78			477.57	-	550.35
Trade Payables	-	3,747.66	3,747.66			-			3,747.66	-	3,747.66
	35.53	5,499.87	5,535.40			72.78			5,462.62	-	5,535.40

Fair Value of financial assets and liabilities measured at amortised cost.

The carrying amount of trade receivable, trade payable, cash and bank balances, other bank balance and short term borrowings are considered to be the same as their fair values, due to their short-term nature.

In respect of other financial assets/liabilities the difference between the carrying amount and fair value are not expected to be material.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

42. Related Parties Disclosures as per Ind AS 24 :

A. Relationships :

i Related parties where control exists, irrespective of whether transaction has occurred or not:

(a) Ultimate holding Company

- Raymond Limited

(b) Holding Company (Refer Note 16)

- Scissors Engineering Products Limited

ii. Entities where control /significant influence by KMP's and their relatives exists and with whom transaction have taken place.

Fellow Subsidiary Companies

- JK Files (India) Limited

- Dress Master Apparel Private Limited

- JK Investors (Bombay) Limited

- Raymond Apparel Limited

iii Key Management Personnel:

- Mr. Gautam Hari Singhania – Non-Executive Director (upto March 19, 2021)

- Mr. Ravikant Uppal - Non-Executive Director (Appointed on April 08, 2019)

- Mr. Bhuwan Kumar Chaturvedi – Director (upto March 20, 2021)

- Mr. Parthiv Kilachand - Director (Appointed on March 20, 2020)

- Mr. Parvinder Singh Pasricha – Director (upto March 19, 2020)

- Mr. Vipin Agarwal – Non-Executive Director (upto October 16, 2020)

- Mr. Ganeshkumar Subramanian (Appointed on October 23, 2020)

- Mr. V. Balasubramanian – Executive Director

iv Trust

Ring Plus Aqua Limited - Employee Gratuity Scheme

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

B. Entities where control /significant influence by KMP's and their relatives exists and with whom transaction have taken place.

Nature of transactions	J.K. Files (India) Limited	Raymond Limited	Dress Master Apparel Private Limited	JK Investors (Bombay) Ltd	Raymond Apparel Ltd	Key Management personnel & their relatives
Purchases						
Goods and Material	6.02	-	-	-	-	-
	(7.02)	(1.16)	(-)	(-)	(-)	(-)
Expenses						
Rent and other service charges	-	97.32	-	-	-	-
	(-)	(100.82)	(-)	(-)	(-)	(-)
Director Sitting Fees	-	-	-	-	-	2.00
	(-)	(-)	(-)	(-)	(-)	(3.50)
Reimbursement of Expenses	1.41	31.67	-	0.16	-	-
	(4.62)	(65.04)	(-)	(-)	(-)	(-)
Finance						
Unsecured Loan repayment received	-	-	1,500.00	-	-	-
	(-)	(-)	(-)	-	(-)	(-)
Unsecured Loan given	-	-	-	-	5,000.00	-
	(-)	(-)	(1,500.00)	(-)	-	(-)
Interest Income	-	-	85.58	-	9.86	-
	(-)	(-)	(66.37)	(-)	-	(-)
Outstanding						
Trade Payable	0.84	-	-	-	-	-
	(0.08)	(-)	(-)	(-)	(-)	(-)
Other Payable	0.27	0.24	-	-	-	-
	(-)	(20.69)	(-)	(-)	(-)	(-)
Interest Receivable	-	-	-	-	-	-
	(-)	(-)	(59.73)	(-)	(-)	(-)
Unsecured Loan receivable	-	-	-	-	5,000.00	-
	(-)	(-)	(1,500.00)	(-)	(-)	(-)

(Previous year figures are in brackets)

C. Transactions carried out with Key Managerial Person, in the ordinary course of business :

Particulars	March 31, 2021	March 31, 2020
Short-term employee benefit	129.05	201.48
Post-employment benefit	6.09	6.27
Total	135.14	207.75

43 Post retirement benefit plans**I. DEFINED CONTRIBUTION PLAN:**

The Company has defined contribution plan. Contributions are made to provident fund and ESIC for employees as per regulations. The obligation of the company is limited to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the year are :

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Particulars	March 31, 2021	March 31, 2020
Contribution to Provident Fund	121.61	136.51
Contribution to E.S.I.C.	4.80	6.46
Total Contribution to provident funds and other funds	126.41	142.97

II. DEFINED BENEFIT PLANS (GRATUITY) :

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of ₹ 20 lakhs (Previous year ₹ 20 lakhs). The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

A. Balance Sheet

Particulars	March 31, 2021	March 31, 2020
Present value of plan liabilities	954.29	784.62
Fair value of plan assets	566.98	512.27
Plan liability net of plan assets	387.31	272.35

B. Movements in plan assets and plan liabilities

Particulars	Plan Assets	Plan liabilities	Plan liability net of plan assets
As at March 31, 2020	512.27	784.62	272.35
Current service cost	-	40.11	40.11
Return on plan assets excluding Interest Income	53.45	-	(53.45)
Interest cost	-	53.67	53.67
Interest income	35.04	-	(35.04)
Actuarial (gain)/loss arising from changes in financial assumptions	-	28.56	28.56
Actuarial (gain)/loss arising from experience adjustments	-	81.11	81.11
Benefit paid from fund	(33.78)	(33.78)	-
As at March 31, 2021	566.98	954.29	387.31

Particulars	Plan Assets	Plan liabilities	Plan liability net of plan assets
As at March 31, 2019	518.37	745.35	226.98
Current service cost	-	39.14	39.14
Return on plan assets excluding Interest Income	(25.54)	-	25.54
Interest cost	-	56.20	56.20
Interest income	39.09	-	(39.09)
Actuarial (gain)/loss arising from changes in financial assumptions	-	(57.29)	(57.29)
Actuarial (gain)/loss arising from experience adjustments	-	20.87	20.87
Benefit paid from fund	(19.64)	(19.64)	-
As at March 31, 2020	512.27	784.62	272.35

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

C. The liabilities are split between different categories of plan participants as follows:

Particulars	March 31, 2021	March 31, 2020
Active members	490	529
The weighted average duration of the defined benefit plans	9	10
The Company expects to contribute to the funded plans in next 12 months	87.05 lakhs	86.39 lakhs

D. Statement of Profit and Loss

Particulars	March 31, 2021	March 31, 2020
Employee Benefit Expenses:		
Current service cost	40.11	39.13
Interest cost	18.63	17.11
Net impact on the Profit before tax	58.74	56.24
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in interest expense/income	(53.45)	25.54
Actuarial gains/(losses) arising from changes in financial assumptions	28.56	(57.29)
Actuarial gains/(losses) arising from changes in experience	81.11	20.87
Net impact on the Other Comprehensive Income before tax	56.22	(10.88)

E. Defined benefit plans Assets

Particulars	March 31, 2021	March 31, 2020
Insurer Managed Fund	566.99	512.29

F. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Particulars	March 31, 2021	March 31, 2020
Financial Assumptions		
Discount rate	6.44%	6.84%
Salary Escalation Rate	3% to 7.5%	4% to 6%
Salary Attrition Rate	For Workers 2% For Staff 15%, 10% & 5%	For Workers 2% For Staff 15%, 10% & 5%

Demographic Assumptions :

Mortality in service : Indian Assured Lives Mortality (2006-08) Ultimate table.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

G. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Current Year	Increase in assumption	Decrease in assumption
Discount rate: (+1%and -1%)	(68.88)	77.97
Salary Escalation Rate (+1%and -1%)	75.81	(68.71)
Employee Turnover (+1%and -1%)	(4.17)	4.66
Previous Year	Increase in assumption	Decrease in assumption
Discount rate: (+1%and -1%)	(58.73)	66.63
Salary Escalation Rate (+1%and -1%)	65.68	(52.38)
Employee Turnover (+1%and -1%)	(1.23)	1.49

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

H. 1. The defined benefit obligations shall mature after year as follows:

Current Year	March 31, 2021	March 31, 2020
1 st Following Year	57.85	39.38
2 nd Following Year	52.88	42.04
3 rd Following Year	64.06	54.54
4 th Following Year	71.33	55.89
5 th Following Year	77.24	63.07
Sum of 6 to 10	484.77	408.32

2. Compensated Absences :

The amount of provision of ₹ 137.90 lakhs (March 31, 2020 ₹ 109.21 lakhs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligation.

44. Net Debt Reconciliation :

Particulars	March 31, 2021	March 31, 2020
Cash and Bank Balances	221.35	402.88
Bank Balances other than cash and cash equivalents	-	-
Current Investment	1,300.59	1,597.43
Current borrowings	(1,050.22)	(1,201.86)
Non-current borrowings (including current maturities and interest accrued)	(35.53)	(76.64)
Net debt	436.19	721.81

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

Particulars	Other Asset		Liabilities from financing activities		Total
	Cash and Bank Balances	Current Investment	Non-current borrowings (including current maturities and interest accrued)	Current borrowings	
Net debt as at March 31, 2019	31.30	717.90	(135.86)	(1,059.00)	(445.66)
Net Cashflows	371.58	801.00	59.22	(142.86)	1,088.94
Fair Valuation of Current Investment	-	36.05	-	-	36.05
Gain on Redemption on Current Investment	-	42.48	-	-	42.48
Interest expenses	-	-	-	(57.35)	(57.35)
Interest paid	-	-	-	57.35	57.35
Net debt as at March 31, 2020	402.88	1,597.43	(76.64)	(1,201.86)	721.81
Net Cashflows	(231.53)	(316.24)	41.11	151.64	(355.02)
Fair Valuation of Current Investment	-	4.93	-	-	4.93
Gain on Redemption on Current Investment	-	64.47	-	-	64.47
Deposits with maturity more than three months	50.00	(50.00)	-	-	-
Interest expenses	-	-	(3.35)	(84.26)	(87.61)
Interest paid	-	-	3.35	84.26	87.61
Net debt as at March 31, 2021	221.35	1,300.59	(35.53)	(1,050.22)	436.19

45 Segment Disclosure :

The Company's business activity falls within a single primary business segment of manufacture of auto components. Accordingly, the Company is a single segment company in accordance with Indian Accounting Standard 108 "Operating Segment".

Entity wide disclosure -Information in respect of geographical area is as under :

	India		America		Asia		Rest of the world		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Revenue from Operations *	8,883.03	9,251.68	3,589.41	3,737.15	413.20	670.06	6,845.95	7,163.96	19,731.59	20,822.85
Carrying cost of segment non-current asset**	8,282.08	9,605.65	-	-	-	-	-	-	8,282.08	9,605.65

* Based on location of customer

** Excluding financial asset and deferred tax asset

Considering the nature of business of Company in which it operates, the Company deals with various customers including multiple geographics. Consequently, none of the customer contribute materially to the revenue of the Company.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

46 Share Based Payments :

- A. The company has instituted Ring Plus Aqua Limited - Employee Stock Option Scheme 2019 (RPAL ESOP 2019), pursuant to the approval of the shareholders of the company at their Extra Ordinary General Meeting held on March 1, 2019. The Option Plan is designed to provide incentives to employees for long term value creation. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Once vested, the options remain exercisable for a period of one years.

Options are granted under the plan for no consideration and carry no dividend or voting rights. When exercisable, each option is convertible into one equity share of face value ₹ 10 per share.

Under ESOP 2019, the company has granted 111,947 stock options for fair value of option determined on the date of grant.

Fair Value of options granted :

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at the grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The options are granted for no consideration and vest as per vesting period mentioned below.

The model inputs for options granted included :

Date of grant	26-Apr-19
Number of options granted	111947
Exercise price per option	₹ 10.00
Vesting period	Over a period of 4 years from the date of grant as under :
	40% of Options at the end of Year 1
	20% of Options at the end of Year 2
	20% of Options at the end of Year 3
	20% of Options at the end of Year 4
Exercise period	One year from the date of vesting
Expected Terms	5.9 years
Share Price at grant date	277
Expected Price volatility of the Company's Shares	48%
Expected dividend yield	0%
Risk-Free interest rate	7.67%

- B. The effect of Share Based Payments on the Company's Statement of Profit or Loss for the period and on its Financial Position :

The total expenses arising from share-based payments transactions recognised in profit or loss as part of employee benefit expense are as follows :

Particulars	March 31, 2021	March 31, 2020
Salaries and Wages	57.21	60.00

- 47 The ongoing corona pandemic is profoundly impacting people's health, societies and business operations around the globe. In many countries, including India, there has been severe disruption to regular business operations due to lockdowns, disruptions in transportation, supply chains, travel restrictions, quarantines, social distancing and other emergency measures implemented to control the spread of virus.

The Company is in the business of manufacturing and exporting Ring Gears, Flexplates, Water Pump Bearings, machined components, both for auto and non-auto sector. The Company is a key supplier of components in its product category and these products are going to remain key and a top priority going forward as well. The Company has strong contingency plans in place to secure operations and supply chain so that production of its key products can continue. Further, there are significant geographic and widespread customer base that will continue to drive growth in mid and long term.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(all amounts are in ₹ lakhs, unless stated otherwise)

The Company has made detailed assessments of the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current assets as at the balance sheet date and on the basis of evaluation, has concluded that no significant impact on its financial statement as at March 31, 2021. The Company is of the view that considering the nature of its business operations, existing customer and supplier relationships and its market position, impact on its business operations, if any, arising from COVID -19 pandemic is not expected to be significant. However, the Company will continue to monitor any material changes to future economic conditions.

48. The Company has approved its financial statements in its Board Meeting dated May 03, 2021.

As per our Report of even date attached
For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

Arunkumar Ramdas
Partner
Membership No. 112433

Place : Mumbai
Date : May 03, 2021

For and on Behalf of the Board of Directors

V. Balasubramanian
Executive Director
DIN : 05222476

Sitesh Maheshwari
Chief Financial Officer

Ganeshkumar Subramanian
Director
DIN : 00088163

Reshma Ramchandani
Company Secretary