Gluhend India Private Limited

(A Sage Group Company)

Collaborating Engineering, Manufacturing and Management Excellence

2nd ANNUAL REPORT

2018 - 2019

Board of Directors

1. Mr. Michael Rakiter
2. Mr. Sanjay Kumar Sanghoee
3. Mr. Matthew Constantino
4. Mr. Satish Kumar Rustgi
5. Mr. Vatsal Manoj Solanki
6. Mrs. Prathibha Priya Mysore Raghuveer

Key Managerial Personnel

Mr. Vatsal Manoj Solanki
Managing Director

Mr. Shashank Goswami
Chief Financial Officer

Mrs. Isha Gupta
Company Secretary

Statutory Auditors

M/s Deloitte Haskins & Sells LLP
Chartered Accountants
7th Floor, Building 10, Tower B,
DLF Cyber City Complex,
DLF City Phase II, Gurgaon – 122 002,
Haryana, India

Bankers

1. KOTAK Mahindra Bank Limited
2. Union Bank of India
3. IndusInd Bank
4. Citi Bank N.A.
5. Axis Bank
6. Punjab National Bank

Secretarial Auditors

Arun Kumar Gupta & Associates
Company Secretaries
1005, Roots Tower, Plot No. 7,
District Centre, Laxmi Nagar
Delhi-110092

Plants (India)

1. Uttar Pradesh
   - B-7 & B-8, Site IV, Industrial Area, Sahibabad Ghaziabad.

2. Haryana
   - Plot No. 123, Sector 24, Faridabad – 121 007
   - Plot No. 192 D Sector-4, Phase II, GC Bawal, Rewari, Haryana - 123501

3. Rajasthan
   - SP-18, Industrial Area, Neemrana, (Tehsil Behrod), Rajasthan, Distt-Alwar – 301705

Registered Office

23, Floor-2, Plot-59/61,
Arsiwala Mansion Nathalal Parikh Marg,
Colaba, Mumbai,
Maharashtra – 400 005

Corporate Office

346, F.I.E, Patparganj,
Delhi – 110 092

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AT A GLANCE

Gluhend India acquired Sage Metals, an international supplier of manufactured products and metal forming, casting, and stamping services to several industries, including Power Grid/ Electrical Wiring Industry, Plumbing Fixtures/Drainage, and other Industrial Component/ Accessory markets. With a significant presence in the United States and large-scale manufacturing capacity in India, Sage is a premier export-oriented organisation with a standing goodwill worldwide.

Gluhend also acquired two businesses, Trident Components and Jayco Manufacturing in the United States for cost optimization, introducing operational synergies, and increasing the product portfolio that gave an opportunity to offer more to the customers and bring new ones aboard.

INTRODUCTION

Gluhend India is engaged in the import, export and manufacture of all type of electrical wiring, accessories and fittings, ferrous and non-ferrous alloys, ingots, plates, sheets, coils, circles, wire rods, section and wares, whether cast machined or formed and components thereof.

In a span of only 2 years, your company has made 3 business acquisitions, one in India and other two in US. With these acquisitions, the company has brought together Engineering, Manufacturing, Managerial and Marketing proficiencies under one roof. Your company would be benefitting with various operational synergies in areas such as raw material sourcing, product placement, management and operations, marketing and sales promotion initiatives, freight optimization and logistics.

The acquisitions comprise of the following businesses:

- Sage Metals Private Limited, an Indian Entity
- Trident Components, US
- Jayco Manufacturing, US

Sage Metals has a wholly owned subsidiary in US, namely Sage International Inc. ('SII') which was part and parcel of the Indian acquisition. The other two acquisitions of Trident Components and Jayco Manufacturing are of companies in the US, structured as asset purchases. These are acquired brand names or "assumed names" (DBA, doing business as) of the US entities and are being consolidated with SII financials.

During the year, Sage Metals got amalgamated with the company and was wound up without dissolution. All assets, liabilities, business, activities and operations of Sage combined with that of your company. This Report represents the outlook and perspectives of the combined entity.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

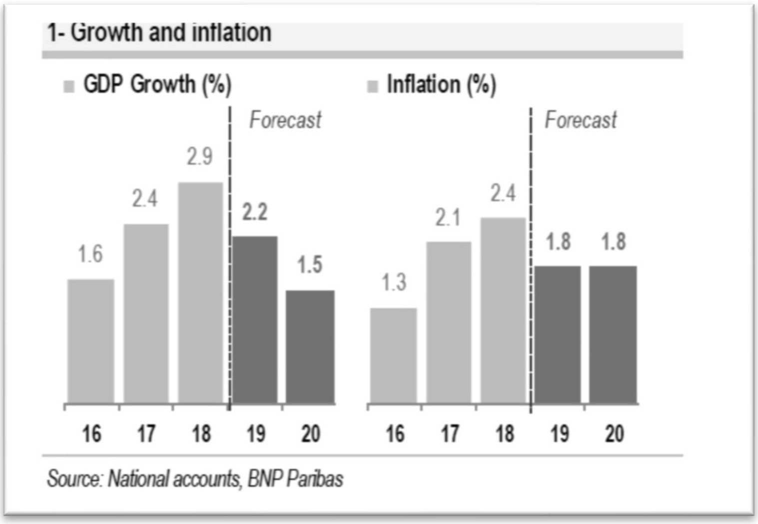
➢ Our Markets and Key developments

I. Overview

Gluhend India, as a combined entity, is an export-oriented Organisation with significant presence in the US and Canadian markets. It also supplies to some customers in Europe and Middle East Countries.

Your company's focus is "Customers' satisfaction" by providing Quality Products. Our leadership team in India and the US along with our experienced cross functional team members are committed to perform according to the customer requirements.

During the Financial Year 2018 – 19, US economy showed signs of slow growth, and the annual GDP growth rate dropped to 2%, one point below the 2018 level. The only factors limiting fall in year-on-year GDP growth were public spending and inventory building in anticipation of new tariffs imposed by President Trump. Foreign trade provided a negative contribution, but the bulk of slowdown was essentially due to domestic factors. It could be attributed to decline in private investment, which was first seen in residential construction, and then spread to all sectors.[1]



A significant factor for the slowdown being the trade/tariff situation between US and China. US and China had been locked in a trade war since July 2018. US slapped tariffs on US$250 billion worth of Chinese products and threatened tariffs on US$325 billion more. China as a retaliatory measure, imposed tariffs on its imports from US. This Trade-Tariff war resulted in Chinese imports become more expensive to US customers. Faced with higher prices for capital goods and inputs manufactured in China, the industry shifted its demand towards other countries.

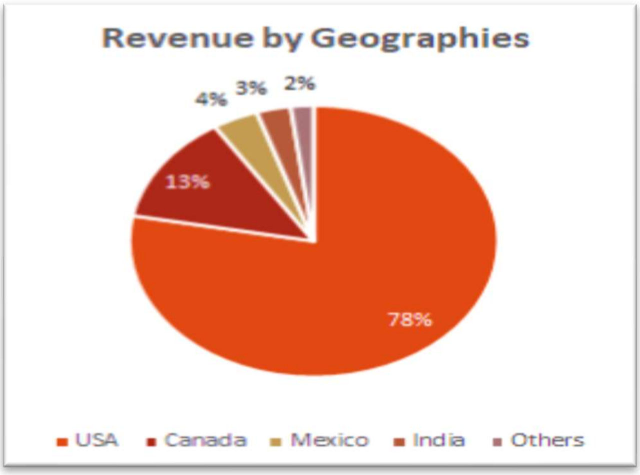
"The trade tariff spat between CHINA AND THE UNITED STATES has been a "lose-lose" situation for both countries and the wider world and it is likely to deteriorate unless a deal is reached", a statement by UN economists[2]

The impact of this on the Company was the change in view of many customers towards China. During the financial year, some customers started looking at India as a possible alternative to Chinese sourcing, and our company has benefited with some initial conversations with possible new customers. Although it has not resulted in immediate increase in revenue, the Company anticipates some benefit of this during the upcoming financial years.

[1] Economic-research.bnpparibas.com - 4th Quarter, 2019 for United States
[2] https://news.un.org/en/story/2019/11/1050661 - UN News dated 5th November 2019

II. Markets and Industry segments

❖ **Markets**



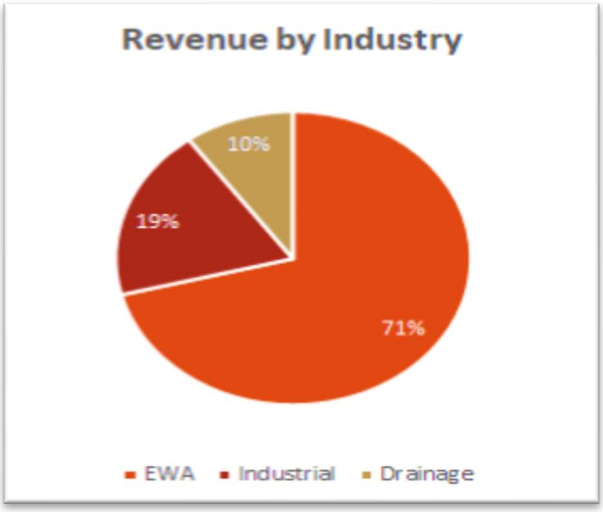
Geographically, USA contributed around 78% of the sales followed by Canada, Mexico and India.

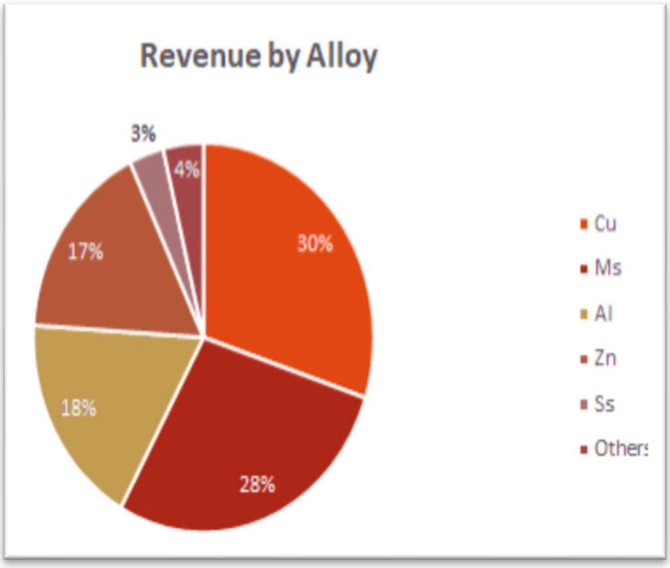
Key customers include leading global OEMs supplying electrical and drainage components having residential, commercial and industrial applications

The Company has the following 3 primary segment by end-industry use:

- **Electrical wiring accessories** - Fully assembled cast / formed parts
- **Industrial** - Cast / formed parts
- **Drainage** - Fully assembled cast / formed parts

EWA segment has contributed maximum around 71% to sales in FY19 followed by Industrial that contributed around 19% to sales.





The Company has the following 5 segments by the type of alloys used in the Manufacturing process:

- Copper alloys
- Mild steel alloys
- Aluminium alloys
- Zinc alloys
- Stainless steel alloy

Parts made from Copper has been in high demand and contributed the highest, i.e. around 30% to the revenue of FY19, whereas parts made of Mild steel have shown the highest growth.

❖ **Industry Segments served**

Electrical Wiring Accessories Segment (EWA)
EWA has been and continues to be the primary business segment for the company. Approximately 71% of the company consolidated revenue is derived from this segment.
The Major Industries catered through this segment are:

- Residential and Non-Residential Construction
- Power Generation, Transmission and Distribution Infrastructure

The main products in this segment comprises of Electrical Metal Tubing (EMT) Set Screw Connectors and Couplings, Compression connectors and couplings, Squeeze Connectors, Conduit Bushings, Grounding Bushings, Radius Elbows, and other accessories, etc. made from zinc, aluminium, copper and steel alloys.
The company provides a wide product portfolio to support the casting and machining needs of the PowerGen Customer also, with the ability to develop and support new products.

Key Market Drivers

i. Pick up in residential as well as non-residential market in US
ii. Population rise in mid-sized cities
iii. Power Transmission & Distribution Infrastructure Investments, Higher Generation Capacity Installations, and Increasing Electricity Demand
iv. Urbanization, Mega Cities, Mega Regions and Mega Corridors: Public Construction Spending

The construction market in the United States is one of the largest in the world, with private spending reaching 992 billion U.S. dollars in 2018 and with about 10.69 million people employed in the industry. It is expected that new construction put in place will total 1,526 billion U.S. dollars by 2022.[3]

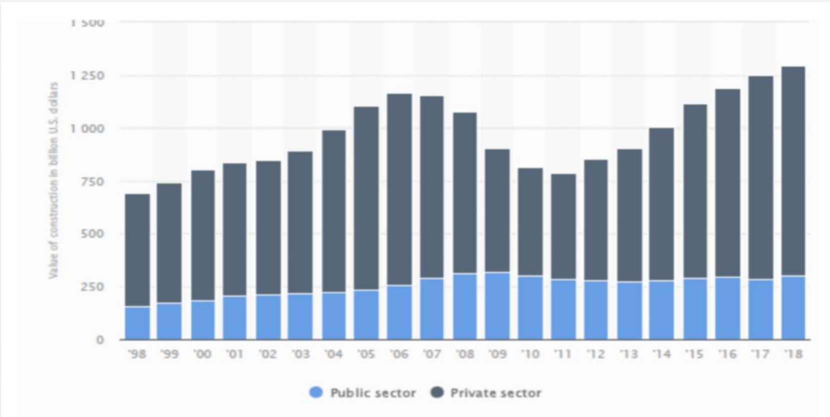


Diagram representing Public and Private Sector spending on Construction in US

Many of our products can be found in the construction industry across residential and commercial buildings. Your company provides thousands of Stock-keeping units in the electrical, plumbing, security systems applications to leading global Original Equipment Manufacturers (OEMs) and are a preferred manufacturer of several critical items that are used

[3] © Statista 2020

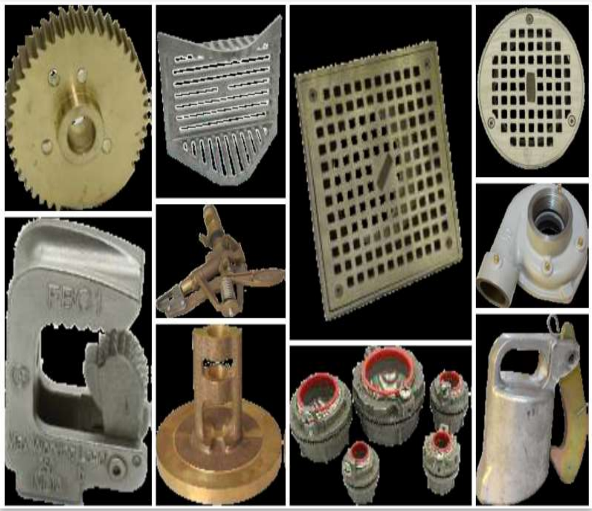
in the Construction industry. Our products are also used in specialized applications like commercial refrigeration as well as in custom storage applications like grocery chains, etc. across the US.

Plumbing/ Drainage Components Segment

Plumbing has historically been about 30% of the total revenue. On a consolidated basis, this is the second largest segment although its contribution has been reduced to 10% during the year under review. The main products in this segment comprises of Flow Valves, Fittings for Fluid Circuits, Air Vents, Plugs, Drain Fittings, Primer Trap Assembly, etc.

Key Market Drivers

i. Household spending to drive aftermarket services
ii. Increased number of high-rise buildings in mid-sized cities
iii. Rise in investment in water infrastructure
iv. Green Building Regulations to boost demand
v. Rainwater harvesting



Other Industrial Segments

The balance of company revenue is distributed in Oil & Gas market and General Industrial Segment. General industrial segment comprises of applications such as components for Air-Conditioning Market and Vending Machines, etc.

Some products manufactured for this segment comprise of Pressure Reducing Valve, Seismic Data Storage Housing, Lamp Holders, Weighing Scale Housings, etc.

The company also provides critical components for oil drilling operations. We possess unique forging and machining capabilities that help our customers meet the demanding application requirements. Our ability to work on multiple alloys and maintain tight tolerances are key enablers for our customers success.

Apart from the above, the company provides the following services in relation to the above-mentioned products:

- Prototyping with product design and its validation,
- Powder Coating,
- Fabrication,
- Castings,
- Plastic Moulding,
- Tool Design, etc.

The company is also proud of its prototyping capabilities. Whatever be the size of the company, or which specific type of prototyping is required; the group with its machinery, technology, expertise, and equipment on site, can provide with a solution. In most cases, our prototyping services, are well acknowledged by our customers.

Sales and Distribution

The Company uses its direct sales team in India as well as its marketing arm, i.e its wholly owned subsidiary, Sage International Inc. (SII), in the US for supplying to its various customers, including Industries, OEMs, etc. in the USA. The company either exports directly to its customers or route its supplies through SII, who in turn delivers it to the customers for and on behalf of the Company.

Raw material and Dependence on Supplies

The company has its raw materials procured from various suppliers in India. The main raw materials include Aluminium, Copper & Zinc Alloys and MS/ Steel pipes. It also imports some of its alloys from US, Australia and Taiwan. But the company continually seek additional sources to reduce its dependence on current suppliers. This allows a flexibility during any unforeseen shipping delays and has the added benefit of potentially reducing excess and obsolete inventory exposure. This diversification lessens dependence on any one supplier and allows to negotiate more favourable terms.

Key Operational Highlights

I. Overview

During the financial year 2018-19, the company acquired 3 manufacturing units in India under the aegis of Sage Metals Private Limited and 3 units in United States through its acquisition of Jayco Manufacturing DBA.
In India, the manufacturing operations are at Sahibabad (Uttar Pradesh), Faridabad (Haryana) and Bawal (Haryana). Some minor operations relating to pipe cutting, etc. is being continued in Neemrana (Rajasthan) under a short-term lease with an unrelated party, whereas in US, three units acquired are in Elgin (South Carolina), Fort Worth (Texas), and Group Headquarters being in Grand Prairie (Texas).

Being the year of acquisitions, the operational performance could not be reviewed and commented upon. But the various steps taken for improving the performances of all businesses acquired, is being highlighted in pages to follow.

II. Development and Improvement programmes

The company used its funds, approximating to an amount of INR 150 Million, to invest in various capital projects in acquired facilities. About 60% of the spend was made towards improving air and water quality in the Indian manufacturing facilities, for abating pollution and making them environmentally friendly and sustainable. These included setting up of

- Air quality improvement in Faridabad manufacturing unit,
- Effluent Treatment Plants
- Rainwater harvesting units, etc.

The company also invested in upgradation and modernisation of acquired facilities during the year. New Machineries were installed with better performance replacing old and obsolete technologies used. Also Lean/Kaizen Tools were introduced for lead time reduction, inventory reduction and production efficiency improvement.

Manufacturing capabilities of 6 factories with 1600+ employees generating 5000+ SKUs could be summarised as below:
• >10000 ton Annual Casting Capacity
• >7000 ton Annual Stamping Capacity
• Al. PDC Castings up to 7.5kgs / Zn. PDC Castings up to 5kgs
• Al. Gravity Castings up to 5kgs
• Cu. Alloy Sand Castings up to 20kgs
• SS Investment Castings up to 25kgs
• Steel Stamping up to 8mm thick sheet & 4” diameter

The modernisation of the plants was near to completion during the year and the Company expects to see improved contribution from the units, going forward. On the whole, with completion of strategic acquisitions and subsequent capacity expansions, your Company expects to consolidate its position in FY 2019-20. This should lead to notable improvement in profitability driven by a pickup in utilization at the existing and new capacities installed, lower capex requirements and expansion of profit margins driven by value-added products.

III. Challenges faced

With the above-mentioned improvement projects been introduced in all the units, there had been a negative impact on their operations efficiency. These projects resulted in a slow-down of the production and hence a delay in several customer shipments. From sales point of view, value of open customer orders, which on an average is maintained at 2 months’ worth at any given point of time, was increased to 3 months’ worth of production value which signifies that the company was late in delivering those orders. The end-result of this was a need to expedite production and deliver goods via air shipment (instead of regular sea shipment), which impacted the financials significantly.

But, despite this, the company experienced a growth in its average monthly production on an aggregate basis. The most significant growth was demonstrated in the Company’s Faridabad unit which almost doubled its output in 5 out of the 12 months of the year. The Company’s Bawal unit also demonstrated a revenue increase of about 40% in 4 out of 12 months of the year.

IV. Human Resource

For Gluhend, progress with people is at the heart of its corporate ethos. The Company nurtures a meritocratic, empowering and caring culture that encourages excellence. It nurtures talents by providing its people opportunities to sharpen their capabilities, encourages innovation, fosters lateral thinking, and prepares them for future leadership roles.

The Industrial relations continued to remain peaceful throughout the year. The Company continues to believe that the culture of sharing knowledge within the employees and involving them to be part of the solution, enables the Company curtail costs and excel in its endeavours.

Your Company has increased the number of women in managerial positions by around 10% during the year under review to minimise gender disparity in the organisation. Also, it celebrates Employees birthdays’ and some Festivals according to Indian tradition to boost their morale. This also makes the environment in the offices and units lively and energetic.

Your company is also committed to ensuring safety to its entire workforce and the communities in which it operates. This is integral to the Company's business process and is laid down in the Company's safety policies, standards and working procedures. It also emphasizes on continuous learning and employee trainings at all levels for building technical and behavioural competence, self-development and leadership development. For this, the Company has conducts training which provides knowledge enhancement opportunities in-house by inviting external subject experts.

V. Internal control and its adequacy

Even due to inherent limitations in the internal control mechanisms of the business units acquired during the year, your management is confident in introducing adequate and effective controls aiming to safeguard its assets as well as authorise, record and report all transactions correctly and on time. Towards this end, the management has introduced in place an effective and powerful internal control system, which not only conforms to the local statutory requirements but meets the highest global standards and practices.

VI. Risk Management

Risk management is an integral part of the business model, focusing on making the business model stronger and ensuring that profitable business growth becomes sustainable.
The Company has adopted a comprehensive and integrated risk appraisal, mitigation and management process. The risk management framework goes beyond traditional boundaries and seeks to involve all key managers of the Company.

VII. Cautionary Statement

The statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions, in domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes and other incidental factors.

BOARD'S REPORT

To,
The Members of
Gluhend India Private Limited

Your Board have pleasure in presenting their 2nd Annual Report and the Audited Financial Statements for the Financial Year ended March 31, 2019.

1. FINANCIAL SUMMARY AND HIGHLIGHTS (STANDALONE AND CONSOLIDATED)

The Standalone financial performance of your Company:

(INR in Millions)

Particulars	2018-19	2017-18*
Turnover	3720.08	57.20
Profit before Finance costs, Tax, Depreciation/Amortization (PBITDA)	503.74	(318.76)
Less : Finance Costs	547.41	29.68
Profit before Depreciation/Amortization (PBTDA)	(43.67)	(348.44)
Less : Depreciation	161.07	5.63
Net Profit before Taxation (PBT)	(204.74)	(354.07)
Provision for taxation	(17.77)	(16.78)
Profit/(Loss) after Taxation (PAT)	(222.51)	(370.85)
Transfer to General Reserve	0.00	0.00

**Previous year figures are not comparable since they include the figures with respect to Sage Metals Private Limited for 19 days only, considering the appointed date of the Scheme of Amalgamation being 13 March 2018.*

Based on consolidated financial statements, the performance of the Group is as follows:

(INR in Millions)

Particulars	2018-19	2017-18*
Turnover	4203.58	157.16
Profit before Finance costs, Tax, Depreciation/Amortization (PBITDA)	278.47	(316.90)
Less: Finance Costs	615.57	29.92
Profit before Depreciation/Amortization (PBTDA)	(337.10)	(346.82)
Less: Depreciation	193.71	5.63
Net Profit before Taxation (PBT)	(530.81)	(352.45)
Provision for taxation	(50.96)	17.36
Profit/(Loss) after Taxation (PAT)	(479.85)	(369.81)
Transfer to General Reserve	0.00	0.00

**Previous year figures are not comparable since they include the figures with respect to Sage Metals Private Limited (including its subsidiary) only out of 3 acquisitions made in FY 2018-19 by the Company. Also, the figures of Sage Metals Private Limited relate to 19 days only, considering the appointed date of the Scheme of Amalgamation being 13 March 2018.*

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your company is an international supplier of manufactured products and metal forming, casting, and stamping services to several industries, primarily the PowerGrid/Electrical Wiring Accessories, Plumbing Fixtures/Drainage, and Industrial markets. During the year under review, your company incurred a loss of INR 222.51 million with a turnover of INR 3720.08 million, considering the business acquisitions made during the year. These businesses were acquired for obtaining operational synergies along with the benefits of established market position and a diversity in product portfolio.

A successful merger or acquisition involves combining of two organizations in an expedient manner to maximize strategic value while minimizing distraction or disruption to existing operations. Though under completion, but the whole process of an acquisition starts from identifying growth opportunities in business lines, markets served, etc. Extensive data is collected and analysed, businesses identified, complete and comprehensive evaluation and due diligence is conducted in order to fully understand the issues, opportunities, and risks associated with the transaction.

Your Board, considering in line with the management's strategies, is hopeful of reaping the benefits of the acquisitions made during the year under review, in the upcoming years. They also took note of the efforts of management in increasing their presence in the US, the major market of the Company products. Also strategically focused teams have been appointed for the purpose of improving existing customers' experiences and brining in new customers. Accordingly, the Company has continued to prepare its financial statements on 'Going Concern Basis'.
The following are the details of companies which were acquired during the FY 2018-2019:

- **Sage Metals Private Limited (SMPL)**

SMPL was acquired through Share purchase on 13th of March 2018 on a going concern basis including all operational manufacturing units, movable/ immovable assets with entire liabilities and obligations. It was the first major acquisition of the company in India. The company had four manufacturing facilities, one each in Faridabad (Haryana), Bawal (Haryana), Neemrana (Rajasthan) and Sahibabad (Uttar Pradesh) with an office in Delhi.

Its business being manufacturing and exporting cast components made of steel, copper, aluminium, zinc, and iron; which are used in electrical fittings, industrial castings, etc. The US accounts for a major portion of overall revenue. This being in line to your company's objective.
Furthermore, it had a wholly owned subsidiary in US, namely Sage International Inc. (SII) which functioned as its extended marketing arm in the US. SII, after acquisition of SMPL, came under the aegis of your company.

SMPL was subsequently merged with your company vide Hon'ble National Company Law Tribunal; Mumbai Bench Order dated 20th of June 2019. The appointed and effective date considered for the merger was 13th of March 2018, i.e. the date on which 90% ownership in the shares was acquired.

The other two acquisitions were made through SII in US. These were the manufacturing and trading arms of existing known entities. These acquisitions have been made as "DBA" (Doing Business As) and being operated under their respective Assumed Names.

- **Trident Components (Trident)**

Trident is a U.S. based entity, known for its metal casting, metal forming, and plastic moulding capabilities. A trading entity in the business of procuring products manufactured in China for sale in the US acquired on a going concern basis on 13th of September 2018. The process involves assembling and repackaging of the goods.
Trident operates from the State of Texas, US. The business unit is operated under "DBA Trident Components".

- **Jayco Manufacturing (Jayco)**

Jayco, a U.S. based manufacturing entity, recognized for its metal forming, powder coating, rapid prototyping expertise was acquired on 28th of February 2019. Jayco has 3 manufacturing facilities, one in Grand Prairie (Texas), second one in Fort Worth (Texas) and the third in Elgin (South Carolina). The manufactured goods are shipped directly to various customers throughout USA. This business is operated under "DBA Jayco Manufacturing".

Acquisition of Trident and Jayco has provided cost optimization, operational synergies, and an increase in the product portfolio that gives an opportunity to offer more to the customers and bring new ones aboard. Your company could now provide value-added services like engineering, product/tool design and development, and warehousing and inventory management solutions in the United States. The current structure and new acquisitions would give the company the ability to offer a proven, cost-effective, viable alternative to Chinese manufacturing and supply chain. The above-mentioned acquisitions were funded through issuance of rights issue to the existing shareholders and raising of debt from foreign investors.

3. DIVIDEND

The Board of Directors of your company, holistically considering the relevant circumstances and keeping in view the loss incurred during the year decided that it would be prudent, not to recommend any Dividend for the year under review.

4. TRANSFER TO RESERVES

Considering a loss being incurred by the company during the year, the Board decided not to transfer any amount to the Reserves.

5. CAPITAL AND DEBT STRUCTURE

- Authorised Share Capital
  There was no change in the Authorised Share Capital of the company during the year. But as per the Scheme of Amalgamation providing the terms of amalgamation among SMPL, your Company and their respective shareholders, duly sanctioned and approved on 20th of June 2019 by the Hon'ble National Company Law Tribunal, Mumbai Bench; the Authorised share capital of your Company has been increased from INR 2.67 Billion to INR 2.85 Billion on October 19, 2019, i.e. in financial year 2019-2020.

❖ Issued/ Subscribed and Paid-up Share Capital

The total issued and paid-up share capital of the Company has been increased from INR 1.83 Billion to INR 2.29 Billion during the year under review, pursuant to allotment of:

- 44,476,959 Class A Compulsorily Convertible Preference Shares having face value of INR 10/- each by way of Rights Issue,
- 167,903 Class B Compulsorily Convertible Preference Shares having face value of INR 10/- each by way of Rights Issue, and
- 822,466 Class C Compulsorily Convertible Preference Shares having face value of INR 10/- each by way of Rights Issue.

The above issues were made to fund the acquisitions made by the company.

❖ Secured Listed Non-Convertible Debentures (Privately Placed)

Your company has issued 6350 Secured Redeemable Non-Convertible Debentures of INR 500,000 each amounting to a total of INR 3.175 Billion to foreign investors during FY 2017-18. These debentures have been duly listed on the Bombay Stock Exchange.

The company is in compliance with the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing and Disclosure Requirements) Regulations, 2015 and other securities laws as applicable to Non-Convertible Debt Instruments and provides all necessary statements and documents to the Bombay Stock Exchange and other agencies as per the extant regulations.

The Issue and Listing details of the Non-Convertible Debentures along with the details of the Debenture Trustee appointed, is provided below:

Name of Stock Exchange:	Bombay Stock Exchange Limited
ISIN:	INE744Z07019
Security Listed:	Non- Convertible Debentures
Scrip Code:	957731
Coupon rate:	8%
Coupon Payment:	Quarterly
Maturity Date:	June 30, 2021

The company has duly paid the Annual Listing fees of BSE Limited for the FY 2018-19 as well as for 2019-2020.

Name of Debenture Trustee:	Vistra ITCL (India) Limited
Registered Address:	The IL&FS Financial Centre, Plot C-22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
Website:	www.vistraitcl.com
Email ID:	poojan.baxi@vistra.com

Your company has, on the date of this report, made good all quarterly coupon payments and scheduled partial redemption of principal amount due on 12th of September 2019 as per the agreement with the Debenture holders. There has not been any instance of default on the part of your company.

6. CREDIT RATING

The company has been assigned the following ratings for the Debenture Issue and the Bank Loan facilities as at 31st of march, 2019:

	Credit Facility	Name of rating agency	Rating
I.	6,350 Secured Non-Convertible Redeemable Debentures (Privately Placed)	Brickwork Ratings India (P) Limited	BWR B (Outlook – Stable)
II.	Bank Loan Facilities (Short Term)	CRISIL Limited	CRISIL A4+

7. DETAILS RELATING TO MATERIAL VARIATIONS IN USE OF ISSUE PROCEEDS

As the funds raised through the non-convertible debenture issue have been fully utilised by the company for the purpose for which they were raised as stated in the objects in the offer document, and the purpose also been achieved, hence this disclosure is not applicable to the company.

8. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT

Except as elsewhere provided in this report, there have been no other material changes and commitments affecting the financial position that have occurred since the end of the year under review till the date of the report.

9. DEPOSITS

Your company has not accepted any deposits falling within the purview of Section 73 of the Companies Act, 2013.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Changes in Board Composition

  During the year under review, Ms. Nidhi Bothra (DIN: 06936491) was appointed as an Additional Director on June 27, 2018 and Mr. Shashi Kumar Nayar (DIN: 08182549) on October 1, 2018. Their appointments were subsequently approved in the first Annual General Meeting of the members dated October 29, 2018.

  Mr. Sanjoy Kumar Nahata (DIN: 07376295) who was appointed on the Board on March 23, 2018, resigned on May 8, 2018, citing personal reasons.

  During the financial year 2019-20, Mr. Satish Kumar Rustgi (DIN: 08574594), was appointed on the Board on October 1, 2019 which was duly approved by the members in the Extra-Ordinary General Meeting ('EGM') dated October 19, 2019.
  Ms. Nidhi Bothra (DIN: 06936491) and Mr. Bhupesh Chhajer (DIN: 07904996) resigned from the Board of the company on the close of September 30, 2019 citing personal reasons and their inability to continue further.

The Board after considering the sustained performance and commitment of Mr. Vatsal Manoj Solanki, the Manager of the company (Appointed on March 23, 2018) had recommended his appointment as the Managing Director in its meeting dated February 12, 2020. The same was duly approved and regularised by the members in their meeting dated February 26, 2020. Also, Mr. Shashi Kumar Nayar resigned from the Board of the company on the close of February 29, 2020 citing personal reasons and their inability to continue further. The Board placed on record its deep sense of appreciation for the valuable contribution made by him to the operations and growth of the Company during his association with the Company. Mrs. Prathibha Priya has been appointed as an Additional Director on the Board w.e.f 1st June, 2020.

- Number of Board Meetings
  During the year under review, the Board met 20 times i.e, on 18th April 2018, 8th May 2018, 27th June 2018, 31st August 2018, 25th September 2018, 28th September 2018, 22nd October 2018, 26th October 2018, 14th November 2018, 27th November 2018, 4th December 2018, 10th December 2018, 14th December 2018, 24th December, 2018, 23rd January 2019, 30th January 2019, 31st January 2019, 21st February 2019, 26th February 2019 and 14th March 2019.

- Key Managerial Personnel

  Mr. Shivil Kapoor, appointed as a Company Secretary on January 5, 2018, resigned from the company on September 30, 2018. Ms. Rupal Jain, who was appointed on October 1, 2018 as the Company Secretary also resigned on May 16, 2019.

  Mr. Suraj Jaiswal who was appointed as the Chief Financial Officer of the company on March 23, 2018, resigned from the post on July 31, 2019. Mr. Shashank Goswami replaced him and was appointed as the Chief Financial Officer on October 1, 2019.

  During the financial year 2019-20, Mrs. Isha Gupta, was appointed as Company Secretary of the Company with effect from July 22, 2019.

11. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the Board has carried the evaluation of its own performance, performance of Individual Directors, including the Chairman of the Board based on their attendance, contribution, experience, expertise etc. The evaluation of the working of the Board was conducted considering the effectiveness of Board procedures, performance of specific duties and obligations, etc. The Directors expressed their satisfaction with the evaluation process and outcome of the same and laid guidelines for improving the Board performance and procedures followed.

12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The company being a private limited entity, the provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of a policy relating to Appointment and Remuneration of Directors are not applicable.

13. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions relating to CSR under Companies Act, 2013 is not applicable to the company as the company has incurred losses in the FY 2018-19.
As has been stated earlier, Sage Metals Private Limited (SMPL) has merged with your company on June 20, 2019. The CSR provisions under Section 135, before such merger being effective, were applicable on SMPL. It had an unspent CSR liability of INR 35.47 Million uptill 31st March 2018 and was evaluating and identifying specific programmes for incurring the same.

Your company being a law – abiding entity and considering its responsibility towards the society, has appropriately formed a committee of the Board in the FY 19-20 for devising a CSR policy, recommending and undertaking activities as specified in Schedule VII of the Companies Act, 2013 for spending such unspent CSR liability of SMPL. Further, Gluhend has spent an amount of INR 0.15 Million during the year under CSR and the unspent CSR Liability as on 31st March 2019 is INR 35.32 Million

14. RISK MANAGEMENT POLICY

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have also been formulated and clearly spelled out in the said policy.

15. SUBSIDIARY COMPANY

The Company on acquisition of SMPL, has acquired the ownership of its wholly owned subsidiary in the United States, namely Sage International Inc. (SII). It is an extended marketing arm whereby around 40% of the supplies to the clientele in US is made.

- **Sage International Inc., US ('SII')**
  SII is an importer and marketer of metal products in North America (US). Its office is in Michigan and warehouse in Illinois. The business overview of SII for the year under review is as under:

  a. Acquisitions made during the year:
     As part of your Company's plan to expand its presence in the US markets, 2 acquisitions were made through SII during the year.
     - Trident Components.
     - Jayco Manufacturing

  b. Financial performance of the subsidiary**:**
     The revenue of the company has grown by around 10% during the FY 2018-2019, but it recorded a loss during the year considering the costs incurred for the acquisitions made and the new businesses being under the group for a part of the year only.

  c. Growth factors:
     SII has had long standing relationships with its customers, who have continued doing business for more than a decade. With the concerted efforts of the management, bigger basket of products and significant presence in the US, the company expects these customer relationships to grow further in the upcoming years. Also, the company has formed strategically focused teams for the purpose

of improving existing customers' experiences and brining in new customers and hence the management expects to grow at a healthy range of 10-15% in the upcoming years.

As per the Companies (Accounts) Rules, 2014, your Company has consolidated its Financial Statements with its WOS for the financial year 2018-19. A statement in AOC-1 containing salient features of the financial statement of its subsidiary is attached herewith as **Annexure-1.**

16. AUDITORS

- STATUTORY AUDITORS
  M/s. Dinesh Aarjav and Associates, Chartered Accountants were appointed for a period of 5 years, as the Statutory Auditors of the Company, in the first AGM held on October 29, 2018.

  Due to a casual vacancy that arose pursuant to the resignation of M/s. Dinesh Aarjav and Associates, Chartered Accountants on February 23, 2019, the members in an Extra-ordinary General meeting dated March 15, 2019 appointed M/s Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No: 117366W/W - 100018), as Statutory Auditors for the audit of the Financial statements relating to the financial year 2018-19 on the recommendation of the Board.

  M/s Deloitte Haskins and Sells LLP, Chartered Accountants, have confirmed their eligibility and willingness for re-appointment as Statutory Auditors, for a period of 5 years from the conclusion of ensuing annual general meeting to the conclusion of the 7th Annual general meeting of the Company, i.e. from FY 2019-20 up till FY 2023-24. The Board of Directors recommends their appointment, for approval of the shareholders.

- SECRETARIAL AUDITORS
  As required under provisions of Section 204 of the Companies Act, 2013 and Rules framed thereunder, the Board appointed M/s Arun Kumar Gupta and Associates, Practicing Company Secretaries, for conducting the Secretarial Audit for the FY 2018-19. Secretarial Audit Report in Form MR-3 issued by the Secretarial Auditor of the Company for the year ended on March 31, 2019, is attached to the Director's Report as **Annexure- 2.**

- INTERNAL AUDITORS
  Pursuant to the provisions of section 138 of the Companies Act, 2013, the Board of Directors appointed Mr. Saurabh Kumar Agarwal, Chartered Accountant as the Internal Auditor of the Company for the Financial year 2018-19. He is employed with the company on full-time basis, which helps in effective and efficient audit of various internal procedures and processes followed by the company.

- EXPLANATION OR COMMENTS ON THE QUALIFICATIONS/ ADVERSE REMARKS IN STATUTORY AUDITOR'S REPORT
  In respect of the Qualified Opinion by the Auditors on the Internal Financial Controls of the Company, your Board hereby provides that it accepts its responsibility for establishing and maintaining internal controls for financial reporting. It also recognises its responsibility for taking steps proposed for the rectification and correction of any deficiencies in its design or operation.

The Board also considered that the financial controls relating to issue of inventory for production and reconciliation of physically verified inventory with the inventory records and disclosure requirements may have not met the auditing standards of the Auditors but have been duly been accounted for by the Management. Considering these internal shortcomings in the acquisitions made, the management has implemented a new Enterprise Resource Planning (ERP) system at the beginning of the financial year 2019-2020. It is vital for recording day to day transactions for the retail business and overall reporting process for the purposes of preparation of financial statements. This system will closely track the materials including movement between each process at the respective plants and the management is confident that this step will help in addressing such gaps going forward. As informed by management the key elements of the Information Technology (IT) system such as control access rights and change management in the process of getting stabilized and is taking longer than expected due to prioritising of the continuation of operations so that it does not impact the business of the Company.

The Board also considered that because of the degree of complexity involved in accounting and valuing financial liabilities and the degree of judgement exercised by management in determining the inputs used in the valuation models, it took much time in determining the accounting treatment. The company engaged third party consultants to determine the correct treatment and valuation of the identified embedded derivative. And as the identification was after the adoption of the financial statements as at 31st March 2018, hence the same was required to be restated in the present year financials.

As against the income from export benefits, the Board hereby acknowledge that the accounting guidance followed by the company in recoding the same was different from that as was applied by the Auditors. This resulted in the restatement of the financial statements as at 31st March 2018. The management considering the accounting guidance now to be followed assured of not incurring this error in future.
Management took various steps to remediate the internal control deficiencies identified during the year, including establishing of alternative manual controls to address the risks mentioned in the Auditor's report.

On the Qualified opinion of the Auditor's on the Consolidated Financial Statements, your Board considered that the acquisition of business units made during the year were acquired on going concern basis with all existing resources. These included people, machinery, land, etc. Being new to management structure, Audit procedures and documentation requirements, the manpower could not be educated well before the audit, which lead to such gaps in recording of inventory. Most of the workforce was conducting a physical stock count for the first time as the erstwhile management didn't had any audits conducted in the respective units. The management is leaving no stone unturned in educating its people. Also, special focussed teams have been deployed for developing the workforce and avoiding such deficiencies in the inventory records.

- EXPLANATION OR COMMENTS ON THE QUALIFICATIONS/ ADVERSE REMARKS IN SECRETARIAL AUDITOR'S REPORT
  There has been no qualification or Adverse remark by the Secretarial Auditor in their report for the FY 2018-19.

17. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186

The details of loans, guarantees or investments covered under the provision of under Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

18. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

19. ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Board hereby provides that it accepts its responsibility for establishing and maintaining internal controls for financial reporting. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Further, audit procedures monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating procedures, accounting procedures and policies at all locations of the Company. Based on the audit reports, the units undertake corrective action in their respective areas and strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Board periodically.

20. PARTICULARS OF LOANS AND ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company has entered into contracts/arrangements/ transactions with related parties, which could be considered material under Section 188 of the Companies Act, 2013. Transaction with related parties are conducted in a transparent manner considering the interest of the company and the stakeholders as utmost priority. Accordingly, the details of the same are provided in Form AOC-2 attached herewith as **Annexure 3.**

21. EXTRACT OF ANNUAL RETURN

As required, pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT-9 forms part of this Annual Report as **Annexure 4**.

22. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaint during the year 2018-19 and no complaint is pending for redressal as at March 31, 2019.

23. DIRECTOR'S RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained, and pursuant to clause (c) of Sub- section (3) of Section 134 of the Companies Act, 2013, your Director's hereby confirm that:

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures:
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year, i.e. March 31, 2019 and of the loss of the company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis; and
- they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

24. PARTICULARS OF MANAGERIAL REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following details forms part of the Board Report;

- Pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, a statement containing the names and other particulars of top ten employees in terms of remuneration drawn by them is annexed as **Annexure-5**.
- Disclosure under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 applicable to listed entities annexed as **Annexure-6**.

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

(a) Conservation of energy

(I)	the steps taken or impact on conservation of energy	The Company has always been particular for conservation of energy on continuous basis by closely monitoring the energy consuming equipment.
(ii)	the steps taken by the company for utilizing alternate sources of energy.	The company has been continuously striving to optimize energy consumption levels by selecting energy efficient and environment friendly technologies for its plants. Solar panels on rooftops and LED lightings have been installed at various places to be energy efficient at low costs.
(iii)	the capital investment on energy conservation equipment's	Energy conservation measures have been taken by process optimization without any major capital investment.

(b) Technology absorption - There has been no absorption of new technology whether imported or otherwise during the financial year under review.

(c) Foreign exchange earnings and outgo
During the year, the total foreign exchange used was INR 273.05 Million and the total foreign exchange earned was INR 3.81 Billion.

26. ACKNOWLEDGEMENTS

The directors place on record their sincere appreciation for the assistance and co-operation extended by its Bankers, employees, investors and all other associates and look forward to continuing fruitful association with all business partners of the company.

For and on behalf of the Board of Directors

Place: Delhi
Date: 15 July 2020

Satish Kumar Rustgi	**Vatsal Manoj Solanki**
Director	**Managing Director**
DIN: 08574594	**DIN: 08659135**

ANNEXURE 1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of the subsidiary

Part "A": Subsidiaries

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Sage International Inc., US
2.	The date since when subsidiary was acquired	13th March 2018
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	FY 2018-19
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD Buying rate 69.20 INR/USD Selling rate 69.11 INR/USD
5.	Share capital	INR 1.64 million
6.	Reserves & surplus	INR 399.48 million
7.	Total assets	INR 1920.75 million
8.	Total Liabilities	INR 1156.81 million
9.	Investments	----
10.	Turnover	INR 389.72 million
11.	Profit before taxation	Loss of INR 295.03 million
12.	Provision for taxation	INR 68.73 million
13.	Profit after taxation	Loss of INR 226.30 million
14.	Proposed Dividend	Nil
15.	% of shareholding	100%

Notes:

1. Names of subsidiaries which are yet to commence operations - Nil
2. Names of subsidiaries which have been liquidated or sold during the year – Nil
3. Part B of the Form - Not Applicable

For and on behalf of the Board

Date: 15 July 2020

Satish Kumar Rustgi
Director
DIN: 08574594

Vatsal Manoj Solanki
Managing Director
DIN: 08659135

Isha Gupta
Company Secretary
Membership No. 22178

Shashank Goswami
Chief Financial Officer

ANNEXURE -2

Form No. MR-3
SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019)

[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]

To,
The Members,
GLUHEND INDIA PRIVATE LIMITED
23, FLOOR-2, PLOT-59/61, ARSIWALA
MANSION NATHALAL PARIKH MARG,
COLABA, MUMBAI 400005

I have conducted the secretarial audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **GLUHEND INDIA PRIVATE 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 my opinion thereon.

Based on my verification of the **GLUHEND INDIA PRIVATE LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019** 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. Other material compliances are listed in Annexure A attached to this report.

I have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **GLUHEND INDIA PRIVATE LIMITED** for the financial year ended on 31st March, 2019, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not Applicable

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Not Applicable

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable

   d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; Not Applicable

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; Not Applicable; and

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not Applicable.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Debt Listing Agreements entered into by the Company with Bombay Stock Exchange Limited as prescribed under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

(a) The Income Tax Act, 1961;

(b) Goods and Service Tax (GST) Laws;

(c) The Reserve Bank of India Act, 1934 (Chapter IIIB) read with the extant Master Circular and prudential norms issued by the Reserve Bank of India ('RBI').

Based on the information received and records maintained by the Company, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice 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. I further report that the Company has been sending agenda notes to Directors as per the provisions contained in its Articles of Association, which is in compliances with the provisions of the Act. Majority decision is carried through while the dissenting member's views, if any, are captured and recorded as part of the minutes.
3. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **ARUN KUMAR GUPTA & ASSOCIATES**
COMPANY SECRETARIES

(ARUN KUMAR GUPTA)
Proprietor
Membership No: F5551
Certificate of Practice No: 5086
UDIN: F005551B000459611

Place: Delhi
Date: 15 July 2020

Annexure 'A'

Annexure to the Secretarial Audit Report

In my opinion and to the best of my information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, I report that the Company has, during the financial year under review, complied with the provisions of the Act, the Rules made there under and the Memorandum and Articles of Association of the Company with regard to:

1. Maintenance of various statutory registers and documents and making necessary entries therein;
2. Contracts, Common Seal, Registered Office and Publication of name of the Company;
3. Forms, Returns, Documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, and such other authorities;
4. Service of documents by the Company on its Members, Directors, Auditors and Registrar of Companies;
5. Disclosures requirements in respect of their eligibility for appointment, compliance with the code of conduct for Directors of Gluhend India Private Limited;
6. Related party transactions which were in the ordinary course of business and at arm's length basis;
7. Appointment and remuneration of Statutory Auditors;
8. Notice of the meetings of the Board thereof;
9. Minutes of the meeting of the Board thereof;
10. Minutes of General Meeting(s);
11. Approval of the Members, Board of Directors and Government Authorities, wherever required;
12. Form of the Balance Sheet as at March 31, 2019 as prescribed under part I of schedule III of the Companies Act, 2013 and requirements as to Profit & Loss Account for the year ended on that date are as per Part II of the said schedule and the financial statements of the Company for the financial year ended 31stMarch, 2019 is in conformity with the format prescribed under schedule V of the Act;
13. Report of the Board of Directors for the financial year ended March 31, 2019;
14. Annual Return as per the provisions of Section 92 of the Companies Act, 2013;
15. Borrowings and registration of charges;
16. Investment of Company's funds and inter-corporate loans and investments.

ANNEXURE 3

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered by the company with related parties referred to in Section 188 (1) of the Companies Act, 2013

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

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

(a)	Name(s) of the related party and nature of relationship	**Sage International Inc., US (Wholly owned Subsidiary)**
(b)	Nature of contracts/arrangements/transactions	Supply of Goods manufactured for sale to customers in US.
(c)	Duration of the contracts/arrangements/transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Being a WOS, a percentage of Sale price is provided to SII for incurring all expenses for its operations in US.
(e)	Date(s) of approval by the Board, if any	Omnibus Approval of the Board granted on 12.03.2018
(f)	Amount paid as advances, if any	NA

(a)	Name(s) of the related party and nature of relationship	**Delos Sage Holdco Cooperatief U.A. (Holding Company)**
(b)	Nature of contracts/arrangements/transactions	Issue of Further Issue of Equity and Preference Shares on Rights basis
(c)	Duration of the contracts/arrangements/transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(e)	Date(s) of approval by the Board, if any	Omnibus Approval of the Board granted on 12.03.2018
(f)	Amount paid as advances, if any	NA

(a)	Name(s) of the related party and nature of relationship	**AR2 LLC**
(b)	Nature of contracts/arrangements/transactions	Management Services Agreement and Issue of Further Issue of Class B Preference Shares on Rights basis
(c)	Duration of the contracts/arrangements/transactions	At will (Management Services Agreement)
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(e)	Date(s) of approval by the Board, if any	Noted and Taken on record on 12.03.2018
(f)	Amount paid as advances, if any	NA

Date: 15 July 2020
Place: Delhi

For and on behalf of the Board of Directors

Satish Kumar Rustgi
Director
DIN: 08574594

Vatsal Manoj Solanki
Managing Director
DIN: 08659135

ANNEXURE 4

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I.REGISTRATION AND OTHER DETAILS:

i.	CIN	U74994MH2017FTC303216
ii.	Registration Date	22ND DECEMBER, 2017
iii.	Name of the Company	GLUHEND INDIA PRIVATE LIMITED
iv.	Category/Sub-Category of the Company	Company Limited by Share
v.	Address of the Registered office and contact details	23, FLOOR-2, PLOT-59/61, ARSIWALA MANSION NATHALAL PARIKH MARG, COLABA MUMBAI CITY 400005
vi.	Whether listed company	YES, Debt Listed Private Company
vii.	Name, Address and Contact details of Registrar and Transfer Agent	KARVY FINTECH PRIVATE LIMITED KARVY Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, 500 032 venu.sp@karvy.com

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sr. No.	Name and Description of main products /services	NIC Code of the Product	% to total turnover of the company
1	Machined Casting of non-ferrous metals	24320	**72.23%**
2	Manufacture of tube and tube fittings of basic iron and steel	24106	**27.77%**

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	CIN/ GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	**Sage International Inc., USA**	---	Foreign Subsidiary	**100**	**2(87)**
2.	**Delos Sage Holdco Cooperatief U.A., Netherlands**	----	Foreign Holding	**100**	**2(46)**

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

i. Category-wise Share Holding as at March 31, 2019

Category of Shareholders	**No. of Shares held at the beginning of the year**				**No. of Shares held at the end of the year**				**% Change during the year**
		Physical	Total	% of Total Shares		Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-		**0**	**0**	**0**		**0**	**0**	**0**	**0.00%**

2) Foreign									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.		**32123038**	**32123038**	**100**		**32123038**	**32123038**	**100**	**0.00%**
j) Banks / FI									
k) Any Other….									
Sub-total(A)(2):-		**32123038**	**32123038**	**100**		**32123038**	**32123038**	**100**	**0.00%**
B. Public Shareholding									
1. *Institutions*									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture CapitalFund									
f) Insurance Cos									
g) FIIs									
h) Foreign VCF									
i) Others (specify)									
Sub-total(B)(1)		**0**	**0**	**0**		**0**	**0**	**0**	**0.00%**
2. Non-Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas									
b) Individuals: (i) Individual shareholders holding=1 lakh (ii) Individual shareholders holding in excess of Rs 1 lakh									
c) Others (Specify)									
Sub-total(B)(2)		**0**	**0**	**0**		**0**	**0**	**0**	**0.00%**
Total Public Shareholding (B)=(B)(1)+ (B)(2)		**0**	**0**	**0**		**0**	**0**	**0**	**0.00%**
C. Shares held by Custodian for GDRs & ADRs		**0**	**0**	**0**		**0**	**0**	**0**	**0.00%**
Grand Total (A+B+C)		**32123038**	**32123038**	**100**		**32123038**	**32123038**	**100**	**0.00%**

ii.<u>Shareholding of Promoters</u>

Sr. No	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1.	**Delos Sage Holdco Cooperatief U.A.**	**32123038**	**100%**	**0.00%**	**32123038**	**100%**	**0.00%**	**0.00%**

iii.<u>Change in Promoters' Shareholding (please specify, if there is no change) **– NO CHANGE**</u>

iv.<u>Shareholding Pattern of top ten Shareholder (other than Director, Promoters and Holder of GDRs and ADRs): **NIL**</u>

v.<u>Shareholding of Directors and Key Managerial Personnel: **NIL**</u>

V. INDEBTEDNESS:

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

(All amounts are in INR in Millions)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount:				
• Debenture	3126.18	-	-	3126.18
• Vehicle loan	-	-	-	-
• Bank loan	100.23	-	-	100.23
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	22.44	-	-	22.44
Total [(i) + (ii) + (iii)]	**3248.85**	**-**	**-**	**3248.85**
Change in Indebtedness during the financial year				
- Addition				
• Debenture	11.18	-	-	11.18
• Vehicle loan	4.41	-	-	4.41
• Bank loan	190.38	-	-	190.38
Interest accrued but not due	163.24	-	-	163.24
- Reduction	-	-	-	-
Net Change	**369.21**	**-**	**-**	**369.21**
Indebtedness at the end of the financial year				
i. Principal Amount				
• Debenture	3137.36	-	-	3137.36
• Vehicle loan	4.41	-	-	4.41
• Bank loan	290.61	-	-	290.61
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	185.68	-	-	185.68
Total [(i) + (ii) + (iii)]	**3618.06**	**-**	**-**	**3618.06**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(All amounts are in INR in Millions)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
1.	Gross salary	Shashi Kumar Nayar (WTD)	Vatsal Manoj Solanki (Manager)	
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.90	1.90	4.80
	(b)Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	
	(c)Profits in lieu of salary under section 17(3) Income- tax Act,1961	--	--	
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify			
5.	Others, please specify			
6.	Total	2.90	1.90	4.80
	Ceiling as per the Act	NA		NA

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

(All amounts are in INR in Millions)

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		Shivil Kapoor (CS)	Rupal Jain (CS)	Suraj Jaiswal (CFO)	Total
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3) Income- tax Act,1961	0.15 -- 	0.16 -- 	0.86 -- 	1.17 --
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify	--	--	--	--
5.	Others, please specify				
	Total	**INR 1.17 Million**			

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

ANNEXURE 5

The particulars of the employees who are covered in the provisions contained in Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

A. Names of Top Ten Employees of the Company in terms of remuneration drawn in F.Y. 2018-19:

S. No	Employee Name	Designation/ Nature of Duties	Qualification	Age	Joining Date	Experience (in years)	Yearly Gross Remuneration (INR in Million)	Previous Employment-Designation
1.	Mr. R. Krishnan	CEO	B. Com, MS from Illinois US	63	2.1.1988	42	24.08	Delton Cables Limited. (Chief Executive)
2.	Mr. Dhananjay Joshi	General Manager	Diploma (Metallugy)	46	01.04.2018	25	3.94	Endurance Technologies Limited
3.	Mr. SK Nayar	Group-GM	Diploma (Mech.)	62	9.24.1990	42	3.67	M/s Vaishno Machine Tools, DY. Works Manager
4.	Mr. Satish Rustgi	General Manager	B.Com., CA	57	5.2.1988	32	3.44	M/s D.C.Jain& Associates Audit Manager
5.	Mr. Romesh Kr. Paruthi	Dy. General Manager	Diploma (Mech.), AMIE, Dip in Mgmt.	57	2.7.1994	35	2.51	M/s Remington Rand of India Ltd. Executive Tech. Development & Tool Room
6.	Mr. V.K. Panchal	DGM	DME	59	8.1.1997	39	2.64	M/s Controls and Switchgear DY. Manager
7.	Mr. S. Gopalakrishanan	AGM	B.Com, ICWA	51	8.17.1992	25	2.42	Bahe Gupta & Associates Audit Supervisor
8.	Mr. Sanjay Bir	GM (Operations)	Diploma (Tool & Die) Technology	55	09.01.2017	33	1.95	M/s. Ace Hardware Pvt Ltd.
9.	Mr. Rakesh	DGM	BBA, MBA	44	01.06.2015	15	1.69	M/s Uniparts India Ltd. Cell Manager
10.	Mr. Brijesh Kumar Mishra	SM (Production)	B.Tech	54	20.09.2018	29	1.61	Meenakshi Polymers P Ltd.

B. Details of Employees who were employed throughout the Financial Year 2018-19 and in receipt of an aggregate salary of not less than rupees one crore and two lacs only p.a.: **(Refer the above table)**

C. Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at the rate of not less than Rs 8,50,000/- per month; **(Refer the above table)**

D. Employees Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, was in excess of that drawn by the managing director and whole-time director and manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:
Mr. R. Krishnan drawing a Gross Remuneration of INR 24.08 Million is designated as CEO (was a Director in Sage Metals Private Limited) and consequent to the merger of Sage Metals with Gluhend, R. Krishnan to hold 10% stake in Gluhend.

ANNEXURE 6

Pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following disclosures should be made in the Board's *(Applicable to Listed Company)*

The Board hereby noted that the below-mentioned details are applicable to Listed companies, even though the company is a private entity. Hence the below disclosure for the FY 2018-19.

(a) No remuneration was paid to Non-Executive Directors on the Board. The ratio of the remuneration of Mr. SK Nayar to the median remuneration of the employees of the company for the financial year is approx. 5.02.

(b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year is in the range of 10-20%.

(c) The percentage increase in the median remuneration of employees in the financial year is in the range of 8-10 %

(d) The number of permanent employees on the rolls of company is 655.

(e) The average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration has been in the range of 8-10%. No exceptional circumstances for increase in the managerial remuneration have been recorded during the year.

(f) The Board hereby affirms that the remuneration as well as the increase is as per the policy of the Company.

For and on behalf of the Board of Directors

Date: 15 July 2020

Place: Delhi

Satish Kumar Rustgi	**Vatsal Manoj Solanki**
Director	Managing Director
DIN: 08574594	DIN: 08659135

INDEPENDENT AUDITOR'S REPORT

To The Members of Gluhend India Private Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Gluhend India Private Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 46 to the standalone financial statements, which describes matters relating to non-compliances with certain provisions of the Companies Act, 2013 with respect to presentation and adoption of audited financial statements before the shareholders in the Annual General Meeting and submission of audited financial results to stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly the Company could be liable to certain penal provisions for the said non–compliances under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consequential impact of these non-compliances, including the liability for penal charges, if any, on the standalone financial statements is presently not ascertainable.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Accounting for business combination for merger (Refer Notes 2.1(d) and 44 of standalone financial statements)** The acquisition accounting requires the management to identify and value acquired assets (including intangible assets) and liabilities at the acquisition date. Significant judgement has been applied by the management in such identification. The fair valuation of the assets was done based on sales comparison method under market approach and depreciated replacement cost method under cost approach, which involved usage of significant estimates. The management had engaged an external professional services firm in this regard. Due to the complexity involved in the accounting for the transaction in accordance with Ind AS 103 and considering the assumptions and estimates required to be made by the management as part of purchase price allocation, the accounting for business combination was considered as a key audit matter.	**Principal audit procedures performed:** We performed testing of design and operating effectiveness of internal controls and substantive testing as follows: • Evaluated the design and tested the operating effectiveness of the management's internal control processes around application of the principles of Ind AS 103 "Business combinations" and compliance thereto. • With the assistance of our internal valuation specialists, we evaluated: - the approach of the external expert engaged by the management with respect to the identification of assets and liabilities acquired considering the requirement of Ind AS 103. - the appropriateness of valuation approach followed by the management's expert. - Reasonableness of inputs used for sales comparison method under market approach and depreciated replacement cost method under cost approach. • We also evaluated the objectivity, competence and independence of the management expert, an external professional services firm. We further assessed the adequacy of the disclosures made in the standalone financial statements for the year ended 31 March 2019.

Sr. No.	Key Audit Matter	Auditor's Response
2.	**Impairment assessment of goodwill:** **(Refer Notes 2.2(vii), 3A and 44 of standalone financial statements)** As at 31 March 2019, the Company has goodwill of Rs 2,177.72 millions arising out of the merger of Sage Metals Private Limited with the Company. The management of the Company assesses the impairment of goodwill annually at the year end. The impairment assessment performed by the Management involved significant judgements and estimates including future performance and short and long-term growth rates and discount rate. Accordingly, the impairment assessment of goodwill was considered as a key audit matter.	**Principal audit procedures performed:** We performed testing of design and operating effectiveness of internal controls and substantive testing as follows: • Evaluated the design and tested the operating effectiveness of the management's internal control around the impairment assessment process. • Understood the key assumptions considered in the management's estimates of future cash flows. • We evaluated the short-term and long-term growth rates considered in the estimates of future cash flows and the discount rate used in the calculations by involving our valuation specialists. • Compared the historical cash flows (including for current year) against projections of the management for the same periods and gained understanding of the rationale for the changes. • Performed sensitivity analysis on the key assumptions within the forecast cash flows and focused our attention on those assumptions we considered most sensitive to the changes; such as revenue growth and profitability during the forecast period, the terminal growth rate and the discount rate applied to the future cash flows. • We ascertained the extent to which a change in these assumptions, both individually or in aggregate, would result in impairment, and considered the likelihood of such events occurring. We further assessed the adequacy of the disclosures made in the standalone financial statements for the year ended 31 March 2019.

Sr. No.	Key Audit Matter	Auditor's Response
3.	**Accounting and valuation of Compulsory Convertible Preference Shares ('CCPS') (Refer Notes 2.2(iii) and 16 of standalone financial statements)** As at 31 March 2019, the Company has Compulsory Convertible Preference Shares ('CCPS') of Rs. 2,199.17 millions (including embedded derivative liability). Considering the terms of the CCPS, the accounting is complex and involved significant management judgement. The fair value of CCPS is determined through application of valuation techniques and the use of assumptions and estimates. Where observable data is not readily available, as in the case of level 3 financial instruments, then estimates need to be developed which can involve significant management judgement. The effect of fair value adjustments has material impact on the loss of the Company. We identified application of appropriate accounting and assessing the fair value of CCPS as a key audit matter because of the degree of complexity involved in accounting, valuing financial liabilities and the degree of judgement exercised by management in determining the inputs used in the valuation models.	**Principal audit procedures performed:** We performed testing of design and operating effectiveness of internal controls and substantive testing as follows: • Evaluated the design and operating effectiveness of management's internal controls over accounting and valuation process. • Evaluated the management's accounting assessment of CCPS by reading the terms of CCPS in the framework agreement. • Obtained the fair valuation report of management's expert. • Evaluated the objectivity, competence and independence of the management expert. • Evaluated the valuation model, assumptions relating to future cash flows, growth rate and discount rate by involving our valuations specialists. • Performed arithmetic check of the valuation model used. We further assessed the adequacy of the disclosures made in the standalone financial statements for the year ended 31 March 2019.

Information Other than the Financial Statements and Auditor’s Report Thereon

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

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

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

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

Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Other Matter

The comparative financial information of the Company for the period 22 December 2017 to 31 March 2018 prepared in accordance with Ind AS, included in these standalone financial statements, prior to giving effect of the adjustments described in Note 47 of the standalone financial statements relating to incorrect accounting and related presentation and disclosure for Compulsory Convertible Preference Shares ('CCPS') and Income from export benefits, have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated 29 February 2020 expressed an unmodified opinion.

We have audited the adjustments to reflect the effects of the correct accounting and related presentation and disclosure for CCPS and Income from export benefits in Note 47 of the standalone financial statements to restate the financial information as at 31 March 2018 and for the period 22 December 2017 to 31 March 2018. In our opinion, such adjustments are appropriate and have been properly applied. We further state that we were not engaged to audit, review or apply any procedures to the standalone financial information of the Company as at 31 March 2018 and for the period 22 December 2017 to 31 March 2018 other than with respect to the aforesaid adjustments and, accordingly, we do not express an opinion or review conclusion or any other form of assurance on the financial information as at 31 March 2018 and for the period 22 December 2017 to 31 March 2018 as a whole.

Our opinion on the standalone financial statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and qualified opinion on the operating effectiveness of the Company's internal financial controls over financial reporting for the reasons stated therein.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

   In our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 41 of the notes forming part of standalone financial statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses - Refer Note 36 of the notes forming part of standalone financial statements.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company - Refer Note 35 of the notes forming part of standalone financial statements.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

SATPAL SINGH ARORA
Partner
(Membership No. 098564)
UDIN : 20098564AAAABG1411

Place: New Delhi
Date: 15 July 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of **Gluhend India Private Limited** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Basis for Qualified opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Company’s internal financial controls over financial reporting as at 31 March 2019:

a. The Company’s internal financial controls over financial reporting with respect to issue of inventory for production and reconciliation of physically verified inventory with the inventory records were not operating effectively. These could potentially result in a material misstatement in the recording of consumption and year-end inventory account balances in the Company’s standalone financial statements.

b. The Company’s internal financial controls over financial reporting with respect to controls over accounting of complex financial instruments [i.e. Compulsory Convertible Preference Shares (‘CCPS’) issued by the Company] and accounting for income from export benefits including related presentation and disclosure requirements as mandated by Indian Accounting Standards and other provisions of the Companies Act, 2013 were not operating effectively. This control deficiency resulted in the restatement of the previously issued financial information of the Company for the period 22 December 2017 to 31 March 2018 prepared in accordance with Ind AS included in these standalone financial statements as comparative financial information (Refer Note 47 of the standalone financial statements).

A ‘material weakness’ is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of 31 March 2019, 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, and except for the possible effects of the material weaknesses described in Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of 31 March 2019.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended 31 March 2019, and these material weaknesses do not affect our opinion on the said standalone financial statements of the Company.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

SATPAL SINGH ARORA
Partner
(Membership No. 098564)
UDIN : 20098564AAAABG1411

Place: New Delhi
Date: 15 July 2020

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. In respect of its property, plant and equipment:

   a. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

   b. The property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals and no material discrepancies were noticed on physical verification.

   c. According to the information and explanations given to us and the records examined by us, immovable properties of land and buildings whose title deeds / conveyance deeds have been pledged as security for current and non-current borrowings are held in the name of Sage Metals Private Limited (erstwhile subsidiary company), based on the confirmations received by the Company from custodian (Debenture Trustee) as at balance sheet date, details of which are as follows:

Particulars of the land and buildings	Gross Block (as at 31 March 2019) (Rs. in millions)	Net Block (as at 31 March 2019) (Rs. in millions)	Remarks
Freehold land and building located at 346, Functional Industrial Estate, Patparganj, Delhi-110092 admeasuring 450 sq. metre.	100.69	100.23	The conveyance deeds/ sale deed are in the name of Sage Metals Private Limited that was merged with the Company under Section 230 to 232 of the Companies Act, 2013 in terms of the approval of the Mumbai Bench of National Company Law Tribunal.
Freehold land and building located at Plot no. 192-D, Sector-4, Phase II, Growth Centre, Bawal, Haryana admeasuring 19,181.25 sq. metre.	280.65	265.17	
Freehold land and building located at 123, Sector-24 Faridabad, Haryana admeasuring 14,318.091 sq. yard.	250.08	246.37	

In respect of building constructed on leasehold land (leasehold land is disclosed as Favourable lease rights under Other intangible assets), based on the examination of the lease agreements, we report that the lease agreements are in the name of Sage Metals Private Limited (erstwhile subsidiary company), details of which is as follows:

Particulars of the land and building	**Gross Block (as at 31 March 2019) (Rs. in millions)**	**Net Block (as at 31 March 2019) (Rs. in millions)**	**Remarks**
Leasehold land and building thereof, located at Plot no. B-7 and B-8, Site -4, Sahibababd admeasuring 7,693.14 sq. meters and 7,781.58 sq. meters respectively.	539.66	507.28	The lease agreements are in the name of Sage Metals Private Limited that was merged with the Company under Section 230 to 232 of the Companies Act, 2013 in terms of the approval of the Mumbai Bench of National Company Law Tribunal.

ii. In our opinion and according to the information and explanations given to us, the inventories were physically verified during the year by the Management at reasonable intervals other than goods in transit for which subsequent receipts have been verified. In case of inventories lying with the third parties, confirmations have been received by the Management for stock held at the year-end and no material discrepancies were noticed in respect of such confirmations. Year-end inventories (excluding goods in transit and stock lying with third parties) amounting to Rs. 1,243.60 millions have been recorded on the basis of physical verification and could cannot be reconciled to inventory records. As a result, discrepancies, if any, between the physical count and inventory records, could not be ascertained (Refer point (a) under "Basis of Qualified Opinion" of annexure A to the Independent Auditors report).

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit during the year. Also, according to the information and explanations given to us, there are no unclaimed deposits, hence the provisions of Sections 73 to 76 of the Act do not apply to the Company.

vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us and the records of the Company examined by us, in respect of statutory dues:

a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Customs Duty, Cess and other material statutory dues applicable to it to the appropriate authorities. Also refer note 41(c) to the standalone financial statements regarding management assessment on certain matters relating to the provident fund.

b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Goods and Services Tax, Customs Duty, Cess and other material statutory dues in arrears as at 31 March 2019 for a period of more than six months from the date they became payable other than dues related to Income-tax, the details of which are given below:

Name of Statute	**Nature of dues**	**Amount (Rs. in millions)**	**Period to which the amount relates**	**Due date**	**Date of subsequent payment**
Income Tax Act, 1961	Income Tax Dues	1.60	2002-2003	31 March 2003	Payment pending
		1.75	2007-2008	31 March 2008	
		0.73	2010-2011	31 March 2011	
		0.11	2016-2017	31 March 2017	

c. There are no dues of Income-tax, Sales Tax, Service Tax, Goods and Services Tax, Customs Duty, Excise Duty and Value Added Tax as on 31 March 2019 on account of disputes.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and dues to debenture holders. The Company has not taken any loans or borrowings from financial institutions and government.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. The Company is a private company and hence the provisions of section 197 of the Companies Act, 2013 do not apply to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us, the Company has made private placement of compulsory convertible preference shares during the year under review.

In respect of the above issue, we further report that:

a. the requirement of Section 42 of the Companies Act, 2013, as applicable, have been complied with; and

b. the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company, as applicable, or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

SATPAL SINGH ARORA
Partner
(Membership No. 098564)
UDIN : 20098564AAAABG1411

Place: New Delhi
Date: 15 July 2020

Gluhend India Private Limited
Standalone Balance Sheet as at 31 March 2019
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018 (Restated) (Refer note 44 and 47)
I. ASSETS			
Non-current assets			
a. Property, plant and equipment	3	933.41	921.98
b. Capital work-in-progress	3	94.79	84.62
c. Goodwill	3A	2,177.72	2,177.72
d. Other intangible assets	4	445.03	454.84
e. Investment in subsidiary	5	647.65	44.89
f. Financial assets			
(i) Loans	6	1.52	0.94
(ii) Other financial assets	7	16.99	17.51
g. Non current tax assets (net)	8	299.29	7.24
h. Other non-current assets	9	22.39	14.74
Total non-current assets		**4,638.79**	**3,724.48**
Current assets			
a. Inventories	10	1,274.00	769.41
b. Financial assets			
(i) Investments	5	4.76	1.02
(ii) Trade receivables	11	734.64	823.42
(iii) Cash and cash equivalents	12	117.74	510.01
(iv) Bank balances other than (iii) above	13	9.82	64.16
(v) Loans	6	2.03	2.60
(vi) Other financial assets	7	4.20	2.76
c. Other current assets	9	462.18	294.54
Total current assets		**2,609.37**	**2,467.92**
Total assets		**7,248.16**	**6,192.40**
II. EQUITY AND LIABILITIES			
EQUITY			
a. Equity share capital	14	321.23	321.23
b. Other equity	15	(567.24)	(369.59)
Total equity		**(246.01)**	**(48.36)**
LIABILITIES			
Non-current liabilities			
a. Financial liabilities			
(i) Compulsorily convertible preference shares	16	2,199.17	1,517.22
(ii) Borrowings	17	2,838.61	3,126.17
(iii) Other financial liabilities	21	155.21	8.52
b. Provisions	18	71.89	72.27
c. Deferred tax liabilities (net)	30	244.72	220.06
d. Other non-current liabilities	19	8.96	0.49
Total non-current liabilities		**5,518.56**	**4,944.73**
Current liabilities			
a. Financial liabilities			
(i) Borrowings	17	290.61	100.23
(ii) Trade payables	20		
total outstanding dues of micro enterprises and small enterprises [Refer note 37]		138.95	30.50
total outstanding dues of creditors other than micro enterprises and small enterprises		540.29	305.00
(iii) Other financial liabilities	21	949.02	772.72
b. Provisions	18	35.20	17.21
c. Other current liabilities	19	21.54	70.37
Total current liabilities		**1,975.61**	**1,296.03**
Total liabilities		**7,494.17**	**6,240.76**
Total equity and liabilities		**7,248.16**	**6,192.40**

See accompanying notes to the standalone financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

For and on behalf of the Board of Directors of
Gluhend India Private Limited

Satpal Singh Arora
Partner
(Membership No. :098564)

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer
Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

Place: New Delhi

(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	Note No.	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018 (Restated) (Refer note 44 and 47)
1.	**Income**			
	(a) Revenue from operations	22	3,720.08	57.20
	(b) Other income	23	99.79	3.06
2.	**Total income**		**3,819.87**	**60.26**
3.	**Expenses**			
	(a) Cost of materials consumed	24	1,915.51	66.05
	(b) Changes in inventories of finished goods and work-in-progress	25	(409.79)	(90.21)
	(c) Employee benefits expense	26	636.71	25.41
	(d) Finance costs	27	547.41	29.68
	(e) Depreciation and amortisation expense	28	161.06	5.63
	(f) Other expenses	29	1,173.71	377.77
4.	**Total expenses**		**4,024.61**	**414.33**
5.	**Loss before tax (2-4)**		**(204.74)**	**(354.07)**
6.	**Tax expense:**			
	(a) Current tax	30A(a)	(11.28)	-
	(b) Deferred tax	30A(b)	29.05	16.78
	Total tax expense		**17.77**	**16.78**
7.	**Loss after tax (5-6)**		**(222.51)**	**(370.85)**
8.	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss	34		
	(a) Remeasurement of post employment benefit obligations		(12.54)	(0.75)
	(b) Income tax relating to above item		4.39	0.26
	Total other comprehensive loss		**(8.15)**	**(0.49)**
9.	**Total comprehensive loss (7+8)**		**(230.66)**	**(371.34)**
10.	**Earnings per equity share**	45		
	(a) Basic (in Rs.)		(1.14)	(25.49)
	(b) Diluted (in Rs.)		(1.14)	(25.49)

See accompanying notes to the standalone financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

For and on behalf of the Board of Directors of Gluhend India Private Limited

Satpal Singh Arora
Partner
(Membership No. :098564)

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer
Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

Place: New Delhi

(All amounts are in Rs. Millions, unless otherwise stated)

a. Equity share capital

Particulars	Amount
Balance as at 22 December 2017	**-**
Changes in equity share capital during the period	
Issue of equity shares	321.23
Balance as at 31 March 2018	**321.23**
Changes in equity share capital during the year	
Issue of equity shares	-
Balance as at 31 March 2019	**321.23**

b. Other equity

Particulars	Reserves and Surplus		Total
	Retained earnings	Deemed capital contribution	
Balance as at 22 December 2017			
Loss for the period	(370.85)	-	(370.85)
Other comprehensive loss, net of income tax	(0.49)	-	(0.49)
Expense recognised during the period	-	1.75	1.75
Balance as at 31 March 2018 (Restated) (Refer note 44 and 47)	**(371.34)**	**1.75**	**(369.59)**
Loss for the year	(222.51)	-	(222.51)
Other comprehensive loss, net of income tax	(8.15)	-	(8.15)
Expense recognised during the year	-	33.01	33.01
Balance as at 31 March 2019	**(602.00)**	**34.76**	**(567.24)**

See accompanying notes to the standalone financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

For and on behalf of the Board of Directors of
Gluhend India Private Limited

Satpal Singh Arora
Partner
(Membership No. :098564)

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer
Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

Place: New Delhi

(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
			(Restated) (Refer note 44 and 47)
A	**Cash flow from operating activities**		
	Loss before tax	**(204.74)**	**(354.07)**
	Adjustments for:		
	Depreciation and amortisation expense	161.06	5.63
	Provision for doubtful balances with government authorities	2.71	-
	Gain on fair valuation of investment in mutual funds	(0.24)	(0.02)
	Loss on fair value of derivative instruments (Refer note 16)	195.00	-
	Loss on sale/disposal of property, plant and equipment	4.34	-
	Interest income	(7.40)	(0.69)
	Finance costs	547.41	29.68
	Operating profit / (loss) before working capital changes	**698.14**	**(319.47)**
	Adjustments for:		
	(Increase)/decrease in inventories	(504.59)	(137.69)
	(Increase)/decrease in trade receivables	88.78	101.58
	(Increase)/decrease in other financials assets - current	(3.82)	5.16
	(Increase)/decrease in other financials assets - non - current	(3.01)	(12.80)
	(Increase)/decrease in other current assets	(170.35)	25.30
	(Increase)/decrease in other non - current assets	-	14.01
	Increase/(decrease) in provisions - current	5.45	4.50
	Increase/(decrease) in provisions - non - current	(0.38)	0.77
	Increase/(decrease) in other financial liabilities - current	(211.82)	101.26
	Increase/(decrease) in other current liabilities	(48.83)	70.37
	Increase/(decrease) in other non - current liabilities	8.47	0.49
	Increase/(decrease) in trade payables	343.74	138.91
	Cash used in operations	**(496.36)**	**311.86**
	(Income taxes paid)/ Tax refund received	(280.77)	(57.21)
	Net cash used in operating activities	**(78.99)**	**(64.82)**
B	**Cash flow from investing activities**		
	Capital expenditure on property, plant and equipment including capital advances	(165.47)	(9.63)
	Proceeds from sale of property, plant and equipment	3.83	-
	Investment made in subsidiary during the year	(602.76)	-
	Investment made in mutual fund during the year	(3.50)	-
	Loan given to employees	(0.01)	(3.54)
	Interest received	10.06	(2.33)
	Movement in bank balances not considered as Cash and cash equivalents	57.59	(68.35)
	Net cash outflow on acquisition of subsidiary	-	(4,477.50)
	Net cash used in investing activities	**(700.26)**	**(4,561.35)**
C	**Cash flows from financing activities**		
	Proceeds from short term borrowings	432.53	100.23
	Repayment of short term borrowings	(242.15)	-
	Proceeds from long term borrowings	4.41	3,125.54
	Proceeds from issue of equity shares	-	321.23
	Proceeds from issue of compulsorily convertible preference shares	486.95	1,517.22
	Finance charges paid	(294.76)	(2.51)
	Net cash flow from financing activities	**386.98**	**5,061.71**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	(392.27)	435.54
	Cash and cash equivalents at the beginning of the year	510.01	-
	Cash and cash equivalents received as per scheme of Merger (Refer note 44)	-	74.47
	Cash and cash equivalents at the end of the year	**117.74**	**510.01**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
Components of cash and cash equivalents (Refer note 12)		
Cash in hand	0.35	0.56
Balances with scheduled banks:		
- in current accounts	108.03	509.45
- in cash credit account	9.36	-
	117.74	**510.01**

Notes:

1 The Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in Ind AS - 7 - 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder.

2 **Reconciliation of liabilities arising from financing activities**

Particulars	As at 31 March 2018	Cash Flow	Non-cash Changes	As at 31 March 2019
Non-current borrowings	3,126.17	4.41	(291.97)	2,838.61
Current borrowings	100.23	190.38	303.16	593.77
Closing balance of secured loans	**3,226.40**	**194.79**	**11.19**	**3,432.38**

See accompanying notes to the standalone financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

Satpal Singh Arora
Partner
(Membership No. :098564)

Place: New Delhi

For and on behalf of the Board of Directors of
Gluhend India Private Limited

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer
Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

1 Company Overview

Gluhend India Private Limited ('the Company') is a Company domiciled in India and was incorporated on 22 December, 2017 under the provisions of the Companies Act ('the Act') applicable in India vide CIN: U74994MH2017FTC303216. Its debt securities are listed on Bombay Stock Exchange (BSE) in India. The Company is having its registered office at Arsiwala Mansion, Nathalal Parikh Marg, Colaba, Mumbai – 400005.

The Company is primarily engaged in the business of manufacturing of electrical wiring accessories and fittings. The Company mainly caters to international markets. During previous period, Sage Metals Private Limited ('SMPL' - erstwhile Subsidiary Company) got merged with the Company with effect from appointed date i.e. 13 March 2018. (Refer note 44)

2 Significant accounting policies

2.1 Basis of preparation and presentation

(a) Statement of compliance

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share based payments, leasing transactions that are within the scope of Ind AS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 Inventories or value in use in Ind AS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

• Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

• Level 3 inputs are unobservable inputs for the assets or liability.

(c) Use of estimates and critical accounting judgements

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements are included in the following notes:

Useful lives of Property, plant and equipment ('PPE')

The Company reviews the estimated useful lives and residual value of PPE at the end of each reporting period. The factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and thereby could have an impact on the profit of the future years.

Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation ('DBO') are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date."

Income taxes

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty.

Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

Deferred income tax assets and liabilities

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if estimates of projected future taxable income or if tax regulations undergo a change.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 16 and 32 for further disclosures.

Impairment of Goodwill

Goodwill with indefinite life are tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit which are benefiting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes. Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

(d) Business combinations

The Company accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in the standalone statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition are recognized at their fair values at the acquisition cost.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve

2.2 Summary of significant accounting policies

(i) Current - non-current classification
All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:
- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

(ii) Foreign currency transactions and translations

Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (Rs.). The standalone financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest millions up to two decimal places, if otherwise stated.

Transactions and Balances

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the Statement of Profit and Loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs.

(iii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

Recognition and initial measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

Classification

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

<u>Investment in subsidiary</u>

A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Investments in subsidiaries are carried at cost less impairment. Cost comprises price paid to acquire the investment and directly attributable cost.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement

Financial assets carried at amortised cost

Financial assets carried at amortised cost are subsequently measured at amortised cost using the effective interest rate method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of Profit and Loss.

Financial assets carried at FVTPL

Financial assets carried at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Impairment of financial assets (other than at fair value)

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Statement of Profit and Loss.

B. Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement

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

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Derecognition

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

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

Offsetting of financial instruments

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

C. Hybrid contracts

A hybrid contract is a financial instrument that contains both a non-derivative host contract and an embedded derivative. The non-derivative host contract is classified as financial liability and initially measured at fair value. Subsequent measurement of the financial liability is done in accordance with Ind AS 109.

The derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

D. Deemed Capital Contribution

Deemed Capital Contribution has been recognised based on the cost of the premium of the financial guarantee given by the Holding Company to the lenders of the Company.

(iv) Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(v) Cash flow statement

Cash flows are reported using indirect method, whereby Profit/(loss) after tax reported under Statement of Profit and loss is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

(vi) Property, plant and equipment

Recognition and measurement

All items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, plant and equipment is derecognised. The carrying amount of any component accounted as a separate component is derecognised, when replaced or when the property, plant and equipment to which the component relates gets derecognised.

Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

Depreciation

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the written down value method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Estimated useful lives of the assets are as follows:

Asset head	Useful life in years
Factory buildings	15-30
Other buildings (other than temporary structure)	60
Plant and machinery	15
Office equipment	10
Furniture and fixtures	10
Computers	3
Vehicles	8

The useful lives have been determined based on internal evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the part C of Schedule II of the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset. The residual values are not more than 5% of the original cost of the asset.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the year.

Capital work-in-progress

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

(vii) Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

(viii) Intangible assets

Recognition and measurement

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Gain or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Subsequent costs

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

Amortisation

The Company's intangible assets are amortised under straight line basis over the following useful lives

Asset head	Useful life in years
Computer Software	6
Favourable lease assets (representing fair value of lease rights in leasehold land)	During the balance lease term (43 years)

Amortisation method and useful lives are reviewed at each reporting date and adjusted prospectively, if appropriate.

(ix) Inventories

Raw Materials and Stores and Spares (including packing material) are valued at the lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average basis.

Work-in-progress and finished goods are valued at the lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on weighted average basis.

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

Stock-in-trade are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

(x) Impairment - non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are accompanied together into the smallest company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(xi) Employee benefits

Short-term employee benefits

Employee benefit such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised as an expense unless another Ind As requires or permit the inclusion of the benefits in the cost of assets in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post-employment benefit plans

Defined contribution plans

The Company pays provident fund contributions to the appropriate government authorities. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due or in the year in which actual services are incurred by employees.

Defined benefit plans

Defined benefit plans of the Company comprise gratuity.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service.

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are 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 "other equity" in the Statement of Changes in Equity and in the Balance Sheet.

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

Compensated absences

Short-term obligations

Accumulated leaves which is expected to be utilised within the next 12 months is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Long-term obligations

The liabilities for earned leave and sick 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. They are therefore measured as 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. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

(xii) Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and contingent assets

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

(xiii) Revenue recognition

Effective April 1, 2018 the Company adopted Ind AS 115 'Revenue from contracts with Customers'. The revenue is recognised once the entity satisfied that the performance obligation & control are transferred to the customers. The Company adopted Ind AS 115 using the cumulative catch-up transition method which is applied to contracts that were not completed as of April 1, 2018. The effect of adoption of Ind AS 115 did not have any material impact on the standalone financial statements of the Company.

Sale of products

The Company derives revenue from Sale of Goods and revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods. To recognise revenues, the Company apply the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognise revenues when a performance obligation is satisfied.

The Company accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis over the period of the contract. The Company estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which we may be entitled.

Revenues are shown net of allowances/ returns, goods and services tax and applicable discounts and allowances.

Sale of services

Revenue from rendering of services is recognised on accrual basis in accordance with the terms of the relevant contracts.

Interest income

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method on a time proportionate basis.

Export benefits

Export entitlements are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(xiv) Expenditure

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

(xv) Income tax

Income tax expense comprises of current tax and deferred tax. It 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.

Current tax

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

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

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that is probable that future taxable profits will be available against which they can be used. Deferred tax assets unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Significant management judgement is required to determine the probability of deferred tax asset.

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

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

Minimum Alternative Tax (‘MAT’) credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

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

(xvi) Earnings per share

The Company presents basic and diluted earnings per share (EPS) for its equity shares.

Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS is determined by adjusting profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for employee share options and bonus shares, if any, as appropriate.

(xvii) Segment reporting

The Company determines reportable segment based on information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of segmental performance. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. The accounting principles used in the preparation of the standalone financial statements are consistently applied to record revenue and expenditure in individual segments.

(xviii) Borrowings

Borrowings are initially recognised at fair value, 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 Statement of Profit and Loss over the period of the borrowings.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the standalone financial statements for issue, not to demand payment as a consequence of the breach.

(xix) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(xx) Leases

The Company as lessee:

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

(xxi) New standards/amendments that are not yet effective and have not been early adopted:

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 has notified the following new and amendments to Ind ASs which the Company has not early adopted.

a. Ind AS 116, Leases:

On March 30, 2019, MCA has notified Ind AS 116, Leases which will replace the existing leases standard, Ind AS 17 Leases, and related interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosures of leases for both lessors and lessees. It introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. The standard also contains enhanced disclosure requirements for leases. It substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual reporting periods beginning on or after April 1, 2019.The Company proposes to use modified retrospective approach for transitioning to Ind AS 116 and take the cumulative adjustment to retained earnings, on the date of initial application, i.e., April 1, 2019. Accordingly, the comparatives of the year ended 31 March 2019 will not be restated. On transition, the Company will be using certain practical expedients that are available.

Currently, the operating lease expenses are charged to the Statement of Profit and Loss.

The Company does not forsee any material impact on the profit and loss.

b. Ind AS 12, Income Taxes:

On March 30, 2019, MCA issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2019. The Company is in the process of evaluating the impact of this on its financial statements.

On March 30, 2019, MCA has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while determining the taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The Company proposes to adjust the cumulative effect of application of Appendix C in equity on the date of initial application i.e., April 1, 2019 without adjusting comparatives.

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2019. The Company does not expect this amendment to have any impact on its standalone financial statements.

c. Ind AS 19, Employee Benefits

On March 30, 2019, MCA has issued amendments to Ind AS 19, Employee Benefits, in connection with accounting for plan amendments, curtailments and settlements.

This amendment requires an entity to:

(i) use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

(ii) recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not expect this amendment to have any impact on its standalone financial statements.

d. Ind AS 109 Prepayment Features with Negative Compensation :

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its standalone financial statements.

e. Ind AS 23 Borrowing Costs :

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect this amendment to have any impact on its standalone financial statements.

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its standalone financial statements.

f. Ind AS 103 Business Combinations and Ind AS 111 Joint Arrangements :

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company does not expect this amendment to have any impact on its standalone financial statements.

(All amounts are in Rs. Millions, unless otherwise stated)

3 Property, plant and equipment

	As at 31 March 2019	As at 31 March 2018
Carrying value of :		
a) Freehold land	416.51	408.71
b) Buildings	260.22	238.85
c) Plant and machinery	240.78	262.28
d) Computers	2.09	2.33
e) Furniture and fixtures	2.91	1.98
f) Vehicles	10.90	7.83
	933.41	**921.98**
Capital work-in-progress	94.79	84.62
	1,028.20	**1,006.60**

	Freehold land	Buildings	Plant and machinery	Computers	Furniture and fixtures	Vehicles	Total
Gross Block							
Acquisition through business combination (Refer note 44)	408.71	240.71	262.30	2.40	2.01	8.00	924.13
Additions	-	-	2.87	-	-	-	2.87
Disposals	-	-	-	-	-	-	-
Balance at 31 March 2018	**408.71**	**240.71**	**265.17**	**2.40**	**2.01**	**8.00**	**927.00**
Additions	7.80	60.36	90.48	1.89	1.59	6.83	168.95
Disposals	-	-	6.69	0.64	-	0.84	8.17
Balance at 31 March 2019	**416.51**	**301.07**	**348.96**	**3.65**	**3.60**	**13.99**	**1,087.78**
Accumulated depreciation							
Depreciation expenses	-	1.86	2.89	0.07	0.03	0.17	5.02
Elimination on disposals of assets	-	-	-	-	-	-	-
Balance at 31 March 2018	**-**	**1.86**	**2.89**	**0.07**	**0.03**	**0.17**	**5.02**
Depreciation expenses	-	38.99	105.29	1.49	0.66	2.92	149.35
Elimination on disposals of assets	-	-	-	-	-	-	-
Balance at 31 March 2019	**-**	**40.85**	**108.18**	**1.56**	**0.69**	**3.09**	**154.37**
Carrying amount (net block)							
Balance at 31 March 2018	**408.71**	**238.85**	**262.28**	**2.33**	**1.98**	**7.83**	**921.98**
Balance at 31 March 2019	**416.51**	**260.22**	**240.78**	**2.09**	**2.91**	**10.90**	**933.41**

Note : Property, plant & equipment as detailed above have been pledged as security against borrowings. Refer note 17 for borrowings against which these assets are pledged.

(All amounts are in Rs. Millions, unless otherwise stated)

3A Goodwill

Particulars	Amount
Pursuant to the business combination (Refer note 44)	2,177.72
Goodwill as at 31 March 2018	**2,177.72**
Additions	-
Impairment loss	-
Goodwill as at 31 March 2019	**2,177.72**

The Company has only one Cash Generating Unit ("CGU") considering the interdependency between the operating locations, management review system etc. and accordingly the above Goodwill has been allocated to the Company.

Impairment assessment of goodwill as at 31 March 2019:

The Company have performed annual impairment assessment of the goodwill by determining the "value in use" of the CGU as an aggregate of present value of cash flow projections covering a five year period and the terminal value. Determination of value in use involves significant estimates and assumptions that affect the reporting CGU's expected future cash flows. These estimates and assumptions, primarily include, but are not limited to, the revenue growth and profitability during the forecast period, the discount rate and the terminal growth rate.

Based on the forward looking estimates, the cash flows are discounted using a post tax discount rate of 12.30%. The terminal value of cash generating unit is arrived at by extrapolating cash flows of latest forecasted year to perpetuity using a constant long term growth rate of 4% p.a. which is consistent with the industry forecasts for the generic bearing market. During the year ended 31 March 2019, the testing did not result in any impairment in the carrying amount of goodwill.

The management believe that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit. Based on impairment testing as above, the management believes that the recoverable amounts of goodwill are higher than their respective carrying amounts and hence no amounts are required to be recorded for impairment in the carrying amounts of goodwill.

4 Other intangible assets

	As at 31 March 2019	As at 31 March 2018
Carrying value of :		
a) Computer Software	2.71	1.89
b) Favourable lease asset	442.32	452.95
	445.03	**454.84**

	Computer Software	Favourable lease assets	Total
Gross Block			
Acquisition through business combination (Refer note 44)	1.95	453.50	455.45
Additions	-	-	-
Disposals	-	-	-
Balance at 31 March 2018	**1.95**	**453.50**	**455.45**
Additions	1.90	-	1.90
Disposals	-	-	-
Balance at 31 March 2019	**3.85**	**453.50**	**457.35**
Accumulated amortisation			
Amortisation expenses	0.06	0.55	0.61
Elimination on disposals of assets	-	-	-
Balance at 31 March 2018	**5.15**	**0.55**	**5.70**
Amortisation expenses	1.08	10.63	11.71
Elimination on disposals of assets	-	-	-
Balance at 31 March 2019	**6.23**	**11.18**	**17.41**
Carrying value (net block)			
Balance at 31 March 2018	**1.89**	**452.95**	**454.84**
Balance at 31 March 2019	**2.71**	**442.32**	**445.03**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
5 Investments		
Non-current		
Unquoted investments in equity shares (all fully paid) of wholly owned Subsidiary Company (Refer note 44)		
24,594 (As at 31 March 2018: 5000) equity shares of $ 1 each fully paid up in Sage International Inc.	647.65	44.89
Total	**647.65**	**44.89**
Current		
Investment in mutual funds (unquoted)		
(Carried at FVTPL)		
(a) Union Capital Protection Oriented Fund - Growth - Face value Rs. 10 per unit 450,000 units (As at 31 March 2018 : 100,000 units)	1.08	1.02
(b) Union Equity Savings Fund - Growth - Face value Rs. 10 per unit 199,990 units (As at 31 March 2018 : Nil)	2.08	-
(c) Union Corporate Bond Fund - Growth - Face value Rs. 10 per unit 150,000 units (As at 31 March 2018 : Nil)	1.60	-
Total	**4.76**	**1.02**
6 Loans (Carried at amortised cost)		
Non-current		
Loans to employees - Unsecured, considered good	1.52	0.94
Total	**1.52**	**0.94**
Current		
Loans to employees - Unsecured, considered good	2.03	2.60
Total	**2.03**	**2.60**
7 Other financial assets (Unsecured, considered good)		
Non-current		
(a) Security deposits	15.81	12.80
(b) Deposits with bank with more than 12 months remaining maturity*	0.94	4.19
(c) Interest accrued on bank deposits	0.24	0.52
Total	**16.99**	**17.51**
* Under lien as margin money against guarantees with banks of Rs. 0.22 (As at 31 March 2018: Rs. Nil)		
Current		
(a) Security deposits	-	0.26
(b) Interest accrued on bank deposits	0.12	2.50
(c) Other receivables	4.08	-
Total	**4.20**	**2.76**
8 Non current tax assets (net)		
Advance tax including TDS recoverable (net of provision for tax)	299.29	7.24
Total	**299.29**	**7.24**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
9 Other assets (Unsecured, considered good, unless otherwise stated)		
Non-current		
Capital advances	22.39	14.74
Total	**22.39**	**14.74**
Current		
(a) Prepaid expenses	34.85	10.57
(b) Balances with government authorities	335.55	191.89
Less: Provision for doubtful balances	(2.71)	-
	332.84	191.89
(c) Advances to suppliers	15.11	36.80
(d) Export benefit receivable	75.07	52.40
(e) Unbilled revenue	1.28	-
(f) Other advances	3.03	2.88
Total	**462.18**	**294.54**
10 Inventories (Lower of cost or net realisable value)		
(a) Raw materials (Refer note (i) below)	346.78	252.14
(b) Work-in-progress	329.06	248.44
(c) Finished goods	541.29	212.12
(d) Stores and spares	56.87	56.71
Total	**1,274.00**	**769.41**
Notes:		
(i) Including stock in transit	24.17	11.01
(ii) Cost of inventories recognised as expense during the year / period	1,874.31	(2.74)
11 Trade receivables (unsecured)		
(a) Considered good		
- Receivables from subsidiary company	341.16	523.86
- Others	393.48	299.56
	734.64	**823.42**
(b) Considered doubtful	4.33	4.33
Less: Allowance for doubtful debts (expected credit loss allowance)	(4.33)	(4.33)
	-	-
Total	**734.64**	**823.42**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018

Notes:

a) The average credit period on sale of goods is 0-60 days. No interest is charged on any overdue trade receivables.

b) In determining allowance for credit losses of trade receivables, the Group has used the practical expedient by computing the expected credit loss allowance based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on ageing of the receivables and rates used in the provision matrix.

Age of receivables

Within credit period	563.97	657.01
1 - 90 days past due	129.76	155.21
90 - 180 days past due	4.93	0.29
More than 180 days past due	40.32	15.24
	738.97	**827.75**

c) **Movement in the expected credit loss allowance**

Balance at the beginning of the year	(4.33)	-
Movement in expected credit loss allowance	-	(4.33)
Balance at the end of the year	**(4.33)**	**(4.33)**

d) Of the trade receivables balance as at the year end, the Company's largest customers who represents more than 10% of the total balance of trade receivables are as follows (Refer note 31(c)(vi) and note 33)

Trade receivables		
Customer A	341.16	303.89
Customer B	96.67	150.07
Customer C	75.73	94.39
Customer D	91.16	85.03
	604.72	**633.38**

e) **Contract balances**

Trade receivables	734.64	823.42
Contract assets (Unbilled revenue)(Refer note 9)	1.28	-
Contract liabilities (Advance from customers)(Refer note 19)	0.46	1.58

12 Cash and cash equivalents

(a) Cash on hand	0.35	0.56
(b) Balances with banks		
- in current accounts	108.03	509.45
- in cash credit account*	9.36	-
Total	**117.74**	**510.01**

* Refer note 17 for security given against cash credit account.

13 Bank balances other than cash and cash equivalents

(a) In deposit accounts		
- original maturity more than 3 months	1.02	64.16
(b) In earmarked accounts		
- Balances held as margin money against guarantees	8.80	-
Total	**9.82**	**64.16**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
14 Equity share capital		
Authorised shares capital:		
32,123,038 (As at 31 March 2018: 35,440,000) equity shares of Rs. 10 each with voting rights(Refer note D below)	321.23	354.40
Add : Increase in Authorised Share Capital pursuant to Scheme of Amalgamation by 2,250,000 Equity shares of Rs. 10 each of Sage Metals Private Limited (Refer note 44)	22.50	22.50
	343.73	**376.90**
Issued and subscribed capital comprises:		
32,123,038 (As at 31 March 2018: 32,123,038) equity shares of Rs. 10 each	321.23	321.23
	321.23	**321.23**

A Reconciliation of number of equity shares outstanding at the beginning and end of the reporting period :

	Number of shares	Share capital
As at 22 December, 2017	-	-
Add: Issue of shares	32,123,038	321.23
Balance as at 31 March 2018	**32,123,038**	**321.23**
Add: Issue of shares	-	-
Balance as at 31 March 2019	**32,123,038**	**321.23**

B Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held and dividend as and when declared by the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholder's approval. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

C Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% holding	Number of shares	% holding
Fully paid equity shares				
Delos Sage Holdco Cooperatief U.A., the Holding Company (including 1 share held by nominee)	32,123,038	100%	32,123,038	100%

D The board of directors of the Company in its meeting held on 27 November 2018 approved the increase and reclass in the authorised equity and preference share capital of the Company to Rs. 2,677.00. The increase and reclass in authorised share capital was approved by the shareholders in the Extraordinary General Meeting of the Company held on 28 November 2018. Pursuant to the change, equity share capital was reduced and reclass to preference share capital. The revised authorised equity and preference share capital of the Company is as under:

(a) 3,21,23,038 equity shares of Rs. 10 each

(b) 22,97,47,584 Class A compulsorily convertible preference shares of Rs. 10 each (Refer note 16)

(c) 9,87,910 Class B compulsorily convertible preference shares of Rs. 10 each (Refer note 16)

(d) 48,41,469 Class C compulsorily convertible preference shares of Rs. 10 each (Refer note 16)

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
15 Other equity		
Retained earnings	(602.00)	(371.34)
Deemed capital contribution	34.76	1.75
Total	**(567.24)**	**(369.59)**
(i) Retained earnings		
Balance at the beginning of the year	(371.34)	-
Add: Loss for the year/period	(222.51)	(370.85)
Add: Other comprehensive loss for the year/period	(8.15)	(0.49)
Balance at the end of the year	**(602.00)**	**(371.34)**
(ii) Deemed capital contribution (Refer note below)		
Balance at the beginning of the year	1.75	-
Add: Expense recognised during the year/period	33.01	1.75
Balance at the end of the year	**34.76**	**1.75**

Notes:

(a) Retained earnings

Retained earnings represent the undistributed profits of the Company.

(b) Deemed capital contribution

Delos Sage Holdco Cooperatief U.A (Holding Company) has given a financial guarantee for the Non-convertible Debentures issued by the Company. Deemed Contribution of Rs 34.76 (As at 31 March 2018 : 1.75) represents the cost of the premium of the financial guarantee received by the Company.

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
16 Compulsorily convertible preference shares (CCPS)		
Authorised share capital (Refer note 14D)		
229,747,584 (As at 31 March 2018: 153,180,000) 0.0001% Class A CCPS of Rs. 10 each	2,297.48	1,531.80
987,910 (As at 31 March 2018: 680,000) 0.0001% Class B CCPS of Rs. 10 each	9.88	6.80
4,841,469 (As at 31 March 2018: 3,400,000) 0.00011% Class C CCPS of Rs. 10 each	48.41	34.00
	2,355.77	**1,572.60**
Issued and subscribed capital		
192,196,934 (As at 31 March 2018: 147,719,975) 0.0001% Class A CCPS of Rs. 10 each fully paid up	1,921.97	1,477.20
845,547 (As at 31 March 2018: 677,644) 0.0001% Class B CCPS of Rs. 10 each fully paid up	8.46	6.78
4,146,147 (As at 31 March 2018: 3,323,681) 0.00011% Class C CCPS of Rs. 10 each fully paid up	41.46	33.24
	1,971.89	**1,517.22**
Add:		
Securities premium on issue of CCPS (Refer note C below)	32.28	-
Loss on fair valuation of derivative component of CCPS recognised in statement of profit and loss (Refer note E(ii) below)	195.00	-
	2,199.17	**1,517.22**

A Reconciliation of number of CCPS outstanding at the beginning and end of the reporting period :

	Number of shares	Amount
<u>0.0001% Class A CCPS</u>		
As at 22 December, 2017	-	-
Add: Issue of CCPS	147,719,975	1,477.20
Balance as at 31 March 2018	**147,719,975**	**1,477.20**
Add: Issue of CCPS	44,476,959	444.77
Balance as at 31 March 2019	**192,196,934**	**1,921.97**
<u>0.0001% Class B CCPS</u>		
As at 22 December, 2017	-	-
Add: Issue of CCPS	677,644	6.78
Balance as at 31 March 2018	**677,644**	**6.78**
Add: Issue of CCPS	167,903	1.68
Balance as at 31 March 2019	**845,547**	**8.46**
<u>0.00011% Class C CCPS</u>		
As at 22 December, 2017	-	-
Add: Issue of CCPS	3,323,681	33.24
Balance as at 31 March 2018	**3,323,681**	**33.24**
Add: Issue of CCPS	822,466	8.22
Balance as at 31 March 2019	**4,146,147**	**41.46**

B Details of shareholders holding more than 5% of CCPS in the Company

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% holding	Number of shares	% holding
0.0001% Class A CCPS				
- Delos Sage Holdco Cooperatief U A, the Holding Company	192,196,934	100%	147,719,975	100%
0.0001% Class B CCPS				
- AR2LLC	845,547	100%	677,644	100%
0.00011% Class C CCPS				
- Fortress Metals LLC	4,146,147	100%	3,323,681	100%

C During the year ended 31 March 2019, the Company has issued 44,476,959, 167,903 and 822,466 Class A CCPS, Class B CCPS and Class C CCPS respectively at a premium of Rs. 0.71 per CCPS.

D D1 - Terms of Conversion

The Company entered into a 'Framework Agreement' with Delos Sage Holdco Cooperatief U A, AR2 LLC, Fortress Metals LLC and R Krishnan on 11 March 2018 which govern the rights and obligations, and matters incidental to and connected with the issuance of Compulsorily Convertible Preference Shares.

Terms	Class A	Class B	Class C
(i) Term	Unless converted in accordance with the Conversion clause (iii) below, the term shall not exceed 15 years from the date of issuance thereof.		
(ii) Dividend	Non-cumulative 0.0001% p. a.	Non-cumulative 0.0001% p. a.	Non-cumulative 0.00011% p. a.
(iii) Conversion	The Class A CCPS shall be converted into equity shares at the time of Liquidity Event. Additionally, the Class A CCPS may be convertible into equity shares, at the option of the Board of the Company or at the option of the holder thereof, at any time prior to a Liquidity Event.	The Class B CCPS shall be converted into equity shares at the time of Liquidity Event.	The Class C CCPS shall be converted into equity shares at the time of Liquidity Event.
(iv) No. of equity shares issuable upon conversion	CCPS shall be convertible into the number of equity shares obtained by dividing (x) the Subscription Price of CCPS plus all unpaid dividend as of the conversion date, by (y) the then prevailing Conversion Price of CCPS.		
(v) Coversion price	"Conversion Price" means the price at which CCPS are converted into equity shares as determined by the Board based on the then prevailing fair value of equity shares, which shall not be lower than Rs. 10.		
(vi) Automatic conversion	Any CCPS that has not been converted into Equity Shares in accordance with above shall, if required under Applicable Law, compulsorily convert into Equity Shares on the 15th (fifteenth) anniversary of the date of issuance thereof		

The key definitions and interpretations of the 'Framework Agreement' are as under:

a. 'GIPL Equity Securities' means equity shares, Class A CCPS, Class B CCPS and Class C CCPS.
b. 'Liquidity Event' means (a) an IPO, (b) Third Party Sale, (c) a Liquidation Event, or (d) any Other Liquidity Event.
c. 'Distributable Amounts' means the cash that is distributable to the Shareholders pursuant to any Liquidity Event

D2 - Distribution of Distributable Amounts post conversion to the holders of GIPL Equity Securities shall be as under

In case of a Liquidity Event that is not an IPO or a Liquidation Event, Distributable Amounts shall be distributed in the following manner:

Step 1: To the holders of Redeembale Optionally Convertible Preference Shares (ROCPS), payment of any Agreed Return to the extent not already paid prior to such Liquidity Event.

Step 2: To the holders of ROCPS, payment of the redemption or repurchase amount represented by the aggregate face value of the outstanding ROCPS, to the extent not already paid prior to such Liquidity Event.

Step 3: To the holders of all the GIPL Equity Securities, the Remaining Distributable Amounts to the holders of all the GIPL Equity Securities on a Pro Rata Basis up to the following amounts:

- If the Liquidity Event occurs prior to the fifth Anniversary of the Closing Date, then an amount at least equal to the respective Investment Amount, or

- If the Liquidity Event occurs on or after the fifth Anniversary of the Closing Date, then the respective Investment Amount along with a minimum IRR of 15%.

(For the purposed of step 3 above, 'Remaining Distributable Amounts' means an amount equal to (a) the Distributable Amounts minus (b) the amounts, if any, paid to the holders of ROCPS).

Step 4: To holders of Class A CCPS, any taxes payable by holders of Class A CCPS pursuant to the Transfer of Class A CCPS on the difference between (a) the DSHC Investment Amount, and (y) the DSHC Investment Amount, as reduced to the extent of the Intermediate Payment Amount.

(All amounts are in Rs. Millions, unless otherwise stated)

Step 5: If the Distributable Profits is sufficient to provide the respective Relevant Preferred Return to the holders of GIPL Equity Securities pursuant to the following distribution, then such Distributable Profits shall be distributed to the holders of GIPL Equity Securities in the following manner:

Liquidity Event ->		**Before 5th Anniversary of Closing Date**	**After 5th Anniversary of Closing Date**
Class B CCPS	**Remaing GIPL Equity Securities holders**	**Relevant preferred return**	**Relevant preferred return**
10%	**90%**	2 times of Invested Amount	Invested amount plus IRR of 20%
15%	**85%**	2.5 times of Invested Amount	Invested amount plus IRR of 20%
20%	**80%**	3 times of Invested Amount	Invested amount plus IRR of 25%
25%	**75%**	4 times of Invested Amount	Invested amount plus IRR of 32%

For the purposes of Step 5 above, 'Distributable Profits' means an amount equal to (a) the Remaining Distributable Amounts minus (b) the amounts paid to the holders of GIPL Equity Securities.

After conversion of CCPS into equity shares, as agreed between the share-holders, the resulting equity shares allocated to the CCPS holders will have differential rights and will be entitled to "Distributable Amounts" as specified in D2 above. This will be notwithstanding the number of ordinary shares allocated to them.

E Carrying amount of financial liability and fair value of derivative component are set out below:

i. The Compulsory conversion of preference shares into equity shares of the Company as at conversion date has been treated as a financial liability and carried at amortised cost, as ther conversion will be in variable number of equity shares.

ii. As per the 'Distribution of Distributable Amounts post conversion to the holders of GIPL Equity Securities' (Refer note D2 above), the distributable amounts at the time of liquidity event (post conversion to equity shares) to the CCPS holders will be different from the normal equity distribution. Accordingly, the value allocated to CCPS over and above their normal equity distribution is considered as the embedded derivative component in the hybrid financial instrument. The embedded derivative has been fair valued using Monte-Carlo simulation model based on a Geometric Brownian Motion function. As enumerated below, for the year ended 31 March 2019, the fair value of derivative component using Monte-Carlo simulation model is Rs. 195.00 (As at 31 March 2018: Rs. Nil). The loss on arising of fair valuation of derivative component has been charged to statement of profit and loss account.

CCPS Categories	**Class A**	**Class B**	**Class C**	**Total**
Value conclusion for entire CCPS	1,954.55	202.58	42.04	**2,199.17**
Less : Liability value (at amortised cost)	1,953.55	8.58	42.04	**2,004.17**
Value conclusion (Derivative component) as at 31 March 2019	**1.00**	**194.00**	**-**	**195.00**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
17 Borrowings (at amortised cost)		
Non-current		
(a) 6,350, 12.90% Secured, Non-convertible Debentures of Rs. 500,000 each [As at 31 March 2018 : 6,350 Non-convertible Debentures of Rs. 500,000 each] (Refer note A below)	2,834.20	3,126.17
(b) Other loans - Vehicle loan	4.41	-
(Secured by hypothecation of vehicles and payable in 60 equal monthly installments. Applicable rate of interest is 8.51% to 9.50% per annum)		
Total	**2,838.61**	**3,126.17**
Current		
Loans repayable on demand (Refer note B below)		
- From banks	290.61	100.23
Total	**290.61**	**100.23**
Notes:		
A Non-convertible Debenture		
6,350, 12.90% Non-convertible Debentures of Rs. 500,000 each	3,175.00	3,175.00
Transaction cost - Opening balance	(48.83)	(49.46)
Add: Transaction cost amortised during the year	11.19	0.63
Closing liability	**3,137.36**	**3,126.17**
Less:		
Current maturities of long term borrowings (Debentures) (Refer note A(iv) below and 21)	(317.50)	-
Transaction cost classified as current	14.34	-
	(303.16)	-
Total	**2,834.20**	**3,126.17**

Terms of Debentures

(i) Debentures were secured by first ranking exclusive fixed charge on:

(a) all its present and future rights, title, interest and benefit in all and singular movable assets, including movable plant and machinery, spares, tools and accessories, furniture, fixtures, vehicles, other fixed assets, movable fixed assets and all other movable assets of the Company whether installed or not and whether affixed to the earth or not and whether lying loose in cases or which are lying or are stored in or to be stored in or to be brought upon any warehouses, stockyards and godowns of the Company or any of the Company's agents, Affiliates, associates or representatives or at various work sites or at any place or places, wherever else situated or wherever else the same may be, whether now belonging to or that may at any time during the continuance of this Deed, belonging to the Company and/or that may at present or hereafter be held by any party anywhere to the order and disposition of the Company, or in the course of transit or delivery, and all replacements thereof and additions thereof, whether by way of substitution, replacement, conversion, realisation or otherwise, howsoever, together with all benefits, rights and incidentals attached thereto which are now or shall at any time hereafter be owned by the Company and all estate, right, title, interest, property, claims and demands, whatsoever, of the 'Company unto and upon the same;

(b) all intangible, tangible and current assets of the Company, both present and future, together with all rights, titles, interests, benefits, claims, demands and incidentals in them and attached thereto of the Company;

(c) all present and future rights, title, interest, benefits, claims and demands whatsoever of the Company in, to and under, the Share Purchase Agreement to the fullest extent permitted under Applicable Law and the terms of the Share Purchase Agreement;

(d) all its present and future rights, titles, interests, benefits, claims, demands in the Account Assets; and

(e) all rights, title, interest, benefits, claims and demands whatsoever of the Company, whether presently in existence or acquired hereafter, in, to, under and/or in respect of the Company Receivables, the profits of the Company, whether or not deposited in any Company Account (as maybe relevant), the book debts of the Company, the operating cash flows of the Company and all other commissions and revenues and cash of the Company, both present and future,

excluding, in each case, the Escrow Account and any amount standing to the credit of the Escrow Account.

(All amounts are in Rs. Millions, unless otherwise stated)

(ii) The Debentures are also guaranteed by the Holding Company (Delos Sage Holdco Cooperatief U.A.).

(iii) The debentures issued carried an interest rate of 12.90%. Further, all payments to be made by the Company to the secured parties under the debenture document shall be made free and clear of and without any tax deduction. Out of 12.90%, 8.00% shall be payable on a quarterly basis to the lenders and the balance interest will be deferred and added back to principal amount on quarterly basis.

(iv) The debentures shall be partly redeemed (10% of face value amounting to Rs. 317.50) on 12 September 2019 along with proportionate deferred interest amount. The balance principal amount along with deferred interest shall be redeemed on 30 June 2021.

(v) Debenture Redemption Reserve has not been created by the Company as the Company does not have any profits during the current/previous period.

(vi) Compliance with Debt Covenants

As per the Debenture Trust Deed, The Company and Delos Sage Holdco Cooperatief U.A. (the “Parent”) are required to ensure the following financial covenants:

(a) the Ratio of Consolidated Net Debt to EBITDA of the Company as on 31 March 2019 shall not be greater than the ratio 4.25:1.

(b) The aggregate Capital Expenditure of the Company along with its subsidiary in respect of financial year ended 31 March 2019 shall not exceed Rs. 160.00.

The Company for the purposes of computation of Consolidated Net Debt to EBITDA ratio, have considered certain expenses as “Exceptional items and other non-operating items” which are within the purview of definition of such items as per the Debenture Trust Deed for the purpose of computation of ratio.

The actual consolidated capital expenditure for the financial year ended 31 March 2019 exceeded the amount as mentioned under clause (vi)(b) above.

The lenders have affirmed to the Company on the manner in which the consolidated Net Debt to EBITDA ratio has been computed. Further, the lenders have waived off the breach of 'financial covenants' with respect to excess capital expenditure. Consequently 'Event of Default' as mentioned in Debenture Trust Deed do not get triggered and the debenture facility will not be recalled.

B Loans repayable on demand

As at 31 March 2019

Particulars	Borrowings-current	Security	Terms of repayment/redemption	Rate of interest/ effective interest rate (per annum)
Credit facilities from bank	290.61	First charge on the current assets of the Company present and future and second charge on fixed assets of the Company present and future.	Repayable on demand	6.10%

As at 31 March 2018

Particulars	Borrowings-current	Security	Terms of repayment/redemption	Rate of interest/ effective interest rate (per annum)
Credit facilities from bank	100.23	First charge on the current assets of the Company present and future and second charge on fixed assets of the Company present and future.	Repayable on demand	6.10%

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
18 Provisions		
Non-current		
(a) Compensated absences	10.33	9.60
(b) Gratuity (Refer note 34)	61.56	62.67
Total	**71.89**	**72.27**
Current		
(a) Compensated absences	5.00	4.20
(b) Gratuity (Refer note 34)	30.20	13.01
Total	**35.20**	**17.21**
19 Other liabilities		
Non-current		
Statutory dues payable	8.96	0.49
Total	**8.96**	**0.49**
Current		
(a) Advances from customers	0.46	1.58
(b) Statutory dues payables	21.08	68.79
Total	**21.54**	**70.37**
20 Trade payables		
(a) Outstanding dues to Micro enterprises and small enterprises (Refer note 37)	138.95	30.50
(b) Outstanding dues of creditors other than micro enterprises and small enterprises	540.29	305.00
Total	**679.24**	**335.50**
21 Other financial liabilities		
Non-current		
Interest accrued but not due on borrowings (Refer note 17A)	155.21	8.52
Total	**155.21**	**8.52**
Current		
(a) Current maturities of long term borrowings (Debentures) (Refer note 17A)	303.16	-
(b) Capital creditors	28.24	5.04
(c) Interest accrued but not due	78.03	16.27
(d) Consideration payable towards business acquisition (Refer note 44A)	-	247.50
(e) Consideration payable to SMPL's shareholder arising out of business combination (Refer note 44B)	535.15	500.53
(f) Security deposits	3.07	3.38
(g) Interest accrued on trade payables (Refer Note 37)	1.37	-
Total	**949.02**	**772.72**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
22 Revenue from operations		
(a) Sale of products		
Sale of goods	3,442.72	47.43
(b) Sale of services		
Development charges	18.78	-
(c) Other operating revenue		
Scrap sales	98.89	7.31
Export incentives	159.69	2.46
Total	**3,720.08**	**57.20**

(i) Disaggregate revenue information

The Company disaggregated the revenue based on geographical locations and it is disclosed under note 33 "Segment Reporting". Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts that have original expected duration of one year or less.

(ii) Trade receivables and Contract Balances

The Company classifies the right to consideration in exchange for deliverables as a trade receivable. A receivable is a right to consideration that is unconditional upon passage of time. Revenue are recognised at a point in time when the Company transfers control over the product to the customer.

Trade receivable are presented net of impairment in the Balance Sheet.

(iii) Reconciliation of revenue recognised with contract price for sale of goods :

Contract price	3,443.58	47.71
Adjustments for:		
Discounts	(0.86)	(0.28)
Revenue from sale of goods	**3,442.72**	**47.43**

23 Other income		
(a) Interest income from financial assets measured at amortised cost		
- on bank deposits	6.94	0.69
- on security Deposit	0.39	-
- on loan to employees	0.07	-
(b) Net gain on foreign currency transactions and translation	90.37	2.35
(c) Gain on fair valuation of investment in mutual funds	0.24	0.02
(d) Miscellaneous income	1.78	-
Total	**99.79**	**3.06**

24 Cost of materials consumed		
(a) Inventory at the beginning of the year/ period	241.13	-
(b) Add : Purchases during the year/period*	1,996.99	107.75
(c) Add : Stock of raw material acquired through business combination (Refer note 44)	-	199.43
	2,238.12	**307.18**
(d) Less : Inventory at the end of the year/ period	322.61	241.13
Total	**1,915.51**	**66.05**
* including job work charges	46.60	10.18

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
25 Changes in inventory of finished goods and work-in-progress		
Inventory at beginning of the year		
(a) Finished Goods	212.12	-
(b) Work-in-progress	248.44	-
	460.56	**-**
Add : Stock of finished goods and work in Progress acquired through business combination (Refer note 44).	-	370.35
	460.56	**370.35**
Inventories at the end of the year		
(a) Finished goods	541.29	212.12
(b) Work-in-progress	329.06	248.44
	870.35	**460.56**
Net (increase) / decrease	**(409.79)**	**(90.21)**
26 Employee benefits expense		
(a) Salaries, wages and bonus	590.79	21.25
(b) Contribution to provident fund	21.53	2.16
(c) Gratuity expense (Refer note 34)	12.60	1.06
(d) Staff welfare expenses	11.79	0.94
Total	**636.71**	**25.41**
27 Finance Costs		
(a) Interest expense:		
- Borrowings	457.25	24.72
- Consideration payable to SMPL's shareholder arising out of business combination (Refer note 44B)	45.21	2.35
- Corporate guarantee premium expenses	33.01	1.75
- Others	5.50	-
(b) Other borrowing costs	6.44	0.86
Total	**547.41**	**29.68**
28 Depreciation and amortisation expense		
(a) Depreciation on property, plant and equipment (Refer note 3)	149.35	5.02
(b) Amortisation of other intangible assets (Refer note 4)	11.71	0.61
Total	**161.06**	**5.63**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
29 Other expenses		
(a) Consumption of stores and spares	106.18	4.94
(b) Consumption of packing materials	93.96	6.37
(c) Power and fuel	168.45	10.11
(d) Rent (Refer note 42)	6.50	-
(e) Repairs and maintenance :		
- Building	10.70	0.41
- Plant and machinery	47.38	0.30
- Others	29.68	0.92
(f) Rates and taxes	16.97	96.69
(g) Travelling and conveyance	3.67	7.37
(h) Legal and professional fees (Refer note (i) below)	163.49	235.13
(i) Insurance	12.06	0.17
(j) Freight	278.84	5.30
(k) Provision for doubtful balances with government authorities	2.71	-
(l) Loss on sale/disposal of property, plant and equipment	4.34	-
(m) CSR expenditure (Refer note (ii) below)	0.15	-
(n) Loss on fair value of derivative instruments (Refer note 16)	195.00	-
(o) Miscellaneous expenses	33.63	10.06
Total	**1,173.71**	**377.77**

(i) Payment to statutory auditors (excluding indirect taxes) are as follows:

Audit fees	6.00	0.47
Total	**6.00**	**0.47**

(ii) Sage Metals Private Limited (SMPL) got merged with Gluhend India Private Limited vide NCLT Order dated 20 June 2019 with the appointed and effective date of 13 March 2018 (Refer note 44). The Corporate Social Responsibility (CSR) provisions under Section 135 of the Companies Act, 2013, were applicable on SMPL. SMPL had an unspent CSR liability of Rs. 35.47 upto 31 March 2018. Subsequent to merger, the unspent CSR liability of SMPL has been assumed by the Company.

The Company has during the year spent an amount of Rs. 0.15 on CSR activities and the unspent CSR liability as on 31 March 2019 is Rs. 35.32.

Expenditure on CSR

a. Gross amount required to be spent by the Company during the year ended 31 March 2019 is Rs. Nil (Previous period Rs. Nil)

b. Amount spent during the year ended 31 March 2019

Particulars	Paid (A)	Yet to be paid (B)	Total (A+B)
(i) Construction/acquisition of any asset	-	-	-
	(-)	(-)	(-)
(ii) On purposes other than (i) above	0.15	-	0.15
	(-)	(-)	(-)
	0.15	**-**	**0.15**
	(-)	**(-)**	**(-)**

*Figures in bracket relates to previous period

c. Details of related party transactions:
- Contribution during the year ended 31 March 2019 is Rs. Nil (Previous period Rs. Nil)
- Payable as at 31 March 2019 is Rs. Nil (As at 31 March 2018 Rs. Nil)

(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
30	**Income taxes**		
A	**Income tax recognised in profit and loss**		
(a)	**Current tax**		
	In respect of current year	-	-
	In respect of prior years	(11.28)	-
		(11.28)	**-**
(b)	**Deferred tax [Refer note 30C]**		
	In respect of current year	29.05	16.78
		29.05	**16.78**
	Total tax expense charged/(credited) in Statement of Profit and Loss	**17.77**	**16.78**
(c)	**The income tax expense for the year can be reconciled to the accounting profit as follows:**		
	Loss before tax	(204.74)	(354.07)
	Income tax expense calculated at 34.94%(Previous period : 34.61%)	(71.54)	(122.54)
	Effect of expenses that are not deductible in determining taxable profit	98.45	139.32
	Adjustments recognised in the current year in relation to the current tax of prior years	(11.28)	-
	Effect on deferred tax balances due to the change in income tax rates	2.14	-
	Income tax expense recognised in profit or loss	**17.77**	**16.78**
B	**Income tax recognised in other comprehensive income**		
(a)	**Deferred tax [Refer note 30C]**		
	Arising on income and expenses recognised in other comprehensive income		
	-Remeasurement of defined benefit obligation	4.39	0.26
	Total tax expense/(Income) recognised in other comprehensive income	**4.39**	**0.26**

The tax rate used for the financial year 2018-2019 and 2017-2018 reconciliations above is the corporate tax rate of 34.94% and 34.61% payable by corporate entities in India on taxable profits under the Indian tax law.

(All amounts are in Rs. Millions, unless otherwise stated)

30 Income taxes

C Movement in deferred tax

(i) For the year ended 31 March 2019

Particulars	**Year ended 31 March 2019**				
	Opening Balance	**Recognised through business combinations**	**Recognised in profit or loss charge/(credit)**	**Recognised in Other comprehensive income charge/(credit)**	**Closing balance**
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment and intangible assets	(257.39)	-	(46.06)	-	(211.33)
Goodwill	(96.78)	-	164.81	-	(261.59)
	(354.17)	**-**	**118.75**	**-**	**(472.92)**
Tax effect of items constituting deferred tax assets					
Provision for employee benefits	30.74	-	(3.22)	(4.39)	38.35
Business loss and unabsorbed depreciation	111.60	-	19.61	-	91.99
Other items	(8.23)	-	(106.09)	-	97.86
	134.11	**-**	**(89.70)**	**(4.39)**	**228.20**
Deferred tax assets / (liabilities) (net)	**(220.06)**	**-**	**29.05**	**(4.39)**	**(244.72)**

(ii) For the period 22 December 2017 to 31 March 2018

Particulars	**Period ended 31 March 2018**				
	Opening Balance	**Recognised through business combinations**	**Recognised in profit or loss charge/(credit)**	**Recognised in Other comprehensive income charge/(credit)**	**Closing balance**
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment and intangible assets	-	(243.05)	14.34	-	(257.39)
Goodwill	-	-	96.78	-	(96.78)
Other items	-	-	8.23	-	(8.23)
	-	**(243.05)**	**119.35**	**-**	**(362.40)**
Tax effect of items constituting deferred tax assets					
Provision for employee benefits	-	39.51	9.03	(0.26)	30.74
Business loss and unabsorbed depreciation	-	-	(111.60)	-	111.60
	-	**39.51**	**(102.57)**	**(0.26)**	**142.34**
Deferred tax assets / (liabilities) (net)	**-**	**(203.54)**	**16.78**	**(0.26)**	**(220.06)**

D. The Company does not have any unrecognised deductible temporary differences, unused tax losses and unused tax credits on which deferred tax asset is not created.

(All amounts are in Rs. Millions, unless otherwise stated)

31 Financial Instruments

(a) Capital Management

The Company's management reviews the capital structure of the Company on periodical basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. The Company monitors the capital structure using gearing ratio which is determined as the proportion of net debt to total equity.

The capital structure of the Company consists of net debt (borrowings as detailed in notes 17 and 21 offset by cash and bank balances in notes 12 and 13) and total capital (including Compulsorily convertible preference shares) of the Company.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans.

The funding requirements are met through a mixture of equity, internal fund generation, non-current and current borrowings. The Company's policy is to use non-current and current borrowings to meet anticipated funding requirements.

The Company monitors its capital using gearing ratio, which is net debt divided to total capital. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents.

Gearing ratio

The gearing ratio at end of the reporting period was as follows

Particulars	**As at 31 March 2019**	**As at 31 March 2018**
Debt		
Borrowings- non current (Refer note 17)	2,838.61	3,126.17
Borrowings- current (Refer note 17)	290.61	100.23
Current maturiteis of long term borrowings (Refer note 21)	303.16	-
	3,432.38	**3,226.40**
Less:		
Cash and cash equivalents (Refer note 12)	117.74	510.01
Bank balances other than cash and cash equivalants (Refer note 13)	9.82	64.16
	127.56	**574.17**
Net debt	**3,304.82**	**2,652.23**
Total equity	(246.01)	(48.36)
Compulsorily Convertible Preference share capital (Refer note 16)*	2,199.17	1,517.22
Total capital	**1,953.16**	**1,468.86**
Net debt to equity ratio	**169.20%**	**180.56%**

* As CCPS will mandatorily be converted into equity shares, accordingly the same has been considered as part of total capital and not debt for the purposes of computation of net debt to equity ratio.

(All amounts are in Rs. Millions, unless otherwise stated)

31 Financial Instruments (contd.)

(b) Risk management framework

The Company is exposed to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The objective of the Company's risk management framework is to manage the above risks and aims to :
- improve financial risk awareness and risk transparency
- identify, control and monitor key risks
- provide management with reliable information on the Company's risk exposure
- improve financial returns

(i) Market risk

Market risk is the risk that the fair value of financial instrument will fluctuate because of change in market price. Market risk comprises of - interest risk, foreign currency, other price risk (such as equity price risk) and credit risk.

The Company's activities expose it primarily to interest rate risk, currency risk and other price risk such as equity price risk. The financial instruments affected by market risk includes : Fixed deposits, current investments, borrowings and other current financial liabilities.

(ii) Liquidity risk

The Company requires funds both for short-term operational needs as well as for long-term investment needs.

The Company remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening the balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Company.

	As at 31 March 2019			
	<1 year	1-3 Years	> 3 Years	Total
Non current				
- Borrowings	-	2,838.61	-	2,838.61
- Other financial liabilities	-	155.21	-	155.21
Current				
- Borrowings	290.61	-	-	290.61
- Trade payables	679.24	-	-	679.24
- Other financial liabilities	949.02	-	-	949.02
Total	**1,918.87**	**2,993.82**	**-**	**4,912.69**

As at 31 March 2019, the Company had access to fund based facilities of Rs. 350.00, of which Rs. 59.39 were yet not drawn.

	As at 31 March 2018			
	<1 year	1-3 Years	> 3 Years	Total
Non current				
- Borrowings	-	-	3,126.17	3,126.17
- Other financial liabilities	-	-	8.52	8.52
Current				
- Borrowings	100.23	-	-	100.23
- Trade payables	335.50	-	-	335.50
- Other financial liabilities	772.72	-	-	772.72
Total	**1,208.45**	**-**	**3,134.69**	**4,343.14**

As at 31 March 2018, the Company had access to fund based facilities of Rs. 325.00, of which Rs. 224.77 were yet not drawn.

(All amounts are in Rs. Millions, unless otherwise stated)

(iii) Foreign currency risk

Foreign exchange risk comprises of risk that may arise to the Company because of fluctuations in foreign currency exchange rates. Fluctuations in foreign currency exchange rates may have an impact on the Statement of Profit and Loss. As at the year end, the Company was exposed to foreign exchange risk arising from foreign currency payables and receivables.

The carrying amounts of the Company foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		As at 31 March 2019		As at 31 March 2018	
Particulars	**currency**	**Financial assets**	**Financial liabilities**	**Financial assets**	**Financial liabilities**
Trade receivables	USD	10.60	-	12.32	-
	Equivalent INR	732.63	-	802.20	-
Trade receivables	EURO	-	-	0.01	-
	Equivalent INR	-	-	1.15	-
Cash and cash equivalents	USD	0.00*	-	0.00*	-
	Equivalent INR	0.08	-	0.31	-
Trade payables	USD	-	0.49	-	0.30
	Equivalent INR	-	33.58	-	19.88

* Amount less than Rs. 0.01 million

The results of Company's operations may be affected by fluctuations in the exchange rates between the Indian Rupee against the US dollar and EURO. The foreign exchange rate sensitivity is calculated by the aggregation of the net foreign exchange rate exposure with a simultaneous parallel foreign exchange rates shift in the currencies by 1% against the functional currency of the Company.

For the year ended 31 March 2019 and 31 March 2018, every 100 basis points depreciation/ appreciation in the exchange rate between the Indian rupee and U.S. dollar will decrease/increase the Company's losses before tax by Rs. 6.99 (31 March 2018 : Rs. 7.83).

For the year ended 31 March 2019 and 31 March 2018, every 100 basis points depreciation/ appreciation in the exchange rate between the Indian rupee and EURO will decrease/increase the Company's losses before tax by Rs. Nil (31 March 2018 : Rs. 0.01).

(iv) Interest rate risk

The Company is exposed to interest rate risk on current and non-current borrowings and fixed deposits outstanding as at the year end. The Company's policy is to maintain a balance of fixed and floating interest rate borrowings and the proportion of fixed and floating rate debt is determined by current market interest rates. The borrowings of the Company are principally denominated in Indian Rupees. These exposures are reviewed by appropriate levels of management on a monthly basis. The Company invests in fixed deposits to achieve the Company's goal of maintaining liquidity, carrying manageable risk and achieving satisfactory returns.

The exposure of the Company's financial liabilities as at 31 March 2019 to interest rate risk is as follows:

	Floating rate	Fixed rate	Non interest bearing	Total
Non current				
- Borrowings	-	2,838.61	-	2,838.61
Current				
- Borrowings	290.61	303.16	-	593.77
	290.61	**3,141.77**	**-**	**3,432.38**
- Fixed deposits	-	1.96	-	**1.96**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Loans repayable on demand	6.10%	-
Debentures	-	12.90%

The exposure of the Company's financial liabilities as at 31 March 2018 to interest rate risk is as follows:

	Floating rate	Fixed rate	Non interest bearing	Total
Non current				
- Borrowings	-	3,126.17	-	3,126.17
Current				
- Borrowings	100.23	-	-	100.23
	100.23	**3,126.17**	**-**	**3,226.40**
- Fixed deposits	-	68.35	-	**68.35**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Loans repayable on demand	6.10%	-
Debentures	-	12.90%

Interest rate sensitivity analysis on borrowings:

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Company's losses before tax for the year ended 31 March 2019 would increase/decrease by Rs. 34.32 (Period ended 31 March 2018: Rs. 32.26). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

Interest rate sensitivity analysis on fixed deposits:

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Company's losses before tax for the year ended 31 March 2018 would decrease/increase by Rs. 0.11 (Period ended 31 March 2018: Rs. 0.68). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

(v) Other price risk

The Company is exposed to price risks arising from fair valuation of Company's investment in mutual funds. The investments in mutual fund are held for short term purposes. The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting year.

If prices had been 100 basis points higher/lower, loss before tax for the year ended 31 March 2019 would decrease/increase by Rs. 0.05 (for the year ended 31 March 2018: Rs. 0.01) as a result of the changes in fair value of these investments which have been designated as at FVTPL.

(vi) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's exposure to credit risk primarily arises from trade receivables, balances with banks and security deposits. The credit risk on bank balances is limited because the counterparties are banks with good credit ratings. Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The Company's policies on assessing expected credit losses is detailed in notes to accounting policies (Refer note 2.2(iii)). For details of exposure, default grading and expected credit loss as on the reporting year [Refer note 11(b)].

Apart from the customers as disclosed in note 11(d), the Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk as specified in note 11(d) did not exceed 50% of gross monetary assets at the end of reporting period.

(All amounts are in Rs. Millions, unless otherwise stated)

32 Fair value measurement

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at 31 March 2019 and31 March 2018:

As at 31 March 2019

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	117.74	-	-	117.74
Bank balances other than cash and cash equivalents	9.82	-	-	9.82
Trade receivables	734.64	-	-	734.64
Loans - current	2.03	-	-	2.03
Loans - non-current	1.52	-	-	1.52
Investments in mutual funds	-	-	4.76	4.76
Other financial assets - non-current	16.99	-	-	16.99
Other financial assets - current	4.20	-	-	4.20
	886.94	**-**	**4.76**	**891.70**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	2,199.17	2,199.17
Borrowings - non-current	2,838.61	-	-	2,838.61
Borrowings - current	290.61	-	-	290.61
Trade payables	679.24	-	-	679.24
Other financial liabilities - non-current	155.21	-	-	155.21
Other financial liabilities - current	949.02	-	-	949.02
	4,912.69	**-**	**2,199.17**	**7,111.86**

As at 31 March 2018

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	510.01	-	-	510.01
Bank balances other than cash and cash equivalents	64.16	-	-	64.16
Trade receivables	823.42	-	-	823.42
Loans - current	2.60	-	-	2.60
Loans - non-current	0.94	-	-	0.94
Investments in mutual funds	-	-	1.02	1.02
Other financial assets - non-current	17.51	-	-	17.51
Other financial assets - current	2.76	-	-	2.76
	1,421.40	**-**	**1.02**	**1,422.42**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	1,517.22	1,517.22
Borrowings - non-current	3,126.17	-	-	3,126.17
Borrowings - current	100.23	-	-	100.23
Trade payables	335.50	-	-	335.50
Other financial liabilities - non-current	8.52	-	-	8.52
Other financial liabilities - current	772.72	-	-	772.72
	4,343.14	**-**	**1,517.22**	**5,860.36**

(a) All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, security deposits included in level 3.

Particulars	Level	As at 31 March 2019	As at 31 March 2019
Financial assets			
Investments in mutual funds	Level 2	4.76	1.02
Financial liabilities			
Compulsorily convertible preference shares	Level 3	2,199.17	1,517.22

Notes:

(i) Fair value of unquoted mutual funds is based on Net Assets Value (NAV) at the reporting date.

(ii) Fair value of the CCPS is estimated based on discounted cash flow projections using Monte-Carlo simulation model based on a Geometric Brownian Motion function.

key inputs for the level 3 financial liabilities as of 31 March 2019 and 31 March 2018 are (i) Discount rate (WACC), (ii) Growth rate for long term cash flow projections, (iii) Future cash flow projections and (iv) Volatility.

(All amounts are in Rs. Millions, unless otherwise stated)

33 Segment reporting

The Company is primarily engaged in the business of manufacturing of electrical wiring accessories and fittings. The Board of Directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocates resources based on the analysis of various performance indicators of the Company as a single unit. Therefore, there is no reportable segment for the Company, in accordance with the requirements of Ind AS 108 - 'Operating Segments Reporting' notified under the Companies (Indian Accounting Standards) Rules, 2015.

a. Geographical Segments

The Company is domiciled in India. The amount of its revenue from operations from external customers broken down by location of customers is stated below:

	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
India	360.73	15.17
Outside India	3,359.35	42.03
Total	**3,720.08**	**57.20**

b. Information regarding geographical non-current assets* is as follows:

	As at 31 March 2019	As at 31 March 2018
India	3,673.34	3,653.90
Outside India	-	-
Total	**3,673.34**	**3,653.90**

* Non-current assets exclude non current-financial assets and non-current tax assets (net).

c. Customers contributing to more than 10% of revenue :

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
Customer A	1,468.33	1.60
Customer B	428.37	26.18
Customer C	376.88	0.01

There are no other customer who contributed 10% or more to the Company's revenue individually.

(All amounts are in Rs. Millions, unless otherwise stated)

34 Employee benefit plans

(i) Defined contribution plans

The Company makes contribution towards provident fund to a defined contribution retirement benefit plan for qualifying employees. The Company's contribution to the employees provident fund is deposited with the regional provident fund commissioner. Under the scheme, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits.

The total expense recognised in profit or loss of Rs. 21.53 (Previous period : Rs. 2.16) for provident fund. As at 31 March 2019, contributions of Rs. 3.20 (As at 31 March 2018 : Rs. 2.16) due in respect of financial year 2018-2019 and 2017-2018 reporting period had not been paid to the plans. The amounts were paid subsequent to the end of the respective reporting periods.

(ii) Defined benefit plans

Gratuity plan

Gratuity liability arises on retirement, withdrawal, resignation, and death of an employee. The aforesaid liability is calculated on the basis of 15 days salary (i.e. last drawn salary plus dearness allowance) for each completed year of service or part thereof in excess of 6 months, subject to a maximum of Rs. 2.00 million. Vesting occurs upon completion of 5 years of service.

The present value of the defined benefit obligation and the related current service cost are measured using the Projected Unit Credit method with actuarial valuations being carried out at each balance sheet date.

The gratuity plan typically exposes the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary inflation risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In respect of the plan, the most recent actuarial valuation of the present value of the defined benefit obligation was carried out as at 31 March 2019 by Willis Towers Watson, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

a) The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	**Valuations**	
	As at 31 March 2019	**As at 31 March 2018**
Discount rate(s)	7.60%	7.20%
Expected rate(s) of salary increase	8.00%	8.00%
Retirement age (years)	58	58
Mortality Table	Indian Assured Lives Mortality 2006-08	Indian Assured Lives Mortality 2006-08
Withdrawal rate	In %	In %
20 years to 24 years	5.00	5.00
25 years to 29 years	3.00	3.00
30 years to 34 years	2.00	2.00
35 years to 49 years	1.00	1.00
50 years to 54 years	2.00	2.00
55 years to 58 years	3.00	3.00

The following tables set out the unfunded status of the defined benefit scheme and amounts recognised in the Company's standalone financial statements as at 31 March 2019:

b) Amounts recognised in Statement of Profit and Loss are as follows:

Particulars	**For the year ended 31 March 2019**	**For the period 22 December 2017 to 31 March 2018**
Service cost		
- Current service cost	7.19	0.64
Net interest expense	5.41	0.42
Components of defined benefit costs recognised in profit or loss	**12.60**	**1.06**
Remeasurement on the net defined benefit liability		
- Actuarial (gains) / losses arising from changes in financial assumptions	1.34	-
- Actuarial (gains) / losses arising from experience adjustments	11.20	0.75
Components of defined benefit costs recognised in other comprehensive income	**12.54**	**0.75**
Total	**25.14**	**1.81**

(All amounts are in Rs. Millions, unless otherwise stated)

c) The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined benefit plans is as follows.

Particulars	As at 31 March 2019	As at 31 March 2018
Present value of defined benefit obligation	91.76	75.68
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**91.76**	**75.68**

d) Movement of defined benefit obligation:

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
Opening defined benefit obligation	75.68	-
Liabilities assumed in a business combination	-	84.83
Current service cost	7.19	0.64
Interest cost	5.41	0.42
Remeasurement (gains)/losses:		
- Actuarial (gains) / losses arising from changes in financial assumptions	1.34	-
- Actuarial (gains) / losses arising from experience adjustments	11.20	0.75
Benefits paid	(9.06)	(10.96)
Closing defined benefit obligation	**91.76**	**75.68**
- Current portion of the above	30.20	13.01
- Non current portion of the above	61.56	62.67

e) Sensitivity analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs. 7.47 (increase by Rs. 6.29) [Previous period : decrease by Rs. 7.89 (increase by Rs. (6.70))]

ii) If the expected salary growth increases (decreases) by 1.00%, the defined benefit obligation would decrease by Rs. 6.31 (increase by Rs. 7.32) [Previous period : decrease by Rs. 6.70 (increase by Rs. 7.79)]

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

f) The average duration of the benefit obligation represents average duration for active members at 31 March 2019: 8 years (Previous period : 8 years).

g) The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

h) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

i) The gratuity plan is unfunded.

(All amounts are in Rs. Millions, unless otherwise stated)

35 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

36 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

37 Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

The Ministry of Micro, Small and Medium Enterprises had issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2019 except as follows:-

S No.	Particulars	As at 31 March 2019	As at 31 March 2018
1	The principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
	- Principal amount	138.95	30.50
	- Interest thereon	1.37	-
2	The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year,	1.37	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

38 Related party disclosures

I. List of related parties

a. Ultimate Holding Entity
Delos Investment Fund II, LP

b. Holding Company
Delos Sage Holdco Cooperatief U.A

c. Wholly Owned Subsidiary Company
Sage International, Inc., USA

d. Firm exercising significant influence on the Company
AR2 LLC

e. Key Management Personnel (KMP)

Vatsal Manoj Solanki	Manager upto 12 February 2020 Managing Director w.e.f. 12 February 2020
R. Krishnan (up to 26 September 2018)	Director
Priyanka Jain (up to 30 September 2018)	Director
Harshad Dilip Mane (up to 30 September 2018)	Director
Shashi Kumar Nayar (w.e.f. 19 July 2018 upto 29 February 2020)	Director
Michael Rakiter	Director
Sanjay Kumar Sanghoee	Director
Matthew Constantino	Director
Nidhi Bothra (up to 30 September 2019)	Director
Sanjoy Kumar Nahata (upto 8 May 2018)	Director
Bhupesh Kumar Chhajer (up to 30 September 2019)	Director
Satish Kumar Rustgi (w.e.f. 1 October 2019)	Director
Suraj Jaiswal (upto 31 July 2019)	Chief Financial Officer
Shashank Goswami (w.e.f. 1 October 2019)	Chief Financial Officer

(All amounts are in Rs. Millions, unless otherwise stated)

(Figures in brackets relate to previous period)

Particulars	Holding Company	Wholly Owned Subsidiary Company	Firm exercising significant influence on the Company	Key Management Personnel (KMP)	Grand total
II. Transactions/ outstanding balances with related parties during the year					
A. Transactions during the year					
i. Sale of products					
Sage International, Inc., USA	-	1,366.26	-	-	1,366.26
	(-)	(1.60)	(-)	(-)	(1.60)
Total	**-**	**1,366.26**	**-**	**-**	**1,366.26**
	(-)	**(1.60)**	**(-)**	**(-)**	**(1.60)**
ii. Other operating revenue - Development charges					
Sage International, Inc., USA	-	13.97	-	-	13.97
	(-)	(-)	(-)	(-)	(-)
Total	**-**	**13.97**	**-**	**-**	**13.97**
	(-)	**(-)**	**(-)**	**(-)**	**(-)**
iii. Issue of equity shares					
Delos Sage Holdco Cooperatief U.A	-	-	-	-	-
	(321.23)	(-)	(-)	(-)	(321.23)
Total	**-**	**-**	**-**	**-**	**-**
	(321.23)	**(-)**	**(-)**	**(-)**	**(321.23)**
iv. Issue of Compulsory Convertible Preference Shares - Class A					
Delos Sage Holdco Cooperatief U.A	476.35	-	-	-	476.35
	(1,477.20)	(-)	(-)	(-)	(1,477.20)
Total	**476.35**	**-**	**-**	**-**	**476.35**
	(1,477.20)	**(-)**	**(-)**	**(-)**	**(1,477.20)**
v. Issue of Compulsory Convertible Preference Shares - Class B					
AR2 LLC	-	-	1.80	-	1.80
	(-)	(-)	(6.78)	(-)	(6.78)
Total	**-**	**-**	**1.80**	**-**	**1.80**
	(-)	**(-)**	**(6.78)**	**(-)**	**(6.78)**
vi. Corporate Guarantee Commission Expenses					
Delos Sage Holdco Cooperatief U.A	33.01	-	-	-	33.01
	(1.75)	(-)	(-)	(-)	(1.75)
Total	**33.01**	**-**	**-**	**-**	**33.01**
	(1.75)	**(-)**	**(-)**	**(-)**	**(1.75)**
vii. Investment in subsidairy company					
Sage International, Inc., USA	-	602.76	-	-	602.76
	(-)	(-)	(-)	(-)	(-)
Total	**-**	**602.76**	**-**	**-**	**602.76**
	(-)	**(-)**	**(-)**	**(-)**	**(-)**
viii. Loss on fair value of derivative instruments (Refer note 16)					
Delos Sage Holdco Cooperatief U.A	1.00	-	-	-	1.00
	(-)	(-)	(-)	(-)	(-)
AR2 LLC	-	-	194.00	-	194.00
	(-)	(-)	(-)	(-)	(-)
Total	**1.00**	**-**	**194.00**	**-**	**195.00**
	(-)	**(-)**	**(-)**	**(-)**	**(-)**
ix. Remuneration paid					
R. Krishnan	-	-	-	14.04	14.04
	(-)	(-)	(-)	(0.37)	(0.37)
Shashi Kumar Nayar	-	-	-	2.90	2.90
	(-)	(-)	(-)	(-)	(-)
Suraj Jaiswal	-	-	-	0.86	0.86
	(-)	(-)	(-)	(-)	(-)
Vatsal Manoj Solanki	-	-	-	1.90	1.90
	(-)	(-)	(-)	(-)	(-)
Total	**-**	**-**	**-**	**19.70**	**19.70**
	(-)	**(-)**	**(-)**	**(0.37)**	**(0.37)**

(All amounts are in Rs. Millions, unless otherwise stated)

(Figures in brackets relate to previous period)

Particulars	Holding Company	Wholly Owned Subsidiary Company	Firm exercising significant influence on the Company	Key Management Personnel (KMP)	Grand total
II. Transactions/ outstanding balances with related parties during the year					
x. Legal and professional fees					
AR2 LLC	-	-	36.04	-	36.04
	(-)	(-)	(-)	(-)	(-)
Total	**-**	**-**	**36.04**	**-**	**36.04**
	(-)	**(-)**	**(-)**	**(-)**	**(-)**
B. Outstanding balances at year end					
i. Trade receivables					
Sage International Incorporation, USA	-	338.40	-	-	338.40
	(-)	(303.89)	(-)	(-)	(303.89)
Total	**-**	**338.40**	**-**	**-**	**338.40**
	(-)	**(303.89)**	**(-)**	**(-)**	**(303.89)**
ii. Equity share capital					
Delos Sage Holdco Cooperatief U.A	321.23	-	-	-	321.23
	(321.23)	(-)	(-)	(-)	(321.23)
Total	**321.23**	**-**	**-**	**-**	**321.23**
	(321.23)	**(-)**	**(-)**	**(-)**	**(321.23)**
iii. Compulsory Convertible Preference Shares - Class A					
Delos Sage Holdco Cooperatief U.A	1,954.55	-	-	-	1,954.55
	(1,477.20)	(-)	(-)	(-)	(1,477.20)
Total	**1,954.55**	**-**	**-**	**-**	**1,954.55**
	(1,477.20)	**(-)**	**(-)**	**(-)**	**(1,477.20)**
iv. Compulsory Convertible Preference Shares - Class B					
AR2 LLC	-	-	202.58	-	202.58
	(-)	(-)	(6.78)	(-)	(6.78)
Total	**-**	**-**	**202.58**	**-**	**202.58**
	(-)	**(-)**	**(6.78)**	**(-)**	**(6.78)**
v. Investment in subsidiary					
Sage International, Inc., USA	-	647.65	-	-	647.65
	(-)	(44.89)	(-)	(-)	(44.89)
Total	**-**	**647.65**	**-**	**-**	**647.65**
	(-)	**(44.89)**	**(-)**	**(-)**	**(44.89)**
vi. Trade payables					
Suraj Jaiswal	-	-	-	0.15	0.15
	(-)	(-)	(-)	(-)	(-)
Total	**-**	**-**	**-**	**0.15**	**0.15**
	(-)	**(-)**	**(-)**	**(-)**	**(-)**

vii. The Debentures are also guaranteed by the Holding Company (Delos Sage Holdco Cooperatief U.A.). (Refer note 17)

viii. During the current year, the Company has granted a corporate guarantee of US $20.00 miilion for a term loan taken from lenders by wholly owned Subsidiary Company, Sage International Inc., USA. The outstanding amount of the term loan as at the end of the year amounted to US $14.25 million.

(All amounts are in Rs. Millions, unless otherwise stated)

39 Subsequent event

The Company had closed all its manufacturing plants and offices with effect from March 24, 2020 following countrywide lockdown due to Covid-19. Subsequently, the Company has gradually resumed its operations across all the plants adhering to the safety norms prescribed by the Government of India.

The Company has assessed the impact of Covid-19 pandemic on its business operations and has considered relevant internal and external information available up to the date of approval of these standalone financial statements, in determination of the recoverability and carrying value of property, plant and equipment, goodwill, inventories, and trade receivables. Based on current estimates, the Company expects the carrying amount of these assets will be recovered. Further, the management believes that there may not be significant impact of Covid-19 pandemic on the financial position and performance of the Company, in the long-term. The Company will continue to monitor any material changes to future economic conditions.

The management has concluded that the COVID-19 outbreak is non-adjusting event as defined under Ind AS 10 "Events after the Reporting Period".

40 Commitments

Particulars	As at 31 March 2019	As at 31 March 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	13.03	4.02

41 Contingent liabilities

a. Claims against the Company disputed and not acknowledged as debts: Rs. Nil.

b. Guarantees

Particulars	As at 31 March 2019	As at 31 March 2018
(i) Bank guarantees	4.49	4.54

(ii) During the current year, the Company has granted corporate guarantee of US $20.00 miilion for term loan taken from lenders by the wholly owned Subsidiary Company, Sage International Inc., USA. The outstanding amount of the term loan as at the end of the year amounted to US $14.25 million.

The guarantees have been given in the ordinary course of business and the obligations are expected to be discharged accordingly and no liability is anticipated in these respects.

c. Contribution to provident fund under the Employees Provident Fund & Miscellaneous provisions Act, 1952

Based upon the legal opinion obtained by the management, there are various interpretation issues and thus management is in the process of evaluating the impact of the Supreme Court Judgement in relation to non-exclusion of certain allowances from the definition of “basic wages” of the relevant employees for the purpose of determining contribution to provident fund under the Employees Provident Fund & Miscellaneous provisions Act, 1952.

d. Claims towards non-compliances with laws and regulations, the amounts for which is presently unascertainable. (Refer note 46)

e. Other money for which the Company is contingently liable

Particulars	As at 31 March 2019	As at 31 March 2018
Outstanding letter of credits	7.35	-

42 Operating Lease

The Company has taken office premises and office equipment on lease. The lease rental expenses recognised in the Statement of Profit and Loss amounting to Rs. 6.50 (previous period : Rs. Nil)

43 Operational Outlook

The Company has accumulated losses of Rs. 602.00 as at 31 March 2019 (As at 31 March 2018 Rs. 371.34), resulting in a complete erosion of its net worth as of 31 March 2019. However, CCPS amounting to Rs. 2,199.17 (As at 31 March 2018 : 1,517.22) disclosed as non current financial liability in the standalone financial statements will be converted into equity share capital in future. The ability of the Company to continue as a going concern is dependent on the improvement of the Company’s future operations and continued financial support from Delos Investment Fund II, LP, the Ultimate Holding Entity. However, the standalone financial statements of the Company have been prepared on the basis that the Company is a going concern as the Ultimate Holding Entity has confirmed to provide such financial support as and when the need arises. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the classification of liabilities that might be necessary, should the Company be unable to continue as a going concern.

(All amounts are in Rs. Millions, unless otherwise stated)

44 Business combination

A Merger of Sage Metals Private Limited with Gluhend India Private Limited ("the Company")

The Board of Directors of Gluhend India Private Limited ("the Company"), at their meeting held on 10 December 2018, had approved the Scheme of Amalgamation ("the Scheme") of Sage Metals Private Limited ("the Subsidiary" or "SMPL" or "Transferor Company") with Gluhend India Private Limited ("GIPL" or "Transferee Company") with an appointed date of 13 March 2018 ("Appointed Date"). During the year, the Company has filed an application with Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench under section under section 230 to 232 and other applicable provisions of the Companies act, 2013.

Subsequent to the year end, Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 20 June 2019 approved the Scheme of Amalgamation of SMPL with the Company under Section 230 and 232 and other applicable provisions of Companies Act, 2013 with effect from the appointed date i.e. 13 March 2018. The scheme became effective upon filing of the aforesaid order with Registrar of Companies ('ROC') on 25 July 2019.

Pursuant to the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company with the Transferee Company in its books of account in accordance with the 'Acquisition Accounting' method prescribed under India Accounting Standards 103 on Business Combinations and any other Indian Accounting Standards, as applicable and notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 in the following manner:-

(i) All the assets and liabilities of the Transferor Company (including off balance sheet assets and liabilities) would be recorded at their respective fair values as at the Appointed Date in the books of account of the Transferee Company.

(ii) Any inter- company balance(s) including but not limited to inter-company loans and the investment of Transferee in the share capital of the Transferor Company will stand cancelled and there will be no further obligation/outstanding in that behalf;

(iii) The Transferee Company shall credit its issued and paid up share capital account with the aggregate face value of the equity shares and preference shares (ROCPS) issued and allotted by it under the Scheme;

(iv) Upon the Scheme coming into effect, the excess or deficit of the value of investment in the shares of the Transferor Company over the fair value of the net assets of the Transferor Company shall be recognized by the Transferee Company as Goodwill of Capital reserve, respectively, in the books of account of the Transferee Company;

(v) In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date will quantified and adjusted in the reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies;

(vi) Notwithstanding the above, the Board of the Transferee Company is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015.

(vii) Authorised share capital of the Company has increased by corresponding Authorised Share capital of Transferor Company of 2,250,000 equity shares of Rs. 10 each aggregating to Rs. 22.50.

Calculation of consideration for amalgamation (including value of investments held by the Company)

Particulars	Amount
Value of investments held by the Company in SMPL (Purchase Consideration) towards 90% of the share capital of SMPL	4,230.00
Final upward adjustments to Purchase Consideration towards 90% of the share capital of SMPL	247.50
Securities of the Company to be issued to balance 10% shareholder of SMPL (Refer note B below)	500.53
Total Consideration for amalgamation (A)	**4,978.03**

Details of assets and liabilities acquired on amalgamation and treatment of the difference between the net assets acquired and total consideration for amalgamation by the Transferee Company is as under:

Particulars	Amount
Property, plant and equipment	924.13
Capital work in progress	76.88
Other intangible assets	455.45
Investment in subsidiary	44.89
Inventories - Raw materials	199.43
Inventories - work in progress and finished goods	370.35
Inventories - Stores and spares	61.94
Cash and cash equivalants	74.47
Other assets	1,324.44
Fair value of assets taken over (B)	**3,531.98**
Non current liabilities	323.51
Current liabilities	408.15
Fair value of net liabilities assumed (C)	**731.67**
Net Assets (D) = B - C	**2,800.31**

Computation of Goodwill

Total consideration for amalgamation (A)	4,978.03
Net Assets (D)	2,800.31
Goodwill (A-D) (after considering effect of restatement - Refer note 47)	**2,177.72**

(All amounts are in Rs. Millions, unless otherwise stated)

Change in Goodwill pertaining to SMPL (erstwhile Subsidiary Company) recognised based on provisional accounting for business combination in the consolidated financial statements of the Company as at 31 March 2018 to the Goodwill recognised after merger of SMPL with the Company is as under:

Particulars	Consolidated financial statements 31 March 2018	Restated after merger
Net Assets of SMPL	**2,642.51**	**2,800.31**
Net identified assets allocated to GIPL (90% share of SMPL)	2,378.26	NA
Net identified assets of SMPL considered for Goodwill computation (A)	**2,378.26**	**2,800.31**
Cost of investment (90% share of SMPL)	4,230.00	4,477.50
Purchase consideration (10% share of SMPL)	-	500.53
Consideration for amalgamation (including value of investments held by GIPL) (B)	**4,230.00**	**4,978.03**
Goodwill (C) = (B-A)	**1,851.74**	**2,177.72**

The Change in Goodwill is primarily on account of (i) change in fair value of net assets acquired, (ii) Final upward adjustments to Purchase Consideration towards 90% of the share capital of SMPL and (iii) Consideration payable towards acquision of balance 10% share capital of SMPL.

B Pursuant to the scheme of amalgamation and in consideration of transfer and vesting of assets and liabilities and entire business of the Transferor Company in the Transferee Company, the Transferee Company shall, issue and allot the following securities to balance 10% equity shareholders of the Transferor Company:

(i) 2,283.847 equity shares of the face value of Rs. 10 each of the transferee Company for 1 equity share of the face value of Rs. 100 each held in the Transferor Company; or

(ii) 2,283.847 compulsorily convertible preference shares (CCPS) of the transferee Company for 1 equity share of the face vale of Rs. 100 each held in the Transferor Company; or

(iii) 2,446 redeemable optional convertible preference shares (ROCPS) of the transferee Company for 1 equity share of the face value of Rs. 100 each held in the Transferor Company; or

(iv) A combination of one or more of the above modes in accordance with the ratios provided in the above clauses.

As at appointed date and 31 March 2018, Rs. 500.53 was payable to balance 10% equity shareholder of SMPL. In current year, the shareholder further subscribed to equity shares amounting to Rs. 34.62 of SMPL. Accordingly, the total consideration to be settled for the balance 10% equity shareholder, pursuant to the scheme of amalgamation, as at 31 March 2019 amounting to Rs. 535.15.

Subsequent to the year end, the Company has issued the following securities to settle the above consideration payable to balance 10% equity shareholder of SMPL.

Particulars	Number of shares	Face Value	Amount
Equity shares	3,569,226	10	35.69
Class D CCPS	21,909,848	10	219.10
Redeemable Optional Convertible Preference Shares (ROCPS)	28,035,419	10	280.36
Total			**535.15**

(All amounts are in Rs. Millions, unless otherwise stated)

45 Earnings per equity share (EPS)

Particulars	**For the year ended 31 March 2019**	**For the period 22 December 2017 to 31 March 2018**
Basic earnings per share (in Rs.) (A/B)	(1.14)	(25.49)
Diluted earnings per share (in Rs.) (A/B)	(1.14)	(25.49)

Calculation of Basic/ Diluted arnings per share

Particulars	**For the year ended 31 March 2019**	**For the period 22 December 2017 to 31 March 2018**
The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:		
Loss used in the calculation of basic/ diluted earnings per share (A)	(222.51)	(370.85)
Weighted average number of equity shares for the purposes of basic and diluted earnings per share (Face value of Rs. 10 each)	32,123,038	2,552,351
Weighted average number of potential equity shares (CCPS)	163,804,398	11,994,364
Weighted average number of equity shares and potential equity shares (CCPS) used in the calculation of basic/ diluted earnings per share (B)	**195,927,436**	**14,546,714**

46 Pursuant to section 96 of the Companies Act, 2013 the Company obtained an extension to hold its Annual General Meeting ("AGM") upto 31 December 2019. The audited standalone financial statements of the Company for the year ended 31 March 2019 could not be presented at the AGM held on 31 December 2019 as the financial close and reporting process was in progress. Further, the Company is in non–compliance with respect to submission of audited financial results to stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The standalone financial statements would be presented in the adjourned Annual General Meeting to be conducted by the Company, the date for which has not been finalised, and consequently will also be submitted to stock exchange. Accordingly the Company could be liable to certain penal provisions for the said non–compliances under the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consequential impact of these non-compliances, including the liability for penal charges, if any, on the standalone financial statements is presently not ascertainable and have accordingly not been recorded in the standalone financial statements.

(All amounts are in Rs. Millions, unless otherwise stated)

47 Previous period restatement

During the current year, the management of the Company identified errors relating to accounting and related presentation and disclosures for Compulsory Convertible Preference Share ('CCPS') and Income from export incentives relating to the transactions occured during the previous period. The management of the Company has restated previous period post merger financial information as follows :

Financial Statements- Line Item	Amount before restatement	Impact of restatement	Restated amount
Goodwill (Refer note (ii) below)	2,215.69	(37.97)	2,177.72
Other current assets			
- Export benefit receivable (Refer note (ii) below)	14.43	37.97	52.40
Equity			
- Preference share capital (Refer note (i) below)	1,356.91	(1,356.91)	-
Other equity			
- Retained earnings (Refer notes (i) and (ii) below)	(371.56)	0.22	(371.34)
Non-current financial liabilities			
- Compulsorily convertible preference shares (Refer note (i) below)	-	1,517.22	1,517.22
- Liability component of preference shares (Refer note (i) below)	162.19	(162.19)	-
Deferred tax liabilities (Refer note (ii) below)	218.40	1.66	220.06
Finance costs (Refer note (i) below)	31.56	(1.88)	29.68
Profit / (loss) before tax (Refer note (i) below)	(355.95)	1.88	(354.07)
Tax expense			
- Deferred tax (Refer note (ii) below)	15.12	1.66	16.78
Profit / (loss) after tax (Refer notes (i) and (ii) below)	(371.07)	0.22	(370.85)
Total comprehensive income / (loss) (Refer notes (i) and (ii) below)	(371.56)	0.22	(371.34)

Notes:

(i) In the previous period, the Company had accounted for CCPS as compound financial instrument. CCPS of Rs. 1,517.22 were discounted and recorded as liability (borrowings) at 160.30. Balance CCPS amounting to Rs. 1,356.91 were disclosed under Equity. Further, at year end, finance costs of Rs. 1.88 was recognised and included along with liability component of CCPS. The Company in current year has revised the accounting for CCPS and has treated the same as hybrid financial instrument having two components i.e. financial liability carried at amortised cost and embedded derivative carried at fair value. (Refer note 16E)

(ii) In the previous period, the Company was recognising the income from export incentives on actual receipt of licenses rather than recognising the income from export incentives when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds. Export incentives pertaining to period prior to 13 March 2018 (i.e. appointed date for merger) amounting to Rs. 37.97 has been adjusted with goodwill with corresponding impact in other current assets. Further, Deferred tax liabilities amounting to Rs. 1.66 has also been adjusted in the statement of profit and loss for the period ended 31 March 2018.

48 Full particulars of investment made, guarantees given together with purpose in terms of section 186 (4) of the Companies Act, 2013

a) Particulars of Investments made:

Name of the Investee	As at 1 April 2018	Investment made during the year	Investment redeemed / extinguished	As at 31 March 2019	Purpose
Investment in equity shares of Sage International, Inc.	44.89	602.76	-	647.65	Strategic investment as part of business expansion

b) Particulars of Guarantee given:

Name of the Entity	Guarantee given as at 1 April 2018 (Amount in $ million)	Guarantee given during the year (Amount in $ million)	Guarantee discharged during the year (Amount in $ million)	Guarantee given as at 31 March 2019 (Amount in $ million)	Purpose
Sage International, Inc.	-	10.00	-	10.00	Loan taken for business expansion

49 The Predecessor auditors of the Company had issued an opinion dated 29 February 2020, on the special purpose standalone financial statements of the Company as at and for the period ended 31 March 2018, after giving effect to scheme of amalgamation (Refer note 44). The comparative financial information included in these standalone financial statements as at and for the period ended 31 March 2018 is after giving effect of the restatement adjustments (Refer note 47) to the earlier issued special purpose financial statements.

50 The figures for the previous period have been regrouped wherever necessary, to make them comparable.

51 The standalone financial statements for the year ended 31 March 2019 were approved by the Board of Directors and authorised for issue on 15 July 2020.

**For and on behalf of the Board of Directors of
Gluhend India Private Limited**

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer

Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

To The Members of Gluhend India Private Limited
Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **Gluhend India Private Limited** ("the Holding Company") and its subsidiary company, (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditors on separate financial information of the subsidiary company referred to in the Other Matters section below, except for the possible effects of the matter described in the Basis for Qualified Opinion section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Qualified Opinion

Reported by auditors of subsidiary company incorporated outside India, Sage International, Inc.

The auditors of the subsidiary company were unable to observe the physical verification of inventories at locations representing Rs. 222.10 millions of inventory as of 31 March 2019 and Rs. 32.42 million, Rs. 128.62 millions and Rs. 64.28 millions of Cost of materials consumed; Purchase of stock-in-trade; and Changes in inventories of finished goods, stock-in-trade and work in progress (collectively the "related expenses"), respectively, for the year then ended because the auditors of the subsidiary company were not informed that a recount of physical inventories was being performed. In addition, management of subsidiary company did not retain records for the valuation of inventories and related expenses at these locations. Due to the nature of the subsidiary company's records, the auditors of the subsidiary company were unable to satisfy themselves as to the quantities and valuation of inventories as of 31 March 2019, and the related expenses for the year then ended by means of other auditing procedures. Consequently, the auditors of the subsidiary company were unable to determine whether any adjustments to inventory and the related expenses were necessary for these locations.

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

Emphasis of Matter

We draw attention to Note 46 to the consolidated financial statements, which describes matters relating to non-compliances with certain provisions of the Companies Act, 2013 with respect to presentation and adoption of audited financial statements before the shareholders in the Annual General Meeting and submission of audited financial results to stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly the Company could be liable to certain penal provisions for the said non–compliances under the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consequential impact of these non-compliances, including the liability for penal charges, if any, on the consolidated financial statements is presently not ascertainable.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section of our report, we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Accounting for business combination (Refer Notes 2.1(d) and 44 of consolidated financial statements)** The acquisition accounting requires the management to identify and value acquired assets (including intangible assets) and liabilities at the acquisition date. Significant judgement has been applied by the management in such identification. The fair valuation of the assets was done based on sales comparison method under market approach and depreciated replacement cost method under cost approach, which involved usage of significant estimates. The management had engaged an external professional services firm in this regard. Due to the complexity involved in the accounting for the transaction in accordance with Ind AS 103 and considering the assumptions and estimates required to be made by the management as part of purchase price allocation, the accounting for business combination was considered as a key audit matter.	**Principal audit procedures performed and based on the consideration of report of the other auditors on separate financial information of the subsidiary company referred to in the Other Matters section below:** We performed and testing of design and operating effectiveness of internal controls and substantive testing as follows: • Evaluated the design and tested the operating effectiveness of the management's internal control processes around application of the principles of Ind AS 103 "Business combinations" and compliance thereto. • With the assistance of our internal valuation specialists, we evaluated: - the approach of the external expert engaged by the management with respect to the identification of assets and liabilities acquired considering the requirement of Ind AS 103. - the appropriateness of valuation approach followed by the management's expert. - Reasonableness of inputs used for sales comparison method under market approach and depreciated replacement cost method under cost approach. • We also evaluated the objectivity, competence and independence of the management expert, an external professional services firm. We further assessed the adequacy of the disclosures made in the consolidated financial statements for the year ended 31 March 2019.

Sr. No.	Key Audit Matter	Auditor's Response
2.	**Impairment assessment of goodwill:** **(Refer Notes 2.2(vii), 3A and 44 of consolidated financial statements)** As at 31 March 2019, the Group has goodwill of Rs. 2,370.24 millions comprising of Rs. 2,177.72 millions arising out of the merger of Sage Metals Private Limited with the Holding Company and Rs. 192.52 millions arising out of business acquisitions of Trident Components LLC and Jayco Manufacturing in the subsidiary company. The Group assesses the impairment of goodwill annually at the year end. The impairment assessment performed by the management involved significant judgements and estimates including future performance and short and long-term growth rates and discount rate. Accordingly, the impairment assessment of goodwill was considered as a key audit matter.	**Principal audit procedures performed:** We performed testing of design and operating effectiveness of internal controls and substantive testing as follows: • Evaluated the design and tested the operating effectiveness of the management's internal control around the impairment assessment process. • Understood the key assumptions considered in the management's estimates of future cash flows. • We evaluated the short-term and long-term growth rates considered in the estimates of future cash flows and the discount rate used in the calculations by involving our valuation specialists. • Compared the historical cash flows (including for current year) against projections of the management for the same periods and gained understanding of the rationale for the changes. • Performed sensitivity analysis on the key assumptions within the forecast cash flows and focused our attention on those assumptions we considered most sensitive to the changes; such as revenue growth and profitability during the forecast period, the terminal growth rate and the discount rate applied to the future cash flows. • We ascertained the extent to which a change in these assumptions, both individually or in aggregate, would result in impairment, and considered the likelihood of such events occurring. We further assessed the adequacy of the disclosures made in the consolidated financial statements for the year ended 31 March 2019.

Sr. No.	Key Audit Matter	Auditor's Response
3.	**Accounting and valuation of Compulsory Convertible Preference Shares ('CCPS') (Refer Notes 2.2(iii) and 16 of consolidated financial statements)** As at 31 March 2019, the Holding Company has Compulsory Convertible Preference Shares ('CCPS') of Rs. 2,199.17 millions (including embedded derivative liability). Considering the terms of the CCPS, the accounting is complex and involved significant management judgement. The fair value of CCPS is determined through application of valuation techniques and the use of assumptions and estimates. Where observable data is not readily available, as in the case of level 3 financial instruments, then estimates need to be developed which can involve significant management judgement. The effect of fair value adjustments has material impact on the loss of the Group. We identified application of appropriate accounting and assessing the fair value of CCPS as a key audit matter because of the degree of complexity involved in accounting, valuing financial liabilities and the degree of judgement exercised by management in determining the inputs used in the valuation models.	**Principal audit procedures performed:** We performed testing of design and operating effectiveness of internal controls and substantive testing as follows: • Evaluated the design and operating effectiveness of management's internal controls over accounting and valuation process. • Evaluated the management's accounting assessment of CCPS by reading the terms of CCPS in the framework agreement. • Obtained the fair valuation report of management's expert. • Evaluated the objectivity, competence and independence of the management expert. • Evaluated the valuation model, assumptions relating to future cash flows, growth rate and discount rate by involving our valuations specialists. • Performed arithmetic check of the valuation model used. We further assessed the adequacy of the disclosures made in the consolidated financial statements for the year ended 31 March 2019.

Information Other than the Financial Statements and Auditor's Report Thereon

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

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

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information compare with the financial information of the subsidiary company audited by the other auditors, to the extent it relates to the entity and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary company is traced from their financial information audited by the other auditors.

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

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor’s Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

(a) We did not audit the financial information of one subsidiary company incorporated and located outside India, whose financial information reflect total assets of Rs. 1,920.77 millions as at 31 March 2019, total revenue of Rs. 407.40 millions and net cash inflows amounting to Rs. 23.90 millions for the year ended on that date, as considered in the consolidated financial statements. These financial information have been prepared in accordance with accounting principles generally accepted in the respective country and which have been audited by other auditors under generally accepted auditing standards applicable in their respective country. The Holding Company's management has converted the financial information of such subsidiary company located outside India from accounting principles generally accepted in their country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(b) The comparative financial information of the Group for the period 22 December 2017 to 31 March 2018 prepared in accordance with Ind AS, included in these consolidated financial statements, prior to giving effect of the adjustments described in Note 47 of the consolidated financial statements relating to incorrect accounting and related presentation and disclosure for Compulsory Convertible Preference Share ('CCPS') and Income from export benefits, have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated 19 March 2020 expressed an unmodified opinion.

We have audited the adjustments to reflect the effects of the correct accounting and related presentation and disclosure for CCPS and Income from export benefits in Note 47 of the consolidated financial statements to restate the financial information as at 31 March 2018 and for the period 22 December 2017 to 31 March 2018. In our opinion, such adjustments are appropriate and have been properly applied. We further state that we were not engaged to audit, review or apply any procedures to the consolidated financial information of the Group as at 31 March 2018 and for the period 22 December 2017 to 31 March 2018 other than with respect to the aforesaid adjustments and, accordingly, we do not express an opinion or review conclusion or any other form of assurance on the financial information as at 31 March 2018 and for the period 22 December 2017 to 31 March 2018 as a whole.

Our opinion on the consolidated financial statements is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on the separate financial statements of the subsidiary company referred to in the Other Matter section above we report, to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section above, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section above, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) The matter described in the Basis for Qualified Opinion section above, in our opinion, may have an adverse effect on the functioning of the Group.

f) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company incorporated in India, none of the directors of the Holding Company incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

g) The qualification relating to maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion section above.

h) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Holding Company incorporated in India. Our report expresses a qualified opinion on the operating effectiveness of internal financial controls over financial reporting of the Holding Company, for the reasons stated therein.

i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

   In our opinion and to the best of our information and according to the explanations given to us, the Holding Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

   i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 41 of the notes forming part of consolidated financial statements.

   ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts - Refer Note 36 of the notes forming part of consolidated financial statements.

   iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company - Refer Note 35 of the notes forming part of consolidated financial statements.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

SATPAL SINGH ARORA
Partner
(Membership No. 098564)
UDIN : 20098564AAAABH6235

Place: New Delhi
Date: 15 July 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of Gluhend India Private Limited (hereinafter referred to as "the Holding Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Basis for Qualified opinion

With respect to the Holding Company, according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Holding Company's internal financial controls over financial reporting as at 31 March 2019:

a. The Holding Company's internal financial controls over financial reporting with respect to issue of inventory for production and reconciliation of physically verified inventory with the inventory records were not operating effectively. These could potentially result in a material misstatement in the recording of consumption and year-end inventory account balances in the Holding Company's consolidated financial statements.

b. The Holding Company's internal financial controls over financial reporting with respect to controls over accounting of complex financial instruments [i.e. Compulsory Convertible Preference Shares ('CCPS') issued by the Company] and accounting for income from export benefits including related presentation and disclosure requirements as mandated by Indian Accounting Standards and other provisions of the Companies Act, 2013 were not operating effectively. This control deficiency resulted in the restatement of the previously issued financial information of the Company for the period ended 31 March 2018 prepared in accordance with Ind AS included in these consolidated financial statements as comparative financial information (Refer Note 47 of the consolidated financial statements).

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of 31 March 2019, based on the criteria for internal financial control over financial reporting 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, and except for the possible effects of the material weaknesses described in Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of 31 March 2019.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Company for the year ended 31 March 2019, and these material weaknesses do not affect our opinion on the said consolidated financial statements of the Company.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

SATPAL SINGH ARORA
Partner
(Membership No. 098564)
UDIN : 20098564AAAABH6235

Place: New Delhi
Date: 15 July 2020

Gluhend India Private Limited
Consolidated Balance Sheet as at 31 March 2019
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018 (Restated) (Refer note 44 and 47)
I. ASSETS			
Non-current assets			
a. Property, plant and equipment	3	1,220.79	921.98
b. Capital work-in-progress	3	96.36	84.62
c. Goodwill	3A	2,370.24	2,177.72
d. Other intangible assets	4	1,047.60	454.84
e. Financial assets			
(i) Loans	6	1.52	0.94
(ii) Other financial assets	7	16.99	17.51
f. Non current tax assets (net)	8	301.75	3.30
g. Deferred tax assets (net)	30	75.54	-
h. Other non-current assets	9	22.39	14.74
Total non-current assets		**5,153.18**	**3,675.65**
Current assets			
a. Inventories	10	1,568.28	966.72
b. Financial assets			
(i) Investments	5	4.76	1.02
(ii) Trade receivables	11	736.54	640.95
(iii) Cash and cash equivalents	12	165.57	533.94
(iv) Bank balances other than (iii) above	13	44.38	64.16
(v) Loans	6	2.03	2.60
(vi) Other financial assets	7	14.34	6.41
c. Other current assets	9	465.31	303.63
Total current assets		**3,001.21**	**2,519.43**
Total assets		**8,154.39**	**6,195.08**
II. EQUITY AND LIABILITIES			
EQUITY			
a. Equity share capital	14	321.23	321.23
b. Other equity	15	(838.95)	(368.55)
Total equity		**(517.72)**	**(47.32)**
LIABILITIES			
Non-current liabilities			
a. Financial liabilities			
(i) Compulsorily convertible preference shares	16	2,199.17	1,517.22
(ii) Borrowings	17	3,782.74	3,126.18
(iii) Other financial liabilities	21	186.77	8.52
b. Provisions	18	71.89	72.27
c. Deferred tax liabilities (net)	30	244.72	220.06
d. Other non-current liabilities	19	8.96	-
Total non-current liabilities		**6,494.25**	**4,944.25**
Current liabilities			
a. Financial liabilities			
(i) Borrowings	17	290.61	100.23
(ii) Trade payables	20		
total outstanding dues of micro enterprises and small enterprises [Refer note 37]		138.95	30.60
total outstanding dues of creditors other than micro enterprises and small enterprises		698.32	305.76
(iii) Other financial liabilities	21	989.08	774.01
b. Provisions	18	35.20	17.21
c. Other current liabilities	19	25.70	70.34
Total current liabilities		**2,177.86**	**1,298.15**
Total liabilities		**8,672.11**	**6,242.40**
Total equity and liabilities		**8,154.39**	**6,195.08**

See accompanying notes to the consolidated financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

For and on behalf of the Board of Directors of Gluhend India Private Limited

Satpal Singh Arora
Partner
(Membership No. :098564)

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer
Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

Place: New Delhi

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars		Note No.	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
				(Restated) (Refer note 44 and 47)
1.	**Income**			
	(a) Revenue from operations	22	4,203.58	157.16
	(b) Other income	23	98.34	3.77
2.	**Total income**		**4,301.92**	**160.93**
3.	**Expenses**			
	(a) Cost of materials consumed	24	1,973.79	66.05
	(b) Purchases of stock-in-trade		128.62	-
	(c) Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	25	(220.38)	7.90
	(d) Employee benefits expense	26	677.81	25.41
	(e) Finance costs	27	615.57	29.92
	(f) Depreciation and amortisation expense	28	193.71	5.63
	(g) Other expenses	29	1,463.61	378.47
4.	**Total expenses**		**4,832.73**	**513.38**
5.	**Loss before tax (2-4)**		**(530.81)**	**(352.45)**
6.	**Tax expense**			
	(a) Current tax	30A(a)	(9.69)	0.58
	(b) Deferred tax	30A(b)	(41.27)	16.78
	Total tax expense		**(50.96)**	**17.36**
7.	**Loss after tax (5-6)**		**(479.85)**	**(369.81)**
8.	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss	34		
	(a) Remeasurement of post employment benefit obligations		(12.54)	(0.75)
	(b) Income tax relating to above item		4.39	0.26
	Items that will be reclassified to profit or loss			
	(a) Foreign exchange translation differences		(22.41)	-
	(b) Income tax relating to above item		5.22	-
	Total other comprehensive loss		**(25.34)**	**(0.49)**
9.	**Total comprehensive loss (7+8)**		**(505.19)**	**(370.30)**
10.	**Earnings per equity share**	45		
	(a) Basic (in Rs.)		(2.45)	(25.42)
	(b) Diluted (in Rs.)		(2.45)	(25.42)

See accompanying notes to the consolidated financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

For and on behalf of the Board of Directors of Gluhend India Private Limited

Satpal Singh Arora
Partner
(Membership No. :098564)

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer
Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

Place: New Delhi

(All amounts are in Rs. Millions, unless otherwise stated)

a. Equity share capital

Particulars	Amount
Balance at 22 December 2017	**-**
Changes in equity share capital during the year	
Issue of equity shares	321.23
Balance at 31 March 2018	**321.23**
Changes in equity share capital during the year	
Issue of equity shares	-
Balance at 31 March 2019	**321.23**

b. Other equity

Particulars	Reserves and Surplus		Other comprehensive income	Total
	Retained earnings	Deemed capital contribution	Foreign currency translation reserve	
Balance at 22 December 2017	**-**	**-**	**-**	-
Loss for the period	(369.81)	-	-	(369.81)
Other comprehensive loss, net of income tax	(0.49)	-	-	(0.49)
Expense recognised during the period	-	1.75	-	1.75
Balance as at 31 March 2018 (Restated) (Refer note 44 and 47)	**(370.30)**	**1.75**	**-**	**(368.55)**
Loss for the year	(479.85)	-	-	(479.85)
Other comprehensive loss, net of income tax	(8.15)	-	(17.19)	(25.34)
Expense recognised during the year	-	34.79	-	34.79
Balance at 31 March 2019	**(858.30)**	**36.54**	**(17.19)**	**(838.95)**

See accompanying notes to the consolidated financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

For and on behalf of the Board of Directors of
Gluhend India Private Limited

Satpal Singh Arora
Partner
(Membership No. :098564)

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer
Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

Place: New Delhi

Gluhend India Private Limited
Consolidated Statement of Cash Flow for the year ended 31 March 2019
(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	For the year ended 31 March 2019	For the Period 22 December 2017 to 31 March 2018 (Restated) (Refer note 44 and 47)
A	**Cash flow from operating activities**		
	Loss before tax	**(530.81)**	**(352.45)**
	Adjustments for:		
	Depreciation and amortisation expense	193.71	5.63
	Provision for doubtful balances with government authorities	2.71	-
	Gain on fair valuation of investment in mutual funds	(0.24)	(0.02)
	Loss on fair value of derivative instruments (Refer note 16)	195.00	-
	Loss on sale/disposal of property, plant and equipment	4.34	-
	Interest income	(7.40)	(0.69)
	Finance costs	615.57	29.92
	Unrealised foreign exchange loss/(gain)	13.58	(1.60)
	Operating profit / (loss) before working capital changes	**486.46**	**(319.21)**
	Adjustments for:		
	(Increase)/decrease in inventories	(243.96)	(74.86)
	(Increase)/decrease in trade receivables	(47.09)	63.41
	(Increase)/decrease in other financials assets - current	(3.96)	5.15
	(Increase)/decrease in other financials assets - non - current	(3.01)	(12.80)
	(Increase)/decrease in other current assets	(162.93)	22.19
	(Increase)/decrease in other non - current assets	-	14.01
	Increase/(decrease) in provisions - current	5.45	4.50
	Increase/(decrease) in provisions - non - current	(0.38)	0.77
	Increase/(decrease) in other financial liabilities - current	(213.13)	101.26
	Increase/(decrease) in other current liabilities	(47.34)	70.44
	Increase/(decrease) in other non - current liabilities	8.47	0.49
	Increase/(decrease) in trade payables	347.73	138.91
	Cash used in operations	**(360.15)**	**333.47**
	(Income taxes paid)/ Tax refund received	(288.76)	(56.75)
	Net cash used in operating activities	**(162.45)**	**(42.49)**
B	**Cash flow from investing activities**		
	Capital expenditure on property, plant and equipment including capital advances	(165.61)	(9.63)
	Proceeds from sale of property, plant and equipment	3.83	-
	Investment made in mutual fund during the year	(3.50)	-
	Loan given to employees	(0.01)	(3.54)
	Interest received	10.06	(2.33)
	Movement in bank balances not considered as Cash and cash equivalents	23.03	(66.34)
	Net cash outflow on business acquisitions	(1,383.91)	(4,477.50)
	Net cash used in investing activities	**(1,516.11)**	**(4,559.34)**
C	**Cash flows from financing activities**		
	Proceeds from short term borrowings	432.53	100.23
	Repayment of short term borrowings	(242.15)	-
	Proceeds from long term borrowings	958.85	3,125.54
	Proceeds from issue of equity shares	-	321.23
	Proceeds from issue of compulsorily convertible preference shares	486.95	1,517.22
	Finance charges paid	(329.57)	(2.92)
	Net cash flow from financing activities	**1,306.61**	**5,061.30**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	(371.95)	459.47
	Cash and cash equivalents at the beginning of the year	533.94	-
	Cash and cash equivalents received as per scheme of Merger (Refer note 44)	3.58	74.47
	Cash and cash equivalents at the end of the year	**165.57**	**533.94**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
Components of cash and cash equivalents (Refer note 12)		
Cash in hand	0.35	0.56
Balances with scheduled banks:		
- in current accounts	155.86	533.38
- in cash credit account	9.36	-
	165.57	**533.94**

Notes:

1 The Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in Ind AS - 7 - 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder.

2 Reconciliation of liabilities arising from financing activities

Particulars	As at 31 March 2018	Cash Flow	Non-cash Changes	As at 31 March 2019
Non-current borrowings	3,126.18	958.85	(302.29)	3,782.74
Current borrowings	100.23	190.38	313.48	604.09
Closing balance of secured loans	**3,226.41**	**1,149.23**	**11.19**	**4,386.83**

See accompanying notes to the consolidated financial statements 1 to 51

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No.:117366W/W-100018)

Satpal Singh Arora
Partner
(Membership No. :098564)

Place: New Delhi

For and on behalf of the Board of Directors of
Gluhend India Private Limited

Vatsal Manoj Solanki
Managing Director
DIN: 08659135
Place: New Delhi

Satish Kumar Rustgi
Director
DIN: 08574594
Place: New Delhi

Shashank Goswami
Chief Financial Officer

Place: Amsterdam

Isha Gupta
Company Secretary
Membership No. 22178
Place: New Delhi

1 Company Overview

Gluhend India Private Limited ('the Company' or 'the Parent') is a Company domiciled in India and was incorporated on 22 December, 2017 under the provisions of the Companies Act ('the Act') applicable in India vide CIN: U74994MH2017FTC303216. Its debt securities are listed on Bombay Stock Exchange (BSE) in India. The Company is having its registered office at Arsiwala Mansion, Nathalal Parikh Marg, Colaba, Mumbai – 400005.

The Company is primarily engaged in the business of manufacturing of electrical wiring accessories and fittings. The Company mainly caters to international markets. During previous period, Sage Metals Private Limited ('SMPL' - erstwhile Subsidiary Company) got merged with the Company with effect from appointed date i.e. 13 March 2018. (Refer note 44A)

Sage International, Inc. (‘the Subsidiary Company’ or 'SII') is a wholly owned subsidiary of the Company. SII was organised in July 1999, under the laws of the state of Illinois, USA vide FEIN No D60600309. The Company has its registered office 26600 Heyn DR, Novi, Michigan 48374, USA. SII acts an extended arm of Sage, in US to help in the Storage, Marketing, Distribution and Collection of products supplied by the Parent in India. SII acquired business of Trident Components LLP and Jayco Manufacturing during the year ended 31 March 2019. The business acquired from Trident is engaged in trading activities whereas the business acquired from Jayco is primarily manufactures and assembles custom metal stamping and fabricated metal products for other manufacturers. Jayco’s primary sales and customer base is located throughout the southern and western portions of the United States of America.

2 Significant accounting policies

2.1 Basis of preparation and presentation

(a) Statement of compliance

The consolidated financial statements of the Company and the Subsidiary Company (collectively referred to as the 'Group') have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 Share based payments, leasing transactions that are within the scope of Ind AS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 Inventories or value in use in Ind AS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the assets or liability.

(c) Principles of Consolidation

The Consolidated financial statements comprise the financial statements of the Company and Subisidiary Company as at 31 March, 2019. The Company has one wholly owned foreign Subsidiary Company, Sage International, Inc.. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

a. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

b. Exposure, or rights, to variable returns from its involvement with the investee, and

c. The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements. The accounting policies of the subsidiary are, in all material respects, in line with accounting policies of the Company.

The financial statements of the Subsidiary Company for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e. year ended on 31 March 2019.

Consolidation procedures:

a. The financial statements of the Company and its Subsidiary Company are consolidated on line-by-line basis adding together the book value of assets, liabilities, equity, income, expenses and cash flows of the parent with its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recongised in the consolidated financial statements as at the acquisition date.

b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

c. Eliminate in full, intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recongised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

a. Derecognises the assets (including goodwill) and liabilities of the subsidiary.

b. Derecognises the carrying amount of any non-controlling interests.

c. Derecognises the cumulative translation differences recorded in equity.

d. Recognises the fair value of the consideration received.

e. Recognises the fair value of any investment retained.

f. Recognises any surplus or deficit in profit or loss.

g. Reclassifies the parent's share of components previously recongised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

(c) Use of estimates and critical accounting judgements

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements are included in the following notes:

Useful lives of Property, plant and equipment ('PPE')

The Group reviews the estimated useful lives and residual value of PPE at the end of each reporting period. The factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and thereby could have an impact on the profit of the future years.

Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation ('DBO') are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date."

Income taxes

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty.

Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

Deferred income tax assets and liabilities

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if estimates of projected future taxable income or if tax regulations undergo a change.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 16 and 32 for further disclosures.

Impairment of Goodwill

Goodwill with indefinite life are tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit which are benefiting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes. Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

(d) Business combinations

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition are recognized at their fair values at the acquisition cost.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve

2.2 Summary of significant accounting policies

(i) Current - non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:
- it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

(ii) Foreign currency transactions and translations

Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (Rs.). The consolidated financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest millions up to two decimal places, if otherwise stated.

Transactions and Balances

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the Statement of Profit and Loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs.

For the purposes of the consolidated financial statements, items in the consolidated statements of profit and loss of those businesses for which the Indian Rupees is not the functional currency are translated into Indian Rupees at the average rates of exchange during the year/ exchange rates as on the date of transaction. The related consolidated balance sheet are translated into Indian rupees at the rates as at the reporting date. Exchange differences arising on translation are recognised in the other comprehensive income. On disposal of such entity the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in the consolidated statement of profit and loss.

(iii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

Recognition and initial measurement

All financial assets are initially recognised when the Group becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

Classification
For the purpose of subsequent measurement, the Group classifies financial assets in following categories:
- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortised cost if both of the following conditions are met:
- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:
- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

<u>Investment in subsidiary</u>

A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Investments in subsidiaries are carried at cost less impairment. Cost comprises price paid to acquire the investment and directly attributable cost.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

Subsequent measurement

Financial assets carried at amortised cost

Financial assets carried at amortised cost are subsequently measured at amortised cost using the effective interest rate method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of Profit and Loss.

Financial assets carried at FVTPL

Financial assets carried at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the Statement of Profit and Loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Impairment of financial assets (other than at fair value)

The Group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition, in which case those financial assets are measured at lifetime ECL. The changes (incremental or reversal) in loss allowance computed using ECL model, are recognised as an impairment gain or loss in the Statement of Profit and Loss.

B. Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

Classification and subsequent measurement

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

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Derecognition

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

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

Offsetting of financial instruments

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

C. Hybrid contracts

A hybrid contract is a financial instrument that contains both a non-derivative host contract and an embedded derivative. The non-derivative host contract is classified as financial liability and initially measured at fair value. Subsequent measurement of the financial liability is done in accordance with Ind AS 109.

The derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

D. Deemed Capital Contribution

Deemed Capital Contribution has been recognised based on the cost of the premium of the financial guarantee given by the Holding Company to the lenders of the Company and Subsidiary Company.

(iv) Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(v) Cash flow statement

Cash flows are reported using indirect method, whereby Profit/(loss) after tax reported under Statement of Profit and loss is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on available information.

(vi) Property, plant and equipment

Recognition and measurement

All items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, plant and equipment is derecognised. The carrying amount of any component accounted as a separate component is derecognised, when replaced or when the property, plant and equipment to which the component relates gets derecognised.

Subsequent costs

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

(All amounts are in Rs. Millions, unless otherwise stated)

Depreciation

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the written down value method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Estimated useful lives of the assets are as follows:

Asset head	Useful life in years
Factory buildings	15 - 30
Other buildings (other than temporary structure)	60
Plant and machinery	2 - 15
Office equipment	10
Furniture and fixtures	10
Computers	3 - 4
Leasehold improvements	8 - 12
Vehicles	2 - 8

The useful lives have been determined based on internal evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the part C of Schedule II of the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset. The residual values are not more than 5% of the original cost of the asset.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the year.

Capital work-in-progress

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

(vii) Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

(viii) Intangible assets

Recognition and measurement

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Gain or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Subsequent costs

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

Amortisation

The Group's intangible assets are amortised under straight line basis over the following useful lives

Asset head	Useful life in years
Computer Software	3 - 6
Customer Relationships	15
Trademarks	5
Favourable lease assets (representing fair value of lease rights in leasehold land and favourable leasehold interest)	During the balance lease term (2 - 43)

Amortisation method and useful lives are reviewed at each reporting date and adjusted prospectively, if appropriate.

(ix) Inventories

Raw Materials and Stores and Spares (including packing material) are valued at the lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average basis.

Work-in-progress and finished goods are valued at the lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on weighted average basis.

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

Stock-in-trade are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

(x) Impairment - non-financial assets

At each reporting date, the management of the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are accompanied together into the smallest company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(xi) Employee benefits

Short-term employee benefits

Employee benefit such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised as an expense unless another Ind As requires or permit the inclusion of the benefits in the cost of assets in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

Post-employment benefit plans

Defined contribution plans

The Company pays provident fund contributions to the appropriate government authorities. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due or in the year in which actual services are incurred by employees.

Defined benefit plans

Defined benefit plans of the Company comprise gratuity.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service.

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are 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 "other equity" in the Statement of Changes in Equity and in the Balance Sheet.

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

Compensated absences

Short-term obligations

Accumulated leaves which is expected to be utilised within the next 12 months is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Long-term obligations

The liabilities for earned leave and sick 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. They are therefore measured as 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. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

(xii) Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities and contingent assets

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

(xiii) Revenue recognition

Effective April 1, 2018 the Group adopted Ind AS 115 'Revenue from contracts with Customers'. The revenue is recognised once the entity satisfied that the performance obligation & control are transferred to the customers. The Group adopted Ind AS 115 using the cumulative catch-up transition method which is applied to contracts that were not completed as of April 1, 2018. The effect of adoption of Ind AS 115 did not have any material impact on the consolidated financial statements of the Group.

Sale of products

The Company and the Subsidiary Company derives revenue from Sale of Goods and revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration the Group expects to receive in exchange for those goods. To recognise revenues, the Group apply the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognise revenues when a performance obligation is satisfied.

The Group accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis over the period of the contract. The Group estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which we may be entitled.

Revenues are shown net of allowances/ returns, goods and services tax and applicable discounts and allowances.

Sale of services

Revenue from rendering of services is recognised on accrual basis in accordance with the terms of the relevant contracts.

Interest income

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method on a time proportionate basis.

Export benefits

Export entitlements are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(xiv) Expenditure

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

(xv) Income tax

Income tax expense comprises of current tax and deferred tax. It 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.

Current tax

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

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

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that is probable that future taxable profits will be available against which they can be used. Deferred tax assets unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Significant management judgement is required to determine the probability of deferred tax asset.

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

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

Minimum Alternative Tax (‘MAT’) credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

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

(xvi) Earnings per share

The Group presents basic and diluted earnings per share (EPS) for its equity shares.

Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS is determined by adjusting profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for employee share options and bonus shares, if any, as appropriate.

(xvii) Segment reporting

The Group determines reportable segment based on information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of segmental performance. The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments. The accounting principles used in the preparation of the consolidated financial statements are consistently applied to record revenue and expenditure in individual segments.

(xviii) Borrowings

Borrowings are initially recognised at fair value, 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 Statement of Profit and Loss over the period of the borrowings.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the consolidated financial statements for issue, not to demand payment as a consequence of the breach.

(xix) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(xx) Leases

The Group as lessee:

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

(xxi) New standards/amendments that are not yet effective and have not been early adopted:

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 has notified the following new and amendments to Ind ASs which the Company has not early adopted.

a. Ind AS 116, Leases:

On March 30, 2019, MCA has notified Ind AS 116, Leases which will replace the existing leases standard, Ind AS 17 Leases, and related interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosures of leases for both lessors and lessees. It introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. The standard also contains enhanced disclosure requirements for leases. It substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual reporting periods beginning on or after 1 April 2019.The Company proposes to use the modified retrospective approach for transitioning to Ind AS 116 and take the cumulative adjustment to retained earnings, on the date of initial application, i.e., April 1, 2019. Accordingly, the comparatives of the year ended 31 March 2019 will not be restated. On transition, the Company will be using certain practical expedients that are available.

Currently, the operating lease expenses are charged to the Statement of Profit and Loss.

The Group does not forsee any material impact on the profit and loss.

b. Ind AS 12, Income Taxes:

On March 30, 2019, MCA issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2019. The Company is in the process of evaluating the impact of this on its financial statements.

On March 30, 2019, MCA has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while determining the taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The Group proposes to adjust the cumulative effect of application of Appendix C in equity on the date of initial application i.e., April 1, 2019 without adjusting comparatives.

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2019. The Group does not expect this amendment to have any impact on its consolidated financial statements..

c. Ind AS 19, Employee Benefits

On March 30, 2019, MCA has issued amendments to Ind AS 19, Employee Benefits, in connection with accounting for plan amendments, curtailments and settlements.

This amendment requires an entity to:

(i) use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

(ii) recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Group does not expect this amendment to have any impact on its consolidated financial statements.

d. Ind AS 109 Prepayment Features with Negative Compensation :

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Group does not expect this amendment to have any impact on its consolidated financial statements.

e. Ind AS 23 Borrowing Costs :

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect this amendment to have any impact on its consolidated financial statements.

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Group does not expect this amendment to have any impact on its consolidated financial statements.

f. Ind AS 103 Business Combinations and Ind AS 111 Joint Arrangements :

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Group does not expect this amendment to have any impact on its consolidated financial statements.

(All amounts are in Rs. Millions, unless otherwise stated)

3 Property, plant and equipment

	As at 31 March 2019	As at 31 March 2018
Carrying value of :		
a) Freehold land	416.51	408.71
b) Leasehold improvements	2.70	-
c) Buildings	260.22	238.85
d) Plant and machinery	515.34	262.28
e) Computers	3.01	2.33
f) Furniture and fixtures	2.91	1.98
g) Vehicles	20.10	7.83
	1,220.79	**921.98**
Capital work-in-progress	96.36	84.62
	1,317.15	**1,006.60**

	Freehold land	Leasehold improvements	Buildings	Plant and machinery	Computers	Furniture and fixtures	Vehicles	Total
Gross Block								
Acquisition through business combination (Refer note 44A)	408.71	-	240.71	262.30	2.40	2.01	8.00	924.13
Additions	-	-	-	2.87	-	-	-	2.87
Disposals	-	-	-	-	-	-	-	-
Balance at 31 March 2018	**408.71**	**-**	**240.71**	**265.17**	**2.40**	**2.01**	**8.00**	**927.00**
Acquisition through business combination (Refer note 44C)	-	2.81	-	294.33	0.84	-	9.94	307.92
Additions	7.80	-	60.36	90.48	1.89	1.59	6.83	168.95
Disposals	-	-	-	6.69	0.64	-	0.84	8.17
Translation difference	-	(0.06)	-	(6.54)	0.13	-	(0.22)	(6.69)
Balance at 31 March 2019	**416.51**	**2.75**	**301.07**	**636.75**	**4.62**	**3.60**	**23.71**	**1,389.01**
Accumulated depreciation								
Depreciation expenses	-	-	1.86	2.89	0.07	0.03	0.17	5.02
Elimination on disposals of assets	-	-	-	-	-	-	-	-
Balance at 31 March 2018	**-**	**-**	**1.86**	**2.89**	**0.07**	**0.03**	**0.17**	**5.02**
Depreciation expenses	-	0.05	38.99	118.52	1.54	0.66	3.44	163.20
Elimination on disposals of assets	-	-	-	-	-	-	-	-
Balance at 31 March 2019	**-**	**0.05**	**40.85**	**121.41**	**1.61**	**0.69**	**3.61**	**168.22**
Carrying amount (net block)								
Balance at 31 March 2018	**408.71**	**-**	**238.85**	**262.28**	**2.33**	**1.98**	**7.83**	**921.98**
Balance at 31 March 2019	**416.51**	**2.70**	**260.22**	**515.34**	**3.01**	**2.91**	**20.10**	**1,220.79**

Note : Property, plant & equipment as detailed above have been pledged as security against borrowings. Refer note 17 for borrowings against which these assets are pledged.

(All amounts are in Rs. Millions, unless otherwise stated)

3A Goodwill

Particulars	Amount
Pursuant to the business combination (Refer note 44A)	2,177.72
Goodwill as at 31 March 2018	**2,177.72**
Pursuant to the business combination (Refer note 44C)	200.07
Effect of foreign currency exchange differences	(7.55)
Goodwill as at 31 March 2019	**2,370.24**

The Group has three Cash Generating Unit ("CGU"). Refer note 44A for details of SMPL CGU and 44C for details of Trident Components and Jayco Manufacturing CGUs.

Impairment assessment of goodwill as at 31 March 2019:

The Group have performed annual impairment assessment of the goodwill by determining the "value in use" of the CGU as an aggregate of present value of cash flow projections covering a five year period and the terminal value. Determination of value in use involves significant estimates and assumptions that affect the reporting CGU's expected future cash flows. These estimates and assumptions, primarily include, but are not limited to, the revenue growth and profitability during the forecast period, the discount rate and the terminal growth rate.

Based on the forward looking estimates, the cash flows are discounted using a post tax discount rate of 12.30% for SMPL CGU and 6.87% for Trident Components and Jayco Manufacturing CGUs. The terminal value of cash generating unit is arrived at by extrapolating cash flows of latest forecasted year to perpetuity using a constant long term growth rate of 4% p.a. for SMPL CGU and 2% for Trident Components and Jayco Manufacturing CGUs. which is consistent with the industry forecasts for the generic bearing market. During the year ended 31 March 2019, the testing did not result in any impairment in the carrying amount of goodwill.

The management believe that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit. Based on impairment testing as above, the management believes that the recoverable amounts of goodwill are higher than their respective carrying amounts and hence no amounts are required to be recorded for impairment in the carrying amounts of goodwill.

4 Other intangible assets

	As at 31 March 2019	As at 31 March 2018
Carrying value of :		
a) Computer Software	5.95	1.89
b) Favourable leasehold interests	457.17	452.95
c) Trademark	49.70	-
d) Customer Relationships	534.78	-
	1,047.60	**454.84**

	Computer Software	Favourable lease assets	Trademark	Customer Relationships	Total
Gross Block					
Acquisition through business combination (Refer note 44A)	1.95	453.50	-	-	455.45
Additions	-	-	-	-	-
Disposals	-	-			-
Balance at 31 March 2018	**1.95**	**453.50**	**-**	**-**	**455.45**
Acquisition through business combination (Refer note 44C)	3.49	15.67	54.14	570.77	644.08
Additions	1.90	-	-	-	1.90
Disposals	-	-	-	-	-
Translation difference	(0.08)	(0.35)	(1.62)	(20.65)	(22.71)
Balance at 31 March 2019	**7.26**	**468.82**	**52.52**	**550.12**	**1,078.72**
Accumulated amortisation					
Amortisation expenses	0.06	0.55	-	-	0.61
Elimination on disposals of assets	-	-	-	-	-
Balance at 31 March 2018	0.06	0.55	-	-	0.61
Amortisation expenses	1.25	11.10	2.82	15.34	30.51
Elimination on disposals of assets	-	-	-	-	-
Balance at 31 March 2019	**1.31**	**11.65**	**2.82**	**15.34**	**31.12**
Carrying value (net block)					
Balance at 31 March 2018	**1.89**	**452.95**	**-**	**-**	**454.84**
Balance at 31 March 2019	**5.95**	**457.17**	**49.70**	**534.78**	**1,047.60**

(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	As at 31 March 2019	As at 31 March 2018
5	**Investments**		
	Current		
	Investment in mutual funds (unquoted) (Carried at FVTPL)		
	(a) Union Capital Protection Oriented Fund - Growth - Face value Rs. 10 per unit	1.08	1.02
	(b) Union Equity Savings Fund - Growth - Face value Rs. 10 per unit 199,990 units (As at 31 March 2018 : Nil)	2.08	-
	(c) Union Corporate Bond Fund - Growth - Face value Rs. 10 per unit 150,000 units (As at 31 March 2018 : Nil)	1.60	-
	Total	**4.76**	**1.02**
6	**Loans (Carried at amortised cost)**		
	Non-current		
	Loans to employees - Unsecured, considered good	1.52	0.94
	Total	**1.52**	**0.94**
	Current		
	Loans to employees - Unsecured, considered good	2.03	2.60
	Total	**2.03**	**2.60**
7	**Other financial assets (Unsecured, considered good)**		
	Non-current		
	(a) Security deposits	15.81	12.80
	(b) Deposits with bank with more than 12 months remaining maturity*	0.94	4.19
	(c) Interest accrued on deposits	0.24	0.52
	Total	**16.99**	**17.51**
	* Under lien as margin money against guarantees with banks of Rs. 0.22 (31 March 2018: Rs. Nil)		
	Current		
	(a) Security deposits	4.11	0.26
	(b) Interest accrued on deposits	0.12	2.50
	(c) Other receivables	10.11	3.65
	Total	**14.34**	**6.41**
8	**Non current tax assets (net)**		
	Advance tax including TDS recoverable (net of provision for tax)	301.75	3.30
	Total	**301.75**	**3.30**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars		As at 31 March 2019	As at 31 March 2018
9	**Other assets (Unsecured, considered good, unless otherwise stated)**		
	Non-current		
	Capital advances	22.39	14.74
	Total	**22.39**	**14.74**
	Current		
	(a) Prepaid expenses	37.50	10.60
	(b) Balances with government authorities	336.03	200.95
	Less: Provision for doubtful balances	(2.71)	-
		333.32	200.95
	(c) Advances to suppliers	15.11	36.80
	(d) Export benefit receivable	75.07	52.40
	(e) Unbilled revenue	1.28	-
	(f) Other advances	3.03	2.88
	Total	**465.31**	**303.63**
10	**Inventories**		
	(a) Raw materials (Refer note (i) below)	383.14	252.14
	(b) Work-in-progress	338.51	248.44
	(c) Finished goods	612.38	212.12
	(d) Stock-in-trade (Refer note (ii) below)	177.38	197.31
	(e) Stores, spares and tools	56.87	56.71
	Total	**1,568.28**	**966.72**
	Notes:		
	(i) Including stock in transit	24.17	11.01
	(ii) Including stock in transit	8.56	-
	(iii) Cost of inventories recognised as expense during the year / period	2,254.82	95.36
11	**Trade receivables**		
	(a) Considered good	736.54	640.95
		736.54	**640.95**
	(b) Considered doubtful	4.33	4.33
	Less: Allowance for doubtful debts (expected credit loss allowance)	(4.33)	(4.33)
		-	**-**
	Total	**736.54**	**640.95**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	**As at 31 March 2019**	**As at 31 March 2018**

Notes:

a) The average credit period on sale of goods is 0-60 days. No interest is charged on any overdue trade receivables.

b) In determining allowance for credit losses of trade receivables, the Group has used the practical expedient by computing the expected credit loss allowance based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on ageing of the receivables and rates used in the provision matrix.

Age of receivables		
Within credit period	563.97	657.01
1 - 90 days past due	129.76	155.21
90 - 180 days past due	4.93	0.29
More than 180 days past due	40.32	15.24
	738.97	**827.75**

c) Movement in the expected credit loss allowance

Balance at the beginning of the year	(4.33)	-
Movement in expected credit loss allowance	-	(4.33)
Balance at the end of the year	**(4.33)**	**(4.33)**

d) Of the trade receivables balance as at the year end, the Group's largest customers who represents more than 10% of the total balance of trade receivables are as follows (Refer note 31(c)(vi) and note 33)

Trade receivables		
Customer A	96.67	150.07
Customer B	75.73	94.39
Customer C	91.16	85.03
	263.56	**329.49**

e) Contract balances

Trade receivables	736.54	640.95
Contract assets (Unbilled revenue)(Refer note 9)	1.28	-
Contract liabilities (Advance from customers)(Refer note 19)	4.62	2.36

12 Cash and cash equivalents

(a) Cash on hand	0.35	0.56
(c) Balances with banks		
- in current accounts	155.86	533.38
- in cash credit account*	9.36	-
Total	**165.57**	**533.94**

* Refer note 17 for security given against cash credit account.

13 Bank balances other than cash and cash equivalents

(a) In deposit accounts		
- original maturity more than 3 months	1.02	64.16
(b) In earmarked accounts		
- Balances held as margin money against guarantees	8.80	-
(c) Balances in escrow account	34.56	-
Total	**44.38**	**64.16**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
14 Equity share capital		
Authorised shares capital:		
32,123,038 (As at 31 March 2018: 35,440,000) equity shares of Rs. 10 each with voting rights(Refer note D below)	321.23	354.40
Add : Increase in Authorised Share Capital pursuant to Scheme of Amalgamation by 2,250,000 Equity shares of Rs. 10 each of Sage Metals Private Limited (Refer note 44A)	22.50	22.50
	343.73	**376.90**
Issued and subscribed capital comprises:		
32,123,038 (As at 31 March 2018: 32,123,038) equity shares of Rs. 10 each	321.23	321.23
	321.23	**321.23**

A Reconciliation of number of equity shares outstanding at the beginning and end of the reporting period :

	Number of shares	Share capital
Balance as at 22 December 2017	-	-
Add: Issue of shares	32,123,038	321.23
Balance as at 31 March 2018	**32,123,038**	**321.23**
Add: Issue of shares	-	-
Balance as at 31 March 2019	**32,123,038**	**321.23**

B Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held and dividend as and when declared by the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholder's approval. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

C Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% holding	Number of shares	% holding
Fully paid equity shares with voting rights:				
Delos Sage Holdco Cooperatief U.A., the Holding Company (including 1 share held by nominee)	32,123,038	100%	32,123,038	100%

D The board of directors of the Company in its meeting held on 27 November 2018 approved the increase and reclass in the authorised equity and preference share capital of the Company to Rs. 2,677.00. The increase and reclass in authorised share capital was approved by the shareholders in the Extraordinary General Meeting of the Company held on 28 November 2018. Pursuant to the change, equity share capital was reduced and reclass to preference share capital. The revised authorised equity and preference share capital of the Company is as under:

(a) 3,21,23,038 equity shares of Rs. 10 each

(b) 22,97,47,584 Class A compulsorily convertible preference shares of Rs. 10 each (Refer note 16)

(c) 9,87,910 Class B compulsorily convertible preference shares of Rs. 10 each (Refer note 16)

(d) 48,41,469 Class C compulsorily convertible preference shares of Rs. 10 each (Refer note 16)

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
15 Other equity		
Retained earnings	(858.30)	(370.30)
Deemed contribution from parent company (Refer note below)	36.54	1.75
Foreign currency translation reserve	(17.19)	-
Total	**(838.95)**	**(368.55)**
(i) Retained earnings		
Balance at the beginning of the year	(370.30)	-
Add: Loss for the year/period	(479.85)	(369.81)
Add: Other comprehensive loss arising from remeasurement of defined benefit obligation	(8.15)	(0.49)
Balance at the end of the year/period	**(858.30)**	**(370.30)**
(ii) Deemed contribution from parent company (Refer note below)		
Balance at the beginning of the year/period	1.75	-
Add: Expense recognised during the year/period	34.79	1.75
Balance at the end of the year/period	**36.54**	**1.75**
(iii) Foreign Currency Translation Reserve		
Balance at the beginning of the year	-	-
Add: Other comprehensive loss arising from Foreign exchange translation differences	(17.19)	-
Balance at the end of the year	**(17.19)**	**-**

Notes:

(a) Retained earnings

Retained earnings represent the undistributed profits of the Company.

(b) Deemed capital contribution

Delos Sage Holdco Cooperatief U.A (Holding Company) has given financial guarantee for the Non-convertible Debentures issued by the Holding Company and financial guarantee for term loans taken by Sage International, Inc. (subsidiary company). Deemed Contribution of Rs 36.54 (As at 31 March 2018 : 1.75) represents the cost of the premium of the financial guarantee received by the Company and the Subsidiary Company.

(c) Foreign Currency Translation Reserve

Represents exhange gain/(loss) arising on transalation of balances of foreign subsidiary, which is not available for distribution as dividend.

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
16 Compulsorily convertible preference shares (CCPS)		
Authorised share capital (Refer note 14D)		
Compulsorily convertible non-cumulative preference shares:		
229,747,584 (As at 31 March 2018: 153,180,000) 0.0001% Class A CCPS of Rs. 10 each	2,297.48	1,531.80
987,910 (As at 31 March 2018: 680,000) 0.0001% Class B CCPS of Rs. 10 each	9.88	6.80
4,841,469 (As at 31 March 2018: 3,400,000) 0.00011% Class C CCPS of Rs. 10 each	48.41	34.00
	2,355.77	**1,572.60**
Issued and subscribed capital		
192,196,934 (As at 31 March 2018: 147,719,975) 0.0001% Class A CCPS of Rs. 10 each fully paid up	1,921.97	1,477.20
845,547 (As at 31 March 2018: 677,644) 0.0001% Class B CCPS of Rs. 10 each fully paid up	8.46	6.78
4,146,147 (As at 31 March 2018: 3,323,681) 0.00011% Class C CCPS of Rs. 10 each fully paid up	41.46	33.24
	1,971.89	**1,517.22**
Add:		
Securities premium on issue of CCPS (Refer note C below)	32.28	-
Loss on fair valuation of derivative component of CCPS recognised in statement of profit and loss (Refer note E(ii) below)	195.00	-
	2,199.17	**1,517.22**

A Reconciliation of number of CCPS outstanding at the beginning and end of the reporting period :

	Number of shares	Amount
0.0001% Class A CCPS		
As at 22 December 2017	-	-
Add: Issue of CCPS	147,719,975	6.78
Balance as at 31 March 2018	**147,719,975**	**6.78**
Add: Issue of CCPS	44,476,959	1.68
Balance as at 31 March 2019	**192,196,934**	**8.46**
0.0001% Class B CCPS		
As at 22 December 2017	-	-
Add: Issue of CCPS	677,644	33.24
Balance as at 31 March 2018	**677,644**	**33.24**
Add: Issue of CCPS	167,903	8.22
Balance as at 31 March 2019	**845,547**	**41.46**
0.00011% Class C CCPS		
As at 22 December 2017	-	-
Add: Issue of CCPS	3,323,681	1,517.22
Balance as at 31 March 2018	**3,323,681**	**1,517.22**
Add: Issue of CCPS	822,466	454.67
Balance as at 31 March 2019	**4,146,147**	**1,971.89**

B Details of shareholders holding more than 5% of CCPS in the Company

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% holding	Number of shares	% holding
0.0001% Class A CCPS				
- Delos Sage Holdco Cooperatief U A, the Holding Company	192,196,934	100%	147,719,975	100%
0.0001% Class B CCPS				
- AR2LLC	845,547	100%	677,644	100%
0.00011% Class C CCPS				
- Fortress Metals LLC	4,146,147	100%	3,323,681	100%

C During the year ended 31 March 2019, the Company has issued 44,476,959, 167,903 and 822,466 Class A CCPS, Class B CCPS and Class C CCPS respectively at a premium of Rs. 0.71 per CCPS.

(All amounts are in Rs. Millions, unless otherwise stated)

D D1 - Terms of Conversion

The Company entered into a 'Framework Agreement' with Delos Sage Holdco Cooperatief U A, AR2 LLC, Fortress Metals LLC and R Krishnan on 11 March 2018 which govern the rights and obligations, and matters incidental to and connected with the issuance of Compulsorily Convertible Preference Shares.

Terms	Class A	Class B	Class C
(i) Term	Unless converted in accordance with the Conversion clause (iii) below, the term shall not exceed 15 years from the date of issuance thereof.		
(ii) Dividend	Non-cumulative 0.0001% p. a.	Non-cumulative 0.0001% p. a.	Non-cumulative 0.00011% p. a.
(iii) Conversion	The Class A CCPS shall be converted into equity shares at the time of Liquidity Event. Additionally, the Class A CCPS may be convertible into equity shares, at the option of the Board of the Company or at the option of the holder thereof, at any time prior to a Liquidity Event.	The Class B CCPS shall be converted into equity shares at the time of Liquidity Event.	The Class C CCPS shall be converted into equity shares at the time of Liquidity Event.
(iv) No. of equity shares issuable upon conversion	CCPS shall be convertible into the number of equity shares obtained by dividing (x) the Subscription Price of CCPS plus all unpaid dividend as of the conversion date, by (y) the then prevailing Conversion Price of CCPS.		
(v) Coversion price	"Conversion Price" means the price at which CCPS are converted into equity shares as determined by the Board based on the then prevailing fair value of equity shares, which shall not be lower than Rs. 10.		
(vi) Automatic conversion	Any CCPS that has not been converted into Equity Shares in accordance with above shall, if required under Applicable Law, compulsorily convert into Equity Shares on the 15th (fifteenth) anniversary of the date of issuance thereof		

The key definitions and interpretations of the 'Framework Agreement' are as under:

a. 'GIPL Equity Securities' means equity shares, Class A CCPS, Class B CCPS and Class C CCPS.
b. 'Liquidity Event' means (a) an IPO, (b) Third Party Sale, (c) a Liquidation Event, or (d) any Other Liquidity Event.
c. 'Distributable Amounts' means the cash that is distributable to the Shareholders pursuant to any Liquidity Event

D2 - Distribution of Distributable Amounts post conversion to the holders of GIPL Equity Securities shall be as under

In case of a Liquidity Event that is not an IPO or a Liquidation Event, Distributable Amounts shall be distributed in the following manner:

Step 1: To the holders of Redeembale Optionally Convertible Preference Shares (ROCPS), payment of any Agreed Return to the extent not already paid prior to such Liquidity Event.

Step 2: To the holders of ROCPS, payment of the redemption or repurchase amount represented by the aggregate face value of the outstanding ROCPS, to the extent not already pa prior to such Liquidity Event.

Step 3: To the holders of all the GIPL Equity Securities, the Remaining Distributable Amounts to the holders of all the GIPL Equity Securities on a Pro Rata Basis up to the followi amounts:

- If the Liquidity Event occurs prior to the fifth Anniversary of the Closing Date, then an amount at least equal to the respective Investment Amount, or

- If the Liquidity Event occurs on or after the fifth Anniversary of the Closing Date, then the respective Investment Amount along with a minimum IRR of 15%.

(For the purposed of step 3 above, 'Remaining Distributable Amounts' means an amount equal to (a) the Distributable Amounts minus (b) the amounts, if any, paid to the holders of ROCPS).

Step 4: To holders of Class A CCPS, any taxes payable by holders of Class A CCPS pursuant to the Transfer of Class A CCPS on the difference between (a) the DSHC Investment Amoun and (y) the DSHC Investment Amount, as reduced to the extent of the Intermediate Payment Amount.

Step 5: If the Distributable Profits is sufficient to provide the respective Relevant Preferred Return to the holders of GIPL Equity Securities pursuant to the following distribution, then such Distributable Profits shall be distributed to the holders of GIPL Equity Securities in the following manner:

Liquidity Event ->		**Before 5th Anniversary of Closing Date**	**After 5th Anniversary of Closing Date**
Class B CCPS	**Remaing GIPL Equity Securities holders**	**Relevant preferred return**	**Relevant preferred return**
10%	**90%**	2 times of Invested Amount	Invested amount plus IRR of 20%
15%	**85%**	2.5 times of Invested Amount	Invested amount plus IRR of 20%
20%	**80%**	3 times of Invested Amount	Invested amount plus IRR of 25%
25%	**75%**	4 times of Invested Amount	Invested amount plus IRR of 32%

For the purposes of Step 5 above, 'Distributable Profits' means an amount equal to (a) the Remaining Distributable Amounts minus (b) the amounts paid to the holders of GIPL Equity Securities.

After conversion of CCPS into equity shares, as agreed between the share-holders, the resulting equity shares allocated to the CCPS holders will have differential rights and will be entitled to "Distributable Amounts" as specified in D2 above. This will be notwithstanding the number of ordinary shares allocated to them.

(All amounts are in Rs. Millions, unless otherwise stated)

E Carrying amount of financial liability and fair value of derivative component are set out below:

i. The Compulsory conversion of preference shares into equity shares of the Company as at conversion date has been treated as a financial liability and carried at amortised cost, as th conversion will be in variable number of equity shares.

ii. As per the 'Distribution of Distributable Amounts post conversion to the holders of GIPL Equity Securities' (Refer note D2 above), the distributable amounts at the time of liquidity eve (post conversion to equity shares) to the CCPS holders will be different from the normal equity distribution. Accordingly, the value allocated to CCPS over and above their normal equ distribution is considered as the embedded derivative component in the hybrid financial instrument. The embedded derivative has been fair valued using Monte-Carlo simulation moc based on a Geometric Brownian Motion function. As enumerated below, for the year ended 31 March 2019, the fair value of derivative component using Monte-Carlo simulation model Rs. 195.00 (As at 31 March 2018: Rs. Nil). The loss on arising of fair valuation of derivative component has been charged to statement of profit and loss account.

CCPS Categories	Class A	Class B	Class C	Total
Value conclusion for entire CCPS	1,954.55	202.58	42.04	**2,199.17**
Less : Liability value (at amortised cost)	1,953.55	8.58	42.04	**2,004.17**
Value conclusion (Derivative component) as at 31 March 2019	**1.00**	**194.00**	**-**	**195.00**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
17 Borrowings (at amortised cost)		
Non-current		
(a) 6,350, 12.90% Secured, Non-convertible Debentures of Rs. 500,000 each [As at 31 March 2018 : 6,350 Non-convertible Debentures of Rs. 500,000 each] (Refer note A below)	2,834.20	3,126.18
(b) Term loan from financial institutions (Refer note C below)	944.13	-
(c)) Other loans - Vehicle loan	4.41	-
(Secured by hypothecation of vehicles and payable in 60 equal monthly installments. Applicable rate of interest is 8.51% to 9.50% per annum)		
Total	**3,782.74**	**3,126.18**
Current		
Loans repayable on demand (Refer note B below)		
- From banks	290.61	100.23
Total	**290.61**	**100.23**

Notes:

A Non-convertible Debenture

6,350, 12.90% Non-convertible Debentures of Rs. 500,000 each	3,175.00	3,175.00
Transaction cost - Opening balance	(48.83)	(49.46)
Add: Transaction cost amortised during the year	11.19	0.63
Closing liability	**3,148.55**	**3,126.17**
Current maturities of long term borrowings (Debentures) (Refer note A(iv) below and 21)	(317.50)	-
Transaction cost classified as current	14.34	-
	(303.16)	**-**
Total	**2,845.39**	**3,126.17**

Terms of Debentures

(i) Debentures were secured by first ranking exclusive fixed charge on :

(a) all its present and future rights, title, interest and benefit in all and singular movable assets, including movable plant and machinery, spares, tools and accessories, furniture, fixtures, vehicles, other fixed assets, movable fixed assets and all other movable assets of the Company whether installed or not and whether affixed to the earth or not and whether lying loose in cases or which are lying or are stored in or to be stored in or to be brought upon any warehouses, stockyards and godowns of the Company or any of the Company's agents, Affiliates, associates or representatives or at various work sites or at any place or places, wherever else situated or wherever else the same may be, whether now belonging to or that may at any time during the continuance of this Deed, belonging to the Company and/or that may at present or hereafter be held by any party anywhere to the order and disposition of the Company, or in the course of transit or delivery, and all replacements thereof and additions thereof, whether by way of substitution, replacement, conversion, realisation or otherwise, howsoever, together with all benefits, rights and incidentals attached thereto which are now or shall at any time hereafter be owned by the Company and all estate, right, title, interest, property, claims and demands, whatsoever, of the 'Company unto and upon the same;

(b) all intangible, tangible and current assets of the Company, both present and future, together with all rights, titles, interests, benefits, claims, demands and incidentals in them and attached thereto of the Company;

(c) all present and future rights, title, interest, benefits, claims and demands whatsoever of the Company in, to and under, the Share Purchase Agreement to the fullest extent permitted under Applicable Law and the terms of the Share Purchase Agreement;

(d) all its present and future rights, titles, interests, benefits, claims, demands in the Account Assets; and

(e) all rights, title, interest, benefits, claims and demands whatsoever of the Company, whether presently in existence or acquired hereafter, in, to, under and/or in respect of the Company Receivables, the profits of the Company, whether or not deposited in any Company Account (as maybe relevant), the book debts of the Company, the operating cash flows of the Company and all other commissions and revenues and cash of the Company, both present and future,

excluding, in each case, the Escrow Account and any amount standing to the credit of the Escrow Account.

(ii) The Debentures are also guaranteed by the Holding Company (Delos Sage Holdco Cooperatief U.A.).

(iii) The debentures issued carried an interest rate of 12.90%. Further, all payments to be made by the Company to the secured parties under the debenture document shall be made free and clear of and without any tax deduction. Out of 12.90%, 8.00% shall be payable on a quarterly basis to the lenders and the balance interest will be deferred and added back to principal amount on quarterly basis.

(iv) The debentures shall be partly redeemed (10% of face value amounting to Rs. 317.50) on 12 September 2019 along with proportionate deferred interest amount. The balance principal amount along with deferred interest shall be redeemed on 30 June 2021.

(All amounts are in Rs. Millions, unless otherwise stated)

(v) Debenture Redemption Reserve has not been created by the Company as the Company does not have any profits during the current/previous period.

(vi) Compliance with Debt Covenants

As per the Debenture Trust Deed and loan facility arrangement entered by the Subsidiary Company (Refer note C below), the Company and Delos Sage Holdco Cooperatief U.A. (the "Parent") are required to ensure the following financial covenants on a consolidated basis:

(a) the Ratio of Consolidated Net Debt to EBITDA of the Company as on 31 March 2019 shall not be greater than the ratio 4.25:1.

(b) The aggregate Capital Expenditure of the Company along with its subsidiary in respect of financial year ended 31 March 2019 shall not exceed Rs. 160.00.

The Company for the purposes of computation of Consolidated Net Debt to EBITDA ratio, have considered certain expenses as "Exceptional items and other non-operating items" which are within the purview of definition of such items as per the Debenture Trust Deed for the purpose of computation of ratio.

The actual consolidated capital expenditure for the financial year ended 31 March 2019 exceeded the amount as mentioned under clause (vi)(b) above.

The lenders have affirmed to the Company on the manner in which the consolidated Net Debt to EBITDA ratio has been computed. Further, the lenders have waived off the breach of 'financial covenants' with respect to excess capital expenditure. Consequently 'Event of Default' as mentioned in Debenture Trust Deed and loan facility agreement do not get triggered and the debenture facility/loan will not be recalled.

B Loans repayable on demand

As at 31 March 2019

Particulars	Borrowings-current	Security	Terms of repayment/redemption	Rate of interest/ effective interest rate (per annum)
Credit facilities from bank	290.61	First charge on the current assets of the Company present and future and second charge on fixed assets of the Company present and future.	Repayable on demand	6.10%

As at 31 March 2018

Particulars	Borrowings-current	Security	Terms of repayment/redemption	Rate of interest/ effective interest rate (per annum)
Credit facilities from bank	100.23	First charge on the current assets of the Company present and future and second charge on fixed assets of the Company present and future.	Repayable on demand	6.10%

C 12% Loan Facility

	As at 31 March 2019	As at 31 March 2018
Loan facility	968.80	-
Transaction cost	(14.35)	-
Closing liability	**954.45**	**-**
Transaction cost classified as current	(10.32)	-
	(10.32)	**-**
Total	**944.13**	**-**

On 10 September 2018, Sage International, Inc. ('SII' or 'Subsidiary Company') entered into a facility Agreement with Agensynd S.L. (acting as Agent and Security Agent for original lenders). The facility agreement provided for a sanctioned loan facility for an aggregate principal amount of $20.00 million, which matures on June 30, 2021. As at 31 March 2019, SII has drawn $14.00 million (Rs. 968.80 million) of the original principal amount sanctioned. SII's obligations under the facility agreement are secured by substantially all of its assets and guaranteed by the Holding Company. The facility agreement requires compliance with certain financial and restrictive covenants and lists out various events of default. Key financial covenants include testing and compliance of prescribed ratio of Consolidated Net Debt to EBITDA of the Company Group (all as defined and set forth in the facility agreement) and caps on aggregate capital expenditure of the Company Group. (Refer note A(vi) above)

Borrowings outstanding under the facility agreement will bear cash interest rate of 5% and PIK interest (Deferred interest) rate of 7%. PIK Interest shall be automatically capitalised and shall be added to the outstanding principal amount of the Loans on the last day of each Interest Period.

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2019	As at 31 March 2018
18 Provisions		
Non-current		
(a) Compensated absences	10.33	9.60
(b) Gratuity (Refer note 34)	61.56	62.67
Total	**71.89**	**72.27**
Current		
(a) Compensated absences	5.00	4.20
(b) Gratuity (Refer note 34)	30.20	13.01
Total	**35.20**	**17.21**
19 Other liabilities		
Non-current		
Statutory dues payable	8.96	-
Total	**8.96**	**-**
Current		
(a) Advances from customers	4.62	2.36
(b) Statutory dues payables	21.08	67.98
Total	**25.70**	**70.34**
20 Trade payables		
(a) Outstanding dues to Micro and small enterprises (Refer note 37)	138.95	30.60
(b) Outstanding dues of creditors other than micro enterprises and small enterprises	698.32	305.76
Total	**837.27**	**336.36**
21 Other financial liabilities		
Non-current		
Interest accrued but not due on borrowings (Refer note 17A)	186.77	8.52
Total	**186.77**	**8.52**
Current		
(a) Current maturities of long term borrowings (Refer note 17A and 17C)	313.48	-
(b) Capital creditors	28.24	5.04
(c) Interest accrued but not due	79.52	17.56
(d) Consideration payable towards business acquisition (Refer note 44A)	-	247.50
(e) Consideration payable to SMPL's shareholder arising out of business combination (Refer note 44B)	535.15	500.53
(f) Liability towards acquisition (Contingent consideration) (Refer note 44C)	24.91	-
(g) Security deposits	3.07	3.38
(h) Interest accrued on trade payables (Refer Note 37)	1.37	-
(i) Other payables	3.34	-
Total	**989.08**	**774.01**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
22 Revenue from operations		
(a) Sale of products		
Sale of goods	3,925.24	147.39
(b) Sale of services		
Development charges	18.37	-
(c) Other operating revenue		
Scrap sales	100.28	7.31
Export incentives	159.69	2.46
Total	**4,203.58**	**157.16**

(i) Disaggregate revenue information

The Group disaggregated the revenue based on geographical locations and it is disclosed under note 33 "Segment Reporting". Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts that have original expected duration of one year or less.

(ii) Trade receivables and Contract Balances

The Group classifies the right to consideration in exchange for deliverables as a trade receivable. A receivable is a right to consideration that is unconditional upon passage of time. Revenue are recognised at a point in time when the Group transfers control over the product to the customer.

Trade receivable are presented net of impairment in the Balance Sheet.

(iii) Reconciliation of revenue recognised with contract price for sale of goods :

Contract price	3,926.47	147.67
Adjustments for:		
Discounts	(1.23)	(0.28)
Revenue from sale of goods	**3,925.24**	**147.39**

23 Other income		
(a) Interest income from financial assets measured at amortised cost		
- on bank deposits	6.94	0.69
- on security Deposit	0.39	-
- on loan to employees	0.07	-
(b) Net gain on foreign currency transactions and translation	90.68	2.43
(c) Gain on fair valuation of investment in mutual funds	0.24	0.02
(d) Miscellaneous income	0.02	0.63
Total	**98.34**	**3.77**

24 Cost of materials consumed		
(a) Inventory at the beginning of the year/period	241.13	-
(b) Add : Purchases during the year/period	2,052.01	107.75
(c) Add : Stock of raw material acquired through business combination (Refer note 44)	39.62	199.43
	2,332.76	**307.18**
(d) Less : Inventory at the end of the year/ period	358.97	241.13
Total	**1,973.79**	**66.05**
* including job work charges	72.46	10.18

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars		For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
25	**Changes in inventory of finished goods and work-in-progress**		
	Inventory at beginning of the year		
	(a) Stock-in-trade	197.31	-
	(b) Work-in-progress	248.44	-
	(c) Finished Goods	212.12	-
		657.87	**-**
	Add : Stock of finished goods, work in Progress and stock-in-trade acquired through business combination (Refer note 44).	241.46	665.77
		899.33	**665.77**
	Inventories at the end of the year		
	(a) Stock-in-trade	168.82	197.31
	(b) Work-in-progress	338.51	248.44
	(c) Finished goods	612.38	212.12
		1,119.71	**657.87**
	Net (increase) / decrease	**(220.38)**	**7.90**
26	**Employee benefits expense**		
	(a) Salaries, wages and bonus	629.74	21.25
	(b) Contribution to provident fund	12.60	2.16
	(c) Gratuity expense (Refer note 34)	21.53	1.06
	(d) Staff welfare expense	13.94	0.94
	Total	**677.81**	**25.41**
27	**Finance Costs**		
	(a) Interest costs		
	- Borrowings	513.23	24.72
	- Consideration payable to SMPL's shareholder arising out of business combination (Refer note 44B)	45.21	2.35
	- Corporate guarantee premium expenses	34.79	1.75
	- Others	5.50	-
	(b) Bill discounting charges	9.66	0.20
	(c) Other borrowing costs	7.18	0.90
	Total	**615.57**	**29.92**
28	**Depreciation and amortisation expense**		
	(a) Depreciation on property, plant and equipment (Refer note 3)	163.20	5.02
	(b) Amortisation of intangible assets (Refer note 4)	30.51	0.61
	Total	**193.71**	**5.63**

(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
29 Other expenses		
(a) Consumption of stores and spares	109.64	4.93
(b) Consumption of packing materials	93.96	6.37
(c) Power and fuel	169.19	10.11
(d) Rent (Refer note 42)	15.74	0.08
(e) Repairs and maintenance :		
- Building	10.97	0.41
- Plant and machinery	47.38	0.30
- Others	30.59	0.92
(f) Rates and taxes	18.27	97.17
(g) Travelling and conveyance	5.80	7.41
(h) Legal and professional fees	391.13	234.69
(i) Insurance	12.73	0.17
(j) Freight	315.69	5.75
(k) Provision for balances with government authorities	2.71	-
(l) Loss on sale/disposal of property, plant and equipment	4.34	-
(m) CSR expenditure (Refer note (ii) below)	0.15	-
(n) Loss on fair value of derivative instruments (Refer note 16)	195.00	-
(o) Miscellaneous expenses	40.32	10.16
Total	**1,463.61**	**378.47**

(i) Payment to statutory auditors (excluding indirect taxes) are as follows:

Audit fees	6.00	0.47
Total	**6.00**	**0.47**

(ii) Sage Metals Private Limited (SMPL) got merged with Gluhend India Private Limited vide NCLT Order dated 20 June 2019 with the appointed and effective date of 13 March 2018 (Refer note 44A). The Corporate Social Responsibility (CSR) provisions under Section 135 of the Companies Act, 2013, were applicable on SMPL. SMPL had an unspent CSR liability of Rs. 35.47 upto 31 March 2018. Subsequent to merger, the unspent CSR liability of SMPL has been assumed by the Company.

The Company has during the year spent an amount of Rs. 0.15 on CSR activities and the unspent CSR liability as on 31 March 2019 is Rs. 35.32.

Expenditure on CSR

a. Gross amount required to be spent by the Company during the year ended 31 March 2019 is Rs. Nil (Previous period Rs. Nil)

b. Amount spent during the year ended 31 March 2019

Particulars	Paid (A)	Yet to be paid (B)	Total (A+B)
(i) Construction/acquisition of any asset	-	-	-
	(-)	(-)	(-)
(ii) On purposes other than (i) above	0.15	-	0.15
	(-)	(-)	(-)
	0.15	**-**	**0.15**
	(-)	**(-)**	**(-)**

*Figures in bracket relates to previous period

c. Details of related party transactions:
- Contribution during the period ended 31 March 2019 is Rs. Nil (Previous period Rs. Nil)
- Payable as at 31 March 2019 is Rs. Nil (As at 31 March 2018 Rs. Nil)

(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	Year ended 31 March 2019	Period ended 31 March 2018
30	**Income taxes**		
A	**Income tax recognised in profit and loss**		
(a)	**Current tax**		
	In respect of current year	1.59	-
	In respect of prior years	(11.28)	-
		(9.69)	**-**
(b)	**Deferred tax [Refer note 30C]**		
	In respect of current year	(41.27)	16.78
		(41.27)	**16.78**
	Total tax expense charged/(credited) in Statement of Profit and Loss	**(50.96)**	**16.78**
(c)	**The income tax expense for the year can be reconciled to the accounting profit as follows:**		
	Loss before tax	(530.81)	(352.45)
	Income tax expense calculated at 34.94%(Previous year 34.61%)	(185.47)	(121.98)
	Effect of expenses that are not deductible in determining taxable profit	98.45	139.32
	Adjustments recognised in the current year in relation to the current tax of prior years	(11.28)	-
	Effect on deferred tax balances due to the change in income tax rates	2.14	-
	Effect of tax rate differences of subsidiary operating in other jurisdictions	45.20	(0.56)
	Income tax expense recognised in profit or loss	**(50.96)**	**16.78**
B	**Income tax recognised in other comprehensive income**		
(a)	**Deferred tax [Refer note 30C]**		
	Arising on income and expenses recognised in other comprehensive income		
	-Remeasurement of defined benefit obligation	4.39	0.26
	- Foreign exchange translation differences	5.22	-
	Total tax expense/(Income) recognised in other comprehensive income	**9.61**	**0.26**

The tax rate used for the financial year 2018-2019 and 2017-2018 reconciliations above is the corporate tax rate of 34.94% and 34.61% payable by corporate entities in India on taxable profits under the Indian tax law.

(All amounts are in Rs. Millions, unless otherwise stated)

30 Income taxes

C Movement in deferred tax

(i) For the year ended 31 March 2019

Particulars	Year ended 31 March 2019				
	Opening Balance	Recognised through business combinations	Recognised in profit or loss charge/(credit)	Recognised in Other comprehensive income charge/(credit)	Closing balance
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment and intangible assets	(257.39)	-	11.50	-	(268.89)
Goodwill	(96.78)	-	164.81	-	(261.59)
	(354.17)	**-**	**176.31**	**-**	**(530.48)**
Tax effect of items constituting deferred tax assets					
Provision for employee benefits	30.74	-	(3.22)	(4.39)	38.35
Business loss and unabsorbed depreciation	111.60	-	(96.32)	-	207.92
Other items	(8.23)	-	(118.04)	(5.22)	115.03
	134.11	**-**	**(217.58)**	**(9.61)**	**361.30**
Deferred tax assets / (liabilities) (net)	**(220.06)**	**-**	**(41.27)**	**(9.61)**	**(169.18)**

(ii) For the period ended 31 March 2018

Particulars	Period ended 31 March 2018				
	Opening Balance	Recognised through business combinations	Recognised in profit or loss charge/(credit)	Recognised in Other comprehensive income charge/(credit)	Closing balance
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment and intangible assets	-	(243.05)	14.34	-	(257.39)
Goodwill	-	-	96.78	-	(96.78)
Other items	-	-	8.23	-	(8.23)
	-	**(243.05)**	**119.35**	**-**	**(362.40)**
Tax effect of items constituting deferred tax assets					
Provision for employee benefits	-	39.51	9.03	(0.26)	30.74
Business loss and unabsorbed depreciation	-	-	(111.60)	-	111.60
	-	**39.51**	**(102.57)**	**(0.26)**	**142.34**
Deferred tax assets / (liabilities) (net)	**-**	**(203.54)**	**16.78**	**(0.26)**	**(220.06)**

D. The Group does not have any unrecognised deductible temporary differences, unused tax losses and unused tax credits on which deferred tax asset is not created.

(All amounts are in Rs. Millions, unless otherwise stated)

31 Financial Instruments

a) Capital Management

The Company's management reviews the capital structure of the Group on periodical basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. The Group monitors the capital structure using gearing ratio which is determined as the proportion of net debt to total equity.

The capital structure of the Group consists of net debt (borrowings as detailed in note 17 and offset by cash and bank balances in notes 12 and 13) and total capital (including Compulsorily convertible non-cumulative preference shares) of the Group.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans.

The funding requirements are met through a mixture of equity, internal fund generation, non-current and current borrowings. The Group's policy is to use non-current and current borrowings to meet anticipated funding requirements.

Gearing ratio

The gearing ratio at end of the reporting period was as follows

Particulars	As at 31 March 2019	As at 31 March 2018
Debt		
Borrowings- current (Refer note 17)	3,782.74	3,126.18
Borrowings- non current (Refer note 17)	290.61	100.23
Current maturiteis of long term borrowings (Refer note 21)	313.48	-
	4,386.83	**3,226.41**
Less:		
Cash and cash equivalents (Refer note 12)	165.57	533.94
Bank balances (Refer note 13)	44.38	64.16
	209.95	**598.10**
Net debt	**4,176.88**	**2,628.31**
Total equity	(517.72)	(47.32)
Compulsorily Convertible Preference share capital (Refer note 16)*	2,199.17	1,517.22
Total capital	**1,681.45**	**1,469.90**
Net debt to equity ratio	**248.41%**	**178.81%**

* As CCPS will mandatorily be converted into equity shares, accordingly the same has been considered as part of total capital and not debt for the purposes of computation of net debt to equity ratio.

(All amounts are in Rs. Millions, unless otherwise stated)

31 Financial Instruments (cont'd.)

(b) Financial risk management objective and policies

The Group is exposed to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The objective of the Group's risk management framework is to manage the above risks and aims to :
- improve financial risk awareness and risk transparency
- identify, control and monitor key risks
- provide management with reliable information on the Company’s risk exposure
- improve financial returns

(i) Market risk

Market risk is the risk that the fair value of financial instrument will fluctuate because of change in market price. Market risk comprises of - interest risk, foreign currency, other price risk (such as equity price risk) and credit risk.

The Group's activities expose it primarily to interest rate risk, currency risk and other price risk such as equity price risk. The financial instruments affected by market risk includes : Fixed deposits, current investments, borrowings and other current financial liabilities.

(ii) Liquidity risk

The Group requires funds both for short-term operational needs as well as for long-term investment needs.

The Group remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening the balance sheet. The maturity profile of the Group’s financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Group.

	As at 31 March 2019			
	<1 year	**1-3 Years**	**> 3 Years**	**Total**
Non current				
- Borrowings	-	3,782.74	-	3,782.74
- Other financial liabilities	-	186.77	-	186.77
Current				
- Borrowings	290.61	-	-	290.61
- Trade payables	837.27	-	-	837.27
- Other financial liabilities	989.08	-	-	989.08
Total	**2,116.96**	**3,969.51**	**-**	**6,086.47**

As at 31 March 2019, the Group had access to fund based facilities of Rs. 350.00, of which Rs. 59.39 were yet not drawn.

	As at 31 March 2018			
	<1 year	**1-3 Years**	**> 3 Years**	**Total**
Non current				
- Borrowings	-	-	3,126.18	3,126.18
- Other financial liabilities	-	-	8.52	8.52
Current				
- Borrowings	100.23	-	-	100.23
- Trade payables	336.36	-	-	336.36
- Other financial liabilities	774.01	-	-	774.01
Total	**1,210.60**	**-**	**3,134.70**	**4,345.30**

As at 31 March 2018, the Group had access to fund based facilities of Rs. 325.00, of which Rs. 224.77 were yet not drawn.

(All amounts are in Rs. Millions, unless otherwise stated)

31 Financial Instruments (cont'd.)

(iii) Foreign currency risk

Foreign exchange risk comprises of risk that may arise to the Group because of fluctuations in foreign currency exchange rates. Fluctuations in foreign currency exchange rates may have an impact on the Statement of Profit and Loss. As at the year end, the Group was exposed to foreign exchange risk arising from foreign currency payables and receivables.

The carrying amounts of the Group foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	currency	As at 31 March 2019		As at 31 March 2018	
		Financial assets	Financial liabilities	Financial assets	Financial liabilities
Trade receivables	USD	5.58	-	1.82	-
	Equivalent INR	385.59	-	118.21	-
Trade receivables	EURO	-	-	0.01	-
	Equivalent INR	-	-	1.15	-
Cash and cash equivalents	USD	0.00*	-	0.00*	-
	Equivalent INR	0.08	-	0.31	-
Trade payable	USD	-	2.77	-	0.30
	Equivalent INR	-	191.37	-	19.88

* Amount less than Rs. 0.01 million

The results of Group's operations may be affected by fluctuations in the exchange rates between the Indian Rupee against the US dollar. The foreign exchange rate sensitivity is calculated by the aggregation of the net foreign exchange rate exposure with a simultaneous parallel foreign exchange rates shift in the currencies by 1% against the functional currency of the Group.

For the year ended 31 March 2019 and 31 March 2018, every 100 basis points depreciation/ appreciation in the exchange rate between the Indian rupee and U.S. dollar will decrease/increase the Group's losses before tax by Rs. 6.99 (31 March 2018 : Rs. 7.83).

For the year ended 31 March 2019 and 31 March 2018, every 100 basis points depreciation/ appreciation in the exchange rate between the Indian rupee and EURO will decrease/increase the Group's losses before tax by Rs. Nil (31 March 2018 : Rs. 0.01).

(iv) Interest rate risk

The Group is exposed to interest rate risk on current and non-current borrowings and fixed deposits outstanding as at the year end. The Group's policy is to maintain a balance of fixed and floating interest rate borrowings and the proportion of fixed and floating rate debt is determined by current market interest rates. The borrowings of the Group are principally denominated in Indian Rupees. The US dollar debt representing the buyers credit facility availed by the Company is composite of fixed and floating rates (linked to US dollar LIBOR). These exposures are reviewed by appropriate levels of management on a monthly basis. The Group invests in fixed deposits to achieve the Group's goal of maintaining liquidity, carrying manageable risk and achieving satisfactory returns.

The exposure of the Group's financial liabilities as at 31 March 2019 to interest rate risk is as follows:

	Floating rate	Fixed rate	Non interest bearing	Total
Non current				
- Borrowings	-	3,782.74	-	3,782.74
Current				
- Borrowings	290.61	313.48	-	604.09
	290.61	**4,096.22**	**-**	**4,386.83**
- Fixed deposits	**-**	1.96	**-**	**1.96**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Loans repayable on demand	6.10%	-
Long term borrowings	-	12.90%

(All amounts are in Rs. Millions, unless otherwise stated)

31 Financial Instruments (cont'd.)

The exposure of the Group's financial liabilities as at 31 March 2018 to interest rate risk is as follows:

	Floating rate	Fixed rate	Non interest bearing	Total
Non current				
- Borrowings	-	3,126.18	-	3,126.18
Current				
- Borrowings	100.23	-	-	100.23
	100.23	**3,126.18**	**-**	**3,226.41**
- Fixed deposits	**-**	68.35	**-**	**68.35**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Loans repayable on demand	6.10%	-
Long term borrowings	-	12.90%

Interest rate sensitivity analysis on borrowings:

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's losses before tax for the year ended 31 March 2019 would increase/decrease by Rs. 38.26 (Period ended 31 March 2018: Rs. 33.97). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

Interest rate sensitivity analysis on fixed deposits:

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's losses before tax for the year ended 31 March 2018 would decrease/increase by Rs. 0.11 (Period ended 31 March 2018: Rs. 0.68). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

(v) Other price risk

The Group is exposed to price risks arising from fair valuation of Group's investment in mutual funds. The investments in mutual fund are held for short term purposes. The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting year.

If prices had been 100 basis points higher/lower, loss before tax for the year ended 31 March 2019 would decrease/increase by Rs. 0.05 (for the period ended 31 March 2018: Rs. 0.01) as a result of the changes in fair value of these investments which have been designated as at FVTPL.

(vi) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk primarily arises from trade receivables, balances with banks and security deposits. The credit risk on bank balances is limited because the counterparties are banks with good credit ratings. Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed on the financial condition of accounts receivable. The Group's policies on assessing expected credit losses is detailed in notes to accounting policies (Refer note 2.2(iii)). For details of exposure, default grading and expected credit loss as on the reporting year [Refer note 11(b)].

Apart from the customers as disclosed in note 11(d), the Group does not have significant credit risk exposure to any single counterparty. Concentration of credit risk as specified in note 11(d) did not exceed 50% of gross monetary assets at the end of reporting period.

(All amounts are in Rs. Millions, unless otherwise stated)

32 Fair value measurement

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at 31 March 2019 and 31 March 2018:

As at 31 March 2019

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	165.57	-	-	165.57
Bank balances other than cash and cash equivalents	44.38	-	-	44.38
Trade receivables	736.54	-	-	736.54
Loans - current	2.03	-	-	2.03
Loans - non-current	1.52	-	-	1.52
Investments in mutual funds	-	-	4.76	4.76
Other financial assets - non-current	16.99	-	-	16.99
Other financial assets - current	14.34	-	-	14.34
	981.37	**-**	**4.76**	**986.13**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	2,199.17	2,199.17
Borrowings - non-current	3,782.74	-	-	3,782.74
Borrowings - current	290.61	-	-	290.61
Trade payables	837.27	-	-	837.27
Other financial liabilities - non-current	186.77			186.77
Other financial liabilities - current	989.08	-	-	989.08
	6,086.47	**-**	**2,199.17**	**8,285.64**

As at 31 March 2018

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	533.94	-	-	533.94
Bank balances other than cash and cash equivalents	64.16	-	-	64.16
Trade receivables	640.95	-	-	640.95
Loans - current	2.60	-	-	2.60
Loans - non-current	0.94	-	-	0.94
Investments in mutual funds	-	-	1.02	1.02
Other financial assets - non-current	17.51	-	-	17.51
Other financial assets - current	6.41	-	-	6.41
	1,266.51	**-**	**1.02**	**1,267.53**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	1,517.22	1,517.22
Borrowings - non-current	3,126.18	-	-	3,126.18
Borrowings - current	100.23	-	-	100.23
Trade payables	336.36	-	-	336.36
Other financial liabilities - non current	8.52	-	-	8.52
Other financial liabilities - current	774.01	-	-	774.01
	4,345.30	**-**	**1,517.22**	**5,862.52**

(a) All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, security deposits included in level 3.

Particulars	Level	As at 31 March 2019	As at 31 March 2019
Financial assets			
Investments in mutual funds	Level 2	4.76	1.02
Financial liabilities			
Compulsorily convertible preference shares	Level 3	2,199.17	1,517.22

Notes:

(i) Fair value of unquoted mutual funds is based on Net Assets Value (NAV) at the reporting date.

(ii) Fair value of the CCPS is estimated based on discounted cash flow projections using Monte-Carlo simulation model based on a Geometric Brownian Motion function.

key inputs for the level 3 financial liabilities as of 31 March 2019 and 31 March 2018 are (i) Discount rate (WACC), (ii) Growth rate for long term cash flow projections, (iii) Future cash flow projections and (iv) Volatility.

(All amounts are in Rs. Millions, unless otherwise stated)

33 Segment reporting

The Group is principally engaged in the business of manufacturing of electrical wiring accessories and fittings. The Board of Directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocates resources based on the analysis of various performance indicators of the Group as a single unit. Therefore, there is no reportable segment for the Company, in accordance with the requirements of Ind AS 108 - 'Operating Segments Reporting' notified under the Companies (Indian Accounting Standards) Rules, 2015.

a. Geographical Segments

The Company is domiciled in India. The amount of its revenue from operations from external customers broken down by location of customers is stated below:

	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
India	360.73	15.17
Outside India	3,842.85	141.99
Total	**4,203.58**	**157.16**

b. Information regarding geographical non-current assets* is as follows:

	As at 31 March 2019	As at 31 March 2018
India	3,673.34	3,653.90
Outside India	1,084.04	-
Total	**4,757.38**	**3,653.90**

* Non-current assets exclude non current-financial assets, non-current tax assets (net) and deferred tax assets (net).

c. Customers contributing to more than 10% of revenue :

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
Customer A	428.37	26.18
Customer B	376.88	0.01

There are no other customer who contributed 10% or more to the Group's revenue individually.

(All amounts are in Rs. Millions, unless otherwise stated)

34 Employee benefit plans

(i) Defined contribution plans

The Company makes contribution towards provident fund to a defined contribution retirement benefit plan for qualifying employees. The Company's contribution to the employees provident fund is deposited with the regional provident fund commissioner. Under the scheme, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits.

The total expense recognised in profit or loss of Rs. 21.53 (Previous period : Rs. 2.16) for provident fund. As at 31 March 2019, contributions of Rs. 3.20 (As at 31 March 2018 : Rs. 2.16) due in respect of financial year 2018-2019 and 2017-2018 reporting period had not been paid to the plans. The amounts were paid subsequent to the end of the respective reporting periods.

(ii) Defined benefit plans

Gratuity plan

Gratuity liability arises on retirement, withdrawal, resignation, and death of an employee. The aforesaid liability is calculated on the basis of 15 days salary (i.e. last drawn salary plus dearness allowance) for each completed year of service or part thereof in excess of 6 months, subject to a maximum of Rs. 2.00. Vesting occurs upon completion of 5 years of service.

The present value of the defined benefit obligation and the related current service cost are measured using the Projected Unit Credit method with actuarial valuations being carried out at each balance sheet date.

The gratuity plan typically exposes the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary inflation risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

In respect of the plan in India, the most recent actuarial valuation of the present value of the defined benefit obligation was carried out as at 31 March 2019 by Willis Towers Watson, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

a) The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Valuations	
	As at 31 March 2019	As at 31 March 2018
Discount rate(s)	7.60%	7.20%
Expected rate(s) of salary increase	8.00%	8.00%
Retirement age (years)	58	58
Mortality Table	Indian Assured Lives Mortality 2006-08	Indian Assured Lives Mortality 2006-08
Withdrawal rates	In %	In %
20 years to 24 years	5.00	5.00
25 years to 29 years	3.00	3.00
30 years to 34 years	2.00	2.00
35 years to 49 years	1.00	1.00
50 years to 54 years	2.00	2.00
55 years to 58 years	3.00	3.00

(All amounts are in Rs. Millions, unless otherwise stated)

The following tables set out the unfunded status of the defined benefit scheme and amounts recognised in the Company's financial statements as at 31 March 2019:

b) Amounts recognised in Statement of Profit and Loss in respect of these defined benefit plans are as follows:

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
Service cost		
- Current service cost	7.19	0.64
Net interest expense	5.41	0.42
Components of defined benefit costs recognised in profit or loss	**12.60**	**1.06**
Remeasurement on the net defined benefit liability		
- Actuarial (gains) / losses arising from changes in financial assumptions	1.34	-
- Actuarial (gains) / losses arising from experience adjustments	11.20	0.75
Components of defined benefit costs recognised in other comprehensive income	**12.54**	**0.75**
Total	**25.14**	**1.81**

c) The amount included in the Balance Sheet arising from the entity's obligation in respect of its defined benefit plans is as follows.

Particulars	As at	
	31 March 2019	31 March 2018
Present value of defined benefit obligation	91.76	75.68
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**91.76**	**75.68**

d) **Movement of defined benefit obligation:**

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
Opening defined benefit obligation	75.68	-
Liabilities assumed in a business combination	-	84.83
Current service cost	7.19	0.64
Interest cost	5.41	0.42
Remeasurement (gains)/losses:		
- Actuarial gains and losses arising from experience adjustments	1.34	0.00
- Actuarial (gains) / losses arising from experience adjustments	11.20	0.75
Benefits paid	(9.06)	(10.96)
Closing defined benefit obligation	**91.76**	**75.68**
- Current portion of the above	30.20	13.01
- Non current portion of the above	61.56	62.67

e) **Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

i) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by Rs. 7.47 (increase by Rs. (6.29)) [Previous year : decrease by Rs. 7.89 (increase by Rs. (6.70))]

ii) If the expected salary growth increases (decreases) by 1.00%, the defined benefit obligation would decrease by Rs. (6.31) (increase by Rs. 7.32) [Previous year : decrease by Rs. (6.70) (increase by Rs. 7.79)]

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

f) The average duration of the benefit obligation represents average duration for active members at 31 March 2019: 8 years (Previous period : 8

g) The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

h) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

i) The gratuity plan is unfunded.

(All amounts are in Rs. Millions, unless otherwise stated)

35 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

36 The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

37 Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on information received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2019 except as follows:-

S No.	Particulars	As at 31 March 2019	As at 31 March 2018
1	The principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
	- Principal amount	138.95	30.50
	- Interest thereon	1.37	-
2	The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year, and	1.37	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

38 Related party disclosures

I. List of related parties

a. Ultimate Holding Entity
Delos Investment Fund II, LP

b. Holding Company
Delos Sage Holdco Cooperatief U.A

c. Firm exercising significant influence on the Group
AR2 LLC

d. Key Management Personnel (KMP)

Vatsal Manoj Solanki	Manager upto 12 February 2020 Managing Director w.e.f. 12 February 2020
R. Krishnan (up to 26 September 2018)	Director
Priyanka Jain (up to 30 September 2018)	Director
Harshad Dilip Mane (up to 30 September 2018)	Director
Shashi Kumar Nayar (w.e.f. 19 July 2018 upto 29 February 2020)	Director
Michael Rakiter	Director
Sanjay Kumar Sanghoee	Director
Matthew Constantino	Director
Nidhi Bothra (up to 30 September 2019)	Director
Sanjoy Kumar Nahata (upto 8 May 2018)	Director
Bhupesh Kumar Chhajer (up to 30 September 2019)	Director
Satish Kumar Rustgi (w.e.f. 1 October 2019)	Director
Suraj Jaiswal (upto 31 July 2019)	Chief Financial Officer
Shashank Goswami (w.e.f. 1 October 2019)	Chief Financial Officer

(All amounts are in Rs. Millions, unless otherwise stated)

38 Related party disclosures

(Figures in brackets relate to previous period)

Particulars	Holding Company	Firm exercising significant influence on the Group	Key Management Personnel (KMP)	Grand total
II. Transactions/ outstanding balances with related parties during the year				
A. Transactions during the year				
i. Issue of equity shares				
Delos Sage Holdco Cooperatief U.A	-	-	-	-
	(321.23)	(-)	(-)	(321.23)
Total	**-**	**-**	**-**	**-**
	(321.23)	**(-)**	**(-)**	**(321.23)**
ii. Issue of Compulsory Convertible Preference Shares - Class A				
Delos Sage Holdco Cooperatief U.A	476.35	-	-	476.35
	(1,477.20)	(-)	(-)	(1,477.20)
Total	**476.35**	**-**	**-**	**476.35**
	(1,477.20)	**(-)**	**(-)**	**(1,477.20)**
iii. Issue of Compulsory Convertible Preference Shares - Class B				
AR2 LLC	-	1.80	-	1.80
	(-)	(6.78)	(-)	(6.78)
Total	**-**	**1.80**	**-**	**1.80**
	(-)	**(6.78)**	**(-)**	**(6.78)**
iv. Corporate Guarantee Commission Expenses				
Delos Sage Holdco Cooperatief U.A	34.79	-	-	34.79
	(1.75)	(-)	(-)	(1.75)
Total	**34.79**	**-**	**-**	**34.79**
	(1.75)	**(-)**	**(-)**	**(1.75)**
v. Loss on fair value of derivative instruments (Refer note 16)				
Delos Sage Holdco Cooperatief U.A	1.00	-	-	1.00
	(-)	(-)	(-)	(-)
AR2 LLC	-	194.00	-	194.00
	(-)	(-)	(-)	(-)
Total	**1.00**	**194.00**	**-**	**195.00**
	(-)	**(-)**	**(-)**	**(-)**
vi. Remuneration paid				
R. Krishnan	-	-	14.04	14.04
	(-)	(-)	(0.37)	(0.37)
Shashi Kumar Nayar	-	-	2.90	2.90
	(-)	(-)	(-)	(-)
Suraj Jaiswal	-	-	0.86	0.86
	(-)	(-)	(-)	(-)
Vatsal Manoj Solanki	-	-	1.90	1.90
	(-)	(-)	(-)	(-)
Total	**-**	**-**	**19.70**	**19.70**
	(-)	**(-)**	**(0.37)**	**(0.37)**
vii. Legal and professional fees				
AR2 LLC	-	77.51	-	77.51
	(-)	(-)	(-)	(-)
Total	**-**	**77.51**	**-**	**77.51**
	(-)	**(-)**	**(-)**	**(-)**

(All amounts are in Rs. Millions, unless otherwise stated)

38 Related party disclosures

(Figures in brackets relate to previous period)

Particulars	Holding Company	Firm exercising significant influence on the Group	Key Management Personnel (KMP)	Grand total
II. Transactions/ outstanding balances with related parties during the year				
B. Outstanding balances at year end				
i. Equity share capital				
Delos Sage Holdco Cooperatief U.A	321.23	-	-	321.23
	(321.23)	(-)	(-)	(321.23)
Total	**321.23**	**-**	**-**	**321.23**
	(321.23)	**(-)**	**(-)**	**(321.23)**
ii. Compulsory convertible preference shares - class A				
Delos Sage Holdco Cooperatief U.A	1,954.55	-	-	1,954.55
	(1,477.20)	(-)	(-)	(1,477.20)
Total	**1,954.55**	**-**	**-**	**1,954.55**
	(1,477.20)	**(-)**	**(-)**	**(1,477.20)**
iii. Compulsory convertible preference shares - class B				
AR2 LLC	-	202.58	-	202.58
	-	(6.78)	(-)	(6.78)
Total	**-**	**202.58**	**-**	**202.58**
	-	**(6.78)**	**(-)**	**(6.78)**
iv. Trade payables				
AR2 LLC	-	(6.43)	-	(6.43)
	(-)	(-)	(-)	(-)
Suraj Jaiswal	-	-	0.15	0.15
	(-)	(-)	(-)	(-)
Total	**-**	**(6.43)**	**0.15**	**(6.28)**
	(-)	**(-)**	**(-)**	**(-)**

iv. The Debentures are also guaranteed by the Holding Company (Delos Sage Holdco Cooperatief U.A.). (Refer note 17)

(All amounts are in Rs. Millions, unless otherwise stated)

39 Subsequent event

The Company had closed all its manufacturing plants and offices with effect from March 24, 2020 following countrywide lockdown due to Covid-19. Subsequently, the Company has gradually resumed its operations across all the plants adhering to the safety norms prescribed by the Government of India.

The Group has assessed the impact of Covid-19 pandemic on its business operations and has considered relevant internal and external information available up to the date of approval of these consolidated financial statements, in determination of the recoverability and carrying value of property, plant and equipment, goodwill, inventories, and trade receivables. Based on current estimates, the Group expects the carrying amount of these assets will be recovered. Further, the management believes that there may not be significant impact of Covid-19 pandemic on the financial position and performance of the Group, in the long-term. The Group will continue to monitor any material changes to future economic conditions.

The management has concluded that the COVID-19 outbreak is non-adjusting event as defined under Ind AS 10 "Events after the Reporting Period".

40 Commitments

Particulars	As at 31 March 2019	As at 31 March 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	13.03	4.02

41 Contingent liabilities

a. Claims against the Group disputed and not acknowledged as debts: Rs. Nil.

b. Guarantees

Particulars	As at 31 March 2019	As at 31 March 2018
(i) Bank guarantees	4.49	4.54

The guarantees have been given in the ordinary course of business and the obligations are expected to be discharged accordingly and no liability is anticipated in these respects.

c. Contribution to provident fund under the Employees Provident Fund & Miscellaneous provisions Act, 1952

Based upon the legal opinion obtained by the management, there are various interpretation issues and thus management is in the process of evaluating the impact of the Supreme Court Judgement in relation to non-exclusion of certain allowances from the definition of “basic wages” of the relevant employees for the purpose of determining contribution to provident fund under the Employees Provident Fund & Miscellaneous provisions Act, 1952.

d. Claims towards non-compliances with laws and regulations, the amounts for which is presently unascertainable. (Refer note 46)

e. Other money for which the Group is contingently liable

Particulars	As at 31 March 2019	As at 31 March 2018
Outstanding letter of credits	7.35	-

42. Operating Lease

The Group has taken office premises and office equipment on lease. The lease rental expenses recognised in the Statement of Profit and Loss amounting to Rs. 15.74 (previous period : Rs. Nil)

43. Operational Outlook

The Group has accumulated losses of Rs. 858.29 as at 31 March 2019 (As at 31 March 2018 Rs. 370.30), resulting in a complete erosion of its net worth as of 31 March 2019. However, CCPS amounting to Rs. 2,199.17 (As at 31 March 2018 : 1,517.22) disclosed as non current financial liability in the consolidated financial statements will be converted into equity share capital in future. The ability of the Group to continue as a going concern is dependent on the improvement of the Group’s future operations and continued financial support from Delos Investment Fund II, LP, the Ultimate Holding Entity. However, the consolidated financial statements of the Group have been prepared on the basis that the Group is a going concern as the Ultimate Holding Entity has confirmed to provide such financial support as and when the need arises. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the classification of liabilities that might be necessary, should the Group be unable to continue as a going concern.

(All amounts are in Rs. Millions, unless otherwise stated)

44 Business combination

A Merger of Sage Metals Private Limited with Gluhend India Private Limited ("the Company")

The Board of Directors of Gluhend India Private Limited ("the Company"), at their meeting held on 10 December 2018, had approved the Scheme of Amalgamation ("the Scheme") of Sage Metals Private Limited ("the Subsidiary" or "SMPL" or "Transferor Company") with Gluhend India Private Limited ("GIPL" or "Transferee Company") with an appointed date of 13 March 2018 ("Appointed Date"). During the year, the Company has filed an application with Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench under section under section 230 to 232 and other applicable provisions of the Companies act, 2013.

Subsequent to the year end, Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 20 June 2019 approved the Scheme of Amalgamation of SMPL with the Company under Section 230 and 232 and other applicable provisions of Companies Act, 2013 with effect from the appointed date i.e. 13 March 2018. The scheme became effective upon filing of the aforesaid order with Registrar of Companies ('ROC') on 25 July 2019.

Pursuant to the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company with the Transferee Company in its books of account in accordance with the 'Acquisition Accounting' method prescribed under India Accounting Standards 103 on Business Combinations and any other Indian Accounting Standards, as applicable and notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 in the following manner:-

(i) All the assets and liabilities of the Transferor Company (including off balance sheet assets and liabilities) would be recorded at their respective fair values as at the Appointed Date in the books of account of the Transferee Company.

(ii) Any inter- company balance(s) including but not limited to inter-company loans and the investment of Transferee in the share capital of the Transferor Company will stand cancelled and there will be no further obligation/outstanding in that behalf;

(iii) The Transferee Company shall credit its issued and paid up share capital account with the aggregate face value of the equity shares and preference shares (ROCPS) issued and allotted by it under the Scheme;

(iv) Upon the Scheme coming into effect, the excess or deficit of the value of investment in the shares of the Transferor Company over the fair value of the net assets of the Transferor Company shall be recognized by the Transferee Company as Goodwill of Capital reserve, respectively, in the books of account of the Transferee Company;

(v) In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date will quantified and adjusted in the reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies;

(vi) Notwithstanding the above, the Board of the Transferee Company is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015.

(vii) Authorised share capital of the Company has increased by corresponding Authorised Share capital of Transferor Company of 2,250,000 equity shares of Rs. 10 each aggregating to Rs. 22.50.

Calculation of consideration for amalgamation (including value of investments held by the Company)

Particulars	Amount
Value of investments held by the Company in SMPL (Purchase Consideration) towards 90% of the share capital of SMPL	4,230.00
Final upward adjustments to Purchase Consideration towards 90% of the share capital of SMPL	247.50
Securities of the Company to be issued to balance 10% shareholder of SMPL (Refer note B below)	500.53
Total Consideration for amalgamation (A)	**4,978.03**

Details of assets and liabilities acquired on amalgamation and treatment of the difference between the net assets acquired and total consideration for amalgamation by the Transferee Company is as under:

Particulars	Amount
Property, plant and equipment	924.13
Capital work in progress	76.88
Other intangible assets	455.45
Investment in subsidiary	44.89
Inventories - Raw materials	199.43
Inventories - work in progress and finished goods	370.35
Inventories - Stores and spares	61.94
Cash and cash equivalants	74.47
Other assets	1,324.44
Fair value of assets taken over (B)	**3,531.98**
Non current liabilities	323.51
Current liabilities	408.15
Fair value of net liabilities assumed (C)	**731.67**
Net Assets (D) = B - C	**2,800.31**

Computation of Goodwill

Total consideration for amalgamation (A)	4,978.03
Net Assets (D)	2,800.31
Goodwill (A-D) (after considering effect of restatement - Refer note 47)	**2,177.72**

(All amounts are in Rs. Millions, unless otherwise stated)

Change in Goodwill pertaining to SMPL (erstwhile Subsidiary Company) recognised based on provisional accounting for business combination in the consolidated financial statements of the Company as at 31 March 2018 to the Goodwill recognised after merger of SMPL with the Company is as under:

Particulars	**Consolidated financial statements 31 March 2018**	**Restated after merger**
Net Assets of SMPL	**2,642.51**	**2,800.31**
Net identified assets allocated to GIPL (90% share of SMPL)	2,378.26	NA
Net identified assets of SMPL considered for Goodwill computation (A)	**2,378.26**	**2,800.31**
Cost of investment (90% share of SMPL)	4,230.00	4,477.50
Purchase consideration (10% share of SMPL)	-	500.53
Consideration for amalgamation (including value of investments held by GIPL) (B)	**4,230.00**	**4,978.03**
Goodwill (C) = (B-A)	**1,851.74**	**2,177.72**

The Change in Goodwill is primarily on account of (i) change in fair value of net assets acquired, (ii) Final upward adjustments to Purchase Consideration towards 90% of the share capital of SMPL and (iii) Consideration payable towards acquision of balance 10% share capital of SMPL.

B Pursuant to the scheme of amalgamation and in consideration of transfer and vesting of assets and liabilities and entire business of the Transferor Company in the Transferee Company, the Transferee Company shall, issue and allot the following securities to balance 10% equity shareholders of the Transferor Company:

(i) 2,283.847 equity shares of the face value of Rs. 10 each of the transferee Company for 1 equity share of the face value of Rs. 100 each held in the Transferor Company; or

(ii) 2,283.847 compulsorily convertible preference shares (CCPS) of the transferee Company for 1 equity share of the face vale of Rs. 100 each held in the Transferor Company; or

(iii) 2,446 redeemable optional convertible preference shares (ROCPS) of the transferee Company for 1 equity share of the face value of Rs. 100 each held in the Transferor Company; or

(iv) A combination of one or more of the above modes in accordance with the ratios provided in the above clauses.

As at appointed date and 31 March 2018, Rs. 500.53 was payable to balance 10% equity shareholder of SMPL. In current year, the shareholder further subscribed to equity shares amounting to Rs. 34.62 of SMPL. Accordingly, the total consideration to be settled for the balance 10% equity shareholder, pursuant to the scheme of amalgamation, as at 31 March 2019 amounting to Rs. 535.15.

Subsequent to the year end, the Company has issued the following securities to settle the above consideration payable to balance 10% equity shareholder of SMPL.

Particulars	**Number of shares**	**Face Value**	**Amount**
Equity shares	3,569,226	10	35.69
Class D CCPS	21,909,848	10	219.10
Redeemable Optional Convertible Preference Shares (ROCPS)	28,035,419	10	280.36
Total			**535.15**

(All amounts are in Rs. Millions, unless otherwise stated)

44 Business combination (contd.)

C Acquisitions by Sage International, Inc. (Subsidiary Company)

The Subsidiary Company completed business combinations with Trident Components in September 2018, and Jayco Manufacturing in February 2019. For the purposes of consolidation each of these business combinations was accounted under Ind AS 103 'Business Combinations', using the fair value concepts. The key terms of each of these business combinations are as follows:

I Trident Components

On 13 September 13 2018, Sage International Inc. entered into an asset purchase agreement with Trident Components, engaged in the business of importing, machine, forging, stamping and selling die cast parts and casting and molding services. The operating results of Trident Components LLC have been consolidated with those of the Company beginning 1 April 2018. Total purchase consideration consisted of US $9.86 million (Rs. 711.29 million) of cash and provision for earnout liability of US $0.36 million (Rs. 25.97 million). The fair value of net assets acquired amounts to US $8.05 million (Rs. 581.12 million). The details of net assets acquired and resultant goodwill are as under:

Particulars	Amount*
Other intangible assets	421.36
Inventories	125.87
Other assets	44.32
Fair value of assets taken over (A)	**591.55**
Current liabilities	10.44
Fair value of net liabilities assumed (B)	**10.44**
Net Assets (C) = (A - B)	**581.11**
Cost of investment	711.29
Contingent consideration**	25.97
Purchase consideration (D)	**737.26**
Goodwill (E) = (D - C)	**156.15**

* Value of net assets acquired converted from US $ to Indian Rs. as on the date of the acquisition.

Other intangible assets include (i) customer relationships using the excess earnings method with a fair value of US $5.55 million (Rs. 400.44 million), and (ii) the trademark with a fair value of US $0.29 million (Rs. 20.93 million) determined using the relief from royalty method.

**** Contingent consideration**

As per the Asset Purchase Agreement ("APA agreement"), the acquisition of Trident Components included an Earnout payment (Contingent consideration) of upto one million ($1,000,000) Dollars. The Earnout payment is based on the gross revenues generated by the customers of the Seller ("Selected Customers") during the period from the six (6) month anniversary of the Closing Date (13 September 2018) to the eighteen-month anniversary of the Closing Date as follows:

(1) if the Selected Customers do not generate gross revenues during the Earnout Period that are at least eighty percent (80%) of the Target LTM Revenue Amount, the Earnout Payment shall be $0;

(2) if the Selected Customers generate gross revenues during the Earnout Period that are at least eighty percent (80%) of the Target LTM Revenue Amount, but less than one hundred percent (100%) of the Target LTM Revenue Amount, the Earnout Payment shall be $500,000; and

(3) if the Selected Customers generate gross revenues during the Earnout Period that are at least 100% of the Target LTM Revenue Amount, the Earnout Payment shall be $1,000,000

II Jayco Manufacturing

On 28 February 2019, Sage International Inc. also entered into an asset purchase agreement with Jayco manufacturing LLC and Genesee Stamping and Fabricating, LLC (collectively known as Jayco), engaged in the business of assembly, integration, engineering and production of custom metal-formed components for a variety of manufacturers worldwide. On 28 February 2019, the Subsidiary Company acquired all of the assets of Jayco. The operating results of Jayco have been consolidated with those of the Company beginning 1 April 2018. Total purchase consideration consisted of US $9.52 million (Rs. 628.71 million) of cash. The fair value of net assets acquired amounts to US $8.90 million (Rs. 628.71 million). The details of net assets acquired and resultant goodwill are as under:

Particulars	Amount
Property, plant and equipment	307.92
Capital work in progess	1.60
Other intangible assets	222.72
Inventories	155.21
Cash and cash equivalants	3.58
Other assets	88.88
Fair value of assets taken over (A)	**779.91**
Current liabilities	151.21
Fair value of net liabilities assumed (B)	**151.21**
Net Assets (C) = (A - B)	**628.70**
Cost of investment	672.62
Total purchase consideration (D)	**672.62**
Goodwill (E) = (D - C)	**43.92**

* Value of net assets acquired converted from US $ to Indian Rs. as on the date of the acquisition.

Other intangible assets include (i) customer relationships using the excess earnings method with a fair value of US $2.41 million (Rs. 170.35 million), (ii) the trademark with a fair value of US $0.47 million (Rs. 33.22 million) determined using the relief from royalty method and (iii) the favorable leasehold interest with a fair value of US $0.22 million (Rs. 15.67 million) determined using the using the income approach.

(All amounts are in Rs. Millions, unless otherwise stated)

45 Earnings per equity share (EPS)

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
Basic earnings per share (in Rs.) (A/B)	(2.45)	(25.42)
Diluted earnings per share (in Rs.) (A/B)	(2.45)	(25.42)

Basic earnings per share

Particulars	For the year ended 31 March 2019	For the period 22 December 2017 to 31 March 2018
The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows:		
Loss used in the calculation of basic/ diluted earnings per share (A)	(479.85)	(369.81)
Weighted average number of equity shares for the purposes of basic and diluted earnings per share (Face value of Rs. 10 each)	32,123,038	2,552,351
Weighted average number of potential equity shares (CCPS)	163,804,398	11,994,364
Weighted average number of equity shares and potential equity shares (CCPS) used in the calculation of basic/ diluted earnings per share (B)	**195,927,436**	**14,546,714**

46 Pursuant to section 96 of the Companies Act, 2013 the Company obtained an extension to hold its Annual General Meeting ("AGM") upto 31 December 2019. The audited financial statements of the Company for the year ended 31 March 2019 could not be presented at the AGM held on 31 December 2019 as the financial close and reporting process was in progress. Further, the Company is in non–compliance with respect to submission of audited financial results to stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The consolidated financial statements would be presented in the adjourned Annual General Meeting to be conducted by the Company, the date for which has not been finalised, and consequently will also be submitted to stock exchange. Accordingly the Company could be liable to certain penal provisions for the said non–compliances under the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consequential impact of these non-compliances, including the liability for penal charges, if any, on the consolidated financial statements is presently not ascertainable and have accordingly not been recorded in the consolidated financial statements.

(All amounts are in Rs. Millions, unless otherwise stated)

47 Previous period restatement

During the current year, the management of the Company identified errors relating to accounting and related presentation and disclosures for Compulsory Convertible Preference Share ('CCPS') and Income from export incentives relating to the transactions occured during the previous period. The management of the Company has restated previous period post merger financial information as follows :

Financial Statements- Line Item	Amount before restatement	Previous period impact	Restated amount
Goodwill (Refer note (ii) below)	2,215.69	(37.97)	2,177.72
Other current assets			
- Export benefit receivable (Refer note (ii) below)	14.43	37.97	52.40
Equity			
- Preference share capital (Refer note (i) below)	1,356.91	(1,356.91)	-
Other equity			
- Retained earnings (Refer notes (i) and (ii) below)	(370.52)	0.22	(370.30)
Non-current financial liabilities			
- Compulsorily convertible preference shares (Refer note (i) below)	-	1,517.22	1,517.22
- Liability component of preference shares (Refer note (i) below)	162.19	(162.19)	-
Deferred tax liabilities (Refer note (ii) below)	218.40	1.66	220.06
Finance costs (Refer note (i) below)	31.80	(1.88)	29.92
Profit / (loss) before tax (Refer note (i) below)	(354.33)	1.88	(352.45)
Tax expense			
- Deferred tax (Refer note (ii) below)	15.12	1.66	16.78
Profit / (loss) after tax (Refer notes (i) and (ii) below)	(370.03)	0.22	(369.81)
Total comprehensive income / (loss) (Refer notes (i) and (ii) below)	(370.52)	0.22	(370.30)

Notes:

(i) In the previous period, the Group had accounted for CCPS as compound financial instrument. CCPS of Rs. 1,517.22 were discounted and recorded as liability (borrowings) at 160.30. Balance CCPS amounting to Rs. 1,356.91 were disclosed under Equity. Further, at year end, finance costs of Rs. 1.88 was recognised and included along with liability component of CCPS. The Group in current year has revised the accounting for CCPS and has treated the same as hybrid financial instrument having two components i.e. financial liability carried at amortised cost and embedded derivative carried at fair value. (Refer note 16E)

(ii) In the previous period, the Group was recognising the income from export incentives on actual receipt of licenses rather than recognising the income from export incentives when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds. Export incentives pertaining to period prior to 13 March 2018 (i.e. appointed date for merger) amounting to Rs. 37.97 has been adjusted with goodwill with corresponding impact in other current assets. Further, Deferred tax liabilities amounting to Rs. 1.66 has also been adjusted in the statement of profit and loss for the period ended 31 March 2018.

(All amounts are in Rs. Millions, unless otherwise stated)

48. Additional information pursuant to Schedule III of Companies Act, 2013 for consolidated financial statement for the year ended 31 March 2019

Name of the entity	Net Assets		Share in Profit and Loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income	
	% of Consolidated Net Assets	Amount	% of Consolidated Profit and Loss	Amount	% of Consolidated OCI	Amount	% of Consolidated Total Comprehensive Income	Amount
Parent								
Gluhend India Private Limited	47.52%	(246.01)	46.37%	(222.51)	32.16%	(8.15)	45.66%	(230.66)
Foreign Subsidiary								
Sage International, Inc.	(77.49%)	401.15	47.16%	(226.29)	0.00%	-	44.79%	(226.29)
Eliminations/ Consolidation Adjustments	129.97%	(672.85)	6.47%	(31.04)	67.84%	(17.19)	9.55%	(48.23)
Total	**100.00%**	**(517.71)**	**100.00%**	**(479.84)**	**100.00%**	**(25.34)**	**100.00%**	**(505.18)**

Additional information pursuant to Schedule III of Companies Act, 2013 for Consolidated financial statement for the period ended 31 March 2018

Name of the entity	Net Assets		Share in Profit and Loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income	
	% of Consolidated Net Assets	Amount	% of Consolidated Profit and Loss	Amount	% of Consolidated OCI	Amount	% of Consolidated Total Comprehensive Income	Amount
Parent								
Gluhend India Private Limited	102.20%	(48.36)	100.28%	(370.85)	100.00%	(0.49)	100.28%	(371.34)
Foreign Subsidiary								
Sage International, Inc.	(95.67%)	45.27	(1.50%)	5.56	0.00%	-	(1.50%)	5.56
Eliminations/ Consolidation Adjustments	93.47%	(44.23)	1.22%	(4.52)	0.00%	-	1.22%	(4.52)
Total	**100.00%**	**(47.32)**	**100.00%**	**(369.81)**	**100.00%**	**(0.49)**	**100.00%**	**(370.30)**

(All amounts are in Rs. Millions, unless otherwise stated)

49 The Predecessor auditors of the Company had issued an opinion dated 19 March 2020, on the special purpose consolidated financial statements of the Group as at and for the period ended 31 March 2018, after giving effect to scheme of amalgamation (Refer note 44). The comparative financial information included in these consolidated financial statements as at and for the period ended 31 March 2018 is after giving effect of the restatement adjustments (Refer note 47) to the earlier issued special purpose financial statements.

50 The figures for the previous period have been regrouped wherever necessary, to make them comparable.

51 The consolidated financial statements for the year ended 31 March 2019 were approved by the Board of Directors and authorised for issue on 15 July 2020.

For and on behalf of the Board of Directors of
Gluhend India Private Limited

Vatsal Manoj Solanki	**Satish Kumar Rustgi**
Managing Director	Director
DIN: 08659135	DIN: 08574594
Place: New Delhi	Place: New Delhi
Shashank Goswami	**Isha Gupta**
Chief Financial Officer	Company Secretary
	Membership No. 22178
Place: Amsterdam	Place: New Delhi

Notice of Annual General Meeting

NOTICE is hereby given that the Second Annual General Meeting of the Members of Gluhend India Private Limited will be held on Tuesday, the 31st day of December 2019 at 1:00 PM at the registered office of the company at 23, Floor-2, Plot-59/61, Arsiwala Mansion Nathalal Parikh Marg, Colaba Mumbai, Maharashtra – 400 005, to transact the following business:

ORDINARY BUSINESS:

1. ***To consider and adopt the Standalone & Consolidated Audited Financial Statement, containing Balance Sheet as at March 31, 2019, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2019 together with the reports of the Auditors and Directors thereon.

2. To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, having ICAI Registration No.117366W, as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of this Annual General Meeting to the conclusion of the 7th Annual General meeting of the Company on a remuneration to be determined by the Board of Directors.

***Please refer to attached Explanatory Note relating to Item No. 1 of the Notice.**

By Order of the Board
For GLUHEND INDIA PRIVATE LIMITED

Date: 28.12.2019
Place: Delhi

SD/-

SATISH KUMAR RUSTGI
DIRECTOR
(DIN – 08574594)

NOTES:

1. In terms of Section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
4. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days up to the date of AGM.
5. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.

Gluhend India Private Limited
(A Sage Group Company)
Corporate Office: 346, F. I. E. Patparganj,
Delhi - 110 092, INDIA Tel: 011-48464300
E-mail: info@sagemetals.co.in
CIN - U74994MH2017FTC303216

EXPLANATORY NOTE RELATING TO ITEM NO.1

The members may note that a scheme of amalgamation among Sage Metals Private Limited (SMPL), subsidiary and the Company and their respective shareholders, has been processed and approved by:

(a) the Board of Directors of Company and SMPL on 10th of December 2018;

(b) the shareholders of Company and SMPL on 24th of February 2019; and

(c) the National Company Law Tribunal, Mumbai Bench through an order dated 20th of June 2019, and accordingly taking note of the NCLT Order by the Registrar of Companies in its records on 31st of October 2019. SMPL, being now dissolved without winding up, in the records of the Registrar of Companies.

In order to give a true and fair position of the Company in its Annual Accounts for the year ended March 31, 2019, and to account for the amalgamation of SMPL into the Company, your Board considered it necessary to incorporate the effect of the said Scheme of Amalgamation therein. Giving effect to the said scheme would include the consolidation of the accounts of SMPL with your company along with the financials of the subsidiary w.e.f. 13.03.2018 and combining of all assets and liabilities pertaining to SMPL.

The appointed date of the Sanctioned Scheme being 13th December 2018, the company had to revisit its financials for the Financial Year 2017-2018 also. Further, given that the effective date of the Sanctioned Scheme as 25 July 2019 (when all necessary filings for the scheme had been completed), the preparation of financial statements could not be initiated until after such time.

The Company had been granted an extension of holding its AGM on 12 September 2019, up till 31 of December 2019. However, considering the time period lapsed in approving such amalgamation, the Audit of the Financials for the FY 2018-19 has not yet been completed by the auditors of the Company. Thus, the Standalone and the Consolidated Balance Sheet of the Company as on March 31, 2019, the Profit and Loss Account for the year ended on March 31, 2019, and the reports of the Auditor's and the Board thereon cannot be finalised and are hence not circulated with this notice.

In the aforesaid circumstances, the Board of Directors propose that consideration of Item No.1 of the accompanying notice may be deferred for the time being, until such time as the Audit of the Consolidated Financials is completed. Members may note that once the Audit is completed and the Financials being drawn and signed along with the Report of the Auditor's, the financial statements for the year ended March 31, 2019 can be considered for approval and adoption by the members at an appropriately-constituted meeting of the shareholders at the relevant time.

By Order of the Board
For GLUHEND INDIA PRIVATE LIMITED

Date: 28.12.2019
Place: Delhi

SD/-
SATISH KUMAR RUSTGI
DIRECTOR
(DIN – 08574594)

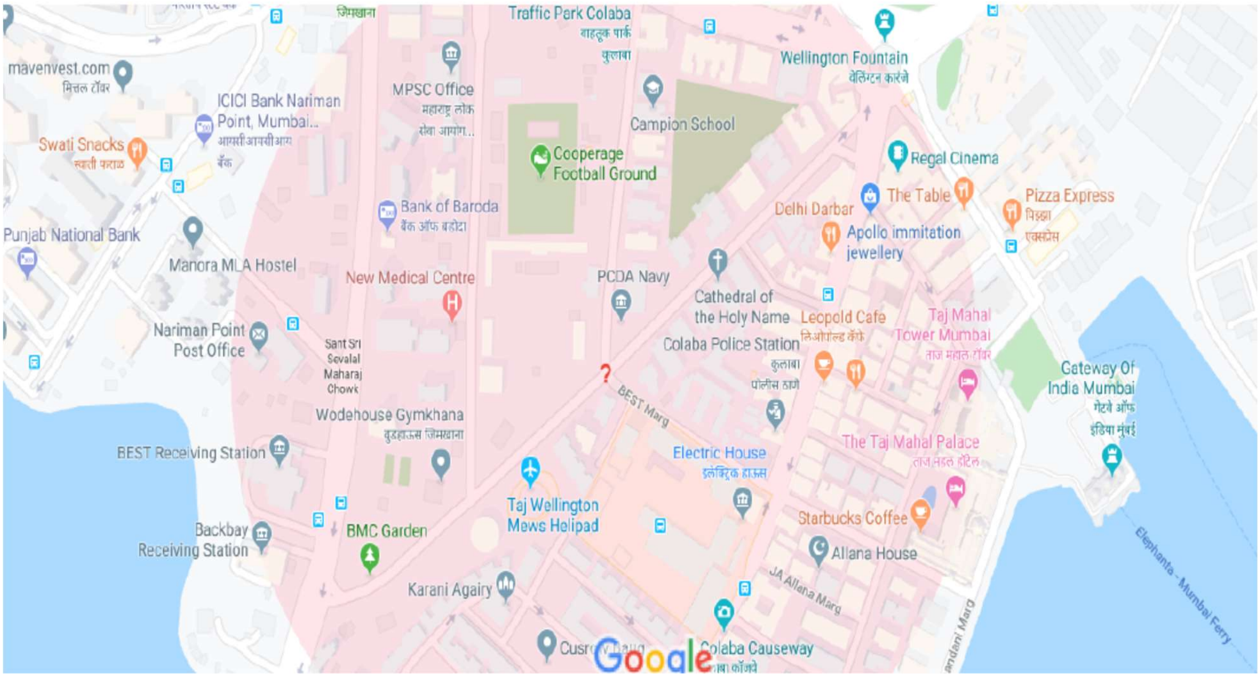
Gluhend India Private Limited
(A Sage Group Company)
Corporate Office: 346, F. I. E. Patparganj,
Delhi - 110 092, INDIA Tel: 011-48464300
E-mail: info@sagemetals.co.in
CIN - U74994MH2017FTC303216

ROUTE MAP OF THE SECOND ANNUAL GENERAL MEETING

Google Maps

Gluhend

23, Floor-2,Plot-59/61, Arsiwala Mansion, Nathalal Parikh Marg, Colaba, Mumbai, Maharashtra 400005



ATTENDANCE SLIP

I/We...R/o……………………...hereby record my/our presence at the 2nd Annual General Meeting of the Company on Tuesday, 31st day of December, 2019 at 1.00 P.M at 23, Floor-2, Plot-59/61, Arsiwala Mansion Nathalal Parikh Marg, Colaba, Mumbai Maharashtra – 400 005.

Folio No. :

No. of Shares :

Signature of shareholder(s)/proxy

Note:
1. Please fill this attendance slip and hand it over at the entrance of the hall.

PROXY FORM

Name of the Member(s):
Registered address:

E-mail Id:
Folio No/ Clint Id:

I/ We being the member of ………………………………….., holding……………………………shares, hereby appoint

1. Name: ____
   Address: ____
   E-mail Id: ____
   Signature: ____, or failing him
2. Name: ____
   Address: ____
   E-mail Id: ____
   Signature: ____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of members of the Company, to be held on 31.12.2019 at 1 PM at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1	Approve and Adopt the Standalone and Consolidated Annual Financial Statements for the year ended 31.3.2019		
2.	Appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors for a period of 5 years.		

Signed this ….. day of…… 2019

Affix Revenue

Stamp

Signature of Shareholder-______________________________

Signature of Proxy holder(s) - ______________________________

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Gluhend India Private Limited
(A Sage Group Company)
Corporate Office: 346, F. I. E. Patparganj,
Delhi - 110 092, INDIA Tel: 011-48464300
E-mail: info@sagemetals.co.in
CIN - U74994MH2017FTC303216

Notice of Adjourned 2ND Annual General Meeting

NOTICE is hereby given that the Adjourned Second Annual General Meeting of the Members of Gluhend India Private Limited (which had been convened on Tuesday, December 31, 2019 at 1.00 p.m. whereat the consideration of the under noted items of business was adjourned sine die) will be held on Monday, the 20th day of July, 2020 at 5:00 PM IST through Video Conferencing ('VC') to transact the following business:

ORDINARY BUSINESS:

1. ***To consider and adopt** the Standalone & Consolidated Audited Financial Statement, containing Balance Sheet as at March 31, 2019, Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2019 together with the reports of the Auditor and Directors' thereon.

***Please refer to attached Explanatory Note relating to Item No. 1 of the Notice.**

By Order of the Board
For GLUHEND INDIA PRIVATE LIMITED

Date: 15 July 2020
Place: Delhi

Sd/-
SATISH KUMAR RUSTGI
DIRECTOR
(DIN – 08574594)

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and MCA Circulars, the AGM of the Company is being held through VC.
2. In terms of Section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC, 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 and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. at compliance.gluhend@gmail.com, authorizing its representative to attend and vote at the AGM through VC on its behalf.
4. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before the Annual General Meeting through email on compliance.gluhend@gmail.com. The same will be replied by the Company suitably.
5. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
6. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

7. Members will be able to attend the AGM through VC by logging through the invite link (i.e. through Google Meet Link) sent to the respective shareholders at their registered e-mail ids. The members are requested to create a gmail account, if they don't have any, for logging into the meeting.
9. Members who need assistance before or during the AGM, can contact Mrs. Isha Gupta – Company Secretary at +91 9899339542 or Mr. Sanjay Kumar – Officer (IT) at +91 9899696646.

EXPLANATORY NOTE RELATING TO ITEM NO.1

The following Explanatory Note sets out material facts relating to the business under Item Nos.1:

As the members are aware that the Audited Balance Sheet and the Statement of Profit and loss with Cash Flow Statement together with the reports of the Auditors and Directors thereon as at March 31, 2019 could not be laid before the Shareholders at the Second Annual General Meeting (AGM) of the Company held on December 31, 2019, considering that the effect of the Scheme of Amalgamation of Sage Metals Private Limited ('SMPL') with the Company, duly approved by the Hon'ble NCLT on June 20, 2019, has to be included in the financial statements for the year ended March 31 2019 and all assets and liabilities pertaining to SMPL to be combined along with that of the subsidiary w.e.f. March 13, 2018.
Hence, the aforesaid AGM was adjourned sine die for want of the audited accounts, the report of the Directors and the Auditors thereon for the year ended March 31, 2019 and the meeting had to be recalled by the Board once all Audit formalities and procedures are completed.

Now, that the Audit has been completed and a true and fair position of the Company in its Annual Accounts for the year ended March 31, 2019 been arrived at, the Standalone and the Consolidated Balance Sheet of the Company as on March 31, 2019, with the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2019, and the reports of the Auditor's and the Board thereon, have been finalised and are circulated with this notice for the necessary consideration and adoption by the members. Hence, the resolution is taken up for the Member's approval.

By Order of the Board
For GLUHEND INDIA PRIVATE LIMITED

Date: 15 July 2020
Place: Delhi

Sd/-
SATISH KUMAR RUSTGI
DIRECTOR
(DIN – 08574594)