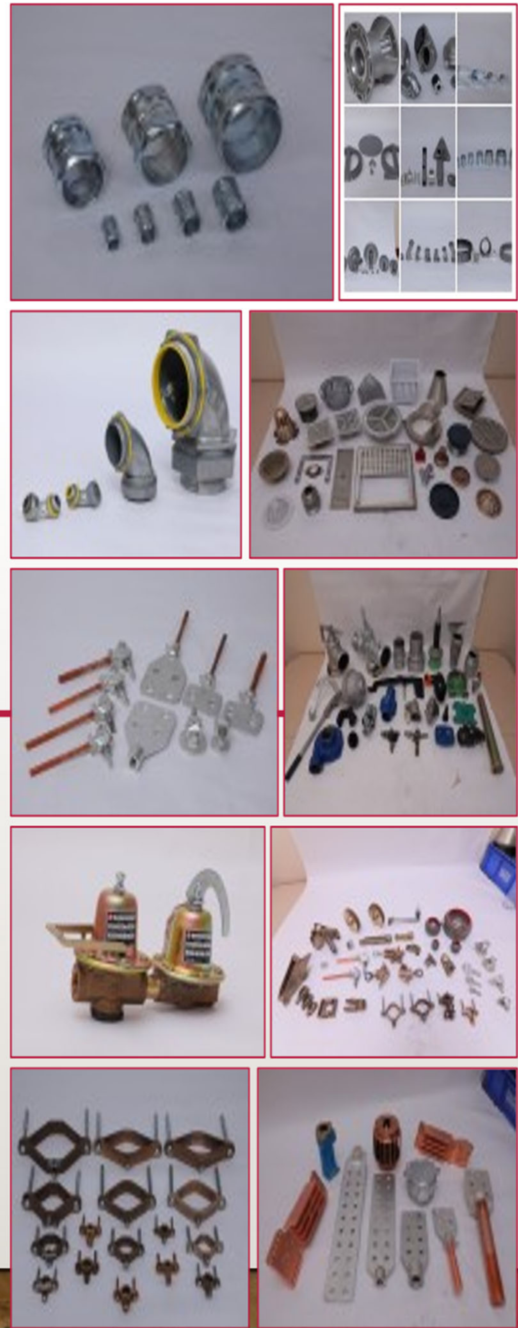
GLUHEND INDIA PRIVATE LIMITED



5TH ANNUAL REPORT 2021-2022

Board of Directors

Mr. Madhur Aneja, Managing Director
Mr. Sandeep Kumar Chotia, Director- Finance
Mr. Michael Rakiter, Director
Mr. Sanjay Kumar Sanghoee, Director
Mr. Matthew Constantino, Director
Mr. Sanchit Jain, Nominee Director
Mr. Ravi Singhvi, Nominee Director

Company Secretary

Mrs. Isha Gupta

Statutory Auditors

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

Plants

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*

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 - 110092

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GLUHEND INDIA PRIVATE LIMITED

CIN: U74994MH2017FTC303216

BOARD'S REPORT

To,
The Members of
Gluhend India Private Limited

Your Board have pleasure in presenting their 5th Annual Report and the Audited Financial Statements for the Financial Year ended March 31, 2022.

1. FINANCIAL SUMMARY AND HIGHLIGHTS (STANDALONE AND CONSOLIDATED)

The Standalone financial performance of your Company:

(INR in Millions)

Particulars	**2021-2022**	**2020-2021**
Turnover	5280.36	3314.30
Profit before Finance costs, Tax, Depreciation/Amortization (PBITDA)	219.33	220.87
Less: Finance Costs	587.60	570.29
Profit before Depreciation/Amortization (PBTDA)	(368.27)	(349.42)
Less: Depreciation	126.41	126.02
Net Profit before Taxation (PBT)	(494.68)	(475.44)
Provision for taxation	(85.82)	(133.79)
Profit/(Loss) after Taxation (PAT)	(580.50)	(341.65)
Transfer to General Reserve	0.00	0.00

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

(INR in Millions)

Particulars	**2021-2022**	**2020-2021**
Turnover	7650.57	5007.95
Profit before Finance costs, Tax, Depreciation/Amortization (PBITDA)	614.84	382.27
Less: Finance Costs	950.67	851.22
Profit before Depreciation/Amortization (PBTDA)	(335.83)	(468.95)
Less: Depreciation	260.61	277.60
Net Profit before Taxation (PBT)	(596.44)	(746.55)
Provision for taxation	(60.37)	210.59
Profit/(Loss) after Taxation (PAT)	(656.81)	(535.96)
Transfer to General Reserve	0.00	0.00

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, your company, on a standalone basis, incurred a loss of INR 580.50 million with a turnover of INR 5280.36 million as compared with a loss of INR 341.65 million with a turnover of INR 3314.30 million for FY 2020-2021.

During the year under review, there is no change in the nature of the business of the Company. The affairs of the Company are conducted in accordance with the accepted business practices and within the purview of the applicable legislations.

3. DIVIDEND

The Board of Directors of your company 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

The Authorised Share Capital of the Company as at the beginning and close of the FY 2021-2022 was INR 3278.26 million. The same was increased during the current year, i.e., FY 2022-2023, on 25th May 2022 to INR 6450 million on account of restructuring of the company.

❖ Issued/ Subscribed and Paid-up Share Capital

There has been no change in the total issued and paid-up share capital of the Company during the year under review. But in FY 2022-2023 till the date of this report, the paid-up capital of company has been increased from INR 3248.19 million to INR 3563.03 million vide allotment of Class A Equity shares on rights basis on 6th September 2022.

❖ Employee Stock Option Scheme

The Company during the year introduced its ESOP scheme for share-based benefits to eligible employees with a view to attracting and retaining talent, to encourage employees to align individual performance with the Company objectives and to promote their increased participation in the growth of the Company. During the year under review, the company devised an ESOP PLAN – 2021. Details of options vested, exercised, and cancelled are provided below and in the notes to the standalone financial statements.

- Total No. of Options granted – 93,57,498
- Options vested, exercised, lapsed, total number of shares arising as a result of exercise of options, variation of terms of options, money realized by exercise of options – NA.
- The exercise price – INR 10 per share
- Total number of options in force – One year lock-in period for vesting of options would complete on 30th August, 2022.
- Employee wise details of options granted to the key managerial personnel – ESOPs were only granted to Mr. Madhur Aneja, the Managing Director of the Company.

❖ Secured Listed Non-Convertible Debentures (Privately Placed)

Your company has issued 6350 Secured Redeemable Non-Convertible Debentures ('NCD') of INR 0.50 million each amounting to a total of INR 3175.00 million to foreign investors during FY 2017-18. These debentures have been duly listed on the Bombay Stock Exchange. During the financial year 2019-2020, the company redeemed the debentures partially, which reduced the face value of the Debentures to INR 0.45 million each.

Your company has, on the date of this report, made good all quarterly coupon payments and the scheduled partial redemption of principal amount due on 12th of September 2019, but has defaulted on the final Redemption amounts on the Debentures which was due on 30th June 2021. The management after proactive discussions with the Debenture-holders for restructuring solutions of the NCD issue entered an Amended and Restated Debenture Trust Deed on 28th July 2022. By virtue of the said deed, the terms relating to the interest rate, tenure, composition of Board, etc. have been duly modified. An application for registration of such structural changes in the terms of the NCD issue duly made on 6th June 2022 has been approved and taken on record on 28th September 2022. Accordingly, a modified ISIN has been issued to the company.

GLUHEND INDIA PRIVATE LIMITED
CIN: U74994MH2017FTC303216

The company complies with the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations 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 (after restructuring) along with the details of the Debenture Trustee appointed, is provided below:

Name of Stock Exchange:	Bombay Stock Exchange Limited
ISIN:	INE744Z07027
Security Listed:	Non- Convertible Debentures
Scrip Code:	957731
Coupon rate:	10%
Coupon Payment:	Quarterly
Maturity Date:	June 30, 2023

The company has duly paid the Annual Listing fees of BSE Limited for the FY 2021-2022 as well as for FY 2022-2023.
The contact details of the Debenture Trustee duly appointed for representation of the Debenture-holders is as follows:

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:	Sanjay.Dodti@vistra.com

6. CREDIT RATING

The company has been assigned the following ratings for the Debenture Issue as at 31st of March 2022:

Credit Facility	Name of rating agency	Rating
6,350 Non-Convertible Debentures (Privately Placed)	Brickwork Ratings India (P) Limited	BWR D (Outlook – Default)
Bank Loan Facilities (Post-Shipment Credit) (Short Term)	CRISIL Limited	CRISIL D*

*[*The company has applied for withdrawal of the rating, considering it no longer has any working capital credit limits running with any bank. The corresponding No Dues Certificate from the bankers was obtained on 14th October, 2022]*

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

  Mr. Satish Kumar Rustgi, Director resigned from the Board of the company w.e.f. 31st March 2022 citing personal reasons and his 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.

  Also, the Board appointed Mr. Madhur Aneja on the Board as its Managing Director on 1st April 2022. He accordingly resigned from the post of the CEO of the company.
  The Board also appointed Mr. Sandeep Kumar Chotia as Director-Finance on 2nd of May 2022.

- Number of Board Meetings

  During the year under review, the Board met 8 times. The following are the dates of the Board meetings:

S. No	Date of Board Meeting
1.	15th May 2021
2.	22nd June 2021
3.	1st September 2021
4.	13th September 2021
5.	8th November 2021
6.	31st December 2021
7.	17th January 2022
8.	2nd March 2022

The maximum interval between any two Board Meetings did not exceed 120 (One hundred and twenty) days.

- Key Managerial Personnel (KMP)
  During the FY 2021-2022, there have been no change in the KMPs of the company. Though in FY 2022-2023, Mr. Madhur Aneja and Mr. Sandeep Kumar Chotia resigned from their posts of CEO and CFO respectively, pursuant their appointment to Board positions.

11. 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 2021-2022.
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 up till 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 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. Considering the company incurred losses during the year and had even defaulted on redemption payment on NCD issue, it didn’t contribute on CSR during the year under review (INR 0.15 million in FY 2020-2021).

12. 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.

13. 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.

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, JOINT VENTURE AND ASSOCIATE COMPANY

The Company has a wholly owned subsidiary (‘WOS’) in USA namely Sage International Inc. (SII).

As per the Companies (Accounts) Rules, 2014, your Company has consolidated its Financial Statements with its WOS for the financial year 2021-2022. 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 Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No: 117366W/W-100018), were appointed as Statutory Auditors of the company for a second term of 5 years i.e. from FY 2019-20 up till FY 2023-24 on 31st December 2020 in the 2nd Annual General Meeting of the company.

- **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 2021-2022. 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 on the Internal Financial Controls of the Company in the Audit report of the Standalone and Consolidated Financial Statements, 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 after considering the weakness in the Internal financial controls relating on the issue of inventory for production and its consequent impact on inventory records, states that the management has introduced a new Enterprise Resource Planning (ERP) system, i.e., SAP, which has gone live from 1st of April 2022. This ERP system would not only remove all such weaknesses but also would bring in more transparency, enhancing data security, improved business efficiency and easy scalability. 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.

  Another qualified opinion on the review and monitoring of the year-end financial statements closure process has been raised by the auditors. To this the Board hereby informs that due to existence of multiple disclosure requirements, including that of the IND-AS and SEBI regulations, on a closely held private entity entails some presentation challenges on the management. The Board accepting this responsibility too assures for taking requisite steps in avoiding such deficiency in future.

  The Auditors have also drawn out some matters under emphasis requiring consideration of the Board. The Board duly considered and noted that statutory compliances, under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, that have been made with a delay were due to reasons beyond control, including the operational challenges that arose due to spread of COVID-19 pandemic in the world. Though the consequential impact of the above being not ascertainable, the Board hereby assures of taking appropriate corrective measures in the future.

Also, w.r.t to debit and credit notes received and issued in foreign currency outstanding as at year ended 31st March, 2021, the Board duly noted the management's view wherein it is not being considered as a non-compliance under the Foreign Exchange Management Act. Also, to state that for them to be duly noted and regularised under the above-mentioned Act, approvals need to be procured from the authorities concerned, which the management is assured to receive in near future.

- **FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12), OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**
  The Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company.

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

The are no existing loans, guarantees or investments covered under the provision of under Section 186 of the Companies Act, 2013.

18. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, 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

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Further, internal 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

All the related party transactions (RPTs) entered during the financial year were on an arm's length basis and in the ordinary course of business. In compliance with applicable provisions of the Act, for the RPTs which are foreseen and repetitive in nature, omnibus approval of the Board has been obtained. All the RPTs undertaken during the year are disclosed in the notes to Financial Statements. There are no materially significant Related party transactions made by the Company which have a potential conflict with the interest of the Company at large.

Further the Company did not undertake any transaction falling within the purview of Section 188(1) of Companies Act, 2013 and thus disclosure in Form AOC-2 is not required. During the period ending 31st March, 2022, the Company has not entered into any contract/arrangement/transaction of material nature with any of the related parties which are in conflict with the interest of the Company. Related party disclosures are given in the notes to the financial statement.

21. 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, the Annual Return of the company is placed on the website www.sagemetals.com.

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 2021-22 and no complaint is pending for redressal as on March 31, 2022.

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, 2022, 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, 2022 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 RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

I. Conservation of energy

- *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. Solar Rooftop Plants have been set up in all the units which generates solar electricity. This has reduced the cost of power to a considerable extent to the company and is also environmental-friendly.

- *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 for obtaining energy efficiency at lower costs.

- *the capital investment on energy conservation equipment's:*
  Energy conservation measures have been taken by process optimization without any major capital investment.

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

III. Foreign exchange earnings and outgo
During the year, the total foreign exchange used was INR 150.784 Million and the total foreign exchange earned was INR 4649.486 Million.

25. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

26. DISCLOSURE IN TERMS OF VARIOUS PROVISIONS OF THE COMPANIES ACT, 2013

The Annual Returns of the Company referred to in Section 92(3) of the Companies Act, has been duly placed on the website of the company, i.e. on www.sagemetals.com.

The status of the Company being a Private Limited Company and not of a listed entity or having material profit/turnover/Bank's borrowings, the following provisions are not applicable to the Company and hence no comment is invited in this regard.
(a) Formation of Audit Committee (Section 177)
(b) Formation of Nomination and Remuneration Committee (Section 178)
(c) Undertaking Secretarial Audit (Section 204)
(d) Particulars of Employee Remuneration as required under Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014
(e) Statement on declaration given by Independent Directors (Section 149)
(f) Transfer to Investors Education and Investors Fund.
(g) The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year.

27. ACKNOWLEDGEMENTS

The directors place on records 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

Sd/-
Madhur Aneja
Chairman
(DIN - 00129871)

Date: 30.12.2022
Place: Delhi

GLUHEND INDIA PRIVATE LIMITED

CIN: U74994MH2017FTC303216

ANNEXURES TO BOARD'S REPORT

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 2021-2022
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 75.84 INR/USD Selling rate 75.75 INR/USD
5.	Share capital	INR 1.64 million
6.	Reserves & surplus	(INR 285.04 million)
7.	Total assets	INR 3123.34 million
8.	Total Liabilities	INR 3406.74 million
9.	Investments	Nil
10.	Turnover	INR 2328.55 million
11.	Profit before taxation	Loss of INR 140.98 million
12.	Provision for taxation	(INR 25.45 million)
13.	Profit after taxation	Loss of INR 115.53 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

Sd/-
Madhur Aneja
Director
DIN: 00129871

Sd/-
Sandeep Chotia
Director
DIN: 09592026

Sd/-
Isha Gupta
Company Secretary
Mem. No. 22178

Date: 30.12.2022

Deloitte Haskins & Sells LLP

Chartered Accountants
7th Floor Building 10
Tower B
DLF Cyber City Complex
DLF City Phase II
Gurugram-122 002
Haryana, India

Tel: +91 124 679 2000
Fax: +91 124 679 2012

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 2022, 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 2022, 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 (SAs) specified under section 143(10) of the Act. 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.

Material uncertainty related to Going Concern

We draw attention to Note 43 to the standalone financial statements regarding preparation of the standalone financial statements of the Company on a going concern. The Company has incurred losses of Rs. 580.50 millions during the year ended 31 March 2022 and has accumulated losses of Rs. 1,829.62 millions as of that date resulting in complete erosion of the net worth of the Company. Further, the ability of the Company to repay it's borrowings due for re-payment in 30 June 2023 i.e. within twelve months from date of approval of the standalone financial statements (comprising of non-convertible debentures and accrued interest thereon) aggregating Rs. 3,599.73 millions as at 31 March 2022 is solely dependent on the Company's ability to find new investors / lenders for equity infusion / debt refinancing. These conditions indicate existence of material uncertainty, which cast significant doubts about the Company's ability to continue as a going concern and consequently, the ability of the Company to realise its assets and discharge its liabilities in the normal course of business.

Further as explained in Note 43 to the standalone financial statements the management of the Company has commenced steps to identify new investors / lenders. The management has prepared the standalone financial statements on a going concern basis, as they are reasonably certain that the Company will be able to induct new investors / lenders and hence no adjustments have been made to the carrying value of assets and liabilities and their presentation / classification in the Balance Sheet.

Deloitte Haskins & Sells LLP Chartered Accountants

Deloitte
Haskins & Sells LLP

Emphasis of Matters

We draw attention to:

a) Note 45 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 for the years ended 31 March 2020 and 31 March 2019, before the shareholders in the respective Annual General Meetings within the stipulated time as prescribed under section 96 of the Companies Act, 2013 and submission of audited standalone and consolidated financial results for the year ended 31 March 2022, audited standalone financial results for the year ended 31 March 2020 and unaudited standalone financial results for the quarter and nine months ended 31 December 2021, 30 September 2020 and 30 September 2019 to the stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. 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, as amended. The consequential impact of these non-compliances, including the liability for penal charges, if any, on the standalone financial statements is presently not ascertainable.

b) Note 46 to the standalone audited financial statement, which describes debit / credit notes outstanding in foreign currency aggregating to Rs. 372.51 millions and Rs. 637.89 millions respectively (including debit and credit notes amounting to Rs. 372.51 millions and Rs. 621.09 millions respectively from wholly owned subsidiary company) are outstanding as at 31 March 2022. This includes debit and credit notes amounting to Rs. 152.27 millions and Rs. 313.58 millions (including debit and credit notes amounting to Rs. 152.27 millions and Rs. 296.90 millions respectively from wholly owned subsidiary company) outstanding for a period exceeding nine months for which the company will need to get regulatory approvals under the Foreign Exchange Management Act, 1999. The consequential impact of this matter, including liability for penal charges, if any, on the standalone financial statements is presently not ascertainable.

Our opinion is not modified in respect of these matters.

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. In addition to the matters described in the 'Basis for Qualified Opinion' section of our 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 Annexure A to the Independent Auditor's Report, we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	Auditor's Response
1.	**Assessment of going concern basis (Refer Notes 43 standalone financial statements)** As at 31 March 2022, the net-worth of the Company is eroded. The Company has incurred net loss of Rs. 580.50 million during the year ended 31 March 2022. Borrowings (comprising of non-convertible debentures and accrued interest thereon) aggregating to Rs. 3,599.73 million as at 31 March 2022 are due for re-payment in 30 June 2023 i.e. within twelve months from date of approval of the standalone financial statements. These factors raises material uncertainty related to Going Concern assumption used by the Company in the preparation of the financial statements.	**Principal audit procedures performed:** We performed the following principal audit procedures in relation to management's assessment of going concern: • We have obtained an understanding of the process of management assessment of going concern and also assessed the same. • Evaluated the appropriateness of identification of material uncertainty by the Management. • Reviewed cash flows and other relevant forecasts prepared by the management.

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Sr. No.	Key Audit Matters	Auditor's Response
	Assessment of existence of material uncertainty related to Going Concern is considered as a Key Audit Matter as it involves significant management judgements and estimates for preparation of the cash flow forecast for next twelve months and management's mitigation plan which includes refinancing of existing borrowings and infusion of funds by the investors which is wholly beyond the control of the Company, to address material uncertainty related to going concern.	• Obtained and tested, details relating to funds infused by Parent subsequent to year-end as well as traced the utilisation of funds towards repayment of borrowings along-with interest accrued thereon. • Assessed compliance with the loan covenants during the year-end and obtained confirmation letters from lenders. • Obtained the understanding with respect to the proposed refinancing of existing borrowings and equity infusion by the investors in the Company. Evaluated the adequacy of disclosures in the financial statements with respect to the going concern assumptions.
2.	**Impairment assessment of goodwill: (Refer Notes 2.3, 3D of standalone financial statements)** As at 31 March 2022, the Company has goodwill of Rs 2,177.72 million. 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 the following principle audit procedures in relation to impairment assessment of goodwill: • 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

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Sr. No.	Key Audit Matters	Auditor's Response
		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 2022.

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:

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- 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.

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.

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e) The matter described in the Material uncertainty related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Company.

f) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

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

h) 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.

i) 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(a) of the notes forming part of the 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 35 of the notes forming part of the 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 36 of the notes forming part of the standalone financial statements.

   iv. (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 48(vii)(a) to the standalone financial statements no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 48(vii)(b) to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (c) Based on the audit procedures performed that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

   v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

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2. As required by the Companies (Auditor's Report) Order, 2020 ("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)

Deloitte Haskins & Sells LLP
Chartered Accountants

Satpal Singh Arora
Partner
(Membership No. 098564)
UDIN : 22098564BGMBUK4807

Place : New Delhi
Date : 30 December 2022

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(g) 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 2022 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 authorisation 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.

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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 Company's internal financial controls over financial reporting as at 31 March 2022:

a. The Company did not have an appropriate internal control system with regard to issue of inventory for production and consequent impact on inventory records. This 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 did not have an appropriate internal control system with regard to period end adjustments including related presentation and disclosure requirements as mandated by the Indian Accounting Standards and other provisions of the Companies Act, 2013, in its standalone Ind AS financial statements which could potentially result in material misstatements in the Company's 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, except for the effects (including possible effects) of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31 March 2022, 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.

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 2022, 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)

Deloitte Haskins & Sells LLP
Chartered Accountants

Satpal Singh Arora
Partner
(Membership No. 098564)
UDIN : 22098564BGMBUK4807

Place : Gurugram
Date : 30 December 2022

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ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) 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 and capital work-in-progress.

B. The Company has maintained proper records showing full particulars of other intangible assets.

(b) The Company has a program of physical verification of property, plant and equipment and capital work in progress so to cover all items once every two years which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program, all Property, Plant and Equipment were due for verification during the year but were physically verified by the Management subsequent to the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification. No item of capital work-in-progress were physically verified during the year by the Management. Accordingly, the question of reporting on material discrepancies noted on verification does not arise.

(c) With respect to immovable properties disclosed in the financial statements included in property, plant and equipment, according to the information and explanations given to us and based on the examination of the registered conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

(Amount in Rs. millions)

Description of land and buildings	Gross carrying value	Net Carrying value in the financial statements	Held in name of	Whether Promoter, director or their relative or employee	Period Held	Reason for not being held in the name of the Company
Freehold land and building located at 346, Functional Industrial Estate, Patparganj, Delhi-110092 admeasuring 450 sq. metre.	103.63	99.11	Sage Metals Private Limited	No	From 13 March 2018 as per the approved scheme	The conveyance deeds are in the name of Sage Metals Private Limited erstwhile Company, 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.	384.48	292.95	Sage Metals Private Limited	No	From 13 March 2018 as per the approved scheme	
Freehold land and building located at 123, Sector-24 Faridabad, Haryana admeasuring 14,318.091 sq. yard.	275.59	239.22	Sage Metals Private Limited	No	From 13 March 2018 as per the approved scheme	

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In respect of immovable properties that have been taken on lease and disclosed in the financial statements as right-of use asset as at the balance sheet date, the lease agreements are duly executed in favour of the Company, except for the following:

Description of leasehold land and building	Gross carrying value	Net Carrying value in the financial statements	Held in name of	Whether Promoter, director or their relative or employee	Period Held	Reason for not being held in the name of the Company
Leasehold land and building thereof, located at Plot no. B-7 and B-8, Site-4, Sahibabad admeasuring 7,693.14 sq. meters and 7,781.58 sq. meters respectively.	442.32	410.39	Sage Metals Private Limited	No	From 13 March 2018 as per the approved scheme	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.

(d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and other intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for (stocks held with third parties and goods-in-transit) were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations and discrepancies of 10% or more in the aggregate for each class of inventories noticed on such physical verification of inventories when compared with books of account, have been properly dealt with in the books of account. For stocks held with third parties at the year-end, written confirmations have been obtained and in respect of goods-in-transit, the goods have been received subsequent to the year-end or delivery challans were obtained.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.

(iii) In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(a) The Company has provided loans during the year and details of which are given below:

(Amount Rs. in millions)

Particulars	Loans
A. Aggregate amount granted/ provided during the year:	
- Loans to employees	2.39
B. Balance outstanding as at the balance sheet date in respect above cases	
- Loans to employees	1.61

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According to the information and explanations given to us, the Company has not provided advances in the nature of loans or any guarantee or security to any other entity during the year.

(b) The terms and conditions of the grant of all the above-mentioned loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted to employees by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally regular as per stipulation.

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No advance in the nature of loan granted by the Company which has fallen due during the year, have been renewed or extended or fresh loans granted to settle overdues of existing loans given to the same parties.

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.

(iv) The Company has not granted any loans, made investments or provided guarantees or securities and hence reporting under clause (iv) of the Order is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(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 books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. 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 in respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income tax, duty of Custom, cess and other material statutory dues applicable to the Company have been generally regularly deposited by it with the appropriate authorities. We have been informed that the provisions of Service Tax, duty of Excise and Value Added Tax are not applicable to the Company. 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 Goods and Services tax, Provident Fund, Employees' State Insurance, duty of Custom, cess and other material statutory dues in arrears as at 31 March 2022 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 2022 on account of disputes.

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(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) The Company has not raised funds on short term basis during the year and hence reporting under clause (ix)(d) of the Order is not applicable.

(e) The Company has not made any investment in or given any new loan or advances to its subsidiary during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary company.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

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

(xiii) In our opinion, the Company is in compliance with section 188 of the Companies Act for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards. The Company is a private company and hence the provisions of section 177 of the Companies Act, 2013 are not applicable to the Company.

(xiv) In our opinion, though the Company is required to have an internal audit system under section 138 of the Companies Act, 2013, it does not have the same established for the year.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(d) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses amounting to Rs. 375.29 millions during the financial year covered by our audit and Rs. 701.35 millions in the immediately preceding financial year.

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Chartered Accountants

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(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that material uncertainty exists as on the date of the audit report that Company may not be capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Refer 'Material uncertainty related to going concern' and 'Key Audit Matter on going concern' provided in the main audit report.

(xx) The Company was not having net worth of rupees five hundred crore or more or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

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

Deloitte Haskins & Sells LLP
Chartered Accountants

Satpal Singh Arora
Partner
(Membership No. 098564)
UDIN : 22098564BGMBUK4807

Place : Gurugram
Date : 30 December 2022

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Gluhend India Private Limited
Standalone Balance Sheet as at 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	Note No.	As at 31 March 2022	As at 31 March 2021
I. ASSETS			
Non-current assets			
a. Property, plant and equipment	3A	909.84	881.71
b. Capital work-in-progress	3B	38.76	59.28
c. Right-of-use assets	3C	415.04	428.10
d. Goodwill	3D	2,177.72	2,177.72
e. Other intangible assets	4(a)	1.97	2.09
f. Intangible assets under development	4(b)	23.86	23.86
g. Investment in subsidiary company	5	667.14	659.86
h. Financial assets			
(i) Loans	6	0.09	0.67
(ii) Other financial assets	7	28.08	24.70
i. Non current tax assets (net)	8	279.09	289.69
j. Other non-current assets	9	13.96	7.71
Total non-current assets		**4,555.55**	**4,555.39**
Current assets			
a. Inventories	10	1,013.59	1,081.08
b. Financial assets			
(i) Trade receivables	11	1,461.36	857.47
(ii) Cash and cash equivalents	12	213.55	87.96
(iii) Bank balances other than (ii) above	13	-	4.00
(iv) Loans	6	1.52	3.17
(v) Other financial assets	7	25.72	0.43
c. Other current assets	9	577.82	1,020.71
Total current assets		**3,293.57**	**3,052.82**
Total assets		**7,849.12**	**7,608.21**
II. EQUITY AND LIABILITIES			
EQUITY			
a. Equity share capital	14	356.92	356.92
b. Other equity	15	(1,693.53)	(1,150.86)
Total equity		**(1,336.61)**	**(793.94)**
LIABILITIES			
Non-current liabilities			
a. Financial liabilities			
(i) Compulsorily convertible preference shares	16	2,870.80	2,855.80
(ii) Borrowings	17	3,137.86	-
(iii) Lease liability	3C	2.37	4.21
(iv) Other financial liabilities	18	947.66	-
b. Provisions	19	83.70	78.82
c. Deferred tax liabilities (net)	30	121.56	34.83
d. Other non-current liabilities	20	42.16	-
Total non-current liabilities		**7,206.11**	**2,973.66**
Current liabilities			
a. Financial liabilities			
(i) Borrowings	17	2.12	3,135.68
(ii) Lease liability	3C	2.37	2.69
(iii) Trade payables	21		
-total outstanding dues of micro enterprises and small enterprises		260.92	297.84
-total outstanding dues of creditors other than micro enterprises and small enterprises		1,506.38	1,201.65
(iv) Other financial liabilities	18	147.94	684.12
b. Provisions	19	16.02	13.80
c. Current tax liabilities	8	4.08	4.09
d. Other current liabilities	20	39.79	88.58
Total current liabilities		**1,979.62**	**5,428.49**
Total liabilities		**9,185.73**	**8,402.15**
Total equity and liabilities		**7,849.12**	**7,608.21**

See accompanying notes to the standalone financial statements — 1 to 50

In terms of our report of even date attached

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

Satpal Singh Arora
Partner
(Membership No.: 098564)

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

Place: New Delhi
Date: 30 December, 2022

Gluhend India Private Limited
Standalone Statement of Profit and Loss for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	Note No.	For the year ended 31 March 2022	For the year ended 31 March 2021
1.	**Income**			
	(a) Revenue from operations	22	5,280.36	3,314.30
	(b) Other income	23	105.36	364.80
2.	**Total income**		**5,385.72**	**3,679.10**
3.	**Expenses**			
	(a) Cost of materials consumed	24	2,825.58	1,887.64
	(b) Changes in inventories of finished goods and work-in-progress	25	9.02	(134.54)
	(c) Employee benefits expense	26	757.12	639.01
	(d) Finance costs	27	587.60	570.29
	(e) Depreciation and amortisation expense	28	126.41	126.02
	(f) Other expenses	29	1,574.67	1,066.12
4.	**Total expenses**		**5,880.40**	**4,154.54**
5.	**Loss before tax (2-4)**		**(494.68)**	**(475.44)**
6.	**Tax expense:**			
	(a) Current tax	30A(a)	-	12.99
	(b) Deferred tax	30A(b)	85.82	(146.78)
	Total tax expense		**85.82**	**(133.79)**
7.	**Loss for the year (5-6)**		**(580.50)**	**(341.65)**
8.	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss	34		
	(a) Remeasurement of post employment benefit obligations		3.60	7.31
	(b) Income tax relating to above item		(0.91)	(2.13)
	Total other comprehensive income / (loss)		**2.69**	**5.18**
9.	**Total comprehensive loss (7+8)**		**(577.81)**	**(336.47)**
10.	**Earnings per equity share**	44		
	(a) Basic (in Rs.)		(1.96)	(1.29)
	(b) Diluted (in Rs.)		(1.96)	(1.29)

See accompanying notes to the standalone financial statements 1 to 50

In terms of our report of even date attached

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

Deloitte Haskins & Sells LLP Chartered Accountants

Satpal Singh Arora
Partner
(Membership No.: 098564)

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

Place: New Delhi
Date: 30 December, 2022

GLUHEND INDIA PVT. LTD. DELHI

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Gluhend India Private Limited
Standalone Statement of Changes in Equity for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

a. Equity share capital

Particulars	Amount
Balance as at 1 April 2020	**356.92**
Changes in equity share capital during the year	
Issue of equity shares	-
Balance as at 31 March 2021	**356.92**
Changes in equity share capital during the year	
Issue of equity shares	-
Balance as at 31 March 2022	**356.92**

b. Other equity

Particulars	Reserves and Surplus		Total
	Retained earnings	Deemed capital contribution	
Balance as at 1 April 2020	**(915.34)**	**67.78**	**(847.56)**
Loss for the year	(341.65)	-	(341.65)
Other comprehensive loss, net of income tax	5.18	-	5.18
Expense recognised during the year	-	33.17	33.17
Balance as at 31 March 2021	**(1,251.81)**	**100.95**	**(1,150.86)**
Loss for the year	(580.50)	-	(580.50)
Other comprehensive income, net of income tax	2.69	-	2.69
Expense recognised during the year	-	35.14	35.14
Balance as at 31 March 2022	**(1,829.62)**	**136.09**	**(1,693.53)**

See accompanying notes to the standalone financial statements 1 to 50

In terms of our report of even date attached

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

Deloitte Haskins & Sells LLP Chartered Accountants

Satpal Singh Arora
Partner
(Membership No.: 098564)

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

GLUHEND INDIA PVT. LTD. DELHI

Place: New Delhi
Date: 30 December, 2022

Gluhend India Private Limited
Standalone Statement of Cash Flow for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
A	**Cash flow from operating activities**		
	Loss before tax	**(494.68)**	**(475.44)**
	Adjustments for:		
	Interest income	(0.97)	(1.27)
	Amortisation of borrowings	5.42	-
	Gurantee Premium income	(7.28)	(6.75)
	Finance costs	587.60	570.29
	Depreciation and amortisation expense	126.41	126.02
	Provision for doubtful balances with government authorities	6.38	-
	(Profit)/Loss on fair value of derivative component of CCPS	15.00	(340.00)
	(Profit)/Loss on sale/disposal of property, plant and equipment	1.44	(1.18)
	Provision for doubtful trade receivables and advances (net)	(0.48)	1.03
	Unrealised foreign exchange loss/(gain) (net)	(21.54)	-
	Operating profit before working capital changes	**217.30**	**(127.30)**
	Adjustments for:		
	(Increase)/decrease in inventories	67.48	(116.83)
	(Increase)/decrease in trade receivables	(581.60)	294.15
	(Increase)/decrease in other financials assets - current	(25.38)	10.73
	(Increase)/decrease in other financials assets - non - current	(3.38)	(1.82)
	(Increase)/decrease in other current assets	436.51	(629.42)
	(Increase)/decrease in other non - current assets	0.10	157.58
	Increase/(decrease) in provisions - current	5.83	(93.64)
	Increase/(decrease) in provisions - non - current	4.87	0.18
	Increase/(decrease) in other financial liabilities - current	(32.23)	152.01
	Increase/(decrease) in other current liabilities	(48.79)	32.59
	Increase/(decrease) in other non - current liabilities	42.16	(18.67)
	Increase/(decrease) in trade payables	267.54	545.50
	Cash flow from operating activities	**133.12**	**332.36**
	Income taxes (paid)/refund	10.57	(18.23)
	Net cash flow from operating activities	**360.99**	**186.83**
B	**Cash flow from investing activities**		
	Capital expenditure on property, plant and equipment and intangible assets including capital advances	(138.75)	(75.19)
	Proceeds from sale of property, plant and equipment	3.55	1.84
	Sale of current investments	-	1.05
	Loan given to employees	0.23	1.88
	Interest received	1.05	1.52
	Investments in fixed deposits	4.00	(1.45)
	Net cash used in investing activities	**(129.92)**	**(70.35)**
C	**Cash flows from financing activities**		
	Repayment of short term borrowings	-	(341.54)
	Repayment of long term borrowings	-	(1.02)
	Proceeds from issue of compulsorily convertible preference shares (CCPS)	-	647.53
	Finance charges paid	(105.48)	(421.13)
	Net cash flow (used in) financing activities	**(105.48)**	**(116.16)**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	125.59	0.32
	Cash and cash equivalents at the beginning of the year	87.96	87.64
	Cash and cash equivalents at the end of the year	**213.55**	**87.96**

Deloitte Haskins & Sells LLP
Chartered Accountants

GLUHEND INDIA PVT. LTD. ★ DELHI ★

Gluhend India Private Limited

Standalone Statement of Cash Flow for the year ended 31 March 2022

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

Particulars	As at 31 March 2022	As at 31 March 2021
Components of cash and cash equivalents (Refer note 12)		
Cash in hand	0.51	0.40
Balances with scheduled banks:		
- In current accounts	211.81	87.56
- In exchange earner's foreign currency (EEFC) accounts	1.23	-
	213.55	**87.96**

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 2021	Cash Flows	Non-cash Changes	As at 31 March 2022
Non-current borrowings	-	-	3,137.86	3,137.86
Current borrowings	3,135.68	-	(3,133.56)	2.12
Closing balance of secured loans	**3,135.68**	**-**	**4.30**	**3,139.98**

Particulars	As at 31 March 2020	Cash Flows	Non-cash Changes	As at 31 March 2021
Non-current borrowings	3,118.75	(1.02)	(3,117.73)	-
Current borrowings	341.54	(341.54)	3,135.68	3,135.68
Closing balance of secured loans	**3,460.29**	**(342.56)**	**17.95**	**3,135.68**

See accompanying notes to the standalone financial statements 1 to 50

In terms of our report of even date attached

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

Deloitte Haskins & Sells LLP Chartered Accountants

Satpal Singh Arora
Partner
(Membership No.: 098564)

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

GLUHEND INDIA PVT. LTD. DELHI

Place: New Delhi
Date: 30 December, 2022

1 General information

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, 2013 ('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, fittings and other metal components. The Company mainly caters to international markets. During the period ended 31 March 2018, Sage Metals Private Limited ('SMPL' - erstwhile Subsidiary Company) got merged with the Company with effect from appointed date i.e. 13 March 2018.

2 Significant accounting policies

2.1 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.

2.2 Basis of preparation and presentation

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 leasing transactions that are within the scope of Ind AS 116 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.

2.3 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.

2.4 Investment in subsidiary

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.

2.5 Revenue recognition

Revenue is recognised once the entity satisfied that the performance obligation and control are transferred to the customers.

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.

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GLUHEND INDIA PVT. LTD. DELHI

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.

2.6 Leases

The Company as a lessee

The Company assesses, whether the contract is, or contains, a lease. A Contract is, or contains, a lease if the Contract involves:

(a) The use of an identified asset,
(b) The right to obtain substantially all the economic benefits from use of the identified asset, and
(c) The right to direct the use of the identified asset.

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

The lease liability includes the net present value of the following lease payments:

• Fixed payments (including in-substance fixed payments), less any lease incentives and receivable and
• Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.
The right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease less any lease incentives received, any initial direct costs and restoration costs.

The right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Estimated useful life of right-of-use assets are as follows:

Asset head	Lease term in years
Leasehold land	5
Vehicles	5

The Company applies Ind AS 36 'Impairment of assets' to determine whether a right-of use asset is impaired and accounts for any identified impairment loss as specified in note 2.14 of the significant accounting policies.

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2.7 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.

2.8 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.

2.9 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.

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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.

2.10 Taxation

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.

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.

2.11 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.

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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
Furniture and fixtures	10
Computers	3-4
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.

2.12 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	3-6
Favourable lease assets (representing fair value of lease rights in leasehold land)	During the balance lease term (42 years)

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

2.13 Intangible assets under development

Cost of intangible assets not ready for use as at the reporting date are disclosed as Intangible assets under development.

2.14 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.

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2.15 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 first-in first-out (FIFO) 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 first-in first-out 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.

2.16 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.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

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.

2.17 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.

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

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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.

Compulsorily Convertible Preference Shares (CCPS)

Compulsorily Convertible Preference Shares (CCPS) are classified as a liability or equity components based on the terms of the contract and in accordance with Ind AS - 32 (Financial instruments: Presentation). CCPS issued by the Company classified as liability is initially recognized at fair value (issue price). Subsequent to initial recognition, such CCPS is fair valued through 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.

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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.

2.18 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.

2.19 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.

2.20 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.

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2.21 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.

2.22 Expenditure

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

2.23 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.

2.24 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.

2.25 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:

(i) 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.

(ii) 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.

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(iii) 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.

(iv) 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.

(v) 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.

(vi) 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.

2.26 Share Based Payments

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity at the grant date. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on Company's estimate of equity instrumentsthat will eventually vest, with the corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the numbers of the equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimates, with a corresponding adjustment to the Share Based Payments Reserve.

2.27 Recent Accounting Developments

The Ministry of Corporate Affars ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accotuning Standards) Amendment Rules, 2022, as below:

Ind AS 16, *Property Plant and equipment* - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipmet. The effective date for adoption of this amendment is annual periods beginning on or after April1, 2022. The Company has evaluated the amaendment and there is no impact on it's standalone financial statements.

Ind AS 37, *Provisions, Contingent Liabilties and Contingent Assets* - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'cost that relate directly to the contract'. Costs that relate directly to a contract can either be incremental cost of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

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3A Property, plant and equipment

Carrying value of :	As at 31 March 2022	As at 31 March 2021
a) Freehold land	416.51	416.51
b) Buildings	214.77	213.46
c) Plant and machinery	266.67	241.43
d) Computers	1.46	0.58
e) Furniture and fixtures	7.39	4.89
f) Vehicles	3.04	4.84
	909.84	**881.71**

	Freehold land	Buildings	Plant and machinery	Computers	Furniture and fixtures	Vehicles	Total
Gross carrying amount							
Balance as at 1 April 2020	416.51	315.63	412.71	2.30	5.54	13.36	1,166.05
Additions	-	3.85	87.28	0.09	1.78	-	93.00
Disposals	-	-	1.64	0.13	-	2.61	4.38
Balance as at 31 March 2021	**416.51**	**319.48**	**498.35**	**2.26**	**7.32**	**10.75**	**1,254.67**
Additions	-	27.71	112.58	1.23	4.14	-	145.66
Disposals	-	-	42.51	0.21	-	2.57	45.29
Balance as at 31 March 2022	**416.51**	**347.19**	**568.42**	**3.28**	**11.46**	**8.18**	**1,355.04**
Accumulated depreciation							
Balance as at 1 April 2020	-	75.83	178.24	1.36	1.01	5.91	262.35
Depreciation expense	-	30.19	79.98	0.44	1.42	2.28	114.31
Elimination on disposals of assets	-	-	1.30	0.12	-	2.28	3.70
Balance as at 31 March 2021	**-**	**106.02**	**256.92**	**1.68**	**2.43**	**5.91**	**372.96**
Depreciation expense	-	26.40	82.67	0.34	1.64	1.49	112.54
Elimination on disposals of assets	-	-	37.84	0.20	-	2.26	40.30
Balance as at 31 March 2022	**-**	**132.42**	**301.75**	**1.82**	**4.07**	**5.14**	**445.20**
Carrying amount (net block)							
Balance as at 31 March 2022	**416.51**	**214.77**	**266.67**	**1.46**	**7.39**	**3.04**	**909.84**
Balance as at 31 March 2021	**416.51**	**213.46**	**241.43**	**0.58**	**4.89**	**4.84**	**881.71**

Notes:

(i) Property, plant and equipment as detailed above have been pledged as security against borrowings. Refer note 17 for borrowings against which these assets are pledged.

(ii) The Company has not revalued any of its property, plant and equipment during the financial year ended on 31 March 2022 and 31 March 2021.

(iii) Details of title deed of all the property, plant and equipment (immovable properties) which are not held in the name of the Company are as follows:

S. No.	Description of item of property	Gross carrying value	Title deed held in the name of	Whether title deed holder is a promotor, director or relative of promotor/director or employee of promotor/director	Property held since which date	Reason for not being held in the name of the company
1	Freehold land	416.51	Sage Metals Private Limited	NA	13 March 2018	The conveyance deeds are in the name of Sage Metals Private Limited erstwhile Company, 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.
2	Buildings	347.19	Sage Metals Private Limited	NA	13 March 2018	

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3B Capital work in Progress(CWIP)

	Building	Plant & Machinery	Furniture	Total
Balance as at 1 April 2020	**0.22**	**78.58**	**0.03**	**78.83**
Additions	19.58	67.31	1.25	88.14
Transfer to Property, plant and equipment	(0.43)	(106.24)	(1.02)	(107.69)
Balance as at 31 March 2021	**19.37**	**39.65**	**0.26**	**59.28**
Additions	8.40	99.79	2.85	111.04
Transfer to Property, plant and equipment	(27.71)	(100.74)	(3.11)	(131.56)
Balance as at 31 March 2022	**0.06**	**38.70**	**0.00**	**38.76**

The capital work-in-progress ageing schedule for the years ended **31 March 2022** is as follows:

Particulars	**Amount in capital work-in-progress for a period of**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	38.58	-	0.18	-	38.76
Project temporarily suspended	-	-	-	-	-
Total capital work-in-progress	**38.58**	**-**	**0.18**	**-**	**38.76**

The capital work-in-progress ageing schedule for the years ended **31 March 2021** is as follows:

Particulars	**Amount in capital work-in-progress for a period of**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	40.49	4.61	10.68	3.50	59.28
Project temporarily suspended	-	-	-	-	-
Total capital work-in-progress	**40.49**	**4.61**	**10.68**	**3.50**	**59.28**

For capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2022** are as follows:

Particulars	**To be completed in**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Plating plant (semi-automatic)	26.65				26.65
Total capital work-in-progress	**26.65**	**-**	**-**	**-**	**26.65**

For capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2021** are as follows:

Particulars	**To be completed in**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Plant and machinery under installation	2.02	0.18	-	3.50	5.70
Total capital work-in-progress	**2.02**	**0.18**	**-**	**3.50**	**5.70**

3C Right-of-use assets (ROU assets) and lease liabilities

Particulars	**As at 31 March 2022**	**As at 31 March 2021**
Carrying amounts of :		
Leasehold land	410.39	421.03
Vehicle	4.65	7.07
Total	**415.04**	**428.10**

	Vehicle	**Leasehold land**	**Total**
Gross carrying amount			
Balance as at 1 April 2020	-	442.32	442.32
Additions	7.07	-	7.07
Disposals	-	-	-
Balance as at 31 March 2021	7.07	442.32	449.39
Additions	-	-	-
Disposals	-	-	-
Balance as at 31 March 2022	**7.07**	**442.32**	**449.39**
Accumulated depreciation			
Balance as at 1 April 2020	-	10.66	10.66
Depreciation expense	-	10.63	10.63
Balance as at 31 March 2021	-	21.29	21.29
Depreciation expense	2.42	10.63	13.06
Balance as at 31 March 2022	**2.42**	**31.93**	**34.35**
Carrying amount (net block)			
Balance as at 31 March 2022	**4.65**	**410.39**	**415.04**
Balance as at 31 March 2021	**7.07**	**421.03**	**428.10**

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(i) **Movement in lease liabilities:**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Balance as at 1 April 2021	6.90	-
Additions	-	7.07
Finance costs accrued during the period	0.53	0.05
Payment of lease liabilities	(2.69)	(0.22)
Balance as at 31 March 2022	**4.74**	**6.90**

(ii) **Break-up of current and non-current lease liabilities:**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Current	2.37	2.69
Non – current	2.37	4.21
Balance as at 31 March 2022	**4.74**	**6.90**

(iii) **Contractual maturities of lease liabilities on an undiscounted basis:**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Less than one year	2.37	2.69
One to five years	2.37	4.21
More than five years	-	-

(iv) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(v) Extension and termination options are included in a number of leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

(vi) Rental expenses recorded for short term leases is Rs. 10.88 for the year ended 31 March 2022 (31 March 2021: Rs. 15.56).

(vii) Details of title deed of right-of-use assets which are not held in the name of the Company are as follows:

S. No.	Description of item of property	Gross carrying value	Title deed held in the name of	Whether title deed holder is a promotor, director or relative of promotor/director or employee of promotor/director	Property held since which date	Reason for not being held in the name of the Company
1	Leasehold land	442.32	Sage Metals Private Limited	NA	13 March 2018	The conveyance deed for leasehold land located at plot no. B-7 and B-8, Site-4, industrial area, Sahibabad, Ghaziabad are in the name of Sage Metals Private Limited erstwhile Company, 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.

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3D Goodwill

Particulars	As at 31 March 2022	As at 31 March 2021
Carrying amounts of :		
Goodwill	2,177.72	2,177.72
Total	**2,177.72**	**2,177.72**

Particulars	Amount
Goodwill as at 1 April 2020	**2,177.72**
Addition during the year	-
Impairment during the year	-
Goodwill as at 31 March 2021	**2,177.72**
Addition during the year	-
Impairment during the year	-
Goodwill as at 31 March 2022	**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.

The Company made an assessment of recoverable amount of the CGUs based on value-in-use calculations which uses cash flow projections based on financial budgets approved by management covering a five year period (Previous year: five year period), as the Company believes this is to be the most appropriate timescale for reviewing and considering annual performance before applying a fixed terminal value multiple to the final cash flows.

As at 31 March, 2022 and 31st March, 2021, goodwill in respect of the Company was not impaired.

Key Assumptions used for value in use calculations are as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Post tax discount rate used for discounting cash flows	14.00%	14.00%
Long term growth rate	4.00%	2.00%

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

Discount rates - Management estimates discount rates using post-tax rates that reflect current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital.

Growth rates - The growth rates are based on industry growth forecasts. Management determines the budgeted growth rates based on past performance and its expectations on demand condition. The weighted average growth rates used are consistent with industry reports.

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4(a) Other intangible assets

	As at 31 March 2022	As at 31 March 2021
Carrying value of Computer Software	1.97	2.09
	1.97	2.09

Particulars	Carrying value of Computer Software	Total
Gross Block		
Balance at 1 April 2020	4.90	4.90
Additions	0.57	0.57
Disposals	-	-
Balance at 31 March 2021	5.47	5.47
Additions	0.70	0.70
Disposals	-	-
Balance at 31 March 2022	6.17	6.17
Accumulated amortisation		
Balance at 1 April 2020	2.30	2.30
Amortisation expense	1.08	1.08
Balance at 31 March 2021	3.38	3.38
Amortisation expense	0.82	0.82
Balance at 31 March 2022	4.20	4.20
Carrying value (net block)		
Balance at 31 March 2022	1.97	1.97
Balance at 31 March 2021	2.09	2.09

4(b) Intangible assets under development

	As at 31 March 2022	As at 31 March 2021
a) Intangible assets under development	23.86	23.86
	23.86	23.86

The intangible assets under development ageing schedule for the years ended **31 March 2022** is as follows:

Particulars	Amount in capital work-in-progress for a period of				Total
	Less then 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	23.86	-	-	23.86
Project temporarily suspended	-	-	-	-	-
Total intangible assets under development	-	23.86	-	-	23.86

The intangible assets under development ageing schedule for the years ended **31 March 2021** is as follows:

Particulars	Amount in capital work-in-progress for a period of				Total
	Less then 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	23.86	-	-	-	23.86
Project temporarily suspended	-	-	-	-	-
Total intangible assets under development	23.86	-	-	-	23.86

For intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2022** are as follows:

Particulars	To be completed in				Total
	Less then 1 year	1-2 years	2-3 years	More than 3 years	
SAP	22.81	-	-	-	22.81
Compliance software	1.05	-	-	-	1.05
Total intangible assets under development	23.86	-	-	-	23.86

For intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2021** are as follows:

Particulars	To be completed in				Total
	Less then 1 year	1-2 years	2-3 years	More than 3 years	
SAP	-	22.81	-	-	22.81
Compliance software	-	1.05	-	-	1.05
Total intangible assets under development	-	23.86	-	-	23.86

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Notes forming part of the standalone financial statements for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2022	As at 31 March 2021
5 Investments		
Non-current		
Unquoted investments in equity shares (fully paid) of wholly owned Subsidiary Company		
24,594 (As at 31 March 2021: 24,594) equity shares of $ 1 each fully paid up in Sage International Inc.	667.14	659.86
Total	**667.14**	**659.86**
Aggregate value of unquoted investment	**667.14**	**659.86**
6 Loans (Unsecured, considered good)		
Non-current		
Loan to employees	0.09	0.67
Total	**0.09**	**0.67**
Current		
Loan to employees	1.52	1.17
Total	**1.52**	**1.17**
7 Other financial assets (Unsecured, considered good)		
Non-current		
(a) Security deposits	28.08	24.70
Total	**28.08**	**24.70**
Current		
(a) Security deposits	-	0.35
(b) Interest accrued on bank deposits	-	0.08
(c) Other receivables from related party	25.73	-
Total	**25.73**	**0.43**
8 Income tax		
Non current tax assets		
Advance tax including tax deducted at source (net)	279.09	289.69
Total	**279.09**	**289.69**
Current tax liabilities		
Provision for tax	4.08	4.08
Total	**4.08**	**4.08**

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

Particulars	As at 31 March 2022	As at 31 March 2021
9 Other assets (Unsecured, considered good, unless otherwise stated)		
Non-current		
(a) Capital advances	13.27	6.92
(b) Prepaid expenses	0.69	0.79
Total	**13.96**	**7.71**
Current		
(a) Prepaid expenses	83.62	47.37
(b) Balances with government authorities (Refer note (i) below)	402.31	856.61
Less: Provision for doubtful balances	(11.76)	(5.38)
	390.55	851.23
(c) Advances to suppliers	35.48	15.44
(d) Export benefit receivable	47.21	91.57
(e) Other advances	20.96	5.13
(f) Right to return good assets (Refer note (ii) below)	-	9.97
Total	**577.82**	**1,020.71**

Note :

(i) Balances with government authorities represents, Goods and Services Tax (GST) input credit receivable and GST refund receivable aggregating to Rs. 390.55 (previous year: Rs. 851.23), net of provision for doubtful balances. The company expect to receive credit/utilise the entire GST balance within one year and accordingly is classifed as current.

(ii) The right to return goods asset represents the Company's right to recover products from customers where customers exercise their right of return.

Particulars	As at 31 March 2022	As at 31 March 2021
10 Inventories (Lower of cost or net realisable value)		
(a) Raw materials (Refer note I(i) below)	202.97	243.12
(b) Work-in-progress	157.64	193.85
(c) Finished goods (Refer note I(ii) below)	599.83	572.64
(d) Stores and spares	53.15	71.47
Total	**1,013.59**	**1,081.08**
Notes:		
I. Includes goods in transit:		
(i) Raw materials	2.72	11.13
(ii) Finished goods	581.09	484.49
II. Cost of inventories recognised as expense during the year	3,159.33	1,947.99
III. Stock lying with third party	22.59	55.00
IV. Mode of valuation of inventories has been stated in note 2.15		
11 Trade receivables (unsecured)		
(a) Considered good		
- Receivables from subsidiary company (Refer note 38)	1,019.95	540.87
- Others	441.41	316.60
	1,461.36	**857.47**
(b) Considered doubtful	8.68	9.21
Less: Allowance for doubtful trade receivables (expected credit loss allowance)	(8.68)	(9.21)
	-	-
Total	**1,461.36**	**857.47**

Trade receivables ageing schedule for the year ended on 31 March 2022 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed trade receivables - considered good	955.46	268.57	118.20	50.79	39.68	28.66	1,461.36
Undisputed trade receivables - considered doubtful	-	-	-	1.76	2.14	4.78	8.68
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - considered doubtful	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total - dues	**955.46**	**268.57**	**118.20**	**52.55**	**41.82**	**33.44**	**1,470.03**
Less: Allowance for doubtful trade receivables							(8.68)
Total trade receivables							**1,461.36**

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

Trade receivables ageing schedule for the year ended on 31 March 2021 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed trade receivables - considered good	711.08	92.88	15.61	29.62	6.96	1.31	857.47
Undisputed trade receivables - considered doubtful	-	1.79	0.75	1.63	0.61	4.43	9.21
Undisputed trade receivables - credit impaired			-	-	-		-
Disputed trade receivables - considered good	-	-		-	-	-	-
Disputed trade receivables - considered doubtful		-		-	-		-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total - dues	**711.08**	**94.67**	**16.37**	**31.26**	**7.57**	**5.74**	**866.68**
Less: Allowance for doubtful trade receivables							(9.21)
Total trade receivables							**857.47**

Notes:

a) The average credit period on sale of goods is 0-150 days. No interest is charged on any overdue trade receivables.

b) In determining allowance for credit losses of trade receivables, the Company 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.

For trade receivable balances from related parties, there are no indicators at the period end for default in payments. Accordingly, the Company does not anticipate risk of recovery and expected credit loss in respect thereof.

c) Movement in the expected credit loss allowance

Balance at the beginning of the year	9.21	8.18
Addition made during the year	-	1.03
Deletion or reversal during the year	(0.53)	-
Balance at the end of the year	**8.68**	**9.21**

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(b)(v)).

Trade receivables		
Customer A	1,019.71	540.87
Customer B	161.40	83.24
	1,181.11	**624.11**

e) Contract balances

Trade receivables (net balances)	1,461.36	857.47
Contract liabilities (Advance from customers)(Refer note 20)	16.80	13.57

12 Cash and cash equivalents

(a) Cash on hand	0.51	0.40
(b) Balances with banks		
- in current accounts	211.81	87.56
- in Exchange earner's foreign currency (EEFC) accounts	1.23	-
Total	**213.55**	**87.96**

13 Bank balances other than cash and cash equivalents

(a) In deposit accounts - original maturity more than 3 months	-	4.00
Total	-	**4.00**

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Particulars	As at 31 March 2022	As at 31 March 2021
14 Equity share capital		
Authorised shares capital:		
35,692,264 (As at 31 March 2021: 35,692,264) equity shares of Rs. 10 each with voting rights	356.92	356.92
Issued and subscribed capital comprises:		
35,692,264 (As at 31 March 2021: 35,692,264) equity shares of Rs. 10 each	356.92	356.92
	356.92	**356.92**

	Number of shares	Share capital
A Reconciliation of number of equity shares outstanding at the beginning and end of the reporting period :		
Balance as at 1st April 2020	**35,692,264**	**356.92**
Add: Issue of shares	-	-
Balance as at 31 March 2021	**35,692,264**	**356.92**
Add: Issue of shares	-	-
Balance as at 31 March 2022	**35,692,264**	**356.92**

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 2022		As at 31 March 2021	
	Number of shares	% holding	Number of shares	% holding
Fully paid equity shares				
Delos Sage Holdco Cooperatief U.A., the Holding Company (Delos, including 1 share held by nominee)	32,123,038	90%	32,123,038	90%
Ramakrishnan Krishnan	3,569,226	10%	3,569,226	10%

D Shareholding of promotors

As at 31 March 2022

Promotor name*	Number of shares	% of total shares	% change during the year
Delos Sage Holdco Cooperatief U.A., the Holding Company (including 1 share held by nominee)	32,123,038	90%	-

As at 31 March 2021

Promotor name*	Number of shares	% of total shares	% change during the year
Delos Sage Holdco Cooperatief U.A., the Holding Company (including 1 share held by nominee)	32,123,038	90%	-

* Promoter means promoter as defined in the Companies Act, 2013.

E As at 31 March 2022 the Company had granted 9,357,498 stock options of face value of Rs. 10 each (31 March 2021: Nil). Stock option granted under the Company's Employee Stock Option Plan carry no right to dividend and no voting rights. Further details of the employee share option plan are provided in note 42.

Subsequent Events:

F.1 The Company in its Board meeting held on 6 September 2022 allotted 314,839,434 Class A Equity shares of face value of Re. 1 each at a premium of Rs. 2 each to Sage Metals US Holdco. LLC

F.2 Subsequent to year end, Delos Sage Holdco Cooperatief U.A., on 22 June 2022 has transferred it's holding to Sage Metals US Holdco LLC, a Limited Liability Company formed under the laws of the state of Delawara, USA. Accordingly, Sage Metals US Holdco LLC became Holding Company from the said date.

F.3 Refer note 16(E)(iv)for change in authorised share capital.

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

Particulars	As at 31 March 2022	As at 31 March 2021
15 Other equity		
(i) Retained earnings	(1,829.62)	(1,251.81)
(ii) Deemed capital contribution	136.09	100.95
Total	**(1,693.53)**	**(1,150.86)**
(i) Retained earnings		
Balance at the beginning of the year	(1,251.81)	(915.34)
Add: Loss for the year	(580.50)	(341.65)
Add: Other comprehensive income / (loss) for the year	2.69	5.18
Balance at the end of the year	**(1,829.62)**	**(1,251.81)**
(ii) Deemed capital contribution (Refer note below)		
Balance at the beginning of the year	100.95	67.78
Add: Expense recognised during the year	35.14	33.17
Balance at the end of the year	**136.09**	**100.95**

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 capital contribution of Rs. 136.09 (As at 31 March 2021 : Rs. 100.95) represents year till date 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 2022	As at 31 March 2021
16 Compulsorily convertible preference shares (CCPS)		
Authorised share capital		
Compulsorily convertible non-cumulative preference shares:		
237,196,934 (As at 31 March 2021: 237,196,934) 0.0001% Class A CCPS of Rs. 10 each	2,371.97	2,371.97
845,547 (As at 31 March 2021: 845,547) 0.0001% Class B CCPS of Rs. 10 each fully paid up	8.46	8.46
4,146,147 (As at 31 March 2021: 4,146,147) 0.00011% Class C CCPS of Rs. 10 each fully paid up	41.46	41.46
21,909,848 (As at 31 March 2021: 21,909,848) 0.000011% Class D CCPS of Rs. 10 each	219.10	219.10
	2,640.99	**2,640.99**
Issued and subscribed capital		
234,189,698 (As at 31 March 2021: 234,189,698) 0.0001% Class A CCPS of Rs. 10 each fully paid up	2,341.90	2,341.90
845,547 (As at 31 March 2021: 845,547) 0.0001% Class B CCPS of Rs. 10 each fully paid up	8.46	8.46
4,146,147 (As at 31 March 2021: 4,146,147) 0.00011% Class C CCPS of Rs. 10 each fully paid up	41.46	41.46
21,909,848 (As at 31 March 2021: 21,909,848) 0.000011% Class D CCPS of Rs.10 each Fully paid up	219.10	219.10
	2,610.92	**2,610.92**
Add:		
Securities premium on issue of CCPS (Refer note D below)	259.88	259.88
(Gain)/Loss on fair valuation of derivative component of CCPS recognised in statement of profit and loss (Refer note D(ii) below)	-	(15.00)
	2,870.80	**2,855.80**

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

	Number of shares	Amount
0.0001% Class A CCPS		
Balance as at 1 April 2020	192,196,934	1,921.97
Add: Issue of CCPS	41,992,764	419.93
Balance as at 31 March 2021	**234,189,698**	**2,341.90**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**234,189,698**	**2,341.90**
0.0001% Class B CCPS		
Balance as at 1 April 2020	845,547	8.46
Add: Issue of CCPS	-	-
Balance as at 31 March 2021	**845,547**	**8.46**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**845,547**	**8.46**
0.00011% Class C CCPS		
Balance as at 1 April 2020	4,146,147	41.46
Add: Issue of CCPS	-	-
Balance as at 31 March 2021	**4,146,147**	**41.46**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**4,146,147**	**41.46**
0.000011% Class D CCPS		
Balance as at 1 April 2020	**21,909,848**	**219.10**
Add: Issue of CCPS	-	-
Balance as at 31 March 2021	**21,909,848**	**219.10**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**21,909,848**	**219.10**

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

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of shares	% holding	Number of shares	% holding
0.0001% Class A CCPS				
- Delos Sage Holdco Cooperatief U A, the Holding Company	234,189,698	100%	234,189,698	100%
0.0001% Class B CCPS				
- AR2LLC	845,547	100%	845,547	100%
0.00011% Class C CCPS				
- Fortress Metals LLC	4,146,147	100%	4,146,147	100%
0.000011% Class D CCPS				
- Ramakrishnan Krishnan	21,909,848	100%	21,909,848	100%

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

C C1 - Terms of Conversion (Class A, Class C and Class D CCPS)

The Company entered into an 'Framework Agreement' with Delos Sage Holdco Cooperatief U A, ARZ LLC, Fortress Metals LLC and Ramakrishnan Krishnan on 11 March 2018 which was amended on 31 January 2020 to incorporate the terms of Class D CCPS and Redeemable Optionally Convertible Preference Shares (ROCPS). The 'Amended and Restated Framework Agreement' supersedes the earlier 'Framework Agreement' dated 11 March 2018 entered among the parties and governs the rights and obligations, matters incidental to and connected with the issuance of Compulsorily Convertible Preference Shares which are as follows:

Terms	Class A	Class C	Class D
(i) Term (Same for all classes of CCPS)	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 0.00011% p. a.	Non-cumulative 0.000011% 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 C CCPS shall be converted into equity shares at the time of Liquidity Event.	The Class D CCPS shall be converted into equity shares at the time of Liquidity Event.
(iv) No. of equity shares issuable upon conversion (Same for all classes of CCPS)	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" with respect to Class A CCPS, Class C CCPS or Class D CCPS, as applicable, means the price at which such Shares are converted into Equity Shares as determined by the Board based on the then fair market value of such Shares.		
(vi) Automatic conversion (Same for all classes of CCPS)	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, Class C CCPS and Class D 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.

C2 - Terms of Conversion (Class B CCPS)

The Company on 9 November 2021 (effective date) entered into a "Confidential Settlement Agreement and Release Agreement" with holder of class B Compulsory Convertible Preference Shares (CCPS). As per the agreement the Company would buy back the CCPS for a sum of US$30,000 (the "Buy back payment"). On 13 January 2022 the Company entered into an amendment to the "Amended and reshaped Framework agreement" dated 31 January 2022 whereby:

(i) the term of class B CCPS shall expire on 31 January 2022 and all outstanding class B CCPS shall be converted into Equity Shares on or prior to this date.

(ii) Automatic conversion:
Any class B CCPS that has not been converted into equity shares should compulsorily convert into equity shares upon expiry of the term.

C3 - 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 or more	Invested amount plus IRR of 32%

Class B CCPS as at 31 March 2022 are not entitled to any surplus in distributable profits post entering into "Confidential Settlement Agreement and Release Agreement" on 9 November 2021 [refer note 16(C2)].

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 C3 above. This will be notwithstanding the number of ordinary shares allocated to them.

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

i. **For the year ended 31 March 2022:**

Based on the terms, CCPS has been classified as financial instrument in the nature of financial liability designated to be measured at fair value. Fair value of the instruments has been determined based on discounted cash flow valuation technique using cash flow projections and financial projections/budgets approved by the management. As at 31 March 2022, the fair value of the instrument is equivalent to its carrying value.

ii. **For the year ended 31 March 2021:**

As per the 'Distribution of Distributable Amounts post conversion to the holders of GIPL Equity Securities' (Refer note C3 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. The gain/loss arising on fair valuation of derivative component has been charged to statement of profit and loss account. As enumerated below, fair value of derivative component using Monte-Carlo simulation model as at 31 March 2021 is Rs. 15.00.

CCPS Categories	Class A	Class B	Class C	Class D	Total
Total fair value of CCPS	2,462.08	147.58	39.04	207.10	**2,855.80**
Less : Liability value (at amortised cost)	2,601.08	8.58	42.04	219.10	**2,870.80**
Fair value (Derivative component) as at 31 March 2021	**(139.00)**	**139.00**	**(3.00)**	**(12.00)**	**(15.00)**

E Subsequent events:

(i) On 31 May 2022 the Company entered into an amendment to the "Amended and restricted Framework agreement" dated 31 January 2020 whereby:

(a) The term of class C CCPS shall expire on 31 May 2022 and all outstanding class C CCPS shall be converted into equity shares on or prior to this date.

(b) Class C CCPS shall be converted into equity shares on: (i) at any time of liquidity event and (ii) at any time on or after 28 February 2022 at the option of the Class C CCPS holder.

(c) Automatic conversion:
Any class C CCPS that has not been converted into equity share shall compulsorily be converted into equity share upon expiry of the term.

(ii) On 31 May 2022, 845,547 Class B CCPS and 4,146,147 Class C CCPS shares were cancelled and converted into 845,547 and 4,146,147 equity shares of Rs. 10 each respectively. The conversion was based on valuation report dated 30 May 2022 prepared by an external valuer (KPMG Valuation Services LLP) and approved by the board.

(iii) Class B and Class C CCPS as converted into equity shares were transferred to Sage US Holdco LLC on 22 June 2022.

(iv) Change in authorised share capital:
The authorised share capital of the Company was increased from Rs. 3,278.26 to Rs. 6,450.00 divided into:

Particulars	21 May 2022		31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Equity share capital				
Class A equity shares	3,178,661,050	3,178.66	356,922,640	356.92
Class A CCPS	350,000,000	350.00	-	-
Class B CCPS	2,371,969,340	2,371.97	2,371,969,340	2,371.97
Class C CCPS	8,455,470	8.46	8,455,470	8.46
Class D CCPS	41,461,470	41.46	41,461,470	41.46
ROCPS	219,098,480	219.10	219,098,480	219.10
Total	280,354,190	280.35	280,354,190	280.35
		6,450.00		**3,278.26**

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Particulars	As at 31 March 2022	As at 31 March 2021
17 Borrowings (at amortised cost)		
Non-current		
(a) 6,350, 12.90% Secured, Non-convertible Debentures of Rs. 450,000 each [As at 31 March 2021 : 6,350 Non-convertible Debentures of Rs. 450,000 each] (Refer note A below)	2,857.50	
(b) 28,035,419, 15%, Redeemable Optionally Convertible Preference Shares of Rs. 10 each [As at 31 March 2021 : 28,035,419] [Refer note B below]	280.36	
Total	**3,137.86**	-
Current		
(a) 6,350, 12.90% Secured, Non-convertible Debentures of Rs. 450,000 each [As at 31 March 2021 : 6,350 Non-convertible Debentures of Rs. 450,000 each] (Refer note A below)		2,852.08
(b) Other loans - Vehicle loan (Secured by hypothecation of vehicles and payable in 60 equal monthly installments. Rate of interest is 8.51% to 9.50% per annum)	2.12	3.24
(c) 28,035,419, 15%, Redeemable Optionally Convertible Preference Shares of Rs. 10 each [As at 31 March 2021 : 28,035,419] [Refer note B below]	-	280.36
Total	**2.12**	**3,135.68**

Notes:

A Non-convertible Debentures

6,350, 12.90% Non-convertible Debentures of Rs. 450,000 each	2,857.50	2,857.50
Transaction cost - Opening balance	(5.42)	(23.37)
Add: Transaction cost amortised	5.42	17.95
Closing liability	**2,857.50**	**2,852.08**

As per the Debenture agreement, NCD's [6350, 12.9% secured, Non-convertible debentures of Rs. 450,000 each] amounting to Rs. 2,852.08 and accrued interest of Rs. 525.42 as at 31 March 2021 respectively were due for re-payment on 30 June 2021. The Company in September 2021, has entered into a "Restructuring Term Sheet" with lenders wherein along with other changes / modifications from the original debenture agreement, the maturity date of NCD's has been extended to 30 June 2023, with no extension option. Accordingly, NCDs have been shown as non-current borrowings in current year. However, as the "Restructuring Term Sheet" in previous year was executed after the reporting period and before the financial statements were approved for issue, the same was designed as current borrowings.

Terms of Debentures

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

(iii) Debentures carry 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) Debenture Redemption Reserve has not been created by the Company as the Company does not have any profits during the current/previous year.

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(v) **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:

(a) the Ratio of Consolidated Net Debt to EBITDA of the Company as on 31 March 2022, shall not be greater than the ratio 6.75:1. (As on 31 March 2021 the said ratio shall not be greater than the ratio 4.00:1).

(b) The aggregate capital expenditure of the Company along with its subsidiary in respect of financial year ended 31 March 2022 shall not exceed Rs. 200.00 million. (for the financial year ended 31 March 2021 Rs. 60.00 million)

The Group based on confirmations from lenders with respect to computation of covenant ratio has complied with the applicable covenants as specified in the "Restructuring Term Sheet".

In previous year, the lenders had waived off the breach of 'financial covenants' with respect to the excess of Consolidated Net Debt to EBITDA and capital expenditure. Consequently 'Event of Default' as mentioned in Debenture Trust Deed did not get triggered and the debenture facility was not recalled.

(vi) **Subsequent events.**
(a) 'The Company on 28 July 2022 entered into an "Amendment and Restatement Deed" relating to the Debenture Trust Deed dated 11 March 2018 with the lenders on wherein along with other changes / modifications from the original debenture agreement, the maturity date of NCD's has been extended to 30 June, 2023. The Company further obtained final approval from stock exchange on 28 September 2022.

(b) The Company subsequent to year end has repaid NCDs and interest thereon amounting to Rs. 230 and 786.25 respectively.

B. Terms of Redeemable Optionally Convertible Preference Shares (ROCPS)

1 The term of ROCPS shall not exceed 42 (forty-two) months from the Appointed Date 12 March 2018.

2 The ROCPS shall carry an annual dividend or similar permissible returns in such manner such that each ROCPS is entitled to get a return equal to a 15% interest on the face value thereof.

3 Redemption Terms - ROCPS shall be redeemed or repurchased annually within a period of 42 (forty-two) months from the Appointed Date ie. by October 2021, in such manner as may be determined by the Company. From the first anniversary of issuance of the Final ROCPS, Final ROCPS shall be redeemed or repurchased, in accordance with Applicable Law, out of the profits of the Company annually in such manner that the principal amount paid or payable pursuant to such redemption or repurchase along with the Agreed Annual Return results in payment of a minimum of Rs. 50 (on an annual basis) to Ramkrishnan Krishnan.

4 Conversion Terms - All outstanding ROCPS may be convertible into equity shares of the Company if determined by the Board of the Company at the time of a Liquidity Event that occurs prior to the expiry of the term of the ROCPS; provided however, that such conversions shall not adversely affect any rights of the holders of ROCPS; provided, further, that such conversion shall take place at the then fair market value of the equity shares of the Company as may be determined by the Board of the Company at such time.

5 The Company during the year started the process of renegotiating / restructuring the term of ROCPS (including interest thereon). ROCPS holder has confirmed that the amount of ROCPS (including interest thereon) will not be called for the next twelve months. Accordingly, the ROCPS have been disclosed as non-current borrowings in current year. However, as the ROCPS were due for repayment within one year from financial statement issue and accordingly the same was classified as current borrowing in previous year.

6 **Subsequent events.**
(i) The Company subsequent to year end has cancelled and converted 3,702,070 ROCPS into 3,702,070 equity share of INR 10 each.

(ii) An "Amended Restructuring Framework Agreement" was executed with ROCPS holder on 13 July 2022 whereby, the redemption / repurchase of the ROCPS was extended to on or before 30 June 2024 (Redemption period).

18 Other financial liabilities

	As at 31 March 2022	As at 31 March 2021
Non-current		
(a) Interest accrued but not due on Debentures (Refer note 17A)	730.33	-
(b) Interest accrued but not due on ROCPS (Refer note 17B)	217.33	-
Total	**947.66**	**-**
Current		
(a) Interest accrued but not due on Debentures (Refer note 17A)	11.90	525.42
(b) Interest accrued but not due on ROCPS (Refer note 17B)	-	150.81
(c) Interest accrued and dues to MSME	10.44	5.81
(d) Payable for purchase of property, plant and equipment	2.71	0.88
(e) Other payable to related party	122.17	-
(f) Security deposits	0.72	1.20
Total	**147.94**	**684.12**

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

19 Provisions

Non-current

Provision for employee benefits		
- Compensated absences	19.78	14.10
- Gratuity (Refer note 34)	63.92	64.72
Total	**83.70**	**78.82**

Current

(a) Provision for employee benefits		
- Compensated absences	5.01	4.76
- Gratuity (Refer note 34)	11.01	9.04
(b) Provision for Onerous contracts (Refer note below)	-	-
Total	**16.02**	**13.80**

Note:

Provision for onerous contracts		
Opening balance		79.31
Provision settled during the year	-	(79.31)
Closing Balance	-	-

Provision for onerous contracts represents excess of cost as estimated by the management expected to be incurred to fulfill the obligation under the sales orders over and above the contracted price.

20 Other liabilities

Non-current

Statutory dues payable	42.16	-
Total	**42.16**	**-**

Current

(a) Advances from customers	16.80	13.57
(b) Statutory dues payables	22.99	50.09
(c) Refund liability for expected sales return (Refer note below)	-	24.92
Total	**39.79**	**88.58**

In previous year, Other current liabilities include refund liability relating to customers right to return products. At point of sale, a refund liability and a corresponding adjustment to revenue is recognised for those products expected to be returned.

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Particulars	As at 31 March 2022	As at 31 March 2021
21 Trade payables		
(a) Outstanding dues to Micro enterprises and small enterprises (MSME) (Refer note 37)	260.92	297.89
(b) Outstanding dues of creditors other than micro enterprises and small enterprises	1,506.38	1,201.65
Total	**1,767.30**	**1,499.54**

Trade payables ageing schedule for the year ended on 31 March 2022 is as follows:

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed dues - MSME	-	146.90	108.08	0.03	-	0.11	255.12
Total outstanding dues of creditors other than MSME	296.17	922.14	219.36	64.38	2.86	1.47	1,506.38
Disputed dues- MSME	-	-	-	2.35	-	3.46	5.81
Disputd dues of creditors other than MSME	-	-	-	-	-	-	-
Total trade payables	**296.17**	**1,069.04**	**327.44**	**66.75**	**2.86**	**5.04**	**1,767.30**

Trade payables ageing schedule for the year ended on 31 March 2021 is as follows:

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed dues - MSME	-	156.35	141.55	-	-	-	297.89
Total outstanding dues of creditors other than MSME	186.23	596.18	411.68	5.34	2.23	-	1,201.65
Disputed dues- MSME	-	-	-	-	-	-	-
Disputd dues of creditors other than MSME	-	-	-	-	-	-	-
Total trade payables	**186.23**	**752.52**	**553.23**	**5.34**	**2.23**	**-**	**1,499.54**

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
22 Revenue from operations		
(a) Sale of products		
Sale of goods	5,050.10	3,154.10
(b) Sale of services		
Development charges	12.45	14.59
(c) Other operating revenue		
Scrap sales	117.89	61.04
Export incentives	99.93	84.57
Total	**5,280.36**	**3,314.30**

(i) Disaggregate revenue information

The Company disaggregated the revenue based on geographical locations and it is disclosed under note 33 "Segment Reporting".

(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	5,099.10	3,187.22
Adjustments for:		
Discounts	(49.00)	(33.12)
Revenue from sale of goods	**5,050.10**	**3,154.10**

23 Other income		
(a) Interest income from financial assets measured at amortised cost		
- on bank deposits	-	0.54
- on security Deposit	0.25	0.68
- on loan to employees	0.04	0.05
- on others	0.68	-
(b) Profit on sale of investment	-	0.01
(c) Net gain on foreign currency transactions and translation	96.63	15.38
(d) Profit on sale/disposal of property, plant and equipment	-	1.18
(e) Guarantee Premium income	7.28	6.75
(f) Gain on fair valuation of derivative component of CCPS (Refer note 16)	-	340.00
(g) Provision for doubtful trade receivables and advances (net)	0.48	-
(h) Miscellaneous income	0.00	0.21
Total	**105.36**	**364.80**

24 Cost of materials consumed		
(a) Inventory at the beginning of the year	231.99	257.60
(b) Add : Purchases during the year*	2,793.84	1,862.03
	3,025.83	**2,119.63**
(c) Less : Inventory at the end of the year	200.25	231.99
Total	**2,825.58**	**1,887.64**
* including job work charges	106.38	140.08

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Notes forming part of the standalone financial statements for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
25 Changes in inventory of finished goods and work-in-progress		
Inventory at beginning of the year		
(a) Finished Goods	572.64	365.35
(b) Work-in-progress	193.85	266.60
	766.49	**631.95**
Inventories at the end of the year		
(a) Finished goods	599.83	572.64
(b) Work-in-progress	157.64	193.85
	757.47	**766.49**
Net (increase) / decrease	**9.02**	**(134.54)**
26 Employee benefits expense		
(a) Salaries, wages and bonus	698.28	587.86
(b) Contribution to provident fund	22.66	18.51
(c) Gratuity expense (Refer note 34)	12.69	13.44
(d) Staff welfare expenses	23.49	19.20
Total	**757.12**	**639.01**
27 Finance Costs		
(a) Interest expense on:		
- Borrowings	543.67	521.09
- Others	7.79	13.67
(b) Corporate guarantee premium expense	35.14	33.17
(c) Bank charges	1.01	2.36
Total	**587.60**	**570.29**
28 Depreciation and amortisation expense		
(a) Depreciation on property, plant and equipment (Refer note 3A)	112.54	114.31
(b) Depreciation on Right-of-use assets (Refer note 3C)	13.06	10.63
(c) Amortisation of other intangible assets [Refer note 4(a)]	0.82	1.08
Total	**126.41**	**126.02**

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Particulars		For the year ended 31 March 2022	For the year ended 31 March 2021
29	**Other expenses**		
(a)	Consumption of stores and spares	163.25	112.87
(b)	Consumption of packing materials	161.49	82.02
(c)	Power and fuel	221.46	163.27
(d)	Rent [Refer note 3 (c) (vi)]	10.88	15.56
(e)	Repairs and maintenance :		
	- Building	29.87	11.82
	- Plant and machinery	76.93	45.14
	- Others	36.57	40.79
(f)	Rates and taxes	4.30	7.66
(g)	Travelling and conveyance	10.71	8.93
(h)	Legal and professional fees (refer note (i) below)	339.85	230.31
(i)	Insurance	4.72	3.21
(j)	Freight	400.62	329.58
(k)	Provision for doubtful trade receivables and advances	-	1.03
(l)	Provision for doubtful balances with government authorities	6.38	-
(m)	Loss on sale/disposal of property, plant and equipment	1.44	-
(n)	Corporate Social Responsibility(CSR) expenditure (Refer note (ii) below)	-	0.15
(o)	Loss on fair valuation of derivative component of CCPS (Refer note 16)	15.00	-
(p)	Miscellaneous expenses	91.20	13.78
Total		**1,574.67**	**1,066.12**

Notes:

(i) Legal and professional charges includes auditors remunaration (excluding indirect taxes) as follows:

	31 March 2022	31 March 2021
- for statutory audit	9.50	20.24
- for limited review	2.00	2.00
- for other services	5.50	6.00
- reimbursement of expenses	0.93	0.35
Total	**17.93**	**28.59**

(ii) **Expenditure on Corporate social responsibilities (CSR)**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshhold, needs to spend atleast 2% of its average net profit for the immediately preceeding three financial years on corporate social responsibilities (CSR).

	Particulars	**For the year ended 31 March 2022**	**For the year ended 31 March 2021**
(i)	Amount required to be spent as per section 135 of the companies act 2013	-	0.15
(ii)	Amount of expenditure in the books of accounts	-	0.15
(iii)	Actual expenditure	-	0.15
(iv)	Provision made for liabilities	-	-
(v)	Shortfall at the end of the year	-	-
(vi)	Total of previous year shortfall (refer note below)	34.48	34.48
(vii)	Reason for shortfall	refer note below	refer note below
(viii)	Amount of expenditure incurred on		
	(a) Construction / accquistion of assets	-	-
	(b) for purpose other than (a) above	-	0.15
(ix)	Nature of CSR activities	-	Development of park
(x)	Details of transaction with related parties	none	none

The unspent CSR liability as at 31 March 2022 is Rs. 34.48 (As at 31 March 2021 : Rs. 34.48). The unspent CSR liability represent those of erstwhile Sage Metals Private Limited. (SMPL) which got merged with the company vide NCLT order dated 20 June 2019 with the appointed and effective date of 13 March 2018. The group is of the view that the past unspent CSR obligation till 31 March 2020, not carried forward will be treated as lapsed and accordingly does not require to be spent / transfer his separate bank account.

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

	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
30	**Income taxes**		
A	**Income tax recognised in profit and loss**		
(a)	**Current tax**		
	In respect of current year	-	0.19
	In respect of prior years	-	12.80
		-	**12.99**
(b)	**Deferred tax [Refer note 30C]**		
	In respect of current year	85.82	(146.78)
	In respect of prior years	-	-
		85.82	**(146.78)**
	Total tax expense charged/(credited) in Statement of Profit and Loss	**85.82**	**(133.79)**
(c)	**The income tax expense for the year can be reconciled to the accounting profit as follows:**		
	Loss before tax	(494.68)	(475.44)
	Income tax expense calculated at 25.168% (Previous period : 29.12%)	(124.50)	(138.45)
	Effect of expenses that are not deductible in determining taxable profit	182.54	(8.14)
	Adjustments recognised in the current year in relation to the current tax of prior years	-	12.80
	Effect on deferred tax balances due to the change in income tax rates	26.67	-
	Income tax expense recognised in profit or loss	**85.82**	**(133.79)**
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	(0.91)	(2.13)
	Total tax expense/(Income) recognised in other comprehensive income	**(0.91)**	**(2.13)**

(i) Tax rate used for the years ended 31 March 2022 reconciliations above is the corporate tax rate of 25.168% (previous year 29.12%) being the rate at which tax is payable by corporate entities in India who have elected the lower tax rate on taxable profits under the Indian tax law.

(ii) During the year the Company has elected the option permitted under section 115BAA of the income tax act, 1961 as introduced by Taxation laws (Amendment) Ordinance, 2019 dated 20 September 2019. Accordingly, the Company has recognised provision of Income tax and remeasured its deferred tax assets / liabilities basis the rate prescribed in the said section and taken the full effect to the statement of profit and loss account.

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

30 Income taxes

C Movement in deferred tax

(i) For the year ended 31 March 2022

Particulars	Opening Balance	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 other intangible assets	(182.98)	(14.41)		(168.57)
	(182.98)	**(14.41)**	-	**(168.57)**
Tax effect of items constituting deferred tax assets				
Provision for employee benefits	26.13	(2.69)	0.91	27.91
Business loss and unabsorbed depreciation	114.13	100.17	-	13.96
Other items	7.89	2.75	-	5.14
	148.15	**100.23**	**0.91**	**47.01**
Deferred tax assets / (liabilities) (net)	**(34.83)**	**85.82**	**0.91**	**(121.56)**

(ii) For the year ended 31 March 2021

	Opening Balance	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	(186.36)	(3.38)	-	(182.98)
Goodwill	(322.81)	(322.81)	-	-
	(509.17)	**(326.19)**	-	**(182.98)**
Tax effect of items constituting deferred tax assets				
Provision for employee benefits	34.08	5.82	2.13	26.13
Business loss and unabsorbed depreciation	-	(114.13)	-	114.13
Other items	295.61	287.72	-	7.89
	329.69	**179.41**	**2.13**	**148.15**
Deferred tax assets / (liabilities) (net)	**(179.48)**	**(146.78)**	**2.13**	**(34.83)**

D. Deferred tax expense for the previous year was determined considering Goodwill acquired from business combination is a depreciable asset under section 32 of the Income Tax Act, 1961. The Finance Bill 2021, ammended whereby no depreciation on goodwill shall be allowable from April 2020 (ie. financial year 2020-21). Accordingly, deferred tax liability created in earlier year has been reversed in previous year.

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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 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 (refer note 43).

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.

Gearing ratio

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

Particulars	**As at 31 March 2022**	**As at 31 March 2021**
Debt		
Borrowings- non current (Refer note 17)	3,137.86	-
Borrowings- current (Refer note 17)	2.12	3,135.68
	3,139.98	**3,135.68**
Less:		
Cash and cash equivalents (Refer note 12)	213.55	87.96
Bank balances other than cash and cash equivalants (Refer note 13)	-	4.00
	213.55	**91.96**
Net debt	**2,926.43**	**3,043.72**
Total equity	(1,336.61)	(793.94)
Compulsorily Convertible Preference share capital (Refer note 16)*	2,870.80	2,855.80
Total capital	**1,534.19**	**2,061.86**
Net debt to equity ratio	**190.75%**	**147.62%**

* 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.

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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 2022			
	<1 year	1-3 Years	> 3 Years	Total
Non current				
- Borrowings	-	3,137.86	-	3,137.86
- Lease liability	-	2.37	-	2.37
- Other financial liabilities	-	947.66	-	947.66
Current				
- Borrowings	2.12	-	-	2.12
- Lease liability	2.37	-	-	2.37
- Trade payables	1,767.30	-	-	1,767.30
- Other financial liabilities	147.94	-	-	147.94
Total	1,919.73	4,087.89	-	6,007.62

	As at 31 March 2021			
	<1 year	1-3 Years	> 3 Years	Total
Non current				
- Lease liability	-	4.21		4.21
Current				
- Borrowings	3,135.68	-	-	3,135.68
- Lease liability	2.69			2.69
- Trade payables	1,499.54	-	-	1,499.54
- Other financial liabilities	684.12	-	-	684.12
Total	5,322.03	4.21	-	5,326.24

(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 2022		As at 31 March 2021	
Particulars	currency	Financial assets	Financial liabilities	Financial assets	Financial liabilities
Trade receivables	USD	18.80	-	11.49	-
	Equivalent INR	1,425.45	-	844.83	-
Trade payables	USD	-	9.1	-	5.3
	Equivalent INR		560.62	-	386.25

Note: the above foreign currency receivable & payable were unhedged as at year end.

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The results of Company'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 Company.

For the year ended 31 March 2022 and 31 March 2021, 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. 8.65 (31 March 2021 : Rs. 4.59).

(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 2022 to interest rate risk is as follows:

	Floating rate	Fixed rate	Total
Non current			
- Borrowings	-	3,137.86	3,137.86
Current			
- Borrowings	-	2.12	2.12
	-	**3,139.98**	**3,139.98**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Debentures	-	12.90%
Redeemable Optionally Convertible Preference Shares (ROCPS)	-	15.00%

The exposure of the Company's financial liabilities as at 31 March 2021 to interest rate risk is as follows:

	Floating rate	Fixed rate	Total
Current			
- Borrowings	-	3,135.68	3,135.68
	-	**3,135.68**	**3,135.68**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Debentures	-	12.90%
Redeemable Optionally Convertible Preference Shares (ROCPS)	-	15.00%

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 2022 would increase/decrease by Rs. 31.40 (Period ended 31 March 2021: Rs. 31.35). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

(v) 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 2.16). 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.

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32 **Fair value measurement**

(a) The following tables presents the carrying value and fair value of each category of financial assets and liabilities :

As at 31 March 2022

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	213.55	-	-	213.55
Trade receivables	1,461.36	-	-	1,461.36
Loans - current	1.52	-	-	1.52
Loans - non-current	0.09	-	-	0.09
Other financial assets - non-current	28.08	-	-	28.08
	1,730.33	-	-	**1,730.33**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	2,870.80	2,870.80
Borrowings - non-current	3,137.86	-	-	3,137.86
Borrowings - current	2.12	-	-	2.12
Lease liability - non-current	2.37	-	-	2.37
Lease liability - current	2.37	-	-	2.37
Trade payables	1,767.30	-	-	1,767.30
Other financial liabilities - non-current	947.66	-	-	947.66
Other financial liabilities - current	147.94	-	-	147.94
	6,007.61	-	**2,870.80**	**8,878.41**

As at 31 March 2021

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	87.96	-	-	87.96
Bank balances other than cash and cash equivalents	4.00	-	-	4.00
Trade receivables	857.47	-	-	857.47
Loans - current	1.17	-	-	1.17
Loans - non-current	0.67	-	-	0.67
Other financial assets - non-current	24.70	-	-	24.70
Other financial assets - current	0.43	-	-	0.43
	976.40	-	-	**976.40**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	2,855.80	2,855.80
Borrowings - current	3,135.68	-	-	3,135.68
Lease liability - non-current	4.21	-	-	4.21
Lease liability - current	2.69	-	-	2.69
Trade payables	1,499.54	-	-	1,499.54
Other financial liabilities - current	684.12	-	-	684.12
	5,326.24	-	**2,855.80**	**8,182.04**

Carrying values of financial assets and financial liabilities are approximation of their respective fair values.

(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 2022	As at 31 March 2021
Financial liabilities			
Compulsorily convertible preference shares	Level 3	2,870.80	2,855.80

Notes:

(i) Fair value of the CCPS for the year ended 31 March 2021 was based on estimated discounted cash flow projections (refer note 16D).

key inputs for the level 3 financial liabilities as of 31 March 2022 and 31 March 2021 are (i) Discount rate (WACC), (ii) Growth rate for long term cash flow projections and (iii) Future cash flow projections.

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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, as amended.

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 2022	For the year ended 31 March 2021
India	365.75	225.84
Outside India	4,914.61	3,088.46
Total	**5,280.36**	**3,314.30**

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

	As at 31 March 2022	As at 31 March 2021
India	4,248.29	4,240.33
Outside India	-	-
Total	**4,248.29**	**4,240.33**

* 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 2022	For the year ended 31 March 2021
Customer A	3,514.58	1,620.37

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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. 22.66 million (Previous year : Rs. 18.51 million) for provident fund.

(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 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	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 2022 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.

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

Particulars	Valuations	
	As at 31 March 2022	As at 31 March 2021
Discount rate(s)	7.10%	6.70%
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 2022:

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Service cost		
- Current service cost	8.01	7.94
Net interest expense	4.68	5.50
Components of defined benefit costs recognised in profit or loss	**12.69**	**13.44**
Remeasurement on the net defined benefit liability		
- Actuarial (gains) / losses arising from changes in financial assumptions	(3.01)	-
- Actuarial (gains) / losses arising from experience adjustments	(0.58)	(7.31)
Components of defined benefit costs recognised in other comprehensive income	**(3.60)**	**(7.31)**
Total	**9.09**	**6.13**

(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 2022	31 March 2021
Present value of defined benefit obligation	74.93	73.76
Net liability arising from defined benefit obligation	**74.93**	**73.76**

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 2022	For the year ended 31 March 2021
Opening defined benefit obligation	73.76	96.76
Current service cost	8.01	7.94
Interest cost	4.68	5.50
Remeasurement (gains)/losses:		
- Actuarial (gains) / losses arising from changes in financial assumptions	(3.01)	-
- Actuarial (gains) / losses arising from experience adjustments	(0.58)	(7.31)
Benefits paid	(7.92)	(29.14)
Closing defined benefit obligation	**74.93**	**73.76**
- Current portion of the above	11.01	9.04
- Non current portion of the above	63.92	64.72

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. 6.71 (increase by Rs. 7.94) [Previous year : decrease by Rs. 6.95 (increase by Rs. 8.24)]

ii) If the expected salary growth decreases (increases) by 1.00%, the defined benefit obligation would decrease by Rs. 7.01 (increase by Rs. 8.15) [Previous year : decrease by Rs. 6.94 (increase by Rs. 8.05)]

iii) If the withdrawl rate decreases (increases) by 1.00%, the defined benefit obligation would decrease by Rs. 6.85 (increase by Rs. 6.15) [Previous year : decrease by Rs. 9.32 (increase by Rs. 8.29)]

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 as at 31 March 2022: 10 years (Previous year : 10 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.

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

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

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 2022 except as follows:-

S No.	Particulars	As at 31 March 2022	As at 31 March 2021
1	The principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
	- Principal amount	260.92	297.89
	- Interest thereon	10.44	5.81
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.	-	0.92
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.	10.44	5.81
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 Sage AIV, LP,

b. Holding Company
Delos Sage Holdco Cooperatief U.A [refer note 14 (c)]

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

d. Firm exercising significant influence on the Company
AR2 LLC (upto 9 November 2021)

e. Key Management Personnel (KMP)

Vatsal Manoj Solanki (upto 31 March 2021)	Managing Director
Madhur Aneja	
- w.e.f. 25 February 2021 to 31 March 2022	CEO
- w.e.f. 1 April 2022	Managing Director
Michael Rakiter	Director
Sanjay Kumar Sanghoee	Director
Matthew Constantino	Director
Satish Kumar Rustgi (upto 31 March 2022)	Director
Pratibha Priya Mysore Raghuveer (from 1 June 2020 to 31 March 2021)	Director
Isha Gupta	Company Secretary
Sandeep Chotia	
- w.e.f. 1 August 2020 to 1 May 2022	Chief Financial Officer
- w.e.f. 2 May 2022	Director

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Notes forming part of the standalone financial statements for the year ended 31 March 2022
(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*	-	3,504.02	-	-	3,504.02
	(-)	(1,620.37)	(-)	(-)	(1,620.37)
ii. Other operating revenue - Development charges	-	9.66	-	-	9.66
	(-)	(10.59)	(-)	(-)	(10.59)
iii Gurantee Premium income and investments in subsidiary	-	7.28	-	-	7.28
	(-)	(6.75)	(-)	(-)	(6.75)
iv Issue of Compulsory Convertible Preference Shares - Class A	-	-	-	-	-
	(647.53)	(-)	(-)	(-)	-
v Corporate guarantee commission expense	35.14	-	-	-	35.14
	(33.17)	(-)	(-)	(-)	(33.17)
vi Loss on fair valuation of derivative instruments (Refer note 16)	-	-	139.00	-	139.00
	-	(-)	(-)	-	-
vii Gain on fair valuation of derivative instruments (Refer note 16)	139.00	-	-	-	139.00
	(269)	(-)	(38)	(-)	(307.00)
viii Legal and professional fees	-	104.45	-	-	104.45
	(-)	(42.32)	(-)	(-)	(42.32)
ix Freight expense	-	8.24	-	-	8.24
	(-)	(0.56)	(-)	(-)	(0.56)
x Freight income	-	41.32	-	-	41.32
	(-)	(-)	(-)	(-)	-
xi Remuneration paid**					
Madhur Aneja (refer note viii below)	-	-	-	18.45	18.45
	(-)	(-)	(-)	(1.76)	(1.76)
Vatsal Manoj Solanki	-	-	-	-	-
	(-)	(-)	(-)	(1.32)	(1.32)
Satish Kumar Rustgi	-	-	-	11.36	11.36
	(-)	(-)	(-)	(4.09)	(4.09)
Isha Gupta	-	-	-	0.84	0.84
	(-)	(-)	(-)	(0.62)	(0.62)
Sandeep Kumar Chotia	-	-	-	7.03	7.03
	(-)	(-)	(-)	(5.92)	(5.92)
Total	-	-	-	**37.68**	**37.68**
	(-)	**(-)**	**(-)**	**(13.71)**	**(13.71)**

* Also refer note number 46 with respect to debit and credit notes received / issued from / to wholly owned subsidiary company.
** Does not include expense towards gratuity and compensated absences as the same is determined on actuarial basis.

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(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					
B. Outstanding balances at year end					
i. Trade receivables	-	1,045.68	-	-	1,045.68
	(-)	(540.87)	(-)	(-)	(540.87)
ii. Equity share capital	356.92	-	-	-	356.92
	(356.92)	(-)	(-)	(-)	(356.92)
iii. Compulsory Convertible Preference Shares - Class A	2,601.08	-	-	-	2,601.08
	(2,462.08)	(-)	(-)	(-)	(2,462.08)
iv. Compulsory Convertible Preference Shares - Class B	-	-	8.58	-	8.58
[Refer note 16(C2)]	(-)	(-)	(147.58)	(-)	(147.58)
v. Investment in subsidiary	-	667.14	-	-	667.14
	(-)	(659.86)	(-)	(-)	(659.86)
vi. Trade payables	-	621.09	-	1.43	622.52
	(-)	(332.20)	(-)	(1.70)	(333.90)

vii. Debentures issued amounting to Rs. 2,857.50 (Previous year : Rs. 2,857.50) are also guaranteed by the Holding Company (Delos Sage Holdco Cooperatief U.A.) (Refer note 17)

viii. The Company and the Holding Company had granted a corporate guarantee of US $20.00 for a term loan taken from lenders by wholly owned Subsidiary Company, Sage International Inc., USA. As at 31 March 2022, SII has drawn $16.00 (Rs. 1,213.44) [As at 31 March 2021, drawn $16.00 (Rs. 1,170.56)] out of the original principal amount sanctioned.

ix. Figures in bracket relates to previous year ended 31 March 2021.

x. Does not include fair value of 9,357,498 stock options granted during the year. (refer note 42 for details of stock options)

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

39 The Company had closed all its manufacturing plants and offices with effect from 24 March 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.

40 Commitments

Particulars	**As at 31 March 2022**	**As at 31 March 2021**
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	7.15	5.18

41 Contingent liabilities

a. Claims against the Company disputed and not acknowledged as debts: 0.10 (31 March 2021- 0.59)

b. Guarantees

The Company had granted a corporate guarantee of US $20.00 million for a term loan taken from lenders by wholly owned Subsidiary Company, Sage International Inc., USA. As at 31 March 2022, SII has drawn $16.00 million (Rs. 1,213.44 million) [As at 31 March 2021, drawn $16.00 million (Rs. 1,170.56 million)] out of the original principal amount sanctioned.

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 recent 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. Pending issuance of guidelines by the regulatory authorities on the application of this ruling, the impact on the Company, if any, can not be ascertained.

d. Claims towards non-compliances with laws and regulations, the amounts for which is presently unascertainable. (Refer note 45 and 46)

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

42 Employee Share-based payments:

(i) The Company's "Employee Stock Option Plan 2021" was approved by board and the shareholders in its meeting held on 1 September 2021. As per the plan, total number of Stock option/ Equity shares issued or which may result from allotment of equity shares at any time does not, in the aggregate, exceed at any time 18,714,996 equity shares of Rs 10 each.
These options are granted at the exercise price as stipulated in the grant letter and shall, in no event, be lower than the face value of an Equity Share.

(ii) In current year, the Board in its meeting held on 1 September 2021 granted 93,57,498 such options to its nominated and eligible employee of the Company. Each option comprises one underlying Equity Share. The options granted vest over a period of 3 years from the date of the grant in equal proportion. Options may be excercised within 5 years from grant date.

(iii) The following share based payment arrangement has been entered in FY 2021-2022:

Number of Options granted	Grant Date	Expiry date	Exercise Price	Fair Value at grant date
9,357,498	1 September 2021	31 March 2026	Rs.10 per option	Rs.6.12 per option

(iv) Method used for valuation under Black Scholes model. Following are the assumptions considered:

Particulars	31 March 2022
Expected volatility	58.08%
Expected term	4.5 years
Expected dividend	-
Risk free interest rates	4.32%

(v) Details of outstanding options under the employee's stock scheme is as under:

Particulars	31 March 2022	
	No. of options	Weighted average exercise price (in ₹)
Outstanding at the beginning of the year	-	-
Add: Granted during the year	9,357,498	10
Less: Forfeited during the year	-	-
Less: Exercised during the year	-	-
Less: Cancelled / expired during the year	-	-
Outstanding at the end of the year	**9,357,498**	**10**

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

43 Operational Outlook

The Company has incurred loss of Rs. 580.50 (Year ended 31 March 2021: Rs. 341.65) during the year ended 31 March 2022 and has accumulated losses of Rs. 1,829.62 (As at 31 March 2021: Rs. 1,251.81) as of that date resulting in complete erosion of the net worth of the Company.Further, 12.90% Non-Convertible Debentures (NCD) and accrued interest thereone aggregating to Rs. 3,599.73 as at 31 March 2022 is due for repayment on 30 June 2023 (i.e. within twelve months from date of approval of the standalone financial results).

These conditions indicate existence of material uncertainty, which cast significant doubts about the Company's ability to continue as a going concern and consequently, the ability of the Company to realise its assets and discharge its liabilities (including repayment of NCDs and interest thereon when they fall due) in the normal course of business. The Company's ability to continue as a going concern is dependent on the improvement of the Company's future operations and upon finalising new investors / lenders for equity infusion / debt refinancing.

However, the standalone financial statements of the Company have been prepared as going concern as the management of the Company has appointed consultants to explore options to find new investors / lenders for equity infusion / debt refinancing. As part of the exercise the management has also received Letter of Interest (LOI) from interested investors which are presently being evaluated by the management.

The Board of Director's are reasonably certain that of refinancing / equity infusiong will be successful and have concluded that the going concern assumption is appropriate. Accordingly, these standalone financial statements have been prepared on the basis that the Company will continue as a going concern.

The Company has entered into an amendment and restatement deed relating to the Debenture Trust Deed dated 11 March 2018 with the lenders on 28 July 2022 wherein along with other changes / modifications from the original debenture agreement, the maturity date of NCD's has been extended to 30 June 2023. The Company has obtained final approval from stock exchange dated 28 September 2022. Further, the Company has also commenced the process of renegotiating the terms of the Redeemable optionally convertible preference shares (ROCPS) including interest with the ROCPS holder. The Company entered into a amended and restated framework agreement with ROCPS holder on 13 July 2022 whereby the redemption / repurchase of the ROCPS has been extended to on or before 30 June 2024.

'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.

44 Earnings per equity share (EPS)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Basic earnings per share (in Rs.) (A/B)	(1.96)	(1.29)
Diluted earnings per share (in Rs.) (A/B)	(1.96)	(1.29)

Basic and Diluted earnings per share

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
The earnings and weighted average number of equity shares used in the calculation of basic and diluted earnings per share are as follows:		
Loss used in the calculation of basic and diluted earnings per share (A)	(580.51)	(341.65)
Weighted average number of equity shares for the purposes of computation of basic and diluted earnings per share (Face value of Rs. 10 each)	35,692,264	35,692,264
Weighted average number of potential equity shares	261,091,240	228,864,833
Weighted average number of equity shares and potential equity shares used in the calculation of basic and diluted earnings per share (B)	**296,783,504**	**264,557,097**

Stock options granted to employee under ESOP scheme are considered to be dilutive potential equity shares. The same are not considered in the determination of diluted earnings per share as they are anti-dilutive. The stock options are not included in the determination of basic earnings per share. The details relating to stock options are given in Note - 42.

45 Regulatory Compliances

(a) Pursuant to section 96 of the Companies Act, 2013 the Company had obtained extension to hold its Annual General Meeting ("AGM") up to 31 December 2019 for the year ended 31 March 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. Consequently, the financial statements for the year ended 31 March 2019 were presented in the adjourned Annual General Meeting held on 20 July 2020.

Further, for the year ended 31 March 2020 the Company was required to hold AGM by 31 December 2020 (as per the provision of Section 96 of the Companies Act 2013 and further as extended by ROC order No. ROC/Delhi/AGM Ext./2020/11538 dated 08 September 2020). The Company was not able to hold the meeting within the prescribed time. The financial statements for the year ended 31 March 2020 were presented in the Annual General Meeting held on 05 April 2021.

The Company has duly submitted the compounding application under section 441 of the Companies Act, 2013, for the above offences for the year ended 31 March 2019 and 31 March 2020 to the Registrar of Companies, Ministry of Corporate Affairs on 28 March 2022.

(b) The Company is in non-compliance with respect to submission of standalone financial results for the quarter and year ended 31 March 2022, consolidated audited financial results for the year ended 31 March 2022, audited standalone financial results for the year ended 31 March 2020, unaudited standalone financial results for six months ended 30 September 2019, 30 September 2020, unaudited standalone financial results for the quarter and nine months ended 31 December 2021 to stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended. The Company had submitted the standalone audited financial results for the year ended 31 March 2020 and standalone unaudited financial results for the six months ended 30 September 2019 on 31 March 2021, standalone unaudited financial results for the six months ended 30 September 2020 on 31 December 2021 and standalone unaudited financial results for quarter and nine months ended 31 December 2021 on 30 June 2022.

Accordingly, the Company could be liable to certain penal provisions for the aforesaid non compliances under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The consequential impact of these non- compliances, including the liability for penal charges, if any, on the financial results is presently not ascertainable and have accordingly not have been recorded in the financial results.

46 As at 31 March 2022 the Company has received / issued debit and credit notes in foreign currency amounting to Rs. 372.51 and Rs. 637.89 (including debit and credit notes amounting to Rs. 372.51 and Rs. 621.09 respectively from wholly owned subsidiary company) respectively which are outstanding as at year end. This includes debit and credit notes amounting to Rs. 152.27 and Rs. 313.58 (including debit and credit notes amounting to Rs. 152.27 and Rs. 296.90 respectively from wholly owned subsidiary company) outstanding for a period exceeding nine months for which the Company will need to get regulatory approvals under the Foreign Exchange Management Act, 1999. The consequential impact of this matter, including liability for penal charges, if any, on the financial statements is presently not ascertainable.

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47 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 31 March 2021	Investment made/ Deemed capital contribution during the year	Investment redeemed / extinguished	As at 31 March 2022	Purpose
Investment in equity shares of Sage International, Inc.	659.86	7.28	-	667.14	Strategic investment as part of business expansion

Name of the Investee	As at 31 March 2020	Investment made/ Deemed capital contribution during the year	Investment redeemed / extinguished	As at 31 March 2021	Purpose
Investment in equity shares of Sage International, Inc.	653.12	6.74	-	659.86	Strategic investment as part of business expansion

b) Particulars of Guarantee given:

Name of the Entity	Guarantee given as at 31 March 2021 (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 2022 (Amount in $ million)	Purpose
Sage International, Inc.	16.00	-	-	16.00	Loan taken for business expansion

Name of the Entity	Guarantee given as at 31 March 2020 (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 2021 (Amount in $ million)	Purpose
Sage International, Inc.	16.00	-	-	16.00	Loan taken for business expansion

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48 Additional Disclosures required by Schedule III

(i) Analytical ratios:

The following are analytical ratios for the year ended 31 March 2022 and 31 March 2021

Particulars	Nemerator	Denominator	As at 31 March 2022	As at 31 March 2021	% Variance	Reason for Variance
Current Ratio (in times)	Current assets	Current liabilities	1.66	0.56	195.8%	Increase due to decrease of short term borrowings
Debt Equity Ratio (in times)	Total Debt (lease liabilities and short term borrowings)	Shareholder's Equity	1.63	1.48	10.0%	
Debt Service Coverage Ratio (in times)	Earnings available for debt service (Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets)	Debt Service (Principal repayment on + long term debt inclusing lease liabilities + interest payments)	0.23	0.24	(5.86%)	
Return on Equity Ratio (in %)	Net Profit after Tax	Average Shareholder's Equity	0.43	0.43	0.9%	
Inventory turnover ratio (in times)	Revenue from operations	Average Inventory	5.04	3.24	55.6%	Increase due to increase in Revenue from operations in current year
Trade Receivable turnover ratio (in times)	Revenue from operations	Average Trade Receivable	4.55	3.30	38.1%	Increase due to increase in Revenue from operations in current year
Trade Payable turnover Ratio (in times)	Net Purchases	Average Trade Payable	1.71	1.52	12.7%	
Net capital turnover ratio (in times)	Revenue from operations	Average Working Capital	4.02	(1.40)	(388.05%)	Increase due to increase in the revenue in current year as compared to previous year
Net profit ratio (in %)	Net Profit	Revenue from operations	(0.11)	(0.10)	6.6%	
Return on Capital Employed (in %)	Earning before interest and taxes	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	0.04	0.10	(63.12%)	Decreased due to losses in current year and increase in borrowing during the current year.
Return on investment (ROI) (in %)	Profit/(loss) after tax	Shareholder's equity	0.43	0.43	0.9%	

(ii) Details of benami property held

No proceeding has been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

(iii) Title deeds of Immovable Property not held in the name of the Company

Except as disclosed in note 3A and 3C, there are no immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) title deeds of which are not held in the name of the Company.

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48 **Additional regulatory information required by schedule III (Contd.)**

(iv) **Wilful defaulter**
None of the entities in the Company have been declared wilful defaulter by any bank or financial institution or government or any government authority

(v) **Relationship with struck off companies**
The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(vi) **Compliance with approved scheme(s) of arrangements**
The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) **Utilisation of borrowed funds and share premium**
(a) During the year the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity incuding foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficaries) or (ii) provide any guarantee, security or the like to or behalf of the ultimate beneficaries.

(b) The Company has not received any fund from any person(s) or entity(ies) including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lender invest in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security or the to or behalf of the (ultimate beneficiaries) or (iii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) **Undisclosed Income**
There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account

(ix) **Details of crypto currency or virtual currency**
The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) **Valuation of Proprty, Plant and Equipment, intangible asset and investment property**
The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xi) **Registration of charges or satisfaction with Registrar of Companies**
There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(xii) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors.

(xiii) **Disclosure under rule 11 (f) of the Company (Audit and Auditors) Rule, 2014 - Dividends**
The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

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

50 The standalone financial statements for the year ended 31 March 2022 were approved by the Board of Directors and authorised for issue on 30 December, 2022.

Deloitte Haskins & Sells LLP
Chartered Accountants

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

Place: New Delhi
Date: 30 December, 2022

GLUHEND INDIA PVT. LTD. DELHI

SM SAGE

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INDEPENDENT AUDITOR'S REPORT

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

Opinion

We have audited the accompanying consolidated financial statements of **Gluhend India Private Limited** ("the Parent" / "the Holding Company") and its subsidiary company (the Parent and its subsidiary company together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31 March 2022, 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, 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 2022, 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 Opinion

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 is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Material uncertainty related to Going Concern

We draw attention to Note 43 to the consolidated financial statements regarding preparation of the consolidated financial statements of the Group on a going concern. The Group has incurred losses of Rs. 656.81 millions during the year ended 31 March 2022 and has accumulated losses of Rs. 2,765.31 millions as of that date resulting in complete erosion of the net worth of the Group. Further, the ability of the Group to repay it's borrowings due for re-payment in 30 June 2023 i.e. within twelve months from date of approval of the consolidated financial statements (comprising of non-convertible debentures and accrued interest thereon) aggregating Rs. 5,495.83 millions as at 31 March 2022 is solely dependent on the Group's ability to find new investors / lenders for equity infusion / debt refinancing. These conditions indicate existence of material uncertainty, which cast significant doubts about the Group's ability to continue as a going concern and consequently, the ability of the Company to realise its assets and discharge its liabilities in the normal course of business.

Further as explained in Note 43 to the consolidated financial statements the management of the Company has commenced steps to identify new investors / lenders. The management has prepared the financial statements on a going concern basis, as they are reasonably certain that the Group will be able to induct new investors / lenders and hence no adjustments have been made to the carrying value of assets and liabilities and their presentation / classification in the Balance Sheet.

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Emphasis of Matter

We draw attention to :

a) Note 45 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 for the years ended 31 March 2020 and 31 March 2019, before the shareholders in the respective Annual General Meetings within the stipulated time as prescribed under section 96 of the Companies Act, 2013 and submission of standalone financial results for the quarter and year ended 31 March 2022, consolidated audited financial results for the year ended 31 March 2022, audited standalone financial results for the year ended 31 March 2020, unaudited standalone financial results for the quarter and nine months ended 31 December 2021, unaudited standalone financial results for the six 30 September 2020 and 30 September 2019 to the stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Group 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, as amended. The consequential impact of these non-compliances, including the liability for penal charges, if any, on the consolidated financial statements is presently not ascertainable.

b) Note 46 to the consolidated financial statements, which describes debit / credit notes outstanding in the parent financial statements in foreign currency aggregating to Rs. 372.51 millions and Rs. 637.89 millions respectively which are outstanding as at 31 March 2022. This includes debit and credit notes amounting to Rs. 152.27 millions and Rs. 313.58 millions outstanding for a period exceeding nine months for which the Parent will need to get regulatory approvals under the Foreign Exchange Management Act, 1999. The consequential impact of this matter, including liability for penal charges, if any, on the consolidated financial results is presently not ascertainable.

Our opinion is not modified in respect of these matters.

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 matters described in the 'Basis for Qualified Opinion' section of our 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 Annexure A to the Independent Auditor's 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.	**Assessment of going concern basis (Refer Notes 43 consolidated financial statements)** As at 31 March 2022, the net-worth of the Group has been fully eroded. The Group has incurred net loss of Rs. 656.81 millions during the year ended 31 March 2022. Borrowings (comprising of non-convertible debentures, and accrued interest thereon) aggregating to Rs. 5,495.83 millions as at 31 March 2022 are due for re-payment in 30 June 2023 i.e. within twelve months from date of approval of the consolidated financial statements. These factors raises material uncertainty related to Going Concern assumption used by the	**Principal audit procedures performed:** We performed the following principal audit procedures in relation to management's assessment of going concern: • We have obtained an understanding of the process of management assessment of going concern and also assessed the same. • Evaluated the appropriateness of identification of material uncertainties by the Management. • Reviewed cash flows and other relevant forecasts prepared by the management.

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Sr. No.	Key Audit Matter	Auditor's Response
	Group in the preparation of the financial statements. Assessment of existence of material uncertainty related to Going Concern is considered as a Key Audit Matter as it involves significant management judgements and estimates for preparation of the cash flow forecast for next twelve months and management's mitigation plan which includes refinancing of existing borrowings and infusion of funds by the investors which is wholly beyond the control of the Group, to address material uncertainty related to going concern.	• Obtained and tested, details relating to funds infused by Parent subsequent to year-end as well as traced the utilisation of funds towards repayment of borrowings along-with interest accrued thereon. • Assessed compliance with the loan covenants during the year end and obtained confirmation letters from lenders. • Obtained the understanding with respect to the proposed refinancing of existing borrowings and equity infusion by the investors in the Group. Evaluated the adequacy of disclosures in the financial statements with respect to the going concern assumptions.
2.	**Impairment assessment of goodwill: (Refer Notes 2.4, 4 of consolidated financial statements)** As at 31 March 2022, the Group has goodwill of Rs. 2,388.74 millions. 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 the following principle procedures in relation to impairment assessment of goodwill: • 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 2022.

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

- The Parent'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, to the extent it relates to the entity 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 the financial information of the subsidiary company being prepared by the management of the Parent.

- 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 Parent'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 are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Parent, 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 respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to 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

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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 Parent 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 entities or business activities 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 entities or business activities included in the consolidated financial statements of which we are the independent auditors.

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 Parent and such other entities 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.

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 of the aforesaid consolidated financial statements.

    b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

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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, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) The matters described in the Material uncertainty related to Going Concern 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 Parent as on 31 March, 2022 taken on record by the Board of Directors of the Company, none of the directors of the Group companies, incorporated in India is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

g) 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 Parent. Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting for the reasons stated therein.

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

i) 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(a) 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 35 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 Parent - Refer Note 36 of the notes forming part of consolidated financial statements.

(iv) (a) The Management of the Parent has represented that, to the best of it's knowledge and belief, as disclosed in the note 48(vii)(a) to the consolidated financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management of the Parent has represented, that, to the best of it's knowledge and belief, as disclosed in the note 48(vii)(b) to the consolidated financial statements, no funds have been received by the Parent from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

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(v) The Parent has not declared or paid any dividend during the year and has not proposed final dividend for the year.

2. With respect to the matters specified in Clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the audit report under section 143 issued by us, we report that CARO is applicable only to the Parent and not to any other company included in the consolidated financial statements. Further, we report that there are no qualifications or adverse remarks in the CARO report of the parent included in the consolidated financial statements except for the following:

Name of the company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Gluhend India Private Limited	U74994MH2017FTC303216	Parent	Clause (i)(b) with respect to physical verification of capital work-in-progress.
Gluhend India Private Limited	U74994MH2017FTC303216	Parent	Clause (vii)(a) with respect to arrears of statutory dues outstanding for more than six months.
Gluhend India Private Limited	U74994MH2017FTC303216	Parent	Clause (xiv) with respect to non-establishment of internal audit system.

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

Deloitte Haskins & Sells LLP Chartered Accountants

Satpal Singh Arora
Partner
(Membership No. 098564)
UDIN : 22098564BGMDVE1269

Place: New Delhi
Date: 30 December 2022

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(g) 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 2022, we have audited the internal financial controls over financial reporting of Gluhend India Private Limited (hereinafter referred to as "the Parent") as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Parent is 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 Parent'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 Parent's internal financial controls over financial reporting, 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 consolidated 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 Parent.

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.

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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 Parent, according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the Company's internal financial controls over financial reporting as at March 31, 2022:

a. The Parent did not have an appropriate internal control system with regard to issue of inventory for production and consequent impact on inventory records. This could potentially result in a material misstatement in the recording of consumption and year-end inventory account balances in the Parent's standalone financial statements.

b. The Parent did not have an appropriate internal control system with regard to period end adjustments including related presentation and disclosure requirements as mandated by the Indian Accounting Standards and other provisions of the Companies Act, 2013, in its standalone Ind AS financial statements which could potentially result in material misstatements in the Parent's 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, except for the effects (including possible effects) of the material weaknesses described above on the achievement of the objectives of the control criteria, the Parent has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31 March 2022, based on the internal control over financial reporting criteria established by the Parent 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.

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 Parent for the year ended 31 March 2022, and these material weaknesses do not affect our opinion on the said standalone financial statements of the Parent.

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

Deloitte Haskins & Sells LLP Chartered Accountants

Satpal Singh Arora
Partner
(Membership No. 098564)
UDIN : 22098564BGMDVE1269

Place: New Delhi
Date: 30 December 2022

Gluhend India Private Limited
Consolidated Balance Sheet as at 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	Note No.	As at 31 March 2022	As at 31 March 2021
I. ASSETS			
Non-current assets			
a Property, plant and equipment	3A	958.80	956.75
b. Capital work-in-progress	3B	38.76	59.28
c Right-of-use assets	3C	722.91	523.22
d. Goodwill	4	2,388.74	2,381.27
e. Other intangible assets	5(a)	488.38	522.48
f Intangible assets under development	5(b)	23.86	23.86
g Financial assets			
(i) Loans	6	0.09	0.67
(ii) Other financial assets	7	35.88	30.78
h. Non current tax assets (net)	8	279.09	289.69
i Deferred tax assets (net)	30	326.72	276.56
j Other non-current assets	9	13.96	7.71
Total non-current assets		**5,277.19**	**5,072.27**
Current assets			
a. Inventories	10	1,520.35	1,603.04
b. Financial assets			
(i) Trade receivables	11	1,565.59	811.88
(ii) Cash and cash equivalents	12	283.96	147.48
(iii) Bank balances other than (ii) above	13	15.15	4.00
(iv) Loans	6	1.52	1.17
(v) Other financial assets	7	-	2.33
c Other current assets	9	602.31	1,021.13
Total current assets		**3,988.88**	**3,591.03**
Total assets		**9,266.07**	**8,663.30**
II. EQUITY AND LIABILITIES			
EQUITY			
a Equity share capital	14	356.92	356.92
b Other equity	15	(2,637.94)	(2,012.74)
Total equity		**(2,281.02)**	**(1,655.82)**
LIABILITIES			
Non-current liabilities			
a Financial liabilities			
(i) Compulsorily convertible preference shares	16	2,870.80	2,855.80
(ii) Borrowings	17	4,654.66	-
(iii) Lease liability	3C	246.60	67.74
(iv) Other financial liabilities	18	1,321.39	-
b. Provisions	19	83.70	78.82
c. Deferred tax liabilities (net)	30	121.56	34.83
d Other non-current liabilities	20	131.64	-
Total non-current liabilities		**9,430.35**	**3,037.19**
Current liabilities			
a. Financial liabilities			
(i) Borrowings	17	265.10	4,595.87
(ii) Lease liability	3C	64.58	32.53
(iii) Trade payables	21		
-total outstanding dues of micro enterprises and small enterprises		260.92	297.89
-total outstanding dues of creditors other than micro enterprises and small enterprises		1,402.17	1,171.34
(iv) Other financial liabilities	18	32.39	1,093.52
b Provisions	19	16.02	13.80
c. Current tax liabilities	8	25.16	13.33
d Other current liabilities	20	50.40	63.66
Total current liabilities		**2,116.74**	**7,281.93**
Total liabilities		**11,547.09**	**10,319.12**
Total equity and liabilities		**9,266.07**	**8,663.30**

See accompanying notes to the consolidated financial statements 1 to 50

In terms of our report of even date attached

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

Deloitte Haskins & Sells LLP Chartered Accountants

Satpal Singh Arora
Partner
(Membership No.: 098564)

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

GLUHEND INDIA PVT. LTD. DELHI

Place: New Delhi
Date: 30 December, 2022

Gluhend India Private Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March 2022	For the year ended 31 March 2021
1. Income			
(a) Revenue from operations	22	7,650.57	5,007.95
(b) Other income	23	101.78	356.54
2. Total income		**7,752.35**	**5,364.49**
3. Expenses			
(a) Cost of materials consumed	24	3,467.92	2,241.27
(b) Purchases of stock-in-trade	24A	430.73	301.11
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	25	(35.55)	(206.71)
(d) Employee benefits expense	26	1,260.20	1,110.34
(e) Finance costs	27	950.67	851.22
(f) Depreciation and amortisation expense	28	260.61	277.60
(g) Other expenses	29	2,014.21	1,536.21
4. Total expenses		**8,348.79**	**6,111.04**
5. Loss before tax (2-4)		**(596.44)**	**(746.55)**
6. Tax expense			
(a) Current tax	30A(a)	10.54	19.38
(b) Deferred tax	30A(b)	49.83	(229.97)
Total tax expense		**60.37**	**(210.59)**
7. Loss for the year (5-6)		**(656.81)**	**(535.96)**
8. Other comprehensive income			
Items that will not be reclassified to profit or loss	34		
(a) Remeasurement of post employment benefit obligations		3.60	7.31
(b) Income tax relating to above item		(0.91)	(2.13)
Items that will be reclassified to profit or loss			
(a) Foreign exchange translation differences		(17.61)	11.49
(b) Income tax relating to above item		4.12	(2.68)
Total other comprehensive loss		**(10.80)**	**13.99**
9. Total comprehensive loss (7+8)		**(667.61)**	**(521.97)**
10. Earnings per equity share	44		
(a) Basic (in Rs.)		(2.21)	(2.03)
(b) Diluted (in Rs.)		(2.21)	(2.03)

See accompanying notes to the consolidated financial statements — 1 to 50

In terms of our report of even date attached

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

Satpal Singh Arora
Partner
(Membership No.: 098564)

Deloitte Haskins & Sells LLP
Chartered Accountants

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

GLUHEND INDIA PVT. LTD. ★ DELHI ★

Place: New Delhi
Date: 30 December, 2022

Gluhend India Private Limited
Consolidated Statement of Changes In Equity for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

a. Equity share capital

Particulars	Amount
Balance at 1 April 2020	**356.92**
Changes in equity share capital during the year	
Issue of equity shares	-
Balance as at 31 March 2021	**356.92**
Changes in equity share capital during the year	
Issue of equity shares	-
Balance at 31 March 2022	**356.92**

b. Other equity

Particulars	Reserves and Surplus		Other comprehensive income	Total
	Retained earnings	Deemed capital contribution	Foreign currency translation reserve	
Balance as at 1 April 2020	**(1,580.41)**	**75.00**	**(25.27)**	**(1,530.68)**
Loss for the year	(535.96)	-	-	(535.96)
Other comprehensive loss, net of income tax	5.18	-	8.81	13.99
Expense recognised during the year	-	39.91	-	39.91
Balance as at 31 March 2021	**(2,111.19)**	**114.91**	**(16.46)**	**(2,012.74)**
Loss for the year	(656.81)	-	-	(656.81)
Other comprehensive income / (loss), net of income tax	2.69	-	(13.49)	(10.80)
Expense recognised during the year	-	42.42	-	42.42
Balance at 31 March 2022	**(2,765.31)**	**157.33**	**(29.95)**	**(2,637.94)**

See accompanying notes to the consolidated financial statements 1 to 50

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)

Deloitte Haskins & Sells LLP Chartered Accountants

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
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DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

GLUHEND INDIA PVT. LTD. DELHI

Place: New Delhi
Date: 30 December, 2022

Gluhend India Private Limited
Consolidated Statement of Cash Flow for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
A	**Cash flow from operating activities**		
	Loss before tax	**(596.44)**	**(746.55)**
	Adjustments for:		
	Interest income	(0.97)	(1.27)
	Amortisation of borrowings	5.42	-
	Finance costs	950.67	851.22
	Depreciation and amortisation expense	260.61	277.60
	Provision for doubtful balances with government authorities	6.38	-
	(Profit)/Loss on fair value of derivative component of CCPS	15.00	(340.00)
	(Profit)/Loss on sale/disposal of property, plant and equipment	4.79	(1.18)
	Provision for doubtful trade receivables and advances (net)	(0.48)	5.88
	Unrealised foreign exchange loss/(gain) (net)	(26.07)	(3.72)
	Operating profit before working capital changes	**618.91**	**41.98**
	Adjustments for:		
	(Increase)/decrease in inventories	101.84	(211.37)
	(Increase)/decrease in trade receivables	(1,192.33)	(262.72)
	(Increase)/decrease in other financials assets - current	(25.38)	10.73
	(Increase)/decrease in other financials assets - non - current	(4.89)	(1.82)
	(Increase)/decrease in other current assets	414.44	(634.19)
	(Increase)/decrease in other non - current assets	0.10	157.58
	Increase/(decrease) in provisions - current	5.83	(93.64)
	Increase/(decrease) in provisions - non - current	4.87	0.18
	Increase/(decrease) in other financial liabilities - current	(31.18)	233.76
	Increase/(decrease) in other current liabilities	(11.57)	32.59
	Increase/(decrease) in other non - current liabilities	42.16	(18.67)
	Increase/(decrease) in trade payables	584.70	729.74
	Cash used in operations	**(111.41)**	**(57.83)**
	Income taxes (paid)/Refund received	11.52	(31.01)
	Net cash flow from / (used in) operating activities	**519.02**	**(46.86)**
B	**Cash flow from investing activities**		
	Capital expenditure on property, plant and equipment and intangible assets including	(138.75)	(79.71)
	Proceeds from sale of property, plant and equipment	1.72	4.00
	Sale of current investments	-	1.05
	Loan given to employees	0.23	1.88
	Interest received	1.05	1.52
	Investment in fixed deposits	(11.15)	(1.45)
	Net cash used in investing activities	**(146.90)**	**(72.71)**
C	**Cash flows from financing activities**		
	Proceeds from short term borrowings	-	296.95
	Repayment of short term borrowings	137.24	(341.54)
	Repayment of long term borrowings	-	(1.02)
	Payment on account of lease liabilities	(53.15)	(24.84)
	Proceeds from issue of compulsorily convertible preference shares (CCPS)	-	647.53
	Finance charges paid	(319.73)	(541.23)
	Net cash flow from / (used in) financing activities	**(235.64)**	**35.85**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	136.48	(83.72)
	Cash and cash equivalents at the beginning of the year	147.48	231.20
	Cash and cash equivalents at the end of the year	**283.96**	**147.48**

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GLUHEND INDIA PVT. LTD. DELHI

Gluhend India Private Limited
Consolidated Statement of Cash Flow for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	As at 31 March 2022	As at 31 March 2021
Components of cash and cash equivalents (Refer note 12)		
Cash in hand	0.51	0.40
Balances with scheduled banks:		
- in current accounts	282.22	147.08
- in Exchange earner's foreign currency (EEFC) accounts	1.23	-
	283.96	**147.48**

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 2021	Cash Flows	Non-cash Changes	As at 31 March 2022
Non-current borrowings	-	-	4,654.66	4,654.66
Current borrowings	4,595.87	(137.24)	(4,193.53)	265.10
Closing balance of secured loans	**4,595.87**	**(137.24)**	**461.13**	**4,919.76**

Particulars	As at 31 March 2020	Cash Flows	Non-cash Changes	As at 31 March 2021
Non-current borrowings	4,318.18	(1.02)	(4,317.16)	-
Current borrowings	341.54	(44.59)	4,298.92	4,595.87
Closing balance of secured loans	**4,659.72**	**(45.61)**	**(18.24)**	**4,595.87**

See accompanying notes to the consolidated financial statements 1 to 50

In terms of our report of even date attached

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

Satpal Singh Arora
Partner
(Membership No.: 098564)

Deloitte Haskins & Sells LLP Chartered Accountants

Place: New Delhi
Date: 30 December, 2022

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

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

GLUHEND INDIA PVT. LTD. DELHI

Place: New Delhi
Date: 30 December, 2022

1 General information

Gluhend India Private Limited ('The Company' / 'Parent') is a Company domiciled in India and was incorporated on 22 December, 2017 under the provisions of the Companies Act, 2013 ('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, fittings and other metal components. The Company mainly caters to international markets. During the period ended 31 March 2018, Sage Metals Private Limited ('SMPL' - erstwhile Subsidiary Company) got merged with the Company with effect from appointed date i.e. 13 March 2018.

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 Subsidiary Company has its registered office at 1470 Avenue T #1222, Grand Prairie, TX 75050, USA . SII acts an extended arm of the Company in the USA to help in the Storage, Marketing, Distribution and Collection of products supplied by the Parent SII acquired business of Trident Components LLP ('Trident') and Jayco Manufacturing ('Jayco') during the year ended 31 March 2019. The business acquired from Trident relates to trading activities whereas the business acquired from Jayco is primarily manufactures and assembles custom metal stamping and fabricated metal products for other manufacturers

2 Significant accounting policies

2.1 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.

2.2 Basis of preparation and presentation

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 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.

2.3 Principles of Consolidation

The Consolidated financial statements comprise the financial statements of the Company and Subisidiary Company as at 31 March, 2022. 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 2022.

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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. When necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with the Group's accounting policies.

2.4 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.

2.5 Revenue recognition

Revenue is recognised once the entity satisfied that the performance obligation and control are transferred to the customers.

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

2.6 Leases

The Group as a lessee

The Group assesses, whether the contract is, or contains, a lease. A Contract is, or contains, a lease if the Contract involves:

(a) The use of an identified asset,
(b) The right to obtain substantially all the economic benefits from use of the identified asset, and
(c) The right to direct the use of the identified asset.

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

The lease liability includes the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives and receivable and
- Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

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Lease payments to be made under reasonably certain extension options are also included in the measurement of liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made
The right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease less any lease incentives received, any initial direct costs and restoration costs.

The right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Estimated useful life of right-of-use assets are as follows:

Asset head	Lease term in years
Building	5
Plant and machinery	5
Leasehold land	5
Vehicles	5

The Company applies Ind AS 36 'Impairment of assets' to determine whether a right-of use asset is impaired and accounts for any identified impairment loss as specified in note 2.14 of the significant accounting policies.

2.7 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 statement of profit and loss of the 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 items 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 is recognised in the consolidated statement of profit and loss.

2.8 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.

2.9 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.

2.10 Taxation

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

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.

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GLUHEND INDIA PVT. LTD. DELHI

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

2.11 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.

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
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

2.12 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

Amortisation method and useful lives are reviewed at each reporting date and adjusted prospectively

2.13 Intangible assets under development

Cost of Intangible assets not ready for use as at the reporting date are disclosed as Intangible assets under development.

2.14 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.

2.15 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 first-in first-out 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 first-in first-out 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 first-in first-out basis.

2.16 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.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

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.

2.17 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.

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A financial asset being equity instrument is measured at FVTPL.

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.

Compulsorily Convertible Preference Shares (CCPS)

Compulsorily Convertible Preference Shares (CCPS) are classified as a liability or equity components based on the terms of the contract and in accordance with Ind AS - 32 (Financial instruments: Presentation). CCPS issued by the Company classified as liability is initially recognized at fair value (issue price). Subsequent to initial recognition, such CCPS is fair valued through 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.

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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

2.18 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.

2.19 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.

2.20 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.

2.21 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.

2.22 Expenditure

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

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2.23 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.

2.24 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.

2.25 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:

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

The Group reviews the estimated useful lives and residual value of PPE and intangible assets 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 and amortisation charge could be revised and thereby could have an impact on the profit of the future years.

(ii) 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."

(iii) 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.

(iv) 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.

(v) 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.

(vi) 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.

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2.26 Share Based Payments

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity at the grant date. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on Company's estimate of equity instrumentsthat will eventually vest, with the corresponding increase in equity At the end of each reporting period, the Company revises its estimate of the numbers of the equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimates, with a corresponding adjustment to the Share Based Payments Reserve

2.27 Applicability of New and Revised Ind AS:

The Ministry of Corporate Affars ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accotuning Standards) Amendment Rules, 2022, as below:

Ind AS 16, Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipmet The effective date for adoption of this amendment is annual periods beginning on or after April1, 2022. The Company has evaluated the amaendment and there is no impact on it's standalone financial statements.

Ind AS 37, Provisions, Contingent Liabilties and Contingent Assets - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'cost that relate directly to the contract'. Costs that relate directly to a contract can either be incremental cost of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

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Notes forming part of the consolidated financial statements for the year ended 31 March 2021
(All amounts are in Rs. Millions, unless otherwise stated)

3A Property, plant and equipment

Carrying value of :	As at 31 March 2022	As at 31 March 2021
a) Freehold land	416 51	416 51
b) Leasehold improvements	1 34	1 68
c) Buildings	214 77	213 46
d) Plant and machinery	314 15	314 28
e) Computers	1 55	0 83
f) Furniture and fixtures	7 39	4 89
g) Vehicles	3 09	5.10
	958.80	**956.75**

	Freehold land	Leasehold improvements	Buildings	Plant and machinery	Computers	Furniture and fixtures	Vehicles	Total
Gross carrying amount								
Balance at 01 April 2020	416.51	3.00	315.63	735.91	4 10	5.54	23.08	1,503.77
Additions	-		3.85	91 80	0.09	1 78	-	97 52
Disposals	-	-	-	14 79	0.13	-	2 61	17 53
Translation difference	-	(0 10)	-	(11 24)	(0 06)	-	-	(11 40)
Balance at 31 March 2021	**416.51**	**2.90**	**319.48**	**801.68**	**4.00**	**7.32**	**20.47**	**1,572.36**
Additions	-	-	27 71	114.82	1 22	4 14	-	147 89
Disposals	-	-	-	47 22	0 21	-	2 94	50 37
Translation difference	-	0 11	-	11 48	0 06	-	-	11 65
Balance at 31 March 2022	**416.51**	**3.01**	**347.19**	**880.76**	**5.07**	**11.46**	**17.53**	**1,681.53**
Accumulated depreciation								
Balance at 01 April 2020	-	0.74	75.83	362 02	2.49	1.01	13 52	455.61
Depreciation expense	-	0 51	30 19	144 88	0 85	1 42	4 13	181 98
Elimination on disposals of assets	-		-	12 29	0 12	-	2 28	14.69
Translation difference		(0 03)	-	(7 21)	(0 05)	-	-	(7 29)
Balance at 31 March 2021	-	**1.22**	**106.02**	**487.40**	**3.17**	**2.43**	**15.37**	**615.61**
Depreciation expense	-	0 39	26 40	108 30	0 49	1 64	1 68	138 90
Elimination on disposals of assets	-	-	-	38.82	0 20	-	2 61	41 63
Translation difference	-	0.06	-	9 73	0 06	-	-	9.85
Balance at 31 March 2022		**1.67**	**132.42**	**566.61**	**3.52**	**4.07**	**14.44**	**722.73**
Balance at 31 March 2022	**416.51**	**1.34**	**214.77**	**314.15**	**1.55**	**7.39**	**3.09**	**958.80**
Balance at 31 March 2021	**416.51**	**1.68**	**213.46**	**314.28**	**0.83**	**4.89**	**5.10**	**956.75**

Notes:

(i) Property, plant & equipment as detailed above have been pledged as security against borrowings Refer note 17 for borrowings against which these assets are pledged

(ii) The Company has not revalued any of its property, plant and equipment during the financial year ended on 31 March 2022 and 31 March 2021

(iii) Details of title deed of all the property, plant and equipment (immovable properties) which are not held in the name of the Company are as follows:

S. No	Description of item of property	Gross carrying value	Title deed held in the name of	Whether title deed holder is a promotor, director or relative of promotor/director or employee of promotor/director	Property held since which date	Reason for not being held in the name of the Company
1	Freehold land	416 51	Sage Metals Private Limited	NA	13 March 2018	The conveyance deeds are in the name of Sage Metals Private Limited erstwhile Company, 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.
2	Buildings	347 19	Sage Metals Private Limited	NA	13 March 2018	

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3B Capital work in Progress(CWIP)

	Building	Plant & Machinery	Furniture	Total
Balance as at 1 April 2020	**0.22**	**78.58**	**0.03**	**78.83**
Additions	19.58	67.31	1.24	88.13
Transfer to Property, plant and equipment	(0.43)	(106.24)	(1.02)	(107.69)
Balance as at 31 March 2021	**19.37**	**39.65**	**0.26**	**59.28**
Additions	8.40	99.79	2.85	111.04
Transfer to Property, plant and equipment	(27.71)	(100.74)	(3.11)	(131.56)
Balance as at 31 March 2022	**0.06**	**38.70**	**0.00**	**38.76**

The capital work-in-progress ageing schedule for the years ended **31 March, 2022** is as follows:

Particulars	**Amount in capital work-in-progress for a period of**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	38.58	-	0.18	-	38.76
Project temporarily suspended	-	-	-	-	-
Total capital work-in-progress	**38.58**	**-**	**0.18**	**-**	**38.76**

The capital work-in-progress ageing schedule for the years ended **31 March, 2021** is as follows:

Particulars	**Amount in capital work-in-progress for a period of**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	40.49	4.61	10.68	3.50	59.28
Project temporarily suspended	-	-	-	-	-
Total capital work-in-progress	**40.49**	**4.61**	**10.68**	**3.50**	**59.28**

For capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2022** are as follows:

Particulars	**To be completed in**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Plating plant (semi-automatic)	26.65	-	-	-	26.65
Total capital work-in-progress	**26.65**	**-**	**-**	**-**	**26.65**

For capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2021** are as follows:

Particulars	**To be completed in**				
	Less then 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Plant and machinery under installation	2.02	0.18	-	3.50	5.70
Total capital work-in-progress	**2.02**	**0.18**	**-**	**3.50**	**5.70**

3C Right-of-use assets (ROU Assets) and lease liabilities

Particulars	**As at 31 March 2022**	**As at 31 March 2021**
Carrying amounts of :		
Building	227.33	64.38
Plant & Machinery	80.54	30.74
Leasehold land	410.39	421.03
Vehicle	4.65	7.07
Total	**722.91**	**523.22**

	Building	**Plant & Machinery**	**Vehicle**	**Leasehold land**	**Total**
Gross carrying amount					
Balance as at 1 April 2020	**92.76**	**-**	**-**	**442.32**	**535.08**
Additions	36.67	34.39	7.07	-	78.13
Disposals	-	-	-	-	
Translation difference	(3.13)	-	-	-	(3.13)
Balance as at 01 April 2021	**126.30**	**34.39**	**7.07**	**442.32**	**610.08**
Additions	204.27	61.12	-	-	265.39
Disposals	(66.87)	-	-	-	(66.87)
Translation difference	4.65	1.25	-	-	5.90
Balance as at 31 March 2022	**268.35**	**96.76**	**7.07**	**442.32**	**814.50**
Accumulated depreciation					
Balance as at 1 April 2020	**34.78**	**-**	**-**	**10.66**	**45.44**
Depreciation expense	29.00	4.00	-	10.63	43.63
Translation difference	(1.86)	(0.35)	-	-	(2.21)
Balance as at 01 April 2021	**61.92**	**3.65**	**-**	**21.29**	**86.86**
Depreciation expense	43.36	12.33	2.42	10.63	68.75
Elimination on disposals of assets	(66.87)	-		-	(66.87)
Translation difference	2.61	0.24		-	2.85
Balance as at 31 March 2022	**41.02**	**16.22**	**2.42**	**31.93**	**91.59**
Carrying amount (net block)					
Balance as at 31 March 2022	**227.33**	**80.54**	**4.65**	**410.39**	**722.91**
Balance as at 31 March 2021	**64.38**	**30.74**	**7.07**	**421.03**	**523.22**

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(i) Movement in lease liabilities:

Particulars	**Year ended 31 March 2022**	**Year ended 31 March 2021**
Balance as at 1 April 2021	100.27	48.80
Additions	265.39	85.49
Deletions	(31.99)	-
Finance costs accrued during the period	21.91	10.03
Payment of lease liabilities	(53.15)	(35 13)
Adjustment on account of change in present Value factor	-	(7 52)
Forex movement	8.75	(1.40)
Balance as at 31 March 2022	**311.18**	**100.27**

(ii) Break-up of current and non-current lease liabilities:

Particulars	**Year ended 31 March 2022**	**Year ended 31 March 2021**
Current	64.58	32 53
Non - current	246.60	67.74
Balance as at 31 March 2022	**311.18**	**100.27**

(iii) Contractual maturities of lease liabilities on an undiscounted basis:

Particulars	**Year ended 31 March 2022**	**Year ended 31 March 2021**
Less than one year	64.58	32 53
One to five years	246.60	67 74
More than five years	-	-

(iv) The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due

(v) Extension and termination options are included in a number of leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations

(vi) Rental expenses recorded for short term leases is Rs. 50 39 for the year ended 31 March 2022 (31 March 2021: Rs. 54.42)

(vii) Details of title deed of right-of-use assets which are not held in the name of the Company are as follows:

S. No	**Description of item of property**	**Gross carrying value**	**Title deed held in the name of**	**Whether title deed holder is a promotor, director or relative of promotor/director or employee of promotor/director**	**Property held since which date**	**Reason for not being held in the name of the Company**
1	Leasehold land	442.32	Sage Metals Private Limited	NA	13 March 2018	The conveyance deed for leasehold land located at plot no. B-7 and B-8, Site-4, industrial area, Sahibabad, Ghaziabad are in the name of Sage Metals Private Limited erstwhile Company, 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.

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4 Goodwill

Particulars	As at 31 March 2022	As at 31 March 2021
Carrying amounts of :		
Goodwill	2,388.74	2,381.27
Total	**2,388.74**	**2,381.27**

Particulars	Amount
Goodwill as at 01 April 2020	**2,388.38**
Addition during the year	-
Impairment during the year	-
Effect of foreign currency exchange differences	(7.11)
Goodwill as at 31 March 2021	**2,381.27**
Addition during the year	-
Impairment during the year	-
Effect of foreign currency exchange differences	7.47
Goodwill as at 31 March 2022	**2,388.74**

Allocation of Goodwill to cash generating units
Goodwill acquired in business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination. The carrying amount of goodwill has been allocated as follows

Particulars	As at 31 March 2022	As at 31 March 2021
SMPL	2,177.72	2,177.72
Trident Components	163.95	158.15
Jayco Manufacturing	47.07	45.40

The Group made an assessment of recoverable amount of the CGUs based on value-in-use calculations which uses cash flow projections based on financial budgets approved by management covering a five year period (Previous year: five year period), as the Group believes this is to be the most appropriate timescale for reviewing and considering annual performance before applying a fixed terminal value multiple to the final cash flows.

As at 31 March, 2022 and 31st March, 2021, goodwill in respect of SMPL, Trident components and Jayco manufacturing was not impaired.

Key Assumptions used for value in use calculations are as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Post tax discount rate used for discounting cash flows	11%-14%	7.5%-14%
Long term growth rate	2%-4%	2%-4%

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount

Discount rates - Management estimates discount rates using post-tax rates that reflect current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital

Growth rates - The growth rates are based on industry growth forecasts. Management determines the budgeted growth rates based on past performance and its expectations on demand condition. The weighted average growth rates used are consistent with industry reports.

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5(a) Other intangible assets

Particulars	As at 31 March 2022	As at 31 March 2021
Carrying value of :		
a) Computer Software	2.44	3.85
b) Trademarks	19.99	30.39
c) Customer Relationships	465.95	488.24
	490.82	**522.48**

Particulars	Computer Software	Trademarks	Customer Relationships	Total
Gross carrying amount				
Balance at 01 April 2020	**9.57**	**57.47**	**601.93**	**668.97**
Additions	0.57	-	-	0.57
Disposals	-	-	-	-
Translation difference	(0.16)	(1.94)	(20.29)	(22.39)
Balance at 31 March 2021	**9.98**	**55.53**	**581.64**	**647.15**
Additions	0.70	-	-	0.70
Disposals	(1.98)	-	-	(1.98)
Translation difference	0.16	2.04	21.33	23.53
Balance at 31 March 2022	**12.82**	**57.57**	**602.97**	**673.36**
Accumulated amortisation				
Balance at 01 April 2020	**3.90**	**14.52**	**56.52**	**74.94**
Amortisation expense	2.31	11.30	39.39	53.00
Elimination on disposals of assets	-	-	-	-
Translation difference	(0.08)	(0.68)	(2.51)	(3.27)
Balance at 31 March 2021	**6.13**	**25.14**	**93.40**	**124.67**
Amortisation expense	2.15	11.32	39.50	52.97
Elimination on disposals of assets	(1.98)	-	-	(1.98)
Translation difference	0.12	1.12	4.12	5.36
Balance at 31 March 2022	**10.38**	**37.58**	**137.02**	**184.98**
Carrying value (net block)				
Balance as at 31 March 2022	**2.44**	**19.99**	**465.95**	**488.38**
Balance as at 31 March 2021	**3.85**	**30.39**	**488.24**	**522.48**

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5(b) Intangible assets under development

	As at 31 March 2022	As at 31 March 2021
a) Intangible assets under development	23.86	23.86
	23.86	**23.86**

The intangible assets under development ageing schedule for the years ended **31 March 2022** is as follows:

Particulars	Amount in capital work-in-progress for a period of				
	Less then 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	23.86	-	-	23.86
Project temporarily suspended	-	-	-	-	-
Total intangible assets under development	-	**23.86**	-	-	**23.86**

The intangible assets under development ageing schedule for the years ended **31 March 2021** is as follows:

Particulars	Amount in capital work-in-progress for a period of				
	Less then 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	23.86	-	-	-	23.86
Project temporarily suspended	-	-	-	-	-
Total intangible assets under development	**23.86**	-	-	-	**23.86**

For intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2022** are as follows:

Particulars	To be completed in				
	Less then 1 year	1-2 years	2-3 years	More than 3 years	Total
SAP	22.81	-	-	-	22.81
Compliance software	1.05	-	-	-	1.05
Total intangible assets under development	**23.86**	-	-	-	**23.86**

For intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expcted to be completed as on **31 March 2021** are as follows:

Particulars	To be completed in				
	Less then 1 year	1-2 years	2-3 years	More than 3 years	Total
SAP		22.81	-	-	22.81
Compliance software	-	1.05	-	-	1.05
Total intangible assets under development	-	**23.86**	-	-	**23.86**

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	Particulars	As at 31 March 2022	As at 31 March 2021
6	**Loans (Unsecured, considered good)**		
	Non-current		
	Loan to employees	0.09	0.67
	Total	**0.09**	**0.67**
	Current		
	Loan to employees	1.52	1.17
	Total	**1.52**	**1.17**
7	**Other financial assets (Unsecured, considered good)**		
	Non-current		
	(a) Security deposits	35.88	30.78
	Total	**35.88**	**30.78**
	Current		
	(a) Security deposits	-	0.35
	(b) Interest accrued on deposits	-	0.08
	(c) Other receivables	-	1.90
	Total	**-**	**2.33**
8	**Income tax**		
	Non current tax assets		
	Advance tax including tax deducted at source (net)	279.09	289.69
	Total	**279.09**	**289.69**
	Current tax liabilities		
	Provision for tax	25.16	13.33
	Total	**25.16**	**13.33**

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Particulars	As at 31 March 2022	As at 31 March 2021
9 Other assets (Unsecured, considered good, unless otherwise stated)		
<u>Non-current</u>		
(a) Capital advances	13.27	6.92
(b) Prepaid expenses	0.69	0.79
Total	**13.96**	**7.71**
<u>Current</u>		
(a) Prepaid expenses	107.36	47.37
(b) Balances with government authorities (Refer note (i) below)	402.75	857.03
Less: Provision for doubtful balances	(11.76)	(5.38)
	390.99	851.65
(c) Advances to suppliers	35.48	15.44
(d) Export benefit receivable	47.21	91.57
(e) Other advances	21.27	5.13
(f) Right to return good assets (Refer note (ii) below)	-	9.97
Total	**602.31**	**1,021.13**

(i) Balances with government authorities represents, Goods and Services Tax (GST) input credit receivable and GST refund receivable aggregating to Rs 390.99 (previous year: Rs. 851.65), net of provision for doubtful balances. The company expect to receive credit/utilise the entire GST balance within one year and accordingly is classifed as current

(ii) The right to return goods asset represents the Company's right to recover products from customers where customers exercise their right of return.

Particulars	As at 31 March 2022	As at 31 March 2021
10 Inventories		
(a) Raw materials (Refer note I(i) below)	293.18	281.58
(b) Work-in-progress	188.26	200.52
(c) Finished goods (Refer note I(ii) below)	796.30	1,038.94
(d) Stock-in-trade (Refer note I(iii) below)	189.46	165.17
(e) Stores, spares and tools	53.15	82.00
Total	**1,520.35**	**1,603.04**
Notes:		
I. Includes goods in transit:		
(i) Raw materials	2.72	0.60
(ii) Finished goods	581.09	484.49
(iii) Stock-in-trade	23.69	16.56
II. Cost of inventories recognised as expense during the year	4,255.94	2,574.73
III Inventory lying at third party	22.59	55.00
IV Mode of valuation of inventories has been stated in note 2.15		
11 Trade receivables		
(a) Considered good	1,565.59	811.88
	1,565.59	811.88
(b) Considered doubtful	17.76	14.06
Less: Allowance for doubtful trade receivables (expected credit loss allowance)	(17.76)	(14.06)
	-	-
Total	**1,565.59**	**811.88**

Trade receivables ageing schedule for the year ended on 31 March 2022 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed trade receivables - considered good	1,137.85	399.83	0.79	2.81	16.84	7.47	1,565.59
Undisputed trade receivables - considered doubtful	9.08	-	-	1.76	2.14	4.78	17.76
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - considered doubtful	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total - dues	**1,146.93**	**399.83**	**0.79**	**4.57**	**18.98**	**12.25**	**1,583.35**
Less: Allowance for doubtful trade receivables							(17.76)
Total trade receivables							**1,565.59**

Trade receivables ageing schedule for the year ended on 31 March 2021 is as follows:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed trade receivables - considered good	621.99	171.75	7.58	3.82	1.00	5.74	811.88
Undisputed trade receivables - considered doubtful	4.85	1.79	0.75	1.63	0.61	4.43	14.06
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - considered doubtful	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total - dues	**621.99**	**171.75**	**7.58**	**3.82**	**1.00**	**5.74**	**825.94**
Less: Allowance for doubtful trade receivables							(14.06)
Total trade receivables							**811.88**

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Notes:

a) The credit period on sale of goods is 0-150 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.

	As at 31 March 2022	As at 31 March 2021
c) Movement in the expected credit loss allowance		
Balance at the beginning of the year	14.06	8.18
Addition made during the year	4.23	5.88
Deletion or reversal during the year	(0.53)	-
Balance at the end of the year	**17.76**	**14.06**
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(b)(vi)		
Trade receivables		
Customer A	432.89	86.72
Customer B	151.97	83.24
	584.86	**169.96**
e) Contract balances		
Trade receivables (net balances)	1,565.59	811.88
Contract liabilities (Advance from customers)(Refer note 20)	25.74	13.57
12 Cash and cash equivalents		
(a) Cash on hand	0.51	0.40
(b) Balances with banks		
- in current accounts	282.22	147.08
- in Exchange earner's foreign currency (EEFC) accounts	1.23	
Total	**283.96**	**147.48**
13 Bank balances other than cash and cash equivalents		
In deposit accounts with original maturity more than 3 months*	15.15	4.00
Total	**15.15**	**4.00**

*Includes Rs. 15.15 (31 March 2021: Rs. Nil) deposits under lien as margin money

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Particulars	As at 31 March 2022	As at 31 March 2021
14 Equity share capital		
Authorised shares capital:		
35,692,264 (As at 31 March 2021: 35,692,264) equity shares of Rs. 10 each with voting rights	356.92	356.92
Issued, subscribed and fully paid up capital:		
35,692,264 (As at 31 March 2021: 35,692,264) equity shares of Rs. 10 each	356.92	356.92
	356.92	**356.92**

	Number of shares	Amount
A Reconciliation of number of equity shares outstanding at the beginning and end of the reporting period :		
Balance as at 1st April 2020	**35,692,264**	**356.92**
Add: Issue of shares	-	-
Balance as at 31 March 2021	**35,692,264**	**356.92**
Add: Issue of shares	-	-
Balance as at 31 March 2022	**35,692,264**	**356.92**

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 2022		As at 31 March 2021	
	Number of shares	% holding	Number of shares	% holding
Fully paid equity shares with voting rights:				
Delos Sage Holdco Cooperatief U.A., the Holding Company (Delos, including 1 share held by nominee)	32,123,038	90%	32,123,038	90%
Ramakrishnan Krishnan	3,569,226	10%	3,569,226	10%

D Shareholding of promotors as at the end of the year

As at 31 March 2022

Promotor name*	Number of shares	% of total shares	% change during the year
Delos Sage Holdco Cooperatief U.A., the Holding Company (including 1 share held by nominee)	32,123,038	90%	-

As at 31 March 2021

Promotor name*	Number of shares	% of total shares	% change during the year
Delos Sage Holdco Cooperatief U.A., the Holding Company (including 1 share held by nominee)	32,123,038	90%	-

* Promoter means promoter as defined in the Companies Act, 2013.

E As at 31 March 2022 the Group had granted 9,357,498 stock options of face value of Rs. 10 each (31 March 2021: Nil). Stock option granted under the Company's Employee Stock Option Plan carry no right to dividend and no voting rights. Further details of the employee share option plan are provided in note 42.

Subsequent Events:

F.1 The Company in its Board meeting held on 6 September 2022 allotted 314,839,434 Class A Equity shares of face value of Re. 1 each at a premium of Rs. 2 each to Sage Metals US Holdco. LLC

F.2 Subsequent to year end, Delos Sage Holdco Cooperatief U.A., on 22 June 2022 has transferred it's holding to Sage Metals US Holdco LLC, a Limited Liability Company formed under the laws of the sate of Delawara, USA. Accordingly, Sage Metals US Holdco LLC became Holding Company from the said date.

F.3 Refer note 16(E)(iv)for change in authorised share capital

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Particulars	As at 31 March 2022	As at 31 March 2021
15 Other equity		
(i) Retained earnings	(2,765.31)	(2,111.19)
(ii) Deemed contribution from parent company	157.33	114.91
(iii) Foreign currency translation reserve	(29.95)	(16.46)
Total	**(2,637.94)**	**(2,012.74)**
(i) Retained earnings		
Balance at the beginning of the year	(2,111.19)	(1,580.41)
Add: Loss for the year	(656.81)	(535.96)
Add: Other comprehensive income / (loss) arising from remeasurement of defined benefit obligation	2.69	5.18
Balance at the end of the year	**(2,765.31)**	**(2,111.19)**
(ii) Deemed capital contribution		
Balance at the beginning of the year	114.91	75.00
Add: Expense recognised during the year	42.42	39.91
Balance at the end of the year	**157.33**	**114.91**
(iii) Foreign Currency Translation Reserve		
Balance at the beginning of the year	(16.46)	(25.27)
Add: Other comprehensive loss arising from Foreign exchange translation differences	(13.49)	8.81
Balance at the end of the year	**(29.95)**	**(16.46)**

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 and financial guarantee for term loans taken by Sage International, Inc. (Subsidiary Company). Deemed capital contribution of Rs. 157.33 (As at 31 March 2021 : Rs. 114.91) represents year till date 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 Company, which is not available for distribution as dividend.

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Particulars	As at 31 March 2022	As at 31 March 2021
16 Compulsorily convertible preference shares (CCPS)		
Authorised share capital		
Compulsorily convertible non-cumulative preference shares:		
237,196,934 (As at 31 March 2021: 237,196,934) 0.0001% Class A CCPS of Rs. 10 each	2,371.97	2,371.97
845,547 (As at 31 March 2021: 845,547) 0.0001% Class B CCPS of Rs. 10 each fully paid up	8.46	8.46
4,146,147 (As at 31 March 2021: 4,146,147) 0.00011% Class C CCPS of Rs 10 each fully paid up	41.46	41.46
21,909,848 (As at 31 March 2021: 21,909,848) 0.000011% Class D CCPS of Rs. 10 each	219.10	219.10
	2,640.99	**2,640.98**
Issued and subscribed capital		
234,189,698 (As at 31 March 2021: 234,189,698) 0.0001% Class A CCPS of Rs. 10 each fully paid up	2,341.90	2,341.90
845,547 (As at 31 March 2021: 845,547) 0.0001% Class B CCPS of Rs 10 each fully paid up	8.46	8.46
4,146,147 (As at 31 March 2021: 4,146,147) 0.00011% Class C CCPS of Rs. 10 each fully paid up	41.46	41.46
21,909,848 (As at 31 March 2021: 21,909,848) 0.000011% Class D CCPS of Rs 10 each Fully	219.10	219.10
	2,610.92	**2,610.92**
Add:		
Securities premium on issue of CCPS (Refer note D below)	259.88	259.88
(Gain)/Loss on fair valuation of derivative component of CCPS recognised in statement of profit and loss (Refer note F(ii) below)	-	(15.00)
	2,870.80	**2,855.80**

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>		
Balance as at 1 April 2020	192,196,934	1,921.97
Add: Issue of CCPS	41,992,764	419.93
Balance as at 31 March 2021	**234,189,698**	**2,341.90**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**234,189,698**	**2,341.90**
<u>0.0001% Class B CCPS</u>		
Balance as at 1 April 2020	845,547	8.46
Add: Issue of CCPS	-	-
Balance as at 31 March 2021	**845,547**	**8.46**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**845,547**	**8.46**
<u>0.00011% Class C CCPS</u>		
Balance as at 1 April 2020	4,146,147	41.46
Add: Issue of CCPS	-	-
Balance as at 31 March 2021	**4,146,147**	**41.46**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**4,146,147**	**41.46**
<u>0.000011% Class D CCPS</u>		
Balance as at 1 April 2020	21,909,848	**219.10**
Add: Issue of CCPS	-	-
Balance as at 31 March 2021	**21,909,848**	**219.10**
Add: Issue of CCPS	-	-
Balance as at 31 March 2022	**21,909,848**	**219.10**

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

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of shares	% holding	Number of shares	% holding
0.0001% Class A CCPS				
- Delos Sage Holdco Cooperatief U A, the Holding Company	234,189,698	100%	234,189,698	100%
0.0001% Class B CCPS				
- AR2LLC	845,547	100%	845,547	100%
0.00011% Class C CCPS				
- Fortress Metals LLC	4,146,147	100%	4,146,147	100%
0.000011% Class D CCPS				
- Ramakrishnan Krishnan	21,909,848	100%	21,909,848	100%

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C C1 - Terms of Conversion (Class A, Class C and Class D CCPS)

The Company entered into an 'Framework Agreement' with Delos Sage Holdco Cooperatief U A, AR2 LLC, Fortress Metals LLC and Ramakrishnan Krishnan on 11 March 2018 which was amended on 31 January 2020 to incorporate the terms of Class D CCPS and Redeemable Optionally Convertible Preference Shares (ROCPS) The 'Amended and Restated Framework Agreement' supersedes the earlier 'Framework Agreement' dated 11 March 2018 entered among the parties and governs the rights and obligations, matters incidental to and connected with the issuance of Compulsorily Convertible Preference Shares which are as follows:

Terms	Class A	Class C	Class D
(i) Term (Same for all classes of CCPS)	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 0.00011% p. a.	Non-cumulative 0.000011% 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 C CCPS shall be converted into equity shares at the time of Liquidity Event.	The Class D CCPS shall be converted into equity shares at the time of Liquidity Event
(iv) No. of equity shares issuable upon conversion (Same for all classes of CCPS)	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" with respect to Class A CCPS, Class C CCPS or Class D CCPS, as applicable, means the price at which such Shares are converted into Equity Shares as determined by the Board based on the then fair market value of such Shares.		
(vi) Automatic conversion (Same for all classes of CCPS)	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, Class C CCPS and Class D 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.

C2 - Terms of Conversion (Class B CCPS)

The Company on 9 November 2021 (effective date) entered into a "Confidential Settlement Agreement and Release Agreement" with holder of class B Compulsory Convertible Preference Shares (CCPS). As per the agreement the Company would buy back the CCPS for a sum of US$30,000 (the "Buy back payment") On 13 January 2022 the Company entered into an amendment to the "Amended and reshaped Framework agreement" dated 31 January 2022 whereby:

(i) the term of class B CCPS shall expire on 31 January 2022 and all outstanding class B CCPS shall be converted into Equity Shares on or prior to this date.

(ii) Automatic conversion:
Any class B CCPS that has not been converted into equity shares should compulsorily convert into equity shares upon expiry of the term.

C3 - 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.

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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 or more	Invested amount plus IRR of 32%

Class B CCPS as at 31 March 2022 are not entitled to any surplus in distributable profits post entering into "Confidential Settlement Agreement and Release Agreement" on 9 November 2021 [refer note 16(C2)].

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 below. This will be notwithstanding the number of ordinary shares allocated to them.

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

i. **For the year ended 31 March 2022:**
Based on the terms, CCPS has been classified as financial instrument in the nature of financial liability designated to be measured at fair value. Fair value of the instruments has been determined based on discounted cash flow valuation technique using cash flow projections and financial projections/budgets approved by the management. As at 31 March 2022, the fair value of the instrument is equivalent to its carrying value

ii. **For the year ended 31 March 2021:**
As per the 'Distribution of Distributable Amounts post conversion to the holders of GIPL Equity Securities' (Refer note C3 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. The gain/loss arising on fair valuation of derivative component has been charged to statement of profit and loss account. As enumerated below, fair value of derivative component using Monte-Carlo simulation model as at 31 March 2022 is Rs. Nil [(As at 31 March 2021: Rs. (15.00)].

CCPS Categories	**Class A**	**Class B**	**Class C**	**Class D**	**Total**
Total fair value of CCPS	2,462.08	147.58	39.04	207.10	**2,855.80**
Less : Liability value (at amortised cost)	2,601.08	8.58	42.04	219.10	**2,870.80**
Fair value (Derivative component) as at 31 March 2021	**(139.00)**	**139.00**	**3.00**	**(12.00)**	**(15.00)**

E Subsequent events:

(i) On 31 May 2022 the Company entered into an amendment to the "Amended and restricted Framework agreement" dated 31 January 2020 whereby:

(a) The term of class C CCPS shall expire on 31 May 2022 and all outstanding class C CCPS shall be converted into equity shares on or prior to this date.

(b) Class C CCPS shall be converted into equity shares on: (i) at any time of liquidity event and (ii) at any time on or after 28 February 2022 at the option of the class C CCPS holder

(c) Automatic conversion:
Any class C CCPS that has not been converted into equity share shall compulsorily be converted into equity share upon expiry of the term.

(ii) On 31 May 2022 845,547 Class B CCPS and 4,146,147 Class C CCPS shares were cancelled and converted into 845,547 and 4,146,147 equity shares of Rs. 10 each respectively. The conversion was based on valuation report dated 30 May 2022 prepared by an external valuer (KPMG Valuation Services LLP) and approved by the board

(iii) Class B and Class C CCPS as converted into equity shares were transferred to Sage US Holdco LLC on 22 June 2022.

(iv) Change in authorised share capital:
The Parent in its Board meeting held on 21 May 2022, increased the authorised share capital of the Parent from Rs. 3,278.26 to Rs. 6,450.00 divided into:

Particulars	**21 May 2022**		**31 March 2022**	
	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity share capital	3.17.86.61.050	3.178.66	35.69.22.640	356.92
Class A equity shares	35.00.00.000	350.00	-	-
Class A CCPS	2.37.19.69.340	2.371.97	2.37.19.69.340	2.371.97
Class B CCPS	84.55.470	8.46	84.55.470	8.46
Class C CCPS	4.14.61.470	41.46	4.14.61.470	41.46
Class D CCPS	21.90.98.480	219.10	21.90.98.480	219.10
ROCPS	28.03.54.190	280.35	28.03.54.190	280.35
Total		**6.450.00**		**3.278.26**

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

Particulars		As at 31 March 2022	As at 31 March 2021
17 Borrowings (at amortised cost)			
Non-current			
(a)	6,350, 12.90% Secured, Non-convertible Debentures of Rs. 450,000 each [As at 31 March 2021 : 6,350 Non-convertible Debentures of Rs. 450,000 each] (Refer note A below)	2,857 50	-
(b)	28,035,419, 15%, Secured, Redeemable Optionally Convertible Preference Shares of Rs 10 each [As at 31 March 2021 : 28,035,419] [Refer note B below]	280.36	-
(c)	Secured, Term loan from financial institutions (Refer note C below)	1,213.44	-
(d)	Unsecured, Promissory Note (Refer note D below)	303.36	-
Total		**4,654.66**	**-**
Current			
(a)	6,350, 12 90% Secured, Non-convertible Debentures of Rs. 450,000 each [As at 31 March 2021 : 6,350 Non-convertible Debentures of Rs. 450,000 each] (Refer note A below)	-	2,852 08
(b)	28,035,419, 15%, Secured, Redeemable Optionally Convertible Preference Shares of Rs 10 each [As at 31 March 2021 : 28,035,419] [Refer note B below]	-	280 36
(c)	Secured, Term loan from financial institutions (Refer note C below)	-	1,167 55
(d)	Unsecured, Promissory Note (Refer note D below)	-	292 64
(e)	Payable for bill discounting (secured)	262.98	-
(f)	Other loans - Vehicle loan (Secured by hypothecation of vehicles and payable in 60 equal monthly installments. Applicable rate of interest is 8.51% to 9.50% per annum)	2.12	3 24
Total		**265.10**	**4,595.87**

Notes:

A Non-convertible Debentures

6,350, 12.90% Non-convertible Debentures of Rs 450,000 each	2,857.50	2,857 50
Transaction cost - Opening balance	(5.42)	(23 37)
Add: Transaction cost amortised during the year	5.42	17 95
Closing liability	**2,857.50**	**2,852.08**

As per the Debenture agreement, NCD's [6350, 12.9% secured, Non-convertible debentures of Rs. 450,000 each] amounting to Rs. 2,852.08 millions and accrued interest of Rs. 525.42 millions as at 31 March 2021 respectively were due for re-payment on 30 June, 2021 The Company in September, 2021 has entered into a "Restructuring Term Sheet" with lenders wherein along with other changes / modifications from the original debenture agreement, the maturity date of NCD's has been extended to 30 June 2023, with no extension option Accordingly, NCDs have been shown as non-curret borrowings in current year However, as the "Restructuring Term Sheet" in previous year was executed after the reporting period and before the financial statements were approved for issue, the same was designed as current borrowings

Terms of Debentures

(i) Debentures are 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) Debenture Redemption Reserve has not been created by the Company as the Company does not have any profits during the current/previous year

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(v) **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:

(a) the Ratio of Consolidated Net Debt to EBITDA of the Company as on 31 March 2022, shall not be greater than the ratio 6 75:1. (As on 31 March 2021 the said ratio shall not be greater than the ratio 4.00:1)

(b) The aggregate capital expenditure of the Company along with its subsidiary in respect of financial year ended 31 March 2022 shall not exceed Rs. 200.00 (for the financial year ended 31 March 2021 the said expendituree shall not exceed Rs. 60.00)

The Group based on confirmations from lenders with respect to computation of covenant ratio has complied with the applicable covenants as specified in the "Restructuring Term Sheet"

In previous year, the lenders had waived off the breach of 'financial covenants' with respect to the excess of Consolidated Net Debt to EBITDA and capital expenditure. Consequently 'Event of Default' as mentioned in Debenture Trust Deed did not get triggered and the debenture facility was not recalled

(vi) **Subsequent events.**
(a) 'The Company on 28 July 2022 entered into an "Amendment and Restatement Deed" relating to the Debenture Trust Deed dated 11 March 2018 with the lenders on wherein along with other changes / modifications from the original debenture agreement, the maturity date of NCD's has been extended to 30 June, 2023 The Group further obtained final approval from stock exchange on 28 September 2022

(b) The Company subsequent to year end has repaid NCDs and interest thereon amounting to Rs. 230 and 786.25 respectively.

B Terms of Redeemable Optionally Convertible Preference Shares (ROCPS)

1 The term of ROCPS shall not exceed 42 (forty-two) months from the Appointed Date 12 March 2018.

2 The ROCPS shall carry an annual dividend or similar permissible returns in such manner such that each ROCPS is entitled to get a return equal to a 15% interest on the face value thereof

3 Redemption Terms - ROCPS shall be redeemed or repurchased annually within a period of 42 (forty-two) months from the Appointed Date ie. by October 2021, in such manner as may be determined by the Company. From the first anniversary of issuance of the Final ROCPS, Final ROCPS shall be redeemed or repurchased, in accordance with Applicable Law, out of the profits of the Company annually in such manner that the principal amount paid or payable pursuant to such redemption or repurchase along with the Agreed Annual Return results in payment of a minimum of Rs. 50 (on an annual basis) to Ramkrishnan Krishnan.

4 Conversion Terms - All outstanding ROCPS may be convertible into equity shares of the Company if determined by the Board of the Company at the time of a Liquidity Event that occurs prior to the expiry of the term of the ROCPS; provided however, that such conversions shall not adversely affect any rights of the holders of ROCPS; provided, further, that such conversion shall take place at the then fair market value of the equity shares of the Company as may be determined by the Board of the Company at such time.

5 The Company during the year started the process of renegotiating / restructuring the term of ROCPS (including interest thereon). ROCPS holder has confirmed that the amount of ROCPS (including interest thereon) will not be called for the next twelve months. Accordingly, the ROCPS have been disclosed as non-current borrowings in current year. However, as the ROCPS were due for repayment within one year from financial statement issue and accordingly the same was classified as current borrowing in previous year

6 **Subsequent events.**
(i) The Company subsequent to year end has cancelled and converted 3,702,070 ROCPS into 3,702,070 equity share of INR 10 each

(ii) An "Amended Restructuring Framework Agreement" was executed with ROCPS holder on 13 July 2022 whereby, the redemption / repurchase of the ROCPS (including interest) has been extended to on or before 30 June 2024 (Redemption period).

	Pariculars	As at 31 March 2022	As at 31 March 2021
C	**Loan Facility**		
	Loan facility	1,213.44	1,167.55
	Transaction cost	-	(3.01)
	Closing liability	**1,213.44**	**1,164.54**

On 10 September 2018, Sage International, Inc. ('SII' or 'Subsidiary Company') entered into a facility Agreement with SANNE Agensynd S.L.U (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 matured on 30 June 2021
As at 31 March 2022, SII has drawn $16.00 million (Rs. 1,213.44 million) [As at 31 March 2021, drawn $16.00 million (Rs. 1,170.56 million)] out 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 Company and 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 Group (all as defined and set forth in the facility agreement) and caps on aggregate capital expenditure of the Group [Refer note 17A(V) for compliance with debt covenants].

The Company in September, 2021 has entered into a "Restructuring Term Sheet" with lenders wherein along with other changes / modifications from the original agreement, the maturity date of term loan (including interest) has been extended to 30 June 2023. Accordingly, term loans have been shown as non-curret borrowings in current year. However, as the "Restructuring Term Sheet" in previous year was executed after the reporting period and before the financial statements were approved for issue, the same was designed as current borrowings

Borrowings outstanding under the facility agreement will bear cash interest rate of 7% and PIK interest (Deferred interest) rate of 5% 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.

Subsequent events:
SII has entered into a amendment and restatement agreement relating to a Facility agreement dated 10 September 2018 as amended by the amendment agreement dated 06 February 2020 with the lenders on 29 July 2022 wherein along with other changes / modifications from the original facilty agreement, the repayment date of term loan has been extended to 30 June, 2023

D. On 4 June 2020, Sage International Inc. ('SII' or 'Subsidiary Company') executed a unsecured $4.00 million promissory note at an interest rate of 12% per annum compounded annually with Delos Investment Funds II, LP.

The Company in September, 2021 has entered into a "Restructuring Term Sheet" with lenders wherein along with other changes / modifications from the original agreement, the maturity date of term loan (including interest) has been extended to 30 June 2023 Accordingly, term loans have been shown as non-curret borrowings in current year. However, as the "Restructuring Term Sheet" in previous year was executed after the reporting period and before the financial statements were approved for issue, the same was designed as current borrowings

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

	As at 31 March 2022	As at 31 March 2021
18 Other financial liabilities		
Non-current		
(a) Interest accrued but not due on Debentures, term loan and Promissory Note (Refer notes 17A, 17C and 17D)	1,104 06	-
(b) Interest accrued but not due on ROCPS (Refer note 17B)	217.33	-
Total	**1,321.39**	**-**
Current		
(a) Interest accrued but not due on Debentures, term loan and Promissory Note (Refer notes 17A, 17C and 17D)	17 47	755 86
(b) Interest accrued but not due on ROCPS (Refer note 17B)		150.81
(c) Interest accrued and dues to MSME	10.44	5.81
(d) Payable for purchase of property, plant and equipment	2.71	0 88
(e) Payable for Bill discounting	-	119 46
(f) Security deposits	1 77	1 20
(g) Other payables	-	0.46
Total	**32.39**	**1,093.52**

19 Provisions

	As at 31 March 2022	As at 31 March 2021
Non-current		
Provision for employee benefits		
- Compensated absences	19 78	14 10
- Gratuity (Refer note 34)	63.92	64 72
Total	**83.70**	**78.82**
Current		
(a) Provision for employee benefits		
- Compensated absences	5 01	4 76
- Gratuity (Refer note 34)	11.01	9 04
(b) Provision for Onerous contracts (Refer note below)	-	-
Total	**16.02**	**13.80**

Note:

Provision for onerous contracts		
Opening balance	-	79.31
Provision settled during the year	-	(79 31)
Closing Balance	-	-

Provision for onerous contracts represents excess of cost as estimated by the management expected to be incurred to fulfill the obligation under the sales orders over and above the contracted price.

20 Other liabilities

	As at 31 March 2022	As at 31 March 2021
Non-current		
(a) Statutory dues payable	131.64	-
Total	**131.64**	**-**
Current		
(a) Advances from customers	25.74	13 57
(b) Statutory dues payables	24.66	50.09
Total	**50.40**	**63.66**

21 Trade payables

	As at 31 March 2022	As at 31 March 2021
(a) Outstanding dues to Micro enterprises and small enterprises (MSME) (Refer note 37)	260.92	297.89
(b) Outstanding dues of creditors other than micro enterprises and small enterprises	1.402.17	1 171 33
Total	**1,663.09**	**1,469.22**

Trade payables ageing schedule for the year ended on 31 March 2022 is as follows:

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed dues - MSME	-	146.90	108 08	0 03	-	0 11	255 12
Total outstanding dues of creditors other than MSME	352.56	583.95	363.61	97.72	2.86	1.47	1 402 17
Disputed dues- MSME	-	-	-	2 35	-	3.46	5.81
Disputd dues of creditors other than MSME's	-	-	-	-	-	-	-
Total trade payables		**730.85**	**471.68**	**100.10**	**2.86**	**5.04**	**1,663.09**

Trade payables ageing schedule for the year ended on 31 March 2021 is as follows:

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 yrs	
Undisputed dues - MSME	-	156.35	141.55	-	-	-	297 89
Total outstanding dues of creditors other than MSME	210.81	388.04	560 71	9.30	2 47	-	1 171 33
Disputed dues- MSME	-	-	-	-	-	-	-
Disputd dues of creditors other than MSME's	-	-	-	-	-	-	-
Total trade payables	**210.81**	**544.39**	**702.25**	**9.30**	**2.47**	**-**	**1,469.22**

Gluhend India Private Limited
Notes forming part of the consolidated financial statements for the year ended 31 March 2022
(All amounts are in Rs. Millions, unless otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
22 Revenue from operations		
(a) Sale of products		
Sale of goods	7,127.94	4,457.61
(b) Sale of services		
Job work services	205.36	374.90
Development charges	15.40	17.75
(c) Other operating revenue		
Scrap sales	149.23	73.12
Export incentives	99.93	84.57
Freight income	52.71	-
Total	**7,650.57**	**5,007.95**

(i) Disaggregate revenue information

The Group disaggregated the revenue based on geographical locations and it is disclosed under note 33 "Segment Reporting".

(ii) Trade receivables and Contract Balances (refer note 11)

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 receivables are presented net of impairment in the Balance Sheet.

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

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Contract price	7,182.14	4,493.86
Adjustments for:		
Discounts	(54.20)	(36.25)
Revenue from sale of goods	**7,127.94**	**4,457.61**

23 Other income

(a) Interest income from financial assets measured at amortised cost		
- on bank deposits	0.68	0.54
- on security Deposit	0.25	0.68
- on loan to employees	0.04	0.05
(b) Profit on sale of Investment	-	0.01
(c) Provision for doubtful trade receivables and advances	0.48	-
(d) Net gain on foreign currency transactions and translation	94.19	11.29
(e) Profit on sale/disposal of property, plant and equipment	-	1.18
(f) Gain on fair valuation of derivative component of CCPS (Refer note 16)	-	340.00
(g) Miscellaneous income	6.14	2.79
Total	**101.78**	**356.54**

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24 Cost of materials consumed

(a)	Inventory at the beginning of the year	280.98	278.80
(b)	Add : Purchases during the year*	3,477.40	2,243.45
		3,758.38	**2,522.25**
(c)	Less : Inventory at the end of the year	290.46	280.98
	Total	**3,467.92**	**2,241.27**
	* including job work charges	106.38	140.08

24A Purchase of stock-in-trade

(a)	Purchase of Stock	430.73	301.11
	Total	**430.73**	**301.11**

25 Changes in inventories of finished goods, stock-in-trade and work-in-progress

	Inventory at beginning of the year		
(a)	Stock-in-trade	146.78	96.70
(b)	Work-in-progress	200.52	280.11
(c)	Finished Goods	625.07	390.69
		972.37	**767.50**
	Inventories at the end of the year		
(a)	Stock-in-trade	159.40	148.62
(b)	Work-in-progress	188.26	200.52
(c)	Finished goods	660.26	625.07
		1,007.92	**974.21**
	Net (increase) / decrease	**(35.55)**	**(206.71)**

26 Employee benefits expense

(a)	Salaries, wages and bonus	1,184.41	1,037.63
(b)	Contribution to provident fund	22.66	18.51
(c)	Gratuity expense (Refer note 34)	12.69	13.44
(d)	Staff welfare expense	40.44	40.76
	Total	**1,260.20**	**1,110.34**

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27 Finance Costs

(a)	Interest costs		
	- Borrowings	817.30	768.82
	- Lease liability	21.91	9.98
	- Others	8.46	18.59
(b)	Corporate guarantee premium expense	42.41	39.91
(c)	Bill discounting charges	56.46	9.23
(d)	Bank charges	4.14	4.69
	Total	**950.67**	**851.22**

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28 Depreciation and amortisation expense

(a)	Depreciation on property, plant and equipment (Refer note 3A)	138.90	181.97
(b)	Depreciation on Right of use assets (Refer note 3C)	68.75	42.63
(c)	Amortisation of other intangible assets [Refer note 5(a)]	52.96	53.00
Total		**260.61**	**277.60**

29 Other expenses

(a)	Consumption of stores and spares	231.35	157.04
(b)	Consumption of packing materials	161.49	82.02
(c)	Power and fuel	246.64	187.53
(d)	Rent [Refer note 3 (c) (vi)]	50.39	54.42
(e)	Repairs and maintenance :		
	- Building	43.10	23.80
	- Plant and machinery	76.93	66.68
	- Others	69.36	40.79
(f)	Rates and taxes	25.42	35.65
(g)	Travelling and conveyance	14.29	10.08
(h)	Legal and professional fees	518.28	434.67
(i)	Insurance	21.84	17.45
(j)	Freight	416.36	388.79
(k)	Provision for balances with government authorities	6.38	-
(l)	Provision for doubtful trade receivables and advances	4.18	5.88
(m)	Loss on sale/ disposal of property, plant and equipment	1.44	1.58
(n)	Corporate Social Responsibility(CSR) expenditure (Refer note below)	-	0.15
(o)	Loss on fair valuation of derivative component of CCPS (Refer note 16)	15.00	-
(p)	Miscellaneous expenses	111.76	29.68
Total		**2,014.21**	**1,536.21**

Note:
Expenditure on Corporate social responsibilities (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshhold, needs to spend atleast 2% of its average net profit for the immediately preceeding three financial years on corporate social responsibilities (CSR).

	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
(i)	Amount required to be spent as per section 135 of the companies act 2013	-	0.15
(ii)	Amount of expenditure in the books of accounts	-	0.15
(iii)	Actual expenditure	-	0.15
(iv)	Provision made for liabilities	-	-
(v)	Shortfall at the end of the year	-	-
(vi)	Total of previous year shortfall (refer note below)	34.48	34.48
(vii)	Reason for shortfall	refer note below	refer note below
(viii)	Amount of expenditure incurred on		
	(a) Construction / acquistion of assets	-	-
	(b) for purpose other than (a) above	-	0.15
(ix)	Nature of CSR activities	-	Development of park
(x)	Details of transaction with related parties	none	none

The unspent CSR liability as at 31 March 2022 is Rs. 34.48 (As at 31 March 2021 : Rs. 34.48). The unspent CSR liability represent those of erstwhile Sage Metals Private Limited. (SMPL) which got merged with the company vide NCLT order dated 20 June 2019 with the appointed and effective date of 13 March 2018. The group is of the view that the past unspent CSR obligation till 31 March 2020, not carried forward will be treated as lapsed and accordingly does not require to be spent / transfer his separate bank account.

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Particulars	Year ended 31 March 2022	Period ended 31 March 2021
30 Income taxes		
A Income tax recognised in profit and loss		
(a) Current tax		
In respect of current year	10.54	6.58
In respect of prior years	-	12.80
	10.54	**19.38**
(b) Deferred tax [Refer note 30C]		
In respect of current year	49.83	(229.97)
In respect of prior years	-	-
	49.83	**(229.97)**
Total tax expense charged/(credited) in Statement of Profit and Loss	**60.37**	**(210.59)**
(c) The income tax expense for the year can be reconciled to the accounting profit as follows:		
Loss before tax	(596.44)	(746.55)
Income tax expense calculated at 25.168% (Previous period : 29.12%)	(150.11)	(217.39)
Effect of expenses that are not deductible in determining taxable profit	206.24	(21.59)
Adjustments recognised in the current year in relation to the current tax of prior years	-	12.80
Effect of tax rate differences of subsidiary company operating in other jurisdictions	4.24	15.59
Income tax expense recognised in profit or loss	**60.37**	**(210.59)**
B Income tax recognised in other comprehensive income		
Deferred tax [Refer note 30C]		
Arising on income and expenses recognised in other comprehensive income		
-Remeasurement of defined benefit obligation	(0.91)	(2.13)
- Foreign exchange translation differences	4.12	(2.68)
Total tax expense/(Income) recognised in other comprehensive income	**3.21**	**(4.81)**

(i) Tax rate used for the years ended 31 March 2022 reconciliations above is the corporate tax rate of 25.168% (previous year 29.12%) being the rate at which tax is payable by corporate entities in India who have elected the lower tax rate on taxable profits under the Indian tax law.

(ii) During the year the Company has elected the option permitted under section 115BAA of the income tax act, 1961 as introduced by Taxation laws (Amendment) Ordinance, 2019 dated 20 September, 2019. Accordingly, the Company has recognised provision of Income tax and remeasured its deferred tax assets / liabilities basis the rate prescribed in the said section and taken the full effect to the statement of profit and loss account.

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30 Income taxes

C Movement in deferred tax

(i) For the year ended 31 March 2022

Particulars	Opening Balance	Recognised in profit or loss charge/(credit)	Recognised in Other comprehensive income charge/(credit)	Effect of foreign exchange translation differences	Closing balance
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment and other intangible assets	(204.70)	(3.67)	-	0.40	(201.43)
	(204.70)	**(3.67)**	**-**	**0.40**	**(201.43)**
Tax effect of items constituting deferred tax assets					
Provision for employee benefits	26.13	(2.69)	0.91	-	27.91
Business loss and unabsorbed depreciation	335.73	72.51	-	(8.13)	271.35
Other items	84.57	(17.61)	(4.12)	(2.34)	108.64
	446.43	**52.21**	**(3.21)**	**(10.47)**	**407.90**
Deferred tax assets / (liabilities) (net)	**241.73**	**48.54**	**(3.21)**	**(10.07)**	**206.47**
Disclosed as:					
Deferred tax assets	276.56				326.72
Deferred tax liabilities	34.83				121.56
Deferred tax assets / (liabilities) (net)	**241.73**				**205.16**

(ii) For the year year 31 March 2021

Particulars	Opening Balance	Recognised in profit or loss charge/(credit)	Recognised in Other comprehensive income charge/(credit)	Effect of foreign exchange translation differences	Closing balance
Tax effect of items constituting deferred tax liabilities					
Property, plant and equipment and intangible assets	(215.77)	(10.08)	-	(0.99)	(204.70)
Goodwill	(322.81)	(322.81)	-	-	-
	(538.58)	**(332.89)**	**-**	**(0.99)**	**(204.70)**
Tax effect of items constituting deferred tax assets					
Provision for employee benefits	34.08	5.82	2.13	-	26.13
Business loss and unabsorbed depreciation	192.07	(150.03)	-	6.37	335.73
Other items	335.46	247.13	2.68	1.08	84.57
	561.61	**102.92**	**4.81**	**7.45**	**446.43**
Deferred tax assets / (liabilities) (net)	**23.03**	**(229.97)**	**4.81**	**6.46**	**241.73**
Disclosed as:					
Deferred tax assets	202.51				276.56
Deferred tax liabilities	179.48				34.83
Deferred tax assets / (liabilities) (net)	**23.03**				**241.73**

D. Deferred tax expense for the previous year was determined considering Goodwill acquired from business combination is a depreciable asset under section 32 of the Income Tax Act, 1961. The Finance Bill 2021, ammended whereby no depreciation on goodwill shall be allowable from April 2020 (ie. financial year 2020-21). Accordingly, deferred tax liability created in earlier year has been reversed in previous year.

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31 Financial Instruments

a) Capital Management

The Group'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 (also refer note 43)

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 2022	As at 31 March 2021
Debt		
Borrowings- non current (Refer note 17)	4,654.66	-
Borrowings- current (Refer note 17)	265.10	4,595.87
	4,919.76	**4,595.87**
Less:		
Cash and cash equivalents (Refer note 12)	283.96	147.48
Bank balances (Refer note 13)	15.15	4.00
	299.11	**151.48**
Net debt	**4,620.65**	**4,444.39**
Total equity	(2,281.13)	(1,655.82)
Compulsorily Convertible Preference share capital (Refer note 16)*	2,870.80	2,855.80
Total capital	**589.67**	**1,199.98**
Net debt to equity ratio	**783.60%**	**370.37%**

* 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.

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31 Financial Instruments (cont'd.)

(b) Risk management framework

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, 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 2022			
	<1 year	**1-3 Years**	**> 3 Years**	**Total**
Non current				
- Lease liability	-	246.60	-	246.60
- Borrowings	-	4,654.66	-	4,654.66
- Other financial liabilities	-	1,321.39	-	1,321.39
Current				
- Borrowings	265.10	-	-	265.10
- Lease liability	64.58	-	-	64.58
- Trade payables	1,663.09	-	-	1,663.09
- Other financial liabilities	32.39	-	-	32.39
Total	**2,025.15**	**6,222.65**	**-**	**8,247.81**

	As at 31 March 2021			
	<1 year	**1-3 Years**	**> 3 Years**	**Total**
Non current				
- Lease liability	-	67.74	-	67.74
Current				
- Borrowings	4,595.87	-	-	4,595.87
- Lease liability	32.53	-	-	32.53
- Trade payables	1,469.23	-	-	1,469.23
- Other financial liabilities	1,093.52	-	-	1,093.52
Total	**7,191.14**	**67.74**	**-**	**7,258.89**

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(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 2022		As at 31 March 2021	
		Financial assets	Financial liabilities	Financial assets	Financial liabilities
Trade receivables	USD	5.01	-	4.13	-
	Equivalent INR	379.77	-	303.52	-
Trade payables	USD	-	0.85	-	0.75
	Equivalent INR	-	61.70	-	55.25
Borrowings (including accrued interest)	USD	-	25.00	-	23.90
	Equivalent INR	-	1,896.10	-	1,464.87

Note: the above foreign currency receivable & payable were unhedged as at year end.

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 2022 and 31 March 2021, 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. 3.18 (31 March 2021 : Rs. 2.48).

(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 fixed interest rate borrowings and the proportion of fixed 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 of fixed rate. 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 2022 to interest rate risk is as follows:

	Floating rate	Fixed rate	Total
Non current			
- Borrowings	-	4,654.66	4,654.66
Current			
- Borrowings	-	265.10	265.10
	-	**4,919.76**	**4,919.76**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Term loan facility	-	12.00%
Debentures	-	12.90%
Redeemable Optionally Convertible Preference Shares (ROCPS)	-	15.00%

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The exposure of the Group's financial liabilities as at 31 March 2021 to interest rate risk is as follows:

	Floating rate	Fixed rate	Total
Current			
- Borrowings	-	4,595.87	4,595.87
	-	**4,595.87**	**4,595.87**

Weighted average interest rate (per annum)	Floating rate	Fixed rate
Term loan facility	-	12.00%
Debentures	-	12.90%
Redeemable Optionally Convertible Preference Shares (ROCPS)		15.00%

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 2022 would increase/decrease by Rs. 49.20 (Period ended 31 March 2021: Rs. 45.96). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

(v) 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 2.16). 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.

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32 Fair value measurement

(a) The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at 31 March 2022 and 31 March 2021:

As at 31 March 2022

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	283.96	-	-	283.96
Bank balances other than cash and cash equivalents	15.15	-	-	15.15
Trade receivables	1,565.59	-	-	1,565.59
Loans - current	1.52	-	-	1.52
Loans - non-current	0.09	-	-	0.09
Other financial assets - non-current	35.88	-	-	35.88
	1,902.19	**-**	**-**	**1,902.19**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	2,870.80	2,870.80
Borrowings - non-current	4,654.66	-	-	4,654.66
Borrowings - current	265.10	-	-	265.10
Lease liability - non-current	246.60	-	-	246.60
Lease liability - current	64.58	-	-	64.58
Trade payables	1,663.09	-	-	1,663.09
Other financial liabilities - non-current	1,321.39			1,321.39
Other financial liabilities - current	32.39	-	-	32.39
	8,247.81	**-**	**2,870.80**	**11,118.61**

As at 31 March 2021

Financial assets	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Cash and cash equivalents	147.48	-	-	147.48
Bank balances other than cash and cash equivalents	4.00	-	-	4.00
Trade receivables	811.88	-	-	811.88
Loans - current	1.17	-	-	1.17
Loans - non-current	0.67	-	-	0.67
Other financial assets - non-current	30.78	-	-	30.78
Other financial assets - current	2.33	-	-	2.33
	998.31	**-**	**-**	**998.31**

Financial liabilities	Measured at amortised cost	Measured at FVTOCI	Measured at FVTPL	Total carrying value
Compulsorily convertible preference shares	-	-	2,855.80	2,855.80
Borrowings - current	4,595.87	-	-	4,595.87
Lease liability - non-current	67.74	-	-	67.74
Lease liability - current	32.53	-	-	32.53
Trade payables	1,469.23	-	-	1,469.23
Other financial liabilities - current	1,093.52	-	-	1,093.52
	7,258.89	**-**	**2,855.80**	**10,114.69**

Carrying values of financial assets and financial liabilities are approximation of their respective fair values.

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(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 2022	As at 31 March 2021
Financial liabilities			
Compulsorily convertible preference shares	Level 3	2,870.80	2,855.80

Notes:

(i) Fair value of the CCPS for the year ended 31 March 2021 was based on estimated discounted cash flow projections (refer note 16D).

key inputs for the level 3 financial liabilities as of 31 March 2022 and 31 March 2021 are (i) Discount rate (WACC), (ii) Growth rate for long term cash flow projections and (iii) Future cash flow projections.

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33 Segment reporting

The Group is principally engaged in the business of manufacturing of electrical wiring accessories, fittings and other metal components. The Board of Directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Group'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 Group, in accordance with the requirements of Ind AS 108 - 'Operating Segments Reporting' notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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 2022	For the year ended 31 March 2021
India	365.75	225.84
Outside India	7,284.82	4,782.11
Total	**7,650.57**	**5,007.95**

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

	For the year ended 31 March 2022	For the year ended 31 March 2021
India	4,248.29	3,580.47
Outside India	713.84	1,170.66
Total	**4,962.13**	**4,751.13**

* 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 2022	For the year ended 31 March 2021
Customer A	1,248.05	-
	1,248.05	**-**

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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. 22.66 (Previous year : Rs. 18.51) for provident fund.

(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 2022 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 2022	As at 31 March 2021
Discount rate(s)	7.10%	6.70%
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

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 2022 and 31 March 2021:

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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 2022**	**For the year ended 31 March 2021**
Service cost		
- Current service cost	8.01	7.94
Net interest expense	4.68	5.50
Components of defined benefit costs recognised in profit or loss	**12.69**	**13.44**
Remeasurement on the net defined benefit liability		
- Actuarial (gains) / losses arising from changes in financial assumptions	(3.01)	-
- Actuarial (gains) / losses arising from experience adjustments	(0.58)	(7.31)
Components of defined benefit costs recognised in other comprehensive income	**(3.60)**	**(7.31)**
Total	**9.09**	**6.13**

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 2022	**31 March 2021**
Present value of defined benefit obligation	74.93	73.76
Net liability arising from defined benefit obligation	**74.93**	**73.76**

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 2022**	**For the year ended 31 March 2021**
Opening defined benefit obligation	73.76	96.76
Current service cost	8.01	7.94
Interest cost	4.68	5.50
Remeasurement (gains)/losses:		
- Actuarial gains and losses arising from experience adjustments	(3.01)	0.00
- Actuarial (gains) / losses arising from experience adjustments	(0.58)	(7.31)
Benefits paid	(7.92)	(29.14)
Closing defined benefit obligation	**74.93**	**73.76**
- Current portion of the above	11.01	9.04
- Non current portion of the above	63.92	64.72

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. 6.71 (increase by Rs. 7.94) [Previous year : decrease by Rs. 6.95 (increase by Rs. 8.24)]

ii) If the expected salary growth decreases (increases) by 1.00%, the defined benefit obligation would decrease by Rs. 7.01 (increase by Rs. 8.15) [Previous year : decrease by Rs. 6.94 (increase by Rs. 8.05)]

iii) If the withdrawl rate decreases (increases) by 1.00%, the defined benefit obligation would decrease by Rs. 6.85 (increase by Rs. 6.15) [Previous year : decrease by Rs. 9.32 (increase by Rs. 8.29)]

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 as at 31 March 2022: 10 years (Previous year : 10 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.

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

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

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 2022 except as follows:-

S No.	Particulars	As at 31 March 2022	As at 31 March 2021
1	The principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
	- Principal amount	260.92	297.89
	- Interest thereon	10.44	5.81
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.	-	0.92
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	10.44	5.81
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 Sage AIV, LP

b. Holding Company
Delos Sage Holdco Cooperatief U.A [refer note 14 (C)]

c. Firm exercising significant influence on the Group
AR2 LLC (upto 9 November 2021)
Delos Investment Fund II, LP

d. Key Management Personnel (KMP)

Vatsal Manoj Solanki (upto 31 March 2021)	Managing Director
Madhur Aneja	
- w.e.f. 25 February 2021 to 31 March 2022	CEO
- w.e.f. 1 April 2022	Managing Director
Michael Rakiter	Director
Sanjay Kumar Sanghoee	Director
Matthew Constantino	Director
Satish Kumar Rustgi (upto 31 March 2022)	Director
Pratibha Priya Mysore Raghuveer (w.e.f. 1 June 2020 to 31 March 2021)	Director
Isha Gupta	Company Secretary
Sandeep Chotia	
- w.e.f. 1 August 2020 to 1 May 2022	Chief Financial Officer
- w.e.f. 2 May 2022	Director

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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 Compulsory Convertible Preference Shares - Class A	-	-	-	-
	(647.53)	(-)	(-)	(647.53)
ii. Corporate guarantee commission expense	42.42	-	-	42.42
	(39.91)	(-)	(-)	(39.91)
iii. Loss on fair value of derivative instruments (Refer note 16)	-	139.00	-	139.00
	-	(-)	(-)	-
iv. Gain on fair value of derivative instruments (Refer note 16)	139.00	-	-	139.00
	(269)	(38)	(-)	(307.00)
v. Unsecured, Promissory Note	-	-	-	-
	-	(292.64)	-	(292.64)
vi. Interest expense on Promissory Note	-	44.62	-	-
	-	(29.34)	-	-
vii. Remuneration paid*				
Madhur Aneja (refer note viii below)	-	-	18.45	18.45
	(-)	(-)	(1.76)	(1 76)
Vatsal Manoj Solanki	-	-	-	-
	(-)	(-)	(1.32)	(1.32)
Satish Kumar Rustgi	-	-	11.36	11.36
	(-)	(-)	(4.09)	(4.09)
Isha Gupta	-	-	0.84	0.84
	(-)	(-)	(0.62)	(0.62)
Sandeep Kumar Chotia	-	-	7.03	7.03
	(-)	(-)	(5.92)	(5.92)
Total	-	-	**37.68**	**37.68**
	(-)	(-)	**(13.71)**	**(13.71)**

* Does not include expense towards gratuity and compensated absences as the same is determined on actuarial basis.

Particulars	Holding Company	Firm exercising significant influence on the Group	Key Management Personnel (KMP)	Grand total
B. Outstanding balances at year end				
i. Equity share capital	356.92	-	-	356.92
	(356.92)	(-)	(-)	(356.92)
ii. Compulsory convertible preference shares - class A	2,601.08	-	-	2,601.08
	(2,462.08)	(-)	(-)	(2,462.08)
iii. Compulsory convertible preference shares - class B [Refer note 16(C2)]	-	-	-	-
	(-)	(147.58)	(-)	(147.58)
iv. Trade payables	-	-	1.43	1.43
	(-)	-	(1.70)	(1.70)
v. Promissory Note	-	303.36	-	303.36
	-	(292.64)	-	(292.64)
vi. Interest accrued on Promissory Note	-	75.47	-	75.47
	-	(28.96)	-	(28.96)

vii. Debentures issued amounting to Rs. 2,857.50 (Previous year : Rs. 2,857.50) are also guaranteed by the Holding Company (Delos Sage Holdco Cooperatief U.A.) (Refer note 17)

viii. The Parent and the Holding Company had granted a corporate guarantee of US $20.00 for a term loan taken from lenders by wholly owned Subsidiary Company, Sage International Inc., USA. As at 31 March 2022, SII has drawn $16.00 (Rs. 1,213.44) [As at 31 March 2021, drawn $16.00 (Rs. 1,170.56)] out of the original principal amount sanctioned.

ix. Figures in bracket relates to previous year ended 31 March 2021.

x. Does not include fair value of 9,357,498 stock options granted during the year. (refer note 42 for details of stock options)

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39 The Group had closed all its manufacturing plants and offices with effect from 24 March 2020 following countrywide lockdown due to Covid-19. Subsequently, the Group 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 of the Company 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.

40 Commitments

Particulars	As at 31 March 2022	As at 31 March 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	7.15	5.18

41 Contingent liabilities

a. Claims against the Company disputed and not acknowledged as debts: 0.10 (31 March 2021- 0.59)

b. 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 recent 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. Pending issuance of guidelines by the regulatory authorities on the application of this ruling, the impact on the Company, if any, can not be ascertained.

c. Claims towards non-compliances with laws and regulations, the amounts for which is presently unascertainable. (Refer note 45 and 46)

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Notes forming part of the consolidated financial statements for the year ended 31 March 2022
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42 Employee Share-based payments:

(i) The Company's "Employee Stock Option Plan 2021" was approved by Board of Directors and the Shareholders in respective meetings held on 1 September 2021. As per the plan, total number of Stock option/ Equity shares issued or which may result from allotment of equity shares at any time does not, in the aggregate, exceed at any time 18,714,996 equity shares of Rs 10 each.
These options are granted at the exercise price as stipulated in the grant letter and shall, in no event, be lower than the face value of an Equity Share.

(ii) In current year, the Board in its meeting held on 1 September 2021 granted 93,57,498 such options to its nominated and eligible employee of the Company. Each option comprises one underlying Equity Share. The options granted vest over a period of 3 years from the date of the grant in equal proportion. Options may be excercised within 5 years from grant date.

(iii) The following share based payment arrangement has been entered in FY 2021-2022:

Number of Options granted	Grant Date	Expiry date	Exercise Price	Fair Value at grant date
9,357,498	1 September 2021	31 March 2026	Rs.10 per option	Rs.6.12 per option

(iv) Method used for valuation under Black Scholes model. Following are the assumptions considered:

Particulars	31 March 2022
Expected volatility	58.08%
Expected term	4.5 years
Expected dividend	-
Risk free interest rates	4.32%

(v) Details of outstanding options under the employee's stock scheme is as under:

Particulars	31 March 2022	
	No. of options	Weighted average exercise price (in Rs.)
Outstanding at the beginning of the year		
Add: Granted during the year	9,357,498	10
Less: Forfeited during the year	-	-
Less: Exercised during the year	-	-
Less: Cancelled / expired during the year	-	-
Outstanding at the end of the year	**9,357,498**	**10**

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43 Operational Outlook

'The Group has incurred losses of Rs. 656.81 millions (Year ended 31 March, 2021: Rs. 535.96 millions) during the year ended 31 March, 2022 and has accumulated losses of Rs. 2,765.31 millions (As at 31 March, 2021 : Rs. 2,111.19 millions) as of that date resulting in complete erosion of the net worth of the Group. Further, 12.90% Non-Convertible Debentures (NCD), Term loan and accrued interest thereon aggregating to Rs. 5,495.83 millions as at 31 March, 2022 is due for repayment on 30 June, 2023 (i.e. within twelve months from date of approval of the standalone financial results).

These conditions indicate existence of material uncertainty, which cast significant doubts about the Group's ability to continue as a going concern and consequently, the ability of the Group to realise its assets and discharge its liabilities (including repayment of NCDs and interest thereon when they fall due) in the normal course of business. The Group's ability to continue as a going concern is dependent on the improvement of the Group's future operations and upon finalising new investors / lenders for equity infusion / debt refinancing.

The financial results of the Group have been prepared as going concern as the management of the Group has appointed consultants to explore options to find new investors / lenders for equity infusion / debt refinancing. As part of the exercise the management has also received Letter of Interest (LOI) from interested investors which are presently being evaluated by the management.

The Board of Director's are reasonably certain that of refinancing / equity infusion will be successfully and have concluded that the going concern assumption is appropriate. Accordingly, these financial results have been prepared on the basis that the Group will continue as a going concern.

The Company has entered into an amendment and restatement deed relating to the Debenture Trust Deed dated 11 March 2018 with the lenders on 28 July 2022 wherein along with other changes / modifications from the original debenture agreement, the maturity date of NCD's has been extended to 30 June, 2023. The Company has obtained final approval from stock exchange dated 28 September 2022. Further, the Company has also commenced the process of renegotiating the terms of the Redeemable optionally convertible preference shares (ROCPS) including interest with the ROCPS holder. The Company entered into a amended and restated framework agreement with ROCPS holder on 13 July, 2022 whereby the redemption / repurchase of the ROCPS has been extended to on or before 30 June, 2024.

The Subsidiary Company has entered into an amendment and restatement agreement relating to a facility agreement dated 10 September, 2018 as amended by the amendment agreement dated 06 February, 2020 with the lenders on 29 July, 2022 wherein along with the changes / modifications for the original facilty agreement, the repayment date of term loan has been extended to 30 June, 2023.

'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.

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44 Earnings per equity share (EPS)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Basic earnings per share (in Rs.) (A/B)	(2.21)	(2.03)
Diluted earnings per share (in Rs.) (A/B)	(2.21)	(2.03)

Basic and diluted earnings per share

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
The earnings and weighted average number of equity shares used in the calculation of basic and diluted earnings per share are as follows:		
Loss used in the calculation of basic and diluted earnings per share (A)	(656.81)	(535.96)
Weighted average number of equity shares for the purposes of computation of basic and diluted earnings per share (Face value of Rs. 10 each)	35,692,264	35,692,264
Weighted average number of potential equity shares	261,091,240	228,864,833
Weighted average number of equity shares and potential equity shares used in the calculation of basic and diluted earnings per share (B)	**296,783,504**	**264,557,097**

Stock options granted to employee under ESOP scheme are considered to be dilutive potential equity shares. The same are not considered in the determination of diluted earnings per share as they are anti-dilutive. The stock options are not included in the determination of basic earnings per share. The details relating to stock options are given in Note - 42.

45 Regulatory Compliances

(a) Pursuant to section 96 of the Companies Act, 2013 the Parent had obtained extension to hold its Annual General Meeting ("AGM") up to 31 December, 2019 for the year ended 31 March, 2019. The audited consolidated financial statements of the Group for the year ended 31 March, 2019 could not be presented at the AGM held on 31 December, 2019. Consequently, the consolidated financial statements for the year ended 31 March, 2019 were presented in the adjourned Annual General Meeting held on 20 July, 2020.

Further, for the year ended 31 March, 2020 the Company was required to hold AGM by 31 December, 2020 (as per the provision of Section 96 of the Companies Act 2013 and further as extended by ROC order No. ROC/Delhi/AGM Ext./2020/11538 dated 08 September, 2020). The Parent was not able to hold the meeting within the prescribed time. The consolidated financial statements for the year ended 31 March, 2020 were presented in the Annual General Meeting held on 05 April, 2021.

The Parent has duly submitted the compounding application under section 441 of the Companies Act, 2013, for the above offences for the year ended 31 March, 2019 and 31 March, 2020 to the Registrar of Companies, Ministry of Corporate Affairs on 28th March, 2022.

(b) The Group is in non–compliance with respect to submission of standalone financial results for the quarter and year ended 31 March, 2022, consolidated audited financial results for the year ended 31 March, 2022, audited standalone financial results for the year ended 31 March, 2020, unaudited standalone financial results for six months ended 30 September, 2019, 30 September, 2020, unaudited standalone financial results for the quarter and nine months ended 31 December, 2021 to stock exchange within the prescribed time pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended. The Company had submitted the standalone audited financial results for the year ended 31 March, 2020 and standalone unaudited financial results for the six months ended 30 September, 2019 on 31 March, 2021, standalone unaudited financial results for the six months ended 30 September, 2020 on 31 December, 2021 and standalone unaudited financial results for quarter and nine months ended 31 December, 2021 on 30 June, 2022.

Accordingly, the Group could be liable to certain penal provisions for the aforesaid non compliances under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The consequential impact of these non-compliances, including the liability for penal charges, if any, on the financial results is presently not ascertainable and have accordingly not have been recorded in the financial results.

46 The Parent has debit and credit notes in foreign currency amounting to Rs. 372.51 millions and Rs. 637.89 millions respectively which are outstanding as at 31 March 2022. This includes debit and credit notes from subsidiary amounting to Rs. 152.27 millions and Rs. 313.58 millions outstanding for a period exceeding nine months for which the Parent will need to get regulatory approvals under the Foreign Exchange Management Act, 1999. The consequential impact of this matter, including liability for penal charges, if any, on the financial results is presently not ascertainable.

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47 **Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.**

Name of the entity	Net Assets i.e. Total Assets minus Total Liabilities as at 31 March 2022		Share in profit/ (loss) for the Year ended 31 March 2022		Share in other comprehensive income / (loss) for the Year ended 31 March 2022		Share in total comprehensive income for the Year ended 31 March 2022	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income / (loss)	Amount	As % of total comprehensive income	Amount
Parent								
Gluhend India Private Limited	58.60%	(1,336.62)	88.38%	(580.51)	(24.91%)	2.69	86.55%	(577.82)
Foreign Subsidiary								
Sage International Inc.	12.42%	(283.40)	17.59%	(115.53)	124.91%	(13.49)	19.33%	(129.02)
Eliminations/ Consolidation Adjustments	28.98%	(661.03)	(10.05%)	39.22	-	-	(10.32%)	39.22
TOTAL	**100.00%**	**(2,281.05)**	**100.00%**	**(656.82)**	**100.00%**	**(10.80)**	**100.00%**	**(667.62)**

	Net Assets i.e. Total Assets minus Total Liabilities as at 31 March 2021		Share in profit/ (loss) for the Year ended 31 March 2021		Share in other comprehensive income / (loss) for the Year ended 31 March 2021		Share in total comprehensive income for the Year ended 31 March 2021	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income / (loss)	Amount	As % of total comprehensive income	Amount
Parent								
Gluhend India Private Limited	47.95%	(793.94)	63.75%	(341.65)	37.0%	5.18	64.46%	(336.47)
Foreign Subsidiary								
Sage International Inc.	9.84%	(162.97)	46.30%	(248.17)	62.97%	8.81	45.86%	(239.36)
Eliminations/ Consolidation Adjustments	42.21%	(698.91)	(10.05%)	53.86	-	-	(10.32%)	53.86
TOTAL	**100.00%**	**(1,655.82)**	**100.00%**	**(535.96)**	**100.00%**	**13.99**	**100.00%**	**(521.97)**

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48 Additional regulatory information required by schedule III

(i) Analytical ratios:

The following are analytical ratios for the year ended 31 March 2022 and 31 March 2021

Particulars	Nemerator	Denominator	As at 31 March 2022	As at 31 March 2021	% Variance	Reason for Variance
Current Ratio (in times)	Current assets	Current liabilities	1.88	0.49	282.1%	Increase is due to decrease of short term borrowings
Debt Equity Ratio (in times)	Total Debt (lease liabilities + short-term borrowings)	Shareholder`s Equity	5.18	3.46	49.9%	Increase due to decrease in other equity (losses) in current year
Debt Service Coverage Ratio (in times)	Earnings available for debt service (Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets)	Debt Service (Principal repayment on + long term debt inclusing lease liabilities + interest payments)	0.30	0.04	712.3%	Increased due to decrease in losses in current year due to increase in sales.
Return on Equity Ratio (in %)	Net Profit after Tax	Average Shareholder`s Equity	0.29	0.32	-11.0%	-
Inventory turnover ratio (in times)	Revenue from operations	Average Inventory	4.90	3.32	47.4%	Increase due to increase in Revenue in current year
Trade Receivable turnover ratio (in times)	Revenue from operations	Average Trade Receivable	6.44	5.86	9.9%	-
Trade Payable turnover Ratio (in times)	Net Purchases	Average Trade Payable	2.22	1.75	26.9%	Increased due to increase in purchase value of raw material during the current year.
Net capital turnover ratio (in times)	Revenue from operations	Average Working Capital	4.09	(1.36)	-401.2%	Increase due to increase in the revenue in current year as compared to previous year
Net profit ratio (in %)	Net Profit	Revenue from operations	(0.09)	(0.11)	-19.8%	-
Return on Capital Employed (in %)	Earning before interest and taxes	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	0.09	0.28	-68.9%	Decreased due to losses in current year and increase in non-current borrowing during the current year.

(ii) Details of benami property held

No proceeding has been initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

(iii) Title deeds of Immovable Property not held in the name of the Company

Except as disclosed in note 3A and 3C, there are no immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the Group) title deeds of which are not held in the name of the Group.

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48 Additional regulatory information required by schedule III (Contd.)

(iv) Wilful defaulter

None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority

(v) Relationship with struck off companies

The Group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956

(vi) Compliance with approved scheme(s) of arrangements

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

(a) During the year the Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity incuding foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficaries) or (ii) provide any guarantee, security or the like to or behalf of the ultimate beneficaries.

(b) The Group has not received any fund from any person(s) or entity(ies) including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall (i) directly or indirectly lender invest in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security or the to or behalf of the (ultimate beneficiaries) or (iii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account

(ix) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of Proprty, Plant and Equipment, intangible asset and investment property

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xi) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(xii) The Group has not entered into any non-cash transactions with its directors or persons connected with its directors.

(xiii) Disclosure under rule 11 (f) of the Company (Audit and Auditors) Rule, 2014 - Dividends

The Group has not declared or paid any dividend during the year and has not proposed final dividend for the year.

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

50 The consolidated financial statements for the year ended 31 March 2022 were approved by the Board of Directors and authorised for issue on 30 December 2022.

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

Deloitte Haskins & Sells LLP
Chartered Accountants

Madhur Aneja
Managing Director
DIN: 00129871

Sandeep Chotia
Director
DIN: 09592026

Isha Gupta
Company Secretary
Membership No. 22178

Place: New Delhi
Date: 30 December, 2022

GLUHEND INDIA PVT. LTD. DELHI

SM SAGE

GLUHEND INDIA PRIVATE LIMITED

CIN: U74994MH2017FTC303216

NOTICE OF THE 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Gluhend India Private Limited will be held on 30th day of December, 2022 at 6.00 PM (IST) through Video Conferencing ('VC') to transact the following business:

ORDINARY BUSINESS:
To receive, consider and adopt:

a) The Audited Financial Statements of the Company for the financial year ended 31st March 2022, including the Audited Balance Sheet as on 31st March 2022, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.

b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 together with the Report of the Auditors thereon.

By Order of the Board
For GLUHEND INDIA PRIVATE LIMITED

Date: 30.12.2022
Place: Delhi

Sd/-
MADHUR ANEJA
CHAIRMAN
(DIN – 00129871)

NOTES:

1. In accordance with the Ministry of Corporate Affairs, ("MCA") General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, respectively, ("the MCA Circulars") read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 (the SEBI Circular), the Annual General Meeting ("AGM") will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.
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 Microsoft Teams) sent to the respective shareholders at their registered e-mail ids.
8. Members who need assistance before or during the AGM, can contact Mrs. Isha Gupta at the designated mail id compliance.gluhend@gmail.com.